

Climate change, sustainability & ESG

Expertise and experience



Our team



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What sets Chapman Tripp apart?

The legal and regulatory landscape for business is in a state of constant change, in New Zealand and globally. The advice needed to navigate it is equally dynamic. As recognised market leaders in climate, sustainability and environmental, social and governance issues (ESG), we are thought leaders, shaping the debate and contributing to breaking new ground through our innovative work.

Our full-service offering means we have a breadth of capability, working as one team across practice areas. We go beyond traditional legal advice, as trusted advisors to boards and executive teams, taking a strategic, practical and commercial approach to support clients in understanding the evolving risk and regulatory landscape, engage with investors and regulators and deliver on strategy.



Matt Sumpter
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Our areas of expertise



Climate advisory:
greenwashing, targets,
transition planning



Climate litigation



Climate and sustainability
disclosures and reporting



Climate and ESG policy,
regulatory reform and
decarbonisation projects



Voluntary carbon markets &
emissions trading



Nature and biodiversity – legal
risk, duties and regulatory



Adaptation, resilience and
disaster recovery



Sustainable finance



Impact investing



Directors' duties,
ESG governance and
responsible business



Te ao Māori



Human rights and
modern slavery



Climate advisory: greenwashing, targets, transition planning, decarbonisation projects

We are experts in helping clients navigate the transition to a net zero economy, regularly advising on the dynamic landscape of regulatory changes and stakeholder expectations, including greenwashing, setting and communicating climate targets, and developing credible transition plans. We work with clients developing and implementing decarbonisation strategies including project approvals and funding.

Recent highlights

- Advising banks and major public and private companies on practical management of greenwashing risk and legal risks from green marketing, claims, and certifications (e.g., “carbon neutral”, “net zero”, “climate positive”).
- Supporting listed and private companies, including those in hard-to-abate sectors, in mitigating legal risks when setting, revising, and communicating emissions reduction targets and developing credible transition plans to meet regulator, lender, and investor expectations.
- Advising Fonterra on securing government funding for decarbonising coal boilers.
- Advising NZ Steel on its electric arc furnace projects, including securing \$140m in government funding and obtaining all necessary regulatory and planning approvals.

Our experts



Nicola Swan



Alana Lampitt



Kate Wilson Butler



Climate litigation

We are acting on the major climate litigation currently before the New Zealand courts. Our experienced litigators are sought out for their deep expertise and practical, strategic approach.

Recent highlights

- Acting for Fonterra, Z Energy, NZ Steel and Dairy Holdings in the first climate change litigation targeting corporate defendants for responsibility for greenhouse gas emissions (*Smith v Fonterra et al*).
- Advising major global energy companies on the strategic implications of climate change law and litigation risk.
- Advising the boards of major Australasian financial institutions, New Zealand fund managers, primary industry listed entities and boards of Australasian insurers on climate risk, climate related disclosure and the implications of global climate change litigation.
- Assisting a range of clients with all rounds of the incoming climate related disclosures legislation and accompanying climate standards, including at Select Committee.
- Advising Waka Kotahi on several judicial reviews and other litigation including judicial review challenges to funding of significant roading programmes, successfully securing the early withdrawal of the claims.

Our experts



Nicola Swan



Tim Smith



Alana Lampitt



Matt Sumpter



Climate and sustainability disclosures and reporting

Our expert team are thought leaders on this topic and have contributed to the development of New Zealand’s climate-related financial disclosures (CRD) regime. We support clients to navigate regulatory changes in this area and engage with regulators and standard setters that enforce the regime and develop the applicable guidance.

Recent highlights

- Advising more than 30 financial institutions (banks, insurers, fund managers) and listed issuers over the last five years on all aspects of their CRD obligations including application of the regime, the creation of due diligence processes, reviewing published disclosures, advising boards on their obligations and providing legal opinions as to compliance and availability of applicable defences.
- Supporting clients to navigate changes to the CRD regime, including engagement in law reform and regulatory processes, and advising dual NZX/ASX listed issuers on applicable CRD regimes in New Zealand and Australia.
- Advising on key steps in the preparation of climate-related reporting, including reviewing drafts, assessing substantiation of key statements, commenting on scenario analysis and transition planning, strategic risk identification, supporting preparation of financial disclosure and disclosure of appropriate metrics.
- Advising listed issuers on mandatory and voluntary emission reporting obligations and annual report disclosure statements, including under EU and UK law.
- Advising on, and legal review of, voluntary sustainability reporting.

Our experts



Nicola Swan



Roger Wallis



Rachel Dunne



Alana Lampitt



Kate Wilson Butler



Climate and ESG policy and regulatory reform

We’ve been at the forefront of key climate policy reform, from inception through to the legislative proposals. We have advised and prepared submissions on a range of climate and environmental policy changes. Our climate team includes our international law and policy experts, well-versed in the latest global developments and how these are likely to impact New Zealand companies

Recent highlights

- Assisting firms in the primary industries, electricity generation, energy distribution, and industrial manufacturing sectors with submissions on, and implications of, climate policy changes including ETS reform, Emissions Reduction Plans and changes to associated policy settings.
- Producing the 2024 report: *Protecting New Zealand’s Competitive Advantage* for The Aotearoa Circle. An overview of global sustainability reporting and trade trends affecting New Zealand exporters.
- Advising public and private entities on climate policy development and engagement strategies.
- Advising clients on major national decarbonisation projects and investments as well as legislative and regulatory reforms necessary to support those projects and investments.
- Advising and drafting submissions on proposed changes to New Zealand’s climate-related disclosures regime.

Our experts



Nicola Swan



Alana Lampitt



Kate Wilson Butler



Voluntary carbon, emissions and sustainability markets

Our team offers unrivalled specialist expertise in domestic and international carbon trading and carbon market mechanisms. This includes advising on the New Zealand Emissions Trading Scheme (ETS) since its inception, and through multiple reforms. We regularly advise on voluntary carbon market issues, corporate offsetting practices, and associated claims, including net zero pledges.

Recent highlights

- We act for key participants in New Zealand’s ETS, including those in hard to abate industries, on all aspects of compliance with the regime, including responding to investigations and enforcement action.
- Advising on entry into and engagement in the voluntary carbon market, on both buy and sell side, and support with deal structuring, due diligence and transaction support through to completion.
- Regular advice to corporate purchasers of carbon credits regarding legal risk and best practice with respect to offsetting, and risk mitigation when making claims based on offsets.
- Advising the Sustainable Business Council on the creation of the Low Emission Freight Certificate to decarbonise New Zealand’s freight sector.

Our experts



Alana Lampitt



Kate Wilson Butler



Luke Ford



Tim Sherman



Nature and biodiversity – legal risk, duties and regulatory

We are recognised thought leaders on natural capital and nature-related financial risk. Having authored 2023’s groundbreaking legal opinion on director duties for nature-related risk, our experts regularly engage with boards and executive teams on legal aspects of a company’s nature dependencies and impacts, working with organisations as they prepare to measure and report in line with the Taskforce on Nature-related Financial Disclosure recommendations.

Recent highlights

- Authoring a 2023 legal opinion for The Aotearoa Circle on [New Zealand company director duties in relation to nature-related financial risk](#).
- Working with multiple boards of directors and executives on specific company legal exposure in relation to nature dependencies and impacts, and advice on risk mitigation.

Our experts



Alana Lampitt



Nicola Swan



Kate Wilson Butler



**Adaptation,
resilience
and disaster
recovery**

Our multi-disciplinary team brings a vast depth of experience across disaster response and recovery, climate adaptation, and policy and regulation. We are uniquely placed to help clients grapple with the complex challenge of understanding, disclosing and responding to physical climate risks, and supporting crisis response when an event hits.

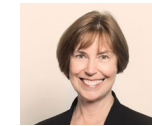
Recent highlights

- Acting for a client in the WorkSafe investigation and subsequent prosecution related to the 2019 Whakaari volcanic eruption (and more recently, the coronial inquiry).
- Acting on central government funding arrangements arising from the Auckland Anniversary floods and Cyclone Gabrielle.
- Acting for a client in the Cyclone Gabrielle coronial inquiry.
- Advising on health and safety risk relating to specific natural hazard risk in the tourism sector.
- Advising numerous clients on emergency management and critical infrastructure resilience reform issues.
- Advising financial institutions on their obligations and legal risks associated with climate risk data.
- Advising clients on the risks associated with disclosure of physical climate risks, including in circumstances when a disclosed risk materialises.

Our experts



Matt Yarnell



Helen Bowie




Nicola Swan



Alana Lampitt



**Kate Wilson
Butler**

 Sustainable finance

Our sustainable finance specialists provide market-leading advice on products including green and other sustainable bonds, sustainability-linked facilities, credits for sustainable projects, carbon trading products, sustainability-linked derivatives and ESG managed funds.

Recent highlights

- We have assisted with landmark transactions including the first green bond in New Zealand, the first New Zealand sustainability bonds, the first New Zealand offers into offshore markets, and New Zealand’s first sustainability-linked loan.
- Advising arrangers and lenders on market-leading sustainability-linked loans to borrowers including Landcorp New Zealand / Pāmu, Contact Energy and Synlait Milk – the first sustainability-linked loan in New Zealand.
- Advising borrowers including KMD Brands, Wellington International Airport and Southern Pastures on sustainability-linked loans.
- Advising Powerco in relation to the establishment of its Green Finance Framework (certified under the Climate Bonds Initiative), allowing issuance of green loans and bonds.
- Advising Precinct Properties and Mercury New Zealand on their retail NZX-listed green bond issuances.
- Advising Mercury New Zealand and Westpac New Zealand on the first offshore green bond by New Zealand issuers, into the Australian (AMTN) and European (EMTN) market, respectively.
- Assisting Christchurch City Holdings with its inaugural sustainability bond, the first to be successfully offered using an FMA exemption structure to allow it to proceed under a terms sheet.
- Advising fund managers on their ESG funds, including Responsible Investment Policies and disclosure documents.
- Advising the Niue Ocean Wide (NOW) Trust on the establishment of its Ocean Conservation Commitments, a first of its kind in the world.
- Co-authoring a legal opinion about KiwiSaver schemes investing in private (including sustainable) assets, including suggesting possible solutions to overcoming barriers, some of which have been consulted on by MBIE.

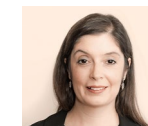
Our experts



Luke Ford



Emma Sutcliffe



Penny Sheerin



Emma Dale



Impact investing

Our team has a strong reputation for designing and implementing investment structures that are ‘fit for purpose’. Our specialists have vast experience in sustainable and impact/impact-first investing, social finance, funds, charitable structuring and can advise on all aspects including fund structuring, establishment and transactions.

Recent highlights

- Advising Foundation North on establishing its impact-first limited partnership investment structure and associated contractual arrangements to increase equity, social inclusion and regenerative environments for Tāmaki Makaurau and Te Taitokerau.
- Representing iwi and a prominent philanthropist on the structuring of a transformative impact investment model. This involved the design of a multi-limited partnership investment structure with central ownership that uses a tikanga lens for decision making, relationships and investments.
- Advising Amova Asset Management NZ (formerly known as Nikko Asset Management NZ) on the establishment of the Amova Freedom Fund, where rather than generating income for the investor, 100% of the pooled returns from the Fund and all of the management fee charged by Amova is donated directly to Tearfund NZ, for use in its work to combat human trafficking and modern slavery.
- Reviewing documentation for clients making investments with social impact outcomes.
- Assisting a number of community organisations to develop a constitutional framework to empower them to invest their assets in mission-aligned projects.
- Advising the trustee and cornerstone investors on a range of novel – and industry awarded – social bond issuances managed by Community Finance. This included utilising warehousing and note issuance structures, including in relationship to funding provided to The Salvation Army and the Community of Refuge Trust (CORT).

Our experts



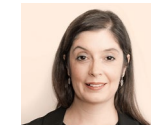
Greer Fredricson



Luke Ford



Phillippa Wilkie



Penny Sheerin



Directors' duties, ESG governance and responsible business

Our corporate governance and capital markets experts act as one team with our ESG specialists to provide seamless advice on corporate governance, directors' duties and best practice in responsible business. Our partners regularly provide media comment on topical governance issues and are contributors to governance law and policy reform initiatives of government, NZX, FMA and the Takeovers Panel.

Recent highlights

- Corporate governance advice for companies seeking B Corp status, including constitution adoption or amendment and implementation of required governance policies.
- Briefing boards of directors on ESG best practice and risk management.
- Advising clients in the financial, energy and agricultural sectors on ESG risk, responsible investment policies, modern slavery policies, Human Rights policies, Codes of Conduct, and business ethics.

Our experts



Roger Wallis



Rachel Dunne



Nicola Swan



Kate Wilson Butler



Te ao Māori

We have worked for many years with iwi, hapū and Māori businesses. We assist such clients to achieve their economic, social and cultural aspirations for current and future generations. We also provide advice to the Crown and private entities on Māori legal issues, and on working effectively with iwi, hapū and Māori businesses. Where our clients partner with Māori, we understand the need to consult with iwi, hapū and whānau early and genuinely, to ensure a successful outcome.

Recent highlights

- Acting for Ngāi Tahu in the High Court on its claim for declarations that Ngāi Tahu has rangatiratanga over wai māori (freshwater) in the Ngāi Tahu takiwā (area).
- Working with Ngāti Whātua Ōrākei on a diverse range of issues, including the delivery of social and cultural objectives, such as Toi Tupu (savings scheme), Toi Ora (health insurance scheme), and Kāinga housing (housing for hapū members).
- Acting for Ngāti Whātua Ōrākei on litigation in the Supreme Court, High Court, and Environment Court on its mana whenua interests.
- Providing strategic and political advice to Ngāti Whātua Ōrākei about protecting its mana whenua interests.
- Acting for Ngāti Porou Whānui Forests on a carbon-leasing transaction that involved 34 land blocks, most of which were Māori freehold land and subject to the provisions of Te Ture Whenua Māori Act 1993, requiring an appearance in the Māori Land Court.
- Advising Treaty negotiators on post-settlement arrangements for freshwater and seawater bodies, including legal personhood.

Our experts



Te Aopare Dewes



Justin Graham



Tim Smith



**Human rights
and modern
slavery**

Our team of experts work together across the intersection of human rights, modern slavery regulation, broader social sustainability and develop fit for purposes corporate, regulatory and litigation support for business navigating this complex and dynamic area.

Recent highlights

- Advising on business and human rights matters for clients in New Zealand, Australia and internationally, including:
 - corporate responsibilities under the UN Guiding Principles on Business and Human Rights and the OECD Guidelines for Multinational Enterprises
 - modern slavery risk management and due diligence for multiple clients, including under the UK and Australian modern slavery legislation
 - relevance for business of the major international human rights treaties, including the International Covenant on Civil and Political Rights, the International Covenant on Economic, Social and Cultural Rights, International Labour Organisation conventions, the European Convention on Human Rights and the African Charter on Human and People's Rights
 - disclosure and reporting of business and human rights risks.
- Acting for multiple New Zealand companies in an industry targeted by claims of human rights abuses in offshore supply chains to establish and implement a review of potential risk areas.
- Preparing modern slavery policies and risk assessments for entities on both a voluntary and mandatory basis (for entities captured by foreign regimes).

Our experts



Nicola Swan



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CHRISTCHURCH

Chapman Tripp is a dynamic and innovative commercial law firm at the leading edge of legal practice. With offices in Auckland, Wellington and Christchurch, the firm supports clients to succeed across industry, commerce and government. Chapman Tripp is known as the 'go to' for complex, business-critical strategic mandates across the full spectrum of corporate and commercial law. Chapman Tripp's expertise covers mergers and acquisitions, capital markets, banking and finance, restructuring and insolvency, Māori business, litigation and dispute resolution, employment, health and safety, government and public law, privacy and data protection, intellectual property, media and telecommunications, real estate and construction, energy, environmental and natural resources, and tax.

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