

Governance Committee

TERMS OF REFERENCE :	Governance Committee
VERSION:	1.0
DATE IN FORCE:	October 2022
PLANNED REVIEW:	October 2023

1. Purpose

The purpose of the Governance Committee is to assist Council in matters relating to

- election and appointment process of Councillors
- appointment of subsidiary entity governors e.g. DNCL directors
- maintenance of the [governance handbook](#)
- monitoring compliance with the Constitution
- recommendations for constitutional amendments

2. Membership

- a. Committee shall consist of no fewer than three and no more than five Council members who have, between them, relevant skills and experience. One committee member shall be the Chair of Te Komiti Whakauru Māori.
- b. Council may decide to co-op other Council members or appoint an external independent advisor to the Committee should it wish, to ensure the appropriate skills are represented.
- c. Council shall appoint the Chair and members of the Committee and review these appointments annually at its first ordinary meeting after the Annual General Meeting.

3. Operating Principles

- a. The Tumutaumatua/General Manager Organisational Performance will be the principal advisor to the Committee on behalf of InternetNZ staff.
- b. The Committee shall, in consultation with the Tumutaumatua/General Manager Organisational Performance, nominate a member or members of staff to act as the Secretariat. The Tumutaumatua/General Manager Organisational Performance and

Secretariat shall normally attend meetings of the Committee but shall not be members of the Committee.

- c. The Chief Executive will participate in the Committee on an as-required basis.

4. Meetings

- a. All meetings will be chaired by Chair or delegate.
- b. A meeting quorum will be three members of the Committee.
- c. Where no consensus can be reached in the Committee the matter will be brought to the Council.
- d. The Committee shall meet 3-4 times per year or as required for the effective operation and discharge of the Committee's responsibilities. Ordinarily, it is intended that four meetings per year are held.
- e. Council members who are not members of the Committee may attend any meeting either remotely or in person (except in the case of a conflict of interest, as determined by the Committee).
- f. InternetNZ or DNCL Group staff may be invited to attend meetings at the discretion of the Committee (except in the case of a conflict of interest, as determined by the Committee).
- g. The Chair and the Secretariat shall agree to and distribute an agenda and any related papers one week prior to the meeting to members of the Committee and invited members of staff.

5. Responsibilities

- a. Monitors whether Council is complying with its obligations as set out in the organisation's constitution, articles, or bylaws.
- b. Oversee the process to elect Councillors.
- c. Oversee the process to appoint independent directors to Council. They may develop a recruitment plan and establish job descriptions /skill requirements for this purpose.
- d. Organise ongoing training and development for Councillors.
- e. Reviews the existing constitutional documents of the organisation periodically and recommends updates where necessary.
- f. Advises how to deal with potential conflicts of interest of Councillors and independent directors.

- g. Regularly review the structure, size and composition (including the skills, knowledge and experience) of Council and to make recommendations to Council regarding any changes.
- h. Develop and conduct an orientation process for newly elected or appointed Councillors and provide ongoing board training and development.

6. Authority

- a. The Committee is an advisory committee and does not have power or authority. Unless explicitly empowered by the Council, committees or working parties cannot make binding Council decisions or speak for the Council. For the most part the function of committees and working parties, in fulfilling their role, is to make recommendations to the Council.
- b. Please see the Governance [Charter](#) for further guidance on Committees Page 11.
- c. The Committee is authorised by Council, at the expense of the organisation, to consult with outside services, such as the IoD's DirectorSearch services, executive search consultants, and other external sources of information and advice such as financial or legal advisors, as it considers necessary for carrying out its responsibilities.

7. Reporting

- a. After each Committee meeting, the Chair shall report the Committee's findings and recommendations to Council.
- b. Unless directed by the Chair, the minutes of all committee meetings shall be circulated to Councillors and the Chief Executive and to such other persons as the Committee directs.