

Risk and Compliance Committee

TERMS OF REFERENCE: Risk and Compliance Committee
VERSION: 1.0
DATE IN FORCE: October 2022
PLANNED REVIEW: October 2023

1. Purpose

The purpose of the Risk and Compliance Committee is to:

- a. Assist the Council in meeting its governance responsibilities with respect to overseeing all aspects of risk management along with legal, regulatory, and policy compliance.
- b. Within the boundaries of this purpose, the Committee's scope is an advisory capacity to Council and does not relieve any Councillors or staff of their responsibilities for these matters.

2. Membership

- a. The committee shall consist of no fewer than three and no more than five Council members with relevant skills, experience, and general due diligence experience.
- b. Council may decide to co-opt other Council members or appoint an independent external 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 of Organisational Performance will be the main contact to the Committee on behalf of InternetNZ staff.
- b. In consultation with The Tumutaumatua/General Manager of Organisational Performance, the Committee shall nominate a member or staff member to act as the Secretariat.

- c. The Tumutaumatua/General Manager of Organisational Performance and Secretariat shall attend meetings of the Committee but shall not be members of the Committee.
- d. The Chief Executive will participate in the Committee on an as-required basis.

4. Meetings

- a. The Chair or delegate will chair all meetings.
- 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 three or 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 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 before the meeting to members of the Committee and invited staff members.

5. Responsibilities

Subject to the limitations on the Committee's authorities contained in section 6, the Risk and Compliance Committee will address the following areas:

The responsibilities of the Committee include:

- a. Monitoring InternetNZ's risk governance structure, risk assessment and risk management practices and the guidelines, policies and processes for risk assessment and risk management.
- b. Maintaining oversight of the enterprise risk register; ensuring that risks are appropriately identified and assessed.

- c. Reviewing the efficacy of risk treatments undertaken by management.
- d. Informing Council of significant matters or any emerging risks.
- e. Maintaining the statement of risk appetite used by management, ensuring it is approved by Council.
- f. Monitoring InternetNZ's legislative compliance, including health and safety.
- g. Monitoring the adequacy of InternetNZ's insurances.
- h. Monitoring the cyber security framework, capabilities, and processes used to ensure the resilience of InternetNZ.
- i. Gain assurance that management has taken steps to embed a culture of ethical and lawful behaviour.
- j. Review the effectiveness of the system for monitoring compliance with laws, regulations and policies.
- k. Receiving and considering regular management updates regarding;
 - i. health, safety, and wellbeing;
 - ii. cyber security;
 - iii. business continuity;
 - iv. Insurances;
 - v. and others matters as the Committee deems appropriate.
- l. Making regular enquiry of management or specialist risk advisors about significant risks or exposures.
- m. Ensuring that individuals appreciate and acknowledge that risk management is all employees' responsibility and appropriate systems are in place to ensure they are able to meet those responsibilities.
- n. Ensuring that appropriate processes are in place to ensure compliance with risk management policies and procedures together with appropriate escalation to the Committee.

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.

7. Internal Reporting

- a. After each Committee meeting, the Chair shall report the Committee's findings and recommendations to Council.
- b. The Committee will normally send the minutes of their meetings to Council, but can advise Council to keep some sections confidential.