

Governance & CE Review Committee

POLICY: Terms of Reference
VERSION: FINAL
DATE IN FORCE: November 2024
PLANNED REVIEW: November 2026

1. Purpose

The Governance and Chief Executive (“CE”) Review Committee (“the Committee”) is a committee of Council with the specific delegated powers as set out in this Terms of Reference.

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

- election and appointment process of Councillors
- appointment of subsidiary entity governors e.g. DNC directors
- maintenance of the governance handbook
- monitoring compliance with the Constitution
- recommendations for constitutional amendments
- CE terms of employment, key performance measures and disciplinary matters.

2. Membership

The Committee shall consist of the President, Vice President, the Chair of Te Komiti Whakauru Māori and no more than two additional Councillors who have, between them, relevant skills and experience.

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.

The Chair of the Committee is the President and in his/her absence the Vice President. 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. Responsibilities

Chief Executive review:

- Negotiate and amend as necessary the key performance objectives of the CE.
- Report the performance of the CE against the key performance objectives on a confidential basis.
- Conduct a review of the CE's overall performance and make recommendations to Council on remuneration and appropriate bonus payments.
- Monitor and where necessary act on any other matters relating to the conditions of employment of the CE.

Governance committee:

- Monitors whether Council is complying with its obligations as set out in the organisation's constitution, articles, or bylaws.
- Oversee the process to elect Councillors.
- Oversee the process to appoint independent directors to Council. Committee may develop a recruitment plan and establish job descriptions /skill requirements for this purpose.
- Organise ongoing training and development for Councillors.
- Review the existing constitutional documents of the organisation periodically and recommend updates where necessary.
- Advise how to deal with potential conflicts of interest of Councillors and independent directors.
- Regularly review the structure, size and composition (including the skills, knowledge and experience) of Council and to make recommendations to Council regarding any changes.
- Develop and conduct an orientation process for newly elected or appointed Councillors and provide ongoing board training and development.

4. Authority

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.

See the [Governance Charter](#) for further guidance on Committees, page 11.

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.

The following authorities apply for the CE Review:

- The Committee shall have the authority to seek any information it requires from any employee of the Society.
- The Committee is authorised to obtain such independent professional advice as it considers necessary at the expense of the Society.
- The Committee is authorised to make reasonable arrangements as it considers necessary for travel, accommodation, meals and meeting facilities for members of the Committee, advisers to the Committee and staff at the expense of the Society.
- The Committee must exercise the powers delegated to it in accordance with any directions of Council.
- The Committee can invite other parties to attend meetings from time to time as circumstances require.
- The Committee may initiate special investigations as it sees fit in relation to matters set out in this Terms of Reference or as directed by Council, or the President.

5. Operating Principles

The Tumutaumatua/General Manager Organisational Performance will be the principal advisor to the Committee on behalf of InternetNZ staff.

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.

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

6. Meetings

All meetings will be chaired by Chair or delegate.

A meeting quorum will be three members of the Committee.

Where no consensus can be reached in the Committee the matter will be brought to the Council.

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.

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).

InternetNZ or DNC 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).

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.

7. Reporting

After each Committee meeting, the Chair shall report the Committee's findings and recommendations to Council.

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.

In addition to the annual review of the CE's overall performance, the Chair shall verbally update Council on CE performance matters in 'Council alone' time as required.

8. Communication

The President and Vice President, with the support of the other committee members when required, shall maintain direct lines of communication with the Chief Executive throughout the year on a regular basis.

9. Review

This Terms of Reference document and the performance of the Committee shall be subject to an annual review by Council.