

Committee Terms of Reference



Type: Board Committee
Title: CEO Management and Appointments Committee
Objective: To assist the board in managing, remunerating and appointing the CEO
Responsible to: Chairman of the Board

Structure:

1. The members of this committee shall be appointed by the board from among its members and shall consist of up to three members, including a chairman.
2. The CEO and any other professional staff shall not be eligible to be a member.
3. A quorum shall be two members, one of whom shall be the committee's chairman.

Term:

1. Committee members (once appointed by the board) may be changed at the board's discretion. All changes to committee members must be recorded in the board minutes.

Profile:

1. The majority of committee members shall have strong human resource/management experience.

Operating Principles:

1. The committee chairman shall call a meeting of the committee if so requested by any committee member or the board.
2. The committee may have in attendance such members of management and such other persons as it deems necessary to provide appropriate information and explanations.
3. The committee may obtain external resources as required to assist with its work, subject to prior board approval.
4. The committee will give notice to the CEO their process for performance management
5. The committee will set in conjunction with the CEO the 'Annual Key Performance Indicators'
6. The committee shall report to the board at least biannually or as specified or requested by the board.
7. The committee meetings shall be minuted.
8. The committee shall submit an annual report to the board.

Duties and Responsibilities:

1. Review the performance of the CEO and provide feedback on their performance.
2. Review of the CEO's remuneration and recommendation for increases or at risk components as listed in the performance management system.

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3. If requested by the CEO advise and support the CEO on professional appointments/performance management within the SNZ management team
4. Supervision of special investigations when requested by the board.
5. Review the terms of reference for this committee and provide any recommendations back to the board.

Authority:

1. This committee is authorised by the board to investigate any activity covered by its duties and responsibilities.
2. This committee is authorised to seek any information (through the committee chair only) it requires from the CEO and/or others.
3. This committee shall have no executive powers with regard to its findings and recommendations, but will provide recommendations to the board for approval.