

Committee Terms of Reference



Type:	Board Committee
Title:	Governance Committee
Objective:	To establish the 'SNZ Governance Plan' and provide recommendations to the SNZ board in line with current best practise for implementation
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 (who cannot be the SNZ Chairman).
2. 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 governance expertise and affinity and knowledge of 'best practise' governance processes.

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 shall refer to the SPARC '9 Steps to Effective Governance' as a framework for best practise.
5. The committee shall report to the board at least quarterly or as specified or requested by the board.
6. The committee meetings shall be minuted.
7. The committee shall submit an annual report to the board.

Duties and Responsibilities:

1. Establish, implement and monitor the Governance Plan
2. Review and monitor the SNZ Governance Policies including but not exclusive to; governance verses management accountability, CEO limitations and board annual plan.

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3. Lead the review of board performance
4. Evaluate board composition and recommend possible members for appointment or election.
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.