



## **DRAFT - TERMS OF REFERENCE**

### **Governance Committee**

#### **1. Introduction**

The Governance Committee is a committee of Council which is in place to ensure that there is sufficient talent available for governance roles within Survey and Spatial New Zealand (S+SNZ) and to ensure effective governance. The Governance Committee's functions are to:

- nominate candidates for appointment to the Board and Appointed Councillor roles
- ensure the effectiveness of S+SNZ's governance
- facilitate the performance evaluation of Council and Board
- advise Council on remuneration matters for those holding governance roles within S+SNZ
- Periodically review the governance processes of Council, Board and Committees
- Ensure diversity and balance in the Board

The Governance Committee is appointed by Council and its performance is evaluated by Council. The Governance Committee members share responsibility for the overall successful operation of S+SNZ through the performance of members of the key governance bodies.

#### **2. Governance Committee**

The Governance Committee shall comprise:

- (a) The President
- (b) The Chair of the Board
- (c) Up to four members of the S+SNZ, excluding members of Council and the Board, appointed by the Council in consultation with the Chair of the Board.

The Council may also appoint lay members from time to time at its discretion.

The term of office of members of the Governance Committee shall be the period of office for the President and Chair of the Board, and a term of up to three years (renewable, at the discretion of Council, for a further period of up to three years allowing a maximum term of office of six years) for other members.

The Governance Committee shall elect its own Chair, provided that the President and Chair of the Board are not eligible to be Chair. The Governance Committee may delegate any of its functions and regulate its own procedures as it thinks fit.

The Chief Executive Officer may attend and speak at meetings of the Governance Committee but is not entitled to vote.

### 3. Role of Governance Committee

#### a. Nominations and succession planning

The Governance Committee will undertake a rigorous and transparent process to identify and recommend candidates to Council for both Council and Board positions. The Governance Committee must demonstrate to Council that due process has been followed in the identification, assessment and recommendation of candidates and other processes. A variety of sources will be employed to identify appropriate candidates, including but not limited to:

- a targeted search of S+SNZ's member database
- advertising amongst the membership (and wider) for interested individuals
- use of search services where appropriate
- calling for suggestions from members of existing governance bodies within S+SNZ.

The Governance Committee will provide to Council a recommendation regarding the number of candidates for Appointed Councillors or Board members (this will be a number greater than the number of available or required positions and may vary depending on the roles and individuals involved) and priority of these. The Council meeting will determine whether to vote for the candidate group as a whole or by the individual.

Aspects of the nominations process are explained in more detail below:

#### a. Council

To ensure effective nominations for Council and effective succession planning over time, the Governance Committee will:

- develop and maintain a competency matrix for Council to ensure the correct mix of skills, knowledge and attributes among members of Council
- develop and maintain a position description for Councillors identifying the required functions and performance expectations
- identify development opportunities for members in governance and/or committee roles
- develop a process and means to identify future Councillors with the support and input of branches
- facilitate a process to identify candidates for nomination by branches and election by members
- manage a process to identify preferred candidates for direct appointment to Council
- evaluate and recommend suitable candidates to Council.

#### b. Board

To ensure effective nominations and succession planning for the Board, the Governance

Committee will:

- develop and manage a rotation cycle for the Board
- develop a competency matrix for Board members to ensure the correct mix of skills, knowledge and attributes across the Board
- develop a position description for Board members identifying the behaviours required and the contributions expected of them
- develop a process to identify potential Board members
- evaluate and recommend suitable candidates to the Council.

It is expected that effective succession planning will develop over time with the Governance Committee being proactive in identifying opportunities for competent and appropriate individuals for available governance roles, including the positions of President and Vice President.

b. Effective governance processes

To ensure the ongoing quality of governance processes across S+SNZ, the Governance Committee will:

- identify the key governance processes of S+SNZ's various governance bodies required to be monitored
- review these core governance processes at least annually and identify requirements for process improvement or development
- revise or develop governance processes in a timely manner in line with identified needs in order to prevent disruption of effective governance across S+SNZ
- ensure documentation of governance policies, process and procedures (manuals) is current and accessible

c. Performance evaluation

The Governance Committee is responsible for facilitating evaluation of the Council (including President and individual Councillors) and the Board (including the Chair and individual Board members). This will include the establishment of frameworks for performance evaluation, which will be utilised by Council and the Board in the evaluation process.

d. Council

To facilitate the annual evaluation of Council, the Governance Committee will develop a performance assessment framework including the following elements:

- development of S+SNZ's strategy and contribution to business plans
- reporting to members and stakeholders
- engagement of branches
- stakeholder communication and engagement
- the effectiveness of governance processes
- relationships with relevant external organisations
- interaction as a team.

e. President

To facilitate the annual evaluation of the President, the Governance Committee will develop a performance framework including the following elements:

- leadership
- representation of S+SNZ
- stakeholder relations internationally and locally
- relations with regulatory authorities and other professional bodies, locally and internationally
- relations with Chair, Board and Chief Executive.

f. Board

To facilitate the annual evaluation of the Board, the Governance Committee will develop a performance framework including the following elements:

- development of strategy and business plans
- Board reporting to Council
- Board reporting to stakeholders
- monitoring the performance of S+SNZ
- performance management of the Chief Executive
- risk management
- compliance
- policy frameworks
- stakeholder communication
- decision-making
- managing effective Board governance processes
- Board evaluation
- senior management succession planning
- management of permanent bodies
- relationships with regulators and government
- relationships with international surveying and Spatial practice organisations
- interaction as a team

g. Board Chair

To facilitate the annual evaluation of the Chair, the Governance Committee will develop a performance framework including the following elements:

- leadership
- representation of the Board

- representation of S+SNZ as required
- mentoring, support of and relationship with Chief Executive
- stakeholder relations
- relationships with President and Vice President
- Board and Board committee processes
- communication and reporting between Council and Board

#### **4. Delegated Authority**

The Terms of Reference cannot be altered without sign off from the S+SNZ Council.

#### **5. Financial implications**

There are no anticipated financial implications beyond the administrative costs associated with the day to day operation of the S+SNZ board and council and Governance Committee meetings.

#### **6. Meeting notes**

Following each meeting, notes will be shared with all Governance Committee members and where appropriate, the Board, Council and Chief Executive. But they will not be released to any other body or individual without the consent of the Chair.

#### **7. Frequency and Method of Meetings**

Meetings will occur at such times as agreed between the committee members but no less than three times per year. Where possible meetings will be held electronically but where this is not possible, they will occur in conjunction with scheduled Board or Council meetings so as to minimise cost.

#### **8. Quorum**

No quorum is set. The Chair will decide if any meeting is unable to proceed or any additional meetings or changes are required.

#### **9. Committee Agenda**

The agenda for all Governance Committee meetings and any supporting papers will be distributed prior to the meeting to enable adequate time for all attendees to read and reflect on the material prior to the meeting.

Any action items from the meeting shall be documented and provided to the President and CEO, if applicable and appropriate.