



Terms of Reference

Review of NZIS Governance Arrangements

Background

- 1 Rule 24.8 of the current Rules of the New Zealand Institute of Surveyors Incorporated (the Rules) stipulates that:

The Council must ensure that a governance review of NZIS on such terms as set by the Council is completed before the 2018 AGM.

- 2 The Rules form the primary document governing NZIS. They are supported by policies, practices and procedures that are set by the Council or the Board.
- 3 Following a major review of NZIS, new governance arrangements were put in place following the 2013 AGM. Those arrangements included establishment of a Board (to replace the Executive Committee), Chief Executive Officer, streams, divisions and significant interest groups in addition to the already existing Council and branches.
- 4 The Council has now instigated a review of the governance arrangements and how well they are working. This review will examine the Rules to ensure “best practice governance” that supports an appropriate balance between prescription and the flexibility afforded by supporting policies, practices and procedures.
- 5 In November 2017 Council directed the preparation of these Terms of Reference, the timeline and budget for the governance review.

Objective

- 6 The objective of the governance review is to:
 - review the NZIS governance arrangements introduced following the 2013 AGM and how well it is working
 - undertake a review of the current Rules that have been in force since the last comprehensive review (resulting in the October 2014 rule changes) to determine any further changes that would improve governance (including the clarity of the Rules) and take account of the changing operating environment

- enable Council to present any changes for adoption by special resolution at the 2018 Annual General Meeting (currently scheduled for 15 November 2018).

Governance Review Panel

- 7 The Review Panel will comprise of members with expertise in governance as well as sound knowledge of the objects and operation of NZIS, as follows:

Position / Representative	Nominee
Chair	Bruce Anderson
Member - Council Representative or person nominated by Council	Mark Allan
Member - Board Representative or person nominated by Board	Andrew Stirling
Member - Membership Representative	Expressions of interest to be sought from NZIS Members with Panel Chair to decide and advise the President of the Member Representative

- 8 The Panel Chair will determine how the Review Panel will operate, eg the number and type of meetings, in order to execute these Terms of Reference.
- 9 The Review Panel Chair will work closely with the Chief Executive Officer on relevant matters.
- 10 NZIS will provide administrative support to the Review Panel as required.

Role of Governance Review Panel

- 11 The following matters fall *within* the scope of the review:
- Review of the appointment process (including term and membership class eligibility – currently only Voting Members) for Councillors and Board members to ensure continuity of depth of governance and management experience, and membership representation
 - Review the success, or otherwise, of the Council, Board, Stream, Division and Special Interest Group Structure
 - Identify other rules that require to be changed or deleted because they are no longer necessary (e.g. some transitional arrangements following the earlier rule revision)

- Review the Governance Manual
- Identify any additional rules that would enhance governance
- Identify new transitional arrangements required to accommodate any proposed rule changes
- Identify any changes that would improve the clarity of any rules
- Identify policies referred to in the Rules that will need to be reviewed to determine if changes are required to accommodate any rule changes proposed by the Review Panel
- Identify any other governance matters for consideration that may lie outside the Rules.

12 The following matter falls **outside** the scope of the review:

- Actual review of operational policies. Review of NZIS policies is a separate exercise that is being undertaken with a view to capturing all policies and timetabling them for on-going review

Consultation

13 To help inform its work and to involve the members on the fundamental document underpinning their organisation, the Review Panel will canvass the views of NZIS Members on:

- any governance changes required to help inform the Panel's early deliberations
- any draft rule and other changes proposed as a result of the review

Reporting

14 The Chair of the Review Panel will report to the Council through the President, by no later than 6 July 2018 on the Panel's deliberations, including:

- the Review Panel's recommendations
- reasons for any proposed rule changes, additions and deletions
- the outcome of the consultation with NZIS Members
- a marked-up copy of the proposed new rules

Timeline

15 The following table sets out the time for activities associated with the review:

Date	Activity
November 2017	Council directed preparation of Terms of Reference for the governance review, timeline and budget
Late January 2018	Council approves TOR, establishes Review Panel and circulates TOR
Early February	Notice to membership advising the review and seeks early comment on rule changes (allow three to four weeks for feedback)
Early – mid-March	Desktop review of rules by Review Committee identifying areas needing revision
End March	Session to develop draft revised rules and identify areas where legal advice may be required
13/14 April	Interim report from Review Panel Chair to Council at its April meeting
Late April	Consider Council's response and amend as required
Mid-May	Seek legal advice (sign-off) if required
Mid-May	Consult with membership on draft new rules (allow three to four weeks for feedback)
Mid-June	Prepare paper for Council (out of session) approval
6 July	Submit paper to Council
Mid-August	Council (out of session) approval
Mid-August – end October	Period allowed for any final changes, approvals etc by Council
16 September	AGM date, time and venue must be circulated to give members 60 days' clear notice of the AGM
18 October	Agenda for AGM, including notices of motions agreed to by council, must be circulated to give 28 days' clear notice to members
15 November	NZIS AGM

Review Budget

- 16 Review Panel members' travel and other related costs will be reimbursed.
- 17 The costs associated with the review are primarily the costs associated with the end-March meeting of Review Panel members to develop the draft revised rules as identified during the earlier desktop review. All other communication is expected to be using Adobe Connect (for telephone and video conferences that NZIS could facilitate), email and phone and the associated costs, therefore, are minimal. Overall, it is estimated that the review can be conducted within a budget of around \$2,600 acknowledging that Review Panel members are contributing their time for free.

Activity	Cost
Travel (will depend on location of Panel members)	\$2,000 estimate Airfares & Taxi / use of car reimbursement @73 c/km for petrol, diesel and hybrid cars, and 81 c/km for electric cars (IRD 2017-18 rates)
Venue hire for end-March session	\$ 300 (half-day room hire)
Morning tea / lunch	\$ 200
Communication costs	\$ 300
Total Estimated Cost	\$2,800 – <i>Special Project code 308</i>

TOR and Budget Approved by Council

23 January 2018

Rebecca Strang
President