



**Te Kawenata o Te Kāhui Tātari Ture**

**Te Kāhui Tātari Ture | Criminal Cases Review Commission  
Board Charter**



**Te Kāhui  
Tātari Ture**  
Criminal Cases  
Review Commission

Nāu te rourou, nāku te rourou, ka ora ai te iwi  
With your food basket and my food basket the people will thrive<sup>1</sup>

## 1.0 Te Whāinga Matua | Purpose

This Te Kawenata o Te Kāhui Tātari Ture | Board Charter (Charter) sets out the corporate governance for the Te Kāhui Tātari Ture | Criminal Cases Review Commission Board (the Board). The Charter includes the Board's key roles and relationships.

The Charter is an important document and sets the tone, conduct and priorities for the Board in how it acts.

Where this Charter refers to the Chair and Deputy Chair, the Board is referring to the Chief Commissioner and the Deputy Chief Commissioner, respectively.

## 2.0 Hinonga Karauna Motuhake | Independent Crown Entity

Te Kāhui Tātari Ture | Criminal Cases Review Commission (Te Kāhui Tātari Ture) is an independent Crown Entity established under the Criminal Cases Review Commission Act 2019. Provisions affecting Te Kāhui Tātari Ture governance members, and reporting are set out in the Criminal Cases Review Commission Act 2019 and the Crown Entities Act 2004.

## 3.0 Ngā Āheinga | Functions

Te Kāhui Tātari Ture main function/s (as set out under the Criminal Cases Review Commission Act 2019) are to:

- a. provide case oversight and governance;
- b. provide guidance and assess timeliness and cost of work;
- c. manage conflicts, or potential conflicts of interest;
- d. act independently;
- e. provide strategic direction;
- f. be accountable for setting Te Kāhui Tātari Ture performance expectations;
- g. manage conflicts or perceived conflicts of interest;
- h. manage organisational risk; and
- i. provide financial assurance.

Te Kāhui Tātari Ture will enact its functions in accordance with Ā mātou uara | Our Values:

- a. **Manaakitanga** – we acknowledge the mana of others as having equal or greater importance than one's own;
- b. **Aroha** – we are respectful, compassionate, and humble;

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<sup>1</sup> This whakatauki talks to collaboration and a strengths-based approach. It acknowledges everyone has something to offer and by working together all can flourish.

- c. **Kaitiakitanga** – we are stewards and consciously think about the inter-generational consequences and impact of our advice, actions, and decisions;
- d. **Te Tika me Te Pono** – we are committed to doing the right thing with integrity;
- e. **Kotahitanga** –we work collectively and are united in our shared purpose to operate as an independent body to investigate and review criminal convictions or sentences, or both and decide whether there has been a possible miscarriage of justice;
- f. **Rangatiratanga** – we consistently strive for excellence.

We will enable this by:

- a. consistently applying a partnership approach to everything that we do;
- b. influencing and supporting the justice system for all New Zealanders;
- c. ensuring we draw on the lived experiences of those who we work with; and
- d. through our work helping to reduce the rate of imprisonment overall and the proportion of Māori within the justice system.

Te Kāhui Tātari Ture Commissioners are also guided by the Code of Conduct issued by Te Kawa Mataaho | Public Service Commission – see attachment one.

## 4.0 Ngā Haepapa ā te Minita me te Kāhui Aroturuki | Roles of the Responsible Minister and Monitoring Agency

### 4.1 Minita Motuhake - Responsible Minister

The responsible Minister for Te Kāhui Tātari Ture is the Minister of Justice (Minister). The Minister is responsible to Parliament for managing the Crown’s interest in Te Kāhui Tātari Ture.

The Minister has certain statutory responsibilities in respect of Te Kāhui Tātari Ture, which are to oversee and manage the Crown's interest in, and relationship with Te Kāhui Tātari Ture including the statutory responsibilities relating to:

- a. appointment and removal of Commissioners;
- b. directions;
- c. reviewing the operations and performance of Te Kāhui Tātari Ture;
- d. requesting information; and
- e. participating in setting the strategic direction and monitoring under Part 4 of the Crown Entities Act 2004 (s 27 Crown Entities Act 2004).

The Board is responsible for governing Te Kāhui Tātari Ture operations, maintaining open communication with the Minister, setting the direction of Te Kāhui Tātari Ture along with the Minister, and ensuring Te Kāhui Tātari Ture achieves its objectives, as expressed in the relevant legislation and Te Kāhui Tātari Ture Statement of Intent (SOI).

Together with the Minister, Te Kāhui Tātari Ture will foster a high trust and open relationship to work jointly to build a trusted, valued, and respected entity.

Te Kāhui Tātari Ture will work proactively with the Minister to influence and enable positive change across the justice system.

#### **4.2 Kāhui Aroturuki - Monitoring agency**

On behalf of the responsible Minister, the Ministry for Justice is responsible for:

- a. ensuring Te Kāhui Tātari Ture has identified its intended results in line with the Government's requirements, and ensuring Te Kāhui Tātari Ture is aware of and follows budget processes and timeline requirements;
- b. monitoring the performance of Te Kāhui Tātari Ture against expected results and outputs and providing feedback to the responsible Minister, including whether Te Kāhui Tātari Ture key performance expectations in the SOI and Statement of Performance Expectations (SPE) have been or are likely to be met;
- c. assessing and managing Government risks and keeping the responsible Minister advised on Te Kāhui Tātari Ture capability to achieve its results, any emerging issues for Te Kāhui Tātari Ture, and on the merit of any Te Kāhui Tātari Ture budget initiatives; and
- d. providing the responsible Minister with advice on any issues, fiscal challenges or possible irregularities or breaches.

The Board and Chief Executive will:

- a. develop a high trust relationship with the Ministry of Justice that is based on a no surprises approach, is evidence based and mana enhancing for both organisations;
- b. ensure the Ministry of Justice respects the independence of Te Kāhui Tātari Ture and the statutory accountabilities of the Commissioners, and the focus should be on commission work;
- c. operate in a manner that recognises the distinctive and unique nature of our work; and
- d. act with integrity and be transparent.

#### **4.3 Te Arawhiti - Māori-Crown relations**

The Board of Te Kāhui Tātari Ture will fulfil its Te Titiri o Waitangi obligations as partners in Māori-Crown relationships aligned to Government expectations and best practice. This will include:

- a. establishing and building enduring partnerships with iwi and Māori organisations
- b. the incorporation of Te Āo Māori concepts in the organisation's core values, culture, policies and operating procedures;
- c. ensuring the services of Te Kāhui Tātari Ture are accessible to all iwi Māori;
- d. a strong and enduring relationship with Waikato-Tainui as mana whenua where Te Kāhui Tātari Ture is based;
- e. proactively investing in the capability of the organisation, Commissioners, and staff in the following key areas:<sup>2</sup>
  - understanding racial equity and institutional racism;
  - New Zealand history and the Treaty of Waitangi;
  - worldview knowledge;

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<sup>2</sup> Draws on Te Arawhiti Māori Crown Relations Capability Framework for the Public Service – Individual and Organisational Capability Component. The capability areas were identified through the 2018 public engagement process undertaken by the Minister for Māori Crown Relations: Te Arawhiti and the scan of public service needs undertaken by the Office for Māori Crown Relations: Te Arawhiti.

- tikanga/kawa;
  - Te Reo Māori; and
  - engagement with Māori.
- f. developing a strong and enduring culture where the use of Te Reo me ōna Tikanga Māori are an integral part of the workplace and is nurtured within the team and Commissioners, and
- g. the establishment of a Māori Advisory Group to advise the Board;

## 5.0 Ngā mahi o te Poari me te Tiamana | Roles of the Board and Chair

### 5.1 Poari - Board

The Board is responsible for:

- a. ensuring Te Kāhui Tātari Ture acts in a manner consistent with the objectives and functions set out in the Criminal Cases Review Commission Act 2019, Te Kāhui Tātari Ture current SOI and SPE, and the Crown Entities Act 2004 (sections 49-52);
- b. ensuring Te Kāhui Tātari Ture performs its functions efficiently and effectively, and meets its obligations to the responsible Minister as outlined in its SOI and SPE;
- c. maintaining a 'no surprises' approach with the responsible Minister;
- d. ensuring Te Kāhui Tātari Ture acts in a financially responsible manner and that it prudently manages its assets and liabilities, endeavours to ensure its long-term financial viability, and acts as a successful going concern;
- e. ensuring Te Kāhui Tātari Ture appropriately engages with Māori as tangata whenua of Aotearoa, New Zealand;
- f. ensuring Te Kāhui Tātari Ture fosters, cultivates and preserves a diverse and inclusive workplace;
- g. appointing the Chief Executive, setting their remuneration and objectives, and monitoring their performance;
- h. approving Te Kāhui Tātari Ture policies including health, safety and wellbeing policy and practices;
- i. ensuring any approach to the responsible Minister is in consultation with the Chair;
- j. ensuring any contact with Te Kāhui Tātari Ture management is in consultation with the Chief Executive or his/her delegated authority;
- k. ensuring all Commissioners views are respected;
- l. ensuring that any information requests regarding cases is to be through the Chief Commissioner;
- m. ensuring decision making is through the Chief Executive, noting that there is a need for agility;
- n. formal directions for individual cases are to be through the Case Review Panels or the Chief Executive;
- o. having and implementing formal procedures for evaluating the Board's performance, along with that of any Board committee and the Board Members. The Chair is responsible for leading these processes, supported by the Risk and Assurance Committee Chair who is responsible for leading the process for evaluating the Chair's performance;
- p. investing the Board's time and resources to ensure Board Members retain a sound understanding of their responsibilities, and have collective or individual professional development; and
- q. investing the Board's time and resources to ensure there is an appropriate induction programme for new Board Members.

### **5.2 Tiamana me te Tiamana Tuarua - Chair and Deputy Chair**

The Board Chair is responsible for:

- a. chairing or arranging another Board Member to chair the Board meetings;
- b. briefing any new Board Members on Te Kāhui Tātari Ture current strategies and directions;
- c. leading the establishment, implementation, and ongoing review of formal procedures for evaluating the Board, the Board Committees and Board Members; and
- d. ensuring the Board meets the expectations of the Government detailed in the Enduring Letter of Expectations and the Minister's annual Letter of Expectation;
- e. leading a working relationship with the Minister of Justice (with support from the Chief Executive) and the following:
  - o Chief Justice;
  - o all relevant Crown Ministers;
  - o President of the Court of Appeal;
  - o Chief High Court Judge;
  - o Chief District Court Judge;
  - o Chair, Parole Board;
  - o President, Law Commission;
  - o President, Criminal Bar Association;
  - o President, New Zealand Bar Association;
  - o Te Hinga Rōia Māori Aotearoa | Māori Law Society
  - o President, Law Society; and
  - o the wider legal profession.
- f. a positive working relationship between Commissioners and staff;
- g. supporting the Minister of Justice with the appointment of new Commissioners;
- h. leading the relationship and setting the performance objectives of the Chief Executive; and
- i. all media enquiries unless delegated.

If the Board Chair is unavailable or is conflicted, the Deputy Chair may exercise all the functions and powers of the Chair. The Board may by resolution appoint a temporary Deputy Chair.

### **5.3 Ngā Mema Poari - Board Members**

Board Members are responsible for:

- a. acting as relationship managers and may only speak to media on matters relating to Te Kāhui Tātari Ture if directed by the Chief Commissioner;
- b. creating a co-operative and collaborative culture where we work together in good faith;
- c. respecting the views and perspectives of each other as Commissioners;
- d. modelling organisational values at all times, and
- e. recognising that all Commissioners hold different levels of cultural competency, and all acknowledge the need to grow.

These will apply to any independent advisors engaged by the Board or their committees.

## 6.0 Ngā whakahaere ā te Tumu Whakarae me te Hēkeretari ā te Poari | Roles of the Chief Executive and Board Secretariat

### 6.1 Tumu Whakarae - Chief Executive

The Chief Executive will live the values of Te Kāhui Tātari Ture and will:

- a. lead Te Kāhui Tātari Ture day to day business, operations and people;
- b. develop strategies for review and decision by the Board, and implementing the Board's decisions;
- c. accept authorities delegated by the Board;
- d. keep the Board informed and attend the Board meetings in an advisory capacity; e.g maintaining a 'no surprises' approach with the Board;
- e. ensure regular interaction with the Chief Commissioner to ensure that the Board is informed on operational issues and matters of policy and procedures;
- f. foster relationships between Board Members and staff;
- g. maintain a good working relationship with:
  - the Chief Executive of the Ministry of Justice;
  - Police Commissioner;
  - Other Chief Executive's across the justice system; and
  - Chief Executives of Te Puni Kōkiri and Pacific Island Affairs;
- h. undertake public relations and communications on behalf of Te Kāhui Tātari Ture; and
- i. develop, implement and monitor Te Kāhui Tātari Ture policies.

The Chief Executive is charged with the day-to-day management of Te Kāhui Tātari Ture and provides the principal link between the Board and Management.

### 6.2 Hēkeretari ā te Poari - Board Secretariat

The secretariat function is provided by Te Kāhui Tātari Ture and the Board recognises the importance of this role.

The Board Secretariat is responsible for:

- a. contributing to the good governance of the Board through management of the Board's governance and meeting programme;
- b. ensuring the secretariat monitors compliance and provides advice;
- c. ensuring the timely completion and distribution of the agenda and papers for all Board and Board Committee meetings. This is in conjunction with the Board Chair and Chief Executive;
- d. ensuring all documentation relating to the Board and Board Committees is centrally held and archived appropriately;
- e. manages the Board budget and ensures the Board Members' fees and expenses are paid in line with policy; and
- f. acts as the single point of contact for all Board functions and all non-Chief Executive to Board communications.

## 7.0 Ngā Komiti ā te Poari | Board Committees

The Board has two standing Committees; People Committee and Risk and Assurance Committee, to assist it in carrying out its responsibilities, and the Board has delegated some of its responsibilities, powers, and authority to that Board Committee. Each Board Committee will have a Terms of Reference which is signed off by the Board.

The Risk and Assurance Committee assists the Board with governance and oversight of all matters relating to risk management, financial management, performance management and controls. An independent advisor has been engaged to support the Risk and Assurance Committee.

The People Committee assists the Board with establishing annual key performance indicators for the Chief Executive and managing remuneration and performance reviews. This Committee will be convened by the Board Chair.

The Committees are formally required to report to the Board, including any recommendations for the Board to make.

## 8.0 Tuhinga Noho Haepapa | Key Accountability Documents

### ***8.1 Reta Kawatau-Tāroa, ā-tau hoki - Letter of Expectations – Enduring and Annual***

The responsible Minister(s) will provide an annual Letter of Expectations (LOE) that sets out their expectations of the Te Kāhui Tātari Ture Board for the coming financial year. The LOE is one of the key inputs into Te Kāhui Tātari Ture SOI and SPE.

### ***8.2 Te Tauākī Whakamaunga Atu - Statement of Intent***

The purpose of the SOI is to promote public accountability by:

- a. setting out Te Kāhui Tātari Ture medium-term intentions and commitments;
- b. enabling the Crown to participate in the process of setting those intentions and commitments;
- c. providing Parliament with contextual information about Te Kāhui Tātari Ture, and information about the intentions and commitments that have been set;
- d. providing a baseline so Te Kāhui Tātari Ture actual performance can be assessed; and
- e. Providing a high level of transparency by making sure our policies and procedures are clear and transparent.

### ***8.3 Te Tauākī Koronga mō ngā mahi kia Tutuki - Statement of Performance Expectations***

The SPE is published every year and contains a commentary on Te Kāhui Tātari Ture priorities for the coming year, performance measures, and the forecast financial statements which will be reported in the Annual Report.



#### **8.4 Rīpoata-ā-Tau - Annual Report**

The Annual Report is to be prepared in accordance with sections 150-157 of the Crown Entities Act 2004 and requires Board approval prior to submission to the responsible Minister(s) and the public.

The Annual Report is published every year and reports on progress against the performance measures and financial position.

### **9.0 Pūrongo | Reporting**

#### **9.1 Ngā pūrongo me ngā hui me te Minita motuhake - Reports and meetings with the responsible Minister**

Unless the responsible Minister requires otherwise, Te Kāhui Tātari Ture provides the Minister with the following:

- a. regular reports to update the Minister on key issues and developments;
- b. quarterly meetings or as required between the Board Chair, the Chief Executive and the Minister on strategy, key issues and developments; and
- c. 'no surprises' reports, as required.

#### **9.2 Pūrongo me te whakakakau - Reporting and disclosure**

The Board is responsible for ensuring:

- a. there is integrity in financial reporting and in the timeliness and balance of disclosures on Te Kāhui Tātari Ture affairs;
- b. a rigorous process for assuring the Board of the quality and integrity of Te Kāhui Tātari Ture financial reports including their relevance, reliability, comparability and timeliness; and
- c. that the annual reporting against the SOI and SPE, in addition to the information required by law, includes sufficient meaningful information to enable the responsible Minister(s) and the public to be well informed on Te Kāhui Tātari Ture affairs.

The Board will publish its Kawenata | Board Charter on Te Kāhui Tātari Ture website, and ensure the Board Charter is reviewed annually.

#### **9.3 Kaitātari Kaute - Auditors**

The Auditor-General appoints Te Kāhui Tātari Ture external auditor, who undertakes the annual audit of Te Kāhui Tātari Ture financial and non-financial performance. These areas are reported in Te Kāhui Tātari Ture Annual Report.

The Board facilitates full and frank dialogue between the Risk and Assurance Committee, the external auditor and management.

## 10.0 Ngā Whakahaere ā te Poari | Board Procedures

### 10.1 Ngā hui - Meetings

The Board will hold meetings at least six times per year, however it may be necessary to meet more often for the Board to fulfil its responsibilities. The Board Chair, any Board Member or the Chief Executive may request a meeting at any time if necessary. The Board Chair has the discretion to determine if an extraordinary meeting is required.

Meeting dates for the Board are agreed annually (but generally no later than the August meeting) for the following year. Timely notice of meetings shall be provided. The Board Chair has the discretion to change the dates after consultation with the other Board Members.

The Board may meet virtually if required, provided that all of the Board Members who wish to participate in the meeting have access to the technology needed to participate and the Board Members can simultaneously communicate with each other throughout the meeting.

### 10.2 Kōrama - Quorum

The quorum for a Board meeting is half the number of Board Members if the Board has an even number of members, or a majority of the Board Members if the Board has an odd number of Board Members. No business may be transacted at a Board meeting if there is no quorum.

### 10.3 Ngā rārangī take me ngā pepa - Agendas and papers

Unless agreed otherwise with the Board Chair in extraordinary circumstances, Board and Board Committee papers are distributed to Board Members and attendees preferably five business days prior to the scheduled meeting, but no less than three business days. The papers are confidential and should not be shown or copied to any third party without the prior written approval of the Board Chair or the Risk and Assurance Committee Chair in relation to the Risk and Assurance Committee papers.

### 10.4 Ngā Minitī - Minutes

The Board Secretariat is present and prepares the minutes of all Board and Committee meetings. In preparing the minutes, the Board Secretariat will record matters discussed in general terms as opposed to producing a verbatim record. Draft minutes are forwarded as soon as practicable after a meeting to the relevant Chair for comment.

### 10.5 Tamō - Absence

All Board Members are committed to supporting Te Kāhui Tātari Ture by attending all meetings. A Board Member must advise the Board Chair of any absence from a meeting. Where a Board Member is unable or not available to attend a significant number of meetings or is compromised in their duties as a Board Member, the Board Chair needs to raise the issue of expectations about performance with the Board Member and if necessary, with the responsible Minister.

## 11.0 Mātanga Kupu Tohutohu me te Mātanga Whakaaro | Professional Advice and Opinions

In carrying out its governance role, the Board may need to seek legal opinions or other independent professional advice. Where it is impracticable or inappropriate for the whole Board to approve the procurement of the advice, the Board Chair (with the approval of the Chair of the Risk and Assurance Committee) may initiate this process. However, the full Board should be advised as soon as possible of the arrangements entered into.

The process of selecting the provider of the legal opinion or independent advice will be transparent and undertaken in accordance with Te Kāhui Tātari Ture procurement policy. The Board will be provided with copies of any legal opinions or professional advice, which are commissioned on the Board's behalf.

## 12.0 Ngā Utu me ngā Whakapaunga Utu ā ngā mema poari | Board Members' Fees and Expenditure

### 12.1 Ngā utu - Fees

The Remuneration Authority sets a total amount of remuneration for Board Members based on the expected demands of the job, including hours of work and holidays. This can be expressed as an annual salary or as a daily or hourly rate depending on the nature of the position (full-time, part-time, or irregular).

### 12.2 Whakapaunga Pūtea - Expenditure

Work-related expenses such as necessary travel costs and communication equipment are not deemed remuneration and the same provisions applying to staff of Te Kāhui Tātari Ture are applied to people whose remuneration is set by the Remuneration Authority.

Board Members must comply with the Government requirement of prudent spending of public funds. The Board follows Te Kāhui Tātari Ture policies on expenses, travel, gifts, and hospitality and will use relevant contracted All of Government providers.

If a Board Member travels on behalf of other entities or himself/herself, Te Kāhui Tātari Ture expects that the Board Member will take care to ensure Te Kāhui Tātari Ture is only charged for the Te Kāhui Tātari Ture related share of the costs, that there is no duplication of claims, and all expenses are allocated between the different entities.

Te Kāhui Tātari Ture recognises that it will not always be practical to differentiate precisely which entity is deriving the benefits, and Te Kāhui Tātari Ture guideline is that the entity that receives the substantive benefit pays for it.

For Board meetings and events, Te Kāhui Tātari Ture arranges the Board Members' travel and accommodation (via a contracted All of Government travel and accommodation provider), and these costs are charged directly to Te Kāhui Tātari Ture.

The Cabinet Office circular 'Revised Fees Framework for members appointed to bodies in which the Crown has an interest' [CO (19) 1 ] provides relevant guidance to Board Members when exercising their duties and responsibilities in a fiscally prudent manner.

### ***12.3 Ngā utu whakahaere i ngā hui poari – Ngā tikanga whakaae - Board meeting expenses – authorisation process***

Standard expenses relating to Board meetings or events organised by Te Kāhui Tātari Ture that are expenditure charged to Te Kāhui Tātari Ture (e.g. flight and accommodation), or for which a reimbursement claim is made, may be approved by the Chief Executive and will be monitored by the Risk and Assurance Committee on a quarterly basis.

### ***12.4 Ngā utu whakahaere i te wā kua whakaritea i taua wā tonu – Ngā tikanga whakaae - Ad-hoc board expenses – authorisation process***

Any other Board expenses must be pre-approved by the Board Chair (or by the Risk and Assurance for all Board Chair's expenses).

### ***12.5 Ngahau me ngā hoa whaipānga - Stakeholder entertainment***

Expenditure on stakeholder entertainment must be planned and transparent, with any information or views that are gathered being fed back to the Board as a whole.

Board Members must comply with the Te Kāhui Tātari Ture Sensitive Expenditure Policy.

### ***12.6 Haerenga ki tāwāhi mō ngā take a te poari - Overseas travel for Board business***

Board Members must obtain approval from the full Board for any proposed overseas expenditure prior to travel commencing.

Applications for travel should include the reason for the proposed travel, and the estimated expense amounts to be incurred, and be consistent with Te Kāhui Tātari Ture travel policy.

Following the travel, the Board Member will promptly complete a claim that sets out all charges made to Te Kāhui Tātari Ture or claimed from Te Kāhui Tātari Ture, for review by the Chief Executive and then approved by the Board Chair (or the Risk and Assurance Chair, in the case of the Chair's expenses). Upon return, a written report and/or presentation to the Board will be completed within a month.

### ***12.7 Ngā utu whakahaere mō ngā hoa tākunekune o ngā mema poari - Expenses for Board Members' partners***

If Board Members wish to invite their partners to a Te Kāhui Tātari Ture related events, travel costs will be met by the Board Member.

### ***12.8 Taputapu hangarau - Technology hardware***

Te Kāhui Tātari Ture will not, as a matter of course, provide Board Members with technology items such as mobile phone handsets, personal digital assistants, laptops, desktops, printers etc. However, where there is benefit to Te Kāhui Tātari Ture in providing technology to a Board Member to provide a more efficient and effective method of operation, Te Kāhui Tātari Ture may provide such hardware on a loan basis.

### **12.9 Inihua - Insurance**

Board Members are covered under Te Kāhui Tātari professional indemnity, Board Members and officers, general liability, and statutory liability insurance policies.

Te Kāhui Tātari Ture will ensure appropriate indemnity and insurance is secured for all Board Members, office holders and employees (including travel insurance). Board Members should familiarise themselves with who has been provided with insurance and indemnity, the effectiveness of such measures and what acts, omissions and costs are involved. Board Members are also responsible for ensuring the travel insurance cover is adequate for their personal circumstances before travelling.

## **13.0 Ngā Tikanga Matatika me ngā Whanonga ā te Poari | Ethical and Behavioural Standards Board**

### **13.1 Tikanga matatika - Ethical standards**

Board Members will ensure they fulfil the following Crown Entities Act 2004 and ethical duties:

- a. to not contravene, or cause or agree to Te Kāhui Tātari Ture contravention of the Crown Entities Act 2004 or Criminal Cases Review Commission Act 2019;
- b. to exercise the powers and discretions conferred upon them in good faith and honestly in the interests of, and for the benefit of Te Kāhui Tātari Ture
- c. to not delegate decisions or act under a third party's direction, except as permitted by law;
- d. to not act for their own benefit, or for the benefit of any third party;
- e. to not disclose information or make use of it, except when required for Te Kāhui Tātari Ture to perform its functions and as permitted by law;
- f. to not promote personal interests by making or pursuing a gain in circumstances in which there is a conflict (i.e. real, potential or perceived) between the Board Member's personal interests and those of Te Kāhui Tātari Ture;
- g. to ensure proper use of Te Kāhui Tātari Ture resources and that any expenditure is not wasteful, excessive or inappropriate for a Crown entity; h. to not receive undisclosed gifts; and
- h. to not work for Te Kāhui Tātari Ture in any professional capacity (e.g. be a paid consultant), in addition to their Board Member role. This restriction is noted in the Cabinet Fees Framework for Crown Entity Board Members and the Minister's Letter of Appointment.

### **13.2 Ngā whanonga - Standards of behaviour**

Board Members will ensure they exhibit the highest standards of ethical and professional behaviours required to undertake their board role effectively. These behaviours include (but are not limited to):

- **Cultural competency.** Board Members will seek to use Te Reo Māori on all forms of communication particularly statutory accountability documents and uphold the values drawn from Te Ao Māori in procedures, policies and reporting documents. Board Members will have a level of awareness, understanding and ability to apply tikanga Māori in appropriate settings.
- **Strategic perspective.** Board Members need to be able to think conceptually and see the 'big picture'. They should focus, as much as possible, on the strategic goals and priorities and overall progress in achieving those rather than on operational detail.

- **Integrity.** Board Members must demonstrate the highest ethical standards and integrity in their personal and professional dealings. They should also challenge and report unethical behaviour by other Board Members.
- **Independent judgement.** Board Members need to bring to the board objectivity and independent judgement based on sound thought and knowledge. They need to make up their own mind rather than follow the consensus.
- **Courage.** Board Members must be prepared to ask the tough questions and be willing to risk rapport with fellow Board Members to take a reasoned, independent position.
- **Respect.** Board Members should engage constructively with fellow Board Members, entity management and others, in a way that respects and gives a fair hearing to their opinions. To foster teamwork and engender trust, Board Members should be willing to reconsider or change their positions after hearing the reasoned viewpoints of others.
- **Collective responsibility.** Board Members must be willing to act on, and remain collectively accountable for, all decisions even if individual Board Members disagree with them. Board Members must be committed to speaking with one voice once decisions are taken on entity strategy and direction.
- **Participation.** Board Members are expected to be fully prepared, punctual, and regularly attend for the full extent of board meetings. Board Members are expected to enhance the quality of deliberations by actively asking questions and offering comments that add value to the discussion.
- **Financial literacy.** Boards monitor financial performance and thus all Board Members must be financially literate. They should not rely on other Board Members who have financial qualifications and should undertake training to improve their own financial skills where necessary.

### **13.3 Pānga Rongorua - Conflict of interest**

Board Members will comply with the State Services Commission Model Standards for Conflicts of Interest. Sections 62 to 72 of the Crown Entities Act 2004 also govern potential conflicts of interest which may arise between Board Members and Te Kāhui Tātari Ture business. They must also comply with Te Kāhui Tātari Ture Conflict of Interest Management Guidelines.

### **13.4 Ngā tikanga whānui mō te pānga rongorua - General conflicts of interest procedure**

All Board Members recognise that the declaration of conflicts and interests is an ongoing responsibility.

Board Members must advise the Board Chair of all outside Board memberships or other appointments and interests which may have a bearing on their role as a Board Member, prior to becoming a Board Member; and thereafter in respect of any new appointment, prior to taking up such an appointment.

Where conflicts (or potential conflicts) of interest may arise, Board Members must formally notify any matter relating to that conflict (or potential conflict) in the following manner:

- a. If the conflict is identified by the Board Member or the Chair:
  - i. the Board Member notifies the Board Chair; or
  - ii. the Board Chair notifies the Chair of Risk and Assurance Committee.

- b. If the conflict is identified by management:
  - i. in the case of a Board Member, the Chief Executive notifies the Board Chair and the affected Board Member; or
  - ii. in the case of the Board Chair, the Chief Executive notifies the Chair of the Risk and Assurance Committee and the Board Chair.

### ***13.5 Ngā tikanga pānga rongorua i mua i ngā hui ā te poari me ngā hui ā te komiti - Conflicts of interest procedure prior to Board/Committee meetings***

The following will apply at the time of the distribution of Board/Committee papers:

- a. the Board Secretariat will e-mail all Board Members at the time the Board/Committee papers are being sent out requesting notification of any potential conflicts;
- b. Board Members will notify the Board Chair and Secretariat of any potential conflict;
- c. the Board Secretariat will review e-mails and if required, request further information, or gather any other information relevant to the matter. The Secretariat will then forward details to the Board Chair (or the Risk and Assurance Chair if the Board Chair has a conflict). The Board Secretariat will arrange any assistance the Board Chair requires in analysing the potential conflict;
- d. the Board Chair (or the Risk and Assurance Chair if the Board Chair has a conflict) will make a decision regarding the conflict issue and notify the relevant Board Member (or the Board Chair) and Board Secretariat;
- e. the Board Secretariat will prepare notes for the Board Chair (or the Risk and Assurance Chair if the Board Chair has a conflict) to use at the Board/Committee meeting to notify the Board of agreed action regarding any conflict identified; and
- f. the Board Secretariat will ensure all paperwork is filed appropriately, so it can be referred to should an issue arise.

### ***13.6 Matatapu me te whakahaumarū mōhiohio - Confidentiality and security of information***

The overarching obligation is that Board Members must ensure that information they hold about Te Kāhui Tātari Ture or receive from Te Kāhui Tātari Ture is kept securely and treated in strict confidence, and that property of Te Kāhui Tātari Ture (including information) is used solely in the best interests of Te Kāhui Tātari Ture.

There is a statutory obligation under the Crown Entities Act 2004 not to disclose information (s57).

## **14.0 Haumarū Mōrearea | Risk Management**

The Board is responsible for ensuring that:

- a. Te Kāhui Tātari Ture has appropriate processes that identify and manage potential and relevant risks;
- b. the Board has communicated the Te Kāhui Tātari Ture Board's risk appetite;
- c. Te Kāhui Tātari Ture operates rigorous processes for risk management and internal controls; and
- d. the Board receives regular reports on the risk management and internal control processes.

## 15.0 Hauora, Haumaru me te Oranga | Health, Safety and Wellbeing

The Board recognises the sensitivity of the work Te Kāhui Tātari Ture is involved in.

Board Members, as “Officers” under the Health and Safety at Work Act 2015 (HSWA), must each exercise due diligence to ensure that complies with its duties and obligations under New Zealand health and safety legislation. Each Board Member must exercise the care, diligence, and skill that a reasonable officer would exercise in the same circumstances, considering (without limitation):

- a. the nature of Te Kāhui Tātari Ture; and
- b. his or her position as a Board Member and the nature of the responsibilities undertaken by him or her in that position.

This includes taking reasonable steps:

- a. to acquire, and keep up to date, knowledge of work health and safety matters;
- b. to gain an understanding of the nature of Te Kāhui Tātari Ture operations and generally of the hazards and risks associated with those operations;
- c. to ensure that Te Kāhui Tātari Ture has available for use, and uses, appropriate resources and processes to eliminate or minimise risks to health and safety from work carried out by it;
- d. to ensure that Te Kāhui Tātari Ture has appropriate processes for receiving and considering information regarding incidents, hazards, and risks and for responding in a timely way to that information;
- e. to ensure that Te Kāhui Tātari Ture has, and implements, processes for complying with its duties and obligations under the HSWA; and
- f. to verify the provision and use of the resources and processes referred to in paragraphs 15c. to 15e.

## 16.0 Te Arotake i te Tūtohunga | Review of the Charter

The Charter and the Board’s performance against it will be reviewed annually, with the first review on or about May 2022.



## Tāpiringa 1 | Attachment 1

# Code of Conduct For Crown Entity Board Members



**Te Kawa Mataaho**  
Public Service Commission

Crown entities deliver public services, exercise significant powers and directly impact the lives of New Zealanders. To be effective, Crown entities must have the trust and confidence of New Zealanders and the Government.

### ACTING IN THE SPIRIT OF SERVICE

Boards oversee the operations and performance of Crown entities. As board members we bring to our roles a spirit of service to the community and a desire to improve the wellbeing of New Zealand and New Zealanders, including of Māori consistent with Te Tiriti o Waitangi. A key requirement of our roles is to act with the highest levels of integrity and professional and personal standards.

### RESPONSIBILITIES UNDER THIS CODE

#### PERSONAL INTEGRITY

##### **We are honest and open**

**We act with honesty and with high standards of professional and personal integrity.**

We are truthful and open. We speak up in board meetings on decisions or advice that may be detrimental to the public interest.

##### **We are fair**

**We deal with people fairly, impartially, promptly, sensitively and to the best of our ability.**

We do not act in a way that unjustifiably favours or discriminates against particular individuals or interests. We help create an environment where diverse perspectives and backgrounds are encouraged and valued. We treat other members and staff employed by the entity with courtesy and respect.

##### **We speak up**

**We report unethical behaviour when we see it. We treat all concerns raised by others seriously.**

We support the entity to have clear policies and procedures in place that help expose serious threats to the public interest, and encourage open organisation cultures where all staff feel safe speaking up.

#### PROFESSIONAL CONDUCT

##### **We use our positions properly**

**When acting as a member, we do not pursue our own interests at the expense of the entity's interests.**

We do not misuse official resources for personal gain or for political purposes. We behave in a way that reflects well on the reputation of the entity and do not do anything to harm that reputation.

We never seek gifts, hospitality or favours for ourselves, members of our families or other close associates. We inform the Chair or other proper authority, or otherwise follow our entity's procedures, in relation to any offers of gifts or hospitality. We ensure that, where a gift or hospitality is accepted, it is recorded in a register as required under the entity's procedures.

Issued by the Public Service Commissioner under section 17(1) of the Public Service Act 2020 to apply to board members of statutory entities (excluding corporations sole) and Crown entity companies (excluding Crown Research Institutes and their subsidiaries)

## Code of Conduct For Crown Entity Board Members



**Te Kawa Mataaho**  
Public Service Commission

### IMPLEMENTATION

This Code sets out minimum standards of integrity and conduct. The board should put in place a board charter or governance manual to guide its governance activities, which includes ethics provisions for board members as appropriate, to support these standards and suit the entity's particular circumstances.

This Code should be read in conjunction with the collective and individual duties of members as set out in the Crown Entities Act 2004. This Code does not override any statutory provisions including those in an entity's empowering legislation, the Crown Entities Act 2004, the Public Service Act 2020, the Public Finance Act 1989 and the Companies Act 1993. This code is not intended to limit the ability of an entity or statutory officer to act independently in regard to any statutorily independent function.

### We use information properly

**We use information we gain in the course of our duties only for its intended purpose and never to obtain an advantage for ourselves or others or to cause detriment to the entity.**

We are well informed about privacy, official information and protected disclosures legislation. We fully comply with entity procedures and only disclose official information or documents when required to do so by law, in the legitimate course of duty or when proper authority has been given.

### We are politically impartial

**We act in a politically impartial manner. Irrespective of our political interests, we conduct ourselves in a way that enables us to act effectively under current and future governments. We do not make political statements or engage in political activity in relation to the functions of the Crown entity.**

When acting in our private capacity, we avoid any political activity that could jeopardise our ability to perform our role or which could erode the public's trust in the entity. We discuss with the Chair any proposal to make political comment or to undertake any significant political activity.<sup>1</sup>

### We use care, diligence and skill

**We carry out our work with care, diligence and skill.**

We give proper consideration to matters and seek and consider all relevant information.

### ACTING LAWFULLY

#### We meet our statutory and administrative requirements

**We understand and act in accordance with all statutory and administrative requirements relevant to our roles.**

We play a full and active role in the work of the board and fulfil all our duties responsibly. We respect the principle of collective decision-making and corporate responsibility. This means once the board has made a decision, we support it. We follow board protocols for public comment.

#### We identify and manage conflicts of interest

**We identify, disclose, manage and regularly review all interests.**

We become familiar with, and follow, all conflicts of interest requirements, including those of the board, the entity, and all statutory and professional requirements including the Crown Entities Act 2004, sections 62-72.

<sup>1</sup> These provisions apply to elected board members in the same way as to appointed members. However elected board members have a relationship with their constituency in addition to their accountability to the responsible Minister. Elected Board Members must consider how to maintain that relationship while, as for all members, ensuring their actions do not jeopardise the effective governance of the entity.