

[REDACTED]

11 April 2025

Dear [REDACTED]

Re: Official Information Act Request: John Carnegie conflict of interest plan

Thank you for your email on Friday 14 March 2025 in which you requested information under the Official Information Act 1982. You requested:

- 1. All conflict-of-interest plans for John Carnegie, and all correspondence for the commissioning, drafting and approval of any such plan.*
- 2. A copy of all declared conflicts of interest that John Carnegie made when applying to be a member of the Energy Efficiency and Conservation Authority board.*

In response to your first question, Board Member's conflicts of Interests are disclosed and managed in accordance with our Board Governance Manual (appendix one) and the provisions of the Crown Entities Act 2004¹. EECA does not have a dedicated plan for John Carnegie, and therefore no related correspondence.

Please see attached the Register of Conflicts of Interest Board papers from 28 January to 25 March, which outlines all conflicts of interest from Board members and the Leadership team (appendices two to four). These documents have been released in part, as information regarding other Board members, and EECA's leadership team are not within scope of your request.

Regarding your second question, in our view, it would have been necessary under section 14 of the OIA to transfer your request to MBIE because the information you requested is held by them and is more closely connected with MBIE's functions. However, we are aware that you have already made your request to MBIE, and therefore we have not transferred it. We do not hold any additional relevant information and are therefore refusing this part of your request under section 18e – that the document alleged to contain the information requested does not exist or, despite reasonable efforts to locate it, cannot be found.

¹ <https://www.legislation.govt.nz/act/public/2004/0115/latest/DLM329631.html>

Overview of attached appendices:

Title	Decision	Notes
Appendix One - Board Governance Manual v3.0 (May 2023)	Release in full	This manual was last updated in May 2023, and is due to be updated in 2025.
Appendix Two - Agenda Item 2.2 - Register of Conflicts of Interest	Release in part: - Out of scope	Board agenda item from their 28 January meeting. Note, this paper was updated and replaced with appendix three.
Appendix Three - Agenda Item 2.2 - Register of Conflicts of Interest	Release in part: - Out of scope	Board agenda item from their 25 February meeting. Note, this paper was updated and replaced with appendix four.
Appendix Four - Agenda Item 2.2 - Register of Conflicts of Interest	Release in part: - Out of scope	Board agenda item from their 25 March meeting. Note, there were no changes to John's conflict of interests, we are including this document for completeness.

You have the right to seek an investigation and review by the Ombudsman of this decision. Information about how to make a complaint is available at www.ombudsman.parliament.nz or freephone 0800 802 602.

Please note that it is our policy to proactively release our responses to official information requests where possible. Our response to your request will be published shortly at <https://www.eeca.govt.nz/about/news-and-corporate/official-information/> with your personal information removed.

Yours sincerely



Murray Bell
Group Manager, Policy and Regulation

EECA Board Governance Manual

Contents

Introduction.....	3
Governance Framework	4
Board Administration.....	10
Board Code of Conduct	16
Board and Committee Meeting Procedures	25
Manual Revision History.....	33
Key Legislation	33
Appendix One – Code of Professional Conduct.....	37
Appendix Two – Remuneration Committee Terms of Reference.....	39
Establishment.....	39
Objectives	39
Roles and Responsibilities.....	39
Delegations and authorisations	40
Membership.....	40
Induction of new members.....	41
Meetings	41
Communication.....	41
Review of the Committee.....	42
Review of Terms of Reference	42

● Introduction

Purpose of Manual

- .1 The Board Governance Manual (**Manual**) sets out the structures, responsibilities, policies and processes of the Energy Efficiency & Conservation Authority (**EECA**) as they relate to the governance of the organisation by the Board.
- .2 The purpose of the Manual is to provide Board Members, Board Committee Members, and EECA employees with an easy reference source and overview of EECA's governance policies and obligations.
- .3 The Manual may be reviewed in whole or in part outside the annual review and approval process, for example when there is a change to guidance materials or legislation.
- .4 The Manual is designed to describe the statutory duties and obligations placed on EECA and its Board, in addition to various internal policies adopted by EECA and the Board.
- .5 Should further information be required in respect of any governance matter, enquiries may be made to the Group Manager, Corporate Services.¹

Structure of Manual

- .6 The Manual reflects the Board's key legal obligations. In general, where compliance is required by law the Manual uses the word "must".
- .7 Where an obligation is not legally binding but is an expectation or is regarded as best practice (e.g., a Ministerial expectation or a practice recommended by a Public Service agency), the Manual generally uses "should" or other non-mandatory language and notes the source of the obligation.

Principal Sources for this Manual

- .8 This Manual is based on EECA's legal obligations under the Crown Entities Act 2004 (**CE Act**) and the Energy Efficiency and Conservation Act 2000 (**EEC Act**), and guidelines produced to ensure compliance with those obligations, in particular the Te Komihanga O Ngā Tari Kāwanatanga (State

¹ Additional guidance on best-practice governance can also be found in the Public Service Commission's [website](#) and "[Resource for Preparation of Governance Manuals \(Guidance for Statutory Crown Entities\)](#)", and the Institute of Directors in New Zealand's "The Four Pillars of Governance Best Practice".

Services Commission) “[Resource for Preparation of Governance Manuals \(Guidance for Statutory Crown Entities\)](#)” (2009, Updated March 2014) (SSC Guidance).

- .9 The Manual lists pinpoint references to these sources so that a reader can locate the relevant provisions for further detail if required.

● Governance Framework

A. Statutory Functions and Powers

Statutory Framework

- .1 The key legislation applicable to EECA is listed in section 7 of this Manual. The principal governance legislation is:

Board	EECA Day-to-Day Operations
Energy Efficiency and Conservation Act 2000	Energy Efficiency and Conservation Act 2000
Crown Entities Act 2004	Employment-related legislation
Health and Safety at Work Act 2015	Legislation relevant to EECA’s wider role
Official Information Act 1982	
Privacy Act 2020	
Public Finance Act 1989	
Public Service Act 2020	

- .2 It is important to note that there may be changes to legislation affecting the governance of EECA. The Corporate Services Group monitors proposed and actual changes, and questions about the statutory framework should be directed to the Group Manager, Corporate Services.

EECA is a Crown Agent

- .3 EECA is a Crown agent for the purposes of the CE Act.² As a Crown agent EECA must give effect to government policy when directed by the Minister of Energy and Resources and must comply with directions to support the whole-of-government approach from the Minister for the Public Service and the Minister of Finance.

² EECA is a statutory entity listed in Part 1 of Schedule 1 of the [Crown Entities Act 2004](#) – therefore it is a Crown agent (as opposed to being an autonomous Crown entity or an independent Crown entity).

-
- .4 The Responsible Minister is the Minister of Energy and Resources (referred to as “**the Minister**” throughout this Manual).
- .5 The CE Act prevails over EECA’s own legislation (i.e., EEC Act), except to the extent that EECA’s legislation expressly provides otherwise.
- .6 Crown agents are part of the Public Service for some purposes, specifically subparts 2 and 4 of Part 1 of the [Public Service Act 2020](#) (PS Act).

[Refer CE Act, ss 4, 7, 103 and 107 and Sch 1; PSC Guidance, Chapter 1, p 5]

Board Members are Not Directors

- .7 Board Members are not governed by the provisions of the Companies Act 1993 and must operate within EECA’s specific statutory framework.

Functions of EECA

- .8 The function of EECA is to encourage, promote, and support energy efficiency, energy conservation, and the use of renewable sources of energy by -
- advising the Minister on any matter relating to or affecting -
 - (i) energy efficiency and conservation, and the use of renewable sources of energy in New Zealand; or
 - (ii) the functions of the Authority:
 - assisting the Minister to prepare and administer a strategy;
 - promoting public awareness in New Zealand of the importance of energy efficiency and conservation, and the use of renewable sources of energy;
 - promoting practices and technologies to further energy efficiency, energy conservation, and the use of renewable sources of energy;
 - arranging for the conduct of research, assessments, demonstrations, and studies;
 - monitoring and reviewing the state of energy efficiency, energy conservation, and the use of renewable sources of energy in New Zealand;
 - publishing relevant information, research, and other material; and,
 - carrying out such other functions and duties as are conferred or imposed on it by any enactment.

[Refer EEC Act, s 21]

EECA's Board

- .9 EECA is governed by a Board that consists of no fewer than six and no more than eight Members appointed by the Minister.
- .10 The Board has the authority to exercise EECA's statutory powers and perform its functions. The Board may only act for the purpose of performing EECA's statutory functions.
- .11 Board Members are accountable to the Minister and to EECA for the performance of their duties.
- .12 The Board's governance role is largely governed by the provisions of the CE Act, the EEC Act, the Public Service Act 2020 and the Public Finance Act 1989, and includes the following key elements:
- Maintaining appropriate relationships with the Minister, the House of Representatives and the public
 - Ensuring EECA's compliance with the law
 - EECA's accountability documents and relevant Crown expectations
 - Ensuring that EECA is a good employer and creates a supportive environment that promotes the highest standards of safety and wellbeing, both for its staff and for the communities it serves
 - Setting strategic direction and developing policy on the operation and implementation of the legislation
 - Appointing the Chief Executive of EECA
 - Monitoring the performance of EECA and of its Chief Executive.
- .13 All decisions relating to the operation of EECA must be made by, or under the authority of, the Board.
- .14 In practice, the Board delegates to the Chief Executive the day-to-day management and leadership of EECA. In particular, this includes matters relating to EECA's responsibilities as an employer.
- .15 The Board should provide regular reports and performance information to the Minister.
- .16 The Board has a range of other reporting obligations.

[Refer EEC Act, s 24; CE Act, ss 14, 16, 17, 25, 26 and 170; PSC Guidance, Chapter 2]

Board Responsibility to the Minister

- .17 The Minister oversees and manages the Crown's interest in, and relationship with, EECA. The Minister has statutory powers on matters of strategic direction, targets, funding, performance expectations, monitoring, reporting and reviews.
- .18 The Minister has a statutory power to request the following information from the Board:
- Any information relating to the operations and performance of EECA
 - Any information in connection with the exercise of their powers relating to EECA's reporting and financial obligations (contained in Part 4 of the CE Act).
- .19 Under the CE Act, the Board may also be required to supply information to the Minister for the Public Service for the purpose of assessing the capabilities and performance of the Public Service.
- .20 The Board is also expected to adopt a "no surprises" approach to its relationship with the Minister.

Board Responsibility to Employees

- .21 Under the CE Act the Board is required to operate a personnel policy that complies with the principle of being a good employer. This principle includes providing:
- Good and safe working conditions
 - An equal employment opportunities (EEO) programme
 - Impartial selection of suitably qualified persons for appointment
 - Recognition of the aims and aspirations and employment requirements of Māori and ethnic and minority groups and the employment requirements of women and persons with disabilities
 - Recognition of the need for the involvement of Māori as employees.
- .22 The Equal Employment Opportunities Commissioner at the Human Rights Commission has responsibility for issuing good employer and EEO guidance to Crown entities. That advice can be found at www.neon.org.nz
- .23 The PS Act recognises the role of the public service in supporting the Crown in its relationships with Māori under Te Tiriti o Waitangi/the Treaty of Waitangi. The Board is responsible for ensuring the capability of EECA is developed and maintained to engage with Māori and to understand Māori perspectives.

.24 In addition, the Te Kawa Mataaho – Public Service Commission’s Standards of Integrity and Conduct, which are binding on EECA, require the Board to ensure that EECA maintains policies and procedures that are consistent with them.

.25 One of the Board’s important responsibilities to employees relates to health and safety under the Health and Safety at Work Act 2015.

Monitoring of EECA

.26 The monitoring of EECA is led by Ministry of Business, Innovation and Employment (**MBIE**).

.27 MBIE provides policy advice to the responsible Minister and carries out the full monitoring task (including appointments and governance relationships, performance monitoring, and issues’ management) for the responsible Ministers, and provides advice on the balance sheet to the Minister of Finance.

[Refer CE Act, ss 27, 27A, 133 and 134; Enduring Letter of Expectations from Ministers of Finance and State Services dated 2019; PSC Guidance, Chapter 3, pp 12-13]

B. Statutory Reporting and Accountability Documents

.28 As a Crown entity, EECA is required to account to the House of Representatives for its performance through a suite of reporting and accountability documents, including:

- Statement of Intent (SOI)
- Statement of Performance Expectations (SPE)
- Annual Report.

.29 Each year, as part of the Board’s work programme, Board Members are asked to endorse the accountability documents and delegate sign off responsibilities.

[Refer CE Act, Part 4 (in particular s 150; Public Finance Act, ss 45M and 45N)]

C. Ministers’ Letters of Expectations

Annual Letter of Expectations

.30 Each year the Minister sends a Letter of Expectations to the Chair, setting out the Government’s priorities for EECA in the upcoming year.

.31 The Minister may attend a Board meeting to discuss the draft with Board Members.

Enduring Letter of Expectations

- .32 In addition, an Enduring Letter of Expectations is issued periodically. It sets out the ongoing expectations that the Minister of Finance and Minister for the Public Service have of all statutory Crown entities. The most recent letter was released in July 2019 and expressed expectations in relation to a unified value-based government for all New Zealanders, support for future-focussed Māori Crown relations, contributions to improving wellbeing, and Public Service Reform.
- .33 The full letter can be found at: <https://www.publicservice.govt.nz/resources/enduring-letter-of-expectations-to-statutory-crown-entities-2019/>

[Refer PSC Guidance, Chapter 15, pp 44-45]

D. Chief Executive

- .34 The Board is responsible for employing the Chief Executive. According to the PSC Guidance, the Board should ensure that a robust process is followed in preparing the position description, seeking suitable candidates and selecting the Chief Executive, and must follow the prescribed steps in the CE Act. Responsibilities may be delegated by the Board to the Chief Executive.

Appointment Process

- .35 The Chair must consult the Public Service Commissioner before agreeing to, or subsequently amending, the terms and conditions of employment of the Chief Executive. The Board must have regard to any recommendation that the Commissioner makes to it in this regard. If the proposed terms and conditions do not comply with the Public Service Commissioner's guidance, the Board (via the Chair) must consult the Minister and have regard to any recommendations made by the Minister.

[Refer CE Act, s 117; PSC Guidance, Chapter 13, p 38]

Performance

- .36 The Chief Executive is responsible to the Board. The PSC Guidance provides that the Board should ensure that:
- It defines the Chief Executive's performance expectations and the criteria against which performance will be measured
 - Ongoing and constructive discussions continue between the Chief Executive and the Chair

- Any problems are addressed early (for instance, by the Chair communicating and discussing non-performance concerns)
- A formal performance evaluation process is carried out annually by the Chair.

[Refer PSC Guidance, Chapter 13, p 38]

• Board Administration

A. Current Board Members

- .1 As at 30 May 2023, the current Board Members are:

Role	Name	Appointment Date	Expiry Date	Term
Chair	Elena Trout	1 February 2013	15 September 2022	3 rd Term
Deputy Chair	Catherine Taylor	1 February 2017	30 June 2024	2 nd Term
Board Member	Albert Brantley	1 July 2021	30 June 2024	1 st Term
Board Member	Loretta Lovell	1 July 2021	15 September 2022	1 st Term
Board Member	Karen Sherry, QSM	1 February 2017	30 June 2024	2 nd Term
Board Member	Norman Smith	16 September 2019	15 September 2022	1 st Term
Board Member	Dr Linda Wright	16 September 2019	15 September 2022	1 st Term

B. Appointment and Term of Office

Appointment

- .2 Board Members are appointed by the Minister in accordance with the CE Act.

[Refer CE Act, s 28; PSC Guidance, Chapter 17, p 50; see also specific PSC Board Appointment and Induction Guidelines]

Term

- .3 Board Members are appointed for an initial term of three years, or such shorter period as may be determined by the Minister and may be reappointed.
- .4 Board Members each hold office until: they resign; the Minister removes them from office; they cease to hold office as Board Members; or the specific terms of their appointment expire. Board Members are not entitled to automatic reappointment.

[Refer CE Act, ss 29-32, 44 and 45; PSC Guidance, Chapter 17, p 51]

Appointment of Chair and Deputy Chair

- .5 The Minister appoints one of the Board Members as the Chair and another as Deputy Chair, by written notice to the Board Members (stating the dates when the appointments take effect), with copies of the notices provided to the Board.

[Refer CE Act, Sch 5, cl 1]

C. Termination of Office

Removal from Office

- .6 The Minister may, at any time and entirely at their discretion, remove a Board Member from office.

[Refer CE Act, ss 36, 40, 41, 45, 58 and 59; PSC Guidance, Chapter 17, pp 52-53]

Resignation from Office

- .7 A Board Member may resign by written and signed notice to the Minister (with a copy to EECA). The resignation is effective on receipt of the notice by the Minister, or at any later time specified in the notice.

[Refer CE Act, s 44. See also Sch 5, cl 3 for resignation from Chair or Deputy Chair role; PSC Guidance, Chapter 17, p 51]

Disqualification from Office

- .8 A Board Member is disqualified immediately from continuing in their Board Member role on certain grounds set out in section 30(2) of the CE Act, which include bankruptcy and being convicted of certain offences.

[Refer CE Act, ss 30 and 45; see also "PSC Appointment and Induction Guidelines" p 17]

No Compensation on Termination

- .9 A Board Member is not entitled to any compensation or any other payment or benefit relating to the ceasing of their Board Member role.

[Refer CE Act, s 43]

D. Board Remuneration

- .10 The EECA Board can review fees at regular, reasonable intervals, such as when an appointment or reappointment is pending, **but not more frequently than once a year.**

- .11 The EECA board is classified as being within Group 3a, Level 2 under the Cabinet Fee's Framework.
The bands for this range are:

Group 3a – annual fees			
Total score	Level	Fees range – Chair	Fees range – Members
21-24	1	\$40,596 - \$90,123	\$20,295 - \$44,655
15-20	2	\$34,623 - \$73,552	\$17,309 - \$36,773
11-14	3	\$31,042 - \$53,730	\$15,521 - \$26,829
7-10	4	\$28,655 - \$40,117	\$14,328 - \$20,251
6 or less	5	\$14,328 - \$30,085	\$7,161 - \$15,615

- .12 The Chief Executive or Board may agree to fee increase of up to 3% per cent, within the above applicable fee range.
- .13 The responsible Minister may approve increases of up to 5 percent within the applicable Framework fee range.
- .14 The Minister for the Public Service must be consulted on any increase above 5 percent and may approve fee increases up to 10 percent, and minor and technical changes to fees.
- .15 Any increase above 10 percent, or that takes the fee above the applicable Framework fee range, must be referred to APH and Cabinet for consideration.

[Refer CE Act, ss 81 and 596; PS Act s 63 and s 94; PSC Guidance, Chapter 52, pp 99-90; Fees Framework, section D]

Annual Board Fees

- .16 Board Member fees represent a total fee for the year covering all responsibilities of Board Members, including reading and preparation time, involvement in Board meetings, membership of Board Committees, and participating in professional development.

[Refer Fees Framework, section C]

Expenses and Reimbursement

.17 Board Members are entitled, in accordance with the Fees Framework, to be reimbursed for actual and reasonable travelling and other expenses incurred in carrying out their office as Board Members. See the Travel Policy contained in the 'Resource Centre' in Diligent Board.

.18 Crown entities frequently receive requests from the public for information on expenses incurred, which is generally provided under the Official Information Act 1982.

[Refer CE Act, s 48, Sch 5, cl 15(1); Fees Framework, paras 92 - 94]

E. Chair and Deputy Chair Responsibilities

.19 The Chair is appointed to that position by the Minister and is expected under the PSC Guidance to be responsible for the following key matters:

- To chair Board meetings and ensure that through open and constructive debate, matters brought to the Board are decided so the Chief Executive can lead the execution of agreed policy
- To ensure that decisions are reached, and they are properly understood and recorded
- To represent the Board to the Minister
- To ensure the effectiveness and integrity of Board processes
- To manage conflict of interest issues as they arise
- To ensure that the Board's work programme is current, and the Board meets its obligations in a timely fashion
- To conduct regular evaluations of the performance of the Board and its individual Members and to discuss these with each Board Member
- To meet regularly with the Chief Executive to ensure that critical matters are reviewed and where necessary incorporated into forward agendas for Board attention
- To represent the Board publicly
- To engage with the Minister in relation to Board Member appointments and reappointments.

.20 The Deputy Chair is appointed to that position by the Minister. They are expected to act in the Chair's absence or incapacity or if there is no Chair. The Deputy Chair has, and may exercise, all the functions and powers of the Chair if the Chair is unavailable or is interested in a matter.

.21 The Board may also appoint a Temporary Deputy Chair (by written resolution), who may exercise all the functions and powers of the Chair in relation to a matter if:

- There is no Deputy Chair
- The Deputy Chair is unavailable; or
- The Deputy Chair is interested in the matter.

.22 A Temporary Deputy Chair is not entitled to any additional payment unless approved by the Minister.

.23 The Chair and Deputy Chair will notify the Chief Executive or Group Manager, Corporate Services and each other when they will be unavailable to perform their responsibilities.

[Refer CE Act, Sch 5, cl 1 and 5; PSC Guidance, Chapter 5, pp 17-18 and Chapter 17, pp 50-52]

Removal

.24 The Minister may, after consultation with the person concerned, remove the Chair or Deputy Chair from that office by written notice to the person (with a copy to the Board).

[Refer CE Act, Sch 5, cl 4]

Resignation

.25 The Chair or Deputy Chair may, without resigning as a Board Member, resign from that role as Chair or Deputy Chair by written notice to the Minister (with a copy to the Board). The notice of resignation must state the date on which the resignation takes effect.

[Refer CE Act, Sch 5, cl 3]

F. Independent Professional Advice

- .26 Independent professional advice is available, on request, to all Board Members at EECA's expense.
- .27 Subject to adherence to the procedure outlined below, EECA will meet the costs of independent advice obtained jointly or severally by a Board Member or Board Members, where such advice is necessary to enable the obligations imposed on an individual(s) or the collective, through membership of the Board, to be properly fulfilled.
- .28 EECA's procedure requires:
- Prior reference to the Chair (or to the Deputy Chair when the Chair is absent, or it is otherwise inappropriate to refer to the Chair)
 - Prior reference to the Chief Executive, who will inform the Board Member(s) of the existence of relevant advice already in the hands of EECA.

G. Liability

Limited Immunity from Liability

- .29 Board Members are not liable for any liability of EECA simply because they are Board Members.
- .30 Where a Board Member acts in good faith and in the performance (or intended performance) of EECA's functions, but that action (or omission) is inconsistent with the law or causes loss, that Board Member:
- Is not liable to EECA
 - Is not liable to any other person.

- .31 This limitation of liability provides no protection for a Board Member's acts or omissions that are not in good faith in the performance (or intended performance) of EECA's functions, and no protection from any criminal consequences of the Board Member's acts or omissions.

Indemnity

- .32 EECA indemnifies Board Members for liability in respect of acts (or omissions) done in good faith and in the performance or intended performance of EECA's functions (including costs incurred in defending or settling any claim or proceeding relating to those acts). This indemnity is provided pursuant to a deed of indemnity entered into with each Board Member.

Insurance

- .33 EECA has purchased a specific set of directors' and officers' insurance for officers of EECA, including Board Members (and if ever applicable subsidiary company directors). A copy of the insurance policy is available from the Group Manager, Corporate Services.

[Refer CE Act, ss 53-57 and 120-126; PSC Guidance, Chapter 19, pp 58-60]

● **Board Code of Conduct**

A. Board Code of Conduct

- .1 Board Members are expected to comply with the Board Code of Conduct (which incorporates the PSC's Code of Conduct For Crown Entity Board Members) at all times. The Code of Conduct for Crown Entity Board Members is contained in Appendix One.

B. Fundamental Duties and Obligations

Individual Duties of Board Members

- .2 Board Members must comply with the law, and in particular with all obligations and duties in the CE Act and EEC Act. The specific individual duties of Board Members set out in sections 53-57 of the CE Act are:
- **To comply with the CE Act and EEC Act.** Board Members must not contravene, or cause the contravention of, or agree to EECA contravening the CE Act or EEC Act
 - **To act with honesty and integrity.** Board Members must, when acting as Board Members, act with honesty and integrity. This includes meeting any minimum standards of integrity and conduct issued by the Public Service Commissioner.
 - **To act in good faith and not at the expense of EECA's interests.** Board Members must, when acting as Board Members, act in good faith and not pursue their own interests at the expense of EECA's interests
 - **To act with reasonable care, diligence and skill.** Board Members must, when acting as Board Members, exercise the care, diligence and skill that a reasonable person would exercise in the same circumstances, taking into account (without limitation) the nature of EECA, the nature of the actions and the positions of the Board Members and the nature of their responsibilities

- **To not disclose information.** A Board Member who has information in their capacity as a Board Member that would not otherwise be available to them must not disclose that information to any person, or make use of, or act on, that information except as provided in the CE Act.

.3 Board Members' individual duties (as outlined above) are owed to both EECA and the Minister.

[Refer CE Act, ss 53 – 58; PS Act s 17; PSC Guidance, Chapter 4, pp 15-16]

Collective Duties of the Board

.4 Board Members also have collective Board duties under the CE Act for which they are collectively held accountable. These duties are owed to the Minister. Individual Board Members are not legally liable for a breach of a collective duty (as outlined below).

.5 The collective Board duties are:

- To ensure that EECA acts consistently with its objectives, functions, Statement of Intent (SOI) and Statement of Performance Expectations (SPE).
- To ensure that the Board functions are performed efficiently, effectively and in a manner consistent with the spirit of service to the public. The Board must preserve, protect, and nurture the spirit of service to the community that public service employees bring to their work.
- To operate in collaboration with other public entities where practicable. This includes supporting and having regard for Public Service Commissioner advice and guidance, and any standards issued by designated system leaders.
- To ensure that EECA operates in a financially responsible manner (including in the prudent management of its assets and liabilities and the assurance of its long- term financial viability and status as a successful going concern).

.6 Under the PS Act the Board is responsible for ensuring that EECA upholds the following five public service principles when carrying out functions:

- **Politically neutral** – To support the Government to develop and implement policies and follow lawful instructions from ministers to the best of their ability and irrespective of their own political opinions.
- **Free and frank advice** – The responsibility to provide the best professional advice to ministers, without fear or favour.
- **Merit-based appointments** – To give preference to the candidate most suited to the role.

- **Open government** - To strengthen democracy, build trust, and improve wellbeing by ensuring New Zealanders can contribute to and influence what government does, and how.
- **Stewardship** - A duty of care for a resource that belongs to or exists for the benefit of others.

[Refer CE Act, ss 49-52; PS Act s 12-13; PSC Guidance, Chapter 4, pp 15-16]

C. Dealing with the Public – Interactions, Complaints, Communications

- .7 The Board may receive letters and emails from the New Zealand public (including organisations). All Board Members will, from time to time, be required to communicate with members of the public. In such circumstances Board Members should be aware of the potential for perceived and actual conflicts of interest and perceived preferential treatment (see section 4.4 in respect of conflicts of interest).
- .8 In any situation where a Board Member is unsure how to act in respect of interactions with members of the public, the Chair should be consulted for guidance. If a Board Member becomes aware of a potential conflict of interest following an interaction with an employee or member of the public, the Chair should be informed promptly.

Complaints

- .9 If a Board Member receives a complaint or allegation or request to intervene relating to any EECA matter, whether from a member of the public or from a person known to the Board Member, and whether the approach is written or in person, the issue should be raised with the Chair.

Protected Disclosures

- .10 Board Members may interact with EECA personnel concerning wrongdoing that is covered by the Protected Disclosures Act 2000.
- .11 The Chair may receive disclosures in accordance with this Policy and is required to act as the Company Disclosures Officer on the basis set out in the Policy. Other Board Members do not have an express role under the Policy, and accordingly if approached in relation to matters falling under the Policy, Board Members should notify the Company Disclosures Officer (Group Manager, Corporate Services) or the Chair as appropriate.
- .12 All disclosures must be treated as strictly confidential unless one of the exemptions under the Protected Disclosures (Protection of Whistleblowers) Act 2022 applies. See the Policy contained in the 'Resource Centre' in Diligent Board.

Communications

- .13 Board Members may not comment publicly on any matter regarding the affairs of EECA without the prior agreement of the Chair.
- .14 Where a Board Member is contacted by a member of the public (or a public group) seeking a response on an EECA matter, the query or communication should be forwarded to the Chair to respond on behalf of the Board. If the circumstances call for the individual Board Member's direct response, such response should be cleared with the Chair before the response is made.

Select Committee Appearances

- .15 The Chair represents the Board at any appearance before a parliamentary select committee (unless the Board decides to nominate another Board Member in a particular circumstance). Guidance on appearing before select committees is contained in "Officials and Select Committee Guidelines" (August 2007). Board Members and employees of Crown entities are considered "officials" for the purposes of those Guidelines.

D. Management of Interests and Conflicts of InterestIntroduction

- .16 A Board Member has a conflict of interest when they have an external interest that conflicts with the duties that they owe as a Board Member and the external interest does, may or may be perceived to present a risk that the Board Member will not perform their Board role impartially. Where a conflict of interest arises, a range of legal, ethical and best practice requirements must be met to manage the conflict satisfactorily.

[Refer CE Act, s 55; PSC Guidance, Chapter 7, p 21]

What Amounts to a Conflict of Interest?

- .17 A conflict of interest may arise for a Board Member when a matter arises before the Board and they:
- May derive a financial benefit from the matter
 - Are the spouse, partner, parent or child of someone who may derive a financial benefit from the matter
 - May have a financial interest in a person/organisation to whom the matter relates
 - Are a partner, director, officer, board member or trustee of a person/organisation (or held such a role in the previous three months) to whom the matter relates

- Are otherwise directly or indirectly interested in the matter brought before the Board.

.18 A relevant matter can be anything related to EECA's performance of its functions or exercise of its powers, or an arrangement, agreement or contract made or entered into, or proposed to be entered into, by EECA. The conclusion that a Board Member has an interest in an EECA matter in the above situations is subject to only a narrow range of exceptions in the CE Act – in particular, where the interest is so remote or insignificant that it cannot reasonably be regarded as an interest likely to influence the Board Member in carrying out their Board responsibilities.

[Refer CE Act, s 62; PSC Guidance, Chapter 7, pp 21-23]

Disclosure Required

.19 A Board Member who has an actual or potential conflict of interest must disclose all relevant details (including the nature of the interest and the monetary value) in respect of the conflict of interest to the Chair as soon as practicable after the Board Member becomes aware that the conflict of interest has arisen. In addition to being a legal obligation, this allows the Chair and the Board Member to explore fully the best way for EECA to manage the interest in a transparent and efficient manner. At the same time, the Board Member must ensure that the conflict of interest is entered into the Register of Conflicts of Interest Arising as soon as practicable.

.20 “As soon as practicable” means that often it will not be appropriate to wait until a Board meeting to make the disclosure; disclosure needs to occur as and when the conflict arises, and as further information related to the conflict arises.

.21 If a Board Member is unsure whether a conflict of interest has arisen, they should discuss the matter with the Chair as soon as possible.

.22 The Register of Conflicts of Interest is separate from the general Register of Board Members' Interests. The Register of Conflicts of Interest Arising should be kept confidential and should not be disclosed to any third party unless first authorised in writing by the Chair. However, as it is required by statute its disclosure is likely, from time to time, to be requested under the Official Information Act 1982. It may also be requested by other State sector bodies, such as MBIE as EECA's monitor, and by select committees.

.23 The Chair is responsible for managing conflicts of interest as and when they are notified by Board Members. The Register of Conflicts of Interest Arising is normally noted as one of the first agenda items for each Board or Committee meeting. Under this agenda item the Board will adopt the

practice of confirming if any items of potential conflict have been identified in the material provided for consideration at the meeting.

.24 The Chair may, by prior written notice, give permission for a Board Member(s) to be involved in a matter in which they are interested if the Chair is satisfied that it is in the public interest to do so. The permission to be involved despite a conflict of interest arising must comply with the following procedure:

- Written notice is provided to all Board Members prior to any relevant meetings
- This written notice must include all relevant conditions to apply to any permitted action or involvement
- Full disclosure of the matter, the Board Member's interest and permission to act must be detailed in the Board minutes, as well as EECA's Annual Report.

.25 When a conflict or potential conflict of interest arises in a meeting and that conflict of interest has not been previously notified to the Chair or other Board Members, this must be disclosed to all Board Members immediately and the Board Member concerned must withdraw from the meeting while the matter is discussed. The Board Member must not vote on the matter. If such notification and withdrawal occur, they must be included in the Register of Conflicts of Interest Arising and should be noted in detail in the Board minutes.

.26 Board Members should maintain a process of review of their interests and must make amendments to the Register as required.

[Refer CE Act, ss 63-65 and 68; PSC Guidance, Chapter 4, pp 24-26]

Consequences of Conflicts of Interest Arising

.27 Unless written permission is given by the Chair, interested Board Members must not:

- Vote or take part in any discussions or decisions of the Board (or otherwise participate in any activities) related to the matters in which they have an interest
- Sign any documents related to the matters in which they have an interest
- Be regarded as part of the quorum for any part of a meeting where the matters in which they have an interest are discussed or decided on.

- .28 Where an actual or potential conflict of interest has been identified, EECA will ensure that, where necessary, the Board Member is provided with redacted minutes and Board papers that exclude material related to the matter in which the Board Member is interested.

[Refer CE Act, ss 62(3)(c) and (ca) and 66-68; PSC Guidance, Chapter 7, p 25]

Register of Board Members' Interests

- .29 The Board's policy and expectation are that Board Members are to disclose all relevant external interests (i.e., not just actual or potential conflicts of interest arising), including relationships, in the general Register of Board Members' Interests (held by the CE's EA) as soon as those interests exist. The disclosure of all relevant interests includes any matters or transactions that may relate to EECA even if they do not come before the Board as matters of interest (so Board Members will be aware of those interests in the event that a conflict of interest arises). External interests may include such things as:

- Financial interests (direct and indirect); however, a Board Member is not required to disclose any financial interest that has a value of less than \$5,000, unless that interest ought to be disclosed for some reason other than its value
- Professional relationships or other relationships where obligations may be owed to third parties
- Personal, formal political affiliations.

- .30 Entries in the Register of Board Members' Interests should state the nature of the interests.

- .31 The Register of Board Members' Interests is normally circulated to Board Members by email each month for review and updating. The Register remains confidential to the Board, the Chief Executive, the CE's EA and EECA staff supporting the Board and Committees, and will not be disclosed to any third party unless first authorised in writing by the Chair.

- .32 EECA employees who support the Board's work (including Committee work) should be aware of all interests disclosed in the Register of Board Members' Interests so that they do not give (or discuss with) Board Members information relating to matters in which the Board Members have declared interests.

[Refer CE Act, ss 64-65; PSC Guidance, Chapter 7, p 24]

Chair

- .33 If a conflict of interest arises in respect of the Chair, the Chair must disclose the full details of the interest (including the nature of the interest and the monetary value) to the Deputy Chair or

Temporary Deputy Chair as soon as practicable after the Chair becomes aware that the conflict of interest has arisen (at the same time, the Chair must ensure that the conflict of interest is entered into the Register of Conflicts of Interest Arising). If there is no Deputy Chair or Temporary Deputy Chair (or that person is also interested in the matter), the disclosure must be made to the Minister.

- .34 The Deputy Chair (or the Minister if the Deputy Chair or Temporary Deputy Chair is unavailable or interested in the matter) is responsible for managing conflicts of interest in respect of the Chair. The Deputy Chair or Temporary Deputy Chair (or Minister if applicable) may give permission for the Chair to be involved in a matter in which they are interested as long as written notice is provided to all Board Members prior to any relevant meetings. This written notice must include all relevant conditions to apply to any permitted action or involvement. If this occurs, full disclosure of the matter and the Chair's interest and permission to act must be detailed in the Board minutes, as well as EECA's Annual Report.

[Refer CE Act, s 68 and Sch 5, cl 5]

Board Committees

- .35 All members of Board Committees, even if they are not Board Members, are subject to the same rules in respect of the management of conflicts of interest as outlined in this section.

[Refer CE Act, Sch 5, cl 15]

Breach of Conflict of Interest Rules

- .36 Where there is a failure to observe the statutory conflict of interest rules (specifically sections 63 and 66 of the CE Act) the Board must notify the Minister as soon as practicable.

[Refer CE Act, s 67]

Office of the Auditor-General Guidelines

- .37 For Board Members wishing to read more on this subject, the Office of the Auditor-General (OAG) has issued the following guidelines: "Managing Conflicts of Interest: A Guide for the Public Sector" (2020).

E. Disclosure and Use of Information

- .38 In accordance with the CE Act, Board Members must not disclose to any persons, or make use of, or act on information they receive as Board Members (and to which they would not otherwise have had access), unless it is done:

-
- In the performance of EECA's functions
 - As required or permitted by law (for example, in accordance with the Official Information Act 1982)
 - In complying with the requirement for Board Members to disclose their interests.

.39 A Board Member may disclose, make use of or act on the information if first authorised to do so by the Board and the disclosure, use or act in question will not prejudice EECA (or will be unlikely to do so).

[Refer CE Act, s 57; PSC Guidance, Chapter 8, p 27]

F. Gifts and Hospitality

.40 EECA requires that all gifts and hospitality with a value of more than \$100 offered to a Board Member by any person or organisation be declared and recorded in the Gifts and Hospitality Register if the gift or hospitality is accepted by the Board Member and a member of the public could reasonably perceive that the gift or hospitality was offered to the Board Member in their capacity as a Board Member.

.41 The Gifts and Hospitality Register is held and maintained by the Executive Assistant to the CE. It is the responsibility of Board Members to make timely disclosures.

.42 Disclosure in the Gifts and Hospitality Register requires the names of the recipient and the donor, the estimated value of the gift, and the date received.

[Refer PSC Guidance, Chapter, pp 28-31]

G. Political Neutrality

.43 The Minister expects Board Members to act in a politically neutral manner when discharging their governance role.

.44 Board Members should, at all times, conduct themselves and their business in such a manner as to maintain the confidence of not only the Minister and the Government of the day, but any future Government.

.45 Board Members need to ensure that private communication with any Minister or Member of Parliament does not compromise the ability of EECA to operate effectively under any Government now and in the future.

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- .46 In the three-month period immediately preceding a general election, the Board should neither sanction nor enter into any activity, public consultation or release of information that could be interpreted as actively campaigning for, or on behalf of, a political party.
- .47 Individual Board Members are entitled to be politically involved, but need to be careful about how that involvement manifests itself. Board Members wishing to be involved in political activities should ensure that their activities do not undermine the confidence of the Government of the day and that of any future Government, and do not erode public trust and confidence in EECA. Any political party membership should be disclosed as an interest.
- .48 Board Members who have been nominated as an electorate or list candidate in parliamentary elections should advise the Chair immediately, and the Chair should advise the Minister via MBIE. In any event, the formal political affiliations of Board Members should be disclosed in the Register of Board Members' Interests. Any matter of this nature should be raised with the Chair (or Deputy Chair if the Chair is the subject) as soon as the matter arises.
- .49 Where a Board Member has been selected to stand as a candidate for election to Parliament, the Board Member should resign from their Board position on or before the day they are nominated.

[Refer CE Act, s 30; PS Act s 20; PSC Board Appointment and Induction Guidelines; PSC Standards of Integrity and Conduct December 2021]

● Board and Committee Meeting Procedures

A. Board and Committee Meeting Procedures

Meeting Administration

- .1 Board meeting conduct follows standard formal meeting procedures. Meetings take place in venues and cities as determined by the Board from time to time.
- .2 The Chief Executive, in consultation with the Chair compiles the Board (and Committee) meeting agenda.
- .3 Any Board Member may request the addition of an item to the agenda for either a Board meeting or a Board Committee meeting. Requests for agenda additions should be directed to the Chair (or Committee Chair where relevant). The Chair will make the decision if the additional item is added to the agenda.

[Refer PSC Guidance]

Schedule of Meetings

- .4 The Board usually has 10 scheduled meetings each year. An annual Board meeting schedule is approved by the Board or the Chair.
- .5 The Board meeting schedule is reviewed as necessary to ensure that all business is completed to meet relevant timetables and external commitments.
- .6 A Register of Board Members' attendance at meetings is maintained for inclusion in EECA's Annual Report.
- .7 A copy of the schedule of meetings is available from the CE's Executive Assistant.

[Refer CE Act, Sch 5, cl 7]

Annual Strategy Meeting

- .8 A one-day meeting devoted to strategy is held each year, in which the Board reviews EECA's long-term strategic plans and agrees EECA's strategic priorities. This reflects the PSC Guidance expectation that the Board establish a planning process and timetable.
- .9 In addition, the Board maintains an annual work programme, through which it manages the forward planning of its regular activities.

[Refer PSC Guidance, Chapter 10, p 32]

Special Meetings

- .10 The Chair, or any two Board Members, may call a special Board meeting by giving at least five working days' written notice of the meeting and the business to be transacted at the meeting to each Board Member who is in New Zealand at that time.
- .11 Only the business stated in the notice of special meeting may be transacted at the special meeting.
- .12 The five-day notice period may be shortened if all Board Members agree to the shorter period.

[Refer CE Act, Sch 5, cl 7; PSC Guidance, Chapter 10, p 32]

Board and Committee Papers

- .13 Papers relevant to the agenda of each Board and Committee meeting will be sent to the relevant Members approximately one week in advance of the meeting.
- .14 All papers and matters discussed at meetings of the Board and its Committees are strictly confidential and such papers are retained by the EA, CE's Office following meetings, unless alternative arrangements are agreed.

Quorum

.15 The quorum for a Board meeting is half the number of all Board Members (if the Board has an even number of Board Members), or a majority of Board Members (if the Board has an odd number of Board Members). A Board Member who is interested in a matter is to be disregarded for the purpose of forming a quorum relating to that matter.

.16 No business may be transacted at a Board meeting if a quorum is not present.

[Refer CE Act, Sch 5, cl 9 and 10; PSC Guidance, Chapter 10, p 32]

Emergency Situation

.17 Where the Board has only one Board Member available (for example, due to an emergency, vacancy or conflicts of interest), the quorum for a Board meeting will become one. In this situation, the available Board Member:

- May appoint the times and places of ordinary Board meetings
- May call special meetings without sending notices of meeting for those meetings called
- May enter into any obligation that may be entered into by two or more Board Members (e.g., section 127 of the CE Act regarding third party contracts).

[Refer CE Act, Sch 5, cl 10]

Methods of Holding Meetings

.18 Board meetings may be held by a quorum of Board Members assembled together at the times and places appointed for the meetings.

.19 Alternatively, a Board meeting may be held via audio, audio and visual or electronic communication if all Board Members who wish to participate in the meeting have access to the required technology and a quorum of Board Members can simultaneously communicate with each other throughout such a meeting.

.20 The Board or its Committees may, from time to time, make decisions through unanimous written resolutions, for example via electronic communication.

.21 In such instances the EA, CE's Office should be copied into all communications regarding such unanimous decisions for the purpose of maintaining Board records and managing conflicts of interest.

[Refer CE Act, Sch 5, cl 8 and 13]

Agenda Framework

- .22 The Board maintains an annual work programme to ensure that key responsibilities are discharged at appropriate times during the year. The agenda for each meeting is designed to include:
- Board Member-only time
 - Confirmation of the Register of Conflicts of Interest Arising
 - Confirmation of previous Board meeting minutes
 - A matters-arising report
 - Reports from the Chair (as required) and Chief Executive
 - Finance report
 - The Board annual work programme
 - Reports from Committees on urgent or strategic issues (when necessary)
 - Decision and Information Papers.
- .23 Members wishing to add items to the agenda should discuss the matter with the Chair.

Voting

- .24 Each Board Member has one vote. In addition to their general vote, the Chair has, in the case of an equality of votes, a casting vote.
- .25 The Terms of Reference for each Board Committee may contain additional rules on voting.
- .26 A resolution of the Board is passed if it is agreed to by all Board Members present without dissent, or if a majority of the votes cast on it are in favour of it.
- .27 The Board presumes that a Board Member present at a Board meeting agrees to, and votes in favour of, a resolution of the Board unless they expressly dissent or vote against the resolution at the meeting.

[Refer CE Act, Sch 5, cl 12]

Minutes

- .28 Minutes are to be taken at every Board meeting and at every Board Committee meeting. The Chair is responsible for ensuring that minutes are taken (the Group Manager, Corporate Services is responsible for ensuring the minutes are taken). The Chair of the Board and each Committee is

responsible for ensuring that minutes of meetings are taken and are promptly circulated for comment, prior to their submission for approval at the following meeting.

Access to Senior Management

- .29 Board Members have full and free access to EECA senior management (e.g. The Leadership Group). If a Board Member wishes to contact another EECA employee this must be arranged via the Chief Executive.
- .30 Wherever possible, if meetings with specific employees are requested, the meetings will be arranged by the EA, CE's Office to avoid duplication.

B. Delegations

- .31 The CE Act requires that all decisions about EECA's operations be made by the Board, or under the authority of the Board. Where the Board's powers and functions are delegated, the Board remains legally responsible for the exercise of those delegated functions and powers.
- .32 The Board may delegate its functions and powers to Board Members, employees, public office holders, Board Committees, anyone else in accordance with the CE Act and EEC Act.
- .33 EECA's Delegations Manual provides a comprehensive statement of delegations by the Board and Chief Executive, and of EECA's policies and processes for ensuring that all delegated powers are properly exercised, monitored and periodically reviewed.
- .34 The Board cannot delegate:
 - The Board's general power of delegation
 - Any of its functions and powers to a Board Committee unless that Committee has a Board Member as part of its membership.

[Refer CE Act, ss 25 and 73; PSC Guidance, Chapter 12, p 36]

Process for Delegation

- .35 There are a number of procedural checks and balances on Board delegations (as outlined in the CE Act). These include:
 - The Board can only delegate a function or power by resolution and written notice to the delegate. The delegation can be revoked in the same way, or by any other method provided in the delegation itself

- A delegate may delegate their functions and powers only with the prior written consent of the Board, and subject to the same conditions that are attached to the delegate's exercise of those same functions and powers.

[Refer CE Act, ss 73-76; PSC Guidance, Chapter 12, pp 36-37]

Chief Executive Delegation

- .36 Much of the Board's authority to act is delegated to the Chief Executive for day-to-day business operations. These delegations enable effective control and recognise the Chief Executive's power to delegate further the majority of the functions, duties and powers delegated by the Board. The Board has the power to act on a matter even if it has delegated it to the Chief Executive. The Board will review the delegation at least every two years, or earlier if the circumstances require.

C. Board Committee Structure

Board Committees

- .37 The Board can appoint Committees, by resolution, to:
- Advise it on any matters relating to EECA's functions and powers that are referred to the Committees by the Board
 - Perform or exercise any of EECA's functions or powers that are delegated to the Committees.
- .38 The Board must ensure that at least one Board Member is on any Committee that is to exercise a Board power or function. If a Committee does not include a Board Member, it can only have an advisory function.
- .39 All Board Committee Members (whether or not they are Board Members) must disclose any interests in the Register of Board Members' Interests, and must follow the same rules applying to Board Members in respect of the management of conflicts of interest.
- .40 As at 24 May 2022 the Board's established Committees are:
- The Board Remuneration Committee (BRC).
- .41 At the 28 April 2020 meeting, the Board resolved to disestablish the Audit and Risk Committee and instead will consider risk and audit matters at each Board meeting (as appropriate). The risk and audit aspects of the Board meeting will be chaired by the Deputy Chair.

[Refer CE Act, Sch 5, cl 14]

Committee Terms of Reference

- .42 All Board Committees have Terms of Reference approved by the Board. The Board Committees review their Terms of Reference annually and may recommend amendments and improvements to the Board.

Committee Conduct and Procedures

- .43 Board Committees are governed by the same rules of conduct and procedures as the Board, unless the Board determines otherwise (including in a Committee's Terms of Reference).

Board Committee Structure, Membership and Quorum

- .44 Where authorised in their Terms of Reference, Committees are able to appoint external members where specific technical or other expertise is required. Where there are external members, their number should not exceed the number of Board Members on a Committee.
- .45 The Terms of Reference of each Committee set out the Committee's quorum, and the Board has delegated to the Chair of each Board Committee the power to co-opt any Board Member as a Member of that Committee in order to establish a quorum.
- .46 The Terms of Reference for the Remuneration Committee are contained in Appendix Two.
- .47 All Board Members may attend and speak at any Committee meetings, but they are only entitled to vote at Committees of which they are formal members.

External Members of Board Committees

- .48 The Board may resolve to appoint external members to a Board committee. The CE Act applies to every external member (with necessary modifications) as regards:
- Remuneration and expenses (sections 43, 47 and 48 of the CE Act)
 - Confidential information (section 57 of the CE Act)
 - Vacancies in membership (section 77 of the CE Act)
 - Good employer obligations (section 118 of the CE Act)
 - Liability protections (sections 120-126 of the CE Act)
 - Members who are officials (section 135 of the CE Act)
 - Disclosure of payments (section 152(1)(e) and (f) and section 152(2) of the CE Act)
 - Existing liability and insurance cover (sections 189-190 of the CE Act)

- Management of interests (sections 62-72 of the CE Act). These rules apply to each external Committee Member as if they were a Board Member.

[Refer CE Act, Sch 5, cl 15]

Liability of Committee Members

- .49 The CE Act provides that Board Committee Members are not liable for any liability of the entity by reason only of being Committee Members. In addition, EECA's directors' and officers' insurance covers all Committee Members.

[Refer CE Act ss 120-126, Sch 5, cl 15]

Committee Delegations

- .50 As a general rule, Board Committees have no delegated authority and may only make recommendations to the Board for decision-making purposes.

Committee Performance

- .51 The Board monitors the performance of each Board Committee via reporting from each Committee Chair to the Board and an evaluation of the overall Committee structure.
- .52 The minutes of each Committee meeting are received by the Board each month and provision is made on the Board agenda for Committees to report on urgent and strategic issues.

Payments to Board Members for Committee Membership

- .53 No additional annual or attendance fee is payable to Board Members for Board Committee attendance in accordance with Cabinet Fees Manual.

[refer Fees Framework, para 58]

C. Board Self-Evaluation

- .54 The Board conducts an annual effectiveness review in order to evaluate the performance of the Board and individual Board Members. The Chair will facilitate the annual Board evaluation process.

D. Board Member Visits to EECA Offices

- .55 Visits to EECA offices by Board Members are welcomed. Visits may be arranged for the Board as a whole or requested by individual Board Members, depending on the circumstances. Visits to offices should only be made after prior arrangement with the Chief Executive.

• Manual Revision History

- .1 The Board Governance Manual will be reviewed formally by the Board at least every three years, or earlier if the circumstances required. The next formal review is scheduled for April 2025.

Version	Board Approval Date	Description
2.00	24 May 2022	Initial draft by Mark Davis, Group Manager, Corporate Services (November 2019, February 2020 and April 2020) Current version updated by Brett Banner, Group Manager May 2022
3.00	30 May 2023	Current version updated by Brett Banner, Group Manager May 2023

• Key Legislation

Act/Regulation	How it Relates to EECA
<i>Core Legislation and Obligations</i>	
Energy Efficiency and Conservation Act 2000	Specific legislation establishing EECA's functions
Crown Entities Act 2004	This Act provides a consistent legal framework for the establishment, governance and operation of Crown entities (including EECA).
<i>Legislation Relevant to EECA as an Employer</i>	
Accident Compensation Act 2001	Specific legislation dealing with EECA's approach to workplace injuries.
Employment Relations Act 2000	This Act is the principal employment statute. Informs EECA's approach to employment issues.
Equal Pay Act 1972	This Act addresses discrimination based on the sex of employees in rates of remuneration.
Health and Safety at Work Act 2015	This Act promotes the prevention of harm to persons at work by imposing duties on persons responsible for work and setting requirements to take all practical steps to ensure health and safety.
Holidays Act 2003	This Act sets out employees' minimum entitlements to annual leave, public holidays, sick leave and bereavement leave.

Act/Regulation	How it Relates to EECA
Income Tax Act 2007	This Act defines and imposes tax on net income, imposes obligations concerning tax, and sets rules for calculating tax and satisfying such obligations.
KiwiSaver Act 2006	This Act enables the establishment of KiwiSaver schemes to promote individual savings, principally through the workplace. Imposes obligations on employers relating to the provision of information and contributions.
Minimum Wage Act 1983	This Act prescribes the minimum wage for employees and provides for reviews of the minimum wage.
Minimum Wage (Starting-out Wage) Amendment Act 2013	This Act allows the prescription of minimum starting-out wages payable to classes of employee 16, 17, 18 and 19 years old.
Parental Leave and Employment Protection Act 1987	This Act sets minimum entitlements for parental leave for male and female employees.
Tax Administration Act 1994	This Act contains the provisions of the Inland Revenue Department Act 1974, except for sections relating to the Taxation Review Authority, and most of the provisions of the Income Tax Act 1976 that related to administrative and procedural aspects of taxation law, including penalties.
Wages Protection Act 1983	This Act sets out rules relating to the payment of wages and salaries of workers, including deductions, overpayments and forms of payment.
<i>General Public Law Legislation</i>	
Constitution Act 1986	This Act is the premier constitutional statute in New Zealand. Formal statement of New Zealand's system of government, in particular the executive, legislature and judiciary.
Human Rights Act 1993	This Act proscribes discrimination and establishes the Human Rights Commission. It applies to the setting of EECA policy and eligibility criteria, and also to EECA's activities as an employer
New Zealand Bill of Rights Act 1990	This Act affirms civil and political rights.
Official Information Act 1982	This Act promotes the free flow of information through a presumption of the availability of "official information" unless there is a good reason to withhold it.
Ombudsmen Act 1975	This Act establishes procedures for the Ombudsmen to investigate administrative unfairness and abuse.

Act/Regulation	How it Relates to EECA
Privacy Act 1993	This Act establishes principles relating to the collection, use and disclosure of information relating to individuals and individuals' access to that information. Also appoints the Privacy Commissioner to investigate privacy complaints.
Protected Disclosures (Protection of Whistleblowers) Act 2022	This Act promotes the public interest by facilitating the disclosure and timely investigation of serious wrongdoing in or by an organisation; and, protects people who make disclose information in accordance with this Act.
Public Audit Act 2001	This Act establishes the Office of the Auditor-General and the Auditor-General's functions, powers and duties. The Auditor-General is the auditor of public entities, including Crown entities.
Public Finance Act 1989	This Act contains provisions relating to exemptions for Crown entities to provide annual reports. Note that the CE Act sets out most of the provisions relating to the financial powers of Crown entities.
Public Records Act 2005	This Act requires every public office (including Crown entities) to create and maintain full and accurate records of its affairs. Records must be maintained in an accessible form.
Public Service Act 2020	This Act sets out the shared purpose, principles, and values of the public service and the people working in it, establishes organisational forms and ways of working, including across public service agencies, to achieve better outcomes for the public, and affirms that the fundamental characteristic of the public service is acting with a spirit of service to the community.
Treaty of Waitangi Act 1975	This Act provides for the observance, and confirmation, of the principles of the Treaty of Waitangi by establishing the Waitangi Tribunal to make recommendations on claims relating to the practical application of the Treaty, and to determine whether certain matters are inconsistent with the principles of the Treaty.
Crown Organisations (Criminal Liability) Act 2002	This Act enables the prosecution of Crown organisations (including Crown entities) for offences under the Building Act 2004, the Health and Safety at

Act/Regulation	How it Relates to EECA
	Work Act 2015 and the Resource Management Act 1991.
Crown Proceedings Act 1950	This Act sets out the law relating to the civil liabilities and rights of the Crown and officers of the Crown, and to civil proceedings by and against the Crown.

8. Appendix One – Code of Professional Conduct

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(3) 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.¹

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.

¹ 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.

9. Appendix Two – Remuneration Committee Terms of Reference

ENERGY EFFICIENCY AND CONSERVATION AUTHORITY REMUNERATION COMMITTEE TERMS OF REFERENCE

1. Establishment

- 1.1 The remuneration committee (the **Committee**) shall be a committee of the Board and is established by the Board pursuant to clause 14 of schedule 5 to the Crown Entities Act 2004 (**CEA**).

2. Objectives

- 2.1 The objective of the Committee is to advise the Board on employee remuneration issues including the establishment of remuneration policies and practices.
- 2.2 In pursuing these objectives, the Committee shall make recommendations to the Board for final decision. It shall not have the power to make decisions on the Board's behalf except pursuant to any explicit delegation of a decision-making power.

3. Roles and Responsibilities

- 3.1 The Committee has no executive powers.
- 3.2 The Committee is directly responsible and accountable to the Board for the exercise of its responsibilities.
- 3.3 The responsibilities of the Committee are as follows:
- (a) formulating remuneration policies, including the use of appropriate incentive schemes and performance measures, for application to the annual performance reviews of:
 - (i) the Chief Executive;
 - (ii) the senior management team; and
 - (iii) such other employees as the Board may designate from time to time.
 - (b) undertaking an annual performance review of the Chief Executive and reporting and making recommendations to the Board in relation to the Chief Executive's performance and consequent remuneration;

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- (c) formulating the negotiating brief for any collective employment contract, including establishing that the required consultation with the Public Service Commissioner has been carried out in terms of section 116 of the CEA;
 - (d) advising and assisting the Chief Executive, on request, in relation to recruitment and any disciplinary matters concerning employees who report directly to the Chief Executive.

3.4 In addition, the Committee shall examine any other matters referred to it by the Board.

4. Delegations and authorisations

4.1 The Committee may perform any function or exercise any power of the Board within its terms of reference, where that function or power has been delegated to the Committee by the Board under clause 14 of schedule 5 to the CEA, subject to any general or special directions or conditions imposed by the Board.

4.2 The Committee is authorised by the Board to:

- (a) investigate any activity within its terms of reference;
- (b) seek any information it requires from any employee and all employees will be directed to co-operate with any request made by the Committee;
- (c) obtain, at the expense of EECA, outside professional advice; including market surveys and reports, and to consult with such management and executive search consultants and other outside advisers with relevant experience and expertise, as it thinks necessary for carrying out its responsibilities; and
- (d) arrange for the attendance at meetings, at the expense of the EECA, of outside parties with relevant experience and expertise if it considers this necessary.

5. Membership

5.1 Members of the Committee shall comprise no less than two and no more than four members of the Board.

5.2 The Chairperson of the Committee shall be appointed by the Board and shall be one of the members of the Board.

5.3 The Chief Executive and members of the management team will not be members of the Committee, but may attend meetings as observers as determined by the Chairperson.

6. Induction of new members

- 6.1 New members will receive relevant information and briefings on their appointment to assist them to meet their Committee responsibilities.

7. Meetings

- 7.1 A quorum will consist of a majority of Committee members.
- 7.2 Only members of the Committee may vote on matters at Committee meetings, to the extent that any voting is required.
- 7.3 In the event that any issue arises for decision by the Committee, all members must make every effort to reach a consensus on the issue. If a consensus cannot be reached on an issue, the issue is to be referred to the Board.
- 7.4 The Committee may have in attendance such members of management and such other persons, including the internal and/or external advisors, as it considers necessary to provide appropriate information and explanations.
- 7.5 All members of the Board may attend meetings of the Committee.
- 7.6 Reasonable notice of meetings and the business to be conducted shall be given to the members of the Committee, members of the Board, and any other persons as required.
- 7.7 Meetings shall be held not less than twice a year. Any member of the Committee or the Chief Executive may request a meeting at any time if they consider it necessary.
- 7.8 Minutes of all meetings shall be kept.
- 7.9 The minutes of all Committee meetings shall be circulated to all members of the Board, the Chief Executive, and to such other persons as the Board directs.
- 7.10 As soon as practicable after each Committee meeting the Chairperson shall report the Committee's findings, decisions and recommendations to the Board.

8. Communication

- 8.1 The Chairperson of the Committee shall maintain direct lines of communication with the Chief Executive.
- 8.2 The Chief Executive shall be responsible for drawing to the Committee's immediate attention any material matter that relates to employee remuneration.

9. Review of the Committee

- 9.1 The Committee will undertake an annual self-review of its objectives and responsibilities. Such objectives and responsibilities will also be reviewed by the Board and the CEO and any other person the Board considers appropriate.

10. Review of Terms of Reference

- 10.1 The Committee will review its Terms of Reference biennially. This review will include consultation with the Chief Executive.
- 10.2 Any substantive changes to the Terms of Reference will be recommended by the Committee and formally approved by the Board.

Meeting Date	28/01/2025
Subject	Register of Conflicts of Interest
Action sought	To Consider

Management of Interests and Conflicts of Interest

Introduction

1. A Board Member has a conflict of interest when they have an external interest that conflicts with the duties that they owe as a Board Member to EECA and the external interest does, may or may be perceived to present a risk that the Board Member will not perform their Board role impartially. Where a conflict of interest arises, a range of legal, ethical and best practice requirements must be met to manage the conflict satisfactorily. *[Refer Crown Entities Act 6448, s 99; SSC Guidance, Chapter 1, p 65]*

What Amounts to a Conflict of Interest?

2. A conflict of interest may arise for a Board Member when a matter arises before the Board and they:
 - May derive a financial benefit from the matter.
 - Are the spouse, partner, parent or child of someone who may derive a financial benefit from the matter.
 - May have an interest (financial or otherwise) in a person/organisation to whom the matter relates.
 - Are a partner, director, officer, board member or trustee of a person/organisation (or held such a role in the previous three months) to whom the matter relates.
 - Are otherwise directly or indirectly interested in the matter brought before the Board.
3. A relevant matter can be anything related to EECA's performance of its functions or exercise of its powers, or an arrangement, agreement or contract made or entered into, or proposed to be entered into, by EECA. *[Refer Crown Entities Act 6448, s 06; SSC Guidance, Chapter 1, pp 65-67]*

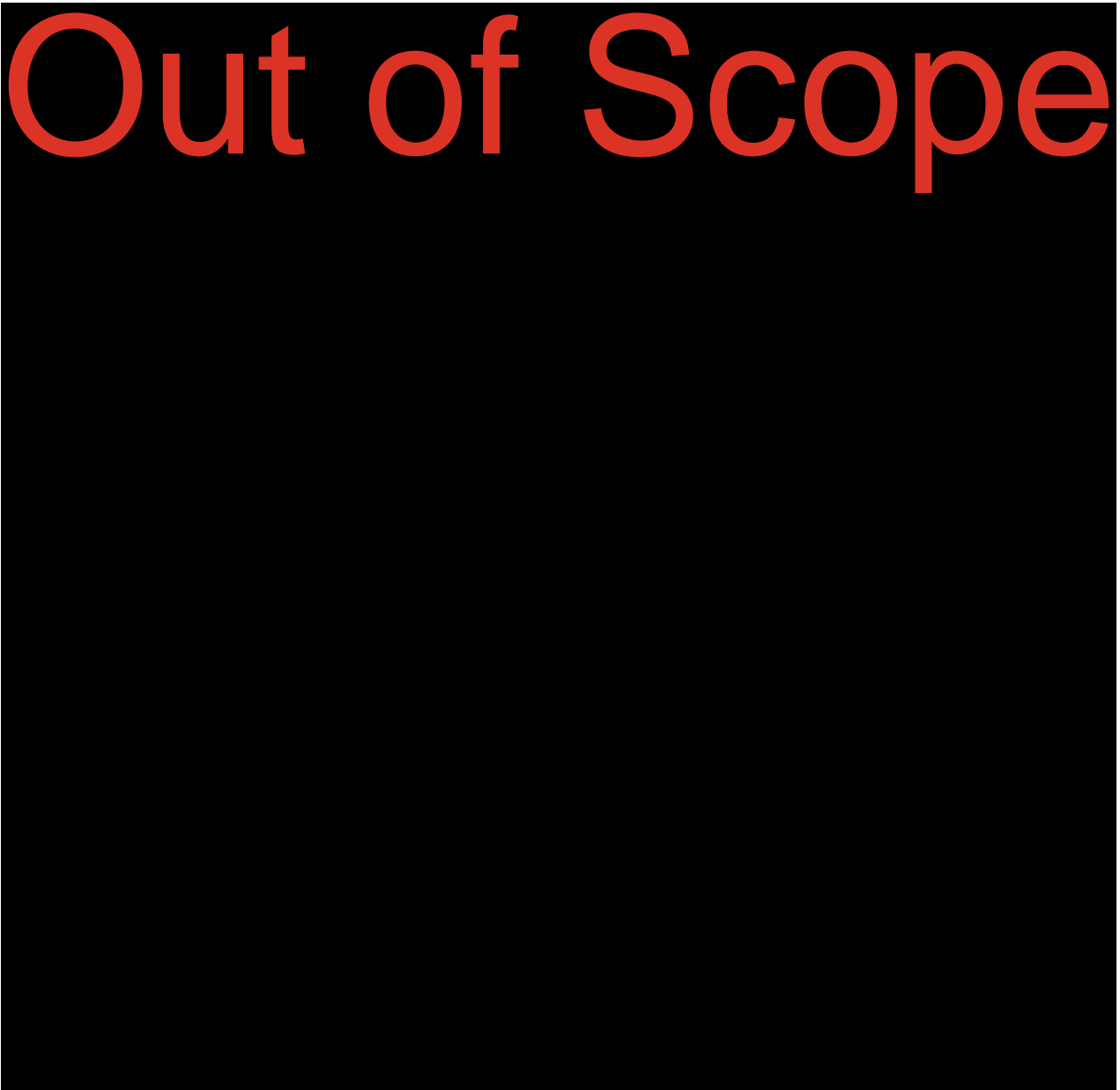
Disclosure Required

4. A Board Member who has an actual or potential conflict of interest must disclose all relevant details (including the nature of the interest and the monetary value) in respect of the conflict of interest to the Board or Chair as soon as practicable¹ after the Board Member becomes aware that the conflict of interest has arisen.

¹ "As soon as practicable" means that often it will not be appropriate to wait until a Board meeting to make the disclosure; disclosure needs to occur as and when the conflict arises, and as further information related to the conflict arises.

5. In addition to being a legal obligation under the Crown Entities Act 2004, this allows the Chair and the Board Member to explore fully the best way for EECA to manage the interest in a transparent and efficient manner. At the same time, the Board Member must ensure that the conflict of interest is entered into the Register of Conflicts of Interest as soon as practicable.
6. If a Board Member is unsure whether a conflict of interest has arisen, they should discuss the matter with the Chair as soon as possible. [*Refer Crown Entities Act 2004, ss 63-65 and 68; SSC Guidance, Chapter 4, pp 24-26*].
7. Changes since the last disclosure are highlighted yellow.

Register of Board Members' Interests (as at 6 January 2025)



Out of Scope

John Carnegie

- Chief Executive, Energy Resources Aotearoa.
- Board Member, World Energy Council.
- Chair, World Energy Council's Finance and Audit Committee.

Out of Scope

Register of the Leadership Group's Interests (as at 6 January 2025)

Out of Scope

In addition to the above disclosures both Board members and the Executive roles above must disclose close personal relationships, or financial interests (above a de minimis level) within the specifics of any relevant Board paper(s).

Meeting Date	25/02/2025
Subject	Register of Conflicts of Interest
Action sought	To Consider

Management of Interests and Conflicts of Interest

Introduction

1. A Board Member has a conflict of interest when they have an external interest that conflicts with the duties that they owe as a Board Member to EECA and the external interest does, may or may be perceived to present a risk that the Board Member will not perform their Board role impartially. Where a conflict of interest arises, a range of legal, ethical and best practice requirements must be met to manage the conflict satisfactorily. *[Refer Crown Entities Act 2004, s 55; SSC Guidance, Chapter 7, p 21]*

What Amounts to a Conflict of Interest?

2. A conflict of interest may arise for a Board Member when a matter arises before the Board and they:
 - May derive a financial benefit from the matter.
 - Are the spouse, partner, parent or child of someone who may derive a financial benefit from the matter.
 - May have an interest (financial or otherwise) in a person/organisation to whom the matter relates.
 - Are a partner, director, officer, board member or trustee of a person/organisation (or held such a role in the previous three months) to whom the matter relates.
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3. A relevant matter can be anything related to EECA's performance of its functions or exercise of its powers, or an arrangement, agreement or contract made or entered into, or proposed to be entered into, by EECA. *[Refer Crown Entities Act 2004, s 62; SSC Guidance, Chapter 7, pp 21-23]*

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7. Changes since the last disclosure are highlighted yellow.

Register of Board Members' Interests (as at 4 February 2025)

Out of Scope

Out of Scope

John Carnegie

- Member, EECA.
- Chief Executive, Energy Resources Aotearoa.
- Board Member, World Energy Council.
- Chair, World Energy Council's Finance and Audit Committee.
- Member, World Energy Council remuneration and nominations Committee.

Out of Scope

Out of Scope

Register of the Leadership Group's Interests (as at 4 February 2025)

Out of Scope

In addition to the above disclosures both Board members and the Executive roles above must disclose close personal relationships, or financial interests (above a de minimis level) within the specifics of any relevant Board paper(s).

Meeting Date	25/03/2025
Subject	Register of Conflicts of Interest
Action sought	To Consider

Management of Interests and Conflicts of Interest

Introduction

1. A Board Member has a conflict of interest when they have an external interest that conflicts with the duties that they owe as a Board Member to EECA and the external interest does, may or may be perceived to present a risk that the Board Member will not perform their Board role impartially. Where a conflict of interest arises, a range of legal, ethical and best practice requirements must be met to manage the conflict satisfactorily. *[Refer Crown Entities Act 2004, s 55; SSC Guidance, Chapter 7, p 21]*

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7. Changes since the last disclosure are highlighted yellow.

Register of Board Members' Interests (as at 13 March 2025)

Out of Scope

Out of Scope

John Carnegie

- Member, EECA.
- Chief Executive, Energy Resources Aotearoa.
- Board Member, World Energy Council.
- Chair, World Energy Council's Finance and Audit Committee.
- Member, World Energy Council remuneration and nominations Committee.

Out of Scope

Out of Scope

Register of the Leadership Group's Interests (as at 13 March 2025)

Out of Scope

In addition to the above disclosures both Board members and the Executive roles above must disclose close personal relationships, or financial interests (above a de minimis level) within the specifics of any relevant Board paper(s).