

New Zealand Utilities Access Group (NZUAG) Incorporated

Committee Charter

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1 Interpretation

This Charter sets out the approach the interim and permanent Committee will take to its roles and responsibility as expressed in the Rules of Incorporation for the New Zealand Utilities Advisory Group (NZUAG) Incorporated. It is the Committee's document and does not seek to alter the intent of the Code or the Rules of Incorporation.

This document does not replace any aspect of the Utilities Access Act, the Code or relevant legislation. If there is an inconsistency then they are to take precedent.

Over time the needs of the Society and the Code are likely to change. As part of that process, amendments to this Charter will be made by agreement and may be made from time to time as the committee sees is needed.

2 Governance process

2.1 Purpose of the Committee

In carrying out the objects of the Society the purpose of the Committee is to effectively represent and promote the interests of both corridor managers and utility providers, in the overall interest of the Utilities Access Code and the Public. Having regard to its purpose, the Committee will provide leadership to, and oversight of, the Society and Code, and reflect a balanced view in matters which affect the broader interest of utility access to transport corridors. While the role of the Committee is set out in the Constitution the following are also noted:

- ensuring that all necessary actions are taken so that the first permanent Committee is in place by 30 June 2013
- ensuring that action is taken so that all appropriate strategies, policies and practices are in place. These to include:
 - that the Society's goals are clearly established and strategies are in place for achieving them
 - that matters around membership are resolved in an appropriate manner and in a way that reinforces the legitimacy of the Code and the Society
 - that an effective framework is established for reviewing the Code every 2 years (starting with the first review at the end of 2013) so that all interested parties have an opportunity to inform/participate in the review
 - that appropriate processes and practices are in place to monitor compliance with the Code and that a report is prepared for NZUAG and government which meets any specified reporting requirements and furthers the long term outcome sought by the Code
- ensuring that all parties to the Code properly understand their roles and responsibilities under the Code
- deciding what steps are needed to protect the financial position of the Society and its ability to meet its debts and other obligations when they fall due, and ensuring that such steps are taken including:

- that the Society's financial statements are true and fair, and otherwise confirm with any legal requirements
 - that the Society has appropriate risk management and compliance policies in place
- ensuring that that the Society adheres to high standards of ethical and professional behaviour.

The Committee will ensure that the Society is adhering to the letter and intent of legislation, regulation, and the Code.

2.2 The Committee's relationships

The Committee recognises that buy-in to the Code and the Society's long term survival are closely linked with stakeholders' perception of its effectiveness and the quality of its relationships across all interests. There are a range of stakeholders which have both legitimate and strategic interest in the Society and the operation of the Code.

... with corridor managers and utility operators

The Committee will use its best endeavours to familiarise itself with issues of concern to both corridor manager and utility operator interests. The Committee will also use best endeavours to ensure that parties are given fair opportunity to be heard and that appropriate information is collected before any conclusions are reached.

Committee members will act in a way which reflects the principles of fairness, impartiality and consistency.

... with the Government and Officials

The Committee acknowledge that the Code, and by reference the Society, are recognised in regulation and that the government has the ability and right to chose another suitable means by which to develop and administer a Code, or even go as far as changing the decision to support self-regulation of utility access to transport corridors. Unless there is clearly a better way to address the competing interests, it is in the interest of the Society and the wider members to ensure that the administration and application of the Code is done effectively and efficiently.

There is also a wider role in engaging with government, as a link to sectors, in respect of national policy, legislative change, and other national initiatives which might impact on utility access to transport corridors.

... with wider membership

The Committee will use its best endeavours to familiarise itself with issues of concern to the wider membership. The Committee will also use its best endeavours to ensure that the wider membership is fully informed about the work of NZUAG and the various party's roles, responsibilities and obligations under the Code. Engagement will at all times be open and constructive.

... with other stakeholders

The Committee will use its best endeavours to engage with other stakeholders who have a legitimate and strategic interest in the work of NZUAG and the operation of the Code. This will be done for the benefit of administering the Code.

3 Committee procedures

The conduct of Committee members is to be consistent with their duties and responsibilities to the Society and the principle of equity, neutrality, consistency, respect and natural justice. The Committee will be disciplined in carrying out its role, with an emphasis on respecting each other's interests and needs as the Society guides in a new model of parties working together for the greater good of the Public of New Zealand.. Members will always act within any limitations imposed by the Committee on its activities, and in a manner that is professional and appropriate at all times.

Members will use their best endeavours to attend meetings and to prepare thoroughly. Members are expected to participate fully, frankly and constructively in discussions and other activities, and to bring the benefit of their particular knowledge, skills and abilities to the table. Members unable to attend meetings will advise the chair and Executive Officer at the earliest date possible and use the proper process for appointment of a deputy (as may be defined in the constitution). If a member is unable to attend for more than three consecutive meetings, the Committee may seek an alternative sector representative.

Committee discussions will be open and constructive, recognising that genuinely held differences of opinion can, in such circumstances, bring greater clarity and lead to better decisions. The chair will, nevertheless, seek a consensus in the Committee but may, where considered necessary, call for a vote. Minutes of meetings will be made available to full members. However, material that is inconsistent with the principles of the Privacy Act or may prejudice the operation of NZUAG or the Committee may be deleted from the minutes, upon agreement of the Committee. These matters may include discussion on specific issues which are in the issues management/resolution process or may prejudice compliance with the Code.

The Committee has sole authority over its agenda and exercises this through the Chair. Any member may through the Chair request the addition of an item to the agenda. The agenda will be finalised by the Chair in consultation with the Executive Officer.

The Committee will normally hold meetings as required to conduct business. The Committee is also able to use other such means as required to reasonably conduct business, as long as it meets quorum and other fundamental requirements of the charter or legislation. At each normal meeting the register of interests and Committee member's conflicts will be updated as necessary and the Committee will at the least consider:

- the previous minutes and matters arising
- an update from the Chair and/or Executive Officer

- a report from the treasurer
- applications for membership
- the issues and task registers
- any major issues or opportunities for the Society

At intervals of not more than one year the Committee will also:

- Review the business plan and approve a new business plan
- Approve the annual budget
- Review the risk register
- Review all policy and operational matters within its accountability
- Review this charter
- Approve any annual reports
- Review its own performance and that of the Executive Officer
- Appoint an auditor

Consideration of the budget and business plan must be completed so that membership fees can be set and application forms made available at least one month before the end of the financial year.

At intervals of no more than two years the Committee will also consider:

- Review of the Code
- Review of the Constitution

Committee members are entitled to have access, at all reasonable times, to all relevant Society information and the Executive Officer.

Committee members are expected to observe the provisions of relevant legislation and regulation. In making policy the Committee will not reach specific decisions unless they have considered the more general principles upon which they are founded, and in reaching other specific decisions the Committee will consider any policies against which the decisions are made.

The Committee will not consider matters for which a properly constructed agenda item, and if needed a white paper, is not provided 7 working days in advance of a normal meeting. The chair can agree to a waiver of this requirement – refer section 10 on reporting procedures. No item of substance will be discussed at the meeting unless there is consensus or it is necessary in order to properly complete other business.

4 Role and responsibility of the Chair

The Chair is responsible for:

- Formally representing the Committee and NZUAG to government, membership and stakeholders.

- Ensuring that members are able to contribute and respond to appropriate discussions
- Ensuring the integrity and effectiveness of the governance process
- Maintaining regular dialogue with the Executive Officer overall on all administrative/operational matters and will consult with the remainder of the Committee promptly over any matter that gives them cause for concern.

The Chair will act as facilitator at the meetings to ensure that no member dominates the discussion, that appropriate discussion takes place and that relevant opinion among Committee members is forthcoming. The Chair will ensure that discussions result in logical and understandable, well documented outcomes.

At all times the Chair will act with the highest level of integrity and independence.

5 Role and responsibility of Committee members

Committee members are expected to not cause or permit any practice, activity, behaviour or decision that is contrary to commonly accepted good business practice or professional ethics. Committee members are expected to not cause or permit any action without taking into account the health, safety, environmental and political consequences and their effect on long term value of the Code and the Society.

Committee members are expected to not cause or permit anyone to substitute their own risk preference for those of the wider membership as a whole and the Code. They will:

- Behave in a manner consistent with the intent of the Code and in the best interests of the Society and the wider membership
- Not use membership of the Committee with the primary purpose of furthering their own, or their organisations, interests at the expense of the collective interest of the Code and the Society
- Use best endeavours to undertake the tasks allocated to them and to participate in meeting of the Committee in a timely, informed and constructive manner
- Treat each other professionally and with respect
- Not use meetings to address issues between the representative organisations. Matters will be dealt with through the issues management and resolution process described below.
- Use best endeavours to consult across their sector interests to pro-actively identify issues and openly present them as appropriate to the Committee.
- Use best endeavours to ensure that a deputy attend meetings if they can not.

No Committee member will use the Constitution or this Charter to further their own interest and impede proper and effective decision making.

It is acknowledged that members of the Committee represent a sector (except the independent Chair), and at times the interest of the sector might not align with the broader interest of the code and NZUAG. In this situation the member will act appropriately and professionally in balancing the various interests.

Consideration should include the collective responsibility of the Committee, the principles contained in the Code and this Charter, transparency and the specific needs of the sector.

6 Issues management and resolution in relation to the Society's responsibilities

From time to time issues will be raised with members of the Committee or the Executive Officer that require resolution or assistance. As they arise they must promptly be brought to the attention of the Chair and Executive Officer.

The Chair and Executive Officer will decide on an appropriate approach taking into account the views of relevant Committee members and affected parties and the following principles.

- Equity
- Neutrality
- Consistency
- Respect
- Natural Justice
- Honesty

The Chair or Executive Officer will report to the next meeting of the Committee on the approach and reason for it.

A register will be kept of all issues raised, the actions taken and by whom, and the result. The register will be reviewed at each meeting of the Committee. This register will help inform the annual report and the report to Government on the operation of the Code.

7 Independent advice

Committee members can seek independent advice to inform their consideration of matters discussed by the Committee. This will be at the cost of the individual member(s).

The Committee as a whole can ask the Executive Officer to seek independent advice in relation to any matter affecting the interest of the Society and appropriate deliberations of the Committee. This advice will be at the cost of the Society.

7.1 Legal opinions

Legal opinion can be sought upon agreement of the Committee as a whole, or in exceptional circumstances at the discretion of the chair as long as it is needed to further the decision or collective responsibility of the Committee or the Society. In order to obtain such advice a properly considered brief must be provided. Any legal opinion is subject to normal legal privilege. The cost of any legal opinion asked for by, and provided to, the Committee will be the responsibility of the Society.

Committee members may at any time obtain their own legal advice to inform their consideration of an issue and will also be subject to normal legal privilege. This legal privilege will extend to the Committee

as a whole if it is provided to the Society for consideration as part of the decision making process. The cost of any independently sought legal opinion will be the responsibility of the individual member(s).

8 Committee and Executive Officer Relationship

8.1 Position of the Executive Officer

The Committee will agree with the Executive Officer to achieve specific results towards to Society's goals. This will usually take the form of:

- Signed contract
- Annual business plan.

Between Committee meetings the Chair maintains an informal link between the Committee and the Executive Officer, expects to be kept informed by the Executive Officer on all matters, and is available to the Executive Officer to provide counsel and advice where appropriate. Only decisions by the Committee acting as a body are binding on the Executive Officer unless a particular member of the Committee has been given clear authorisation and power to act. In terms of matters of administration and implementing decisions made by the Committee as a body, the Chair is able to exercise authority on behalf of the Committee.

8.2 Accountability of the Executive Officer to the Committee

The Executive Officer, along with the Chair, is accountable to the Committee for achievement of the Society's goals within the limitations set by the delegated authority from the Committee.

8.3 Limitations

The Executive Officer is expected to act within the specific authorities delegated to them by the Committee. They are expected to not cause or permit any practice, activity, behaviour or decision that is contrary to commonly accepted good business practice or professional ethics. The Executive Officer is expected to not cause or permit any action without taking into account the health, safety, environmental and political consequences and their effect on long term value of the Code and Society.

In working for the Society the Executive Officer is expected to not cause or permit anyone to substitute their own risk preference for those of the wider membership and the Code.

9 Reporting procedures

Papers for the meeting shall be sent out 7 working days before the meeting and after each meeting the minutes of a normal meeting will be circulated to all committee members 10 working days after the meeting, unless agreed between the Executive Officer and the chair.