

Terms of reference for Programme Governance Group for Waharoa Industrial Hub Feasibility and Development Programme

1 BACKGROUND

Following the application and successful award of a Provincial Growth Funds (PGF) grant, from the Matamata-Piako District Council (Council) resolved in November 2018 to enter into development phase funding agreements with the Crown to progress two development studies (a Waharoa Industrial Hub and a Te Aroha Tourism Precinct). As requirement of the PGF contract with the Crown, Council is required to establish a Programme Governance Group (PGG) to monitor and oversee each of these two programmes.

2 PURPOSE

The purpose of this PGG is to

- Monitor and oversee the Waharoa Industrial Hub Feasibility and Development Programme.
- Ensure the implementation of the Programme Plan in a timely manner and within Council approved budget
- Deliver the draft Provincial Growth Funded development study for Waharoa Industrial Hub Feasibility and Development Programme to Council for its review
- Deliver the final Provincial Growth Funded development study for Waharoa Industrial Hub Feasibility and Development Programme to Council for its approval

3 AUTHORITY

The Council contract with the Crown for PGF funding requires the establishment of the PGG. Acting under the November 2018 resolution of Council, the CEO of Council has the authority to create this PGG. This PGG is not a committee of Council, as defined in the Local Government Act 2002/Local Government Official Information and Meetings Act 1987.

4 GOVERNANCE STRUCTURE

In accordance with its contract with the Crown, each of Council's two programmes is overseen by its PGG. The PGG will report to Council. Delivery of the programmes is managed by a single Programme Management Group (PMG) that has the ability and authority to undertake work. A programme manager will manage and coordinate day to day activities for and on behalf of the PMG. The PMG will report to the PGG. This structure is intended to make a clear delineation of the functions of governance (oversight and strategic direction) and that of management (one of delivery). Refer Figure 1 below.

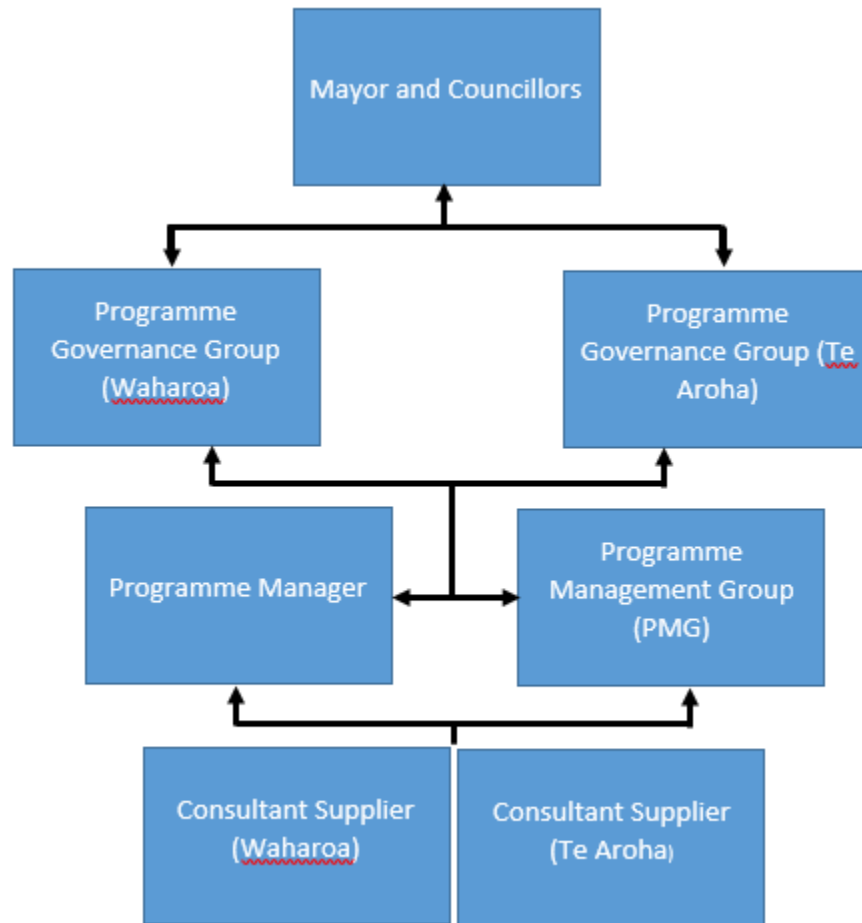


Figure 1: Governance Structure for Waharoa and Te Aroha Programmes

5 CONSTITUTION

5.1 CHAIR

Each PGG shall have a chair appointed by Council. The Chair does not have a casting vote. In the case of an equality of votes, the issue shall be referred to Council for decision. Other than for decision making, the Chair determines the rules of procedure, covering matters such as calling of meetings, preparation of agenda, decision making process leading to resolutions and transaction of business between meetings etc. as necessary from time to time.

5.2 MEMBERSHIP

The PGG membership shall comprise not more than nine members (including at least one elected member of Council) and a Chairperson.

Members shall be appointed by resolution of Council. Each PGG member's term and other terms and conditions of their appointment will be set out in their letter of appointment. Membership of the PGG cannot be delegated.

It is accepted and acknowledged that PGG members have outside business interests. On an on-going basis, each PGG member must disclose any conflict or potential conflict of interest (between those outside interests and their role as a PGG member) to the Chair, and follow directions of the Chair to manage the relevant conflict.

5.3 SECRETARY

The PGG will be supplied with a secretariat support arranged through the PMG, or provided by the consultant supplier (including management of reports, meeting administration and minutes).

6 TERM OF APPOINTMENTS

The term of appointment for the Chair and members of the PGG is expected to be for the duration of the Commencement and Phase 1 (Feasibility study) activities. The next local government elections in October 2019 may give rise to the PGG being reviewed and Council may wish to re-affirm the appointments following the election. The PGG will not be discharged at the next election and will continue in operation. If an elected member serving on the PGG does not stand for re-election or if the elected member is not re-elected in October 2019 Council may choose to continue that member's appointment on the PGG, or select a replacement from the new Council.

7 MEETINGS

7.1 FREQUENCY

The PGG shall meet as frequently as necessary. It is intended the PGG shall meet in a monthly cycle on the week of the month or alternative nearest day if any of the days in that week fall on a public or local

anniversary. A special meeting may be called by the Chair at any time to consider matters falling within these Terms of Reference.

7.2 QUORUM

The Chair plus any five members of the PGG shall form a quorum, provided at least one elected member is in attendance. A duly convened meeting of the PGG at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretions vested in or exercisable by the PGG. Any vacancy in an appointed member position will result in the quorum being reduced accordingly, but shall not be less than four.

7.3 ATTENDANCE AND ATTENDEES

Meetings shall generally be attended in person where possible. Locations may be agreed from time to time with the prior agreement of the Chair so that meetings can be held as and where it is necessary to maintain the timely conduct of the PGG. Attendance via online methods may be acceptable if agreed in advance with the Chair, who has sole discretion on such decisions.

The meetings will not be held in open/public forum. Only the Chair, members of the PGG, PMG and Programme Manager have the right to attend PGG meetings. Any stakeholder, officer or employee of Council, or consultant supplier may attend at the invitation of the Chair of the PGG and they may collectively or individually be requested to withdraw from meetings of the PGG if required to do so by the Chair.

7.4 RESOLUTIONS

The PGG shall reach decisions by a simple majority of those voting on issues in question. Any resolution must be;

- evidenced;
 - in writing, or
 - electronically, or
 - visually or
 - in audio,
- identified by the Chair for any or all members that have presented via the means mentioned above, and
- given in advance, the notice and details of the proposed resolution to each member of the PGG.

Any resolution passed as above is considered valid and effective as would have been necessary to pass such resolution had all members of the PGG been present at a meeting to consider such resolution, as if it had been passed at a meeting of the PGG duly convened and held.

7.5 MINUTES

Minutes of PGG meeting shall be provided to Council within five working days of the PGG meeting. A copy will be provided to the PMG members.

8 REPORTING

The PGG will maintain a collaborative relationship with the Council built on regular informal communication from the Chair to the CEO and Mayor.

The PGG shall provide brief status reports in person to Council, delivered by the Chair and Council member no less than bi-monthly at a meeting of the Council, unless circumstances or progress is such that no report is warranted. A brief written report shall be provided if the Chair cannot be physically present.

The PGG Chair may be called on to support the Council report to the Ministry of Business, Innovation and Employment (MBIE) or the Minister of Regional Economic Development if required.

In turn, the PGG shall receive written monthly programme progress reports from PMG five working days in advance of PGG general meetings. These reports will outline progress to the planned timeline, costs against budget, raise key issues impacting progress and highlight key risks and proposed mitigations. The PGG may seek answers to written and oral questions to the PMG and Programme Manager at any time.

9 COMMUNICATION

PGG communication with the media and the wider public will be through the Chair and in accordance with a communications protocol supplied in draft by the PMG and reviewed, agreed and approved by the PGG.

10 INDUCTION OF MEMBERS

Upon commencement of the PGG, Council shall provide each PGG member and the Chair with an induction to the Waharoa Industrial Hub Feasibility and Development Programme including the grant application and contract with the Crown, as well as the intended programme governance structure for the programme.

11 RESIGNATION OR REMOVAL OF MEMBERS

Members may resign by giving two months' notice to the Chair. Members doing so are encouraged to recommend a replacement. Council can remove a member at any time and at its sole discretion if it considers a member's behavior or statements may be putting the reputation of Council or the Programme at risk.

12 REMUNERATION OF CHAIR AND MEMBERS

Council will provide a fixed monthly stipend to be agreed with the Chair to cover the Chair's direct and indirect costs. The Chair shall invoice Council on a monthly basis to the agreed value of the stipend.

Council will bear the direct costs of participation for members whose participation is not part of their other governance or employment arrangements with Council. The reimbursement of direct costs for members shall include reasonable travel, telecommunications and accommodation expenses. Costs will be reimbursed upon submission of a written reimbursement request with the provision of original GST receipts.

13 RESPONSIBILITIES AND DELEGATIONS

PGG Members have a duty to act in good faith and take reasonable care in exercising their duties. Council will not hold members personally liable for any losses suffered as a result of their participation in this programme.

In carrying out its purpose, the PGG shall:

- 1) ensure that development of the programme maintains a clear link with key strategic priorities of Council, advances the growth goals of the Waikato Economic Development Strategy and is aligned to the Governments Provincial Growth Funds outcomes;
- 2) provide oversight of the programme by:
 - a) review and approval of a final terms of reference for the Programme Management Group (PMG) that will report to the PGG, and
 - b) review and approval of a media communications protocol for the PGG, and
 - c) review and approval of the procurement process used to obtain the preferred consultant supplier for the Feasibility, Business and Investment case reports, and
 - d) probing the robustness of conclusions through questions or comments to the authors of the Feasibility, Business and Investment case report at key points in the process, sharing local experience, business and sector knowledge and networks, and on-the-ground understanding of the sub-region; and
 - e) identifying any missing stakeholders with an interest in the Feasibility and Business case for consultation in the course of the programme; and
 - f) reviewing periodic progress reports, and asking questions of the PMG, providing high level guidance and recommendations to the PMG and PM on how to address key risks and resolve the substantive issues relating to the programme; and
 - g) Review and approval of variances in scope, schedule. Review and recommend budget variance to Council for approval; and
 - h) monitoring the wider governance environment and providing advice on any needed adjustments to the programmes governance, scope, timelines and objectives so that the programme is adaptable to any significant environmental changes; and
 - i) reporting back on progress and issues to key stakeholder groups where appropriate individually to bodies the PGG members may be selected to represent, and collectively to the Council, iwi, government agencies and industry groups.

- 3) Council delegates to the PGG:
 - a) All decision-making abilities necessary to fulfil its purpose, responsibilities and implement the Programme Plan;
 - b) The ability to approve financial expenditure in accordance with Council-approved budget.

14 DUE REGARD TO LEGAL REQUIREMENTS AND BEST PRACTICE

The PGG shall in its decision making, give due regard to any relevant legal or regulatory requirements and any associated best practice guidance, as well as to the risk and reputation implications for Council of its decisions and recommendations.

15 CHANGES TO THESE TERMS OF REFERENCE

The PGG may recommend to Council changes to this Terms of Reference at any time after the first two months of commencement.

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