

Te Rūnanga o Ngāi Tahu Te Apārangi Terms of Reference

1. Te Rūnanga Constitution

Te Apārangi (“TAPA”) shall be a committee of Te Rūnanga o Ngāi Tahu (“Te Rūnanga”), established by Te Rūnanga with written Terms of Reference (TOR) agreed by Te Rūnanga.

Reflecting sensitivity around external issues and relationships, TAPA meetings and reports shall be considered to be in committee unless expressly stated otherwise and shall be made available to Te Rūnanga Representatives and Alternates as noted in section 7 of this TOR.

2. Objective

The primary objective of TAPA is to provide oversight and assistance to Te Rūnanga and the Chief Executive Officer (“CEO”) on Te Rūnanga’s external matters including policy development for key external issues, managing strategic relationships, external appointment processes and other strategic matters.

Te Rūnanga shall determine and set strategic priorities (assisted by Committee of Chairs). TAPA shall assist Te Rūnanga discharge its responsibilities relating to:

- Working with management to develop a strategy for and policy position on specific external issues considered strategically important and monitoring its implementation by Management and progress
- Monitoring Management’s management of key relationships, especially in relation with other iwi and the Government and that Ngāi Tahu is properly represented in key forums
- Recommend and/or make appointments to external bodies where Ngāi Tahu representation is deemed necessary
- Monitor and respond to matters that have implications for either the Settlement and its implementation or for the legal rights and wider interests of Te Rūnanga, Papatipu Rūnanga and members of Ngāi Tahu Whānui

For the purposes of clarity all relationships with NTHC are conducted at a Te Rūnanga level (unless specifically delegated).

3. Authority

TAPA is authorised, within the scope of its role and responsibilities, to:

- Request and obtain any information it needs for the purposes of the work of TAPA through the CEO including information from entities in the Te Rūnanga Group and/or external parties on engagement (subject to their legal obligation to protect information);
- Request the attendance of the CEO or their nominee and, through the CEO, other senior executives and in particular the GM Strategy and Influence at its meetings; and

- Through the CEO seek professional advice from Management and instruct management obtain external legal or other professional advice, as considered necessary to meet its responsibilities, at the entity's expense, in line with its approved budget.

4. Committee Membership

Members:

- TAPA shall consist of up to 6 Representatives (inclusive of the Chair) appointed by Te Rūnanga. In addition, the Kaiwhakahaere is automatically a member of Te Apārangi
- The Chair of TAPA shall be appointed (and may be removed) by ordinary resolution of Te Rūnanga.
- Members will be appointed for an initial term not exceeding three years (provided this does not exceed their term on Te Rūnanga), after which they shall be eligible for re-appointment by Te Rūnanga after a formal review of their performance by the Chair of TAPA.
- A quorum shall consist of a majority of TAPA members .
- The CEO and Secretary will not be a member of TAPA, but shall attend meetings of TAPA at the invitation of the Chair. The General Manager Strategy and Influence (GMS&I) will provide back up and support to the CEO along with other Executives for particular projects and/or subjects.

Skills and Attributes:

- TAPA members, taken collectively, will have a broad range of skills and experience relevant to the operations of the entity and these terms of reference. Professional advice and support shall be sought where appropriate and where approved by the Chair of TAPA as set out in these TOR.

Responsibilities of Members:

- TAPA members are expected to:
 - Contribute the time needed to study and understand the papers and information provided and to attend a majority of meetings annually;
 - Develop and maintain their own understanding of issues and matters being considered and external issues in general at their own time and expense;
 - Apply independence, objectivity and good judgment;
 - Express opinions constructively and frankly, ask questions that go to the core of the issue, and pursue lines of enquiry at meetings;
 - Network and attend, where appropriate, external events.

Conflict of Interest:

- TAPA members are expected to comply with Te Rūnanga's conflict of interest policies.

Induction:

- New members of TAPA will receive relevant information and briefings on their appointment to enable them to meet TAPA's responsibilities.

5. Secretary and Meetings

Secretary of Te Aparangi:

- The Secretary shall be supplied by the Office of Te Rūnanga o Ngāi Tahu (the Office).
- The Secretary, in conjunction with the Chair and CEO, shall draw up an agenda which shall be circulated, together with supporting papers, to members of TAPA at least one week before each meeting.
- Minutes of all meetings shall be kept. Minutes will be reviewed by the TAPA Chair at least one week before the next meeting papers being circulated. Minutes will be approved by the TAPA at its next meeting, and following their approval by TAPA, the minutes will be made available to Te Rūnanga Representatives for their information.
- Agenda, minutes and papers shall be available to Te Rūnanga Representatives and Alternates.

Meetings:

- Meetings shall be held on an as required basis to fit with Te Rūnanga's overall work program. As a minimum, meetings shall be held four times a year.
- TAPA can invite other parties to attend meetings from time to time as circumstances require.
- Meetings may be held in person, by telephone or by video conference.
- A meeting plan, including dates and key agenda items, will be agreed by TAPA each year. The meeting plan will cover all TAPA's responsibilities as specified in this Terms of Reference.
- TAPA shall make decisions by majority vote of those in attendance (including attendance by phone or video conference) at a validly constituted meeting.
- The Te Rūnanga o Ngāi Tahu Code of Conduct shall apply at all times to TAPA.
- The Chair of TAPA shall Chair TAPA meetings (or in his/her absence such member as TAPA agrees), shall be responsible for setting TAPA Agenda's and for managing the operation of TAPA.

6. Committee Role and Responsibilities

Committee Powers:

- TAPA has specific and delegated executive powers; it can only make recommendations to Te Rūnanga unless Te Rūnanga has specifically delegated authority to TAPA. Delegated powers are:
 - Certain level external appointments as determined by Te Rūnanga;
 - Any specific delegations relating to specific projects/issues as determined by Te Rūnanga.

- TAPA is directly responsible and accountable to Te Rūnanga for the exercise of its responsibilities. In carrying out its responsibilities, TAPA must at all times recognise that primary responsibility for management of the entity rests with the CEO of the Office and CE of NTHC.
- In carrying out its annual work program, TAPA is authorized to expend its annual approved budget.
- The responsibilities of TAPA may be revised or expanded in consultation with, or requested by, Te Rūnanga from time to time.

Strategic development:

TAPA's responsibilities are to:

- Oversee and facilitate the development of the tribal strategic direction, namely 2025 and its process for its renewal and support Management implementation of this work.
- Approve Te Pae Tawhiti and ensure Te Rūnanga's strategic priorities are clearly and consistently articulated within it.
- Monitor that key external issues and priorities are properly identified for Te Rūnanga consideration by Management and included in the annual plan.

Policy development:

TAPA's responsibilities are to:

- Support management in developing key policy positions and strategies for progressing key external issues and priorities for Te Rūnanga consideration and approval.

Strategic relationships :

TAPA's responsibilities are to:

- Ensure key strategic relationships in particular with other Iwi and Government are identified and managed. In principle this is based on a governance to governance and executive to executive basis.

External appointments:

TAPA's responsibilities are to:

- Consider applications and make recommendations to Te Rūnanga for national and strategic external appointments (as identified by Te Rūnanga).
- Consider applications and make appointments for other external appointments.
- Delegation of external appointments to Management for roles where Te Apārangi may consider that appropriate.
- Receive and review annual reports from external appointees. Also provide advice and direction to external appointees as deemed necessary.

Settlement and rights protection:

TAPA's responsibilities are to:

- Monitor that Management have a process for monitoring and maximising Ngāi Tahu settlement and other significant rights (including customary and Treaty rights) and for reporting any significant breaches.
- Review any significant opportunities or breaches of settlement related provisions and approve managements recommended response and plans.

Other:

TAPA's responsibilities are to:

- Action any specific instruction Te Rūnanga may issue from time to time.

7. Reporting

- The Chair of Te Apārangi shall attend a regular meeting of the Chair of Te Rūnanga and of Te Rūnanga's standing committees. This forum shall support effective communication and coordination and assist in any matter that may arise e.g. for matters that may fall within the mandate of more than one committee.
- The agenda's, approved minutes and all papers of all TAPA meetings shall be made available to Rūnanga Representatives and Alternate. TAPA external issues update papers shall be made available to Te Rūnanga.
- In addition, TAPA will at every Te Rūnanga Meeting report to Te Rūnanga on its operation and activities during the year. The reports shall be in general agenda and should include a summary of the work TAPA performed to discharge its responsibilities.
- TAPA may, at any time, report to the CEO or Te Rūnanga on other matters it deems of sufficient importance to do so.

8. Review Procedures

- The Chair of TAPA, in conjunction with the Kaiwhakahaere and Chair of Te Here, will initiate a review of the performance of TAPA at least annually. The review will be conducted on a self-assessment basis (unless otherwise determined by Te Rūnanga) with appropriate input sought from the CEO, any other relevant management personnel and any other relevant stakeholders as determined by the Kaiwhakahaere in discussion with the Chair of TAPA.

9. Review of these Terms of Reference

- Once a year, TAPA will review these Terms of Reference. The review will include consultation with the Chair, Kaiwhakahaere, the Chair of Te Here, the CEO of the Office,

GMS&I and committee members. Any substantive changes to these Terms of Reference will be recommended by TAPA and formally approved by Te Rūnanga.