



Governance Structure

**Terms of Reference and Delegations for Council,
and Committees of Council**

2019-22

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Introduction

This document sets out the Governance Structure by which Waikato District Council:

- carries out its governance functions; and
- formally delegates its powers and responsibilities to committees and other decision-making bodies.

The Governance Structure is developed in accordance with the provisions and requirements of the Local Government Act 2002 and is based on the following governance principles:

1. That there is as few governance levels as possible to enable efficient and effective exercise of delegated functions and powers.
2. That the business of Council is transacted transparently and inclusively, whenever possible.
3. That decisions are made once, not twice. A decision made by a committee under delegation from the Council has the same effect as if it were made by the Council itself.
4. That each committee's powers are restricted to the areas of responsibility of that committee.
5. That the Council and all committees exercise their powers and functions in accordance with the Local Government Act 2002, other applicable legislation and the Standing Orders.
6. That a committee is not obliged to exercise a power or function delegated to it; where appropriate the power or function can be referred back to the Council for decision in consultation with the Mayor.
7. That all members are expected to attend the meetings for which they are appointed members.
8. Working groups or panels can be established as needed to address special or particular issues, and report directly to Council or the relevant committee. Working groups and panels have no decision-making powers.

The Governance Structure for Waikato District Council is adopted at the beginning of each triennium. It sets out in full the delegations to the committees, including:

- **Common delegations:** There are a number of common delegations from Council to the following committees of the whole: Strategy & Finance Committee, Infrastructure Committee, Policy & Regulatory Committee. These common delegations are set out on page 10 and should be read in conjunction with the Terms of Reference for those committees.
- **Specific delegations:** There are specific delegations over and above the common delegations. These are set out for each committee from page 12.

The Governance Structure may also be reviewed and amended by the Council as necessary throughout the triennium.

The Role of the Mayor

Section 41A of the Local Government Act 2009 confers a number of powers and responsibilities to the Mayor. The Mayor may:

- Define and promote a vision for the advancement of the Waikato district and the communities of the district, and to provide leadership to achieve that vision.
- Lead the development of council plans, policies and budgets (including the Annual Plan and Long Term Plan) for consideration by the Council.
- Ensure effective engagement between the Council and the communities of the district.
- Appoint the Deputy Mayor.
- Establish committees of the governing body (Council) and appoint the chairperson for each of those committees.

Ambiguity and Conflict

For clarity, matters that are not delegated by the Council to a committee or another subordinate decision-making body, or to the Chief Executive or other Council officer, are to be determined by the Council.

In the event of uncertainty or dispute as to which committee is authorised to act in respect of a particular matter, due to ambiguity or conflict between the provisions of the Terms of Reference, the Chief Executive will prepare a written report on the matter for Council's consideration. The decision of Council will be final and binding.

Interpretation

Committee includes, for the Council:

- a. A committee comprising all the members of the Council;
- b. A standing committee or special committee appointed by the Council;
- c. A standing committee or special committee appointed by the Mayor;
- d. A joint committee appointed under clause 30 of Schedule 7 of the Local Government Act 2002;
- e. Any subcommittee of a committee described in items (a) (b), (c) or (d) above.

Quorum

The terms of reference for each committee contain the quorum required. Generally (unless otherwise specified) a quorum is the presence of half of the members if the number of members is even, and a majority of members if the number of members is odd.

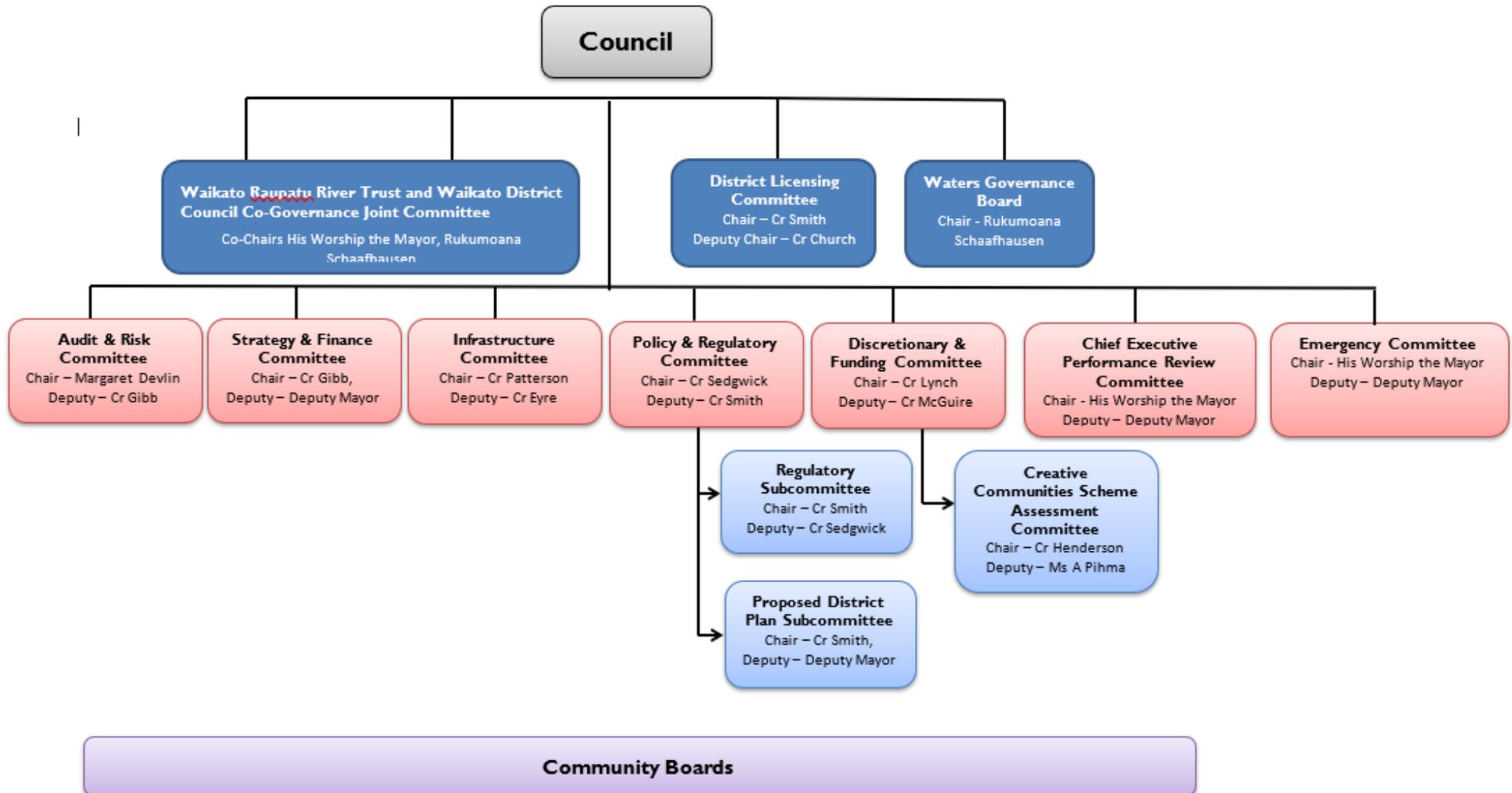
- External, appointed members are included in calculating the quorum and are counted towards the quorum when present. This reflects the expectation that appointed members will attend those committees to which they are appointed.
- Ex officio members are not included in calculating the quorum but are counted towards the quorum when present. This reflects the expectation that ex officio members will not always be able to attend all committees and forums but have full voting rights when present.

References to legislation in this Governance Structure includes amendments, re-enactments and substitutions, as well as any regulations made under that legislation.



Council and Committees of Council

Committee Structure 2019 -22



Council

Chairperson:	His Worship the Mayor
Deputy Chairperson:	Deputy Mayor
Membership:	The Mayor and all Councillors
Meeting frequency:	Six weekly – or as required
Quorum:	Half of the members (including vacancies)

Purpose

1. To provide leadership to, and advocacy on behalf of, the people of the Waikato District.
2. To define and represent the total communities' interests, ensuring ongoing community and economic development, the effective stewardship of existing assets, sustainable management of the environment, and the prudent management of the communities' financial resources.

Terms of Reference

The Council's terms of reference include the following powers which cannot be delegated to committees, subcommittees, officers or any other subordinate decision-making body:

1. The power to make a rate.
2. The power to make a bylaw.
3. The power to borrow money, or purchase or dispose of assets, other than in accordance with the Long-Term Plan.
4. The power to adopt a Long-Term Plan, Annual Plan, or Annual Report.
5. The power to appoint a Chief Executive.
6. The power to adopt policies required to be adopted and consulted on under the Local Government Act 2002 in association with the Long-term Plan or developed for the purpose of the local governance statement, including the Council's Infrastructure Strategy.
7. The power to adopt a remuneration and employment policy.
8. The power to approve or amend the Council's Standing Orders.
9. The power to approve or amend the Code of Conduct for elected members, and consider any recommendations made in relation to a complaint lodged under the Code.
10. The power to appoint and discharge:
 - a. members (including chairpersons) of Council committees and subordinate decision-making bodies, subject to the Mayor's powers under section 41A Local Government Act 2002; and
 - b. elected member representatives on external organisations.
11. The power to establish a joint committee with another local authority or other public body, and appoint elected members as representatives on such committees or bodies.

12. The power to make the final decision on a recommendation from the Ombudsman where it is proposed that Council not accept the Ombudsman's recommendation.
13. The power to approve or change the District Plan, or any part of that Plan, in accordance with the Resource Management Act 1991.
14. The power to amend or replace the delegations in Council's Delegations Register (except where expressly permitted in the Delegations Register).

To exercise the following powers and responsibilities of Council, which the Council chooses to retain:

1. To approve a proposed policy statement or plan under the Resource Management Act 1991.
2. To approve changes to boundaries of the District under the Resource Management Act 1991 or any other legislation.
3. In respect of District Plan decisions:
 - a. To appoint independent commissioners to a panel for hearings of a Proposed District Plan;
 - b. To approve the recommendation of hearings commissioners on a proposed plan, plan change or variation (including private plan change); and
 - c. To approve a proposed plan or a change to a district plan under Clause 17, Schedule 1 of the Resource Management Act 1991.
4. To adopt governance level strategies, plans and policies which advance Council's vision and strategic goals (e.g. Hamilton to Auckland rail), other than where expressly delegated to a committee.
5. To approve Council's recommendation to the Remuneration Authority for the remuneration of elected members.
6. To approve the Triennial Agreement.
7. To approve resolutions required to be made by a local authority under the Local Electoral Act 2001, including the appointment of an electoral officer and reviewing representation arrangements.
8. To approve any changes to the nature and delegations of any Council committees or subordinate-decision making bodies.
9. To approve the Local Governance Statement.
10. To approve any additional funding decisions required for the Watercare Services contract.
11. To receive six-monthly reports from each Community Board on its activities and projects.

Common Delegations

The following delegations from Council are common to Strategy & Finance Committee, Infrastructure Committee and Policy & Regulatory Committee, within their respective areas of responsibility.

General Principle

1. The work of these committees will be in accordance with the priorities and work programme agreed by the Council.
2. These committees have the powers necessary to perform the respective committee's responsibilities, in accordance with the approved Long Term Plan and Annual Plan budgets.

Consultation and engagement

3. Ensure appropriate, effective and transparent engagement with the community, tangata whenua and other stakeholders (including community boards and committees).
4. Conduct any public engagement (including a special consultative procedure) required on issues before the committee, in accordance with Council's Significance and Engagement Policy, Local Government Act 2002 or other applicable legislation.
5. Conduct hearings, where appropriate, to consider submissions from members of the public and external organisations; making determinations on such matters unless they are reserved for Council to decide.
6. Receive and consider valid petitions, and make any recommendations or decisions (within the committee's delegations) in relation to such petitions.

Submissions and legislation

7. Approve submissions to external bodies/organisations on legislation and proposals that impact governance policy or matters.

NOTE: The following process can be used in the event that a submission cannot be presented to the relevant committee prior to the due date for submission:

- a. The Mayor, Deputy Mayor and Chairpersons of the Infrastructure, Policy & Regulatory and Strategy & Finance Committees ('the Submission Forum') may jointly approve a submission.
- b. Officers will circulate the submission to the Submission Forum for approval, providing at least 24 hours for the review of the submission.
- c. Each member of the Submission Forum will confirm by response whether they approve the submission or have any feedback on the submission.
- d. Where possible, a consensus of the Submission Forum members should be sought. If required, a majority view will prevail.
- e. Any submission approved via this process must be presented to the next relevant committee meeting for noting.

Projects and programmes

8. Monitor and oversee strategic projects and programmes.
9. Monitor Council's Activity Management Plans.

Contracts

10. Approve and monitor contracts and other legally binding arrangements provided that such contracts/arrangements:
 - a. Do not require the approval of Council; and
 - b. Fall within the budget approved under the Long Term Plan or Annual Plan and have a value exceeding the Chief Executive's financial delegation.

NOTE: The Chief Executive will present a quarterly report to the Council noting the contracts approved under his financial delegation.

Community Boards

11. Consider and make decisions on recommendations from Community Boards that fall within the committee's area of responsibility.

Other

12. Consider and make decisions which are within the Chief Executive's delegations, and which the Chief Executive has referred to the committee for decision making.
13. Consider and make decisions on matters that fall within a committee's area of responsibility that are outside of delegations to the Chief Executive or other Council officers.
14. Commission new committee reports and work required to respond to significant or compliance issues, or to complete the agreed programme of Council.
15. Make recommendations to the Council or other committees (in relation to decisions that fall within their respective terms of reference).
16. Establish working groups or hearings panels and approve their terms of reference¹.

¹ A template for establishing a Working Group or Hearings Panel is attached as Appendix A.

Strategy & Finance Committee

Reports to:	The Council
Chairperson:	Cr Janet Gibb
Deputy Chairperson:	Cr Aksel Bech
Membership:	The Mayor, all Councillors and Mrs Maxine Moana-Tuwhangai (Maangai Maaori)
Meeting frequency:	Six-weekly
Quorum:	Majority of members (including vacancies)

Purpose:

The Strategy & Finance Committee is responsible for:

1. Monitoring of Council's strategy, and performance (both financial and non-financial) against the Long Term Plan and Annual Plan.
2. Setting the broad vision and direction of the District, determine specific outcomes that need to be met to deliver on that vision, and develop and monitor strategies to achieve those goals.
3. Determining financial matters within its delegations and Terms of Reference and making recommendations to Council on financial matters outside its authority.
4. Guiding and monitoring Council's interests in Council Controlled Organisations (CCOs), Council Organisations (COs) and subsidiaries.

In addition to the common delegations on page 10, the Strategy & Finance Committee is delegated the following Terms of Reference and powers:

Terms of Reference - Strategy:

1. Develop and agree strategy and plans for the purposes of consultation.
2. Recommend to Council strategy and plans for adoption, including community plans (e.g Blueprints).
3. Monitor and review adopted strategies and plans.
4. To monitor and provide advice on the development and implementation of growth and development strategies, land use, and spatial plans in line with national policy requirements.
5. To enhance the District's economic position by promoting it as a business-friendly and business-enabled location and providing direction on strategic initiatives, plans, projects and potential major developments relating to economic and business development.
6. To monitor and provide direction on engagement with the District's communities in relation to the Council's strategies and plans.

7. To monitor and make decisions on environmental management and sustainability within the District.
8. To receive and consider presentations and reports from stakeholders, government departments, organisations and interest groups on development and wellbeing issues and opportunities within the District.

Terms of Reference – Finance:

9. To monitor Council's financial strategy, and performance against that strategy.
10. To provide clear direction to Council's CCOs and COs on Council's expectations, including feedback on draft statements of intent.
11. To receive six-monthly reports of Council's CCOs and COs, including on board performance.
12. To undertake any reviews of CCOs and agree CCO-proposed changes to their governance arrangements, except where reserved for full Council's approval.
13. To monitor Council's investments and Local Government Funding requirements in accordance with Council policy and applicable legislation.

The Committee is delegated the following powers to act:

- Approval of:
 - a. appointments to, and removals from, CCO and CO boards; and
 - b. a mandate on Council's position in respect of remuneration proposals for CCO and CO board members to be presented at Annual General Meetings.
- Approval of letters of expectation for each CCO and CO.
- Approval of statements of intent for each CCO and CO.
- Approval of proposed major transactions of CCOs and COs.
- Approval or otherwise of any proposal to establish, wind-up or dispose of any holding in, a CCO or CO.
- Monitor work on Future Proof, Waikato Plan, Growth & Economic Development Strategy and cross-boundary issues.
- Approval of any process for making decisions where additional opex or capex funding, or deferred capex, is required.
- Review and make recommendations to Council in relation to Fees & Charges (after consultation with relevant community boards or committees).
- Review and recommend to Council the adoption of the Annual Report.
- Review and recommend to Council the approval of Development Agreements.
- Approval of transactions in relation to investments in accordance with Council policy.
- Approval of contractual and other arrangements for supply and services, and revenue generating

contracts, which exceed the Chief Executive's delegations, but exclude contracts or arrangements that are reserved for the Council or another committee's approval.

- Approval of rating issues where these exceed the delegated authority of officers, or are an appeal against officer decisions. For clarity, this excludes decisions that are required, by law, to be made by the Council.
- Approval to write-off outstanding accounts that exceed officer delegations.
- Approval of funding applications for the Heritage Assistance Fund and Conservation Fund as recommended to the committee by officers or relevant assessment bodies.

Infrastructure Committee

Reports to:	The Council
Chairperson:	Cr Eugene Patterson
Deputy Chairperson:	Cr Carolyn Eyre
Membership:	The Mayor, all Councillors and Mr Brendon Green (Maangai Maaori)
Meeting frequency:	Six-weekly
Quorum:	Majority of the members (including vacancies)

Purpose

The Infrastructure Committee is responsible for:

1. Guiding sustainable, physical development and growth of the Council's infrastructure to meet current and future needs.
2. Governance of efficient, safe and sustainable roading and transport, and waste management that enables the District's economy and contributes to liveable, thriving and connected communities.
3. Governance of the District's parks, reserves and cemeteries.

In addition to the common delegations on page 10, the Infrastructure Committee is delegated the following Terms of Reference and powers:

Terms of Reference:

1. To provide direction on strategic priorities for core infrastructure aligned to the District's development, and oversight of strategic projects associated with those activities.
2. To provide advice on the development and implementation of the 30 Year Infrastructure Plan.
3. To support and provide direction regarding Council's involvement in regional alliances, plans, initiatives and forums for regional infrastructure and shared services (for example, Regional Transport Committee).
4. To consider the impacts of the Council's network of infrastructure and assets on the environment.
5. To monitor and make decisions in relation to Council-owned community centres, facilities and halls.

The Committee is delegated the following powers to act:

- Approval of acquisition (including lease) of property, or disposal (including lease) of property owned by the Council, (where such acquisition or disposal falls within the Long Term Plan and exceeds the Chief Executive's delegation).

- Approval of road names in the Waikato District in accordance with Council policy.
- Approval of any proposal to stop any road.
- Hearing any written objections on a proposal to stop any road, and to recommend to Council its decision in relation to such objections.
- Approval of alterations and transfers within the provisional programme of capital works as prepared for the Long Term Plan and Annual Plan, subject to the overall scope of the programme remaining unchanged and the programme remaining within overall budget.
- Approval of tender procedures adopted from time to time within the guidelines as set down by New Zealand Transport Agency for CPPs, or other authorities where funding or subsidies are subject to their approval.
- Approval of traffic regulatory measures defined as:
 - a. Compulsory Stop Signs
 - b. Give Way Signs
 - c. No Passing Areas
 - d. No Stopping/Parking Provisions
 - e. Speed Restrictions
 - f. Turning Bays
 - g. Weight Restrictions on Bridges (Posting of Bridges).
- For all Council-owned land that is either open space under the District Plan, or reserve under the Reserves Act 1977, the power to:
 - a. Agree leases, subleases and easements (in relation to land or buildings).
 - b. Approve amendments to management plans.
 - c. Adopt names.
 - d. Make any decision under a management plan which provides that it may not be made by a Council officer (for example, agree a concession), provided that any decision that has a significant impact under the management plan is recommended to Council for approval.
 - e. Recommend to Council for approval anything that would change the ownership of such land.
- Enquire into and dispose of any objection to a notice issued pursuant to Section 335 (1) of the Local Government Act 1974 requiring payment of a sum of money for the construction of a vehicle crossing by the Council (section 335(3) Local Government Act 1974). Should a decision be made to reject the objection and reaffirm the requirements in the notice, to authorise that an application be made to the District Court, (section 335(4) Local Government Act 1974) Act, for an order confirming the notice.
- Consider and approve subsidies for the installation of stock underpasses in extraordinary circumstances in accordance with Council policy and bylaws.

Policy & Regulatory Committee

Reports to:	Council
Chairperson:	Cr Jan Sedgwick
Deputy Chairperson:	Cr Noel Smith
Membership:	The Mayor, all Councillors and Mrs Maxine Moana-Tuwhangai (Maangai Maaori)
Meeting frequency:	Six-weekly
Quorum:	Majority of the members (including vacancies)

Purpose

The Policy & Regulatory Committee is responsible for the Council's governance policies and bylaws, reviewing the District Plan and overseeing civil defence and emergency management issues.

In addition to the common delegations on page 10, the Policy & Regulatory Committee is delegated the following Terms of Reference and powers:

Terms of Reference:

1. To establish, implement and review the governance policy framework that will assist in achieving the Council's strategic priorities and outcomes.
2. To develop, review and approve the consultation process for Council bylaws.
3. To consider and determine changes to the schedules and parking restrictions in the Public Places Bylaw 2016, including hearing any submissions relating to those proposed changes.
4. To hear and determine matters arising under current bylaws, including applications for dispensation from compliance with the requirements of bylaws, unless such matters are otherwise delegated by Council.
5. To administer the Council's District Plan in accordance with the Resource Management Act 1991.
6. To monitor the performance of regulatory decision-making by the District Licensing Committee², Regulatory Subcommittee and officers under their respective delegations.
7. To monitor the Council's Civil Defence and Emergency Management framework.

² For clarity, the District Licensing Committee is a committee of Council under the Sale and Supply of Alcohol Act 2012.

The Committee is delegated the following powers to act:

Governance Policies

- Develop and agree governance policies for the purpose of consultation/engagement.
- Recommend to Council policy for adoption, amendment or revocation.
- Monitor and review policy, including recommending amendments to any policy as and when required.

Bylaws

- Develop and approve the statement of proposal for new or amended bylaws for consultation.
- Recommend to Council new or amended bylaws for adoption.

District Plan

- Review and approve for notification a proposed district plan, a proposed change to the District Plan, or a variation to a proposed plan or proposed plan change (excluding any plan change notified under clause 25(2)(a), Schedule 1 of the Resource Management Act 1991)
- Withdraw a proposed plan or plan change under clause 8D, Schedule 1 of the Resource Management Act 1991.
- Make the following decisions to facilitate the administration of plan changes, variations, designation and heritage order processes:
 - a. To decide whether a decision of a Requiring Authority or Heritage Protection Authority will be appealed to the Environment Court by the Council and authorise the resolution of any such appeal, provided such decisions are consistent with professional advice.
 - b. To consider and approve Council submissions on a proposed plan, plan changes, and variations.
 - c. To monitor the private plan change process.
 - d. To accept, adopt or reject private plan change applications under clause 25, Schedule 1, Resource Management Act 1991.

Other Resource Management Issues

- Pursuant to Section 34(1) of the Resource Management Act 1991, to exercise all of the Council's functions, powers and duties under that Act, except the functions, powers and duties:
 - a. that cannot be delegated or that are otherwise retained by the Council under its terms of reference; or
 - b. expressly delegated to other Council committees or decision-making bodies, or officers.
- Monitor and approve submissions in relation to National Policy Statements.

Civil Defence and Emergency Management

- Monitor the performance of Waikato District's civil defence and emergency management response against Council's requirements under the Civil Defence and Emergency Management Act including:
 - a. implementation of Government requirements; and
 - b. co-ordinating with, and receiving reports from, the Waikato Region Civil Defence and Emergency Management Group Joint Committee.

Other Delegations

- Exercise all of the Council's functions, powers and duties under the Building Act 2004, the Health Act 1956, and the Food Act 2014, and the respective regulations made under these Acts, except the functions, powers and duties:
 - a. that cannot be delegated or that are otherwise retained by the Council under its terms of reference; or
 - b. expressly delegated to other Council committees or decision-making bodies, or officers.
- Approval of attendance of elected members at conferences, seminars, training or events, in accordance with Council policy.

Audit and Risk Committee

Reports to:	The Council
Chairperson:	External appointee – Margaret Devlin
Membership:	Deputy Chairperson – Cr Janet Gibb Mayor Allan Sanson (<i>ex officio</i>) Cr Aksel Bech Cr Jacqui Church Cr Jan Sedgwick
Meeting frequency:	As required – no less than four times each year.
Quorum:	Four members

Purpose:

The Audit and Risk Committee is responsible for:

1. Providing objective advice and recommendations to the Council on the adequacy and functioning of the Council's risk management, control and governance frameworks and processes.
2. Ensuring Council fulfils its legal responsibilities;
3. Monitoring the Council's external and internal audit process;
4. Ensuring the independence and effectiveness of Council's Internal Audit processes;
5. Monitoring existing corporate policies and recommending new or amended policies to prevent and prohibit unethical, questionable or illegal activities;
6. Providing a communication link between management, internal auditors/external auditors and Council; and
7. Supporting measures to improve management performance and internal controls.

Terms of Reference:

Risk Management

To review:

1. the Council's risk management framework to ensure it is current and comprehensive, and associated procedures for effective identification and management of financial and business risks, including fraud;
2. whether a sound and effective approach has been followed in developing strategic risk management plans for major projects or undertakings;
3. the effect of the risk management framework on its control environment and insurance arrangements;

4. whether a sound and effective approach has been followed in establishing the Council's business continuity planning arrangements, including whether disaster recovery plans have been tested periodically; and
5. the fraud policy and satisfy itself that the Council has appropriate processes and systems in place to capture and effectively investigate fraud-related issues.

Control Framework

To:

6. review whether management's approach to maintaining an effective internal control framework, including over external parties such as contractors and advisers, is sound and effective;
7. review whether management has in place relevant policies, processes and procedures, and that these are periodically reviewed and updated;
8. determine whether the appropriate processes are in place to assess, at least once a year, whether policies and procedures are complied with;
9. review whether appropriate policies and procedures are in place for the management and exercise of delegations;
10. consider how management identifies any required changes to the design or implementation of internal controls; and
11. review whether management has taken steps to embed a culture, which is committed to ethical and lawful behaviour.

External Accountability

To:

12. review the financial statements, provide advice (including whether appropriate action has been taken in response to audit recommendations and adjustments), and recommend their signing by the Council;
13. satisfy itself that the financial statements are supported by appropriate management sign-off on the statements and on the adequacy of the systems of internal controls;
14. review the processes in place designed to ensure that financial information included in the annual report is consistent with the signed financial statements;
15. satisfy itself that the Council has appropriate mechanisms in place to review and implement, where appropriate, relevant external audit reports and recommendations; and
16. satisfy itself that the Council has a performance management framework that is linked to organisational objectives and outcomes and has appropriate monitoring in place.

Legislative Compliance

To:

17. determine whether management has appropriately considered legal and compliance risks as part of the Council's risk assessment and management arrangements; and
18. review the effectiveness of the system for monitoring compliance with relevant laws, regulations, and associated government policies.

External Audit

To:

19. act as a forum for communication between the Chief Executive, senior management, and internal and external auditors;
20. provide input and feedback on the financial statements and the audit coverage proposed by the external auditor, and provide feedback on the audit services provided;
21. review all external plans and reports for planned or completed audits and monitor management's implementation of audit recommendations;
22. oversee the co-ordination of audit programmes conducted by the internal and external auditors and other review functions: and
23. provide advice to the Council on action taken on significant issues raised in relevant external audit reports and good practice guides.

Internal Audit

To:

24. act as a forum for communication between the Chief Executive, senior management, and internal and external auditors;
25. review the internal audit coverage and annual work plan, ensure that the plan is based on the risk management plan, and recommend approval of the plan by the Council;
26. oversee the co-ordination of audit programmes conducted by the internal and external auditors and other review functions;
27. review all audit reports and provide advice to the Council on significant issues identified in audit reports and action taken on issues raised, including identification and dissemination of good practice;
28. monitor management's implementation of the internal auditor's recommendations;
29. review the internal audit charter to ensure that appropriate organisational structures, authority, access, and reporting arrangements are in place;
30. recommend to Council the appointment of the internal auditor;
31. periodically review the performance and effectiveness of the internal auditor; and

32. be satisfied that any dismissal of the Chief Financial Officer is based on proper and appropriate reasons, to safeguard the independence of the audit function.

Zero Harm

33. To review:

- a. The Council's Zero Harm safety framework to ensure it is current, comprehensive and adaptive to new and emerging risks.
- b. Whether a sound and effective approach has been followed in assessing the safety critical risks and developing related bowties to manage the risks.
- c. The reporting framework to ensure that the organisation is monitoring what matters.

The Committee is delegated the following recommendatory powers:

34. The committee has no decision-making powers.

35. The committee may make recommendations to the Council and/or the Chief Executive, as appropriate.

36. The committee may conduct and monitor special investigations in accordance with Council policy and approved budget, including engaging expert assistance, on matters within its terms of reference.

Administrative arrangements

Meetings

The committee will meet at least four times each year. An extraordinary meeting may be called to review the annual report. The chairperson is required to call a meeting if requested to do so by the Council, or the Chief Executive.

A meeting plan, including dates and agenda items, will be agreed by the committee each year. The meeting plan will cover all of the committee's responsibilities as detailed in these Terms of Reference.

For clarity, the Council's Standing Orders and Code of Conduct will apply to committee meetings and members.

Membership

In fulfilling their role on the committee, members shall be impartial and independent at all times.

Members are appointed for an initial term of no more than three years that aligns with the triennial elections, after which they may be eligible for extension or reappointment.

The Council appoints external members of the committee; the terms of the appointment to be recorded in a contract.

Attendance at meetings

Meetings can be held in person, by telephone, or by video conference in accordance with Standing Orders.

The Chief Executive, Executive Leadership Team members, and external audit representatives will be invited to attend each meeting, unless requested not to do so by the chairperson of the committee. The committee may also ask other Council employees, or other suitably qualified persons with interest or expertise in special topics, to attend committee meetings or participate for certain agenda items.

The committee will meet separately with both the internal and external auditors at least once a year.

Reporting

The committee will regularly, but at least once a year, report to the Council on its operation and activities during the year.

The report should include:

- a summary of the work the committee performed to fully discharge its responsibilities during the preceding year; and
- a summary of the Waikato District Council's progress in addressing the findings and recommendations made in internal and external audit reports, and the Auditor-General's reports (if applicable).

The committee may, at any time, report to the Chief Executive or the Council on any other matter it deems of sufficient importance to do so. In addition, at any time an individual committee member may request a meeting with the Chief Executive or the Council.

Assessment arrangements

The chairperson of the committee will initiate a review of the performance of the committee at least once every two years and present it to the Council.

Review of Terms of Reference

The committee will review its Terms of Reference at least once a year. This review will include consultation with the Council.

Any substantive changes to the Terms of Reference will be recommended for approval by the committee to the Council.

Emergency Committee

Reports to:	The Council
Chairperson:	His Worship the Mayor
Deputy Chairperson:	Deputy Mayor
Membership:	Chairperson – Infrastructure Committee Chairperson – Policy & Regulatory Committee Chairperson – Strategy & Finance Committee Chairperson – Regulatory Subcommittee
Meeting frequency:	As required
Quorum:	Two members.

Purpose:

The Emergency Committee is to determine matters within the authority of Council, Council committees or subcommittees, or community boards where an urgent decision is required and a full meeting of Council is precluded due to a lack of quorum.

Terms of Reference and Delegations

1. To exercise all powers, responsibilities and duties of the Council, Council committees or subcommittees, or community boards except for those that:
 - Have been delegated to staff; and
 - Cannot be delegated pursuant to clause 32, Schedule 7 of the Local Government Act 2020, or under any other legislation.

Explanatory Note

- An Emergency Committee meeting can be called by the Chief Executive if a Council meeting cannot be convened, on providing at least 24 hours' notice, due to a lack of quorum.
- Emergency Committee agendas and minutes will be circulated to all Councillors.
- For clarity, Councillors who are not members of the Emergency Committee may still attend an Emergency Committee meeting, though cannot participate in voting.

District Licensing Committee

Reports to: The Council

Chairperson: Cr Noel Smith

Deputy Chairperson: Cr Jacqui Church

Members

(External Appointees): Michael Cameron (Commissioner)
Patsi Davies
Chrissy Hodkinson
Janet Williams

Meeting frequency: As required

Quorum: Three members

Purpose

To administer the Council's alcohol licensing obligations and responsibilities as determined by the Sale and Supply of Alcohol Act 2012 ('the Act').

Terms of Reference:

1. To consider and determine applications for licences and manager's certificates
2. To consider and determine applications for renewal of licences and manager's certificates
3. To consider and determine applications for temporary authority to carry on the sale and supply of alcohol in accordance with certain requirements.
4. To consider and determine applications for the variation, suspension, or cancellation of special licences.
5. To consider and determine applications for the variation of licences (other than special licences).
6. With the leave of the chairperson of the Alcohol Regulatory and Licensing Authority ('the licensing authority'), to refer applications to the licensing authority.
7. To conduct inquiries and to make reports as may be required of it by the licensing authority.
8. Other functions conferred on the District Licensing Committee by the Act or other legislation.

The Committee has the following powers to act:

- Make decisions on applications and renewals for licences and manager's certificates in accordance with its terms of reference, the Act and other relevant legislation.

Other delegations:

- The Chairperson of the District Licensing Committee, in consultation with the Secretary of the District Licensing Committee, is delegated the power to appoint members to the District Licensing Committee from the approved list of members for any specific hearing.

Explanatory Note:

- The Secretary of the District Licensing Committee will prepare a quarterly report to the Policy & Regulatory Committee on the proceedings and operations of the District Licensing Committee.

Chief Executive's Performance Review Committee

Reports to:	The Council
Chairperson:	His Worship the Mayor Allan Sanson
Membership:	Deputy Chairperson: Deputy Mayor Bech Cr Janet Gibb Cr Eugene Patterson Cr Jan Sedgwick
Meeting frequency:	As required, at least 3 times each calendar year.
Quorum:	A majority of members (including vacancies)

Purpose

1. The Chief Executive's Performance Review Committee has responsibility, on behalf of the Council, to coordinate the implementation of the Chief Executive's Performance Review and Remuneration policies, which relate to the management of the annual performance and remuneration reviews of the Chief Executive.

Terms of Reference:

The Committee will:

1. Meet with the Chief Executive in June of each year to discuss and agree a Performance Plan for the next financial year.
2. Undertake a review of the Chief Executive's performance against the agreed Performance Plan for the previous financial year in September, undertake a remuneration review based on the recommendations of the independent remuneration consultants, and implement the results.
3. Undertake an interim review of the Chief Executive's progress against the agreed Performance Plan in February/March.
4. Undertake any recruitment process for the Chief Executive and recommend an appointment for Council approval.

The Committee is delegated the following powers to act:

1. To make decisions on the Chief Executive's performance plan and remuneration in accordance with its Terms of Reference.
2. To recommend the appointment or dismissal of the Chief Executive to the Council.

Independent Support

The Committee will be supported by an independent consultant, mutually agreed by the Council and the Chief Executive. The independent consultant will attend all the committee meetings, but will not have any voting rights.

Discretionary & Funding Committee

Reports to:	The Council
Chairperson:	Cr Shelley Lynch
Membership:	Deputy Chairperson: Cr Rob McGuire Cr Stephanie Henderson Cr Lisa Thomson Cr Chris Woolerton
Meeting frequency:	As required
Quorum:	A majority of members (including vacancies)

Purpose

1. To consider applications of funding for the Discretionary Grants Fund, and recommendations for funding applications for the Heritage Assistance Fund and Conservation Fund in accordance with Council policy and strategy.

Terms of Reference:

1. To determine funding applications for the Discretionary Grants Fund in accordance with the Discretionary Grants Policy and Guidelines, in a fair and just manner.
2. To determine recommendations for funding applications for the Heritage Assistance Fund and Conservation Fund in accordance with Council policy.
3. To monitor and review the work of the Creative Communities Scheme Assessment Committee on a regular basis.
4. To prioritise allocation of funding for community activities in accordance with Council policy and strategy.

The Committee is delegated the following powers to act:

- Approval of funding applications for the Events Fund and Rural Ward Fund within the funds allocated by the Council on an annual basis (other than those applications to be determined by the relevant community board or community committee).
- Approval of funding applications for any other community-based funding as delegated to the committee by the Council.

Explanatory Note

- The committee may make recommendations to the Council or any other Council committee in relation to decisions that fall outside its terms of reference or delegations.

Regulatory Subcommittee

Reports to: Policy & Regulatory Committee

Chairperson: Cr Noel Smith

Deputy Chairperson: Cr Jan Sedgwick

Membership: Cr Gibb
Cr Eyre

(The composition of any Regulatory Subcommittee for quorum purposes to be determined by the Chairperson)

Meeting frequency: As and when required

Quorum: A panel of three to be appointed in the first instance allowing for a quorum of two once the hearing has commenced.

Purpose

1. To conduct fair and effective hearings and make determinations on the Council's regulatory functions under legislation and other matters as referred to the Committee.
2. To recommend to the Council or relevant Council committee any matters that it considers necessary to enable the effective management of the Council's regulatory functions.

Terms of Reference:

1. Hear and determine any statutory or regulatory hearings under relevant legislation unless otherwise delegated or retained by the Council, including (but without limitation):
 - a. objections under the Dog Control Act 1996;
 - b. matters under the Resource Management Act 1991 and related legislation;
 - c. matters under the Impounding Act 1955;
 - d. matters regarding drainage and works on private land under the Local Government Act 1974 and Local Government Act 2002;
 - e. matters under the Gambling Act 2003, Health Act 1956 and Litter Act 1979;
 - f. matters regarding residential pools under the Building Act 2004.
2. Hear and determine other matters that require hearings or submissions, as referred by Council or other Committees.
3. To convene working groups and carry out the Terms of Reference approved and referred by Council or other Committees.

The Subcommittee is delegated the following powers to act:

- Conduct statutory hearings on regulatory matters and undertake and make decisions on those hearings that fall within the committee's Terms of Reference.
- Appoint additional members, including external members, for hearings where expert advice is required.
- Establish and amend hearings protocols relating to the general conduct of hearings and hearings-related matters in accordance with the applicable legislation and the principles of administrative law and natural justice.
- Approval of activities and expenses relating to working groups consistent with the terms of reference and approved working group budget.

Explanatory Note:

1. The Committee may request expert advice through the Chief Executive when necessary.
2. The General Manager Customer Support, in consultation with the Chairperson of the Regulatory Subcommittee, are delegated the power to determine:
 - a. the composition of any hearings panel to be convened under the committee's terms of reference; and
 - b. the appointment of any independent hearings commissioner within the panel of commissioners approved by the Council, to hear and determine any matter under the Resource Management Act 1991 (and related legislation). An independent commissioner can be appointed to act in his/her sole capacity, or together with appointed councillors who hold the appropriate accreditation.
3. Decisions of a hearing panel shall be made by consensus although if necessary the majority view prevails.

Proposed District Plan Subcommittee

Reports to:	Policy & Regulatory Committee
Chairperson:	Cr Noel Smith
Deputy Chairperson:	Deputy Mayor Bech
Membership:	His Worship the Mayor Cr Church Cr Patterson
Meeting frequency:	As and when required
Quorum:	A majority of members (including vacancies).

Purpose and Terms of Reference

Purpose

1. To assist the Chief Executive and officers to make timely decisions on any matters relating to the hearings on submissions and further submissions on the Proposed Waikato District Plan (including Stages 1, 2 and any variations) (“the Proposed District Plan”) and any appeals or other proceedings relating to Council’s decisions on the Proposed District Plan.

The Subcommittee is delegated the following powers to act:

1. To make decisions in relation to any direction sought by the Chief Executive and/or officers in relation to any matters relating to:
 - a) The hearings on submissions and further submissions on the Proposed District Plan; and
 - b) Any appeals or other proceedings relating to Council’s decisions on the Proposed District Plan.

NOTE: The authority under paragraphs 1 a) and b) includes the power to direct the Chief Executive or officers to engage any expert or legal counsel.

2. To determine an approach for resolving any appeals or other proceedings on Council’s decisions on the Proposed District Plan.
3. To delegate to the Chief Executive or any officer participating in an alternative disputes resolution process (“ADR process”) (as defined in section 268(4) of the Resource Management Act 1991) in relation to any Environment Court proceeding arising from Schedule 1 of the Act or any other ADR process directed in any other proceedings), the authority to make decisions on behalf of Council , within any parameters given by the Subcommittee, on any matters that may reasonably be expected to arise in the ADR process.

4. To authorise the Chief Executive, or his delegate, together with any other member of the Executive Leadership Team, to jointly consider and approve, within any parameters given by the Subcommittee, the content of any draft consent order to be submitted to the Environment Court to resolve any appeal on Council's decisions on the Proposed District Plan.
5. To report to the Policy & Regulatory Committee on a quarterly basis (as a minimum) with a summary of the matters considered and decisions made by the Subcommittee.

Creative Communities Scheme Assessment Committee

Reports to: Creative New Zealand and the Council’s Discretionary & Funding Committee

Chairperson: Cr S Henderson

Deputy Chairperson: Ms Amomai Pihama

Membership: Two elected members (Councillors McGuire and Henderson)
Two iwi representatives (Ms Miriama (Tilly) Turner; Ms Amomai Pihama)
One Arts Council representative (Heather Cunningham)
Four community representatives (Claire Du Bosky; Judi Muru; Mark Vincent; Annette Taylor)

Meeting frequency: As and when required, at least twice yearly

Quorum: A majority of members (including vacancies)

Purpose and Terms of Reference:

1. To administer the Creative New Zealand Creative Communities Scheme in partnership with Creative New Zealand.
2. To consider applications and allocate funding in accordance with the Creative New Zealand Creative Communities Scheme Guidelines.
3. The Committee’s Chairperson will provide an update report to the Council’s Discretionary & Funding Committee after each Creative Communities Scheme Assessment Committee meeting.

The Committee is delegated the following powers to act:

- Approval of funding applications to the Creative New Zealand Creative Communities Scheme.
- Appoint community representatives to the Committee.

Explanatory Note:

- Appointments to the Committee are made as follows:
 - a. Immediately following each local authority triennial election, the Council will appoint two elected members. The Creative Communities Scheme Guidelines states that the limitation on the terms served by Committee members does not apply to Council’s appointed elected members.
 - b. The iwi representatives shall continue on the Committee following the local authority triennial elections, provided they serve no long than two consecutive terms. New iwi representatives are appointed by Waikato Tainui.
 - c. The Arts Council representative shall continue on the Committee following the local authority triennial elections. The Creative Communities Scheme Guidelines states that the limitation on the terms served by Committee members does not apply to the Art Council’s appointed

members. New Arts Council representatives are appointed by Raglan Community Arts Council.

- d. Community representatives shall continue on the Committee following the local authority triennial elections, provided they serve no long than two consecutive terms. New community representatives are appointed by the Committee.
- External appointees to the committee will be entitled to remuneration for attendance at meetings in accordance with the terms agreed between the Council and Creative New Zealand.

Waters Governance Board

Reports to:	The Council
Chairperson:	Ms Rukumoana Schaafhausen
Membership:	Mr Garth Dibley Mr David Wright Mr Gavin Ion (Chief Executive) Ms Jackie Colliar (Board Intern)
Meeting frequency:	Monthly
Quorum:	A majority of members (excluding the Board Intern)

The Waters Governance Board is a subordinate decision-making body of the Waikato District Council established under Schedule 7 of the Local Government Act 2002.

Purpose and Terms of Reference:

1. To provide governance and oversight of the development and implementation of the Council contract with Watercare Services Limited ('Watercare').
2. To ensure the activity goals are clearly established, and strategies are in place for achieving them.
3. To establish policies for strengthening the performance of the water activity including ensuring management and the contractor are proactively seeking to build the business through innovation, initiative, technology, new products and the development of its business capital.
4. To monitor the performance of management through the Chief Executive.
5. To ensure high standards of health & safety are maintained by management and Watercare and undertaking appropriate due diligence.
6. To decide on whatever steps are necessary to protect the Council's financial position and the ability to meet its debts and other obligations when they fall due, and ensuring that such steps are taken.
7. To ensure the water activity's financial statements are true and fair and otherwise conform to law.
8. To ensure the water activity adheres to high standards of ethics and corporate behavior.
9. To ensure the water activity has appropriate risk management/regulatory compliance policies in place.
10. To look to improve environmental outcomes from this activity.
11. To consider kaitiakitanga as part of decision-making.
12. To monitor and ensure Watercare are meeting their obligations.
13. To report to Council twice yearly on progress with Waters' Management.

14. To provide innovation and ideas that could improve profitability, service levels or environmental outcomes.
15. To hold Watercare to account over the delivery of the operational and capital programmes.
16. To work with Council to agree the overall funding requirements of the business.
17. To undertake any other matters considered relevant by the Board or referred to the Board by the Council.

The Board is delegated the following powers to act:

- Agree the form of the transactional arrangement with Watercare.
- Negotiate with Watercare and recommend to Council the final, or any amended, contract value for waters management.
- Conclude the contract (after Council approval of contract value) and terms and conditions, including any amendments, with Watercare.
- Ensure that transitional contract requirements are met by Watercare and Council.
- Hold Watercare to account for their performance at all levels.
- Monitor and oversee the performance of staff and Watercare in terms of the water activity.
- Consider and ensure improvements or innovation are implemented by Watercare or through the Chief Executive as appropriate.
- Approve changes to the operation of the contract with Watercare.
- Develop strategies to improve contractual performance or to improve business practices.
- Recommend to Council infrastructure strategy and Asset Management Plans for adoption.
- Develop an annual works programme (operating and capital) and submit to council for final approval.
- Approve alterations and transfers within the programme of capital and operational works as prepared for the Long Term Plan and Annual Plan, subject to the overall scope of the programme remaining unchanged and the programme remaining within overall budget.
- Set and ensure Watercare's adherence to health and safety requirements, and wellbeing practices.
- Set and maintain standards of ethics and corporate behavior.
- Consider development opportunities for the Waters' business.
- Define and set levels of service for Waters' management now and in the future.
- Responsible for the financial performance of the contract and operation.
- Approve and/or amend existing or new contracts relating to the delivery of three waters' services and operation unless additional funding by the Council is required or the approval or amendment is inconsistent with Council Policy.

- Recommend to Council any new or additional funding requirements over and above that contained within the Long Term Plan.
- Develop plans to improve the overall resilience of the Waters' networks and allow for growth.
- Consider the impact of growth on the Waters' infrastructure.
- Implement and monitor the risk management framework for the waters' management and activity.
- Approve the annual and half yearly financial statements for the Waters' operation and provide any relevant commentary to the Council.
- Annually review the Board composition, structure and succession and make recommendations to council on these matters.
- Ensure the Waters' business delivered by Watercare provides value for the community in terms of the four wellbeings.
- Determine the approach for resource consent applications for the Waters' business, and monitor progress of those applications on behalf of the Council.
- Review and monitor existing strategic resource consents.
- Ensure that Kaitiakitanga and environmental outcomes are key decision making considerations for the Board.
- Uphold the vision and strategy of the Waikato-Tainui Raupatu Claims (Waikato River) Settlement Act 2010.



Joint Committees

Waikato Raupatu River Trust and Waikato District Council Co-Governance Joint Committee

Reports to: Council

Co-Chairpersons: His Worship the Mayor Allan Sanson and Ms Rukumoana Schaafhausen
(Chair of Te Arataura)

Membership:

Council Representatives: Cr Aksel Bech
Cr Janet Gibb
Cr Lisa Thomson
Cr Jacqui Church (alternate)

Trust Representatives: Patience Te Ao
Hinerangi Raumati-Tuu'a
(Vacancy)
Tahi Rangiawha (alternate)

Meeting frequency: To meet at least twice each calendar year

Quorum: 6 members (being 3 Council representatives; 3 Trust representatives)

Introduction

This Committee provides the framework for Waikato-Tainui, as trustee of the Waikato Raupatu River Trust, and the Waikato District Council to work together to give effect to the Waikato River Settlement. The parties are committed to:

- the restoration and protection of the health and wellbeing of the Waikato River for future generations;
- establishing and maintaining a positive, co-operative and enduring relationship consistent with the guiding principles and the principles of engagement; and
- work co-operatively on matters of common interest to both parties.

The Committee has delegated responsibility for:

- Implementation of the processes detailed in the schedules to the Joint Management Agreement;
- Overseeing the development of an effective and collaborative working relationship at governance, management and operational levels of both organisations.

Terms of Reference

1. Purpose

- The Waikato-Tainui Raupatu Claims (Waikato River) Settlement Act 2010 ('River Settlement Act') requires Waikato-Tainui and the Waikato District Council to work together in carrying out the duties, functions and the exercising of powers in respect of the Resource Management Act 1991 ('RMA').
- The purpose of the terms of reference (TOR) is to provide the framework for Waikato-Tainui and the Waikato District Council to work together to give effect to the River Settlement and to develop a tangible, enduring and beneficial relationship.
- The TOR covers the following key aspects in relation to the River Settlement Act and the joint management agreement:
 - a. The completion of the Joint Management Agreement;
 - b. The implementation of the processes detailed in the schedules to the Joint Management Agreement; and
 - c. The development of an effective and collaborative working relationship at governance, management and operational levels of each organisation.
- Waikato-Tainui and the Waikato District Council may, in future, consider and determine whether it is appropriate that the TOR and the Joint Management Agreement are integrated into a single document.

2. The Relationship

- Both Waikato-Tainui and the Waikato District Council have over many years had an informal relationship at both governance and management levels. This relationship to some extent has not been fully expressed and is often limited to the formalities of the existing statutory frameworks.
- The opportunities within the River Settlement Act have now provided a unique opportunity upon which an enduring and tangible relationship can be built beyond just the statutory frameworks alone.
- In carrying out the duties and functions covered by the TOR, the Joint Committee shall do so in accordance with the principles set out in section 44 of the River Settlement Act, which are to:
 - a. Promote the overarching purpose of the settlement to restore and protect the health and wellbeing of the Waikato River for future generations;
 - b. Respect the mana whakahaere rights and responsibilities of Waikato-Tainui;
 - c. Promote the principle of co-management;
 - d. Reflect a shared commitment to:
 - i. Work together in good faith and in a spirit of co-operation
 - ii. Being open, honest and transparent in all communications
 - iii. Using their best endeavours to ensure that the purpose of the Joint Management Agreement is achieved in an enduring manner;

- e. Recognise that the Joint Management Agreement operates within statutory frameworks and that complying with those frameworks, meeting statutory timeframes and minimising delays are important.

- The joint committee will work co-operatively to ensure that all the requirements of the River Settlement Act are met, including finalisation of the schedules to the Agreement.

3. *Application to the duties, functions and exercising of powers in the RMA*

- The TOR shall apply to the processes associated with the following activities, the details of which are set out in the schedules to the Joint Management Agreement:
 - a. Monitoring and enforcement (s45)
 - b. Preparation, review, change or variation of RMA 1991 planning document (s46)
 - c. Resource consent process (s47)
 - d. processes relating to customary activities (s62)
- The TOR will also extend to cover other duties, functions or powers pursuant to section 52 of the Settlement Act, as set out in the Joint Management Agreement.

4. *Membership of the Joint Committee*

- The joint committee will comprise :
 - a. Four members from Waikato-Tainui, one of which must be the chair of Te Arataura
 - b. Four members from Waikato District Council, one of which must be the Mayor
- The members of the joint committee will be nominated following the triennial elections for each organisation and will include alternative members.
- If a member is unable to attend a meeting, an alternative member will attend in their place, to ensure that meetings may still proceed.

5. *Meetings of the Joint Committee*

- The joint committee must meet a minimum of twice per year.
- The joint committee may call additional meetings as often as it considers necessary, following consultation and agreement from both chairs. The purpose of these meetings may be to receive updates on projects, to discuss a specific issue, or for other purposes as agreed by the chairs.
- The venue for meetings shall alternate between the offices of the Waikato District Council and Waikato-Tainui. The host organisation shall provide the necessary support services for the meeting including a minute secretary.
- Meeting dates and venues will be organised and set by the appropriate staff of Waikato-Tainui and Waikato District Council once confirmation and agreement on that date has been received by all members on the joint committee.

- The host must give notice in writing to each member of the committee of the time and place of the meeting:
 - a. Not less than 14 days before the meeting; or
 - b. If the committee has adopted a schedule of meetings, not less than 14 days before the first meeting on the schedule.
- Notice will be given by email.
- An agenda detailing the matters to be brought before each meeting, together with relevant attachments must be sent to each member not less than two clear working days before the day appointed for the meeting.

6. Procedure for all meetings

- The meetings shall be co-chaired by the Chair of Te Arataura and the Mayor of Waikato District Council.
- In the event that either or both of these members are unable to attend the meeting, the members of the committee who are present will elect one of their members to preside at that meeting. That person may exercise at that meeting the responsibilities, duties, and powers of the Chair of Te Arataura or the Mayor of Waikato District Council.
- Meetings of the joint committee shall be open to the public to attend. There shall be no mandatory requirement for either Waikato-Tainui or the Waikato District Council to notify meetings, however, the minutes of the meetings will be made available for public inspection.
- Where there are matters of confidence then the committee may resolve to exclude the public from such matters in accordance with the Local Government Official Information and Meetings Act 1987. The decision of what constitutes a matter to be discussed in confidence shall be proposed by the co-chairs.

7. Minutes of meetings

- The host organisation is responsible for keeping minutes of the proceedings of meetings.
- Minutes of joint committee meetings will be published on the Waikato District Council's website.

8. Process for reaching decisions

- The process for reaching decisions will be in accordance with the principles set out in section 44 of the Settlement Act and:
 - a. Will be carried out with the highest level of good faith engagement; and
 - b. By consensus

- Members are to endeavour, at all times, to reach a consensus on the matters to be discussed and decided on by the joint committee. Members are bound by each recommendation/decision and will not take any steps to undermine a consensus recommendation/decision.
- Where a decision cannot be reached, the chairs may direct one or more of the following actions to aid in decision making:
 - a. Nominated staff from each organisation to prepare a joint report on the issue with options and recommendations for consideration by the committee
 - b. A workshop to be arranged to enable further discussion on the matter. Attendance at the workshop to be agreed by the committee and may include committee members, nominated staff and if required subject matter experts.
 - c. The issue to be referred back to respective Waikato-Tainui Executive and Waikato District Councillors for further discussion and direction
- Following the completion of one or more of these options, the matter will be placed on the agenda for the next joint committee meeting for further consideration at the direction and agreement of the co-chairs.
- The joint committee may also agree to reserve their decision on an issue until a future date and take no action in the interim.

9. *Establishment of Project Teams*

- The joint committee may appoint project teams to give effect to the processes identified and set out in the schedules to the Joint Management Agreement and to complete specific projects required by the joint committee.
- The project teams will consist of representatives from Waikato-Tainui and the Waikato District Council. The composition of project teams will be agreed between the partners, and will depend on the project. Generally, the project teams will comprise equal numbers from both organisations, with the relevant skills and knowledge suitable for the specific project.
- The frequency of project team meetings, the process to be followed and other administrative matters relating to the project, will be determined by the members of the project team. Progress reports will be provided to the joint committee at their meetings.

10. *Facilitation of Meetings*

- The co-chairs are free to conduct meetings as they see fit. The co-chairs will endeavour to ensure all meetings start and finish on time and that, where possible, all agenda items are covered.
- The co-chairs should be aware of the range of perspectives across the joint committees and are to manage discussion of those differing perspectives in light of the purpose and scope of the terms of reference.

- Where necessary the co-chairs may request that independent facilitation of meetings take place if it is in the best interest of the members working together to achieve the purpose of the Joint Management Agreement.

11. Costs

- Costs associated with the administration and hosting of joint committee meetings will be the responsibility of the host organisation.
- Costs that may arise as a result of a project directed by the joint committee are to be discussed and agreed by the joint committee and will generally be shared equally.
- Costs that may arise as a result of a decision or recommendation of the joint committee must be addressed in the recommendations. As a general principle any decision or recommendation which may result in costs to either or both organisations will be referred back to Waikato-Tainui and Waikato District Council for consideration.

12. Conflicts of Interest

- Committee members should be aware of possible conflicts of interest in regard to any matters that may be discussed by the joint committee.
- Where a conflict of interest may exist the committee member should declare the conflict as early as possible. Any member of the committee who declares a conflict of interest will not participate in the discussion or decision making on that particular issue. For clarity, being a member of Waikato-Tainui or Waikato District Council's respective governing bodies does not give rise to a conflict of interest.
- Any conflict of interest declared by a member will be recorded in the minutes of the meeting.

13. Conduct of members

- Members of the joint committee will act at all times in a manner appropriate for the good conduct of the business of the committee and as per the guiding principles which are set out in the Joint Management Agreement (clause 9- a-o).

14. Communication

- All communications on the activities of the joint committee are to be approved by the members and signed off by the co-chairs prior to any release.
- Appropriate staff from each respective organisation shall be charged with ensuring that the above protocol is followed.

15. Dispute Resolution

- If any dispute should arise in connection with the operation of these Terms of Reference, the co-chairs and joint committee members will use their best endeavours to settle the dispute by agreement.
- The members will act in good faith and co-operate with each other to resolve the dispute.
- The members shall refer to the guiding principles in the JMA (clause 9 – a-o) when seeking to settle the dispute and may also use the options set out in section 8 of this terms of reference to assist them to reach a consensus.

Other Joint Committees

The Terms of Reference for the following joint committees are found on the Waikato Regional Council's website³.

Waikato Civil Defence Emergency Management Group

Regional Transport Committee

Waikato Plan Leadership Committee

Hauraki Gulf Forum

Ngaa Wai o Waipaa Co-Governance Forum

Future Proof Implementation Committee

³ <https://www.waikatoregion.govt.nz/assets/WRC/Council/About-Us/Democracy-resources-and-information/Terms-of-Reference-2016-2019-Triennium-v2.pdf>. Additional joint committees to be added once the Waikato Regional Council's governance structure is confirmed.



Appointments

Community Boards and Community Committees

Huntly Community Board:	Huntly Ward Councillors (2)
Raglan Community Board:	Raglan Ward Councillor
Ngaruawahia Community Board:	Ngaruawahia Ward Councillors (2)
Onewhero-Tuakau Community Board:	Onewhero Te Akau Ward Councillor Awaroa Ki Tuakau Ward Councillor (Cr Henderson)
Taupiri Community Board:	Ngaruawahia Ward Councillors (2)
Te Kauwhata Community Committee:	Whangamarino Ward Councillor
Meremere Community Committee:	Whangamarino Ward Councillor
Tamahere Community Committee:	Tamahere Ward Councillor
Pokeno Community Committee:	Awaroa Ki Tuakau Ward Councillors (2)
North East Waikato Community Committee:	Whangamarino Ward Councillor
Te Kowhai Community Committee:	Newcastle Ward Councillor
Eureka Community Committee:	Eureka Ward Councillor
Tauwhare Community Committee:	Eureka Ward Councillor
Matangi Community Committee:	Eureka Ward Councillor
Pukemiro/Glen Afton Community Committee:	Huntly Ward Councillors (2)
Gordonton Community Committee:	Hukanui-Waerenga Ward Councillor
Horsham Downs Community Committee:	Hukanui-Waerenga Ward Councillor
Mercer Community Committee:	Awaroa Ki Tuakau Ward Councillors (2)
North West Waikato Residents & Ratepayers Committee:	Awaroa Ki Tuakau Ward Councillors (2)
Whatawhata Community Committee:	Newcastle Ward Councillor

Council Controlled Organisations (CCOs) and Council Organisations (COs)

Waikato Regional Airport Ltd:	Deputy Mayor (Alternate: His Worship the Mayor)
Civic Financial Services Ltd:	His Worship the Mayor; Deputy Mayor
Hamilton & Waikato Tourism:	Deputy Mayor (Alternate: Strategy & Finance Committee Chairperson)
Waikato District Community Wellbeing Trust	Cr Church, Cr McGuire, His Worship the Mayor, 2 x external appointees
Waikato Local Authority Shared Services Limited:	Chief Executive
Strada Corporation Ltd:	Chief Executive

Joint and Regional Committees

Regional Transport Committee:	Infrastructure Committee Chairperson (Alternate: Deputy Mayor; 2 nd Alternate: Infrastructure Committee Deputy Chairperson)
Regional Connections Committee:	Infrastructure Committee Chairperson (Alternate: Newcastle Ward Councillor)
Waikato Civil Defence Emergency Management Group:	Newcastle Ward Councilor (Alternate Infrastructure Committee Chairperson)
Hauraki Gulf Forum:	Eureka Ward Councillor
Ngaa Wai o Waipaa Co-Governance Forum:	Deputy Mayor (Alternate: His Worship the Mayor)
Future Proof Implementation Committee:	His Worship the Mayor; Deputy Mayor Cr Gibb (alternate)

Waikato Plan Joint Committee:	Deputy Mayor (Alternate: His Worship the Mayor) ⁴
Lower Waikato Flood Protection Advisory Subcommittee⁵:	Newcastle Ward Councillor (Alternate: Hukanui-Waerenga Ward Councillor)

Recreation Reserve and Hall Committees

Te Kauwhata Domain Management Committee:	Whangamarino Ward Councillor
Ohinewai Area Committee:	Huntly Ward Councillor (Cr Lynch)
Lake Kainui Recreation Reserve Committee:	Ngaruawahia Ward Councillor (Cr Patterson)
Te Akau/Waingaro Community Committee Complex:	Onewhero-Te Akau Ward Councillor
Te Kowhai Hall Committee:	Newcastle Ward Councillor
Tuakau Recreation Reserve Committee:	Awaroa Ki Tuakau Ward Councillor (Cr Henderson)
Mercer Recreation Reserve Committee:	Awaroa Ki Tuakau Ward Councillors (2)
Waikato District Lakes and Freshwater Wetlands Memorandum of Agreement Governance Group:	Whangamarino Ward Councillor; Hukanui-Waerenga Ward Councillor

Other External Organisations

Department of Corrections Community Liaison Group for the Spring Hill Corrections Facility:	Whangamarino Ward Councillor
Gordonton Woodlands Trust Appointments Committee:	Chief Executive, or delegate
Hamilton Airport Community Liaison Group:	Tamahere Ward Councillor

⁴ Appointed on behalf of the Future Proof Implementation Committee

⁵ This is a Subcommittee of Waikato Regional Council.

Heritage Assessment Team:	Cr Church, Cr McGuire
Local Government New Zealand (including Zone 2 meetings and Rural/Provincial Sector meetings):	His Worship the Mayor (Alternate: Deputy Mayor)
Papahua Holiday Park Board of Management:	Raglan Ward Councillor
Waikato Coalfields Museum Trust:	Huntly Ward Councillor (Cr Lynch)
Waikato District Council - Hamilton City Council Governance Group:	His Worship the Mayor, Deputy Mayor, Cr Smith, Cr Gibb
Waikato District Crime Prevention Technology Trust:	Councillors Henderson, Sedgwick and Thomson
WEL Energy Trust:	His Worship the Mayor (Alternate: Deputy Mayor)

Schedule of Amendments to WDC Governance Structure 2019/22

Date	Section	Amendment/Addition/Deletion	Authorisation
2/12/19	Council & Committees of Council	Addition of i-SITE Tender Review Subcommittee, and delegations	S&F Committee
24/2/20	Appointments (Joint Committees)	Appointment of Alternate to Waikato Civil Defence and Emergency Management Joint Committee	Council
24/3/20	Council & Committees of Council	Establishment of Emergency Committee – Covid-19	Council
6/5/20	Council & Committees of Council	Amendments to terms of reference and delegations of Creative Communities Scheme Assessment Committee Amendments to Emergency Committee terms of reference and delegations	Council
29/6/20	Council & Committees of Council	Various amendments to Council, Council committees and the Waters Governance Board respective terms of reference and delegations	Council
20/7/20	Council	Appointment to WRC Lower Waikato Flood Protection Advisory Subcommittee	Council
26/8/2020	Council	Appointments to Future Proof Implementation Committee; WRC Regional Connections Committee	Council
25/11/2020	Committees of Council	Discharge of the i-SITE Tender Review Subcommittee	S&F Committee
2/12/2020	Committees of Council	Appointment of Dr Michael Cameron as Commissioner/Chairperson of the District Licensing Committee	Council

Appendix A – Template for Establishing a Working Party

Working Group/Hearings Panel – *Insert Name*

Chairperson:	
Elected Members:	
External Members:	
Support Staff¹:	
Date Established²:	
Reporting Back Date:	
Appointing Committee³:	
Purpose⁴:	
Terms of Reference⁵:	

Notes:

1. Support staff to include the General Manager (or Chief Executive) supporting the Working Group/Hearings Panel.
2. Refer to the Council or committee meeting date that established the working group/hearings panel.
3. Identify the committee (or Council) that established the working group/hearings panel.
4. The Council/committee resolution that established the working group/hearings panel.
5. Detail the powers, duties and functions of the working group/hearings panel. This is not to include any decision-making powers.