
TERMS OF REFERENCE

Pou Herenga

He Pou a Rangi Climate Change Commission

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<p>Pou Herenga</p>	<p>The Pou Herenga is a Māori advisory body established to support He Pou a Rangi Climate Change Commission, providing advice on aspects of the Commission’s functions and responsibilities in areas relating to Te Ao Māori (as defined in the Climate Change Response Act 2002), and Te Tiriti o Waitangi/The Treaty of Waitangi.</p>
<p>Purpose</p>	<p>The purpose of the Pou Herenga is to support and augment the Board’s leadership, through the provision of Te Ao Māori and Te Tiriti o Waitangi/The Treaty of Waitangi expertise and strategic advice relating specifically to the Rautaki Māori work programme, and other Iwi/Māori Kaupapa matters generally. In particular, the Pou Herenga will provide advice to assist the Commission to fulfil its obligations under the following provisions of the Climate Change Response Act 2002 (the Act):</p> <ul style="list-style-type: none"> • section 5M of the Act, which requires the Commission, in performing its functions and duties and exercising its powers under the Act, to consider matters such as cultural circumstances, the Crown-Māori relationship, te ao Māori and specific effects on Māori; and • section 5N of the Act, which requires the Commission, in performing its functions and duties and exercising its powers under the Act, to consult, including proactive engagement with relevant persons <p>By sharing key insights and perspectives from Te Ao Māori (including tikanga, te reo, mātauranga, and the Māori Economy), the Pou Herenga will support the Commission’s Board and Chief Executive to give effect to the Māori specific aspects of the Commission’s work programme. Through consideration of current deliverables, the Pou Herenga will also advise the Board and the Chief Executive on how different decisions or approaches may impact on outcomes for Iwi/Māori.</p>

Background and
legislative context

In February 2020 the Climate Change Commission Board (the Board) endorsed a proposed approach to establish a Pou Herenga, Māori Advisory body, which will provide the expertise and support required for the Commission to give effect to the legislative requirement that Commissioners have knowledge in Te Tiriti o Waitangi/The Treaty of Waitangi, and te ao Māori (te reo, mātauranga, and the Māori Economy) consistent with section 5H (1) (d) (ii) of the Act

In September 2021 the Board agreed to continue work to establish the Pou Herenga and endorsed the approach to set up an “Interim” Pou while working towards a formal establishment structure.

An establishing principle for the Pou Herenga is that when making appointments the Board must consider the skills required to provide effective support to the Board within the context and direction of the Board’s broader focus, and in line with the Board’s obligations under 5M(f) of the Act.

Under Clause 14(2) of Schedule 5 to the Crown Entities Act 2004 (the CEA), the Board has the power to establish committees which advise it on matters relating to its functions and powers. The CEA also empowers the Board to delegate the ability to exercise functions to committees.

In order to ensure consistency with the CEA, the Pou Herenga is tasked with providing guidance and advice on the Commission’s functions which are set out in Section 5J of the Act. In particular it is tasked with providing advice to assist the Commission to fulfil its obligations under ss 5M and 5N of the Act.

For the sake of clarity, it is not currently proposed that the Board delegate any of the functions listed in Section 5J to the Pou Herenga. For that reason, Pou Herenga cannot discharge any of the Commission’s legal functions, powers or obligations, including (without limitation) its obligations under ss 5M and 5N.

As the Pou Herenga is a Committee appointed under the CEA, the members will be subject to the provisions set out in clause 15 of Schedule 5 to that Act. To the extent that these terms of reference impose a lower duty on members than are contained in the CEA, the provisions of the CEA will prevail.

<p>Context for the name Pou Herenga</p>	<p>Herenga means to lash or bind together. The Pou Herenga is the binding together of individual experts (pūkenga) in Te Ao Māori (refer Background) and Te Tiriti o Waitangi/The Treaty of Waitangi, to form a Pou that will support He Pou a Rangi Climate Change Commission on its journey as an independent, expert advisor to Government on mitigating climate change and adapting to the effects of climate change.</p>
<p>Role</p>	<p>The Pou Herenga is an advisory only body, providing strategic direction to the Board in relation to the Rautaki Māori work programme and other Iwi/Māori Kaupapa matters relating to the Commission’s functions and powers that are referred to as part of the Commission’s broader work programme.</p> <p>In addition, the Pou Herenga may be required to provide strategic insight/advice on specific issues from the Commission’s broader work programme where there is a direct requirement to have Te Ao Māori and/or Te Tiriti o Waitangi/The Treaty of Waitangi specific input, or any areas of advice that may have specific effects on Iwi/Māori.</p>
<p>Scope</p>	<p>In Scope:</p> <p>Any matter referred to the Pou Herenga by the Commission, including:</p> <ol style="list-style-type: none"> 1) Rautaki Māori work programme. 2) Areas of the Commission’s broader work programme that require Te Ao Māori and/or Te Tiriti o Waitangi/The Treaty of Waitangi specific input (kaupapa to be approved by the Chair of the Pou). 3) Areas of advice that will relate to the exercise of the Commission’s functions and duties as they relate to the Crown-Māori relationship, te ao Māori, and which have specific effects on iwi and Māori. In particular, advice to assist the Commission to fulfil its obligations under ss 5M and 5N of the Act. <p>Out of Scope:</p> <ol style="list-style-type: none"> 1) With exception to point 2) above, the Pou Herenga is not required to provide support to the Commission’s broader work programme. 2) The Pou Herenga is not responsible for delivery or resourcing of any of these projects or areas of work. 3) The Pou Herenga is an advisory body only and final decisions sit with the Chief Executive and the Board.

<p>Membership</p>	<p>The Pou Herenga will consist of a minimum of 6 and up to 9 members in total. One of its members will be a designated Taiohi (Future Generations representative) role. Two of its members must always be members of the Commission’s Board, to maintain the connection between the Commission’s Board and the Pou Herenga. These members will serve to provide context and ensure the insights from the Pou Herenga are accessible to the Commission’s Board.</p> <p>External members will be appointed by resolution of the Board, based on the skills matrix (https://www.climatecommission.govt.nz/public/Pou-Herenga/Pou-Herenga-Skills-Matrix-for-publication-PDF.pdf) and criterion to support an optimal distribution profile.</p> <p>The inaugural Chair will be appointed from the Commission Board members by a resolution of the Board. In subsequent terms the selection and nomination process for the appointment of a Chair will be reviewed and determined by the Commission’s Board.</p>
<p>Membership Criteria</p>	<p>The Members will be appointed in accordance with the skills matrix and criterion that prioritises expertise in Te Tiriti o Waitangi/The Treaty of Waitangi, te ao Māori (including tikanga Māori, te reo Māori, mātauranga Māori, and Māori Economic activity) and how these areas of expertise relate to the work of the Commission as determined through assessments of the Commission’s ongoing work.</p> <p>All members are appointed in their individual capacity not as a representative of any group or the interests of organisations with which they may have an association. Any member who holds a role with another organisation or group, or has other interests is expected to provide impartial advice to the Commission. Membership cannot be delegated.</p>

<p>Process of appointment</p>	<p>The process of appointment will proceed with a call for nominations. Nominees will be reviewed by the Interim Pou Herenga for the initial establishment who will put recommendations to the Board. Final appointments will be made by resolution of the Board.</p> <p>To enable a rolling term the initial process will seek to appoint:</p> <ul style="list-style-type: none"> • Two of the six members for a one year term • Two of the six members for a two year term • Two of the six members for a three year term • Taiohi Future Generations Representative for a three-year term <p>Future appointment processes shall be managed by a selection committee appointed by the Commission.</p>
<p>Position</p>	<p>The Pou Herenga will consist of the:</p> <ul style="list-style-type: none"> • One Commissioner - an Iwi/Māori representative from the Commission’s board, who will be Chair of the Pou Herenga • The Chair of the Commission’s Board or the delegate of the Commission’s Board Chair • Up to six Pūkenga selected in accordance with the Pou Herenga skills matrix. • One Taiohi Future Generations Representative selected in accordance with the Pou Herenga skills matrix.
<p>Terms of Office</p>	<p>Members’ terms are rolling to retain continuity and knowledge. Initial appointments will be varying to stagger rolling terms in subsequent periods.</p> <p>The inaugural board members will be appointed with varying terms (refer Process of Appointment)</p> <p>As set out in the Process of Appointment, initial Terms will be between 1-3 years with an option for renewal. Subsequent appointments may be for terms of up to three years. Terms of appointment are to be determined such as to avoid three or more terms expiring in the same year if at all possible.</p> <p>Members can serve for a maximum of six years.</p>

Ngā Pou Mātāpono	The Commission is developing a set of core values that will underpin the work of He Pou a Rangi. Members will be expected to uphold these values while undertaking their roles.
Dispute resolution	In the unlikely event that there is a dispute between members of the Pou Herenga it will be resolved in line with wider Commission policy regarding disputes resolution, with consideration for tikanga Māori.
Resignation and removal	<p>A member of Pou Herenga may resign from office by written notice to the Board.</p> <p>The resignation takes effect on receipt of the notice by the Board or at any later time specified in the Notice.</p> <p>The Board may by resolution and via written notice to the Pou Herenga and the member, remove a member of the Pou Herenga.</p> <p>In removing a member there must be sufficient just cause. Just cause includes misconduct, inability to perform the functions of office (as set out in this document and the skills matrix for members), and neglect of duty (depending on the seriousness of the breach).</p> <p>In all actions relating to removing a member, the Board is required to observe the principles of natural justice and give consideration to the matter. Natural justice includes the right to an unbiased, fair hearing prior to any decision being made.</p> <p>A member is not entitled to any compensation or other payment or benefit relating to his or her ceasing, for any reason, to hold office as a member.</p>

Members' interests

Consistent with the Commissions Conflicts of Interest Policies and protocols as well as Schedule 5, Clause 14(2) and sections 62 to 72 of the CEA, and with the exception of Commission Board members, potential members must, before appointment, declare any real, potential or perceived interest in relation to other Pou Herenga members or areas that could be in conflict with matters:

- before they are appointed to the Pou Herenga; and
- as soon as practicable after the member becomes aware that he or she is interested, if any such any interest arises subsequent to their appointment.

Declarations of interests are to be made to the Chair of the Pou Herenga who is responsible for managing them in accordance with the Commission's conflicts process. The Chair of the Pou Herenga will also be responsible for determining the appropriate management of any interests, in accordance with the Commissions Conflicts of Interest Policy and the CE, where required.

Interests declared and decisions taken as to the management of interests will be recorded using an internal Interest Register. The Commission will not maintain a Public Register of Pou members' interests. The Commission will not maintain a Public Register of Pou members' interests.

Confidentiality

A member of Pou Herenga who has information in his or her capacity as a member that would not otherwise be available to him or her must not disclose that information to any person, or make use of, or act on, that information except:

- in the performance of Pou Herenga’s functions;
- as required or permitted by law; or
- in complying with the requirements of members to disclose interests.

A member of Pou Herenga who also holds a role on the Commission’s Board will treat all material, information, discussions and deliberations of Pou Herenga as confidential. Any disclosure of information, material, discussions and deliberations outside of Pou Herenga, such as to other members of the Commission’s Board, should be agreed by a quorum of Pou Herenga.

A member may also disclose, or make use of, or act on the information if:

- the member is first authorised to do so, in writing, by the Board; and
- the disclosure, use, or act in question will not, or will be unlikely to, prejudice the Commission

This obligation shall apply at all times while members are part of Pou Herenga and continues after they have left the Pou Herenga.

In addition, members are also required to act in accordance with:

- any legal obligations (statutory or otherwise) regarding confidentiality; and
 - any current Commission policies regarding confidentiality and Māori data sovereignty
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Role of the Chair

The Chair of the Pou Herenga will be a Māori member on the Climate Change Commission Board to ensure a direct link between the Commission’s Board and the Pou Herenga.

The Chair of the Pou Herenga is responsible for facilitating the meeting including ensuring everyone has an opportunity to participate and input their views. The Chair of the Pou Herenga will liaise with the Secretariat to oversee the Pou’s administrative matters and approve meeting agendas.

The Chair will present a formal report back to the Climate Change Commission Board upon the request of the Board, or at the discretion of the Pou Herenga. The Chief Executive is responsible for ensuring a clear channel of communication between the Board, the Secretariat and broader Commission staff.

In the absence of the Chair, the Deputy Chair can act for the Chair to maintain continuity of the meeting schedule.

MEETINGS

Quorum and visitors

The Pou Herenga is not a decision-making body, however, to ensure diversity of discussion and optimal outcomes, the Pou Herenga will only conduct its business at a meeting with a quorum.

A quorum for a meeting of the Pou Herenga is the number that is:

- half the number of members (if the Pou Herenga has an even number of members); or
- a majority of the members (if the Pou Herenga has an odd number of members).

It is expected that Pou Herenga members prioritise Pou Herenga meetings.

Apologies should be given to the chair with two (2) working days' notice where practicable.

The Secretariat shall attend each meeting. Other attendees should be on an as needed basis as determined by the Chief Executive and in consultation with the Chair of the Pou Herenga where possible.

The Chair of the Commission and any Commissioner may attend Pou Herenga meetings as an observer. Commissioners who wish to attend Pou Herenga meetings should endeavour to provide advance notice to the Chair. The Chair of the Pou Herenga can also agree to give observer status to other individual/s after consultation with the members of the Pou Herenga.

<p>Meetings and meetings schedule</p>	<p>Meetings of the Pou Herenga will be scheduled at 2 monthly intervals for at least two hours, or as required, with notice.</p> <p>The Pou Herenga will meet with the Commission’s Board biannually.</p> <p>The Secretariat will provide an annual meeting schedule at the first hui in the beginning of each calendar year.</p> <p>A meeting of the Pou Herenga may be held:</p> <ul style="list-style-type: none"> • by a quorum of the members, being assembled together at the time and place appointed for the meeting; or • by means of audio and visual, or electronic communication provided that: <ul style="list-style-type: none"> ○ all of the members who wish to participate in the meeting have access to the technology needed to participate in the meeting; and ○ a quorum of members can simultaneously communicate with each other throughout the meeting. <p>It will be at the discretion of the Secretariat to organise meetings, either in person or online. Any other matters arising in relation to meeting rules and procedures is to be resolved in a manner that is most consistent with current Board practices.</p>
<p>Meeting documents</p>	<p>Meeting documents will be circulated five working days in advance of the meeting. Late or tabled documents are acceptable but should be the exception.</p> <p>Meeting this expectation is the responsibility of the Secretariat.</p> <p>There is no set format for Pou Herenga documents, rather formats will be adapted as needed.</p> <p>The expectation is that the Pou Herenga members will be given high-level summaries of work/reports, overviews of proposed decisions, or working papers to test or provide advice and/or feedback.</p>
<p>Meeting records</p>	<p>Meeting minutes will follow the Commission Board’s convention of capturing high-level key points of the overall discussion.</p> <p>Minutes will be prepared within 10 days following a meeting and circulated by email to members for approval and should be approved within five (5) days of receiving them.</p> <p>On approval, meeting minutes will be made available to the Commission’s board FOR INFORMATION ONLY.</p>

<p>Expectations for meetings and communication</p>	<p>It is expected that members will have read the papers in advance.</p> <p>Agendas will be developed by the Secretariat in consultation with the Chair of the Pou.</p> <p>The Secretariat is responsible for distributing agendas, papers, taking minutes and keeping track of actions.</p> <p>Communications with the rest of the organisation and externally will be managed by the teams producing each individual document.</p> <p>The Pou Herenga meeting schedule will be based on key deliverables and milestones within the Rautaki Māori work programme, and key deliverables from the Commission’s broader work programme.</p> <p>However, in circumstances where a meeting needs to be cancelled due to delays or other priorities, the Pou Herenga may be called to meet out of cycle. Such determination will be made at the discretion of the Chair in consultation with the Members and Secretariat.</p>
<p>Secretariat Support</p>	<p>The Secretariat is led by the Chief Executive and is also comprised of the Kaiwhakahaere Matua Māori, Rautaki Māori team, and administrative support from the Governance Services Team.</p> <p>The Secretariat will ensure the Pou Herenga is provided with the following:</p> <ul style="list-style-type: none"> • Calendar invites and online links: to be sent five (5) working days following the members agreement on annual meeting dates • Agenda: to be circulated to members five (5) days before the Pou Herenga meeting • Meeting Papers: to be circulated to members five (5) days before the Board meeting • Minutes: circulated 10 working days after the Board meeting and provided to the Commission Board within five (5) days as an FYI. <p>All communication from the Pou Herenga to staff of the Climate Change Commission will be through the Chief Executive, unless otherwise instructed by the Chief Executive.</p>

<p>Remuneration and Reimbursement</p>	<p>Remuneration is determined in accordance with the Cabinet Fees Framework CO (19) 1.</p> <p>Based on the function and level of expertise required of Pou Herenga members, daily fees have been rated as Level 1 under the Cabinet Fees Framework.</p>
<p>Relationship to the Climate Change Commission Board</p>	<p>The role of the Pou Herenga is to support and augment the Board’s leadership, through the provision of Te Ao Māori and Te Tiriti o Waitangi/The Treaty of Waitangi expertise and strategic advice relating specifically to the Rautaki Māori work programme, and other Iwi/Māori Kaupapa matters generally.</p> <p>It is important that there is a well-established relationship between the Board and the Pou Herenga.</p> <p>To maintain good connection between the two bodies, two Board members will also be members of the Pou Herenga, in addition the Pou Herenga will meet with the Commission’s Board biannually.</p>
<p>Media</p>	<p>In circumstances where the Commission is approached by media on matters relating specifically to:</p> <ul style="list-style-type: none"> • the Pou Herenga, or • aspects of Rautaki Māori deliverables with an emphasis on Te Ao Māori and Te Tiriti o Waitangi/The Treaty of Waitangi. <p>If it is not appropriate for the Commission’s nominated media spokespersons to comment, the Chair of the Pou Herenga is the mandated media representative. In these circumstances the Chair of the Pou Herenga will act in accordance with the Commission’s media engagement policy.</p>

Annex: Provisions cited from the Climate Change Response Act

5M Matters Commission must consider

In performing its functions and duties and exercising its powers under this Act, the Commission must consider, where relevant,—

- (a) current available scientific knowledge; and
- (b) existing technology and anticipated technological developments, including the costs and benefits of early adoption of these in New Zealand; and
- (c) the likely economic effects; and
- (d) social, cultural, environmental, and ecological circumstances, including differences between sectors and regions; and
- (e) the distribution of benefits, costs, and risks between generations; and
- (f) the Crown-Māori relationship, te ao Māori (as defined in section 5H(2)), and specific effects on iwi and Māori; and
- (g) responses to climate change taken or planned by parties to the Paris Agreement or to the Convention.

5N Consultation

(1) In performing its functions and duties and exercising its powers under this Act, the Commission must—

- (a) proactively engage with persons the Commission considers relevant to the functions, duties, and powers; and
- (b) where the Commission considers it is necessary, provide for participation by the public.

(2) The Commission may—

- (a) make publicly available, and invite submissions on, discussion papers and draft reports; and
- (b) undertake any other type of consultation that it considers necessary for the performance of its functions and duties under this Act.