

Policy: Climate Change Commission Interests Policy – Board Members

1. Te Aronga / Purpose

This policy sets out the Commission's approach to the disclosure and management of Board members' interests that arise in relation to the Commission's work.

2. Ngā Whakatinanatanga / Application

This policy applies to members of:

- The Board.

3. Tauki / Policy statement

Independence is fundamental to the Commission successfully delivering on its mandate. Therefore, the Commission takes a conservative approach to its management of interests to ensure that:

- The Commission can carry out and be seen to carry out its advice and monitoring roles in a fully independent and impartial manner.
- Board Members fulfill and are seen to fulfill their duty to act in the interests of the Commission.

4. Ngā Mātāpono / Principles

This policy is based on the following principles:

- All identified interests are managed in accordance with the Crown Entities Act 2004 (the Crown Entities Act).
 - The Commission's management of interests contributes to public confidence in the Commission as an independent, evidence-based organisation.
- The interests management process is consistent, workable, fair, and timely.
 - Board Members are supported to discharge their responsibilities in a way that considers their dignity and privacy.
 - Any decisions about interests are conducted in the spirit of core public service values¹ of:
 - Integrity
 - Impartiality
 - Accountability
 - Trustworthiness
 - Respect
 - Responsiveness.

¹ <https://oag.parliament.nz/2020/conflicts/part1.htm>

5. Ngā Tokohanga / Responsibilities

Position	Responsibility
Business Services - Governance Team/Secretariat	<p>Support and coordination</p> <ul style="list-style-type: none"> • Providing timely support to the Board Members throughout the process, respecting their privacy and dignity throughout. • Proactively updating Board Members on progress, including any delays, and working promptly to resolve matters. • Liaising promptly with subject matter and legal experts to obtain guidance on the response to declared interests. • Providing the Chief Executive and Chair with a clear, timely, assessment of interests, informed by subject matter and legal experts (where appropriate). <p>Register and meeting management</p> <ul style="list-style-type: none"> • Maintaining the Commission’s Interests Register. • Coordinating the timely publishing of Board Member interests and maintaining the Interests Register. • Capturing Board Meeting minutes to accurately reflect all decisions/disclosures. <p>Information and compliance</p> <ul style="list-style-type: none"> • Providing input to Parliamentary reporting with regards to Interest Management. • Ensuring that information is managed in accordance with the <i>Information Management Policy</i>.
Chief Executive	Preparing and endorsing recommendations for the Chair or Deputy Chair regarding declared interests in a timely manner.
Board Chair (Chair)	<p>Decision-making responsibilities</p> <ul style="list-style-type: none"> • Determining, without undue delay, whether a Board Member has an interest in a matter before the Commission. • Deciding whether it is appropriate to grant permission for a Board Member to continue to act. • If a permission is to be granted, determining any conditions to be imposed. • Receiving and determining requests to remove an interest from the register. (Note: this may be the case of historic interests or where a Board Member is no longer at the Commission.) <p>Escalation and review</p> <ul style="list-style-type: none"> • Considering requests for review of interest decisions raised by the affected Board Member, and where appropriate, referring the matter to the Minister, in a timely and fair manner.
Board Deputy Chair (Deputy Chair)	Carrying out the responsibilities of the Chair if the Chair if they are interested or unavailable.
Chair, Deputy Chair, Board Members	<p>Disclosure and engagement</p> <ul style="list-style-type: none"> • Identifying and disclosing in writing any interest that may have the potential to conflict with a matter before the Commission, as soon as practicable.

	<ul style="list-style-type: none"> • Working with the Board Governance Team/secretariat to ensure that all relevant information is available to support a timely recommendation to the Chair is available. • Requesting a review if they believe a decision about their declared interest was made in error or without sufficient context.
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6. Hātepe / Process

Being interested

Taken from s62 of the Crown Entities Act 2004. A person is interested in a matter if they:

- Gain a financial benefit from the matter.
- Are the spouse, civil union partner, de facto partner, child, or parent of a person who may gain a financial benefit.
- Have a financial interest in a person to whom the matter relates to.
- Are a partner, director, officer, Board Member, or trustee of a person who may have a financial interest in a person whom the matter related.
- May be interested in the matter because the entity's Act so provides or,
- Are otherwise directly or indirectly interested in the matter.

Disclosing interests

Requirement to make a disclosure

Board Members have an ongoing obligation to disclose interests to the Commission in a matter before the Commission, for example because it is a matter with respect to which the Commission is giving advice. Disclosures must be made as soon as practicable.

Disclosures are made by completing the *Disclosure of Potential Interest* form and submitting it to the Board Chair, the Chief Executive, and the Board Governance Team/secretariat.

Disclosures must be made:

- on joining the Board if there is anything to disclose, including highlighting any disclosures made as part of the application process
- whenever a matter arises in which a Board Member is interested
- as soon as practicable after a Board Member becomes aware that they are interested.

Prior to appointment

A prospective Board Member, prior to appointment, must disclose to the responsible Minister the nature and extent (including monetary value, if quantifiable) of all interests that the person has at that time, or is likely to have, in matters relating to the Commission.

Where there has been any failure to comply with this obligation, the Commission Board will notify the responsible Minister of this failure as soon as practicable after becoming aware of it.

Disclosures must include

Disclosure of any relevant interest must be made in sufficient detail that the Chair/Deputy Chair can determine whether the Board Member may act on a particular manner.

The details that must be disclosed are:

- a) The nature and monetary value of the interest (if monetary value can be quantified); or
- b) The nature and extent of the interest (if monetary value cannot be quantified).

Where the interest being disclosed relates to any overarching permissions that have been provided to a Board Member by the Chair/Deputy Chair, this should be identified by the Board Member at the time of disclosure.

Board Members should err on the side of openness when deciding whether an interest should be disclosed. If there is uncertainty about whether something constitutes as relevant, it is safer and more transparent to disclose the potential interest.

Considering disclosures

Once disclosed, the interest will be assessed by the Board Governance Team/secretariat and a recommendation prepared and endorsed by the Chief Executive (or delegate) will be provided to the Chair for approval.

The following areas are likely to be considered as part of the assessment:

- a) whether there is a connection between the interest disclosed and a matter before the Commission.
- b) how the interest and the matter could be related.
- c) the relative significance of the interest.
- d) how the situation could reasonably appear to an outside observer.
- e) If the disclosed interest falls under an existing overarching permission that has been granted.

The Chair will receive the endorsed recommendation for approval. In doing so, the following will be considered:

- whether the disclosure is an interest in a matter before the Commission.
- whether it is appropriate to grant permission for a Board Member to continue to act.
- if a permission is to be granted, whether any conditions are to be imposed.
- if an overarching permission to act is currently in place for the disclosed interest.

For transparency and to keep the Board Member who has made the disclosure informed, the Chief Executive's recommendation will be shared with them prior to going to the Chair for approval. If anything is highlighted by the Board Member that triggers further action, the Chair will be notified.

Effect of having an interest in a matter before the Commission

In alignment with S66 of the Crown Entities Act 2004, if the outcome of assessing and considering the disclosure is that the Board Member is interested with a matter in relation to the work of the Commission, the restrictions below will be put in place accordingly.

The Board Member:

- a) must not vote or participate in any activity, have access to relevant papers, or be involved in a discussion, or decision of the Board or committee relating to the matter.
- b) must not sign any documents relating to entering into a transaction or the initiation of the matter.

- c) is to be excluded for the part of a meeting where a discussion or decision relating to the matter occurs.

Permission to Act

In some circumstances, it may be in the public interest for the Chair to grant permission for the Board Member to continue to undertake Commission business. In this situation a Permission to Act will grant the permission to do any of the restrictions outlined above. This will be approved in writing by the Chair and provided to the Board Member.

In determining whether it is in the public interest to grant any such permission, the Chair will assess the seriousness of the interest and the level of risk it gives rise to. Factors that may need to be considered are:

- They type or size of the person's interest.
- The nature or significance of the particular decision or activity being carried out by the Board Member.
- The extent to which the person's other interest could specifically affect or be affected by the Board Members decision or activity.

The Permission to Act may state some conditions that the Board Member must comply with.

Reconsideration

If the disclosing Board Member disagrees with the decision, they may ask, in writing, to reconsider the decision. The Chair must reconsider the decision or refer it to the responsible Minister if applicable.

Notification and Publishing

In accordance with the Crown Entities Act, once a permission is granted:

- a) The Board will be notified.
- b) The interest and conditions where applicable will be published in the Annual Report.

This may include applicable historic interests.

It is the Commission's practice that:

- a) Interests and conditions are published on the Commission website.
- b) An item covering interests will be on the agenda at each Board meeting.

Note that publishing will not include financial information.

Removing Interests from the Interests Register

A request for permission to remove an interest can be made in writing to the Chair.

Reasons for removal of an interest may be:

- a) The Board Member has ceased to be on the Board of the Commission.
- b) The interest is historic, such as a contract that has come to an end. Noting that this does not automatically enable removal and will be approved on a case-by-case basis.
- c) Once removed, the interests will be managed in line with the *Commission's Information Management Policy*, the Public Records Act 2005, and Official Information Act 1982.

7. Tautuhi / Definition of terms applicable for this policy

Matter (Crown Entities Act 2004 s62)

A statutory entity's performance of its functions or exercise of its power; or

An arrangement, agreement, or contract made or entered into, or proposed to be entered into, the by the entity.

Close Relative

Spouse, civil union partner, de facto partner, child, or parent.

Standing Interests

Standing interests are ongoing interests (this may include a past interest) in any entity or matter which could in reasonable contemplation become relevant to the work of the Commission.

Financial Interest

Any situation where you stand to gain or lose financially from a decision you are asked to make. This can be direct or indirect.

Non-financial

Any situation where you are not affected financially by a decision but are affected in some other way that might make you biased or appear to be biased. A non-financial interest might arise, for example, from a family relationship, friendship, or any other sort of personal relationship.

Historic Interest

An interest that no longer has impact on the Commission's ongoing work.

Permission to Act

Where the Chair has provided written permission for a Board Member to continue to act notwithstanding an interest they have in a matter before the Commission. This may be an overarching permission where there has been an agreed defined and reasonable grouping of activities the Board Member is involved in.

8. Ngā Ture Hononga / Related legislation and documents

This policy is guided by the following legislation and regulations:

- Crown Entities Act 2004
- Climate Change Response Act 2002
- Public Records Act 2005
- Privacy Act 2020
- Official Information Act 1982

Related documents:

- Managing conflicts of interest: A guide for the public sector²
- Information Management Policy
- Procedures for Board Member Interests (Currently in draft)

9. Whakaaetanga / Approval

Policy	Owner	Approval Authority	Date approved / Effective from	Minor Amendments Authority	Next Scheduled Review
Name of Policy Ref. number 36	General Manager, Corporate, Accountability, Operations	Board	October 2025	Chief Executive	October 2028

Last Modified	What Was Modified	Approval Date

² <https://oag.parliament.nz/2020/conflicts>