**Terms of Reference**

**Strategy and Policy Committee │ Rautaki me Mehere**

Council assigns to the Committee responsibilities from time-to-time, and the Committee provides advice and reports back to Council on:

1. the provision of governance oversight into the development and review of plans, policies, strategies and by-laws;
2. the recommendation to notify proposed changes or variations to proposed Plans, Policies, Strategies and By-laws;
3. the governance oversight of consultation related to regional policies, plans and strategies;
4. the appointment of hearing committees or panels to hear submissions on regional policies, plans and strategies;
5. undertaking Water and Land Plan associated project work;
6. the receipt, and if necessary endorsement of, scientific studies/reports; receipt of SOE reports and/or score cards;
7. the compiling of submissions to Government as needed (if the Council timetable does not provide for same).

**Chairman:** Cr Lyndal Ludlow

**Deputy Chairman:** Cr Maurice Rodway

**Members:** Cr Neville Cook, Cr Paul Evans, Cr Alastair Gibson, Cr Robert Guyton, Cr Peter McDonald, Cr Jeremy McPhail, Cr Jon Pemberton, Cr Phil Morrison, Cr Eric Roy, Stewart Bull, Ann Wakefield, Chairman Nicol Horrell (ex officio)

**Quorum:** Seven

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**Terms of Reference**

### Regulatory Committee │ Whakaretea

Council assigns to the Committee responsibilities from time-to-time, and the Committee provides advice and reports back to Council on:

1. the approval of non-notified resource consent applications;

2. the need for formal review and amendment of existing plans, strategies and by-laws;

3. the consideration and determination of notified consent applications that are unable to be dealt with via the existing Delegations to staff (via the appointment of qualified hearing panels);

4. the appointment and performance of hearing committees/panels;

5. the implementation of NPS, frameworks, and environmental standards required;

6. the monitoring of regional plans, strategies and bylaws.

7. compliance and enforcement activities, including those relating to permitted activities, resource consents and biosecurity matters.

The Regulatory Committee has authority, delegated by Council, to appoint hearings commissioners under S.34A of the Resource Management Act. Such appointments are made in accordance with the Policy – Resource Consent Hearings Commissioner/Panel Appointment – CP B23.0, adopted by Council on 4 November 2023.

**Chairman:** Cr Neville Cook

**Deputy Chairman:** Cr Jeremy McPhail

**Members:** Cr Alistair Gibson, Cr Robert Guyton, Cr Peter McDonald, Cr Maurice Rodway, Chairman Nicol Horrell (ex officio)

**Quorum:** Three

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**Terms of Reference**

### Regional Services Committee │ Ropu Ratonga-a-Rohe

Council assigns to the Committee responsibilities from time-to-time, and the Committee provides advice and reports back to Council on:

1. governance oversight and monitoring of the non-regulatory implementation of Council plans, strategies and by-laws, including (but not limited to):

* River Corridor Concept Plans
* clean heat
* pollution prevention
* environmental education
* land sustainability
* the Waituna response.

2. managing the relationship of Council with the Catchment Liaison Committees;

3. governance oversight of and recommending programmes for delivery of flood protection and drainage maintenance;

4. governance oversight of and recommending programmes of work related to the Regional Pest Management Plan;

5. governance oversight of and recommending programmes of work that promote sustainable resource management practices.

6. governance oversight of the management of Council’s lease land.

**Chairman:** Cr Peter McDonald

**Deputy Chairman:** Cr Eric Roy

**Members:** Cr Paul Evans, Cr Lyndal Ludlow, Cr Jeremy McPhail, Cr Jon Pemberton, Cr Maurice Rodway, Gail Thompson, Estelle Leask, Chairman Nicol Horrell (ex officio)

**Quorum:** Five

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**Terms of Reference**

**Risk and Assurance Committee │Komiti tūraru me te whakaaetanga**

Council assigns to the Committee responsibilities from time-to-time, and the Committee provides advice and reports to Council on governance, risk management and internal control.

The Committee will review the effectiveness of the following aspects of governance, risk management and internal control:

1. oversight of risk management across Council (including Council-Controlled organisations). This incorporates corporate disciplines and systems and infrastructure and facilities, including:
	* risk policy, framework and strategy;
	* council’s “risk appetite” statement;
	* the effectiveness of risk management and internal control systems including all material financial, operational, compliance and other material controls including health and safety and business continuity and resilience;
	* new and/or emerging risks, and any subsequent changes to risk register;
	* draw Council attention to any other issues that the committee believes may negatively impact attainment of organisational mission and/or goals.
2. internal and external audit and assurance, including:
	* internal audit plans and programmes of work;
	* assurance reports dealing with audit findings, conclusions and recommendations (including CCOs);
	* management of the relationship with Council’s external auditors;
	* management’s responsiveness to findings and recommendations;
	* the Office of the Auditor General plans, findings and other matters of mutual interest.
3. integrity matters, including employee, contractor and elected member interests and ethics-based policies and issues.
4. monitoring of compliance with laws and regulations;
5. significant projects and/or programmes of work focussing on the appropriate management of risk;
6. Council’s compliance with the requirement to prepare external information through its Long‑term Plan, Annual Plan and Annual Report and other external reports required by statute.

**Chairman:** Andrew Douglas (Independent Appointee)

**Deputy Chairman:** Cr Lyndal Ludlow

**Members:** Cr Alastair Gibson, Cr Jeremy McPhail, Cr Phil Morrison, Cr Jon Pemberton, Cr Maurice Rodway, Chairman Nicol Horrell (ex officio)

**Quorum:** Four

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**Terms of Reference**

**Finance and Performance Committee │Komiti pūtea, ngā mahinga hoki**

Council assigns to the Committee responsibilities from time-to-time, and the Committee provides advice and reports to Council on:

* oversight of tasks associated with the development of organizational strategic plan;
* governance input into the development of output plans and budgets together with associated financial policies which support the delivery of the strategic plans, especially Long-term Plans and Annual Plans;
* governance oversight of performance reporting to Council regularly, including making recommendations as required, relating to Local Government Act annual reporting and audit by:
* reviewing periodic high level output reporting against targets and investigating areas of significant non-performance;
* reviewing related financial performance against budget and investigating areas of significant non-performance;
* monitoring overall financial wellbeing against budget;
* providing governance oversight to the completion of external audits including consideration of internal controls;
* governance oversight to the maintenance and development of corporate disciplines and infrastructure, including facilities, systems and risk management procedures;
* governance oversight to delegations of authority and associated internal organizational policy development.

**Chairman:** Cr Maurice Rodway

**Deputy Chairman:** Cr Lyndal Ludlow

**Members:** Cr Alastair Gibson, Cr Jeremy McPhail, Cr Phil Morrison, Chairman Nicol  Horrell (ex officio)

**Quorum:** Three

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**Terms of Reference**

**Southland Regional Transport Committee**

***Membership***

The Regional Transport Committee for Southland(RTC) comprises:

* two regional council representatives (Chair and Deputy Chair);
* one representative from the Waka Kotahi NZ Transport Agency;
* one district council representative from each of the:
* Gore District Council
* Invercargill City Council
* Southland District Council.

Total membership of the Southland committee equals six.

Membership is dictated by Section 105 of the *Land Transport Management Act 2003* (LTMA). Representatives are appointed by the regional council on the nomination of Waka Kotahi NZ Transport Agency and each of the territorial authorities.

***Objective***

To undertake the functions as prescribed by the *Land Transport Management Act 2003 and subsequent amendments.*

***Meeting Schedule***

The RTC normally meets at least three times a year but may meet more regularly depending on the work to be undertaken or the issues to be addressed. Where possible, members will be advised, in advance, of the meeting schedule for the year.

***Role and Functions***

The role and functions of the Regional Transport Committee are as follows:

1. to undertake the statutory requirements of the *Land Transport Management Act 2003*;

2. to prepare the Regional Land Transport Plan (RTLP) in co-operation with the Otago Regional Transport Committee, to prepare any applications to vary the RLTP and to process any applications to vary the RLTP (*LTMA Section 106(1)(a)*);

3. to prepare and adopt a policy that determines significance in respect of:

(a) any variations made to the RLTP;

(b) activities included in the RLTP (*LTMA Section 106(2)*);

4. to provide any advice and assistance the regional council may request on its transport responsibilities generally (*LTMA Section 106(1)(b)*);

5. to undertake monitoring to assess implementation of the Regional Land Transport Plan including monitoring of the performance of activities (*LTMA Section 16(3)(f) and 16(6)(e)*), in co‑operation with the Otago Regional Transport Committee;

6. to consult on a draft RLTP for the region in accordance with the consultation principles specified in Section 18 and 18A of the *Land Transport Management Act 2003,* in co-operation with the Otago Regional Transport Committee;

7. to complete a review of the RLTP during the six-month period immediately before the expiry of the third year of the Plan (*LTMA Section 18CA*) in co‑operation with the Otago Regional Transport Committee;

8. to advise the Council on any significant legislative changes, programmes, plans or reports relating to the region’s transport system;

9. to prepare and implement regional transportation planning studies, or pan-regional studies with the Otago Regional Transport Committee, when necessary;

10. to represent and advocate for transport interests of regional and/or pan-regional Otago Southland concern;

11. to consider and submit on transport-related policies, plans and consultation documents issued by the Ministry of Transport, Waka Kotahi NZ Transport Agency, regional/district councils, and other relevant organisations as considered appropriate, including submitting jointly with the Otago Regional Transport Committee, when appropriate;

12. to liaise with the Ministry of Transport, Waka Kotahi NZ Transport Agency, Commissioner of Police, regional/district councils, KiwiRail, the Department of Conservation and other interested parties on transport matters, and advise the Council on any appropriate new initiatives as considered appropriate;

13. to operate in a collaborate manner in the combined meetings of the Otago and Southland regional transport committees and to engage with other regional transport committees and working parties, which from time-to-time may be established;

14. to consider advice and recommendations from the Otago Southland [Regional] Technical Advisory Group.

***Members’ responsibilities for reporting back to the organisation they represent***

Each member of the Regional Transport Committee is expected to report back to their own organisations following each Regional Transport Committee meeting or workshop on matters discussed at those Committee meetings, and with particular reference to the RLTP. A briefing paper will be produced by the Regional Council for distribution to stakeholders and to assist members with their report back responsibilities.

***Terms of Membership***

Should a vacancy occur in the membership of the RTC, the Committee Secretary shall report this to the next meeting of the Council, which shall then invite the nominating organisation to nominate a replacement.

***Quorum and Voting Rights***

An Otago RTC meeting cannot proceed unless five committee members are present, at least one of whom must be representative of the regional council and no more than one to be an alternate representative.

A Southland RTC meeting cannot proceed unless four committee members are present, at least one of whom must be representative of the regional council and no more than one to be an alternate representative.

No voting will occur unless there is a quorum of committee members from those organisations allowed to vote on these matters.

The Chairperson has a deliberative vote and in the case of an equality of votes does not have a casting vote. Clause 24 of the 7th Schedule of the Local Government Act otherwise applies to voting.

The purpose of encouraging each organisation to have alternates is to ensure that each of the organisations involved in the RTC (the TAs, Waka Kotahi NZ Transport Agency and the regional council) is able to bring their organisation’s view to the table and to report back the outcome to their organisation.

Each organisation (i.e. the regional council, Waka Kotahi NZ Transport Agency and each district/city council) is therefore encouraged to have alternative representatives to act as a replacement should the appointed representative be absent from a meeting.

Alternates will count towards a quorum but do not have voting rights.

***Delegated Authority – Power to Act***

The Regional Transport Committee:

1. does not have the powers of Council to act in the following instances as specified by Clause 32 (1) of Schedule 7 of the *Local Government Act 2002* to:

(a) make a rate;

(b) make a bylaw;

(c) borrow money, or purchase or dispose of assets, other than in accordance with the Long‑term Plan;

(d) adopt a Long-term Plan, or Annual Plan or Annual Report;

(e) appoint a Chief Executive;

(f) adopt policies required to be adopted and consulted on under this Act in association with the Long-term Plan or developed for the purpose of the Local Governance Statement;

2. does have the ability to appoint a panel to hear RLTP, submissions, working parties, advisory groups and, where there is urgency or special circumstances, a sub‑committee to deal with any matters of responsibility within the Committee’s Terms of Reference and areas of responsibility, and to make recommendations to the Committee on such matters, provided that a sub‑committee does not have power to act other than by a resolution of the committee with specific limitations;

3. does have the ability to make decisions in accordance with the Terms of Reference and the *Land Transport Management Act 2003*.

***Power to Act (for the information of Council)***

1. The Regional Transport Committee has the power to:

2. monitor any transport activities of the regional council, territorial authorities and New Zealand Transport Agency in order to report on progress on the Regional Land Transport Plan;

3. prepare and recommend variations to the Regional Land Transport Plan that trigger the RTCs significance policy;

4. consider and recommend transportation planning studies and associated outcomes;

5. provide recommendations to relevant government agencies on transport priorities for the region and the allocation of national or regional transport funds.

**Chairman:** Cr Jeremy McPhail

**Members:** Cr Phil Morrison, Chairman Nicol Horrell (ex officio) plus appointed representatives as per meeting recommendation.

**Quorum:** Four

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**Terms of Reference**

**Investment Committee**

Council assigns to the Committee responsibilities from time-to-time, and the Committee provides advice and reports to Council on the Council’s Investment Portfolio and undertakes related activities to help maximise the returns to Council. This will include:

* providing Council with an annual strategic plan for the Investment Portfolio as a whole, ensuring that it meets Council’s financial goals;
* reviewing and where appropriate, recommending to Council changes in policies that relate to the management of the Investment Portfolio, or the Statement of Investment Performance and Objectives (the SIPO);
* advising Council on new commercial investments outside of the SIPO;
* undertaking annual strategic asset reviews (including annual reviews of third-party managers, where relevant);
* considering, informing, or advising Council on matters relating to the performance of the Investment Portfolio as a whole and each of the major assets included in the portfolio, including the performance of any third-party managers of those assets;
* managing key strategic relationships, including:
* liaising with senior management/the Board of South Port New Zealand Limited (SPNZ) and Council, to discuss matters relating to Council’s investment in SPNZ;
* considering, informing or advising Council on matters relating to the governance of SPNZ including those dealt with at Annual and Extraordinary General Meetings in accordance with Council policy;
* leading any third-party engagement on Council approved change in shareholding in SPNZ, including recommendations to Council;
* liaising with senior management of the Managers of the Managed Fuind portfolio, to ensure that they understand Council’s objectives for its investment, and manage and monitor the performance of the Investment Manager against the SIPO;
* advising the Risk and Assurance Committee about any investment performance or provider risks that they need to be aware of and govern;
* advising Council on current or potential debt facilities used to fund assets in the portfolio and manage key strategic relationships with debt providers.

The Investment Portfolio includes:

* the majority shareholding in South Port New Zealand (SPNZ), a strategic asset of Council’
* the Managed Fund portfolio governed by the SIPO;
* property owned by Council, including land associated with civic buildings and the associated civil defence/emergency management site, and in some circumstances, land that is primarily held for flood management purposes (and possibly leased out and generating a return rental);
* any other commercially material investment assets held outside of the SIPO; and
* debt facilities used to fund assets in the portfolio.

The Committee will have at least one, but not more than two, independent members.

**Chairperson:** Independent (TBC)

**Deputy Chairperson:** Cr Eric Roy

**Members:** Cr Paul Evans, Cr Alastair Gibson, Cr Lyndal Ludlow, Cr Peter McDonald, Cr Jeremy McPhail, Cr Jon Pemberton, Cr Maurice Rodway, Chairman Nicol Horrell (ex officio)

**Quorum:** Three (of whom the independent appointee must comprise).

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**Terms of Reference**

### Chief Executive’s Review Committee

The Chief Executive’s Review Committee will ordinarily be made up of those individuals who at the time are serving as:

Council Chairman

Council Deputy Chairman

Chair – Strategy and Policy Committee

Chair – Finance and Performance Committee

Chair – Regional Services Committee

Chair – Regulatory Committee

Chair – Regional Transport Committee

noting it is usual that the Deputy Chairman performs one of the Committee chair roles.

1. The Council Chairman will be the chair of the Committee.
2. A quorum is three, of whom one must be the Council Chairman, unless that person is on leave of absence.
3. The Committee is tasked with undertaking all performance reviews of the Chief Executive. The reviews will cover matters recorded in the Chief Executive’s employment agreement, any performance agreement that is in place, any matters arising from undertakings given or received at previous review dates, and any other matter that is timely and relevant to cover at such a review. As a result of annual the reviews the Council will be provided with a formal process:
	* of regular review and planning with the Chief Executive and Council in respect of the Council’s performance expectations of the Chief Executive, and the Chief Executive’s performance;
	* to prepare and adopt the Performance Agreement between Council and the Chief Executive;
	* to assist the Chief Executive to identify areas and priorities for efficiency and baseline reviews;
	* to receive briefings and act as a governance sounding board for organisational change and improvement processes
	* to review and recommend remuneration and other conditions of employment on behalf of Council
	* to develop, with the Chief Executive, and recommend professional development programmes and initiatives to further develop the Chief Executive.
4. The Committee may arrange for the use of advisors as provided in the Governance Policies and may employ or contract whatever resources that may be needed to carry out the review and associated actions in an efficient and effective manner.
5. The Committee will consult with the Council prior to commencement of reviews and may seek the views of all Councillors throughout any review process, either formally or informally
6. The Committee has authority to complete the reviews and to provide reports and recommendations to the Council for discussion and formal adoption or, if it considers it necessary, to seek Council consideration of any matters prior to completion of the review process.
7. The Committee will report back its decisions for ratification by Council.

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## Sub-Committees

### Climate Change Sub-Committee

The Climate Change Sub-Committee will work in genuine partnership with Mana Whenua/Te Ao Mārama Inc, recognising the importance of enduring and collaborative relationships between Environment Southland and Mana Whenua/Te Ao Mārama Inc.

The Climate Change Sub-Committee has been established to provide advice and to report back to Council on:

1. the development of the regional climate change strategy;

2. regional, national and international climate change developments, including emerging issues and impacts, changes in legislative frameworks and their implications for Council’s climate change strategies, policies, plans, programmes and initiatives;

3. effective regional leadership on climate change to reduce greenhouse gas emissions and ensure a climate resilient future for Murihiku Southland;

4. opportunities for collaboration with other regional councils and territorial authorities on climate change and climate resilient communities, including the regional climate change inter-agency group;

5. opportunities for advocacy to central government to align;

6. Environment Southland regional climate change programmes and initiatives, including enabling the Murihiku Southland community to adapt to climate change and support the region’s transition to a low emissions economy;

7. Environment Southland’s internal work programme as a climate change leader aiming to reduce its own carbon footprint.

These Terms of Reference are a living document and will be reviewed by the Committee, as required.

**Chairman:** Cr Maurice Rodway

**Deputy Chairman:** Cr Phil Morrison

**Members:** Cr Robert Guyton, Cr Lyndal Ludlow, Cr Peter McDonald, Cr Eric Roy, Stewart Bull, Chairman Nicol Horrell (ex officio)

**Quorum:** Four