



Board Charter

Version: 2.0

14 May 2025

1.0 Purpose of the Board Charter

This Board Charter sets out the corporate governance for the New Zealand Infrastructure Commission/Te Waihanga (the Commission), including its key roles and relationships.

2.0 Autonomous Crown Entity

The Commission is an Autonomous Crown Entity (ACE) established under the [New Zealand Infrastructure Commission/Te Waihanga Act 2019 No 51 \(as at 01 September 2022\), Public Act – New Zealand Legislation](#).

An ACE must have 'regard' for implementing Government policies if directed by the responsible Minister, as set out in the Crown Entities Act 2004 and the New Zealand Infrastructure Commission/Te Waihanga Act 2019. This means that, when the Minister issues a direction relating to government policy, the Board must actively consider that policy in its decision-making and operations. However, the Board retains discretion and is not obliged to implement the policy if, after due consideration, it determines that doing so would not be consistent with the Commission's statutory objectives or functions.

This is distinct from Crown agents, which must "give effect to" government policy (i.e., implement it as directed), and independent Crown entities, which are generally not subject to government policy directions unless specifically provided for in their establishing legislation.

In practice, this means Board members must:

- Give genuine and documented consideration to any government policy direction received;
- Be able to demonstrate how the policy was considered in Board deliberations and decisions;
- Retain the ability to make decisions that best meet the Commission's legislative mandate and the long-term interests of New Zealanders, even if those decisions differ from the policy direction, provided the Board can justify its reasoning.

Provisions affecting the Board's governance, members and reporting are set out in the Crown Entities Act 2004, and the Infrastructure Commission/Te Waihanga Act 2019 tailors those principles specifically for the Commission's infrastructure-focused mandate and infrastructure-specific reporting obligations.

Additional legislation the Commission must comply with includes:

- Official Information Act 1982
- Public Records Act 2005
- Public Service Act 2020
- Companies Act 1993
- Ombudsmen Act 1975
- Public Finance Act 1989
- Public Audit Act 2001
- Various Acts relating to employment and human rights.

2.1 The Commission's Functions

The functions of the Commission are set out in the New Zealand Infrastructure Commission/Te Waihanga Act 2019.

The Commission's main function is to coordinate, develop and promote an approach to infrastructure that encourages infrastructure, and services that result from the infrastructure, that improve the wellbeing of New Zealanders.

The Commission has the following additional functions:

Strategy and planning function

Provide advice on:

- a. the ability of existing infrastructure to meet community expectations, and current and future infrastructure needs; and
- b. priorities for infrastructure, and any matters that prevent, limit or promote the efficient and effective delivery of infrastructure and services that result from the infrastructure.

Support functions

- a. Promote a strategic and coordinated approach to the delivery of current and proposed infrastructure projects;
- b. provide and coordinate information about current infrastructure projects; and
- c. provide support services to current and proposed infrastructure projects.

Reports

Develop strategy reports that include a statement as to the ability of existing infrastructure to meet community expectations for the next 30 years and identifies the priorities for infrastructure over the next 30 years.

2.2 Role in driving the Government's priorities in the infrastructure sector from 2024

In December 2024, the Government outlined the role of four central agencies and entities involved in driving the Government's priorities in the infrastructure sector: The Treasury, the Commission, National Infrastructure Funding and Financing Limited (NIFF) and Crown Infrastructure Delivery Limited (CID).

They described the Commission's role as seeking to deliver a positive change in New Zealand's planning and delivery of infrastructure, its systems and settings, through:

- Developing a National Infrastructure Plan, including the Infrastructure Priorities Programme, which sets the direction for the next 30 years.
- Providing independent advice on complex project delivery that is applicable to the wider sector and reviewing infrastructure projects where additional advice is needed.
- Managing the Infrastructure Pipeline, which provides a national view of current or planned infrastructure projects.

Providing independent strategic policy advice on infrastructure issues.

3.0 Roles of the Responsible Minister and Treasury

3.1 Responsible Minister

The Minister is responsible to Parliament for managing the Crown's interest in the Commission, particularly:

- a. making sure, through appointment, re-appointment and/or removal of Board members, that an effective Board is in place to govern the Commission;
- b. appointing one of the Board members as the Chair and another Board member as the Deputy Chair;
- c. ensuring that the Board members selected have the independence, skills, knowledge, and experience necessary for the Board to work effectively; and
- d. participating in setting the Commission's direction and reviewing the operations and performance of the Commission.

The role of the responsible Minister is to oversee and manage the Commission in accordance with the Crown Entities Act 2004. Their duties are outlined in [Owner's Expectations: Expectations for Crown companies and entities on which the Treasury provides ownership, governance and performance advice - September 2024.](#)

3.2 Representatives

The Minister may appoint Representatives to the Commission from time to time. Any process or protocol for these roles may be attached as an Appendix to this Charter.

3.3 Treasury

On behalf of the responsible Minister, the Treasury is responsible for:

- a. advising the responsible Minister on setting expectations and on the performance of each board and organisation overall, with a particular focus on protecting and actively optimising the Crown's investment in the entity.
- b. manages the process to appoint directors on behalf of Ministers and provides advice on skills and competencies required for each board;
- c. assessing entity performance across four dimensions:
 - Strategy, investment and alignment
 - Leadership
 - Organisational performance
 - Delivery of results.

4.0 Roles at the Commission

Appendix A shows a diagram of the Commission's relationships outlined below.

4.1 The Board

The Board is responsible for:

- a. being accountable to the responsible Minister;
- b. setting expectations under and owning its SOIs, SPEs, Annual Reports and strategy reports;
- c. ensuring the Commission acts in a manner consistent with the objectives and functions set out in the New Zealand Infrastructure Commission/Te Waihanga Act 2019, the Commission's current SOI and SPE, the Crown Entities Act 2004 (CEA) (sections 49-52) and other relevant protocols;
- d. ensuring the Commission performs its functions efficiently and effectively, and meets its obligations to the responsible Minister as outlined in its SOI and SPE;
- e. maintaining a 'no surprises' approach with the responsible Minister;
- f. responding to requests under the Official Information Act 1982 (OIA), providing information for Ministers to reply to parliamentary questions, appearing if required before select committees, or submitting additional reporting if required by legislation;
- g. ensuring the Commission acts in a financially responsible manner and that it prudently manages its assets and liabilities, endeavours to ensure its long-term financial viability, and acts as a successful going concern;
- h. ensuring the Commission appropriately engages with Māori as tangata whenua of Aotearoa, New Zealand;
- i. ensuring the Commission fosters, cultivates and preserves a diverse and inclusive workplace;
- j. ensuring all Board Members commit to the Public Service Commissioner's Code of Conduct for Crown Entity Board Members by signing a copy to be retained by the Board Secretary and act in a manner consistent with the requirements;
- k. appointing the Chief Executive, setting their remuneration and objectives, and monitoring their performance;
- l. ensuring delegation policies and procedures, including the process for reviewing delegations, any generic conditions or restrictions are monitored, as Boards remain legally responsible for the exercise of any functions and powers exercised under delegation;
- m. operating as good crown entity employers, setting pay and employment conditions;
- n. approving the Commission's policies including health, safety and wellbeing policy and practices;
- o. ensuring any approach to the responsible Minister is in consultation with the Chair;
- p. ensuring any contact with the Commission management is in consultation with the Chief Executive or their delegated authority;

- q. engage an external third party to undertake a thorough, independent evaluation of the Board and Board Committee's performance, and to provide a report and recommendations to improve performance every three years. The Board will consider the findings and implement appropriate actions arising from the review. The Chair is responsible for leading these processes, supported by the Risk and Assurance Committee Chair who is responsible for leading the process for evaluating the Chair's performance.
- r. investing the Board's time and resources to ensure Board members retain a sound understanding of their responsibilities, and have collective or individual professional development; and
- s. investing the Board's time and resources to ensure there is an appropriate induction programme for new Board members;
- t. understanding their duties and the consequences of breaching them.

4.2 Board Appointments, Nominations, and Reappointments

Appointments and reappointments of Board members are the responsibility of the responsible Minister, with support from the Treasury Governance & Appointments Team. The process is undertaken in accordance with the CEA and relevant Cabinet guidance.

The Treasury Governance & Appointments Team manages the nominations and appointments process, including advertising, shortlisting, and due diligence.

The Chair and/or Deputy Chair may be consulted to provide input on skills, experience, and Board needs, and may be asked to provide feedback on potential candidates.

Where appropriate, the Public Service Commissioner is consulted, particularly in relation to governance best practice and diversity.

There is no automatic right of reappointment for incumbent Board members. All reappointments are subject to consideration of performance, Board composition, and the needs of the Commission.

The Appointments & Honours Committee of Cabinet makes the final decision on appointments and reappointments, and may recommend appointments to the Governor-General where required by legislation.

This section should be read in conjunction with sections 29–31 of the CEA and current Public Service Commission guidance on board appointments and reappointments.

4.3 The Chair and Deputy Chair

The Board Chair is responsible for:

- a. chairing or arranging another Board member to chair the Board meetings;
- b. inducting any new Board members on the Commission's current strategies and directions;
- c. leading the establishment, implementation, and ongoing review of formal procedures for evaluating the Board, the Board Committees and Board members, with support from Treasury's Governance and Nominations Committee;

- d. supporting the Treasury's appointments team with nominations, appointments and reappointments as outlined above in 4.2; and
- e. ensuring the Board meets the expectations of the Government detailed in the "Enduring Letter of Expectations" (October 2019), and subsequent Letters of Expectations.

If the Board Chair is unavailable or is conflicted, the Deputy Chair may exercise all the functions and powers of the Chair.

The Board may by resolution appoint a temporary Deputy Chair.

4.4 Board Members

Board members have obligations set out in section 87 of the CEA which sets out the accountability of members to Shareholding Minister's. Members must follow the CEA and the Enabling Act in section 95 of the CE Act. Board member individual duties are set out in sections 53-57 of the CEA:

- comply with the Crown Entities Act and the entity's own Act
- act with honesty and integrity
- act in good faith and not at the expense of entity's interests
- act with reasonable care, diligence and skill
- not disclose information.

4.5 Board Committees

The Board may appoint standing Board Committees, under clause 14, Schedule 5 of the CEA.

The Board has one current standing Board Committee, Risk and Assurance, to assist it in carrying out its responsibilities, and the Board has delegated some of its responsibilities, powers and authority to that Board Committee.

The Risk and Assurance Committee assists the Board with governance and oversight of all matters relating to risk management, financial management, performance management and controls.

The Board may, from time to time, establish ad hoc or other standing Board Committees and delegate responsibilities, powers and authority to those Board Committees.

The Board is responsible for appointing the Chair of the Risk and Assurance Committee who must be either a Chartered Accountant (CA) or Certified Practising Accountant (CPA) in accordance with internationally accepted good governance standards and will also approve the Committee's Terms of Reference. See the Risk and Assurance Committee's Terms of Reference in Appendix B.

4.6 The Chief Executive

The Chief Executive is responsible for:

- a. leading the day to day business, operations and people;
- b. developing strategies for review and decision by the Board, and implementing the Board's decisions;

- c. accepting authorities delegated by the Board;
- d. keeping the Board informed and attending the Board meetings in an advisory capacity;
- e. maintaining a 'no surprises' approach with the Board;
- f. maintaining a good working relationship with the Chief Executive of the Treasury and other stakeholders;
- g. public relations and communications on behalf of the Commission; and
- h. developing, implementing and monitoring the Commission's policies.

The Chief Executive is charged with the day to day management of the Commission, and provides the principal link between the Board and management.

The Board appoints the Chief Executive, and sets the remuneration and annual performance objectives in accordance with Public Service Commission (PSC) processes. This includes consulting with the PSC and obtaining the Commissioner's approval for remuneration decisions each year, as required by the CEA and relevant PSC guidance.

4.7 Board Secretary

The Governance Adviser or such other person as appointed by the Board, shall be the Board Secretary. The Board Secretary is responsible for:

- a. contributing to the good governance of the Board through management of the Board's
- b. governance workplan and meeting programme;
- c. monitoring compliance with Board and Board Committee policies and procedures;
- d. in conjunction with the Board Chair and Chief Executive, ensuring timely completion and distribution of the agenda and papers for all Board and Board Committee meetings;
- e. ensuring all documentation relating to the Board and Board Committees is centrally held and archived appropriately;
- f. managing the Board budget and ensuring the Board members' fees and expenses are paid in line with policy; and
- g. acting as the single point of contact for all Board functions and all non-Chief Executive to Board communications.

5.0 Key Accountability Documents

5.1 Letter of Expectations

The responsible Minister(s) will provide Letter of Expectations (LOE) that sets out their expectations of the Commission Board for the coming financial year. The LOE is one of the key inputs into the Commission's SOI and SPE.

5.2 Statement of Intent

The purpose of the SOI is to promote public accountability by:

- a. setting out the Commission's medium-term intentions and commitments;
- b. enabling the Crown to participate in the process of setting those intentions and commitments;
- c. providing Parliament with contextual information about the Commission, and information about the intentions and commitments that have been set; and
- d. providing a baseline so the Commission's actual performance can be assessed.

5.3 Statement of Performance Expectations

The SPE is published every year and contains a commentary on the Commission's priorities for the coming year, performance measures, and the forecast financial statements which will be reported in the Annual Report.

5.4 Annual Report

The Annual Report is to be prepared in accordance with sections 150-157 of the CEA and requires Board approval prior to submission to the responsible Minister(s) and the public. The Annual Report is published every year, and reports on progress against the performance measures and financial position.

6.0 Reporting

6.1 Reports and Meetings with the responsible Minister

Unless the responsible Minister requires otherwise, the Commission provides the Minister with the following:

- a. regular reports to update the Minister on key issues and developments; and
- b. monthly meetings or as required between the Board Chair, the Chief Executive and the Minister on strategy, key issues and developments.
- c. 'no surprises' reports, as required.

6.2 Reporting and Disclosure

The Board is responsible for ensuring:

- a. there is integrity in financial reporting and in the timeliness and balance of disclosures on
- b. the Commission's affairs;
- c. a rigorous process for assuring the Board of the quality and integrity of the Commission's financial reports including their relevance, reliability, comparability and timeliness; and
- d. that the annual reporting against the SOI and SPE, in addition to the information required by law, includes sufficient meaningful information to enable the responsible Minister(s) and the public to be well informed on the Commission's affairs.

6.3 Auditors

The Auditor-General appoints the Commission's external auditor, who undertakes the annual audit of the Commission's financial and non-financial performance. These areas are reported in the Commission's Annual Report.

The Board facilitates full and frank dialogue between the Risk and Assurance Committee, the external auditor and management.

7.0 Board Procedures

7.1 Meetings

The Board has agreed to hold meetings at least six times per year, however it may be necessary to meet more often for the Board to fulfil its responsibilities. The Board Chair, any Board member or the Chief Executive may request a meeting at any time if necessary. The Board Chair has the discretion to determine if an extraordinary meeting is required.

Meeting dates for the Board are agreed annually (but generally no later than the October meeting) for the following year. Timely notice of meetings shall be provided. The Board Chair has the discretion to change the dates after consultation with the other Board members.

The Board may meet virtually if required, provided that all of the members who wish to participate in the meeting have access to the technology needed to participate and the members can simultaneously communicate with each other throughout the meeting.

7.2 Quorum

The quorum for a Board meeting is half the number of Board members if the Board has an even number of members, or a majority of the Board members if the Board has an odd number of members. No business may be transacted at a Board meeting if there is no quorum.

7.3 Agendas and papers

Unless agreed otherwise with the Board Chair in extraordinary circumstances, Board and Board Committee papers are distributed to Board members and attendees preferably five business days prior to the scheduled meeting, but no less than three business days. The papers are confidential and should not be shown or copied to any third party without the prior written approval of the Board Chair (or the Risk and Assurance Chair in relation to Risk and Assurance Committee papers).

7.4 Minutes

The Board Secretary or representative is present and prepares the minutes of all Board and Committee meetings. In preparing the minutes, the Secretary will record matters discussed in general terms as opposed to producing a verbatim record. Draft minutes are forwarded as soon as practicable after a meeting to the relevant Chairs for comment.

7.5 Absence

Board meeting attendance is recorded and included in the Commission's Annual Report.

Where a Board member is absent from Board meetings or Board business for a period greater than two months, the annual fee (if applicable) may be pro-rated to take into account this absence (e.g. an absence of two months would result in payment of 10/12 of the annual fee).

Where a Board member fails to attend a significant number of meetings, or otherwise perform their duties as a member, the Board Chair needs to raise the issue of expectations about performance with the member and if necessary with the responsible Minister.

8.0 Professional Advice and Opinions

To carry out its role, the Board may need to seek legal opinions or other independent professional advice. Where it is impracticable or inappropriate for the whole Board to approve the procurement of the advice, the Board Chair (with the approval of the Chair of the Risk and Assurance Committee) may initiate this process. However, the full Board should be advised as soon as possible of the arrangements entered into.

The process of selecting the provider of the legal opinion or independent advice will be transparent and undertaken in accordance with the Commission's procurement policy. The Board will be provided with copies of any legal opinions or professional advice, which are commissioned on the Board's behalf.

9.0 Board Members' Fees and Expenditure

The Cabinet Office Circular [CO \(22\) 2 - Revised Fees Framework for members appointed to bodies in which the Crown has an interest | Department of the Prime Minister and Cabinet \(DPMC\)](#) sets out the framework and guidance on Board fees and expenses.

Appendix C sets out the process including forms for invoicing Board Member fees and expenses.

9.1 Fees

Board members are currently on a daily rate, and are advised to refer to paras 46 to 52 of [CO \(22\) 2 - Revised Fees Framework for members appointed to bodies in which the Crown has an interest | Department of the Prime Minister and Cabinet \(DPMC\)](#) and their letter of appointment for further guidance.

Board members should also refer to paras 82 to 85 of [CO \(22\) 2](#) in relation to fees chargeable for time spent in travel to meetings/sittings or on board business (daily fees only).

When Board members are on an annual rate, please refer to paras 37 to 45 of [CO \(22\) 2](#) for guidance.

In relation to tax on fees, please refer to paras 169 to 173 of [CO \(22\) 2](#) for guidance. Board members are advised to seek independent tax advice when structuring their affairs, particularly in relation to Board fees.

Appendix C – Form A shows information required for Board members' fees invoices.

9.2 Expenditure

Refer to paragraphs 92 to 94 of [CO \(22\) 2](#).

Board members must comply with the Government requirement of prudent spending of public funds. The Board follows the Commission's policies on expenses, travel, gifts and hospitality and will use relevant contracted All of Government providers.

If a Board member travels on behalf of other entities or themselves, the Commission expects that the Board member will take care to ensure the Commission is only charged for the Commission related share of the costs, that there is no duplication of claims, and all expenses are allocated between the different entities.

The Commission recognises that it will not always be practical to differentiate precisely which entity is deriving the benefits, and the Commission's guideline is that the entity that receives the substantive benefit pays for it.

For Board meetings and events, the Commission arranges the Board members' travel and accommodation (via a contracted All of Government travel and accommodation provider), and these costs are charged directly to the Commission.

Appendix C includes processes for Board expense authorisations.

9.3 Board Meeting Expenses – Authorisation Process

Standard expenses relating to Board meetings or events organised by the Commission that are expenditure charged to the Commission (e.g. flight and accommodation), or for which a reimbursement claim is made, may be approved by the Chief Executive and will be reviewed by Risk and Assurance Committee Board on a quarterly basis.

Appendix C – Form B shows information required for Board members' reimbursement claims, including GST receipts.

9.4 Ad-hoc Board Expenses – Authorisation Process

Any other Board expenses must be pre-approved by the Board Chair (or by the Risk and Assurance Committee Chair for Board Chair's expenses).

Stakeholder entertainment

- Expenditure on stakeholder entertainment needs to be planned and transparent, with any information or views that are gathered being fed back to the Board as a whole.

Overseas travel

- Board members must obtain approval from the Board Chair (or the Risk and Assurance Committee Chair in the case of the Board Chair's travel) for any proposed overseas expenditure prior to travel commencing, and the Board advised of the proposed travel.
- Applications for travel should include the reason for the proposed travel, and the estimated expense amounts to be incurred, consistent with the Commission's travel policy.

Following the travel, the Board member will promptly complete a claim that sets out all charges made to the Commission or claimed from the Commission, for review by the

Commission and then approval by the Board Chair (or the Risk and Assurance Committee Chair, in the case of the Chair's expenses).

9.5 Expenses for Board members' partners

Where partners are invited to attend the Commission related events, the issue of whether travel costs are met by the Commission or by the Board member personally will be decided on a case by case basis, but generally the Board member will pay the cost of a partner's travel.

9.6 Technology Hardware

The Commission will not, as a matter of course, provide Board members with technology items such as mobile phone handsets, personal digital assistants, laptops, desktops, printers etc. However, where there is benefit to the Commission in providing technology to a Board member in order to provide a more efficient and effective method of operation, the Commission may provide such hardware on a loan basis. If hardware is provided, assets will be recorded on the Commission's Asset Register.

9.7 Insurance

Board members of the Commission are covered under the Commission's professional indemnity, Board members and officers, general liability and statutory liability insurance policies.

Cover is also provided for Board members when travelling overseas on the Commission business when authorised by the Commission. Board members are responsible for ensuring the insurance cover is adequate for their personal circumstances before travelling.

Appendix D includes details of insurance for Board members and officers.

10.0 Ethical Standards

Board Members individually will ensure they fulfil the following the Crown Entities Act 2004 (CEA) and ethical duties:

- a. to not contravene, or cause or agree to the Commission's contravention of the CEA or the New Zealand Infrastructure Commission/Te Waihanga Act 2019;
- b. to exercise the powers and discretions conferred upon them in good faith and honestly in the interests of, and for the benefit of, the Commission;
- c. to not delegate decisions or act under a third party's direction, except as permitted by law;
- d. to not act for their own benefit, or for the benefit of any third party;
- e. to never solicit favours;
- f. to not disclose information or make use of it, except when required for the Commission to perform its functions and as permitted by law;
- g. to not promote personal interests by making or pursuing a gain in circumstances in which there is a conflict (i.e. real, potential or perceived) between the Board member's personal interests and those of the Commission;

- h. to ensure proper use of the Commission's resources and that any expenditure is not wasteful, excessive or inappropriate for a Crown entity;
- i. to show careful judgement when considering offers of gifts or hospitality, and disclose any gifts to the Board Chair and Board Secretary, be noted on the Commission's Gift Register;
- j. to understand any protocols surrounding koha, offering gifts and hospitality, noted in the Commission's operating policies;
- k. to not work for the Commission in any professional capacity (e.g. be a paid consultant), in addition to their Board member role. This restriction is noted in the [CO \(22\) 2 - Revised Fees Framework for members appointed to bodies in which the Crown has an interest | Department of the Prime Minister and Cabinet \(DPMC\)](#) and the Minister's Letter of Appointment; and
- l. to conform to the Commission's operational policies.

10.1 Conflict of Interest

Board members must act in a manner that ensures public trust and confidence in the Commission's governance. All interests both perceived and real, which may have a bearing on their role as a Commission Board member, must be declared and any identified conflicts effectively managed.

Board Members will comply with the [Members' interests and conflicts: identification, disclosure and management - Te Kawa Mataaho Public Service Commission](#), and can refer to the OAG's [Managing conflicts of interest: A guide for the public sector](#).

Appendix E shows sections 62 to 72 of the CEA governing potential conflicts of interest which may arise between Board members and the Commission's business.

Appendix F outlines conflict of interest procedures.

10.2 Conflict of Interest ongoing monitoring

Board members must keep their interests under regular review and update their declarations (and, as appropriate, any associated conflict management plan) as circumstances change. Audit of the Interest Register by the Risk and Assurance Committee and the Board at each of their meetings will ensure compliance.

10.3 Consequences of Non-Compliance of Conflict of Interest procedures

Failure to disclose or appropriately manage a conflict of interest may result in notification to the responsible Minister and corrective action by the Board. Persistent breaches may lead to removal from office under applicable legislation.

10.4 Confidentiality and security of information

The overarching obligation is that Board members must ensure that information they hold about the Commission or receive from the Commission is kept securely and treated in strict confidence as per section 57 of the CEA, and that property of the Commission (including information) is used solely in the best interests of the Commission.

Board members must take all reasonable steps to ensure the security and confidentiality of Commission information in their possession. This includes using strong, unique passwords and enabling two-factor authentication (2FA) on all devices, document storage systems, and email accounts used for Board business. Board documents and emails should be accessed and stored only on secure, password-protected devices and platforms that meet organisational security standards.

Board members must not share passwords or allow unauthorised access to Board information, and should promptly report any suspected security breaches or loss of information to the Chief Executive or Board Secretary.

11.0 Risk Management

The Board is responsible for ensuring that:

- a. the Commission has appropriate processes that identify and manage potential and relevant risks;
- b. the Board has communicated to the Chief Executive their risk appetite;
- c. the Commission operates rigorous processes for risk management and internal controls; and
- d. the Board receives regular reports on the risk management and internal control processes.

12.0 Health, Safety and Wellbeing

Members of the Board, as “Officers” under the Health and Safety at Work Act 2015 (HSWA), must each exercise due diligence to ensure that the Commission complies with its duties and obligations under New Zealand health and safety legislation. Each Board member must exercise the care, diligence, and skill that a reasonable officer would exercise in the same circumstances, taking into account (without limitation):

- a. the nature of the Commission; and
- b. their position as a Board member and the nature of the responsibilities undertaken by them in that position.

This includes taking reasonable steps:

- a. to acquire, and keep up to date, knowledge of work health and safety matters;
- b. to gain an understanding of the nature of the Commission’s operations and generally of the hazards and risks associated with those operations;
- c. to ensure that the Commission has available for use, and uses, appropriate resources and processes to eliminate or minimise risks to health and safety from work carried out by it;
- d. to ensure that the Commission has appropriate processes for receiving and considering information regarding incidents, hazards, and risks and for responding in a timely way to that information;
- e. to ensure that the Commission has, and implements, processes for complying with its

duties and obligations under the HSWA; and to verify the provision and use of the resources and processes referred to in above paragraphs 12c. to 12d.

13.0 Review of the Charter

The Charter will be reviewed every two years after the last review date, and be published on the Commission's website.

	Appendices
A	Relationship of Board Chair, Deputy Chair, Board members, Board Committees, Chief Executive, Board Secretary
B	Risk and Assurance Committee – Terms of Reference
C	Board Fees and Expenses Process including Forms <ul style="list-style-type: none"> - Board Fees - Board Expenses
D	Details of insurance for Board members and officers, including explanation of what acts, omissions, and costs are not included.
E	Sections 62-72 of the Crown Entities Act (Conflict of Interest Disclosure Rules)
F	Conflict of Interest procedures <ul style="list-style-type: none"> - Conflict of Interest Management Plan template
G	Ministerial Representative overview

Appendix A: Relationship of Board Chair, Deputy Chair, Board members, Board Committees, Chief Executive, Board Secretary

1. Board Chair and Deputy Chair

The Board Chair is appointed by the responsible Minister from among the Board members, as is the Deputy Chair. The Chair leads the Board, sets the agenda, presides over meetings, and acts as the primary liaison with the Minister and external stakeholders. The Deputy Chair supports the Chair and assumes all Chair functions when the Chair is unavailable or conflicted, ensuring continuity of leadership and governance.

2. Board Members

All Board members, including the Chair and Deputy Chair, are responsible to the responsible Minister, with support from the Treasury Governance & Appointments Team at Cabinet. Board members collectively provide strategic direction, ensure compliance with statutory duties, and oversee the performance of the Commission. Each member brings independent judgment and a diversity of skills to Board deliberations, acting in the best interests of the Commission.

3. Board Committees

The Risk and Assurance Committee is the only current standing committee of the Board. It comprises Board members and one independent member, appointed for their expertise in finance, risk, and governance. The Committee assists the Board in overseeing risk management, financial integrity, compliance, and assurance processes, and reports directly to the Board. The Board retains ultimate responsibility for all decisions.

4. Chief Executive

The Chief Executive (CE) is appointed by and accountable to the Board. The CE is responsible for the day-to-day leadership and management of the Commission, implementing Board strategy, and ensuring the organisation meets its statutory and performance obligations. The CE attends Board meetings (except when their own performance or remuneration is discussed, or there is Board-only time) and provides regular updates on operational matters.

5. Board Secretary

The Board Secretary is appointed by the Chief Executive and is responsible for supporting the Board and its Committees. The Secretary manages Board and committee meeting administration, ensures accurate record-keeping, maintains governance documentation, and supports compliance with statutory and policy requirements. The Secretary acts as a key conduit for communication between the Board, the CE, and management.

6. Ministerial Representative

The Ministerial Representative reports to the Minister, and at their discretion, meets with the Board immediately before or after (but outside of) each board meeting. They are appointed by the Minister, and are a senior Treasury official on behalf of the Crown. Their role is to support embedding of changes to the Commission's role as part of the Crown infrastructure system for an initial term of three years, to align with the review of the infrastructure entities to take place as agreed by Cabinet [CAB-24-MIN-0315].

7. Reporting and Accountability Lines

- The Chair, Deputy Chair, and all Board members are peers in terms of appointment and collective responsibility, with the Chair and Deputy Chair holding additional leadership and liaison duties.
- The Risk and Assurance Committee reports to the full Board; its recommendations are considered by the Board as a whole.
- The Chief Executive reports directly to the Board, ensuring that Board decisions are implemented and that the Board is kept informed of all significant matters.
- The Board Secretary reports to the Chief Executive but provides independent administrative and governance support to the Board and its Committees.

8. The New Zealand Machinery of Government Framework for Crown Entities

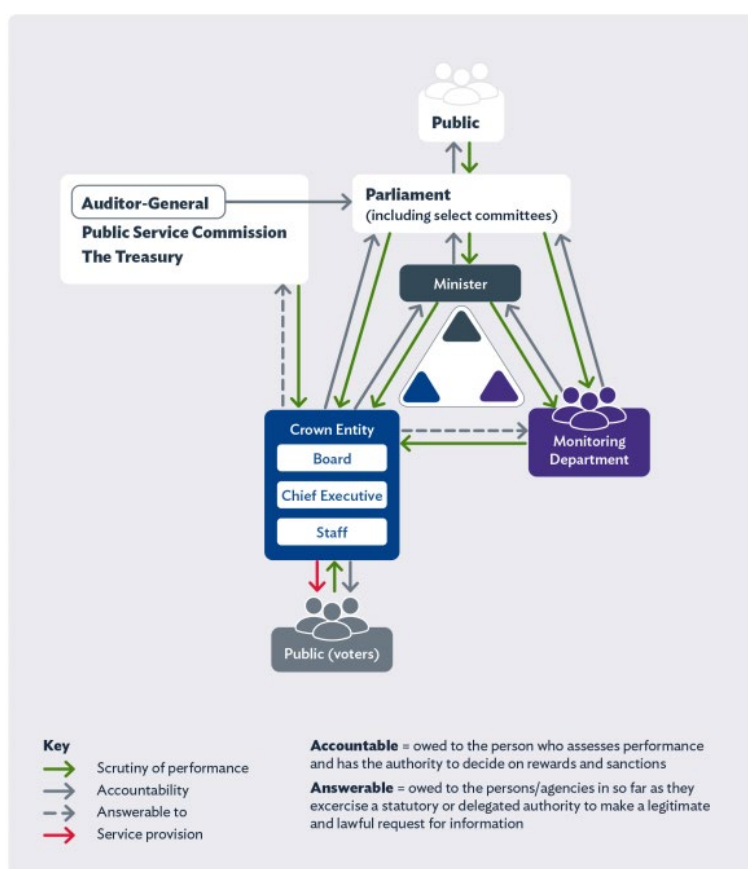


Diagram above from Public Services Commission

Appendix B: Risk and Assurance Committee – Terms of Reference

The Risk and Assurance Committee is a committee of the Board and is appointed under clause 14, Schedule 5 of the Crown Entities Act 2004 (CEA). The Committee reports, and is responsible, to the Board and is required to operate within the delegated responsibilities, authorities and accountabilities as set out in these Terms of Reference.

1. Purpose

To assist the Commission to discharge its responsibility to exercise due care, diligence and skill in relation to the oversight of:

- a. the robustness of the internal control framework;
- b. the integrity and appropriateness of external reporting, and accountability arrangements within the organisation for these functions;
- c. the robustness of risk management systems, process and practices including those relating to the prevention of fraud, ethics and integrity, conflicts of interest, delegated authorities, sensitive expenditure and reputational damage;
- d. internal and external audit;
- e. accounting policy and practice; and
- f. compliance with applicable laws, regulations, standards and best practice guidelines for public entities.

The foundations on which this Committee operates, and as reflected in this Terms of Reference, include independence, clarity of purpose, competence, open and effective relationships, and a 'no surprises' approach.

2. Procedure

In order to give effect to its advice, the Committee should make recommendations to the Board and to management.

3. General Responsibilities

Internal Control Framework

- a. Consider the adequacy and effectiveness of internal controls and the internal control framework, including overseeing privacy and cyber security.
- b. Enquire as to the steps management has taken to embed a culture that is committed to probity and ethical behaviour.
- c. Review the processes or systems in place to capture and effectively investigate fraud or material litigation should it be required.
- d. Seek confirmation annually and as necessary from internal and external auditors, and management, regarding the completeness, quality and appropriateness of financial and operational information that is provided to the Commission.

Risk Management

- a. Review and consider management's risk management framework in line with the Commission's risk appetite, which includes policies and procedures to effectively identify, treat and monitor significant risks, and regular reporting to the Commission's Board.
- b. Assist the Commission to determine its appetite for risk.
- c. Review the principal risks that are determined by the Board and management, and consider whether appropriate action is being taken by management to minimise/manage the Commission's significant risks. Assess the effectiveness of, and monitor compliance with, the risk management framework.
- d. Consider emerging significant risks and report these to the Board where appropriate.

Compliance with Legislation, Standards and Best Practice Guidelines

- a. Review the effectiveness of the system for monitoring the Commission's compliance with laws (including governance legislation, regulations and associated government policies), with State Service Commission and Treasury standards, together with international accounting standards, Best Practice Guidelines for Crown Entities and the NZX Code of Corporate Governance.

4. Specific Responsibilities

The Committee is responsible for:

Appointment of Auditor

The Committee shall liaise with the Auditor General in relation to the appointment of an auditor, and liaise with the appointed auditor.

Other Reports and Statutory Requirements Programme

The Committee will review and make recommendations to the Board and Chief Executive, and monitor compliance with, a programme to give effect to the following statutory obligations:

- a. preparation and completion of SOL; ss 138 to 149A CEA;
- b. preparation and completion of SPE; ss 149B to 149M CEA;
- c. preparation of annual report and financial statements; ss 150 to 157 CEA;
- d. the statement of responsibility under s 155 CEA;
- e. the keeping of accounting records as required by s 168 CEA; and
- f. the obligations and banking restrictions in ss 158 to 164 CEA and related regulations.

The Board will consider the Committee's recommendations prior to the approval of all outputs in (a) to (f) above.

The responsibility of the Committee is in respect of the administration of the programme and the nature and impact of such changes.

The Chief Executive must keep Committee members up to date with current accounting and reporting standards and legislation, and, in particular, any changes which could affect the Commission's financial statements or reporting obligations.

Internal controls

The Committee will review systems of internal control with audit to determine the extent to which the systems and audits of them can be relied upon to detect and control weaknesses or fraud.

Policies

The Committee will monitor compliance with policies identified by the Board for it to monitor.

The Chief Executive (or a delegate approved by the Committee) will inform the Committee of any material breach identified in respect of any monitored policy, and provide reports on compliance with policies when requested.

The Committee will, at the Board's request or of its own volition, review any monitored policy and make recommendations to the Board where appropriate.

Insurance

Each year the Committee will review the Commission's insurance policies and any policy changes which may be recommended.

Litigation

The Committee will monitor any legal proceedings involving potential liability or contingent liability of the Commission.

5. Membership and Quorum

The Committee shall comprise three members of the Board and one independent person; all appointed by the Board. The quorum for a meeting shall be three, with the Chair of the Committee and the independent person required to be in attendance.

6. Term of Appointment

The term of office of each member shall be consistent with their term of appointment to the Board unless the Board Chair and RAC Chair agree otherwise. Any Independent member shall be appointed for up to two years.

7. Meetings

The Committee will meet bi-monthly or as required.

8. Attendance by Chairperson, Board Members, Management, and Auditors

The Chairperson will receive the Committee agenda, may request any papers or correspondence, and may attend any Committee meeting, especially the meeting considering the Annual Report and Financial Statements.

The auditors, Chief Executive and relevant staff may be invited to attend Committee meetings. The auditors will have access to the Committee at any time and it is expected that they may meet with the Committee without staff being present. Other Members of the Board may attend and observe any meeting of the Committee.

The Committee may request the Chief Executive to procure external professional advice where the Committee considers this necessary to meet its responsibilities. Where appropriate, that advice may be provided direct to the Committee.

9. Secretarial Support

The Chief Executive will ensure that a complete record of the proceedings of the Committee including agendas, minutes and papers, proposals, advice and reports provided to the Committee is maintained in permanent form.

10. Reporting

When the Committee is considering a recommendation to the Board concerning adoption of the Commission's Annual Report and Financial Statements, reports presented to the Committee at that meeting shall include:

- a. the draft Annual Report, Financial Statements and all relevant materials;
- b. the auditors' Management Letter;
- c. a report from the auditors on any matters they believe the Committee needs to be aware of; and
- d. a report from the Chief Executive on judgments made by management in the course of preparing the Financial Statements which have a material impact on the Financial Statements.

At other meetings during the year, according to a schedule approved by the Committee at the beginning of each year, reports presented to the Committee shall include:

- e. audit reports, including management responses to the recommendations;
- f. reports on compliance monitoring of internal controls;
- g. reports on each insurance renewal round;
- h. half-yearly updates of the Commission's risk assessment; and
- i. reports of any significant changes to legislation or regulations.

The Committee will provide the minutes of each meeting to the Board.

11. Conflicts of Interest

Committee members must declare any real or perceived conflicts of interest in line with the requirements of the Conflicts of Interest Policy and the Board Charter.

12. Confidentiality

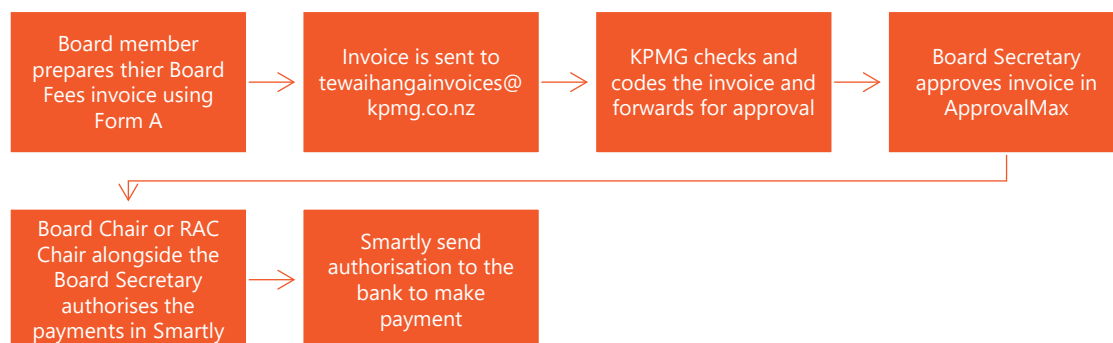
Committee members have a responsibility to treat all information with appropriate confidentiality. This includes matters tabled or discussed at the Committee meetings, as well as any additional issues that are raised outside meetings.

13. Review of Terms of Reference

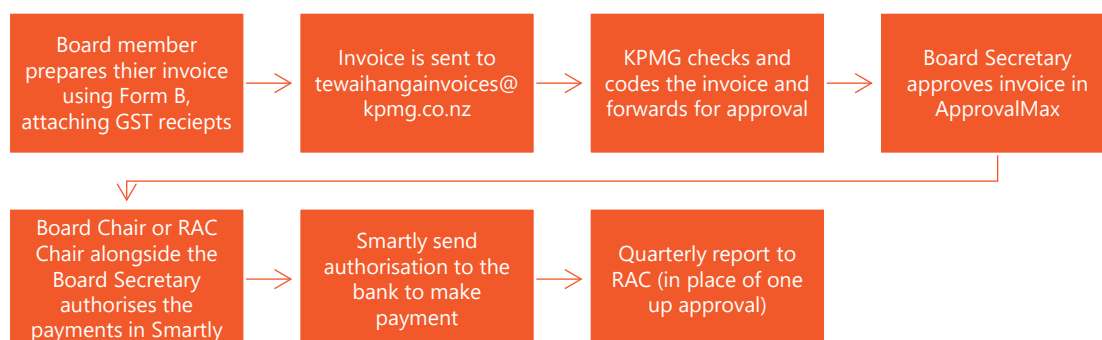
The Committee shall review its Terms of Reference every two years and report to the Board the outcome of that review.

Appendix C: Board Fees, Expenses Process and Forms

Board Fees



Board Expenses (Standard: Board Meetings and Commission Organised Events)



Board Expenses (Ad-hoc: E.g. Stakeholder Entertainment/International Travel)



Form A: Board Fees

TAX INVOICE

INVOICE DATE:

INVOICE NUMBER:

GST NUMBER:

COST CENTRE REF: 100/2370

TO:	FROM:
NZ Infrastructure Commission	<i>Board Member Name</i>
C/- KPMG	<i>Board Member Address</i>
tewaihangainvoices@kpmg.co.nz	<i>Board Member Email Address</i>
(cc. Boardsec@tewaihanga.govt.nz)	

BOARD FEES:

Preparing for Board Meeting XX/XX/XXX

Attendance at Board Meeting XX/XX/XXXX

DESCRIPTION	HOURS	RATE	TOTAL
			\$ -
			\$ -
			\$ -
			\$ -
NET TOTAL			\$ -
Plus GST @ 15% [Remove if not applicable]			\$ -
TOTAL AMOUNT DUE:			\$ -

Please Direct Credit to: *Bank Account*

By issuing this invoice, I certify that the above fees charged are in accordance with my letter of appointment and the Cabinet Fees Framework CO (19)1 - in particular paras 46-72 and 79 to 82.

Form B: Board Expenses

TAX INVOICE

INVOICE DATE:

INVOICE NUMBER:

GST NUMBER:

COST CENTRE REF: 100/2373

TO:	FROM:
NZ Infrastructure Commission	<i>Board Member Name</i>
C/- KPMG	<i>Board Member Address</i>
tewaihangainvoices@kpmg.co.nz	<i>Board Member Email Address</i>
(cc. Boardsec@tewaihang.govt.nz)	

REIMBURSEMENT OF EXPENSES:

Expenses in relation to [attending the following Board meetings]:

[Insert dates]

[Insert dates]

GST receipts attached.

OR

Expenses in relation to [insert other ad-hoc expenses details – e.g. stakeholder entertainment or overseas travel]

Chair/Risk and Assurance Committee Chair's pre-approval email and GST receipts attached.

DESCRIPTION	TOTAL
	\$ -
	\$ -
	\$ -
	\$ -
	\$ -
NET TOTAL	\$ -
Plus GST @ 15%	\$ -
TOTAL AMOUNT DUE:	\$ -

Please Direct Credit to: *Bank Account*

By issuing this invoice, I certify that the above expenses claimed are actual and reasonable, were incurred solely on Commission business and are in accordance with the Cabinet Fees Framework CO (19)1 - in particular paras 92 to 94.

Appendix D: Insurance details for Board members and officers

Policy	Definition/Description of Insurance	Limits of Coverage	Defence Costs	Reinstatement	Excess Limits
General (Public) Liability	To cover claims from third parties for property damage or bodily injury arising out of the business activities of the insured (sometimes referred to as 'Public Liability' insurance). Cover includes associated defence costs.	\$ 10 Million any one claim			\$500 (Each and Every Claim)
Statutory Liability	To cover fines or penalties imposed for unintentional breaches of certain statutes. Cover includes associated defence costs.	\$ 5 Million damages, any one claim and in the Annual Aggregate	\$5 M Defence Costs	N/A	\$500 (Each and Every Claim)
Employers Liability	Covers claims made by employees against employers for injury or illness occurring in the workplace where cover falls outside the scope of accident compensation legislation. Cover includes associated defence costs.	\$ 2 Million		N/A	\$500 (Each and Every Claim)
Professional Indemnity	To cover legal liability incurred by giving negligent advice or through a breach of professional duty. Cover includes associated defence costs.	\$ 5 Million any one claim and \$10 Million in the Annual Aggregate	\$5 m Defence Costs	Automatic Extension	\$ 50,000 EEC (Each and Every Claim)
Directors & Officers	To cover Directors & Officers, senior executives and against liability they might incur in carrying out the duties of a company director. The insurance will also reimburse the company where it has already indemnified its directors for any such liability. Cover includes associated defence costs.	\$ 7.5 Million damages, any one claim and in the Annual Aggregate	\$7.5 m Defence Costs	N/A	\$50,000 EEC (Each and Every Claim)
Cyber Insurance	Specialised cover for protection of internet and network exposures some of which are excluded from traditional Material Damage and Business Interruption policies. Also covers liability to third parties as a result of the use of your IT systems as well as damage or destruction of your own systems and records. Cover is also available to protect the	\$ 2 Million any one claim	In addition up to \$1 m	N/A	\$10,000 Each and Every Claim

	company's reputation should a breach of cyber privacy occur				
Material Damage	A general form of policy covering property such as buildings, Contents, plant and stock.	Sum Insured – Office Fit-out, Office Equipment, IT Equipment - \$1,030,000			\$500 Excess for Non-Natural Disaster Excess, i.e. fire.
Business Interruption	To cover loss of income and additional increased costs resulting from damage to assets; sometimes referred to as 'Loss of Profits' or 'Consequential Loss' insurance.	Additional Increased Costs - \$1,000,000			Excess linked to the Material Damage policy, so no excess payable under this section of coverage.
		Claims Preparation Costs - \$100,000			
		Indemnity Period 24 months			
Travel Insurance	Corporate Travel Insurance, also known as Business Travel Insurance, ultimately protects your company/entity against the financial disruption caused by serious accidents, illness and travel delay, and the additional costs associated.	International Travel only			Dependant on the type of claims and coverage and each claim handled on it's own merits, no specific fixed/set excess in place.
Marsh Consulting Fee	Consulting fee was disclosed in FY23.24 previously had been incorporated into pricing however for transparency purposes Marsh has split out.				

Current cover until 30 November 2025

Appendix E: Sections 62-72 of the Crown Entities Act (Conflict of Interest Disclosure Rules)

62 When interests must be disclosed

- (1) In this section, **matter** means—
 - (a) a statutory entity's performance of its functions or exercise of its powers; or
 - (b) an arrangement, agreement, or contract made or entered into, or proposed to be entered into, by the entity.
- (2) A person is **interested** in a matter if he or she—
 - (a) may derive a financial benefit from the matter; or
 - (b) is the spouse, civil union partner, de facto partner, child, or parent of a person who may derive a financial benefit from the matter; or
 - (c) may have a financial interest in a person to whom the matter relates; or
 - (d) is a partner, director, officer, board member, or trustee of a person who may have a financial interest in a person to whom the matter relates; or
 - (e) may be interested in the matter because the entity's Act so provides; or
 - (f) is otherwise directly or indirectly interested in the matter.
- (3) However, a person is not interested in a matter—
 - (a) only because he or she is a member or an officer of a wholly-owned subsidiary of the entity or of a multi-parent subsidiary of the entity and 1 or more other Crown entities; or
 - (b) because he or she receives an indemnity, insurance cover, remuneration, or other benefits authorised under this Act or another Act; or
 - (c) if his or her interest is so remote or insignificant that it cannot reasonably be regarded as likely to influence him or her in carrying out his or her responsibilities under this Act or another Act; or
 - (ca) only because he or she has past or current involvement in the relevant sector, industry, or practice; or
 - (d) if an entity's Act provides that he or she is not interested, despite this section.

63 Obligation to disclose interest

- (1) A member who is interested in a matter relating to the statutory entity must disclose details of the interest in accordance with section 64 as soon as practicable after the member becomes aware that he or she is interested.
- (2) A general notice of an interest in a matter relating to the statutory entity, or in a matter that may in future relate to the entity, that is disclosed in accordance with section 64 is a standing disclosure of that interest for the purposes of this section.

- (3) A standing disclosure ceases to have effect if the nature of the interest materially alters or the extent of the interest materially increases.

64 Who disclosure of interests must be made to

The member must disclose details of the interest in an interests register kept by the statutory entity and to—

- (a) the chairperson or, if there is no chairperson or if the chairperson is unavailable or interested, the deputy or temporary deputy chairperson; or
- (b) the responsible Minister, if there is neither a chairperson nor a deputy or temporary deputy chairperson, or if both the chairperson and the deputy or temporary deputy chairperson are unavailable or interested.

65 What must be disclosed

The details that must be disclosed under section 64 are—

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

66 Consequences of being interested in matter

A member who is interested in a matter relating to a statutory entity—

- (a) must not vote or take part in any discussion or decision of the board or any committee relating to the matter, or otherwise participate in any activity of the entity that relates to the matter; and
- (b) must not sign any document relating to the entry into a transaction or the initiation of the matter; and
- (c) is to be disregarded for the purpose of forming a quorum for that part of a meeting of the board or committee during which a discussion or decision relating to the matter occurs or is made.

67 Consequences of failing to disclose interest

- (1) The board must notify the responsible Minister of a failure to comply with section 63 or section 66, and of the acts affected, as soon as practicable after becoming aware of the failure.
- (2) A failure to comply with section 63 or section 66 does not affect the validity of an act or matter.
- (3) However, subsection (2) does not limit the right of any person to apply, in accordance with law, for judicial review.

68 Permission to act despite being interested in matter

- (1) The chairperson of a statutory entity may, by prior written notice to the board, permit 1 or more members, or members with a specified class of interest, to do anything otherwise prohibited by section 66, if the chairperson is satisfied that it is in the public interest to do so.

- (2) The permission may state conditions that the member must comply with.
- (3) The deputy or temporary deputy chairperson may give the permission if there is no chairperson, or if the chairperson is unavailable or interested.
- (4) The responsible Minister may give the permission if there is neither a chairperson nor a deputy or temporary deputy chairperson, or if both the chairperson and the deputy or temporary deputy chairperson are unavailable or interested.
- (5) The permission may be amended or revoked in the same way as it may be given.
- (6) The board must disclose an interest to which a permission relates in its annual report, together with a statement of who gave the permission and any conditions or amendments to, or revocation of, the permission.

69 Entity may avoid certain acts done in breach of conflict of interest rules

- (1) A statutory entity may avoid a natural person act done by the entity in respect of which a member was in breach of section 66.
- (2) However, the act—
 - (a) may be avoided only within 3 months of the affected act being disclosed to the responsible Minister under section 67; and
 - (b) cannot be avoided if the entity receives fair value in respect of the act.
- (3) An act in which a member is interested can be avoided on the ground of the member's interest only in accordance with this section.

70 What is fair value

- (1) The entity is presumed to receive fair value in respect of an act that is done by the entity in the ordinary course of its business and on usual terms and conditions.
- (2) Whether an entity receives fair value in respect of an act must be determined on the basis of the information known to the entity and to the interested member at the time the act is done.

71 Onus of proving fair value

- (1) A person seeking to prevent an act being avoided, and who knew, or ought reasonably to have known, of the member's interest at the time the act was done, has the onus of establishing fair value.
- (2) In any other case, the entity has the onus of establishing that it did not receive fair value.

72 Effect of avoidance on third parties

The avoidance of an act under section 69 does not affect the title or interest of a person to or in property that that person has acquired if the property was acquired—

- (a) from a person other than the entity; and
- (b) for valuable consideration; and
- (c) without knowledge of the circumstances of the act under which the person referred to in paragraph (a) acquired the property from the entity.

Appendix F: Conflicts of Interest Procedures

Procedure to declare interests

Declarations of interests must be sent by new Board Members by email to the Board Chair and Board Secretary before attending their first Board meeting; and thereafter in respect of any new appointment, prior to taking up such an appointment.

Where a declaration identifies an actual or potential/perceived conflict, a management plan will be developed in consultation with the Chair of the Risk and Assurance Committee, and legal advice may be sought if necessary. Actions may include:

- Informing relevant parties about the conflict.
- Excluding the member from accessing certain systems or information.
- Recusal from discussions, evaluations, or decisions related to the conflicted matter.
- Temporary delegation of responsibilities to another member.

The Conflict Management plan template is attached as Form C.

Where conflicts (or potential conflicts) of interest may arise, Board members must notify in writing any matter relating to that conflict (or potential conflict) in the following manner:

- a. If the conflict is identified by the Board member or the Chair:
 - the Board member notifies the Board Chair; or
 - the Board Chair notifies the Chair of Risk and Assurance Committee.
- b. If the conflict is identified by management:
 - in the case of a Board member, the Chief Executive notifies the Board Chair and the affected Board member; or
 - in the case of the Board Chair, the Chief Executive notifies the Chair of the Risk and Assurance Committee and the Board Chair.

Procedure prior to Board/Committee meetings

The following will apply at the time of the distribution of Board/Committee papers:

- a. the Board Secretary will e-mail all Board members 5 days before Board/Committee papers are being sent out requesting an updated declaration of interests including notification of any potential conflicts;
- b. Board members will notify the Board Chair and Board Secretary of any potential conflict;
- c. the Board Secretary will review e-mails and if required, request further information, or gather any other information relevant to the matter. The Board Secretary will then forward details to the Board Chair (or the Risk and Assurance Chair if the Board Chair has a conflict). The Board Secretary will arrange any assistance the Board Chair requires in analysing the potential conflict;

- d. the Board Chair (or the Risk and Assurance Committee Chair if the Board Chair has a conflict) will decide regarding the conflict issue and notify the relevant Board member (or the Board Chair) and Board Secretary;
- e. the Board Secretary will prepare notes for the Board Chair (or the Risk and Assurance Chair if the Board Chair has a conflict) to use at the Board/Committee meeting to notify the Board of agreed action regarding any conflict identified for inclusion in the Board member's Conflict Management Plan; and the Board Secretary will ensure all paperwork is filed appropriately, so it can be referred to should an issue arise.

Form C: Conflict Management Plan - Board

Member:

Last reviewed:

Approved by RAC/Board:

Management Plan

Title	Details	Type of conflict	Proposed management actions
<i>From Disclosure of Interests register</i>	<i>Describe the nature of the interest and the circumstances giving risk to an actual/potential/perceived conflict, including current work being undertaken by the Commission which may overlap with a declared interest, and detail of your current role and any relevant activity relating to the declared interest.</i>	<i>Specify the nature of any actual/potential/perceived conflict, using the categories outlined in guidance from the OAG (Appendix One) as a guide - financial; non-financial; conflict of roles; predetermination; access to information.</i>	<i>List proposed management actions, drawing on the indicative examples in Appendix Two.</i>
			•
			•
			•

Appendix One: Summary of OAG Guidance

Managing conflicts of interest: A guide for the public sector

The nature of conflicts of interest

A conflict of interest is any situation where your duties or responsibilities as an employee or office holder in a public organisation conflict, or could be seen to conflict, with some other interest you might have outside of work. The other interest or duty might be:

- holding another public office;
- being a current or (recent) former advisor, director, or partner of another business or organisation;
- being a member of a club, society, or association;
- having a professional or legal obligation to someone else (such as being a trustee);
- having a beneficial interest in a trust;
- owning or occupying a piece of land;
- owning shares or some other investment or asset;
- having received a gift, hospitality, or other benefit from someone;
- owing a debt to someone; or
- being a relative or close friend of someone who has one of these interests, or who could otherwise be personally affected by a decision of the public organisation.

In all situations, your conflict might be actual or perceived – that is, you might have an actual conflict, or there could be no conflict, but to an outside observer it looks like there is.

Different types of conflicts of interest

- Financial conflict

A financial conflict of interest is any situation where you stand to gain or lose financially from a decision you are asked to make.

Financial interests might be direct or indirect. There are also situations where you might be deemed to share the same financial interests as another person or organisation. For example, you might be deemed to share any financial interests your spouse or partner has, or those of any business you are involved in.

- Non-financial conflict

A non-financial conflict of interest is 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 conflict of interest might arise, for example, from a family relationship, friendship, or any other sort of personal relationship. Non-financial conflicts can also arise if you are a member of, or involved with, an organisation outside of your work.

Considering the interests of relatives and friends requires careful judgement. If they have an interest that overlaps with the duties of an employee or office holder, then there might be a conflict of interest. And for matters covered by the Crown Entities Act 2004, the interests of a spouse, civil union partner, de facto partner, child, or parent are regulated.

- Conflict of roles

A conflict of roles can arise in any situation where you are a decision-maker for two different organisations about the same matter. The question to consider is not so much whether your interests conflict, but whether the interests of the two organisations do.

- Predetermination

Predetermination is any situation where you are making a decision about something and there is a risk that people will think you made up your mind before you considered all of the evidence.

In addition to these four categories, you also need to consider potential conflicts created by the possession of official information. Public sector officials are often held to a higher standard than in the private sector and it is important that officials do not take advantage of information acquired in their official role to make a gain either for themselves or others.

Appendix Two: Management Actions

Management actions may include, but are not limited to:

- Limiting your access to information on certain issues (for example, through limiting storage and circulation of Board papers and Commission advice).
- Undertaking not to instruct or commission advice from the Commission or other entities on certain issues.
- Recusing yourself from any meeting or part of meeting/agenda item with the Board or Ministers on certain issues where confidential information giving rise to the conflict is to be discussed.
- Abstaining from Board decision making on certain issues (noting that this may impact on quorum arrangements).
- Taking actions to reduce your direct influence or control over the interest in question (e.g. selling down shareholdings; resigning or limiting involvement in directorships etc).
- Advising Commission staff, the Minister for Infrastructure and the Under Secretary of these actions.

Appendix G: Ministerial Representative overview

Under a Protocol signed in February 2025, a senior Treasury official on behalf of the Crown, will act as a Minister representative in respect of the Commission's board (the Minister Representative), to support embedding of changes to the Entity's role as part of the Crown infrastructure system for an initial term of three years, to align with the review of the infrastructure entities to take place as agreed by Cabinet [CAB-24-MIN-0315].

Purpose

For the Minister Representative to develop a relationship with the Commission which allows an exchange of information in a trusting environment for the purpose of:

- a. providing the Board with access to Ministers' perspectives; and
- b. providing the Ministers with information, updates and advice about the Commission's progress towards embedding changes to its role as part of changes to the Crown infrastructure system.

Board agendas and papers

The board agendas and board papers are to be provided to the Minister Representative at the same time as they are provided to the board or no later than 4 working days before the meeting, and the board papers will include an update on the Entity's progress towards implementing its changes in regard to the Crown infrastructure system for the purpose of any pre-meetings.

Meetings of the Board with the Minister Representative

Pre-meetings held immediately prior to, or if agreed by the Minister Representative (at their discretion), immediately after (but outside of) each Entity board meeting.

Risk and Assurance Committee meeting agendas will be submitted to the Minister Representative initially, however the Minister Representative may at any time request board subcommittee papers.

Conflict Management

The Minister Representative must disclose any actual, potential or perceived conflicts of interest, to the Entity board in a manner consistent with the Entity's directors' interest disclosure obligations, and a register will be maintained for this purpose.