

## **Governance Subcommittee Terms of Reference**

### **Membership**

The Governance Subcommittee will have three appointed members:

- 1) the Mayor
- 2) A Councillor
- 3) The Chief Executive

### **Quorum**

The quorum for every meeting shall be two.

### **Chair**

The Mayor will be the Chair.

### **Frequency of Meetings**

The Governance Subcommittee will meet as required.

### **Parent Body**

The Governance Subcommittee reports to the Queenstown Lakes District Council.

### **Objectives of the Committee**

To provide prompt authoritative recommendations on the recruitment and selection of directors to Council Controlled Organisations and Council Controlled Trading Organisations.

### **Terms of Reference**

- 1 To identify the skills, knowledge and attributes required for director appointments to the board of a CCTO or CCO.

*Explanatory note: To identify these requirements the Governance Subcommittee will consult with the Chairperson of the relevant CCTO or CCO, and any professional agency (if required) and will also have regard to the Institute of Directors' 'Four Pillars of Governance Best Practice'.*

- 2 To recommend to Council the appointment of directors to a CCO or CCTO.
- 3 To advertise any vacancy for a position as a director on a CCO or CCTO.
- 4 To re-appoint a director to the Board.
- 5 To recommend to the Council the appointment of a director to the role of Chairperson.

- 6 To recommend to Council the removal of a director.
- 7 To review and recommend to Council the remuneration of the board of directors.

**Public Excluded**

Due to the commercially sensitive nature of the matters considered by the Governance Subcommittee the public will be excluded under sections 7(2)(a), [*protecting the privacy of natural persons*] and 7(2)(h) [*conducting commercial activities without commercial disadvantage or prejudice*] and 7(2)(i) [*carry on without prejudice or disadvantage, negotiations (including commercial and industrial negotiations)*] of the Local Government Meetings and Officials Information Act.

**Delegated Authority**

The Governance Subcommittee will have delegated authority to carry out activities within its terms of reference.

**Delegation Limitations**

The Governance Subcommittee may not delegate any of its responsibilities, duties or powers and its powers exclude powers that cannot be delegated to committees under the Local Government Act 2002.

**Procedure**

The Chairperson will report all decisions of the Governance Subcommittee to the next Council meeting.