

Hon Kris Faafoi

Minister for Broadcasting and Media

Strong Public Media Establishment Board – Final Terms of Reference

Date:	30 May 2022	Priority:	Low
Security classification:	In Confidence	Reference:	BR2022/265-EB

Minister	Action Sought	Deadline
Hon Kris Faafoi Minister for Broadcasting and Media	Note the final Terms of Reference, as approved by the Chair of the Strong Public Media Establishment Board. Agree to the proactive release of the final Terms of Reference on Manatū Taonga's website.	02/06/2022

Contacts			
Name	Position	Contact	1 st Contact
Liz Stewart	Programme Director, Strong Public Media (on behalf of the Board)	9(2)(a) [REDACTED]	✓

Minister's office to complete	<input type="checkbox"/> Approved	<input type="checkbox"/> Declined
	<input type="checkbox"/> Noted	<input type="checkbox"/> Needs change
	<input type="checkbox"/> Seen	<input type="checkbox"/> Overtaken by events
	<input type="checkbox"/> See Minister's notes	<input type="checkbox"/> Withdrawn
Comments:		

Purpose

- 1 This briefing provides you with the final Terms of Reference as approved by the Strong Public Media Establishment Board (the Board).
- 2 Your approval is sought to proactively release the Terms of Reference on Manatū Taonga's website.

Key Messages

- 3 On 21 February 2022, Cabinet agreed to your proposal to establish the Board to oversee the establishment of a new public media entity and to support you in relation to the design and implementation of the new entity (CAB-22-MIN-0034 refers). Cabinet also agreed to the draft Terms of Reference for the Board.
- 4 The *Strong Public Media Establishment Board: Appointments* Cabinet papers noted that the Terms of Reference would be finalised with the Chair once members of the Board had been appointed.
- 5 Cabinet has now approved the appointment of nine members, including the Chair, to the Board. The Chair has approved the final Terms of Reference, which is attached as **Appendix One** for your consideration.
- 6 The Terms of Reference notes that the Board will operate until the new public media entity is established, and the statutory entity board is appointed. The end date will be agreed with the incoming board and you to allow for transition and operationalisation of the Entity Board and its management team.
- 7 It is recommended that the final Terms of Reference is proactively released on Manatū Taonga's website.

Recommendations

- 8 The Establishment Board recommends that you:
 - 1 **Note** that the Chair has now approved the final Terms of Reference for the Board. YES / NO
 - 2 **Note** the attached final Terms of Reference. YES / NO
 - 3 **Agree** to the proactive release of the final Terms of Reference on Manatū Taonga's website. YES / NO

Liz Stewart
Programme Director, Strong Public
Media (on behalf of the Board)

Hon Kris Faafoi
Minister for Broadcasting and Media

_____ / _____ / 2022

Appendix One: Terms of Reference for Establishment Board

Purpose

The Strong Public Media Establishment Board (the Board) is established by the Minister for Broadcasting and Media (the Minister) to oversee the establishment of a new public media entity and to support him in relation to the design and implementation of the new entity, including by:

- overseeing the phase of work required to establish the new public media entity, ahead of legislation being passed, to create and confer statutory powers on a new entity board
- providing advice as appropriate to the Minister and the Ministry for Culture and Heritage (the Ministry), and preparing advice for the incoming entity board, on the entity's accountability framework, financial model, design and operations, reflecting respective responsibilities.

Role and responsibilities

The Board will report directly to the Minister and will be responsible for:

- overseeing the completion of the detailed organisational design of the new entity and the transitional planning
- approving the establishment plan and establishment unit programme activities
- ensuring good change management practices are followed so that the key entities (TVNZ and RNZ) are appropriately supported during this phase
- working closely with the Ministry to ensure establishment activity remains aligned to the intent and supports the progression of legislation to establish the new entity
- developing advice and making recommendations to the Minister and the Ministry as required during the establishment phase.

Operating principles

Members are individually and collectively responsible for ensuring that the establishment work programme remains aligned to the Cabinet decisions for Strong Public Media [[Establishment of a New Public Media Entity](#)] and any subsequent decisions, and progresses Government policy.

This includes, collectively acting to ensure successful outcomes by:

- providing oversight and support to ensure its work meets the objectives, quality standards and timeframes required by the Minister
- identifying and responding to barriers to progress and success
- ensuring stakeholders remain engaged and the range of stakeholder perspectives are

adequately considered

- ensuring that the approach being taken is fit for purpose
- ensuring that the programme management team and work stream leads are supported to succeed
- ensuring that establishment programme activities and timelines remain aligned to the progression of legislation to establish the new entity
- ensuring that the entity is set up to support the Māori-Crown relationship.

Members must ensure that they do not let advocacy of a particular interest override or undermine their responsibilities as members of the Establishment Board.

Duration

The Board will operate until the new public media entity is established, and the statutory entity board is appointed. The end date will be agreed with the incoming board and the Minister to allow for transition and operationalisation of the Entity Board and its management team.

Authority and decision-making

The Board will attempt to reach decisions by consensus in the first instance, but if this is not possible, will revert to majority vote with the Chair having the casting vote if required. The Chair will inform the Minister of any substantive differences of opinion.

The Chair is responsible for signing off the Board's advice to respectively the Minister, the Ministry, and the new entity's incoming statutory board.

The Establishment Board is responsible for:

- oversight of the delivery of the establishment programme
- approval of the establishment programme plan and associated programme activities.

The Ministry for Culture and Heritage is responsible for overseeing:

- the passing and repealing of legislation to establish the new media entity
- the public engagement process in relation to the legislation.

Board membership

Board members are appointed by the Minister for Broadcasting and Media (following the Cabinet Appointments process) for a defined term until the new public media entity is established in law and the Entity Board is appointed, subject to the following:

- any member, including the Chair, may resign by giving notice in writing to the Minister

- the Minister for Broadcasting and Media may advise any member, including the Chair, in writing, that their term is to expire on a specified date that is earlier than the expiry date
- in the event of any vacancy, the Minister may appoint a replacement following Cabinet approval; and
- in the event there continues to be a role for the Board after the establishment of the Strong Public Media Entity and appointment of the Entity Board, specifically named members may continue in office, at the discretion of the Minister for Broadcasting and Media.

The Board will consist of up to nine members, including the Chair.

Collectively the members of the Board possess the following:

- executive leadership experience
- new entity establishment experience
- expertise in change management and large-scale organisational transformation
- diverse representation that reflects a multi-cultural NZ
- technology sector/digital disruption
- public broadcasting and other media business experience, including within the Māori media sector
- machinery of government expertise
- experience and understanding of the business case phase of the Strong Public Media programme.

Fees

Fees will be determined according to the Cabinet Fees Framework.

Specialist or technical advice

The Chair may request the Ministry to provide specialist or technical advice to support the Board for a defined purpose, if required, to ensure that the Board can discharge its role.

Meetings

Meetings will be chaired by the Chair appointed by the Minister. Monthly Board meetings are anticipated (except during late December to late January holiday period).

Additional meetings will be called at the discretion of the Chair if required or if more support is needed by the programme, and Board members will participate in working groups aligned with key programme workstreams, to enable major decisions to be made in a timely way.

Conflicts of Interest

Members agree to behave in accordance with the Standards of Integrity and Conduct for the State Services. They should perform their functions in good faith, honestly and impartially and avoid situations that might compromise their integrity or otherwise lead to conflicts of interest. A declaration of a conflict of interest must be made as soon as the member becomes aware of the conflict, and if possible, prior to discussions commencing. Any declaration will be recorded in the minutes. The Chair will decide what action to be taken, regarding the member, to withdraw or limit participation if the member has a conflict of interest.

Relationship with Minister

The Chair, on behalf of the Board, is to observe the “no surprises” convention in relation to the Minister.

The Chair is the spokesperson for the Board.

The Minister is to be informed of any public comment either prior to, or as soon as possible after comment is made.

All written press releases will be provided to the Minister in advance.

In relation to its role as described in these Terms of Reference, including giving advice and making recommendations to the Minister, the Board may request and receive information held by the Minister, Government agencies or the current public media entities. Such information may be provided subject to an obligation of confidence.

The information held by the Board is subject to the Official Information Act 1982 and is deemed to be information held by the Minister (see section 2(2) of the OIA).

Note that once the Board is disestablished, information held that is of public interest may be proactively released.

Relationship with Manatū Taonga Ministry for Culture and Heritage

The Ministry is the lead agency for issues relating to media and provides support to the Minister in relation to his portfolio responsibilities.

The Ministry will support the establishment of the Board and will be responsible for providing it with ongoing support, including a secretariat and any necessary delegated authority. In particular, the Ministry will:

- allocate suitable staff to the work programme governed by the Board (staff will be employed by the Ministry to support the work being undertaken by the Board)
- administer the funding for the Board as agreed with the Minister, facilitate procurement of other services as required, and procure services as needed by the Board.

The Ministry will continue to provide advice directly to the Minister for Broadcasting and Media as required.

To ensure alignment and continuity of all work within the Strong Public Media programme, the Chair of the Board and the Ministry’s Chief Executive will liaise frequently, supported by the Strong Public Media Programme Director.

PROACTIVELY RELEASED