

## **DRAFT Terms of Reference for Establishment Board**

### ***Purpose***

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The Strong Public Media Establishment 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 report to Cabinet on decisions relating to the design and implementation of the new entity.

### ***Role and responsibilities***

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The Establishment Board's primary role is to:

- oversee 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
- provide advice to the Minister and the Ministry for Culture and Heritage (the Ministry) on how best to create and shape the entity and its operations.

The Establishment 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.

Members are individually and collectively responsible for ensuring that the establishment work programme remains aligned to the Cabinet mandate for Strong Public Media [[Strengthening Public Media: Report Back January 2020](#)] and any subsequent decisions and progresses Government policy.

This includes:

- being a champion for the programme

- 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 the establishment programme activities and timelines remain aligned to the progression of legislation to establish the new entity
- reporting on how the entity could be 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***

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The Establishment Board will operate until the new public media entity is established, and the Entity Board is appointed. This is anticipated to be at the beginning of 2023. 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***

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The Chief Executive of the Ministry may delegate such of her functions to the Chair of the Establishment Board as may be required to allow the Chair to discharge their role. The separation of roles and responsibilities and delegations will be managed via a Memorandum of Understanding between the Ministry and the Board.

The Establishment Board will operate on a consensus basis and, if it is not possible to achieve consensus, the Chair will inform the Minister of the difference of opinion.

The Chair is responsible for signing off the Board's advice to the Minister and the Ministry.

The 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, including the Charter, to establish the new media entity
- the public engagement process in relation to the legislation.

### ***Establishment Board membership***

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Establishment 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 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 Chair or members following Cabinet approval; and
- in the event there continues to be a role for the Establishment 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 Establishment Board will consist of up to nine members, including the Chair.

Collectively the members of the Establishment 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 Establishment Board for a defined purpose if required to ensure that the Establishment Board can discharge its role.

### ***Meetings***

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Meetings will be chaired by the Chair appointed by the Minister. A fortnightly meeting cadence is anticipated (except during late December-late January holiday period).

Additional meetings will be called at the discretion of the Chair if required to enable major decisions to be made in a timely way or if more support is needed by the programme.

### ***Conflicts of Interest***

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Members 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. Declarations of a conflict of interest must be made prior to discussions commencing, or as soon after the discussions commence. 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***

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

The Chair is the spokesperson for the Establishment 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 Establishment 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 Establishment 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).

### ***Relationship with the Ministry for Culture and Heritage***

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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 Establishment Board and will be responsible for providing it with, or delegating authority to, the Establishment Board Chair to enable on-going support, including a secretariat. In particular, the Ministry will:

- allocate suitable staff to the work programme governed by the Establishment Board (staff will be employed by the Ministry to support the work being undertaken by the Establishment Board)
- administer the funding for the Establishment Board as agreed with the Minister and facilitate procurement of other services as required and enter any contracts on behalf of the Establishment 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 Establishment Board and the Ministry's Chief Executive will liaise frequently, supported by the Establishment Programme Director.