



**Maungaharuru-Tangitū Trust  
Marae Options Committee – Terms of Reference**

**1 Background**

- 1.1 Clause 7.1 (Trustees may delegate) of Schedule 2 of the Trust Deed of the Maungaharuru-Tangitū Trust (the **Trust**) permits the Trustees of the Trust (the **Trustees**) to establish and delegate any one or more of their powers under the Trust Deed to a sub-committee and provides that such sub-committee (other than the Whakapapa Committee) must include at least one Trustee. Policy 2.3 (Board Committees) of the Trust’s Policy Manual also applies to the establishment of such committees.
- 1.2 At a hui-ā-hapū on 21 September 2013 the hapū considered a Marae Options Strategy (refer to Attachment A). Part of the strategy was for the Trust to approve the terms of reference for the Marae Options Committee (the **Committee**). A further hui-ā-hapū was held on 10 November 2013 and nominees for the Committee were considered. At that hui, the Marae Trustees declined to nominate a representative, and the whānau nominated four representatives. Subsequently, only two of those nominees agreed to accept their nomination, namely, Cathy Spooner and Liz Ratima.
- 1.3 Tania Hopmans was appointed by the Trustees as their representative. Tania Hopmans gave an update on the work of the Committee at the Trust’s Annual General Meeting on 29 March 2014. In particular it was stressed that to do the work properly, it was going to take the Committee much longer than 6 months to produce a report on the options. The whānau were also introduced to two other members of the Committee that had been co-opted for their skills: Kelly May and Rangi Tawhai. Since that time, the Committee has operated informally.
- 1.4 The Trustees resolved to formally establish the Committee as a sub-committee of the Trust and approve these terms of reference on 14 February 2015.

**2 Objects**

- 2.1 The Marae Options Sub-committee shall have the following objects.
- a Explore options to relocate Tangoio Marae or develop the Marae at the current location.

- b Propose a budget for approval by the Trustees for the cost of any expert advice that may be required to help explore the options.
- c Prepare a detailed analysis of each option including strengths, weaknesses, opportunities and threats.
- d Provide to Trustees:
  - i a draft report explaining the options (including any technical advice); and
  - ii a draft document for distribution to whānau.
- e Fulfil the above objects while taking into account the desire of the Trustees and the whānau to have this work completed as soon as possible.

### **3 Authority**

3.1 The Committee is authorised by the Trustees to:

- a research the options;
- b prepare for approval by the Trustees:
  - i a Marae options research plan including timeframes for key milestones (the **Plan**);
  - ii details of preferred providers with the relevant experience and expertise to research and prepare reports to advise the options; and
  - iii a budget; and
- c upon approval by the Trustees, liaise with the General Manager of the Trust to enter into contracts on behalf of the Trust with the preferred providers.

### **4 Responsibilities**

4.1 The responsibilities of the Committee are:

- a to maintain oversight, contribute, critique and correct all components of the Plan, related research and budget;
- b to ensure consultation and communications are undertaken appropriately and regularly with the Marae Trustees, Marae Committee and whānau; and
- c to review annually, these Terms of Reference and the effectiveness of the Committee as well as its Chairperson. A report is to be provided to the Trustees, along with any changes deemed necessary or desirable.

### **5 Term**

- 5.1 The term of the Committee shall expire on the earlier of:
- a the last date the Committee delivers its reports referred to in clause 2(d) above; and
  - b two years from the date of the approval of these Terms of Reference.
- 5.2 The Members of the Committee are appointed until they resign or are removed by Trustees.
- 5.3 If a Member resigns, the Chairperson shall advise Trustees within five working days. Trustees shall nominate another member as soon as possible or before the next Sub-committee meeting.

## **6 Members**

- 6.1 The members of the Committee are Cathy Spooner, Kelly May, Tania Hopmans and Rangi Tawhai. Cathy Spooner and Tania Hopmans are both Trustees.
- 6.2 The Committee shall nominate one of its members as Chairperson.
- 6.3 The Chairperson shall chair the meetings of the Committee and shall be the main point of contact for the Trustees and the General Manager. In the absence of the Chairperson, the remaining Members present at a meeting shall elect one of themselves to chair the meeting.
- 6.4 The chairperson of the Trust is an ex-officio member of the Committee.
- 6.5 In accordance with Clause 7.3 of the Trust Deed, the Committee may, with the prior approval of the Trustees, co-opt any person to be a member of the Committee.

## **7 Confidentiality**

- 7.1 Given the sensitivity of materials and information to be reviewed by the Committee, Members of the Committee are reminded of their duty of confidentiality to the Trust.
- 7.2 Each Member shall maintain the confidentiality of the Trust's confidential information, and all other information of a commercially or otherwise sensitive nature. No Member may disclose any such information without the consent of the Chairperson of the Committee (unless there is a legal duty to disclose such information). Confidential information means information not available in the public domain.
- 7.3 Any third party involved with the work of the Committee shall be bound either by undertakings of professional confidentiality or by ad hoc confidentiality agreements with the Trust.

## **8 Conflicts of Interest**

- 8.1 Members of the Sub-committee shall declare any conflicts of interest in relation to the work of the Committee. The Chairperson of the Committee shall be responsible for ensuring that any such conflict of interest is dealt with in accordance with in the Trust's policy on Conflicts of Interest.

## **9 Quorum**

9.1 The quorum necessary for the transaction of business shall be three Members.

## **10 Secretary**

10.1 The Committee shall nominate one of its own to act as the Secretary of the Committee or another to be the Secretary, if required.

## **11 Meetings**

11.1 Meetings shall be held not less than every two months to coincide with key dates in the Plan and if possible the Trustees meeting cycle and at such other times the Chairperson of the Committee shall require.

11.2 The Chairperson of the Committee shall set the meeting schedule in consultation with the other committee members.

11.3 The Trustees, Chairperson and General Manager are entitled to attend Committee meetings as observers.

11.4 Members are expected to attend every meeting. If a Member is unable to attend a meeting they must give their apologies to the Chairperson at least five days prior to the meeting being held, or as soon as practicable. If the scheduled meeting is important the Chairperson may request the meeting to be rescheduled.

11.5 Members are expected to execute their responsibilities as noted in the 'Responsibilities' section to accomplish the objects of the Committee. Inadequate effort to achieve this standard will be noted to the Chairperson of the Trust and their tenure on the Committee may be concluded.

11.6 Subject to the provisions of these Terms of Reference, the Committee may otherwise regulate its meetings as it sees fit, in accordance with Clause 7.3 of the Trust Deed.

## **12 Notice of Meetings**

12.1 Unless otherwise agreed, notice of each meeting confirming the venue, time and date and an agenda of items, shall be forwarded to each member of the Committee, and any other person required to attend, no later than ten working days before the date of the meeting. Supporting papers shall be sent to Members and to other attendees as appropriate, at least five working days before the date of the meeting.

## **13 Minutes of Meetings**

13.1 The Secretary shall minute the proceedings and action points of all Committee meetings, including the names of those present;

13.2 Minutes of Committee meetings shall be circulated promptly to all Members of the Committee and, once agreed, to the Administrator of the Trust.

**14 Expenses**

- 14.1 The Members shall be reimbursed their reasonable out-of-pocket expenses (such as travel costs) in accordance with the Trust's Remuneration Policy.