



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 After engagement with the Hapū since September 2013, the Trustees resolved to formally establish the Committee as a sub-committee of the Trust and approved the terms of reference on 14 February 2015. The Trustees resolved to update the terms of reference on 21 July 2017.

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, and recommend a preferred option and rate the other options.
 - d Provide to Trustees:
 - i a draft report explaining the options (including any technical advice); and
 - ii a draft document for distribution to whānau.
 - lii a draft plan to engage the whānau in making a decision regarding the sustainable future of the Marae.

- 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 a budget; and
- c upon approval by the Trustees in paragraph (b) above, liaise with the General Manager of the Trust to:
 - i select preferred providers with the relevant experience and expertise to research and prepare reports to advise the options; and
 - ii 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 and whānau;
- 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;
- d to provide regular reports to the Trust including progress on milestones under the Plan, expenditure to budget, consultation and communication activities and any other matters the Trustees may request; and
- e as set out in Appendix One.

5 Term

5.1 The term of the Committee shall expire on the last date the Committee delivers its reports referred to in clause 2(d) above or as otherwise determined by the Trust.

5.1 The Members of the Committee are appointed until they resign or are removed by Trustees.

- 5.2 If a Member resigns, the Chairperson shall advise the Trustees within five working days of receipt of such resignation. 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 listed in Appendix Two.
- 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 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 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 six 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 of the Trust 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 and clause 11.4 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 five working days before the date of the meeting. Supporting papers shall be sent to Members and to other attendees as appropriate, at least two 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 Office Manager 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.

Appendix One – Roles & Responsibilities

Objects / Role	Authority / responsibility	Comment
Committee		
<ul style="list-style-type: none"> • Explore options to relocate or stay • Propose a budget • Prepare a detailed analysis of each option including SWOT analysis • Provide a draft report explaining options (including any technical advice) & a draft document for distribution to the whānau • Provide regular reporting to the Trust 	<p>Authority to:</p> <ul style="list-style-type: none"> • Research options • Prepare for approval by Trustees: <ul style="list-style-type: none"> ○ Research plan (Plan) ○ A budget • Liaise with the General Manager of the Trust to select providers and enter into contracts with providers <p>Responsibilities are:</p> <ul style="list-style-type: none"> • Oversight, contribute, critique & correct all components of the Plan, related research & budget; • Ensure consultation and communications are undertaken appropriately & regularly with the Marae Trustees and whānau • Annually, review TOR and effectiveness of the Committee & Chair and provide a report to the Board • Provide regular reports to the Trust 	TOR clauses 2 (objects), 3 (Authority) & 4 (Responsibilities)

Objects / Role	Authority / responsibility	Comment
Committee Chairperson		
Nominated by the members of the Committee	Chair meetings of the Committee Main point of contact for the Trustees & the General Manager Manages conflicts of interest in accordance with Trust's policies Sets meeting schedule in consultation with Committee Members Liaise with General Manager to execute work plan Provides reporting to Trustees	TOR clause 6.2 TOR clause 6.3 TOR clause 8.1 TOR clause 11.2 TOR Clause 4.1
Committee Secretary		
	Produce minutes and action points Circulate minutes to Committee Members and once agreed copy the Office Manager of the Trust	TOR clause 13.1 TOR clause 13.2
General Manager		
Active non-voting member of the Committee	Enter into contracts with preferred providers on behalf of the Trust An active non-voting committee member as endorsed by the Trustees and the Committee Liaise with Committee Chairperson Oversight of execution of Project	TOR clause 3.1(c) TOR clause 11.3

Objects / Role	Authority / responsibility	Comment
	Manager, work plan & administration of budget Reports to the Committee on progress	
Kaiwhakahaere Taiao (Dr Hayley Lawrence)		
Project Manager	Execute Trust's activities under the work plan (not carried out by other staff or advisors) Attendance at Sub-Committee hui. Prepares performance reports to General Manager	Accountable to the General Manager

Appendix Two – Committee Members

Committee Member	Role	Comment
Shane Taurima	MTT Trustee	
Tania Hopmans	MTT Trustee	
Adam Puna	MTT Trustee	
Cathy Spooner	Whānau nominee	
Rangi Tawhai	Co-opted nominee	
Bevan Taylor	Kāhui Kaumātua Representative	
Joe Taylor	Kāhui Kaumātua Representative	
Whakiao Hopmans	Kuia Representative	
Rosy Hiha	Kuia Representative	
Elaine Cook	Kōhanga Reo Representative	
Aroha Taurima	Kōhanga Reo Representative	
Joe Tawhai	Rangatahi Representative	
Jared Pullar	Rangatahi Representative	
Lewis Neera	Marae Trustees Representative	
Mutu Spooner	Marae Trustees Representative	
Marewa Reti	Co-opted nominee	
Whetumarama Kire	Co-opted nominee	
Shayne Walker	General Manager	Non-voting
Hayley Lawrence	Project Manager	Non-voting