

SCHEDULE ONE

Appointments Panel – Terms of Reference

1. Constitution

- 1.1 The Appointments Panel shall be appointed by the Mercury Bay Community Board and the majority of members of the Appointments Panel must be independent of the Mercury Bay Community Board.

2. Objectives

- 2.1 The objectives of the Appointments Panel are to establish the Trust Board's composition, by evaluating the competencies required of prospective trustees (both non-executive and executive), identifying those prospective trustees, establishing their degree of independence, developing succession plans for the Trust Board, and receiving recommendations from the Trust Board and administrative support from the Trust.

3. Membership

- 3.1 The Appointments Panel at the date of this Deed shall comprise of members nominated by the Mercury Bay Community Board.
- 3.2 In the event that a member of the Appointments Panel dies, retires, resigns or is unable to continue in office for any other reason, then a new member shall be appointed pursuant to clause 1.1 above.
- 3.4 The number of members of the Appointments Panel shall be not less than three.
- 3.5 The chair of the Appointments Panel shall be elected by the members of the Appointments Panel annually, or as required should the chair position be vacated for any reason prior to annual re- election.
- 3.6 The Appointments Panel may dismiss a member for any reason whatsoever if a motion to dismiss is carried by the unanimous support, excluding the member who is the subject of the motion who may vote against the motion, of eligible voters present at a quorate meeting.

4. Secretarial and Meetings

- 4.1 The secretary of the Appointments Panel shall be provided by the Trust Board.
- 4.2 A quorum of members of the Appointments Panel shall be three.
- 4.3 Decisions of the Appointments Panel will be made by a majority of the members present and eligible to vote on any such decision at a meeting.
- 4.4 Reasonable notice of meetings and the business to be conducted shall be given to the members of the Appointments Panel.

4.5 Meetings shall be held not less than once per year having regard to the occurrence of panel vacancies, actual or anticipated. Any member of the Appointments Panel may request a meeting at any time if they consider it necessary.

4.6 Minutes of all meetings shall be kept.

5. **Responsibilities**

5.1 The responsibilities of the Appointments Panel are as follows:

- a) To identify and appoint external candidates as trustees in order to fill Trust Board vacancies as and when they arise.
- b) To receive and consider recommendations from the Trust Board via the Trust Board chair with respect to:
the re-appointment, or not, of any trustee at the conclusion of their specified term of office.

the degree of independence of any trustee.

any other matters relating to the continuation in office or any trustee at any time.

before making an appointment, to evaluate, in consultation with the Trust Board, the balance of skills, knowledge and experience on the board and, in light of the evaluation, to determine the role and capabilities required for the appointment.

- c) To formulate succession plans for trustees, taking into account the challenges and opportunities facing the Trust and the skills and expertise accordingly required on the Trust Board in the future.
- d) To review at least annually the structure, size and composition (including skills, knowledge and experience) of the Trust Board and to make any changes as deemed necessary.
- e) To keep under review the leadership requirements of the Trust, with a view to ensuring the continued ability of the Trust to maintain an exemplary level of integrity in delivering on the purposes of the Trust.
- f) To consider such other matters relating to Trust Board nomination or succession issues as may be referred to it by the Trust Board.

6. **Authorities**

6.1 The Appointments Panel's sole function is to evaluate external candidates and where appropriate appoint the same as trustees/members to the Trust Board.

6.2 The Appointments Panel is authorised by the Trust Board, at the expense of the Trust, to consult with such outside services for information and advice, as it considers necessary for carrying out its responsibilities, and with pre-approval from the Chair of the Trust Board pass on all agreed reasonable costs to the Trust Board.

7. Review of the Appointments Panel

- 7.1 The Appointments Panel will undertake an annual self-review of its objectives and responsibilities and the extent to which they have been achieved and/or discharged. Such objectives and responsibilities and their attainment will also be reviewed by the Trust Board and any other person the Trust Board considers appropriate.

8. Reporting procedures

- 8.1 After each meeting the chair will report the Appointments Panel's recommendations, findings and decisions to the Trust Board Chair. The minutes of all Appointments Panel meetings will be circulated to members of the Trust Board and to such other persons as the Trust Board directs.
- 8.2 The chair will present an annual report to the Trust Board summarising the appointments board's activities during the year and any related significant results and findings.