



PREVENTION. CARE. RECOVERY.

Te Kaporeihana Āwhina Hunga Whara

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# Board Governance Manual

March 2019

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# 1.0 Introduction

## Purpose of Manual

The Board Governance Manual (**Manual**) describes the Accident Compensation Corporation's (**ACC**), and its wholly owned subsidiaries', governance structures, responsibilities, statutory duties, policies and processes.

The Manual provides Board Members, Board Committee Members, subsidiary company directors and ACC employees with an easy reference source and overview of ACC's governance policies and obligations.

The Board has agreed many policies contained in the Manual. These should be reviewed and approved by the Board at least every two years. The Manual and the Policy Annexure may be reviewed outside the biennial review and approval process, for example when there is a change to guidance materials or legislation.

Contact the Company Secretary for further information about any governance matter.<sup>1</sup>

## Structure of Manual

The Manual reflects the Board's key legal obligations. In general, if compliance is required by law, the Manual uses the word "must". If an obligation is not legally binding but is an expectation or is regarded as best practice (eg, a Ministerial expectation or a practice recommended by a State sector body), the Manual generally uses "should" or other non-mandatory language and notes the obligations' source.

In some circumstances, further detail (such as procedure) is provided in a specific Board policy (see the Policy Annexure).

<sup>1</sup> Additional guidance on best practice governance can also be found in the State Services Commission's "Resource for Preparation of Governance Manuals (Guidance for Statutory Crown Entities)" (2014), and the Institute of Directors in New Zealand's "The Four Pillars of Governance Best Practice" (2014). Details of these, and other guidance documents, are provided in Section 8.0 and are available from the Company Secretary.

### Principal Sources for this Manual

This Manual is based on ACC's legal obligations under the Crown Entities Act 2004 (**CE Act**), the Accident Compensation Act 2001 (**ACC Act**), and guidelines produced to ensure compliance with those obligations, in particular the State Services Commission's "Resource for Preparation of Governance Manuals (Guidance for Statutory Crown Entities)" (2014) (**SSC Guidance**). The Manual lists pinpoint references to these sources so that readers can locate the relevant provisions for further detail.

### Confidentiality

Some parts of this Manual are confidential to ACC and the Board. Board Members and employees should check with the Company Secretary before disclosing the Manual to third parties.

## 2.0 Governance Framework

### 2.1 Statutory Functions and Powers

#### Statutory Framework

The legislation applicable to ACC are listed in section 6.0. The principal governance legislation are:

Board	ACC Day-to-Day Operations
Accident Compensation Act 2001	Accident Compensation Act 2001
Crown Entities Act 2004	Financial legislation
Health and Safety at Work Act 2015	Employment-related legislation
Official Information Act 1982	Legislation relevant to ACC's wider role
Privacy Act 1993	
Public Finance Act 1989	
State Sector Act 1988	

There may be changes to legislation affecting ACC's governance. The Company Secretary monitors proposed changes and questions about ACC's statutory framework should be directed to the Company Secretary.

#### ACC is a Crown Agent

The CE Act defines ACC as a Crown Agent.<sup>2</sup> As a Crown Agent ACC must give effect to government policy when directed by the Minister for ACC, and must comply with directions to support the whole-of-government approach from the Ministers of State Services and Finance.

The Responsible Minister is the Minister for ACC (referred to as "**the Minister**" throughout this Manual).

The CE Act prevails over ACC's legislation (ACC Act), unless ACC's legislation expressly provides otherwise.

*[refer CE Act, ss 4, 7, 103 and 107 and Sch 1; SSC Guidance, Chapter 1, p 5]*

#### Board Members are Not Directors

The Companies Act 1993 does not govern Board Members unless they are appointed to act as directors of ACC subsidiary companies that are governed by the Companies Act 1993 (see section 5.4) and must operate within ACC's specific statutory framework.

<sup>2</sup> ACC is a statutory entity listed in Part 1 of Schedule 1 of the CE Act – therefore it is a Crown agent (as opposed to being an autonomous Crown entity or an independent Crown entity).

### ACC's Functions

ACC's functions are to:

- promote measures to reduce the incidence and severity of personal injury (a primary function)
- fulfil its duties in respect of the management of the Accident Compensation Scheme, including determining cover, providing entitlements, managing Accounts, collecting levies, administering dispute resolution, and carrying out functions and duties relating to the competitive provision of insurance
- manage assets, liabilities and risks in relation to the Accounts, including risk management by means of reinsurance or other means.

In carrying out its functions, ACC must deliver services to claimants and levy payers:

- to minimise the overall incidence and costs to the community of personal injury, while ensuring fair rehabilitation and compensation for loss from personal injury
- in a manner that is cost-effective and promotes administrative efficiency.

*[refer ACC Act, ss 262 and 263]*

### ACC's Board

ACC is governed by a Board of up to eight Members appointed by the Minister.

The Board may exercise ACC's statutory powers and perform its functions. The Board may only act to perform ACC's statutory functions.

Board Members are accountable to the Minister and ACC for the performance of their duties (see section 4.2).

The CE Act, the ACC Act, the State Sector Act 1988 and the Public Finance Act 1989 govern the Board's governance role, and include the following key elements:

- maintaining appropriate relationships with the Minister, the House of Representatives and the public
- ensuring ACC's compliance with the law (as set out in the Statutory Framework table in section 2.1, ACC's accountability documents and relevant Crown expectations)
- ensuring that ACC is a good employer and creates a supportive environment that promotes the highest standards of safety and wellbeing, both for its staff and for the communities it serves
- setting strategic direction and developing policy on the operation and implementation of the legislation

- maintaining the financial viability and security of ACC and its investments
- appointing the Chief Executive of ACC
- monitoring the performance of ACC and of its Chief Executive.

The Board delegates ACC's day-to-day leadership and management to the Chief Executive. This includes matters relating to ACC's responsibilities as an employer (see section 5.2).

The Board or its authorised delegate must make all decisions relating to ACC's operation.

Under the Service Agreement, the Board is required to report quarterly a detailed summary of ACC's performance against the Service Agreement to the Minister. The Service Agreement is treated the same as a statement of performance expectations for the purposes of the Crown Entities Act 2004.

The Board has a range of other reporting obligations (see section 2.2).

*[refer CE Act, ss 14, 16, 17, 25, 26 and 170; ACC Act, ss 267 and 271; SSC Guidance, Chapter 2]*

### **Board Responsibility to the Minister**

The Minister oversees and manages the Crown's interest in, and relationship with, ACC. The Minister has statutory powers on ACC's strategic direction, targets, funding, performance expectations, monitoring, reporting and reviews.

The Minister has a statutory power to request the following information from the Board:

- any information relating to the operations and performance of ACC
- any information in connection with the exercise of their powers relating to ACC's reporting and financial obligations (contained in Part 4 of the CE Act).

Under the CE Act, the Minister of State Services may require the Board to supply information to assess the capabilities and performance of the State Services.

The Board is also expected to adopt a "no surprises" approach to its relationship with the Minister (see section 2.3).

*[refer CE Act, ss 133-134]*

### **Board Responsibility to Employees**

The CE Act requires the Board to operate a personnel policy that complies with the principle of being a good employer. This principle includes providing:

- good and safe working conditions
- an equal employment opportunities (**EEO**) programme
- impartial selection of suitably qualified persons for appointment



- recognition of the aims and aspirations and employment requirements of Maori and ethnic and minority groups and the employment requirements of women and persons with disabilities
- recognition of the need for the involvement of Maori as employees.

The Equal Employment Opportunities Commissioner at the Human Rights Commission has issued good employer and EEO guidance to Crown entities at:

<http://www.neon.org.nz/crownentitiesadvice/> .

The Board also must ensure that ACC maintains policies and procedures consistent with the State Services Commission's Standards of Integrity and Conduct, which are binding on ACC.

*[refer CE Act, s 118; the Standards of Integrity and Conduct are reproduced in the Board Code of Conduct, see Policy Annexure]*

### **Board Health and Safety Responsibility**

The Health and Safety at Work Act 2015 governs health and safety practice in New Zealand. ACC holds a primary duty of care and obligations as a Person Conducting a Business or Undertaking (PCBU) under the Act. As officers of ACC, Board Members must exercise due diligence to ensure ACC complies with its obligations and primary duty.

The Board plays a lead role in promoting and achieving the ACC vision of *making our environments and those we have influence over injury-free*. At a high level, the Board exercises its due diligence by overseeing four key elements in health and safety governance:

#### **Policy and Planning**

- determine high level health and safety strategy and policy, including providing a statement of vision, beliefs and policy
- hold management to account for implementing the health and safety strategy and for aligning other strategies with the strategic direction for health and safety
- specify targets that enable the Board to track the organisation's performance in implementing board strategy and policy
- manage the health and safety performance of the CEO, including specifying expectations and providing feedback

#### **Delivery**

- set clear expectations for ACC to have a fit-for-purpose health and safety management system
- ensure that change management processes provide assurance that key stakeholders have been consulted and that health and safety best practice has been considered in the design of processes, products, programmes and projects that includes an assessment of health and safety risks
- exercise due diligence to ensure that the system is fit for purpose, being effectively implemented, regularly reviewed and continuously improved

- be sufficiently informed about the generic requirements for a modern 'best practice' health and safety management system and about ACC and its hazards to know whether its system is fit-for-purpose and being effectively implemented
- ensure sufficient resources are available for the development, implementation and maintenance of the system

### Monitoring

- monitor the health and safety performance of the organisation
- outline clear expectations on what should be reported to the board and in what timeframes
- review reports to determine whether interventions are required to achieve, or support, organisational improvements
- make themselves familiar with processes such as audit, risk assessment, incident investigation, sufficient to enable them to properly evaluate the information before them
- seek independent expert advice when required to gain the required degree of assurance

### Reviewing

- ensure the board conducts a formal annual health and safety review to determine the effectiveness of the system and whether any changes are required
- ensure the board considers whether an external review is required for an independent opinion.

The Board gives effect to all four key elements in the Health and Safety Principles and Charter detailed in the **ACC Health and Safety Strategy**. This is contained in the Resource Centre of Boardbooks.

*[Refer to Health and Safety at Work Act 2015 ss36 and 44 and Institute of Directors Good Governance Practices Guideline for Managing Health and Safety Risks]*

### Board Information Privacy Responsibility

ACC collects significant amounts of personal information belonging to its clients, its customers and its staff. This personal information includes names, birth dates, addresses, medical histories, financial data and employment details – some of it extremely sensitive.

In managing this information, ACC must observe the Information Privacy Principles set out in the Privacy Act 1993 pertaining to the collection, correction, storage, access, use and disposal of it, and comply with the Health Information Privacy Code.

The Board has adopted as ACC's privacy vision that: "personal information in our care will be managed as carefully and respectfully as if it were our own". The Board is committed to achieving this vision by:

- setting clear expectations regarding privacy and the protection of personal information, and communicating them to executive management
- holding executive management accountable for meeting those expectations

- ensuring that effective privacy risk management is fully embedded within ACC's overall risk management activities
- employing high-quality monitoring and information management practices.

To support the Board, ACC managers are directly accountable for identifying and addressing privacy risks in their own units, and reporting privacy incidents to the Board via the Chief Governance Officer.

### **ACC Corporate Responsibility**

The Board recognises that ACC's activities and investments affect New Zealand communities and seeks to avoid activities that would be regarded as unethical by a substantial majority of the New Zealand public. The ACC Board is guided by New Zealand and international laws, treaty obligations, global ethical practices, its roles in the public sector and investment community. The Board commits to:

- conducting ACC's investment and procurement activity in a lawful manner
- considering environmental, social and governance issues when making decisions on investment and/or procurement activity
- providing overall guidance as to the types of activity that are considered unethical
- setting ACC's ethical investment policy to ensure ACC meets its ethical investment objectives and fiduciary responsibilities as a trustee in a manner that is transparent; and
- avoiding prejudice to New Zealand's reputation as a responsible member of the world community.

The Board will report on its compliance with its Corporate Responsibility statement in its annual report.

### **Directions to support a whole of government approach**

ACC must give effect to directions to support a whole of government approach. The Minister of State Services and the Minister of Finance may jointly direct ACC to support a whole of government approach by complying with specified requirements for the following purposes:

- to improve (directly or indirectly) public services
- to secure economies or efficiencies
- to develop expertise and capability
- to ensure business continuity
- to manage risks to the Government's financial position.

The ACC Board is responsible for ensuring ACC's compliance with the directions. The directions cannot be a requirement to perform a particular act, or to bring about a particular result, in respect of a particular person or persons.

*[Refer: CE Act, ss 108, 113, 114]*

### Current directions

There are four directions to support a whole of government approach:

- **ICT:** imposes requirements for ACC to secure agreement from the Government Chief Information Officer (**GCIO**) to strategic ICT plans and ICT investment intentions, adopt mandatory ICT common capabilities and provide information relating to ICT assurance.
- **Procurement:** imposes requirement for ACC to comply with the Government Rules of Sourcing and to be guided by MBIE, as Procurement Functional Leader, in any issues arising in the application of the Rules.
- **Property:** imposes requirements for ACC to obtain approval from Property Management Centre of Expertise (**PMCoE**) for certain transactions, to produce biennial strategic property plan for approval by PMCoE and to cooperate with PMCoE regarding development or update of property strategies, principles, standard, tools and processes. There are also specific requirements imposed in relation to workplace density and other matters. This direction excludes investment in property by the ACC Investments Team.
- **New Zealand National Business Number:** imposes requirements on the approach ACC must take to implement the New Zealand National Business Number.

In relation to each of these directions, if approval or consultation is required with the Functional Leader, the ACC Board may examine the matter at two stages (both before and after engagement with the Functional Leader).

*[Refer: SSC, Directions to support a whole of government approach]*

### **ACC Monitoring**

Treasury monitors ACC, with a Memorandum of Understanding<sup>3</sup> setting out the relationship with the Ministry of Business, Innovation and Employment (**MBIE**) as policy lead.

MBIE provides policy advice to the responsible Ministers for ACC, while the Treasury carries out the full monitoring task (including appointments and governance relationships, performance monitoring, and issues' management) for the responsible Ministers and provides advice on the balance sheet to the Minister of Finance.

*[Refer CE Act, ss 27, 27A, 133 and 134; Enduring Letter of Expectations from Ministers of Finance and State Services dated July 2012: SSC Guidance, Chapter 3, pp 12-13]*

## **2.2 Statutory Reporting and Accountability Documents**

As a Crown entity, ACC is required to account to the House of Representatives for its performance through a suite of reporting and accountability documents, including:

<sup>3</sup> The Memorandum of Understanding articulates the respective roles of MBIE and the Treasury and establishes the basis for consultation / collaboration between the Treasury (TCO and Vote teams) and MBIE on areas of common interest.

- Statement of Intent (ACC-led, three-yearly and Minister may request at any time)
- Service Agreement (ACC-led, annual)
- Non-Earners' Purchase Agreement (MBIE-led)
- Quarterly reports
- Annual Report (ACC-led).

Each year, as part of the Board's work programme, Board Members are asked to endorse key components. Board Members are then asked to sign off the documents, most of which are submitted to the Minister for the year beginning on 1 July. ACC has scope to provide the documents together (including other reports or information) if each set of information is separately identifiable within that one document.

ACC also must submit an annual Financial Condition Report to Parliament.

*[Refer [CE Act](#), Part 4 and [ACC Act](#), ss 271, 272 and 278A; [Public Finance Act](#), ss 45M and 45N]*

## 2.3 Minister's Letters of Expectations

### Annual Letter of Expectations

The Minister for ACC and the Minister of Finance both send an annual draft Letter of Expectations to the Chair, setting out the Government's priorities for ACC in the year starting the following July.

The Ministers may attend a Board meeting to discuss the draft with Board Members. The Board normally receives the final Letter of Expectations late in February.

### Enduring Letter of Expectations

In addition, the Ministers of Finance and State Services sent an Enduring Letter of Expectations to all statutory Crown entity board chairs in July 2012.

The Enduring Letter confirms the standard "no surprises" policy, and also expects ACC's Board to:

- ensure effective self-monitoring of the Board's performance (including providing the Minister with high-quality information and analysis on ACC's performance against plan)
- operate transparently (by publicly disclosing non-sensitive ACC performance information throughout the year via ACC's website, following discussions with the Minister)
- deliver Better Public Services by:
  - maintaining a thorough understanding of ACC's business and cost drivers
  - looking for service improvements within tight fiscal constraints
  - taking opportunities to work with other agencies on joint procurement, shared services and delivering key results to maximise system-wide efficiency and effectiveness
  - looking for opportunities to share ideas on how the State Services can operate more effectively and efficiently.

The "no surprises" approach expected by the Minister means that the Government expects the Board to:

- be aware of any possible implications of its decisions and actions for wider government policy issues
- advise the Minister of issues that may be discussed in the public arena or that may require a Ministerial response, preferably ahead of time or otherwise as soon as practicable
- inform the Minister in advance of any major strategic initiative.

And the Treasury's "Owner's Expectations Manual" states that if a Board Member continuing to act may embarrass ACC or the Minister, the Board Member should immediately raise the matter with the Minister, via the Chair.

*[refer SSC Guidance, Chapter 15, pp 45-48, "Owner's Expectations Manual" 5.7.1, pp 26-27; 9.2.5, p 51]*

## 2.4 Chief Executive

The Board employs the Chief Executive. According to the SSC Guidance, the Board must follow the prescribed steps in the CE Act and should follow a robust process in preparing the position description, seeking suitable candidates and selecting the Chief Executive. The Board may delegate responsibilities to the Chief Executive (see section 5.2).

### Appointment and Remuneration Process

The Chair must consult the State Services Commissioner before agreeing to or amending the Chief Executive's terms and conditions of employment. The Board must consider any recommendation that the Commissioner makes.

If the proposed terms and conditions do not comply with the State Services Commissioner's guidance, the Board (via the Chair) must consult the Minister and consider any recommendations that the Minister makes.

The Board is not required to follow a recommendation of the State Services Commissioner or the Minister.

*[Refer CE Act, s 117; SSC Guidance, Chapter 13, p 39]*

### Performance

The Chief Executive is responsible to the Board. The SSC Guidance provides that the Board should ensure that:

- it defines the Chief Executive's performance expectations and the criteria against which performance will be measured
- the Chief Executive and the Chair have continuing and constructive discussions
- any problems are addressed early (for instance, by the Chair communicating and discussing non-performance concerns)
- the Chair carries out a formal annual performance evaluation process.

The Board is also responsible for managing the Chief Executive's health and safety performance, including specifying expectations and providing feedback.

*[Refer to Institute of Directors Good Governance Practices Guideline for Managing Health and Safety Risks 2016, p 10 and SSC Guidance, Chapter 13, p 39]*

## 3.0 Board Administration

### 3.1 Current Board Members

The current Board Members are:

Role	Name	Appointment	Expiry Date	Term
Chair	Dame Paula Rebstock	3 September 2012	31 December 2019	3rd term
Board Member	Mr David May	1 January 2018	31 August 2020	1st term
Board Member	Ms Kristy McDonald QC	3 September 2012	30 June 2019	3rd term
Board Member	Mr James Miller	1 March 2013	31 August 2021	2nd term
Board Member	Ms Anita Mazzoleni	19 July 2017	18 July 2020	2nd term
Board Member	Ms Leona Murphy	12 June 2017	11 June 2020	1st term
Board Member	Dr Tracey Batten	1 February 2019	31 August 2021	1st term
Board member	Mr John Brabazon	1 February 2019	31 August 2021	1st term

### 3.2 Appointment and Term of Office

#### Appointment

The Minister appoints Board Members under the CE Act.

*[Refer CE Act, s 28; [SSC Guidance](#), Chapter 17, p 50; see also specific [SSC Board Appointment and Induction Guidelines](#)]*

#### Term

Board Members are appointed for an initial term of up to three years. Board Members may be reappointed but are not entitled to automatic reappointment.

*[Refer CE Act, ss 29-32, 44 and 45; [SSC Guidance](#), Chapter 17, pp 51-54]*

#### Appointment of Chair and Deputy Chair

The Minister appoints one of the Board Members as the Chair and another as Deputy Chair, by written notice to the Board Members (stating the dates when the appointments take effect), with copies of the notices provided to the Board.

*[Refer CE Act, Sch 5, cl 1]*



### 3.3 Termination of Office

#### Removal from Office

The Minister may, at any time and at their discretion, remove a Board Member from office.

*[Refer CE Act, ss 36, 40, 41, 45, 58 and 59; [SSC Guidance](#), Chapter 17, pp 53-54]*

#### Resignation from Office

A Board Member may resign by written and signed notice to the Minister (with a copy to ACC). The resignation is effective on receipt of the notice by the Minister, or at any later time specified in the notice.

*[Refer CE Act, s 44. See also Sch 5, cl 3 for resignation from Chair or Deputy Chair role; [SSC Guidance](#), Chapter 17, p 52]*

#### Disqualification from Office

A Board Member is disqualified immediately from continuing in their Board Member role on certain grounds set out in section 30(2) of the CE Act, which include bankruptcy and being convicted of certain offences.

*[Refer CE Act, ss 30 and 45; see also "[SSC Board Appointment and Induction Guidelines](#)" p 17]*

#### No Compensation on Termination

A Board Member is not entitled to any compensation or any other payment or benefit relating to the ceasing of their Board Member role.

*[Refer CE Act, s 43]*

### 3.4 Board Remuneration

#### Remuneration

The Minister sets Board Member remuneration under the Cabinet Fees Framework 2012 (Cabinet Office Circular CO (12) 6) (**Fees Framework**). The Board is classified as a Group 3a, Level 1 Management Board.

ACC can seek an exemption from the Fees Framework from the State Services Commission, in consultation with the Minister.

On 23 May 2017, the Cabinet Appointments and Honours Committee endorsed—and the Minister for ACC approved—an increase in the fees payable to Board Members, effective 1 June 2017.

*[Refer CE Act, ss 47 and 152; SSC Guidance, Chapter 18, pp 56-58; Fees Framework, para 101-110 and 113; letter from Minister for ACC to ACC Chair, received 9 June 2017.]*

#### Annual Board Fees

Board Member fees represent a total fee for the year covering all responsibilities of Board Members. This includes reading and preparation time, involvement in Board meetings, membership of Board Committees, involvement in subsidiary companies and participating in professional development.

*[Refer Fees Framework, paras 15, 27 and 49]*

#### Committee Fees (External Committee Members)

External Committee member remuneration is also set under the Fees Framework.

If the Board appoints an external Committee member to a Board Committee or ad hoc committee, they should receive an appropriate fee for their services. The total annual fee should not exceed 50% of the total annual fee paid to a Board Member. The Board sets the fee level, which is determined considering the frequency of meetings, the level of the Committee's responsibility and the extent to which the Member provides expert advice outside the meetings.

The Board may seek an exemption from the Fees Framework from the State Services Commission, in consultation with the Minister.

### Expenses and Reimbursement

Board Members are reimbursed for actual and reasonable travelling and other expenses incurred in carrying out their office as Board Members, in accordance with the Fees Framework. See the **Travel and Reimbursement Policy** contained in the Policy Annexure.

Crown entities frequently receive requests from the public for information on expenses incurred. This information is generally provided under the Official Information Act 1982.

*[Refer CE Act, s 48, Sch 5, cl 15(1); Fees Framework, paras 47, 103 and 111-112]*

### 3.5 Chair and Deputy Chair Responsibilities

The Minister appoints the Chair, who is expected to be responsible for the following key matters:

- to chair Board meetings and ensure that through open and constructive debate, matters brought to the Board are decided so the Chief Executive can lead the execution of agreed policy
- to ensure that decisions are reached, and they are properly understood and recorded
- to represent the Board to the Minister
- to ensure the effectiveness and integrity of Board processes
- to manage conflict of interest issues as they arise
- to ensure that the Board's work programme is current and the Board meets its obligations in a timely fashion
- to conduct regular evaluations of the performance of the Board and its individual Members and to discuss these with each Board Member
- to meet regularly with the Chief Executive to ensure that critical matters are reviewed and if necessary incorporated into forward agendas for Board attention
- to represent the Board publicly
- to engage with the Minister in relation to Board Member appointments and reappointments.

The Minister also appoints the Deputy Chair, who is expected to act in the Chair's absence or incapacity or if there is no Chair. The Deputy Chair has, and may exercise, all the functions and powers of the Chair if the Chair is unavailable or is interested in a matter.

The Board may also appoint a Temporary Deputy Chair (by written resolution), who may exercise all the functions and powers of the Chair in relation to a matter if:

- there is no Deputy Chair
- the Deputy Chair is unavailable, or
- the Deputy Chair is interested in the matter.

A Temporary Deputy Chair is not entitled to any additional payment unless approved by the Minister.

The Chair and Deputy Chair will notify the Company Secretary and each other when they will be unavailable to perform their responsibilities.

*[Refer CE Act, Sch 5, cl 1 and 5; SSC Guidance, Chapter 5, pp 18-19 and Chapter 17, pp 51-55]*

### **Removal**

The Minister may, after consultation with the person concerned, remove the Chair or Deputy Chair by written notice to the person (with a copy to the Board).

*[Refer CE Act, Sch 5, cl 4]*

### **Resignation**

The Chair or Deputy Chair may, without resigning as a Board Member, resign from their role by written notice to the Minister (with a copy to the Board). The resignation notice must state when the resignation takes effect.

*[Refer CE Act, Sch 5, cl 3]*

## **3.6 Independent Professional Advice**

Board Members may access independent professional advice on request at ACC's expense.

ACC will meet the costs of independent advice obtained by a Board Member or Members if:

- the advice is necessary to enable the obligations imposed on the Board or Member, through membership of the Board, to be properly fulfilled
- the Chair (or to the Deputy Chair or the Chair of the Board Risk Assurance and Audit Committee [RAAC] when the Chair is absent or it is otherwise inappropriate to refer to the Chair) has been informed
- the Company Secretary, who will inform the Board Member(s) of the existence of relevant advice already in the hands of ACC, has been informed.

### 3.7 Liability

#### Limited Immunity from Liability

Board Members are not liable for any ACC liability simply because they are Board Members.

If a Board Member acts in good faith and in the performance (or intended performance) of ACC's functions, but that action (or omission) is inconsistent with the law or causes loss, that Board Member is not liable to ACC or any other person.

This limitation of liability does not protect a Board Member's acts or omissions that are neither in good faith nor in the performance (or intended performance) of ACC's functions from criminal or civil consequences.

#### Indemnity

ACC indemnifies Board Members for liability in respect of acts (or omissions) done in good faith and in the performance or intended performance of ACC's functions (including costs incurred in defending or settling any claim or proceeding relating to those acts).

ACC provides this indemnity under an indemnity deed entered into with each Board Member. The Company Secretary can provide a copy of the indemnity.

#### Insurance

ACC has purchased a specific set of directors' and officers' insurance for officers of ACC, including Board Members and subsidiary company directors. The Company Secretary can provide a copy of the insurance policy.

*[Refer CE Act, ss 53-57 and 120-126; SSC Guidance, Chapter 19, pp 59-61]*

## 4.0 Conduct of Board Members

### 4.1 Board Code of Conduct

Board Members are expected to comply with the Board **Code of Conduct** at all times (see the Policy Annexure).

### 4.2 Fundamental Duties and Obligations

#### Individual Duties of Board Members

Board Members must comply with the law, and in particular with all obligations and duties in the CE Act and ACC Act. Board Members' individual duties are owed to both ACC and the Minister. The specific individual duties of Board Members set out in sections 53-57 of the CE Act are:

- **to comply with the CE Act and ACC Act.** Board Members must not contravene, cause the contravention of, or agree to ACC contravening the CE Act or ACC Act
- **to act with honesty and integrity.** Board Members must, when acting as Board Members, act with honesty and integrity
- **to act in good faith and not at the expense of ACC's interests.** Board Members must, when acting as Board Members, act in good faith and not pursue their own interests at the expense of ACC's interests
- **to act with reasonable care, diligence and skill.** Board Members must, when acting as Board Members, exercise the care, diligence and skill that a reasonable person would exercise in the same circumstances, taking into account (without limitation) the nature of ACC, the nature of the actions and the positions of the Board Members and the nature of their responsibilities
- **to not disclose information.** A Board Member who has information in their capacity as a Board Member that would not otherwise be available to them must not disclose that information to any person, or make use of, or act on, that information except as provided in the CE Act.

*[Refer CE Act, ss 53 – 58; SSC Guidance, Chapter 4, pp 16-17]*

#### Collective Duties of the Board

Board Members also have collective Board duties under the CE Act for which they are collectively held accountable. These duties are owed to the Minister. Individual Board Members are not legally liable for a breach of a collective duty.

The collective Board duties are:

- to ensure that ACC acts consistently with its objectives, functions, Statement of Intent and service and performance agreement (to become statement of performance expectations)

- to ensure that the Board functions are performed efficiently, effectively and in a manner consistent with the spirit of service to the public and in collaboration with other public entities if practicable
- to ensure that ACC operates in a financially responsible manner (including in the prudent management of its assets and liabilities and the assurance of its long-term financial viability and status as a successful going concern)
- to ensure that ACC subsidiaries comply with the rules set out for subsidiaries in the CE Act (see section 5.4).

*[Refer CE Act, ss 49-52; SSC Guidance, Chapter 4, pp 16-17]*

### 4.3 Dealing with the Public – Interactions, Complaints, Communications

The Board receives a number of letters and emails from the New Zealand public. All Board Members will occasionally be required to communicate with members of the public. In such circumstances Board Members should be aware of the potential for perceived and actual conflicts of interest and perceived preferential treatment (see section 4.4 for conflicts of interest).

If a Board Member is unsure how to act in respect of interactions with members of the public, they should consult the Chair for guidance. If a Board Member becomes aware of a potential conflict of interest following any interaction, they should promptly inform the Chair.

#### Complaints

If a Board Member receives a complaint or allegation or request to intervene relating to any ACC matter from any person, and whether the approach is written or in person, they should follow the **Board Complaints Policy** in the Policy Annexure.

#### Protected Disclosures

Board Members may interact with ACC employees concerning wrongdoing that is covered by the Protected Disclosures Act 2000 or the employee **Protected Disclosure Policy**, which can be obtained from the Company Secretary.

The Chair may receive disclosures in accordance with this Policy and must act as the Company Disclosures Officer as set out in the Policy. Other Board Members do not have an express role under the Policy, and if approached regarding matters falling under the Policy, Board Members should notify the Company Disclosures Officer (Company Secretary) or the Chair as appropriate.

All disclosures must be treated as strictly confidential and should be handled under the **Protected Disclosure Policy**, unless one of the exemptions under the Protected Disclosures Act 2000 applies.

### Communications

Board Members may not comment publicly on any matter regarding ACC's affairs without the Chair's prior agreement. Board Member communications are governed by the **Communications Policy**; see the Policy Annexure.

If a member of the public (or a public group) seeks a response on an ACC matter from a Board Member, the Board Member should forward the communication to the Chair to respond on the Board's behalf. If the circumstances call for the Board Member's direct response, they should clear the response with the Chair before responding.

### Select Committee Appearances

The Chair represents the Board before parliamentary select committees unless the Board decides to nominate another Board Member in a particular circumstance. The "Officials and Select Committee Guidelines" (2007) provides guidance on appearing before select committees.

Board Members and employees of Crown Entities are considered "officials" for the purposes of those Guidelines.

## 4.4 Management of Interests and Conflicts of Interest

### Introduction

A Board Member has a conflict of interest when they or their immediate family have an external interest that conflicts with the duties that they owe as a Board Member and the external interest does, may or may be perceived to present a risk that the Board Member will not perform their Board role impartially. Members must meet a range of legal, ethical and best practice requirements to effectively manage a conflict of interest.

*[Refer CE Act, s 55; SSC Guidance, Chapter 7, p 22-23]*

### What Amounts to a Conflict of Interest?

A conflict of interest may arise when a matter arises before the Board and a Board Member or their immediate family:

- may derive a financial benefit from the matter
- may have a financial interest in a person/organisation to whom the matter relates
- are a partner, director, officer, board member or trustee of a person/organisation (or held such a role in the previous three months) to whom the matter relates
- are otherwise directly or indirectly interested in the matter.



A relevant matter can be anything related to ACC’s performance of its functions or exercise of its powers, including arrangements, agreements or contracts that ACC makes, enters into or proposes to enter into. If a Board Member or their immediate family have an interest in any of these matters, they have a conflict of interest unless the interest is so remote or insignificant that it cannot reasonably be regarded as an interest likely to influence the Board Member in carrying out their Board responsibilities.

*[Refer CE Act, s 62; ACC Act, s 267; SSC Guidance, Chapter 7, pp 22-24]*

### **Disclosure Required**

A Board Member who has an actual or potential conflict of interest must disclose all relevant details (including the nature of the interest and the monetary value) in respect of the conflict of interest to the Chair as soon as practicable after the Board Member becomes aware that the conflict of interest exists. In addition to being a legal obligation, this allows the Chair and the Board Member to explore the best way for ACC to manage the interest transparently and efficiently. At the same time, the Board Member must ensure that the conflict of interest is entered into the **Register of Conflicts of Interest Arising** (held by the Company Secretary) as soon as practicable.

“As soon as practicable” means that often it will not be appropriate to wait until a Board meeting to disclose the conflict—disclosure must occur when the conflict or further information related to the conflict arises.

If a Board Member is unsure whether a conflict of interest exists, they should discuss the matter with the Chair or Company Secretary as soon as possible.

The Register of Conflicts of Interest Arising is separate from the general Register of Board Members’ Interests (described below). The Register of Conflicts of Interest Arising is confidential and should not be disclosed to any third party unless first authorised in writing by the Chair. But as it is required by statute, its disclosure is likely to be requested under the Official Information Act 1982. It may also be requested by other State sector bodies, including the Treasury as ACC’s monitor, or by select committees.

The Chair is responsible for managing conflicts of interest as and when they are notified by Board Members. The Register of Conflicts of Interest Arising is normally noted as one of the first agenda items for each Board or Committee meeting. Under this agenda item the Board has adopted the practice of confirming if any items of potential conflict have been identified in the material provided for consideration at the meeting.

The Chair may, by prior written notice, give permission for Board Members to act in a matter in which they are interested if the Chair is satisfied that it is in the public interest to do so. Permission to act despite a conflict of interest arising must comply with the following procedure:

- written notice is provided to all Board Members before any relevant meetings
- the notice must include all relevant conditions that apply to any permitted action
- the Board minutes and ACC's annual report must contain full disclosure of the matter, the Board Member's interest and the permission to act.

When a conflict or potential conflict of interest arises in a meeting and that conflict of interest has not been previously notified to the Chair or other Board Members, this must be disclosed to all Board Members immediately and the Board Member concerned must withdraw from the meeting while the matter is discussed. The Board Member must not vote on the matter. If such notification and withdrawal occur, they must be included in the Register of Conflicts of Interest Arising and should be noted in detail in the Board minutes.

Board Members should maintain a process of review of their interests and must make amendments to the Register as required.

*[Refer CE Act, ss 63-65 and 68; SSC Guidance, Chapter 7, pp 22-27]*

### **Consequences of Conflicts of Interest Arising**

Unless the Chair gives written permission, interested Board Members must not:

- vote or take part in any Board discussions or decisions (or otherwise participate in any activities) related to the matters in which they have an interest
- sign any documents related to the matters in which they have an interest
- be regarded as part of the quorum for any part of a meeting if the matters in which they have an interest are discussed.

If an actual or potential conflict of interest has been identified, ACC will ensure that, if necessary, the Board Member is provided with redacted minutes and Board papers that exclude material related to the matter in which the Board Member is interested.

*[Refer CE Act, ss 62(3)(c) and (ca) and 66-68; SSC Guidance, Chapter 7, pp 26-27]*

### Register of Board Members' Interests

The Board's policy and expectation is for Board Members to disclose all relevant external interests (not just actual or potential conflicts of interest arising), including relationships, in the general **Register of Board Members' Interests** (held by the Company Secretary) as soon as those interests exist. The disclosure of all relevant interests includes any matters or transactions that may relate to ACC even if they do not come before the Board as matters of interest (so Board Members will be aware of those interests in the event that a conflict of interest arises). External interests may include:

- financial interests (direct and indirect); but a Board Member is not required to disclose any financial interest that has a **value of less than \$5,000**, unless that interest ought to be disclosed for some reason other than its value
- professional or other relationships where they may owe obligations to third parties
- personal, formal political affiliations.

Entries in the Register of Board Members' Interests should state the nature of the interests.

The Register of Board Members' Interests is normally circulated to Board Members by email each month for review and updating. The Register remains confidential to the Board, the Chief Executive, the Company Secretary and specific ACC staff supporting the Board and Committees. It will not be disclosed to any third party unless the Chair authorises disclosure in writing.

ACC employees who support the Board's work (including Committee work) should be aware of all interests disclosed in the Register of Board Members' Interests so that they do not give (or discuss with) Board Members information relating to matters in which the Board Members have declared interests.

*[Refer CE Act, ss 64-65; SSC Guidance, Chapter 7, p 25; see also legal advice regarding conflicts of interest]*

### **Chair**

If a conflict of interest arises in respect of the Chair, the Chair must disclose the full details of the interest (including the nature of the interest and the monetary value) to the Deputy Chair or Temporary Deputy Chair as soon as practicable after the Chair becomes aware that the conflict of interest exists. The Chair must ensure that the conflict of interest is entered into the Register of Conflicts of Interest Arising. If there is no Deputy Chair or Temporary Deputy Chair (or that person is also interested in the matter), the disclosure must be made to the Minister.

The Deputy Chair (or the Minister if the Deputy Chair or Temporary Deputy Chair is unavailable or interested in the matter) is responsible for managing the Chair's conflicts of interest. The Deputy Chair or Temporary Deputy Chair (or Minister if applicable) may give permission for the Chair to act in a matter in which they are interested as long as they provide written notice to all Board Members before any relevant meetings. The written notice must include all relevant conditions that apply to any permitted action. Full disclosure of the matter and the Chair's interest and permission to act must be detailed in the Board minutes, as well as ACC's Annual Report.

*[Refer CE Act, s 68 and Sch 5, cl 5]*

### **Board Committees**

All members of Board Committees, even if they are not Board Members, must comply with this section's rules in respect of conflicts of interest management. Further details regarding Board Committees are discussed in section 5.3.

*[Refer CE Act, Sch 5, cl 15]*

### **Breach of Conflict of Interest Rules**

If there is a failure to observe the statutory conflict of interest rules (specifically sections 63 and 66 of the CE Act) the Board must notify the Minister as soon as practicable.

*[Refer CE Act, s 67]*

### **Office of the Auditor-General Guidelines**

For more information, see the Office of the Auditor-General's (OAG) "**Managing Conflicts of Interest: Guidance for Public Entities**" (2007) guidelines.

## 4.5 Investments Code of Conduct and Trading Restrictions

ACC's Company Secretary is the key contact person for the Investments Code of Conduct. If the Company Secretary is unavailable, contact the Head of Investment Office instead.

### Restricted List

The Register of Board Members' Interests allows Board and Committee Members to identify interests and potential or actual conflicts of interest (see section 4.4).

The potential for conflicts should be assessed whether or not the relevant company is on the Restricted List (see below).

To ascertain whether a particular investment will result in a conflict, Board or Committee Members must contact the Company Secretary, who may refer the Member to an independent third party (such as a law or accounting firm). The Company Secretary or independent third party will verify and advise the Board or Committee Member whether or not the proposed investment could give rise to a conflict.

### Trading Restrictions

ACC may hold material non-public (**inside**) information on many securities—listed and unlisted—and direct investments. Inside information can include information or opinions about a particular company or ACC's investment intentions with the company. This information is confidential to ACC and must not be disclosed, used or acted on other than as described in section 4.6. It can be a criminal offence for an "information insider" to trade certain securities, to disclose inside information, or to advise or encourage a third party to trade securities about which inside information is held. Board and Committee Members should be aware of these rules and act appropriately.

The Investments Team circulate to Board and Committee Members a Restricted Trading List (**Restricted List**) of companies negotiating with the ACC Investments Team or about which the team may hold inside information.

Board and Committee Members must not:

- trade, or take part in any active decision by a third party to trade, any security issued by a company on the Restricted List or any arrangement referable to the value of such a security (such as a derivative)
- advise or encourage such trading

without prior written authority from the Board Investment Committee (**BIC**) Chair or where the BIC Chair is interested or unavailable, the Board Chair. These restrictions apply whether or not Members have actual knowledge of the inside information held by ACC.

If a Board or Committee Member possesses inside information in a non-ACC capacity, the Member must not disclose the information to ACC or take part in any active decision by ACC relating to the relevant security.

### Personal Investments Declaration

For audit and verification purposes, Board and Committee Members must make a quarterly declaration confirming that they have complied with the trading restrictions described above.

The Company Secretary manages and retains Personal Investments Quarterly Declarations.

### 4.6 Disclosure and Use of Information

Under the CE Act, Board Members must not disclose to any persons, make use of, or act on information they receive as Board Members (and to which they would not otherwise have had access), unless it is done:

- in the performance of ACC's functions
- as required or permitted by law (for example, in accordance with the Official Information Act 1982)
- in compliance with the requirement for Board Members to disclose their interests.

A Board Member may disclose, make use of or act on the information if the Board authorises the action and the action in question will not or will be unlikely to prejudice ACC.

*[Refer CE Act, s 57; SSC Guidance, Chapter 8, p 28]*

### 4.7 Gifts and Hospitality

The **Board Gifts and Hospitality Policy** (see the Policy Annexure) provides detailed guidance relating to gifts and hospitality.

ACC requires that Board Members declare and record in the Gifts and Hospitality Register all gifts and hospitality with a value of **more than \$100** offered to a Board Member by any person or organisation if the Board Member **accepts** the gift or hospitality and a member of the public could reasonably perceive that the Board Member received the gift or hospitality offer in their capacity as a Board Member.

ACC requires that Board Members declare and record in the Gifts and Hospitality Register all gifts and hospitality with a value of **more than \$1,000** offered to a Board Member by any person or organisation **whether or not the Board Member accepts the gift or hospitality**, if a member of the public could reasonably perceive that the Board Member received the gift or hospitality offer in their capacity as a Board Member.

The Company Secretary holds and maintains the Gifts and Hospitality Register. Board Members receive the Register each month before each Board meeting to ensure that they make appropriate and timely disclosures.

Gifts and Hospitality Register disclosures require the recipient and donor names, the gift's estimated value, and the date received.

*[Refer SSC Guidance, Chapter, pp 29-32]*

#### **4.8 Political Neutrality**

The Minister expects Board Members to act in a politically neutral manner when discharging their governance role.

Board Members should, at all times, conduct themselves and their business in a manner that maintains the confidence of not only the Minister and the Government of the day, but any future Government.

Board Members must ensure that private communication with any Minister or Member of Parliament does not compromise the ability of ACC to operate effectively under any Government.

In the three-month period immediately preceding a general election, the Board should neither sanction nor enter into any activity, public consultation or release of information that could be interpreted as actively campaigning for, or on behalf of, a political party.

If a Board Member stands as a candidate for election to Parliament, the Board Member should resign from their Board position on or before the day they are nominated.

Individual Board Members may be politically involved, but need to be careful about how that involvement manifests itself. Board Members wishing to be involved in political activities should ensure that their activities do not undermine the confidence of the current or future Government, and do not erode public trust and confidence in ACC. Board Members who have been selected to stand as candidates in parliamentary elections should advise the Chair immediately, and the Chair should advise the Minister via Treasury's Commercial Operations Group. Board Members' formal political affiliations should be disclosed in the Register of Board Members' Interests (see section 4.4) Any matter of this nature should be raised with the Chair (or Deputy Chair if the Chair is the subject) as soon as the matter arises.

*[Refer CE Act, s 30; SSC Board Appointment and Induction Guidelines, March 2012, Annex, pp 45-47; Treasury's Commercial Operations Group Owner's Expectations Manual, paragraph 9.3.7; Minister's Letter of Expectations; see also section 3.3 Disqualification from Office; see also legal advice on guidance during election period]*

# 5.0 Board Activity

## 5.1 Board and Committee Meeting Procedures

### Meeting Administration

Board meeting conduct follows standard formal meeting procedures. Meetings take place in venues and cities as determined by the Board from time to time.

The Chair, in consultation with the Chief Executive or Company Secretary, compiles the Board meeting agenda. The Chairs of the Committees, in consultation with the Chief Executive or Company Secretary, agree the agendas for Board Committee meetings.

Any Board Member may request the addition of an item to the agenda for either a Board meeting or a Board Committee meeting. Requests for agenda additions should be directed to the Chair or Committee Chair.

*[Refer SSC Guidance, ch 10, pp 33-34]*

### Schedule of Meetings

The Board usually schedules 11 meetings each year. The Board or the Chair approves an annual Board meeting schedule, and notice of meetings must be given to all Board Members not present when the approval is made.

The Board meeting schedule is reviewed as necessary to ensure that all business is completed to meet relevant timetables and external commitments.

A Register of Board Members' attendance at meetings is maintained for inclusion in ACC's Annual Report.

A copy of the schedule of meetings is available from the Company Secretary.

*[Refer CE Act, Sch 5, cl 7]*

### Annual Strategy Meeting

The Board reviews ACC's long-term strategic plans and agrees ACC's strategic priorities during an annual one-day strategy meeting. This reflects the SSC Guidance expectation that the Board establish a planning process and timetable.

The Board also maintains an annual work programme, through which it manages the forward planning of its regular activities.

*[Refer SSC Guidance, Chapter 10, pp 33-34]*

### Special Meetings

The Chair, or any two Board Members, may call a special Board meeting by giving at least five working days' written notice of the meeting and the business to be transacted at the meeting to each Board Member who is then in New Zealand.

Only the business stated in the notice of special meeting may be transacted at the special meeting.



The five-day notice period may be shortened if all Board Members agree to the shorter period.

*[Refer CE Act, Sch 5, cl 7; SSC Guidance, Chapter 10, pp 33-34]*

### **Board and Committee Papers**

The Company Secretary will provide Board and Committee meeting papers to Board and Committee Members approximately one week before the meeting.

All papers and matters discussed at Board and Committee meetings are strictly confidential.

### **Quorum**

The quorum for a Board meeting is half the number of all Board Members (if the Board has an even number of Board Members), or a majority of Board Members (if the Board has an odd number of Board Members). A Board Member who is interested in a matter must be disregarded for the purpose of forming a quorum relating to that matter.

A quorum must be present to transact business at a Board meeting.

*[Refer CE Act, Sch 5, cl 9 and 10; SSC Guidance, Chapter 10, p 32]*

### **Emergencies**

If only one Board Member is available (for example, due to an emergency, vacancy or conflicts of interest), the Board meeting quorum will become one. When this occurs, the available Board Member:

- may appoint the times and places of ordinary Board meetings
- may call special meetings without sending notices of meeting for those meetings
- may enter into any obligation that two or more Board Members may enter into (eg, section 127 of the CE Act regarding third party contracts).

*[Refer CE Act, Sch 5, cl 10]*

### **Methods of Holding Meetings**

A quorum of Board Members may hold Board meetings at the appointed times and places.

Alternatively, they may hold a Board meeting via audio, audio and visual or electronic communication if all participating Board Members can access the required technology and a Board quorum can simultaneously communicate with each other throughout the meeting.

The Board or its Committees may, from time to time, make decisions through unanimous written resolutions, for example via electronic communication.

When this occurs, the Board should copy all communications regarding unanimous decisions to the Company Secretary for the maintenance of Board records and managing of conflicts of interest.

*[Refer CE Act, Sch 5, cl 8 and 13]*

### **Agenda Framework**

The Board maintains an annual work programme to ensure that key responsibilities are discharged at appropriate times during the year. Meeting agendas are designed to include:

- Board Member only time
- confirmation of the Register of Conflicts of Interest Arising
- confirmation of previous Board meeting minutes
- a matters-arising report
- reports from the Chief Executive
- the Board annual work programme
- reports from Committees on urgent or strategic issues (when necessary)
- Decision and Information Papers.

Board Members wishing to add items to the agenda should discuss the matter with the Chair.

### **Voting**

Each Board Member has one vote. In addition to their general vote, the Chair has the tiebreaking vote.

Each Board Committee's Terms of Reference may contain additional voting rules.

Board resolutions are passed if all present Board Members agree without dissent, or if a majority of the votes cast on it are in favour of it.

The Board presumes that a Board Member present at a Board meeting agrees to, and votes in favour of, a resolution of the Board unless they expressly dissent or vote against the resolution at the meeting.

*[Refer CE Act, Sch 5, cl 12]*

**Minutes**

The Chair must ensure that minutes are taken at every Board and Committee meeting.

The Board and Committee Chairs are responsible for ensuring that meeting minutes are taken and promptly circulated for comment before being submitted for approval at the following meeting.

**Access to Senior Management**

Board Members have full and free access to ACC senior management and other employees. Board Members should advise the Chair if they seek to meet with non-Executive Management employees.

**Role of Company Secretary**

The Company Secretary provides support for the Board and is a point of reference and support for all Board Members. The Company Secretary regularly consults Board Members to ensure that they receive any necessary information, and works with the Chair, Chief Executive and management to ensure the presentation of high-quality supporting information to the Board and its Committees.

The Company Secretary coordinates the engagement of any external advisors that the Board, its Committees or individual Board Members requires (see section 3.6).

The Company Secretary and the Chair regularly review the Board's and ACC's wider governance processes to ensure that they are fit for purpose, and may recommend or develop initiatives to strengthen ACC's governance. The Company Secretary manages a range of administrative matters relating to the Board.

## 5.2 Delegations

The CE Act requires that the Board or someone authorised by the Board make all decisions about ACC's operations. If the Board delegates its powers and functions, the Board remains legally responsible for the exercise of those delegated functions and powers.

The Board may delegate its functions and powers to any person in accordance with the CE and ACC Acts.

ACC's Corporate Delegations Framework provides a comprehensive statement of the Chief Executive's delegations, and of ACC's policies and processes for ensuring that all delegated powers are properly exercised, monitored and reviewed.

The Board does not need to obtain the Minister's approval before delegating services provided under the ACC Act (per Schedule 5 of the ACC Act, which overrides section 73(1)(d) of the CE Act requiring Ministerial approval).

The Board cannot delegate:

- its general delegation power
- any of ACC's statutorily independent functions to an ACC subsidiary
- any of its functions and powers to a Board Committee unless that Committee has a Board Member as part of its membership.

*[Refer CE Act, ss 25 and 73; ACC Act, Sch 5, cl 25; SSC Guidance, Chapter 12, p 36]*

### Process for Delegation

There are a number of procedural checks and balances on Board delegations (as outlined in the CE Act and summarised in Corporate Delegations Framework). These include:

- the Board can only delegate a function or power by resolution and written notice to the delegate. The delegation can be revoked in the same way, or by any other method provided in the delegation itself
- a delegate may delegate their functions and powers only with the prior written consent of the Board, and subject to the same conditions that are attached to the delegate's exercise of those same functions and powers.

*[Refer CE Act, ss 73-76; SSC Guidance, Chapter 12, pp 37-38]*

### Chief Executive Delegation

The Board delegates much of its authority to act to the Chief Executive for day-to-day business operations. These delegations enable effective control and recognise the Chief Executive's power to delegate further the majority of the functions, duties and powers delegated by the Board. The Board may act on a matter even if it has delegated it to the Chief Executive.

The current delegation from the Board to the Chief Executive is set out in the Policy Annexure.

### 5.3 Board Committee Governance

#### Board Committees

The Board can, by resolution, appoint Committees to:

- advise it on any matters relating to ACC's functions and powers that are referred to the Committees by the Board
- perform or exercise any of ACC's functions or powers that are delegated to the Committees.

The Board must ensure that at least one Board Member is on any Committee that exercises Board powers or functions. Committees without Board Members may only provide advice.

All Board Committee Members (whether or not they are Board Members) must disclose any interests in the Register of Board Members' Interests, and follow the same rules applying to Board Members in respect of the management of conflicts of interest (see section 4.4).

Currently the Board's established Committees are:

- the Board Risk Assurance and Audit Committee (**RAAC**)
- the Board Investment Committee (**BIC**)
- the Board Governance and Remuneration Committee (**REM**)

*[Refer CE Act, Sch 5, cl 14]*

#### Committee Terms of Reference

All Board Committees have Board approved Terms of Reference. The Board Committees review their Terms of Reference periodically (as determined by the Terms of Reference) and may recommend amendments and improvements to the Board.

#### Committee Conduct and Procedures

Board Committees are governed by the same rules of conduct and procedures as the Board, unless the Board determines otherwise (including in a Committee's Terms of Reference).

#### Board Committee Structure, Membership and Quorum

If authorised in their Terms of Reference, Committees are able to appoint external members, if specific technical or other expertise is required. There should be more Board Members than external members on a Committee.

Each Committee's Terms of Reference describe the Committee's quorum, and the Board has delegated to the Chair of each Committee the power to co-opt any Board Member as a Member of that Committee in order to establish a quorum.

All Board Members may attend and speak at any Committee meetings, but only Committee members are entitled to vote.

### Board Committee Membership

Board Committee membership as at 06 February 2019:

Board Members	RAAC	BIC	REM
Dame Paula Rebstock		✓	✓
Ms Leona Murphy	✓		
Ms Kristy McDonald QC	✓		✓*
Ms Anita Mazzoleni	✓*		
Mr James Miller		✓*	✓
Mr David May	✓	✓	
Dr Tracey Batten			✓
Mr John Brabazon		✓	
Mr David Hunt		✓**	
Mr Pat Duignan		✓**	
Mr Fred Hutchings	✓**		

\* *Chair of the Committee*

\*\* *External member*

### External Members of Board Committees

External members of Board Committees are not Board Members.

The CE Act applies to external members (with necessary modifications) as regards:

- remuneration and expenses (sections 43, 47 and 48 of the CE Act)
- confidential information (section 57 of the CE Act)
- vacancies in membership (section 77 of the CE Act)
- good employer obligations (section 118 of the CE Act)
- liability protections (sections 120-126 of the CE Act)
- members who are officials (section 135 of the CE Act)

- disclosure of payments (section 152(1)(e) and (f) and section 152(2) of the CE Act)
- existing liability and insurance cover (sections 189-190 of the CE Act)
- management of interests (sections 62-72 of the CE Act). These rules apply to each external Committee Member as if they were a Board Member.

*[Refer CE Act, Sch 5, cl 15]*

### **Appointment of External Members**

External persons must not be appointed as external members of Board Committees unless, before appointment, they disclose to the Board the details of any interests they may have if they were a member of that Committee.

When the Board considers the appointment of external members to a Board Committee, it should consider whether access to specific expertise is required due to:

- the level of expertise required not being available within ACC
- the need to ensure a greater degree of comfort given the level of risk in a particular area of the business.

Section 3.4 discusses remuneration of external members of Board Committees.

*[Refer CE Act, Sch 5, cl 14(2)]*

### **Liability of Committee Members**

The CE Act provides that Board Committee Members are not liable for any entity liability by reason of only being Committee Members. And ACC's directors' and officers' insurance covers all Committee Members, including external Committee members. See section 3.7.

*[Refer CE Act ss 120-126, Sch 5, cl 15]*

### **Application of Governance Manual to External Members of Board Committees**

The Company Secretary will provide a copy of this Manual to all external members of Board Committees, and the Manual's requirements will apply to all external members. This means that all external members must read and follow the Manual as appropriate to their roles.

### **Appointment of Directors to Investment Vehicles**

If ACC appoints a Board Member, staff member, or external party to a governance role in an investment entity in which ACC has an interest, the following considerations apply:

- the Board Governance and Remuneration Committee has overall responsibility to oversee and make recommendations on all such appointments
- any remuneration entitlement from that entity must be disclosed to the Company Secretary, who will advise the approach to be taken in respect of that remuneration. State Services Commission guidance may be sought at this point.
- due diligence is to be exercised upon appointment to ensure all governance level Board Members and staff have specific training on and engagement with Health and Safety obligations and matters.

- if ACC appoints an external party as a director on an investment board, an assurance is required before the appointment that the director has undertaken director training, which includes specific health and safety training aimed at directors.

The Company Secretary will provide a copy of the Manual to all appointed directors of Investment Vehicles, and the requirements of the Manual will apply to all directors.

### **Committee Delegations**

Generally, Board Committees have no delegated authority and may only make recommendations to the Board.

The exceptions to this, as set out in their Terms of Reference, are:

**BIC** - the Board has delegated BIC authority for investment decisions. The BIC may sub-delegate final decision-making authority in relation to investments specified by the BIC to specific individuals, two of whom must be Board Members and one the BIC Chair, if the BIC Chair is not conflicted.

**RAAC** - the RAAC Committee may be delegated responsibilities associated with the sign-off and publication of the ACC Annual Report and Financial Statements.

**REM** – the Board has delegated REM authority to perform oversight and advice functions

### **Investment Guidelines and Delegations**

The BIC maintains and approves Investment Guidelines that cover ACC's investment activities principles and practices.

### **Committee Performance**

The Board monitors each Board Committee's performance via annual reporting from each Committee Chair to the Board Chair.

The Board receives each Committee's meeting minutes the month after the relevant meeting and the Board's agenda provides for Committees to report on urgent and strategic issues.

### **Payments to Board Members for Committee Membership**

Board Members do not receive additional annual or attendance fees for Board Committee attendance, except where a Member, who is not the Board Chair or the Deputy Chair, is Chair of a Board Committee. Their additional remuneration is in accordance with the Minister's letter referred to in section 3.4.

*[Refer [Fees Framework](#), para 45]*



## 5.4 Subsidiary Companies

### Subsidiary Companies

ACC may establish subsidiaries (after written notice to the Minister) to carry out its functions and contribute to the achievement of its objectives.

The Board is accountable for the activities and performance of any subsidiaries, which must be reported in ACC's Annual Report.

The ACC Act requires that ACC wholly own any subsidiary it forms. ACC's subsidiaries are Crown entities under the CE Act.

As companies, ACC subsidiaries must comply with the Companies Act 1993. ACC subsidiary board members are directors under that Act and have specific legal obligations.

As at January 2019, ACC has one wholly owned subsidiary:

- **Shamrock Superannuation Limited** provides trustee services to the ACC Superannuation Scheme.

*[Refer CE Act, ss 7, 8 and 96-102; Companies Act 1993, ss 5-8; ACC Act, s 266; SSC Guidance, Chapter 14, pp 42-44]*

### Directors of ACC Subsidiary Companies

Subsidiary Company	Directors	Status	Expiry of Term
Shamrock Superannuation Limited	Mr Bruce Kerr	Chair	30 September 2021
	Ms Maree Bennett	Director	31 December 2019
	Mr Philip Newport	Director	31 December 2019
	Ms Louise Marsden	Director	30 September 2021
	Ms Sharon Champness	Director	30 September 2021

### Application of Governance Manual to All Directors of ACC Subsidiaries

The Company Secretary will provide a copy of the Manual to all directors of ACC subsidiary companies, and the Manual's requirements will apply to all directors.

### Subsidiary Governance

For ACC subsidiary governance, the SSC Guidance states the Board is responsible for ensuring that subsidiaries:

- follow best practice for the identification and appointment (and fees) of directors
- exercise due diligence upon appointment to ensure that directors have specific training on and engagement with Health and Safety obligations and matters

- follow appropriate business planning and monitoring procedures (including ensuring that public accountability documents such as ACC's Statements of Intent and Annual Reports adequately include information on a subsidiary's activities)
- put an internal control environment in place so that it complies with statutory obligations and is well managed
- report regularly to the Board on its activities and performance, including any exceptions highlighted by the internal control environment.

*[Refer SSC Guidance, Chapter 14, pp 42-44; see also Institute of Directors in New Zealand Inc and Financial Markets Authority, A Director's Guide, April 2013]*

### 5.5 Board Self-Evaluation

The Board conducts an annual effectiveness review in order to evaluate Board performance. The evaluation should be made under the **Board Evaluation Policy** (see Policy Annexure).

### 5.6 Board Member Visits to ACC Offices

Board Member visits to ACC offices are welcomed. Visits may be arranged for the Board as a whole or requested by individual Board Members, depending on the circumstances. Visits to offices should only be made after prior arrangement with the Chair and in accordance with the **Visits to ACC Offices Policy** (see Policy Annexure).

## Manual Revision History

(Proposed changes to this Manual should be discussed with the Company Secretary)

Version	Board Approval Date	Description of Changes
5	15 June 2006	Initial Terms of Reference.
6	19 July 2006	Approved by Board.
7	16 February 2007	Approved by Board.
8	20 July 2007	Unchanged. Confirmed BARC 17 May 2007.
9	14 December 2007	Changed the BARC responsibility to include employee fraud.
10	15 February 2008	Changed and included in Board Governance Manual
11	23 January 2009	Revised as part of review of Board Committees
12	21 May 2009	Revised to give greater focus on financial risks.
13	1 April 2010	Updated expiry date of BIC Members' Terms and updated the name of the ACC Act.
14	9 April 2010	1) Removed references to the Injury Prevention, Rehabilitation, and Compensation Act. 2) Updated General Managers' titles to reflect restructure. 3) Reordered Appendices to accommodate printing.
15	2 February 2010	Updated Membership of Dispute Resolution Services Limited.
16	22 July 2010	Included Board and Executive accommodation and updated Mr Duignan's date of term expiry on the BIC.
17	3 August 2010	Included approval for Chief Executive's Travel and Board and Executive farewells.
18 & 19		Administration clean-up.
20	26 January 2011	Updated General Managers' role titles.
21 & 22	26 March 2012	Administration clean-up.
23	26 April 2012	Agreed changes to the BIC and BARC Terms of Reference. Creation of Public Private Partnership Investment sub-committee.
24	2 May 2012	Updated BARC Terms of Reference (section 12).
25	16 May 2012	Correction to BIC membership.
26	29 May 2012	Quality check regarding terms of Committee Members' appointments and general administration clean-up (use of acronyms).
27	28 November 2013	Substantial revision of Manual in light of OAG inquiry.
28	30 April 2014	Inclusion of Professor Gregor Coster's appointment and other non-substantive updates.
29	30 November 2014	Inclusion of Anita Mazzoleni's appointment, change in Committee membership, change to BIC delegation, alignment with Health and Safety legislative reform and other non-substantive updates

30	8 May 2015	Revised Board Committees to include addition of SOF Committee
31	30 June 2016	Revised to include due diligence obligation under Health and Safety Act; corporate responsibility statement; general administration clean-up.
32	17 August 2017	Revised to include Ms Leona Murphy's appointment, change in Committee membership, Board remuneration, and general administration clean-up.
33	7 January 2019	Revised to include Mr David May's appointment, removed references to SOF, change in Board and Committee membership, general administration clean-up, changed from an annual review of the Governance Manual and Annexure, and Board Committees' Terms of Reference to a biennial review
34	31 January 2019	Revised Board and Committee Memberships

## 6.0 Key Legislation

Act/Regulation	How it Relates to ACC
<b>Core Legislation and Obligations</b>	
Accident Compensation Act 2001	Specific legislation establishing ACC's functions and powers (formerly the Injury Prevention, Rehabilitation, and Compensation Act 2001).
Crown Entities Act 2004	This Act provides a consistent legal framework for the establishment, governance and operation of Crown entities (including ACC).
<b>Legislation Relevant to ACC as an Employer</b>	
Accident Compensation Act 2001	Specific legislation establishing ACC's functions and powers (formerly the Injury Prevention, Rehabilitation, and Compensation Act 2001).
Employment Relations Act 2000	This Act is the principal employment statute. Informs ACC's approach to employment issues.
Equal Pay Act 1972	This Act addresses discrimination based on the sex of employees in rates of remuneration.
Health and Disability Services (Safety) Act 2001	This Act promotes health and disability services to the public by requiring providers of health care services to meet service standards. Applies to services provided for and on behalf of ACC.
Health and Safety at Work Act 2015	This Act promotes the prevention of harm to persons at work by imposing duties on directors and persons controlling a business or undertaking, and setting requirements to take all reasonable steps to ensure health and safety. Applies to ACC's activities.
Holidays Act 2003	This Act sets out employees' minimum entitlements to annual leave, public holidays, sick leave and bereavement leave.
Income Tax Act 2007	This Act defines and imposes tax on net income, imposes obligations concerning tax, and sets rules for calculating tax and satisfying such obligations.
KiwiSaver Act 2006	This Act enables the establishment of KiwiSaver schemes to promote individual savings, principally through the workplace. Imposes obligations on employers relating to the provision of information and contributions.

Act/Regulation	How it Relates to ACC
Minimum Wage Act 1983	This Act prescribes the minimum wage for employees and provides for reviews of the minimum wage.
Minimum Wage (Starting-out Wage) Amendment Act 2013	This Act allows the prescription of minimum starting-out wages payable to classes of employee 16, 17, 18 and 19 years old.
Parental Leave and Employment Protection Act 1987	This Act sets minimum entitlements for parental leave for male and female employees.
Tax Administration Act 1994	This Act contains the provisions of the Inland Revenue Department Act 1974, except for sections relating to the Taxation Review Authority, and most of the provisions of the Income Tax Act 1976 that related to administrative and procedural aspects of taxation law, including penalties.
Wages Protection Act 1983	This Act sets out rules relating to the payment of wages and salaries of workers, including deductions, overpayments and forms of payment.
<b>General Public Law Legislation</b>	
Accident Compensation Act 2001	Specific legislation establishing ACC's functions and powers (formerly the Injury Prevention, Rehabilitation, and Compensation Act 2001).
Constitution Act 1986	This Act is the premier constitutional statute in New Zealand. Formal statement of New Zealand's system of government, in particular the executive, legislature and judiciary.
Human Rights Act 1993	This Act proscribes discrimination and establishes the Human Rights Commission. It applies to the setting of ACC policy and eligibility criteria, and also to ACC's activities as an employer. ACC has already lost one case under this Act, covering eligibility for rehabilitation.
New Zealand Bill of Rights Act 1990	This Act affirms civil and political rights.
Official Information Act 1982	This Act promotes the free flow of information through a presumption of the availability of "official information" unless there is a good reason to withhold it.

Act/Regulation	How it Relates to ACC
Ombudsmen Act 1975	This Act establishes procedures for the Ombudsmen to investigate administrative unfairness and abuse.
Privacy Act 1993	This Act establishes principles relating to the collection, use and disclosure of information relating to individuals and individuals' access to that information. Also appoints the Privacy Commissioner to investigate privacy complaints.
Protected Disclosures Act 2000	This Act protects employees who make disclosures of information about serious wrongdoing in or by an organisation (whistle blowers).
Public Audit Act 2001	This Act establishes the Office of the Auditor- General and the Auditor-General's functions, powers and duties. The Auditor-General is the auditor of public entities, including Crown entities.
Public Finance Act 1989	This Act contains provisions relating to exemptions for Crown entities to provide annual reports. Note that the CE Act sets out most of the provisions relating to the financial powers of Crown entities.
Public Records Act 2005	This Act requires every public office (including Crown entities) to create and maintain full and accurate records of its affairs. Records must be maintained in an accessible form.
State Sector Act 1988	This Act promotes public sector efficiencies through rationalised management and accountability. It creates the statutory position of State Services Commissioner and gives the Commissioner authority to issue codes of conduct covering minimum standards of conduct in Crown entities.
Treaty of Waitangi Act 1975	This Act provides for the observance, and confirmation, of the principles of the Treaty of Waitangi by establishing the Waitangi Tribunal to make recommendations on claims relating to the practical application of the Treaty, and to determine whether certain matters are inconsistent with the principles of the Treaty.

Act/Regulation	How it Relates to ACC
<b>Financial Legislation</b>	
Financial Markets Authority Act 2011	This Act establishes the Financial Markets Authority, which oversees legislation applicable to ACC such as the Securities Act 1978.
Takeovers Act 1993	This Act establishes the Takeovers Panel, and provides for the formulation of a Takeovers Code and for the administration and enforcement of that Code.
<b>Legislation Relevant to ACC's Wider Role</b>	
Accident Compensation (Apportioning Entitlements for Hearing Loss) Regulations 2010	These Regulations prescribe the costs ACC is liable to pay for entitlements for covered hearing loss.
Accident Compensation (Earners' Levy) Regulations 2013	These Regulations set the levy payable, including the maximum levy and the levy paid by self-employed persons.
Accident Compensation (Experience Rating) Regulations 2013	These Regulations provide for ACC to adjust a levy (under section 167(4) of the ACC Act) based on an experience rating system.
Accident Compensation (Liability to Pay or Contribute to Cost of Treatment) Regulations 2003	These Regulations set out the portions of payment imposed on insurers and ACC in respect of certain treatments.
Accident Compensation (Motor Vehicle Account Levies) Regulations 2012	These Regulations prescribe the annual rates of levies relating to motor vehicles and states when the levies are payable.
Accident Compensation (Work Account Levies) Regulations 2013	These Regulations set calculations for the work account levies payable by employers and private domestic workers.
Disabled Persons Community Welfare Act 1975	This Act provides financial and other assistance to disabled persons. It requires the Minister and Director-General of Health to cooperate with ACC and allows delegations to ACC.



Act/Regulation	How it Relates to ACC
Health Entitlement Cards Regulations 1993	These Regulations govern health entitlement cards, like the high user card. They exclude the application of cards to ACC services.
Health Practitioners Competence Assurance Act 2003	This Act ensures that health practitioners are competent and fit to practise in their professions. Restricts specified activities and contains an accountability regime for all health professionals.
Injury Prevention, Rehabilitation, and Compensation (Code of ACC Claimants' Rights) Notice 2002	This Notice approves the Code of ACC Claimants' Rights and includes the text of the Code.
Injury Prevention, Rehabilitation, and Compensation (Lump Sum and Independence Allowance) Regulations 2002	These Regulations set out the assessment tool for determining a person's eligibility for lump sum compensation or the independence allowance.
Injury Prevention, Rehabilitation, and Compensation (Refund of Fuel Levy) Regulations 2003	These Regulations provide for a refund of the fuel levy paid to ACC in certain circumstances.
Injury Prevention, Rehabilitation, and Compensation (Residual Claims Levy) Regulations 2012	These Regulations set the maximum amount of earnings on which a residual claims levy is payable, and deals with other matters relating to that levy.
Framework for the Accredited Employers Programme	Framework under which ACC and an employer may agree that the employer is the agent of ACC for the purposes of providing statutory entitlements in relation to work-related personal injuries.
<b>Other</b>	
Administration Act 1969	This Act regulates the administration of the estates of deceased persons. It grants powers to ACC to pay owed sums to certain persons.
Appropriation (2012/13 Estimates) Act 2012	This Act sets out the appropriations for expenses and for capital expenditure to be incurred by ACC (and other agencies).
Births, Deaths, Marriages, and Relationships Registration Act 1995	This Act allows the disclosure of certain information to ACC.

Act/Regulation	How it Relates to ACC
Companies Act 1993	This Act sets out the requirements for the incorporation, organisation and operation of companies. It also defines the relationships between companies and their directors, shareholders and creditors.
Crown Organisations (Criminal Liability) Act 2002	This Act enables the prosecution of Crown organisations (including Crown entities) for offences under the Building Act 2004, the Health and Safety in Employment Act 1992 and the Resource Management Act 1991.
Crown Proceedings Act 1950	This Act sets out the law relating to the civil liabilities and rights of the Crown and officers of the Crown, and to civil proceedings by and against the Crown.
District Courts Act 1947 and Family Proceedings Act 1980	The District Courts Act sets the jurisdiction of the district courts. ACC is defined as an employer for the purpose of Attachment Orders in both Acts.
Land Transport Management Act 2003	This Act sets out the planning requirements for transport and establishes the NZ Transport Agency. It requires consultation with ACC on particular matters.
National Civil Defence Emergency Management Plan Order 2005	This Order creates the national civil defence emergency management plan. ACC is included as an agency that contributes to welfare recovery. It sets out what ACC can and should do following a civil defence emergency.
Public Transport Management Act 2008	This Act governs public transport standards, regulation and planning. It requires consultation with ACC on regional public transport plans.
Social Security Act 1964	This Act sets out the provision of financial support to certain persons and creates relationships between these payments and ACC payments.
Victims' Rights Act 2002	This Act provides for the treatment and rights of victims. ACC must give victims information available through it as soon as practicable after the victims come into contact with ACC.

## 7.0 Key Policies (see Policy Annexure)

Policies		
1.	Board Self-Evaluation	28 May 2015
2.	Code of Conduct	18 December 2014
3.	Complaints	27 March 2014
4.	Communications	28 November 2013
5.	Delegations	28 November 2013
6.	Gifts and Hospitality	18 December 2014
7.	Induction	18 December 2014
8.	Technology: IT Equipment, Smartphones and Document Management and Access	21 March 2019
9.	Training and Development	18 December 2014
10.	Travel and Reimbursement	18 December 2014
11.	Visits to ACC Offices	18 December 2014
Strategies		
1.	Health and Safety Strategy	27 November 2014
2.	Privacy Strategy	27 June 2013
Terms of Reference		
1.	RAAC	24 June 2015
2.	BIC	20 December 2018
3.	REM	30 June 2016

## 8.0 Other Key Documents

Document	Available From
<b>ACC Documents</b>	
Contact Details for Board and Members (and Board Committees)	Company Secretary
Schedule of Board and Committee Meetings	Company Secretary
Minister's Letter of Expectations	Company Secretary
Delegation to Associate Minister	Company Secretary
ACC Summary Business Plan	Company Secretary
Service and Purchase Agreement	Company Secretary
Statement of Intent	<a href="http://www.acc.co.nz">www.acc.co.nz</a>
Annual Report	<a href="http://www.acc.co.nz">www.acc.co.nz</a>
Financial Condition Report	<a href="http://www.acc.co.nz">www.acc.co.nz</a>
Delegations Manual	Company Secretary
Deed of Indemnity	Company Secretary
<b>Legal Advice</b>	
Status of Fees Framework and SSC Guidance	Company Secretary
Tax advice	Company Secretary
Grandparenting of Fees	Company Secretary
Conflict of interest	Company Secretary
Guidance during Election Period	Company Secretary
<b>Guidance Documents</b>	
SSC Guidance	<a href="http://www.ssc.govt.nz">www.ssc.govt.nz</a>
Fees Framework	<a href="http://www.dPMC.govt.nz/cabinet/circulars">www.dPMC.govt.nz/cabinet/circulars</a>
OAG Guidance on Sensitive Expenditure	<a href="http://www.oag.govt.nz/2007/sensitive-expenditure">www.oag.govt.nz/2007/sensitive-expenditure</a>
SSC Guidance on Appointment and Induction	<a href="http://www.ssc.govt.nz">www.ssc.govt.nz</a>
<b>Other Documents</b>	
Directors' and Officers' Insurance (last updated June 2015)	Company Secretary
Reporting and Management of Wrongdoing Policy	Company Secretary
Letter from Minister for ACC to ACC Board Chair re 2017 Board Fees Review	Company Secretary

Note: Several of the key documents are confidential to ACC.



Te Kaporeihana Awhina Hunga Whara

[www.acc.co.nz](http://www.acc.co.nz)

[New Zealand Government](http://www.govt.nz)