

Hon Grant Robertson

MP for Wellington Central

Minister of Finance

Minister for Sport and Recreation

Minister Responsible for the Earthquake Commission

Associate Minister for Arts, Culture and Heritage



27 AUG 2019

Joss J.

fyi-request-10658-09568328@requests.fyi.org.nz

Dear Joss J.

I refer to your request received on 2 July 2019, which has been considered under the Official Information Act 1982 (OIA), for the following information:

1. *Please supply the Memorandum of Understanding between the Minister and Nga Taonga dated 1 July 2019-. Please also include any schedules, appendices etc.*

The Memorandum of Understanding has been replaced by an Outcome Agreement between the Associate Minister for Arts, Culture and Heritage and Ngā Taonga Sound & Vision from 1 July 2019 to 30 June 2024. This is attached for your information.

2. *Please supply the 2019/20 Letter of Expectations from the Minister to Nga Taonga - and the archive's reply (if received).*

There is no Letter of Expectation for 2019/20.

3. *Please supply any briefings that the Minister has received relating to Nga Taonga from 21 November 2018 onwards.*
4. *Please supply any reports that the Minister has received relating to Nga Taonga from 21 November 2018 onwards.*

In response to these requests, please refer to the table on the following page for a list of documents that have been released. Redactions have been made to the documents under sections of the OIA:

- 9(2)(a) to protect the privacy of natural persons.
- 9(2)(f)(iv) to maintain the current constitutional conventions protecting the confidentiality of advice tendered by Ministers and officials
- 9(2)(g)(i) to maintain the effective conduct of public affairs through the free and frank expression of opinions

Redactions have also been made to exclude references that are outside the scope of your request.

You have the right to seek an investigation and review by the Ombudsman of this decision. Information about how to make a complaint is available at www.ombudsman.parliament.nz or freephone 0800 802 602.

Yours sincerely

A handwritten signature in blue ink, appearing to read 'Grant Robertson', written in a cursive style.

Hon Grant Robertson
Associate Minister for Arts, Culture and Heritage

Information being released

Please find enclosed the following documents:

No.	Redactions under	Title
1.	S9(2)(a)	AM2019/035 TVNZ Archive Collection Report and other matters relating to Ngā Taonga Sound and Vision – Talking Points
2.	S9(2)(a) S9(2)(f)(iv)	AM2019/067 National Archival and Library Institutions: meeting to discuss State Services Commission advice, 14 February 2019, 4-5pm
3.	S9(2)(a) S9(2)(f)(iv)	AM2019/084 Meeting with NALI bodies 18 February 2019
4.	S9(2)(a)	Extract from BR2019/096 Fortnightly Report for ACH fortnight beginning 25 February 2019
5.	S9(2)(f)(iv)	Extract from BR2019/126 Arts, Culture and Heritage fortnightly status report for fortnight beginning 11 March 2019
6.	S9(2)(f)(iv)	Extract from BR2019/186 Arts, Culture and Heritage Status Report for the fortnight beginning 8 April 2019
7.	S9(2)(a) S9(2)(f)(iv)	AM2019/201 National Archival and Library Institutions - further advice
8.	S9(2)(a)	Extract from BR2019/272 ACH Status Report, fortnight beginning 3 June 2019
9.	S9(2)(a)	BR2019/319 Ngā Taonga Sound & Vision - Outcome Agreement
10.	S9(2)(a) S9(2)(f)(iv)	Extract from BR2019/340 ACH Status Report for the fortnight beginning 1 July 2019
11.	S9(2)(a)	Extract from BR2018/659 Fortnightly Status Report for the Arts, Culture and Heritage Portfolio - fortnight beginning 26 November 2018
12.	S9(2)(a) S9(2)(f)(iv)	AM2018/667 Meeting with Library and Archival Statutory Bodies and Nga Taonga Sound & Vision (joint MCH/DIA)
13.	S9(2)(a) S9(2)(f)(iv)	BR2018/689 Draft minutes for the November National Archival and Library Institutions Ministerial Group meeting and draft letters to key affected stakeholders
14.	S9(2)(a) S9(2)(f)(iv)	BR2018/696 Update on current status of the National Archives and Libraries Institutions review
15.	S9(2)(a) S9(2)(g)(i)	BR2018/703 National Archival and Library Institutions update and communications material
16.	S9(2)(a) S9(2)(f)(iv)	Extract from BR2019/058 Fortnightly Status Report for the Arts, Culture and Heritage Portfolio – 11 February 2019
17.		Outcome Agreement – Audiovisual archive services – Ngā Taonga Sound & Vision
17a.		Outcome Agreement Appendix – Framework Terms and Conditions

Hon Grant Robertson

Associate Minister for Arts, Culture and Heritage

AIDE MEMOIRE: TVNZ Archive Collection Report and other matters relating to Ngā Taonga Sound and Vision – Talking Points

Date:	25 January 2019	Priority:	High
Security classification:	Sensitive	Reference:	AM2019/035
Contact	Louise Lennard, Manager, Sector Performance, S9(2)(a)		

Purpose

- 1 There may be some public interest in response to the Official Information Act (OIA) request made by Joss J on 20 November 2018 with reference to Ngā Taonga Sound and Vision (Ngā Taonga). We have prepared talking points to assist you with any questions which may be raised. Please refer to **Appendix 1: Talking Points**.

Background

- 2 Manatū Taonga the Ministry for Culture and Heritage (the Ministry) has been working with Ngā Taonga on a number of issues during the 2018/19 year including:
 - a. Preserving the Nation's Memory (PtNM) project (accommodation)
 - b. National Archival and Library Institutions (NALI) review
 - c. Proposed initiatives for Budget 2019
 - d. Purchase agreements and operational performance
 - e. Television New Zealand (TVNZ) archive collection digitisation and access.
- 3 Ngā Taonga has prepared the 'TVNZ Archive Collection Report' as a response to the 2017/18 Letter of Expectation. The report covers a range of issues including funding constraints, as well as a status update on digital preservation and consideration of access rights. The Ministry received the report in October 2018 and identified a number of issues which we have been working with Ngā Taonga on resolving.
- 4 Joss J made an OIA request on 20 November 2018. This included the following requests:

1. Please supply the "TVNZ Archive Collection Report" that was supposed to be supplied to the Minister before 30 June 2018 by Ngā Taonga Sound &

Vision. (According to the Ministry for Culture and Heritage it was still being finalized in October).

2. Please supply all briefings you have received relating to Ngā Taonga from 1 May 2018 onwards.

3. With reference to NALI material that you have received. Please supply the summaries authored by the DIA of submissions relating to Ngā Taonga. Please also supply any recommendations made by the DIA relating to Ngā Taonga.

5 We have detailed talking points in response to the OIA request consistent with our work programme and our response to these matters. Please refer to **Appendix 1**.

Next steps

6 The Ministry will work with Ngā Taonga, Department of Internal Affairs Te Tari Taiwhenua (DIA) and TVNZ to work through issues identified. We will report on progress by the 30 June 2019.



Louise Lennard
Manager, Sector Performance

Appendix 1: Talking Points

We have detailed the key issues identified as part of the OIA request. Each issue we have detailed the context and the Ministry's response. Please refer to the following table:

Key issues	Context	Response
Funding of Ngā Taonga	<ul style="list-style-type: none"> The Ministry is supporting Ngā Taonga in addressing funding shortfalls, particularly in relation to the Betacam video format and resourcing to maintain a steady state with no increases to backlogs Ngā Taonga has submitted budget bids for Budget 2019 to address funding issues (as they did in Budget 2018) 	<ul style="list-style-type: none"> Officials have provided advice on the funding of Ngā Taonga and this is under active consideration
TVNZ – access and licensing	<ul style="list-style-type: none"> The TVNZ Archive Collection Report was effectively an assessment of Ngā Taonga's relationship with TVNZ Although the points are not disputed by TVNZ we have advised that TVNZ will be meeting with Ngā Taonga early this year to discuss further The commercial imperatives of TVNZ appear to be at odds with the policy intent of making the TVNZ collection available on-line The Ministry met with Ngā Taonga in December to better understand the licensing and rights issues (including watermarking programmes) and is intending to meet with TVNZ to clarify their understanding of intent of the 2014 transfer agreement 	<ul style="list-style-type: none"> The main issue arises around the level of access (rights and licensing issue) where TVNZ is restricting access for commercial interests and Ngā Taonga is wanting to provide more access to meet a range of expectations The Ministry is working through determining appropriate level of access which will support a position to negotiations between Ngā Taonga and TVNZ The Ministry will brief you by 28 February 2019
Digitisation of TVNZ Archive	<ul style="list-style-type: none"> The report confirms in January 2018, the digital archive repository became fully operational, and from that date, 816 items have been digitally preserved The Digital Preservation targets from the 2014/15 to 2017/18 included 10,000 items to be digitised and 9,500 items to be made available online The Chief Executive of Ngā Taonga has formally advised the Ministry that the component of the digital 	<ul style="list-style-type: none"> The Ministry is working with Ngā Taonga on developing a Prioritisation Policy which will guide digital preservation plans going forward. This will be available by 30 June 2019 The level of access (rights and licensing issue) is to be worked through with Ngā Taonga and TVNZ to ensure the 'provided the rights are clear' component

	<p>preservation target related to making items digitised accessible online is at risk. This is due to ongoing rights and licensing issues with TVNZ</p> <ul style="list-style-type: none"> • MCH is working with Ngā Taonga on this specific matter 	<p>of the Digital Preservation target is meet for the 2018/19 year</p> <ul style="list-style-type: none"> •
Archives Deferral	<ul style="list-style-type: none"> • Part of the TVNZ archive collection that is over 25 years old is subject to a deferral of transfer to Archives New Zealand as required under the Public Records Act 2005 • That deferral expires in August 2019 and the Ministry will be talking to Ngā Taonga and Archives NZ staff with the intent of extending that deferral 	<ul style="list-style-type: none"> • The Ministry will work with Ngā Taonga and Archives NZ
Avalon - separation of services	<ul style="list-style-type: none"> • In relation to the statement in the report: "in spite of DIA receiving \$2.4 million in capital funding in Budget 2014 to complete this work" in the report, DIA have confirmed the amount received for Avalon separation of services is \$2 million. • DIA have confirmed a Project Executive oversees this project and a contractor has been appointed to carry out this work, with construction beginning in January 2019 • Ngā Taonga has raised informally concerns around the opportunity cost with regards to being overcharged for services (eg. electricity) which were expected to be separated in 2014 	<ul style="list-style-type: none"> • Ngā Taonga is working with DIA on operational matters
Preserving the Nation's Memory (PnM) project	<ul style="list-style-type: none"> • This project has the potential to include Ngā Taonga in a co-location or shared location arrangement as part of a new building and collections stored in a repository outside Wellington 	<ul style="list-style-type: none"> • This project is under active consideration with decisions still pending
National Archival and Library Institutions (NALI) review	<ul style="list-style-type: none"> • This review relates to the assessment of national archival and library institutions and their contribution to New Zealand's democratic and cultural infrastructure and Ngā Taonga is included in this 	<ul style="list-style-type: none"> • This project is under active consideration with decisions still pending. Sections of OIA have been applied to the response to Joss J

Hon Grant Robertson

Associate Minister for Arts, Culture and Heritage

AIDE MEMOIRE: National Archival and Library Institutions: meeting to discuss State Services Commission advice, 14 February 2019, 4-5pm

Date:	11 February 2019	Priority:	High
Security classification:	In Confidence	Reference:	AM2019/067
Contact	Colin Holden, Deputy Chief Executive (Acting), [REDACTED]		S9(2)(a)

Purpose

1 This paper provides the Ministry for Culture and Heritage's (MCH's) view of the State Service Commission's (SSC) proposals outlined in its report *National Archival and Library Institutions: Structural Options for Further Discussion* (SSC2019/0017). S9(2)(f)(iv)

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State Services Commission proposals

S9(2)(f)(iv)

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S9(2)(f)(iv)

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MCH comment

S9(2)(f)(iv)

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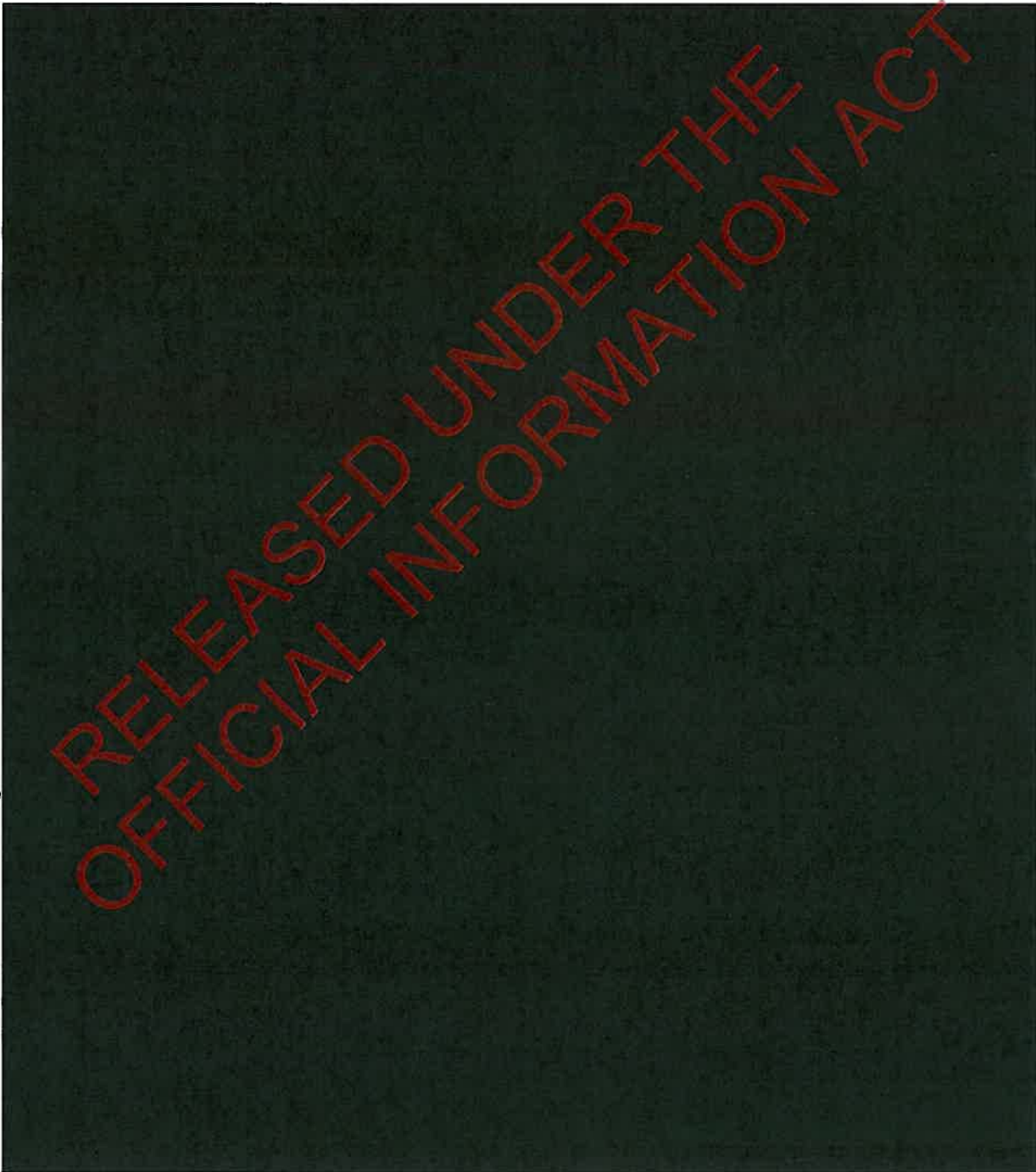
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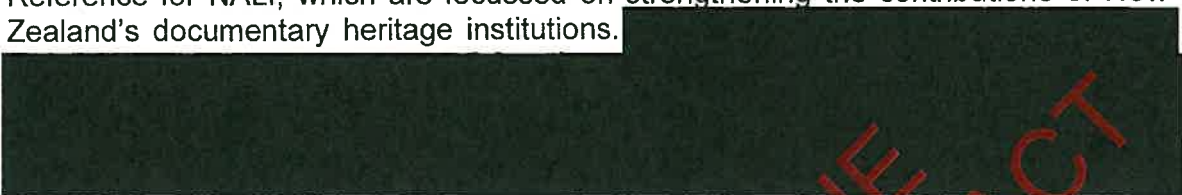
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15 MCH notes that the Smithsonian model identified in the SSC report was not identified as an overriding theme in submissions. The Smithsonian is an independent federal trust in the United State of America. It was established by an Act of Congress and operates as a public-private partnership. There are 19 museums, the national zoo and gardens under its remit.

16 The Smithsonian model is broader than the objectives set out in the Terms of Reference for NALI, which are focussed on strengthening the contributions of New Zealand's documentary heritage institutions.

S9(2)(f)(iv)



Ngā Taonga Sound and Vision

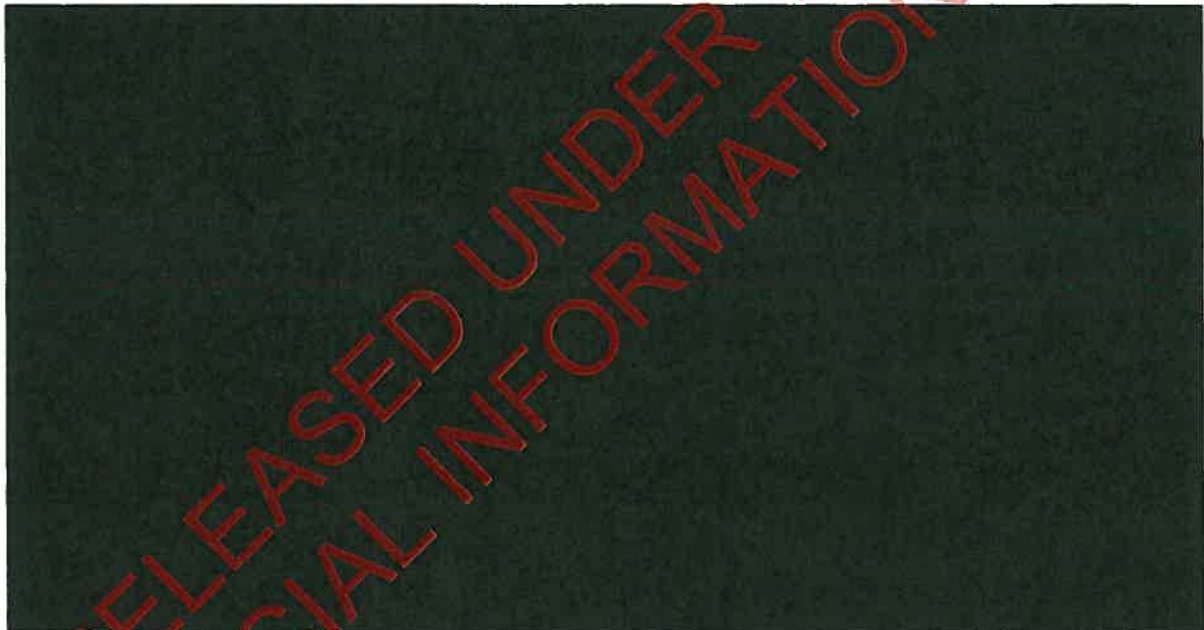
S9(2)(f)(iv)

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Preserving the Nation's Memory

S9(2)(f)(iv)

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Next steps

24 [REDACTED] S9(2)(f)(iv)

25 [REDACTED] S9(2)(f)(iv)

26 You are scheduled meet the NALI statutory bodies on 18 February with Hon Tracey Martin to discuss their advice. A separate aide memoire will be provided prior to that meeting.



Colin Holden
Deputy Secretary (Acting) Policy and Sector Performance

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Appendix 1: Talking Points

Hon Grant Robertson, Associate Minister for Arts, Culture and Heritage

**National Archival and Library Institutions: meeting to discuss State Services
Commission advice, 14 February 2019, 4pm-5pm**

S9(2)(f)(iv)

<p>NALI Terms of Reference</p>	<ul style="list-style-type: none"> • [REDACTED] • [REDACTED] • [REDACTED] • [REDACTED]
<p>Statutory bodies' views</p>	<ul style="list-style-type: none"> • [REDACTED]
<p>Ngā Taonga Sound & Vision</p>	<ul style="list-style-type: none"> • [REDACTED] • Ngā Taonga has a strong brand, history and relationships within the documentary heritage sector. I would like the solution to be compatible with Ngā Taonga joining, either immediately or at some future time.

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Priority Routine

Hon Grant Robertson
Associate Minister for
Arts, Culture and Heritage

Hon Tracey Martin
Minister of Internal Affairs

Title: Information briefing: Meeting with NALI bodies 18 February 2018

Date: 15 February 2019

Key issues
[Redacted]

S9(2)(f)(iv)

Action sought	Timeframe
Read this briefing in preparation for your meeting.	By 18 February 2019

Contact for telephone discussions (if required)

Name	Position	Direct phone line	After hours phone	Suggested 1 st contact
[Redacted] S9(2)(a)	Principal Advisor Machinery of Government, DIA	[Redacted]	[Redacted] S9(2)(a)	✓
Stefan Corbett	Director Policy, MCH	[Redacted]	[Redacted] S9(2)(a)	✓

Return to	[Redacted] DIA, [Redacted] S9(2)(a) Pipitea Street, Wellington
Cohesion reference	Aide Memoire-Meeting with NALI bodies 18 February.docx
Ministerial database reference	IA201900093

Purpose

1. This briefing provides information and discussion topics for your meeting with the Chairs of the library and archival statutory bodies, Chairs of relevant Māori Advisory Committees, Ngā Taonga Sound & Vision (Ngā Taonga), and the National Librarian and Chief Archivist (NALI bodies) at 5.00pm on Monday 18 February 2019. You are meeting with NALI bodies following their letter to you setting out their views on potential machinery of government changes for the National Library and Archives NZ.

Background

2. You are meeting with the following members of NALI bodies at 5.00pm Monday 18 February 2019:

- Sandi Beatie, Chair Archives Council
- David Reeves, Chair Library and Information Advisory Committee
- Simon Murdoch, Chair Ngā Taonga Sound & Vision
- Peter Adds, Chair Te Pae Whakawairua, Māori Advisory Committee Archives NZ
- Rebecca Elvy, Chief Executive, Ngā Taonga Sound & Vision
- Richard Foy, Chief Archivist, Archives NZ
- Bill Macnaught, National Librarian, National Library
- Chris Szekely, Chief Librarian, Alexander Turnbull Library.

3.



S9(2)(f)(iv)

4.

Suggested topics for discussion

5. At your meeting with NALI bodies we suggest you discuss the following topics:

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S9(2)(f)(iv)



Recommendations

- 6. The Department of Internal Affairs and the Ministry for Culture and Heritage recommend that you read this briefing in preparation for your meeting with NALI bodies on 18 February 2019.

Stefan Corbett
Director Policy
Ministry for Culture and Heritage

Karl Le Quesne
Deputy Chief Executive Strategy and
Governance
Department of Internal Affairs

Hon Grant Robertson
Associate Minister for Arts, Culture and
Heritage

_____/_____/_____/_____/_____

Hon Tracey Martin
Minister of Internal Affairs

_____/_____/_____/_____/_____

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IN-CONFIDENCE

7.5	<p data-bbox="328 241 817 275">Ngā Taonga Performance Update</p> <ul data-bbox="427 309 1321 734" style="list-style-type: none">• Ngā Taonga has digitised 1,009 TVNZ items for the six months ending 31 December against a target of 1,500.• The Ministry is supporting Ngā Taonga to resolve an online access issue with TVNZ related to rights to ensure as much content as possible is made accessible online for the public.• The Ministry is working closely with DIA and Ngā Taonga on clarifying responsibilities and accountabilities under the Avalon Archive Facility lease. This is likely to result in a new lease agreement.• Soon Ngā Taonga is expected to receive the National Library lease which will allow it to securely accommodate its people in the National Library Building. <p data-bbox="384 775 1161 808">Contact: Louise Lennard, Manager Sector Performance, [REDACTED]</p>
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S9(2)(a)

Notes

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7.8

National Archival and Library Institutions (NALI) Cabinet paper

- [REDACTED]
[REDACTED]
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S9(2)(f)(iv)

Contact: Stefan Corbett, Director Policy, [REDACTED]

S9(2)(a)

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7.2

National Library and Archival Institutions (NALI)

- [REDACTED]

S9(2)(f)(iv)

Contact: Stefan Corbett, Director Policy, [REDACTED]

S9(2)(a)

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Hon Grant Robertson

Associate Minister for Arts, Culture and Heritage

AIDE MEMOIRE: National Archival and Library Institutions – further advice

Date:	18 April 2019	Priority:	Medium
Security classification:	In Confidence	Reference:	AM2019/201
Contact	Colin Holden, Deputy Secretary Policy and Sector Performance (Acting), S9(2)(a)		

Purpose

- 1 This aide memoire provides advice on the State Services Commission (SSC) report on S9(2)(f)(iv)

Background

2 S9(2)(f)(iv)

3 S9(2)(f)(iv)

- measure any potential enhancements against the concerns identified by the NALI statutory bodies in their joint submission.

4 S9(2)(f)(iv)

- 5 The proposed changes to the State Sector Act 1988 are yet to be considered by a Cabinet Committee and would require legislation.

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S9(2)(f)(iv)

NALI Statutory Bodies concerns

Diminished Status

7 One of the key drivers of the National Archival and Library Institutions (NALI) work plan was to investigate options to ensure the Chief Archivist has sufficient independence to be an effective regulator of the public sector. The Chief Archivist has commented that although the role has sufficient independence, it does not have the status and mana as a tier 3 role within DIA to carry out its regulatory role effectively.

8 From the consultation process 92% of the 145 submitters felt that the NALI institutions should be independent of any other entity.

S9(2)(f)(iv)

9 The NALI submitters (including the statutory bodies) do not believe that anything less than a chief executive role holds the mana and status required to hold other chief executives to account for their obligations, particularly under the Public Records Act 2005.

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S9(2)(f)(iv)

Ownership and control of assets

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S9(2)(f)(iv)

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Budget Transparency

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S(2)(f)(iv)

S9(2)(f)(iv)

Specialist Shared Services

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S9(2)(f)(iv)

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Ngā Taonga Sound & Vision

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S9(2)(f)(iv)

22 The NALI work plan includes investigating options to ensure that Ngā Taonga has appropriate governance, a sustainable structure and funding.

23 Work on the future for Ngā Taonga has been deferred awaiting Ministerial decisions on the future of National Library and Archives New Zealand.

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S9(2)(f)(iv)

S9(2)(f)(iv)

Consultation

Statutory Bodies

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S9(2)(f)(iv)

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S9(2)(f)(iv)

National Library and Archival Institutions

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S9(2)(f)(iv)

Next steps

- 28 The approach to NALI is an agenda item for the Arts, Culture and Heritage officials meeting on Tuesday 23 April. Officials will be seeking direction from you about your views on the approach to the Cabinet submission.



Colin Holden
Deputy Secretary Policy and Sector Performance (Acting)

1 Hon Grant Robertson – issues requiring discussion

6.1 Ngā Taonga Sound & Vision – draft Outcome Agreement 2019-2024

- We are working with Ngā Taonga Sound & Vision (Ngā Taonga) to draft an outcome agreement from 1 July 2019 to 30 June 2024.
- Ngā Taonga's Board is meeting on 13 June to discuss the draft outcome agreement. Feedback will be sent to the Ministry post meeting for consideration.
- We will seek your approval as responsible Minister prior to 1 July 2019.
- The shift to an outcome approach from an output approach is consistent with other agreements with non-government organisations in the sector.

Contact: Louise Lennard, Manager Sector Performance, [REDACTED] S9(2)(a)

Notes

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Hon Grant Robertson

Associate Minister for Arts, Culture and Heritage

Ngā Taonga Sound & Vision – Outcome Agreement

Date:	20 June 2019	Priority:	High
Security classification:	In Confidence	Reference:	BR2019/319

Minister	Action Sought	Deadline
Hon Grant Robertson Associate Arts, Culture and Heritage	Sign two copies of the attached Ngā Taonga Sound & Vision 2019-24 outcome agreement	26 June 2019

Contacts			
Name	Position	Contact	1 st Contact
Louise Lennard	Manager, Sector Performance	[REDACTED]	S9(2)(a) ✓
[REDACTED] S9(2)(a)	Senior Performance Adviser	[REDACTED]	S9(2)(a)

Minister's office to complete

<input type="checkbox"/> Approved	<input type="checkbox"/> Declined
<input type="checkbox"/> Noted	<input type="checkbox"/> Needs change
<input checked="" type="checkbox"/> Seen	<input type="checkbox"/> Overtaken by events
<input type="checkbox"/> See Minister's notes	<input type="checkbox"/> Withdrawn

Comments:

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Purpose

- 1 This briefing seeks your signature, as responsible Minister, on the Outcome Agreement for Ngā Taonga Sound & Vision for the period from 1 July 2019 to 30 June 2024.

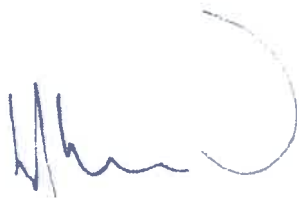
Key Messages

- 2 The current agreement with Ngā Taonga Sound & Vision expires on 30 June 2019.
- 3 In consultation with Ngā Taonga Sound & Vision, the Ministry has developed a draft Outcome Agreement for the period 1 July 2019 to 30 June 2024 for your approval.

Recommendations

- 4 The Ministry for Culture and Heritage recommends that you:

Sign two copies of the attached Outcome Agreement with Ngā Taonga Sound & Vision YES / NO



Louise Lennard
Manager, Sector Performance



Hon Grant Robertson
Associate Minister for Arts, Culture and Heritage

25 / 6 / 2019

Background

- 5 Non-government organisations (NGOs) are not subject to the requirements of the Crown Entities Act 2004. Instead, an Outcome Agreement between the Crown and the NGO is used to define the services to be provided, as well as terms and conditions upon which the Crown funds and monitors the NGO.
- 6 The Ministry has worked alongside Ngā Taonga Sound & Vision to develop the Outcome Agreement (Appendix 1). Signing the agreement will establish a contract between the NGO and the Crown. It will document the performance expectations, enabling the Ministry to monitor the NGO's progress over the duration of the agreement.

New agreement

- 7 The new agreement covers the period 1 July 2019 to 30 June 2024. The agreement period aligns with the long-term focus of the audio-visual archive collection. The Outcome Agreement indicates that funding levels for future periods are subject to Budget decisions.
- 8 This agreement articulates Ngā Taonga Sound & Vision contribution to wellbeing. Services contribute primarily to wellbeing domains: identity, social connections and knowledge & skills as described in the *Contribution to Wellbeing Intervention Logic* diagram in Appendix One of the agreement.
- 9 During the period covered by the agreement, the major deliverables for Ngā Taonga Sound & Vision are services relating to collection development and management, preservation and conservation, cataloguing, facilitating access and connections.
- 10 Ngā Taonga Sound & Vision will report on further measures to support building accurate and timely information around services and collections. This will help inform strategic decisions around the long term sustainability and reach of the audio-visual collections.
- 11 Digitally preserving Betacam tapes has been confirmed as a priority over the term of the agreement, subject to funding decisions.
- 12 The services outlined in Appendix One of the agreement align with the appropriation under which Ngā Taonga Sound & Vision is funded.

Ministry assessment

- 13 Ngā Taonga Sound & Vision has continued to develop its capability in digital preservation and collection management. This also includes understanding the collections and their related impact.
- 14 As at 31 March 2019, Ngā Taonga has digitally preserved approximately 90,000 titles across all collections and formats including video, sound, documentation, film, and digitally created titles. This includes 4,264 TVNZ titles since 2014.

- 15 60% of the collection is stored in best practice conditions. This includes the Betacam tapes which despite being stored in best practice conditions are already deteriorating. Reprioritising funding to support improving storage conditions would significantly impact on other services which are required and therefore will require separate consideration. Ngā Taonga Sound & Vision is expected to create a business case for improving storage conditions to international best practice.
- 16 The Ministry has on-going concerns about the quality of information to support advice. The new agreement places emphasis on developing measures (including quantitative and qualitative information) to build accurate and timely information around services and collections. This will inform advice and lead to better outcomes for the audio-visual collections.
- 17 The audio-visual collections are unique in their ability to connect people directly to the voices and people of our past. Many collection items are the result of significant resource (time and money) and would be at a significant cost or impossible to recreate. The opportunity exists to leverage collection items to create new connections to support identity, social connections and knowledge and skills to support the wellbeing of New Zealanders.

Next steps

- 18 Please sign the attached Outcome Agreement by Wednesday 26 June 2019. This will allow the Ministry to arrange for countersigning and approval of Ngā Taonga Sound & Vision's next payment, scheduled for Monday 1 July 2019.
- 19 The Ministry will continue to assess Ngā Taonga Sound & Vision's performance and keep you updated on its progress against this agreement over its term.

Appendices

Appendix 1: Ngā Taonga Sound & Vision 2019-24 Outcome Agreement

Appendix 1: Ngā Taonga Sound & Vision Outcome Agreement

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Outcome Agreement (Bilateral)

Ministry for Culture and Heritage

and

Ngā Taonga Sound & Vision

Contract Name	Audiovisual archive services – Ngā Taonga Sound & Vision
Contract Number (if relevant)	Not applicable
Commencement Date	1 July 2019
Term (including any rights of renewal)	5 years
Expiry Date	30 June 2024
Annual contract value (excluding GST)	\$6,670,000
Total contract value (excluding GST)	\$33,350,000

Outcome Agreement

Parties

The Sovereign in right of New Zealand acting by and through the Chief Executive of Ministry for Culture and Heritage (**Purchasing Agency**)

Ngā Taonga Sound & Vision, CC22250, NZBN 9429042686422, 84 Taranaki St, Te Aro, Wellington 6011 (**Provider**)

Introduction

- A The Framework Terms and Conditions (2nd edition) are part of this Outcome Agreement. The Framework Terms and Conditions are available at www.procurement.govt.nz
- B This Outcome Agreement describes the:
- (i) Outcome to be achieved;
 - (ii) Services that the Provider will provide to contribute towards achieving that Outcome; and
 - (iii) the performance measurement framework to assess the provision of the Services, and whether the Services have contributed towards achieving the Outcome.
- C The Purchasing Agency engages the Provider to provide the Services on the terms of this Outcome Agreement (including the Framework Terms and Conditions).

It is agreed

1 Relationship between this Outcome Agreement and the Framework Terms and Conditions

- 1.1 This Outcome Agreement is deemed to incorporate and be governed by the Framework Terms and Conditions (as added to or modified in accordance with clause 9).
- 1.2 Unless the context otherwise requires, all terms defined in the Framework Terms and Conditions have the same meaning in this Outcome Agreement.
- 1.3 The Introduction above forms part of this Outcome Agreement.

2 Term of this Outcome Agreement

- 2.1 This Outcome Agreement will commence on 1 July 2019 and end on 30 June 2024 unless extended pursuant to clause 2.2 or terminated earlier in accordance with the Framework Terms and Conditions.
- 2.2 The Purchasing Agency may extend the term of this Outcome Agreement for up to 1 further period of 5 years by giving the Provider notice it wishes to extend the term at least 60 days before the date when the term would otherwise expire.

3 Services

- 3.1 The Provider will provide the Services described in Appendix 1.
- 3.2 In providing the Services, the Provider will meet or exceed any performance measures set out in Appendix 1. The performance measures will be used to determine whether the Provider has been successful in delivering each Service in accordance with this Outcome Agreement so as to contribute toward achieving the Outcome linked to each Service.
- 3.3 In providing the Services the Provider must follow the reasonable directions of the Purchasing Agency. Such directions must be consistent with the terms of this Outcome Agreement.

4 Payment

- 4.1 Subject to the Purchasing Agency's rights under the Framework Terms and Conditions relating to the Recovery, Reduction or Suspension of Payments, the Purchasing Agency will pay the Provider for the Services the amounts, and at the times, specified in Appendix 5.

5 Contract management

- 5.1 The contract management arrangements for this Outcome Agreement (including monitoring, reporting and audit) are set out in Appendices 2 to 4.
- 5.2 The Provider and Purchasing Agency will comply with all applicable obligations under Appendices 2 to 4.

6 New IP

- 6.1 If, contrary to the intellectual property clauses in the Framework Terms and Conditions, any New IP is to be owned by the Purchasing Agency that will be recorded in Appendix 6.
- 6.2 Any Agreed Uses Of New IP are recorded in Appendix 6.

7 Privacy of personal information

- 7.1 The details of any personal information that will be shared between the Purchasing Agency and the Provider, and any agreed approach to the management of such information, are recorded in Appendix 7.

8 Relationship Managers and contact details

- 8.1 Each party's initial postal address, physical address, email address, phone number and Relationship Manager details is set out below:

Purchasing Agency: Ministry for Culture and Heritage

Relationship Manager: Louise Lennard, Manager, Sector Performance

Postal address: PO Box 5364, Wellington 6011

Physical address: Public Trust Building, 131 Lambton Quay, Wellington 6011

Email address: louise.lennard@mch.govt.nz

Phone number: 027 628 4427

Provider: Ngā Taonga Sound & Vision

Relationship Manager: Rebecca Elvy, Chief Executive

Postal address: PO Box 11449, Wellington 6142

Physical address: 84 Taranaki Street, Wellington 6142

Email address: rebeccaelvy@ngataonga.org.nz

Phone number: 021 190 7385

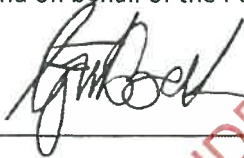
9 Changes or additions to the Framework Terms and Conditions

- 9.1 The Provider and Purchasing Agency agree to amend the Framework Terms and Conditions as set out in Appendix 8 and 9.
- 9.2 Except as set out in Appendix 8 and 9, the Framework Terms and Conditions remain in full force and effect in relation to this Outcome Agreement.

Signatures

Signed as an agreement

for and on behalf of the Purchasing Agency as follows:



Signed by Hon Grant Robertson
Associate Minister for Arts, Culture and Heritage

23/6/19

Date


Signed as an agreement

for and on behalf of the Provider as follows:

Signed by Simon Murdoch
Chair, Ngā Taonga Sound & Vision

Date

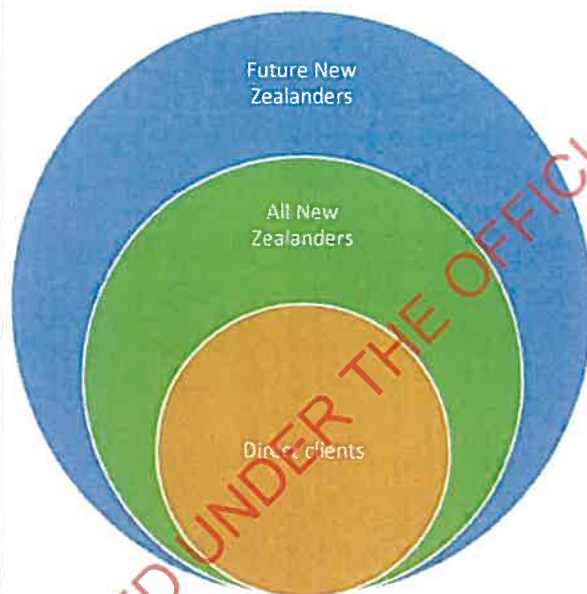
Appendix 1 – Services, Outcomes to be achieved, and performance measures

<p>Context</p> <p>Aotearoa/New Zealand is fortunate to have a substantial national audiovisual archive collection that spans from the late 1800s to the present day, and across multiple formats of sound, moving image and related documentation. Audiovisual taonga connect people directly to the voices and people of our past to create emotionally engaging experiences that build social cohesion and wellbeing among New Zealand communities.</p> <p>Audiovisual archiving is challenging and can be technologically complex. The purchasing agency recognises the expertise of Ngā Taonga Sound & Vision in this regard. It expects Ngā Taonga Sound & Vision to sustain and grow its professional networks, and international partnerships such that emerging practice can be incorporated where appropriate.</p> <p>Ngā Taonga brings strong commitment to connecting people together, valuing and protecting our history and traditions, and ensuring New Zealanders share a distinct and inclusive identity. This includes kaitiakitanga, and engaging with iwi Māori to support their aspirations as Treaty partners. Ngā Taonga is seen as an appropriate partner to support the Ministry for Culture & Heritage in meeting its sector outcomes and legislative requirements.</p>
<p>Outcome (Population)</p> <p>This agreement with Ngā Taonga will support contributing to Wellbeing in the following way:</p> <p>Contribution to Wellbeing Intervention Logic</p>  <p>In addition, this agreement will focus primarily on contributing to the following cultural sector outcome:</p> <p><i>New Zealanders share a distinct and inclusive identity and value our history and traditions.</i></p> <p>Key</p> <p>This key provides context to the Contribution to wellbeing intervention logic.</p>

- **Cultural identity, social connections, knowledge and skills** – these are the wellbeing domains (Living Standards Framework) which this agreement seeks to contribute to
- **Connections** – this represents the participation, experience and engagement with the collections, and created by the collections (including without direct involvement by Ngā Taonga)
- **Facilitating Access** – this represents services that enable people and organisations to access the collections
- **Cataloguing** – this service ensures content can be found in ways that are meaningful to those searching for it
- **Preservation and Conservation** – this represents preservation and conservation services required to ensure valued collections are available and accessible for future generations
- **Collection Development and Management** – this covers the choice of what is in the collections – present and future, and ensuring it is well cared for.

Population Group

The following diagram highlights the key population groups which this agreement seeks to support:



Key

- **Future New Zealanders** - This represents the users of tomorrow and beyond, signalling an intergenerational perspective
- **All New Zealanders** – This represents current New Zealand population, including those living overseas
- **Direct clients** - This represents a number of clients, including: Depositors, iwi Māori, funders, GLAM Sector, broadcasters, production community, education providers, Researchers, copyright holders, kaitiaki and community groups.

Indicators of success for each population group

The following table details what success is for each service and population group:

	Direct Clients	All New Zealanders	Future New Zealanders
Connections	<ul style="list-style-type: none"> Producers, iwi, owners, kaitiaki and other users elect to: <ul style="list-style-type: none"> deposit content access existing content 	<ul style="list-style-type: none"> Collections and New Zealanders access of the collections, continue to grow 	<ul style="list-style-type: none"> Feel connected with who they are and where they've come from
Facilitating Access	<ul style="list-style-type: none"> New documentaries, exhibitions and creative works are created 	<ul style="list-style-type: none"> New Zealanders benefit from seeing themselves reflected in new audiovisual and multimedia works 	<ul style="list-style-type: none"> Access to content is available whenever and however New Zealanders choose
Cataloguing	<ul style="list-style-type: none"> Collection titles are described in ways that make sense to users, making it easy for them to find what they are looking for 	<ul style="list-style-type: none"> Non-expert users are able to discover and access collections efficiently and effectively 	<ul style="list-style-type: none"> Cataloguing occurs when information about people, time and place is still known – preserving the cultural record for future generations
Preservation and Conservation	<ul style="list-style-type: none"> All collections are digitally preserved at an archival preservation quality 	<ul style="list-style-type: none"> New Zealanders have assurance that their audiovisual taonga are being preserved 	<ul style="list-style-type: none"> Able to access high quality digital copies of collection material
Collection Development and Management	<ul style="list-style-type: none"> All collections are stored in best practice conditions Depositors, iwi, kaitiaki and other rights holders know their collections are well cared for Pathway to deposit collection items is recognisable for relevant and appropriate content 	<ul style="list-style-type: none"> Collections held are representative of New Zealand's recorded heritage and national identity 	<ul style="list-style-type: none"> Collection is representative and inclusive of the heritage and identity of New Zealand

Progression towards this is important and will inform decision making.

Service name and description

The key services to be delivered for 2019-2024 include:

1. Connections
2. Facilitating Access
3. Cataloguing
4. Preservation & Conservation
5. Collection Development and Management

All services to be carried out in accordance with accepted audiovisual archiving philosophy and principles, tikanga Māori and adopting international best practice when possible. Services are expected to expand with time as new areas of focus become a priority and funding allows (these are indicative only). Setting this out helps support future agreements and understanding long term priorities.

	0* - 5 years	6 – 10 years	11 - 15 years
Connections	<ul style="list-style-type: none"> Strong focus on building relationships on operational model 	<ul style="list-style-type: none"> Leverage relationships to grow the collections and access of collections 	<ul style="list-style-type: none"> Enhanced national identity, social connection and knowledge and skills
Facilitating Access	<ul style="list-style-type: none"> TVNZ SLA On demand services (reactive) 	<ul style="list-style-type: none"> Build platforms that enable access to digital content (proactive) 	<ul style="list-style-type: none"> Access to preserved content is available whenever and however New Zealanders decide
Cataloguing	<ul style="list-style-type: none"> Cataloguing preserved titles in English and/or te reo Māori 	<ul style="list-style-type: none"> In-house cataloguing is enhanced by crowd-sourced information 	<ul style="list-style-type: none"> Most titles catalogued in English and te reo, and/or language of origin for other materials
Preservation and Conservation	<ul style="list-style-type: none"> Betacam tapes digitally preserved (pending funding) Backlog growth stabilised At risk formats prioritised and funding identified 	<ul style="list-style-type: none"> Preservation backlogs clearly identified and plans in place 	<ul style="list-style-type: none"> 60% of collections are digitally preserved and accessible Migration pathways are in line with international practice
Collection Development and Management	<ul style="list-style-type: none"> Passively increase collections over next 5 years Clear business case for improving storage conditions to international best practice 	<ul style="list-style-type: none"> Establish collection prioritisation policy and procedures for accessioning new items 100% collection items are stored in best practice conditions 	<ul style="list-style-type: none"> Collections are representative of New Zealand national identity 100% of collection items are stored in best practice conditions

0* - 5 years

6 – 10 years

11 - 15 years

*This represents forward outlook from the year 2019.

Performance Measures

The responsible Minister considers these measures as a requirement to assess results from services outlined in this agreement. The Minister from time to time may request additions/amendments or removal of measures prior to the start of each year in writing to the Board of Ngā Taonga Sound & Vision.

Mapping of measures

Measures have been mapped to the services and client groups. This helps provide an assessment of the core components of this arrangement.

	Direct Clients	All New Zealanders	Future New Zealanders
Connections	Measure 7, 8, 9, 10	Measure 7, 8, 9, 10	Measure 7, 8, 9, 10
Facilitating Access	Measure 4, 6, 8, 10	Measure 4, 6, 8, 10	Measure 4, 6, 8, 10
Cataloguing	Measure 4,	Measure 4,	Measure 4,
Preservation and Conservation	Measure 3, 5	Measure 3, 5	Measure 3, 5
Collection Development and Management	Measure 1, 2, 4, 5, 7	Measure 1, 2, 4, 5, 7	Measure 1, 2, 4, 5, 7

Measures

The reason the Ministry for Culture & Heritage collects information about the archives' performance is to inform strategic decisions that support the long term sustainability and reach of the audio-visual collections. The measure of success in this instance is building accurate and timely information around services and collections.

Success will also be tracked against the indicators.

Requirements:

- Ngā Taonga Sound & Vision will report all measures in its annual report.
- Relationship managers may agree targets each year that demonstrate progress towards achieving outcomes.
- Develop qualitative evidence (feedback and stories) to provide further context to measures.

Measure 1	Total titles in the collection as at reporting date (Breakdowns such as decade, genre etc will be possible over time with new collection management tools).
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Measure 2	New titles added to the collection for annual period. (Breakdowns will be possible over time with new collection management tools). We will also include qualitative information about what has been added to the collection and why it matters.
Measure 3	Titles digitally preserved (by predominant format) <ul style="list-style-type: none"> • New titles digitally preserved for period
Measure 4	Total titles (number and percentage of total collection): <ul style="list-style-type: none"> • Unaccessioned deposits • Accessioned • Percentage of total titles (able to be digitally preserved) digitally preserved • Catalogued • Available to view/listen in the online catalogue
Measure 5	Collection storage quality: <ul style="list-style-type: none"> • Percentage of collection in internationally agreed best-practice conditions • Percentage of collection stored in appropriate housing (e.g. appropriate containers)
Measure 6	Number of research visitors (guided)
Measure 7	Total number of depositors
Measure 8	Number of contracts for supply of archive material for reuse
Measure 9	Number of views/listens/visits <ul style="list-style-type: none"> • Number of video/sound views/listens in online catalogue • Time spent viewing videos/listening to sound in online catalogue • Video view by region (not possible at present for sound)
Measure 10	Performance against iwi engagement work programmes

Appendix 2 – Monitoring by the Purchasing Agency

Service *	Monitoring activity *	Time and frequency of monitoring activity *
All services	Performance review meetings (following quarterly reports – refer below)	Quarterly
All services	Relationship meetings	Ministry – monthly Minister – as arranged

Appendix 3 – Regular reporting by the Provider

Service	Report name	Details to be included in the report	Time and frequency of reporting
Preservation	Digital Preservation Analysis	What proportion of digital preservation capacity is spent on access requests, at risk titles, proactive archival decisions Specific risks around particular formats and materials	Every five years, unless requested by MCH
Collection Development	Acquisition plan	The Acquisition Plan should be representative of New Zealand audiovisual activity in any given year, and aim to obtain an appropriate 'sample'.	Every five years, unless requested by MCH
All services	Quarterly reporting	Include measures stated as part of this agreement (including any changes requested by the responsible Minister).	Quarterly
All services	Crown appropriation and other reporting	As requested by the responsible Minister.	Ad hoc

Appendix 4 – Regular audits or Accreditation Reviews of the Provider

Audit or Accreditation Review	Time for conducting the audit or accreditation review*
Requirement of annual report to be independently audited. Independent Auditor to have a relationship with Ministry for Culture and Heritage.	Every year

Appendix 5 – Payment for Services

Payment for services will be made quarterly.

Service	Payment date/ milestone	Payment amount (GST exclusive)	Pre-conditions to receiving payment (if any)
Audio-visual archive services	July 2019, July each year after until the agreement term ends	\$1,667,500	Subject to budget announcement. A satisfactory Quarter 3 report is received by 30 April each year for the term of this agreement.
Audio-visual archive services	October 2019, October each year after until the agreement term ends	\$1,667,500	Subject to budget announcement. A satisfactory draft Annual Report is received by 31 August each year for the term of this agreement.
Audio-visual archive services	January 2020, January each year after until the agreement term ends	\$1,667,500	A satisfactory Quarter 1 report is received by 31 October each year for the term of this agreement.
Audio-visual archive services	April 2020, April each year after until the agreement term ends	\$1,667,500	A satisfactory Quarter 2 report is received by 31 January each year for the term of this agreement.
Total		\$6,670,000 per annum	

Appendix 6 – New IP

Service	New IP *	Agreed Uses of the New IP *
<p>[IF DESPITE WHAT IS STATED IN THE FTC, NEW IP IS TO BE OWNED BY THE PURCHASING AGENCY RECORD THAT HERE (SEE CLAUSE 10.2 OF THE FTC)]</p>		

Appendix 7 - Privacy of personal information

- (1) Ngā Taonga Sound & Vision will comply with the Privacy Act 1993.

Appendix 8 – Changes to the Framework Terms and Conditions

- (1) The “Purpose and context statement” is amended by adding a third bullet point (as follows):
 - Access to cultural services, participation in, and appreciation of audio-visual taonga in New Zealand.

Appendix 9 – Additional terms to the Framework Terms and Conditions

- (1) Ngā Taonga Sound & Vision will provide Production Library Services to TVNZ (as per the Production Library Services Agreement dated 16 June 2014), this will not be at the detriment of this agreement.
- (2) Ngā Taonga Sound & Vision will comply with any requirements of the Crown, set out by the Crown in writing, for the Crown to meet its obligations under the Public Records Act 2005.
- (3) Ngā Taonga Sound & Vision will obtain insurance on specialised digitisation equipment and have appropriate back-up procedures in place to mitigate material loss of content.
- (4) The Ministry for Culture and Heritage and Ngā Taonga Sound & Vision will agree a prioritisation policy (which will guide the annual acquisition plan). This will be reviewed every year to ensure it remains relevant.

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7.4 Ngā Taonga Sound & Vision – draft outcome agreement

[REDACTED] S9(2)(f)(iv)
[REDACTED]
[REDACTED]

[REDACTED]
[REDACTED]

[REDACTED]
[REDACTED]
[REDACTED]
[REDACTED]
[REDACTED]

Contact: Louise Lennard, Manager, Sector Performance, [REDACTED] S9(2)(a)

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7.2	<p data-bbox="327 241 1359 286">Ngā Taonga: quarterly reporting</p> <ul data-bbox="327 297 1359 600" style="list-style-type: none"><li data-bbox="327 297 1359 376">• We have received the 2018/19 quarter one dashboard report from Ngā Taonga which details key performance indicators.<li data-bbox="327 376 1359 488">• We note that the target of 1,500 titles to be digitally preserved from the TVNZ collection in 2018/19, including titles being available online, provided rights are clear, is not being reported on.<li data-bbox="327 488 1359 600">• We will continue to engage with Ngā Taonga to understand why digital preservation targets for the TVNZ archive collection are not being reported on. <p data-bbox="507 611 1359 645">Contact: Louise Lennard, Manager Sector Performance, [REDACTED]</p>
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S9(2)(a)

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Ministry
for Culture
& Heritage



Te Tari Taiwhenua
Internal Affairs

Priority Urgent

Hon Grant Robertson
Associate Minister for
Arts, Culture and Heritage

Hon Tracey Martin
Minister of Internal Affairs

Title: Information briefing: Meeting with library and archival statutory bodies and Ngā Taonga Sound & Vision

Date: 22 November 2018

Key issues
You are meeting with the Chairs of the national library and archival statutory bodies, and the Chair of the Board of Ngā Taonga Sound & Vision on Monday 26 November 2018. The meeting is an opportunity for the national archival and library institutions (NALI) Ministerial Group Co-chairs to update these stakeholders on the work of the Ministerial Group, including timeframes for Ministerial Group and Cabinet decisions.

Action sought	Timeframe
Read this briefing in preparation for your meeting.	By 26 November 2018

Contact for telephone discussions (if required)

Name	Position	Direct phone line	After hours phone	Suggested 1 st contact
Stefan Corbett	Director Policy, MCH	[REDACTED]	[REDACTED]	✓
Rachel Groves	Director Policy Services, DIA	[REDACTED]	[REDACTED]	✓

S9(2)(a)

S9(2)(a)

Return to	[REDACTED] Level 9, 45 Pipitea Street, Wellington S9(2)(a)
Cohesion reference	ZV2C55T3EKPV-1584444531-1026
Ministerial database reference	IA201801091

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Purpose

1. This briefing provides information and discussion topics for your meeting with the Chairs of the library and archival statutory bodies and the Chair of the Board of Ngā Taonga Sound & Vision (Ngā Taonga) on Monday 26 November. The purpose of this meeting is to discuss the work of the National Archival and Library Institutions (NALI) Ministerial Group.
2. The people you will be meeting with are:
 - Sandra Beatle QSO, Chair, The Archives Council;
 - David Reeves, Chair, Library Information Advisory Commission;
 - Lyn Provost CNZM, Chair, Guardians Kaitiaki of the Alexander Turnbull Library;
 - Simon Murdoch CNZM, Chair, Ngā Taonga.
3. Each of the statutory bodies has a role in providing advice to the Minister of Internal Affairs on the library and archival sector. Ngā Taonga has a strong interest in this work as one of three institutions being considered within the Terms of Reference for the NALI Ministerial Group.
4. Supporting information for your meeting is provided in appendices to the paper, including:
 - suggested topics for discussion;
 - biographical information about the Chairs of each of the statutory bodies and Ngā Taonga;
 - background information on the library and archival statutory bodies; and
 - information about what the statutory bodies and the Board of Ngā Taonga said in their submissions to the NALI Ministerial Group.

Involvement of the statutory bodies and Ngā Taonga to date

5. As part of the stakeholder engagement process the statutory bodies, and Ngā Taonga, provided submissions. The statutory bodies and Ngā Taonga all supported structural change for their respective institutions and welcomed being able to provide input into the Ministerial Group's work. They also emphasised the importance of further engagement as options for the institutions are considered and designed.

6.

7.

S9(2)(f)(iv)

Update on Cabinet paper and next steps

8.

9.



S9(2)(f)(iv)

Recommendations

10. The Department of Internal Affairs and the Ministry for Culture and Heritage recommend that you:
- a) **Read** this briefing in preparation for your meeting with the Chairs of the library and archival statutory bodies and Ngā Taonga Sound & Vision.

Stefan Corbett
Director, Policy
Ministry for Culture and Heritage

Rachel Groves
Director, Policy Services
Department of Internal Affairs

Hon Grant Robertson
Associate Minister for Arts, Culture and Heritage

Hon Tracey Martin
Minister of Internal Affairs

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Appendix A: Suggested topics for discussion

In your meeting with the Chairs of the statutory bodies and the Chair of the Board of Ngā Taonga, we suggest the following topics for discussion:

- the submissions received in the consultation process;
- the objectives of the NALI work programme;
- the direction of travel for the Cabinet paper;
- the next phase of the process; and
- other planned collaboration.

The questions that the statutory bodies and Ngā Taonga are likely to raise include:

- Will the institutions have greater independence and status under the proposed new arrangements?
- Who will be involved in designing the implementation of the preferred option?
- Will there be an opportunity for stakeholders to have a further say on the options?
- Where does Ngā Taonga fit in to the proposed arrangements for Archives NZ and the National Library?

We recommend you discuss these points in your meeting with the statutory bodies and Ngā Taonga

The statutory bodies and Ngā Taonga have been involved through the stakeholder engagement process

- We appreciated the submissions that the statutory bodies, Ngā Taonga and other interested parties in the sector provided during the stakeholder engagement earlier this year. There is clearly a strong interest in the success of these institutions which have an important place in our heritage, and in government accountability.

There have been some important considerations for the Ministerial Group as this work has progressed

- The main concerns we are trying to address through considering options for the National Library and Archives NZ are to:
 - ensure the Chief Archivist has sufficient independence to carry out the constitutional functions of the role;
 - increase the status and visibility of the National Librarian and Chief Archivist to carry out their sector leadership roles; and
 - ensure Archives NZ and the National Library have autonomy over their operations and can decide what functions to prioritise.
- We also want to make sure that any structural changes support collaboration between the three NALI institutions. We want to ensure that investment in the sector is coordinated, and that people have the ability to share their knowledge and skills.

Options we are considering

- The options for structural change which we are considering include departmental agency or agencies, stand-alone agency or agencies and Crown entities.
- In addition, we are considering the three institutions' Wellington-based operations, and whether they can be co-located as part of Preserving the Nation's Memory, which is a separate but related initiative.
- The preferred options need not be the same for all three institutions, and need not proceed on the same timeframes.
- Although the Ministerial Group has not yet finalised its proposals, Cabinet will be asked to decide, in principle, which of these structural options best meets the criteria and objectives of the NALI Ministerial Group.

Cabinet decisions and next steps

-
-
-
-
-



S9(2)(f)(iv)

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Appendix B: Biographical information about the Chairs of each of the statutory bodies and Ngā Taonga Sound & Vision

Biographical information

Sandra (Sandi) Beatie QSO, Chair

The Archives Council

Sandi Beatie was appointed as Chair of Archives Council in 2016. Her term ends in May 2019. She was a Deputy State Services Commissioner from 2013 to 2015 and has extensive experience in information management, technology and public sector capability. She previously held a role as Deputy Chief Executive for the Ministry of Justice from 2007 to 2011.

David Reeves, Chair

Library Information Advisory Commission

David Reeves was reappointed as Chair for LIAC for a three-year term starting from 13 September 2018. He has been the Director for Collections and Research, Auckland War Memorial Museum since 2011. Prior to his current role, he was Associate Chief Librarian for the Alexander Turnbull Library at the National Library from 2009 to 2010. He is also currently a member of the Archives Council and his term on the Council ends in May 2019.

Lyn Provost CNZM, Chair

Guardians Kaitiaki of the Alexander Turnbull Library

Lyn Provost was appointed as Chair for the Guardians Kaitiaki for a three-year term starting from 13 September 2018. She is a Chartered Accountant and served as Controller and Auditor-General of New Zealand from 2009 to 2017. Prior to this role, she was Deputy Police Commissioner from 2001 to 2009 and previously acted as Chief Archivist for Archives New Zealand from 2000 to 2001.

Simon Murdoch CNZM, Chair

Ngā Taonga Sound & Vision

Simon Murdoch has a distinguished career as a diplomat and public servant. He was a Secretary of Foreign Affairs and Trade from 2002 to 2009, New Zealand High Commissioner in Canberra from 1999 to 2002 and Chief Executive Officer of the Department of Prime Minister and Cabinet from 1991 to 1998. He started his career in foreign affairs in 1972, serving in New Zealand and overseas until his retirement in 2009. He remains involved in several projects and activities including public sector reviews, consultancy services in crisis management, national security and intelligence. He holds governance positions on several public entities.

Appendix C: Background information on the statutory bodies

The Archives Council

1. The Archives Council is an unincorporated body established under section 14 of the Public Records Act 2005. Its purpose is to advise the Minister of Internal Affairs on recordkeeping and archive matters.
2. The Archives Council consists of up to seven members, appointed by the Minister of Internal Affairs after consultation with the Minister for Māori Development and the Chief Archivist. Members' terms of appointment are for up to three years, and they may be reappointed.

The Library and Information Advisory Commission (LIAC)

3. LIAC is an unincorporated body established under section 22 of the National Library of New Zealand (Te Puna Mātauranga o Aotearoa) Act 2003. LIAC's role is to provide advice to the Minister of Internal Affairs on library and information issues, including mātauranga Māori¹, and access to library and information services and any other matters requested by the Minister of Internal Affairs.
4. The Commission consists of up to six members appointed by the Minister of Internal Affairs, after consultation with the Minister for Māori Development. The National Librarian is an ex officio member. Members' terms of appointment are for up to three years, and they may be reappointed for a maximum of six years.

The Guardians Kaitiaki of the Alexander Turnbull Library

5. The Guardians Kaitiaki is an unincorporated body established under section 16 of the National Library of New Zealand (Te Puna Mātauranga o Aotearoa) Act 2003. The Guardians Kaitiaki's role is to provide assurance that the collections of the Alexander Turnbull Library (the Turnbull Library) are preserved and made accessible in perpetuity and that the Turnbull Library's character as a research library is maintained.
6. The Guardians Kaitiaki advises the Minister of Internal Affairs on key matters associated with the operation of the Turnbull Library.
7. The Guardians Kaitiaki has up to five members, appointed by the Minister after consultation with the Minister for Māori Development. Their terms of appointment are for up to three years, and they may be reappointed for a maximum of six years.

¹ Mātauranga Māori is an inclusive term encompassing traditional concepts of knowledge and knowing, and includes the tangible and intangible.

Appendix D: Summaries of submissions from the statutory bodies and Ngā Taonga to the NALI Ministerial Group

Information about the organisations' submissions to the NALI Ministerial Group

1. Each of the organisations you are meeting with has a strong interest in the work of the NALI Ministerial Group, and provided a submission to the NALI Ministerial Group earlier this year.
2. Summaries of the feedback from these submissions are provided below as background, for your meeting.

Archives Council submission

3. The Archives Council highlighted several concerns held by the Council:
 - The leadership role of the Chief Archivist and the ability to perform this role effectively is dependent on more than organisational form.
 - Subject to certain conditions being met, the Archives Council would favour Archives NZ joining with the National Library and Ngā Taonga to ensure that documentary heritage is not dispersed. If the institutions are joined distinct leadership roles and identities would need to be retained and respected.
 - The rationale for potentially splitting the statutory functions from the operational roles of the Chief Archivist would have to be very compelling. This rationale would need to include consideration of how splitting the statutory functions outweighs the benefits of having one role responsible for the entirety of the recordkeeping spectrum.
 - The Council supports innovative thinking that looks beyond what is in place today and how respective roles and functions are viewed and what is needed for 21st century leadership. The Council encouraged the views and interests of Māori and young people to be specifically sought in this work.

LIAC submission

4. The LIAC submission identified a number of challenges facing the institutions including:
 - A key challenge is the difficulty of preserving and ensuring access to born-digital material and meeting expectations for access to digital information, while continuing to meet the demand for physical collection, preservation and access.
 - The profile and potential of documentary heritage collections has suffered in recent decades from fragmentation and constrained resources.
 - The institutions lack the resources and connections to fully realise the value of their collections to Te Ao Māori and to New Zealand's diverse communities.
 - There is a lack of capacity to deliver on the 'bold and beneficial' direction of the National Library's 2030 strategy document, Turning Knowledge into Value, which needs to be addressed urgently.
5. LIAC also considered that there are detrimental effects on the visibility and leadership of the Chief Archivist and National Librarian from being located within DIA.

Guardians/Kaitiaki of the Alexander Turnbull Library submission

6. The Guardians/Kaitiaki submission focused on the independence and resourcing of the institutions. It contained the following points:
- The NALI review should be focused on the institutions having adequate independence, authority and resources; and on the institutions working collaboratively to ensure the best use of funds to meet future needs in protecting and providing access to the nation's documentary heritage.
 - The most urgent challenge for the institutions is the issue of insufficient funding over a long period, which limits new capabilities as well as "cutting into traditional roles and programmes." Another key issue is the need for greater visibility and status for the institutions.
 - The heads of the institutions need greater independence, including access to Ministers and control over the funding, priorities, and operating model of their institutions.
 - The long-term outcomes of the NALI process for the institutions should be sufficient resourcing to achieve their statutory roles and strategic directions; protecting and reflecting New Zealand's cultural identity; and greater access to and re-use of New Zealand's records and documentary heritage.

Ngā Taonga Board submission

7. The submission from Ngā Taonga noted that while there are differences, the three institutions have some similar needs including their substantial physical storage footprints, public demand for physical and digital access to collections, the significant digital infrastructure required and professional training and development needs. The differences include the roles and services delivered by each institution. The submission notes that a major difference is the digital load of audio-visual preservation, which massively exceeds digitised paper or sound material.
8. Ngā Taonga also submitted that:
- the system should make it easier for the three institutions to collaborate, including on shared investment in infrastructure (such as property and information communication technology) and avoiding duplication of investment;
 - the role of the Chief Archivist must be independent from direction or duress from the government of the day, and also must be seen to be independent;
 - as a charitable trust, Ngā Taonga does not have its purpose or functions supported by legislation or government policy, so organisations can choose how and where to store their audio-visual material, without reference to Ngā Taonga's specialist expertise in this area;
 - Ngā Taonga would prefer to become an Autonomous Crown Entity (ACE), provided key criteria can be accommodated (including Ngā Taonga's bicultural constitution and Board, the private ownership of the collections; the assets owned by the trust; and sustainability of funding).
 - Archives NZ and the National Library should also be Crown entities, and all three institutions should ideally be in the same portfolio as Te Papa (which is also an ACE).



Ministry
for Culture
& Heritage



Te Tari Taiwhenua
Internal Affairs

Priority Urgent

Hon Grant Robertson
Associate Minister for
Arts, Culture and Heritage

Hon Tracey Martin
Minister of Internal Affairs

Title: Draft minutes for the November National Archival and Library Institutions Ministerial Group meeting and draft letters to key affected stakeholders

Date: 4 December 2018

Key issues

The National Archival and Library Institutions (NALI) Ministerial Group meeting took place on 27 November 2018. The draft minutes for the November meeting are provided for your review and approval for circulation to the rest of the NALI Ministerial Group.

At the meeting you requested that officials provide you with letters to key affected stakeholders (such as the Chief Archivist, the National Librarian, and chairs of statutory bodies). The draft letters are provided for your signature.

Action sought		Timeframe
Hon Grant Robertson Associate Arts, Culture and Heritage	Review and circulate the draft meeting minutes for the NALI Ministerial Group meeting on 27 November 2018; and	7 December 2018
Hon Tracey Martin Internal Affairs	Sign and send the attached letters to the Chief Archivist, National Librarian, chairs of the statutory bodies and Ngā Taonga Sound & Vision.	

Contact for telephone discussions (if required)

Name	Position	Direct phone line	After hours phone	Suggested 1 st contact
Stefan Corbett	Director Policy, MCH	██████████	██████████	✓
Frédérique Bertrand	Policy Manager, DIA	██████████	██████████	✓

S9(2)(a)

S9(2)(a)

Return to	██████████ Level 9, 45 Pipitea Street, Wellington
Cohesion reference	ZV2C55T3EKPV-1584444531-1139
Ministerial database reference	IA201801145

S9(2)(a)

Purpose

1. This briefing provides the draft meeting minutes for the National Archival and Library Institutions (NALI) Ministerial Group meeting on 27 November 2018. The draft minutes are provided at **Appendix A** for your review and confirmation prior to circulation to the rest of the NALI Ministerial Group.
2. We have also drafted letters to the Chief Archivist, National Librarian, chairs for Ngā Taonga Sound & Vision (Ngā Taonga) and the statutory bodies (Library and Information Advisory Commission, Archives Council and Guardians Kaitiaki of the Alexander Turnbull Library). The letters are provided for your consideration and signature at **Appendix B**.

Background

3. At the NALI Ministerial Group meeting on 27 November 2018, you requested that officials provide letters to the statutory bodies, the Chief Archivist and National Librarian. We are providing these letters for your consideration, including one to the Ngā Taonga Board Chair and Chief Executive.

Next steps

December workshop with NALI leadership and statutory bodies

4. Officials have organised a workshop on Wednesday 5 December 2018 with the chairs of the statutory bodies and Ngā Taonga. The workshop will be hosted by the National Librarian and the Chief Archivist, and will be led by an external facilitator.
5. Prior to the workshop, we will provide attendees with the November NALI Ministerial Group papers (excluding Budget-sensitive material) as per standard process, and other preparatory papers to inform the discussion.
6. As noted in the draft letters, we will brief you on the findings and key themes from the workshop before the end of the year. Officials are also planning a second workshop in early 2019 for the rest of the statutory bodies' membership, as the December workshop will be with their respective chairs.

Communication to stakeholders

7. We will provide you with the following communications material for your approval to be released or sent before the end of the year:
 - a draft joint press release from you as NALI Co-Chairs;
 - reactive information (questions and answers) to manage any queries received at your offices; and
 - draft key messages to be sent to everyone who provided a submission during the NALI stakeholder engagement process, including staff of the institutions.
8. Once you have approved the key messages we will email them to submitters and attendees of the stakeholder workshops, update departmental websites and update messages in current NALI-related Ministerials.

Recommendations

9. The Department of Internal Affairs and Ministry for Culture and Heritage recommend that you:

- a) **review and confirm** the meeting minutes prior to circulating them to the rest of the NALI Ministerial Group, once your amendments (if any) have been made; and **Yes / No**

- b) **sign and send** the attached letters to the Chief Archivist, National Librarian, and the Chairs of Ngā Taonga and statutory bodies. **Yes / No**



Stefan Corbett
Director, Policy
Ministry for Culture and Heritage



Frédérique Bertrand
Policy Manager
Department of Internal Affairs

Hon Grant Robertson
Associate Minister for Arts, Culture and Heritage

____/____/____

Hon Tracey Martin
Minister of Internal Affairs

____/____/____

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Appendix A: Draft minutes for the NALI Ministerial Group meeting on 27 November 2018

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Ministry
for Culture
& Heritage



Te Tari Taiwhenua
Internal Affairs

Meeting minutes

National Archival and Library Institutions Ministerial Group

Date and time of meeting	Tuesday 27 November 2018, 12.00-12.45pm - meeting five
Location	7.6 EW
Ministerial attendees	Hon Grant Robertson, Associate Minister for Arts, Culture and Heritage Hon Tracey Martin, Minister of Internal Affairs
Apologies	Hon Dr Megan Woods, Minister for Government Digital Services Hon Nanaia Mahuta, Minister for Māori Development Hon Chris Hipkins, Minister of State Services
Officials attending in support	<ul style="list-style-type: none"> • Paul James, Chief Executive, Department of Internal Affairs (DIA) • Peter Murray, Deputy Chief Executive, Information and Knowledge Services, DIA • Marilyn Little, Deputy Chief Executive, Policy, Regulation and Communities, DIA • Colin Holden, Acting Deputy Chief Executive, Policy and Sector Performance, Ministry for Culture and Heritage (MCH) • Hannah Cameron, Deputy Commissioner, State Services Commission (SSC) • Tamati Olsen, Manager Cultural Wealth, Te Puni Kōkiri • Stefan Corbett, Director Policy, MCH • Hugo Vitalis, SSC • David Choat, Specialist Ministerial Advisor, Office of Hon Chris Hipkins, Minister of State Services • Daran Ponter, Private Secretary, Office of Hon Nanaia Mahuta, Minister for Māori Development • Kate McDonald, Private Secretary, Office of Hon Dr Megan Woods, Minister for Government Digital Services
Officials from secretariat	<ul style="list-style-type: none"> • Mark Batt, Principal Advisor Machinery of Government, DIA • Susan O'Neill, Senior Policy Analyst, DIA • Ewan Lincoln, Senior Policy Advisor, MCH

1. The draft minutes of the 24 September 2018 Ministerial Group meeting were approved.

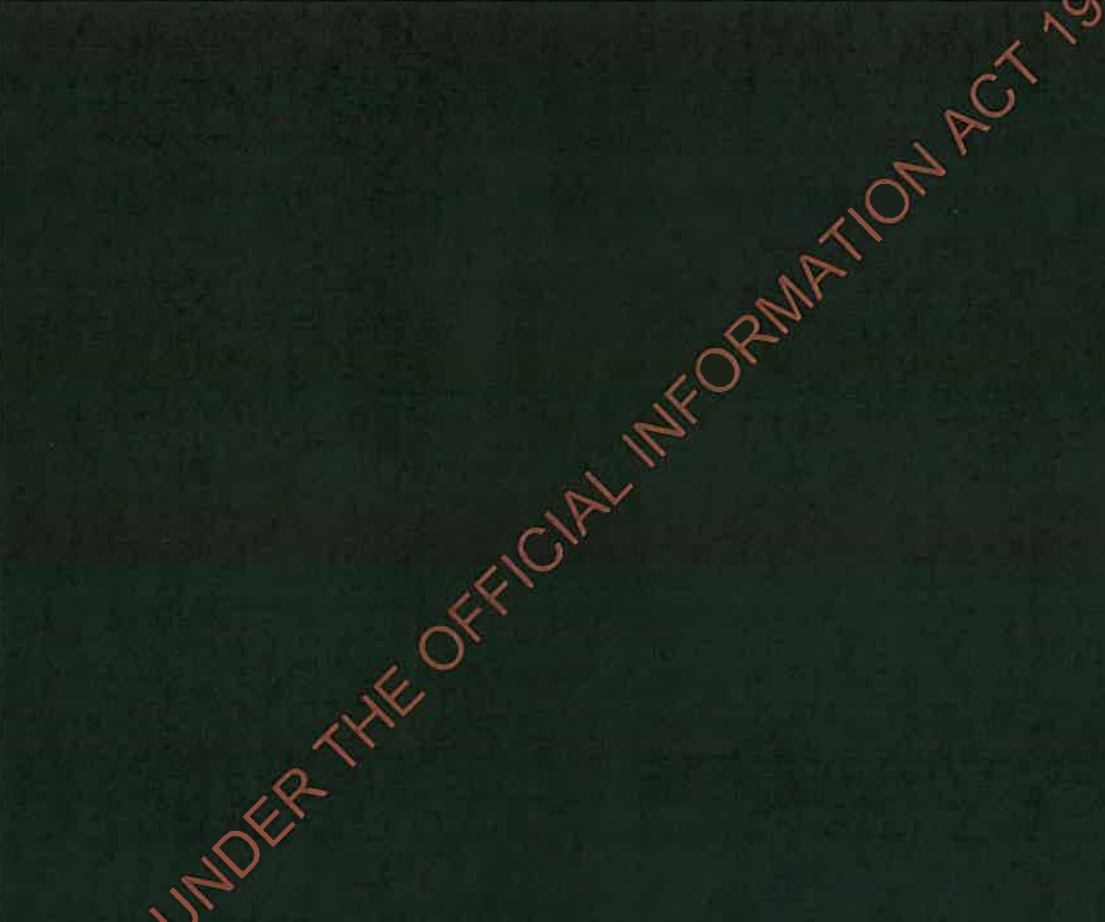
2.



S9(2)(f)(iv)

Structural options and shared services for the national archival and library institutions

3.



S9(2)(f)(iv)

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12. **Noted** that the Cabinet paper will need to set out options that were considered but not preferred.
13. **Noted** that the relationship between the institutions and Māori needs to be addressed in the co-design process.

Other matters

14. **Noted** the proposed Budget bids for the three institutions.
15. **Agreed** to officials preparing a message to every submitter, for the Co-chairs' approval.

The message should:

- a. summarise the issues raised in submissions;
- b. note Ministers are working through options to address the issues raised;
- c. acknowledge the status quo is not tenable;
- d. include a list of principles for how decisions will be made;
- e. note Ministers' commitment to creating structures that will recognise the mana and independence of the institutions; and
- f. note that opportunities have been identified through the NALI process for the institutions to collaborate more effectively.

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Appendix B: Draft letters to key affected stakeholders

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Bill MacNaught
National Librarian
The National Library of New Zealand
S9(2)(a)

Dear Bill

Thank you for your support of the National Archival and Library Institutions (NALI) Ministerial Group.

As you are aware, we intend to seek Cabinet decisions in early 2019 on a preferred approach for strengthening the contribution of the National Library of New Zealand (the National Library) including the Alexander Turnbull Library, Archives New Zealand (Archives NZ), and Ngā Taonga Sound & Vision (Ngā Taonga). We understand the importance of ensuring the institutions and the three statutory bodies are aware of preferred options prior to Cabinet considers any proposals.

Key findings from the stakeholder engagement process and further analysis from officials have highlighted that current arrangements are not working for the institutions. The NALI Ministerial Group considered a range of factors in this case for change including a need to improve the mana of the institutions, their ability to manage resources and ownership of shared specialist services, their connection with the communities they serve, and ensuring they are places where people want to work.

December workshop for NALI's leadership and statutory bodies

At the November NALI Ministerial Group meeting, we requested that options are discussed with the leaders of Archives NZ and the National Library, and the statutory bodies. We understand that you and the Chief Archivist hosted a workshop with the statutory bodies on 5 December 2018 to discuss options for organisational and structural changes to the National Library and Archives NZ.

S9(2)(f)(iv)

We have asked the statutory bodies to continue to have an input as officials:

-

S9(2)(f)(iv)

- work through options to improve collaboration (such as governance arrangements around collaboration for services) between the institutions to avoid unnecessary duplication of investment, making sure the institutions take the lead in the design of shared specialist services;¹

-
-

S9(2)(f)(iv)

We understand how busy this period is for everyone and appreciate you making the time to attend the first workshop. We expect to be briefed on key findings from the workshop before the end of the year, and understand that you may also wish to report to us directly.

Communications to stakeholders

The NALI Ministerial Group Terms of Reference noted that we would be seeking Cabinet decisions before the end of this year. As we are not seeking Cabinet decisions until 2019, we intend to publish a press release with an update on the NALI work. We also intend to send a message to everyone who provided a submission and participated at the workshops during the stakeholder engagement phase. Officials will provide these key messages to you separately for your information, once we have approved them.

We trust that the workshop will be a useful discussion and we look forward to it resulting in a positive way forward for our national archival and library institutions.

Yours sincerely

Hon Tracey Martin
Minister of Internal Affairs

Hon Grant Robertson
Associate Minister for Arts, Culture and Heritage

Copy to: Chris Szekely, Chief Librarian, Alexander Turnbull Library

¹ This will include but is not exclusive to: digitisation and digital preservation; conservation; storage and repository management; and public access (including reading rooms).

David Reeves
Chair
Library and Information Advisory Commission
S9(2)(a)

Dear David

Thank you for meeting with us on 26 November 2018 to discuss the National Archival and Library Institutions (NALI) Ministerial Group's progress to date. We appreciated the chance to discuss with you and the other chairs the opportunities relating to the future structural arrangements of the National Library of New Zealand (the National Library) including the Alexander Turnbull Library, Archives New Zealand (Archives NZ), and Ngā Taonga Sound & Vision (Ngā Taonga).

As you are aware, we intend to seek Cabinet decisions in early 2019 on a preferred approach to strengthening the contribution of the institutions. It is important that options being considered are discussed with all three statutory bodies, Archives NZ, the National Library and the leadership of the three institutions, prior to Cabinet considering any proposals.

Key findings from the stakeholder engagement process and further analysis from officials have highlighted that current arrangements are not working for the institutions. The NALI Ministerial Group considered a range of factors in this case for change including a need to improve the mana of the institutions, their ability to manage resources and ownership of shared specialist services, their connection with the communities they serve, and ensuring they are places where people want to work.

December 2018 workshop for NALI leadership and statutory bodies

We understand that you and the chairs of the other statutory bodies met with officials on 5 December 2018 to discuss options for organisational and structural changes being considered for the National Library and Archives NZ.

[REDACTED] We expect that discussions with the statutory bodies and the institutions will continue beyond this first workshop as sustainable solutions for Archives NZ and the National Library continue to be developed.

S9(2)(f)(iv)

We would like the Library and Information Advisory Commission, together with the other statutory bodies, to continue to have input as officials:

- [REDACTED] S9(2)(f)(iv)
- work through options to improve collaboration (such as governance arrangements around collaboration for services) between the institutions to avoid unnecessary duplication of investment, making sure the institutions take the lead in the design of shared specialist services;¹
- [REDACTED] S9(2)(f)(iv)
- [REDACTED]

We understand how busy this period is for everyone and appreciate you making the time to attend the first workshop. We expect officials to brief us on key findings from the workshop before the end of the year, and understand that you may also wish to advise us directly.

Communications to stakeholders

The NALI Ministerial Group Terms of Reference noted that we would be seeking Cabinet decisions before the end of this year. As we are not seeking Cabinet decisions until 2019, we intend to publish a press release with an update on the NALI work. We also intend to send a message to everyone who provided a submission and participated at the workshops during the stakeholder engagement phase. Officials will provide these key messages to you separately for your information, once we have approved them.

Thank you again for taking the time to meet with us. We trust that the workshop will be a useful discussion and we look forward to it resulting in a positive way forward for our national archival and library institutions.

Yours sincerely

Hon Tracey Martin
Minister of Internal Affairs

Hon Grant Robertson
Associate Minister for Arts, Culture and Heritage

¹ This will include but is not exclusive to: digitisation and digital preservation; conservation; storage and repository management; and public access (including reading rooms).

Lyn Provost CNZM
Chair
Guardians Kaitiaki of Alexander Turnbull Library
S9(2)(a)

Dear Lyn

Thank you for meeting with us on 26 November 2018 to discuss the National Archival and Library Institutions (NALI) Ministerial Group's progress to date. We appreciated the chance to discuss with you and the other chairs the opportunities relating to the future structural arrangements of the National Library of New Zealand (the National Library) including the Alexander Turnbull Library, Archives New Zealand (Archives NZ), and Ngā Taonga Sound & Vision (Ngā Taonga).

As you are aware, we intend to seek Cabinet decisions in early 2019 on a preferred approach to strengthening the contribution of the institutions. It is important that options being considered are discussed with all three statutory bodies, Archives NZ, the National Library (including the Alexander Turnbull Library) and the leadership of the three institutions, prior to Cabinet considering any proposals.

Key findings from the stakeholder engagement process and further analysis from officials have highlighted that current arrangements are not working for the institutions. The NALI Ministerial Group considered a range of factors in this case for change including a need to improve the mana of the institutions, their ability to manage resources and ownership of shared specialist services, their connection with the communities they serve, and ensuring they are places where people want to work.

December 2018 workshop for NALI leadership and statutory bodies




We understand that you and the chairs of the other statutory bodies met with officials on 5 December 2018 to discuss options for organisational and structural changes being considered for the National Library and Archives NZ.

[REDACTED]

[REDACTED] We expect that discussions with the statutory bodies and the institutions will continue beyond this first workshop as sustainable solutions for Archives NZ and the National Library continue to be developed.

S9(2)(f)(iv)

We would like the Guardians Kaitiaki of the Alexander Turnbull Library, together with the other statutory bodies, to continue to have input as officials:

-  S9(2)(f)(iv)
- work through options to improve collaboration (such as governance arrangements around collaboration for services) between the institutions to avoid unnecessary duplication of investment, making sure the institutions take the lead in the design of shared specialist services;¹
- 
-  S9(2)(f)(iv)

We understand how busy this period is for everyone and appreciate you making the time to attend the first workshop. We expect officials to brief us on key findings from the workshop before the end of the year, and understand that you may also wish to advise us directly.

Communications to stakeholders

The NALI Ministerial Group Terms of Reference noted that we would be seeking Cabinet decisions before the end of this year. As we are not seeking Cabinet decisions until 2019, we intend to publish a press release with an update on the NALI work. We also intend to send a message to everyone who provided a submission and participated at the workshops during the stakeholder engagement phase. Officials will provide these key messages to you separately for your information, once we have approved them.

Thank you again for taking the time to meet with us. We trust that the workshop will be a useful discussion and we look forward to it resulting in a positive way forward for our national archival and library institutions.

Yours sincerely

Hon Tracey Martin
Minister of Internal Affairs

Hon Grant Robertson
Associate Minister for Arts, Culture
and Heritage

¹ This will include but is not exclusive to: digitisation and digital preservation; conservation; storage and repository management; and public access (including reading rooms).

Richard Foy
Chief Archivist
Archives New Zealand
S9(2)(a)

Dear Richard

Thank you for your support of the National Archival and Library Institutions (NALI) Ministerial Group.

As you are aware, we intend to seek Cabinet decisions in early 2019 on a preferred approach for strengthening the contribution of Archives New Zealand (Archives NZ) National Library of New Zealand (the National Library) including the Alexander Turnbull Library, and Ngā Taonga Sound & Vision (Ngā Taonga). We understand the importance of ensuring the institutions and the three statutory bodies are aware of preferred options prior to Cabinet considers any proposals.

Key findings from the stakeholder engagement process and further analysis from officials have highlighted that current arrangements are not working for the institutions. The NALI Ministerial Group considered a range of factors in this case for change including a need to improve the mana of the institutions, their ability to manage resources and ownership of shared specialist services, their connection with the communities they serve, and ensuring they are places where people want to work.

December workshop for NALI's leadership and statutory bodies

At the November NALI Ministerial Group meeting, we requested that options are discussed with the leaders of Archives NZ and the National Library, and the statutory bodies. We understand that you and the National Librarian hosted a workshop with the statutory bodies on 5 December 2018 to discuss options for organisational and structural changes to the National Library and Archives NZ.

[REDACTED] S9(2)(f)(iv)
[REDACTED] We expect the discussions from this first workshop to continue as sustainable solutions for Archives NZ and the National Library are being developed.

We have asked the statutory bodies to continue to have an input as officials:

- [REDACTED] S9(2)(f)(iv)

- work through options to improve collaboration (such as governance arrangements around collaboration for services) between the institutions to avoid unnecessary duplication of investment, making sure the institutions take the lead in the design of shared specialist services;¹

- [REDACTED]
- [REDACTED]

S9(2)(f)(iv)

We understand how busy this period is for everyone and appreciate you making the time to attend the first workshop. We expect to be briefed on key findings from the workshop before the end of the year, and understand that you may also wish to report to us directly.

Communications to stakeholders

The NALI Ministerial Group Terms of Reference noted that we would be seeking Cabinet decisions before the end of this year. As we are not seeking Cabinet decisions until 2019, we intend to publish a press release with an update on the NALI work. We also intend to send a message to everyone who provided a submission and participated at the workshops during the stakeholder engagement phase. Officials will provide these key messages to you separately for your information, once we have approved them.

We trust that the workshop will be a useful discussion and we look forward to it resulting in a positive way forward for our national archival and library institutions.

Yours sincerely

Hon Tracey Martin
Minister of Internal Affairs

Hon Grant Robertson
Associate Minister for Arts, Culture and Heritage

¹ This will include but is not exclusive to: digitisation and digital preservation; conservation; storage and repository management; and public access (including reading rooms).

Sandi Beatie QSO
Chair
Archives Council
S9(2)(a)

Dear Sandi

Thank you for meeting with us on 26 November 2018 to discuss the National Archival and Library Institutions (NALI) Ministerial Group's progress to date. We appreciated the chance to discuss with you and the other chairs the opportunities relating to the future structural arrangements of Archives New Zealand (Archives NZ), the National Library of New Zealand (the National Library) including the Alexander Turnbull Library, and Ngā Taonga Sound & Vision (Ngā Taonga).

As you are aware, we intend to seek Cabinet decisions in early 2019 on a preferred approach to strengthening the contribution of the institutions. It is important that options being considered are discussed with all three statutory bodies, Archives NZ, the National Library and the leadership of the three institutions, prior to Cabinet considering any proposals.

Key findings from the stakeholder engagement process and further analysis from officials have highlighted that current arrangements are not working for the institutions. The NALI Ministerial Group considered a range of factors in this case for change including a need to improve the mana of the institutions, their ability to manage resources and ownership of shared specialist services, their connection with the communities they serve, and ensuring they are places where people want to work.

December 2018 workshop for NALI leadership and statutory bodies

We understand that you and the chairs of the other statutory bodies met with officials on 5 December 2018 to discuss options for organisational and structural changes being considered for the National Library and Archives NZ.

[REDACTED] We expect that discussions with the statutory bodies and the institutions will continue beyond this first workshop as sustainable solutions for Archives NZ and the National Library continue to be developed.

S9(2)(f)(iv)

We would like the Archives Council, together with the other statutory bodies, to continue to have input as officials:

- [REDACTED] S9(2)(f)(iv)
- work through options to improve collaboration (such as governance arrangements around collaboration for services) between the institutions to avoid unnecessary duplication of investment, making sure the institutions take the lead in the design of shared specialist services;¹
- [REDACTED] S9(2)(f)(iv)
- [REDACTED]

We understand how busy this period is for everyone and appreciate you making the time to attend the first workshop. We expect officials to brief us on key findings from the workshop before the end of the year, and understand that you may also wish to advise us directly.

Communications to stakeholders

The NALI Ministerial Group Terms of Reference noted that we would be seeking Cabinet decisions before the end of this year. As we are not seeking Cabinet decisions until 2019, we intend to publish a press release with an update on the NALI work. We also intend to send a message to everyone who provided a submission and participated at the workshops during the stakeholder engagement phase. Officials will provide these key messages to you separately for your information, once we have approved them.

Thank you again for taking the time to meet with us. We trust that the workshop will be a useful discussion and we look forward to it resulting in a positive way forward for our national archival and library institutions.

Yours sincerely

Hon Tracey Martin
Minister of Internal Affairs

Hon Grant Robertson
Associate Minister for Arts, Culture and Heritage

¹ This will include but is not exclusive to: digitisation and digital preservation; conservation; storage and repository management; and public access (including reading rooms).

Simon Murdoch CNZM
Chair
Ngā Taonga Sound & Vision
S9(2)(a)

Dear Simon

Thank you for meeting with us on 26 November 2018 to discuss the National Archival and Library Institutions (NALI) Ministerial Group's progress to date. We appreciated the chance to discuss with you and the chairs of the statutory bodies the opportunities relating to the future structural arrangements of Ngā Taonga Sound & Vision (Ngā Taonga), Archives New Zealand (Archives NZ) and the National Library of New Zealand (the National Library).

As you are aware, we intend to seek Cabinet decisions in early 2019 on a preferred approach to strengthening the contribution of the three institutions. It is important that preferred options are discussed with the leadership of the institutions and the statutory bodies prior to Cabinet considering any proposals.

Key findings from the stakeholder engagement process and further analysis from officials have highlighted that current arrangements are not working for the institutions. The NALI Ministerial Group considered a range of factors in this case for change including a need to improve the mana of the institutions, their ability to manage resources and ownership of shared specialist services, their connection with the communities they serve, and ensuring they are places where people want to work.

December 2018 workshop for NALI leadership and statutory bodies

We understand that Rebecca Elvy, Chief Executive of Ngā Taonga attended a meeting with officials on 5 December 2018 to discuss options for organisational and structural changes being considered for the National Library and Archives NZ.

[REDACTED]

[REDACTED] We expect that discussions with the statutory bodies and the institutions will continue beyond this first workshop as sustainable solutions for Archives NZ and the National Library continue to be developed. We also acknowledge that further work and engagement with your organisation is needed to determine the best option for Ngā Taonga.

S9(2)(f)(iv)

We expect the discussions from this first workshop to continue as sustainable solutions for Archives NZ and the National Library are being developed. We would like Ngā Taonga, along with the statutory bodies to continue to have input as officials:

- [REDACTED] S9(2)(f)(iv)
- work through options to improve collaboration (such as governance arrangements around collaboration for services) between the institutions to avoid unnecessary duplication of investment, making sure the institutions take the lead in the design of shared specialist services;¹
- [REDACTED] S9(2)(f)(iv)
- [REDACTED]

We understand how busy this period is for everyone and appreciate you making the time to attend the first workshop. We expect officials to brief us on key findings from the workshop before the end

Communications to stakeholders

The NALI Ministerial Group Terms of Reference noted that we would be seeking Cabinet decisions before the end of this year. As we are not seeking Cabinet decisions until 2019, we intend to publish a press release with an update on the NALI work. We also intend to send a message to everyone who provided a submission and participated at the workshops, during the stakeholder engagement phase. Officials will provide these key messages to you separately for your information, once we have approved them.

Thank you again for taking the time to meet with us. We trust that the workshop will be a useful discussion and we look forward to it resulting in a positive way forward for our national archival and library institutions.

Yours sincerely

Hon Tracey Martin
Minister of Internal Affairs

Hon Grant Robertson
Associate Minister for Arts, Culture and Heritage

Copy to: Rebecca Elvy, Chief Executive, Ngā Taonga Sound & Vision

¹ This will include but is not exclusive to: digitisation and digital preservation; conservation; storage and repository management; and public access (including reading rooms).



Hon Grant Robertson

Associate Minister for Arts, Culture and Heritage

UPDATE ON NATIONAL ARCHIVAL AND LIBRARY INSTITUTIONS MINISTERIAL GROUP

Date:	13 December 2018	Priority:	Medium
Security classification:	In Confidence	Reference:	BR2018/696

Minister	Action Sought	Deadline
Hon Grant Robertson Associate Arts, Culture and Heritage	Forward this briefing to Rt Hon Jacinda Ardern and Hon Carmel Sepuloni.	N/A

Contacts			
Name	Position	Contact	1 st Contact
Colin Holden	Acting Deputy Chief Executive, Policy and Sector Performance	██████████	S9(2)(a)
██████████ S9(2)(a)	Senior Policy Adviser, Heritage	██████████	S9(2)(a) ✓

Minister's office to complete

<input type="checkbox"/> Approved	<input type="checkbox"/> Declined
<input type="checkbox"/> Noted	<input type="checkbox"/> Needs change
<input type="checkbox"/> Seen	<input type="checkbox"/> Overtaken by events
<input type="checkbox"/> See Minister's notes	<input type="checkbox"/> Withdrawn

Comments:

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Purpose

- 1 This aide memoire provides an update on:
 - the National Archival and Library Institutions (NALI) Ministerial Group
 - Preserving the Nation's Memory, a Department of Internal Affairs (DIA) project to address property issues for Archives New Zealand (Archives NZ) and the National Library of New Zealand (the National Library).
- 2 You have requested this information as an update to Rt Hon Jacinda Ardern (as Minister for Arts, Culture and Heritage) and Hon Carmel Sepuloni (as Associate Minister for Arts, Culture and Heritage). We recommend that you forward this briefing to those Ministers, for their information.

Key Messages

- 3  S9(2)(f)(iv)

-  S9(2)(f)(iv)

Recommendations

- 5 The Ministry for Culture and Heritage recommends that you:
 - 1 **Forward** a copy of this briefing to the Minister for Arts, Culture and Heritage and Associate Minister for Arts, Culture and Heritage. YES / NO

Colin Holden
**Acting Deputy Chief Executive,
Policy and Sector Performance**

Hon Grant Robertson
**Associate Minister for Arts, Culture and
Heritage**

_____ / _____ / 2018

Background

- 6 The NALI Ministerial Group was established to strengthen the contribution to New Zealand's democratic and cultural infrastructure of Archives NZ, the National Library and Ngā Taonga. Archives NZ and the National Library are currently part of DIA. The audiovisual archive Ngā Taonga is an independent charitable trust. Further information about the national archival and library institutions and the Ministerial Group is provided in Appendix 1.

National Archival and Library Institutions Ministerial Group

- 7 The NALI Ministerial Group has met five times between May and November 2018.
- 8 Stakeholder engagement took place in July-August 2018. Five workshops with external stakeholders were held in Auckland, Wellington, Christchurch and Dunedin, in addition to workshops with staff of Archives NZ and the National Library. Submissions were received from 146 individuals and organisations, and from the Chief Archivist, the National Librarian, the Chief Librarian of the Alexander Turnbull Library and the Board of Ngā Taonga.
- 9 Key themes raised in the submissions were the need to ensure:
- access to and preservation of the institutions' collections and holdings for current and future generations
 - structural arrangements enhance the institutions' independence
 - the institutions have the funding and resources to enable them to carry out their functions
 - the Chief Archivist and National Librarian have the mana and authority to carry out their functions.

Identification of options

- 10 [REDACTED] S9(2)(f)(iv)
- [REDACTED]
- [REDACTED]
- [REDACTED]
- [REDACTED]
- [REDACTED]
- [REDACTED]
- [REDACTED]
- [REDACTED]
- [REDACTED]
- [REDACTED]

12

[Redacted text block]

S9(2)(f)(iv)

[Redacted text block]

Report to Cabinet and communication to stakeholders

14

[Redacted text block]

S9(2)(f)(iv)

[Redacted text block]

[Redacted text block]

Preserving the Nation's Memory

17

[Redacted text block]

S9(2)(f)(iv)

¹ The Archives Council, the Library Information and Advisory Commission and the Guardians Kaitiaki of the Alexander Turnbull Library.

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S9(2)(f)(iv)

• [REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

Potential inclusion of Ngā Taonga

21 Preserving the Nation's Memory has been developed as a solution to property issues for Archives NZ and the National Library. However, Ngā Taonga also faces significant property challenges, which Preserving the Nation's Memory may be able to address, at least in part.

22 [REDACTED]

S9(2)(f)(iv)

23 Following the June 2018 NALI Ministerial Group meeting, officials were directed to explore with Ngā Taonga the possibility of including Ngā Taonga in the Preserving the Nation's Memory facilities. The Ministerial Group Co-Chairs agreed in principle that Preserving the Nation's Memory should be rescoped to include Ngā Taonga, subject to the discussions with Ngā Taonga. Since then, productive discussions have taken place between Ngā Taonga and DIA to explore how Ngā Taonga's requirements can be accommodated within Preserving the Nation's Memory.

24 [REDACTED]

S9(2)(f)(iv)

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[REDACTED]

S9(2)(f)(iv)

[REDACTED]

[REDACTED] ect.

Next steps

27 The following table summarises the proposed key next steps for the NALI Ministerial Group and Preserving the Nation's Memory.

	NALI Ministerial Group	Preserving the Nation's Memory
[REDACTED]	[REDACTED]	
[REDACTED]	[REDACTED]	
[REDACTED]	[REDACTED]	[REDACTED]
[REDACTED]	[REDACTED]	[REDACTED]

S9(2)(f)(iv)

Appendices

Appendix 1: National Archival and Library Institutions Ministerial Group

Appendix 1: National Archival and Library Institutions Ministerial Group

In 2011, Archives NZ and the National Library were integrated with DIA in order to improve efficiency and collaboration and better respond to digital challenges. This move was opposed by many of Archives NZ's and the National Library's stakeholders, who felt it reduced the institutions' status and operational independence. The institutions had previously been stand-alone government departments since 1988 (National Library) and 2001 (Archives NZ).

Ngā Taonga was formed in 2014, after the New Zealand Film Archive took over management of the Radio New Zealand Sound Archives and the Television New Zealand Archive. Ngā Taonga is a charitable trust. It receives government funding, mainly through Vote Arts, Culture and Heritage.

The NALI Ministerial Group was established in 2018 to strengthen the contribution of Archives NZ, the National Library and Ngā Taonga to the following objectives:

- government functions as part of an accountable, open and transparent democracy
- records that document New Zealand's history and culture are collected and preserved as taonga for current and future generations, and are as accessible as possible to all New Zealanders
- national archival and library institutions, as kaitiaki for taonga Māori and mātauranga Māori, work in partnership with iwi and Māori in accordance with the Treaty of Waitangi
- the memory of the New Zealand government is managed and preserved for future generations.

The Co-Chairs of the Ministerial Group are Hon Grant Robertson (Associate Minister for Arts, Culture and Heritage) and Hon Tracey Martin (Minister of Internal Affairs). The other members are Hon Nanaia Mahuta (Minister for Māori Development), Hon Chris Hipkins (Minister of State Services) and Hon Dr Megan Woods (Minister for Government Digital Services).

The Ministerial Group's work has been supported by officials from DIA, the Ministry for Culture and Heritage, the State Services Commission and Te Puni Kōkiri.



Ministry
for Culture
& Heritage



Te Tari Taiwhenua
Internal Affairs

Priority Urgent

Hon Grant Robertson
Associate Minister for
Arts, Culture and Heritage

Hon Tracey Martin
Minister of Internal Affairs

Title: National Archival and Library Institutions update and communications material

Date: 10 December 2018

Key issues
<p>This briefing provides you, as Co-Chairs of the National Archival and Library Institutions (NALI) Ministerial Group, with the following material:</p> <ul style="list-style-type: none"> • draft meeting minutes for the November NALI Ministerial Group meeting; • communications material (draft press release and message to submitters) as requested at the November meeting; and • a draft letter responding to a letter received at your offices on 6 December 2018 from the Chairs of the statutory bodies and Ngā Taonga Sound & Vision. <p>We are also providing you with an update on timings for a Cabinet paper to be considered in March or April 2019, and seek your agreement to the proactive release of the NALI submissions and summary in early 2019.</p>

Action sought	Timeframe
<p>Hon Grant Robertson Associate Arts, Culture and Heritage</p> <p>Review and confirm the minutes of the 27 November NALI Ministerial Group meeting.</p> <p>Approve the draft press release and the draft messages to submitters and stakeholder engagement workshop attendees.</p> <p>Sign and send the attached letter to the chairs of statutory bodies and Ngā Taonga.</p>	<p>17 December 2018</p>
<p>Hon Tracey Martin Internal Affairs</p> <p>Agree that a paper on machinery of government changes be submitted to Cabinet in March or April 2019.</p> <p>Agree to the proactive release of NALI submissions and the summary of submissions in early 2019.</p>	

Contact for telephone discussions (if required)

Name	Position	Direct phone line	After hours phone	Suggested 1 st contact
Stefan Corbett	Director Policy, MCH	[REDACTED]	[REDACTED]	✓
Frédérique Bertrand	Policy Manager, DIA	[REDACTED]	[REDACTED]	✓

S9(2)(a)

S9(2)(a)

Return to	[REDACTED] Principal Advisor, Level 6, 45 Pipitea Street, Wellington	S9(2)(a)
Cohesion reference	ZV2C55T3EKPV-1584444531-1209	
Ministerial database reference	IA201801185	

Purpose

1. This briefing provides you with:
 - draft minutes of the National Archival and Library Institutions (NALI) Ministerial Group meeting on 27 November 2018 for your review and confirmation;
 - a draft press release and email to stakeholders about progress on the NALI Ministerial Group work programme;
 - information on the outcomes of the workshop on 5 December 2018 of NALI leadership and statutory bodies on organisational design, and a draft reply to a letter from workshop participants;
 - an updated timeline for seeking Cabinet decisions on machinery of government changes; and
 - a recommendation for proactive release of NALI stakeholder submissions and of the summary of submissions.

Background

2. Draft minutes of the NALI Ministerial Group meeting on 27 November 2018 are attached at **Appendix A** for your review and confirmation prior to circulation to the rest of the Ministerial Group.
3. At the 27 November 2018 meeting, you requested that officials provide communications material for your consideration before the end of the year. You also agreed to write to the Chairs of the statutory bodies¹ and the heads of the national archival and library institutions, and to seek the input of the statutory bodies and NALI heads on structural options for the institutions.
4. The NALI leadership and chairs of the statutory bodies met for a workshop on 5 December 2018 and you have received a letter regarding the outcomes of their meeting.

Update on workshop with key affected stakeholders

5. On Wednesday 5 December 2018 the National Librarian and the Chief Archivist hosted a workshop with the chairs of the statutory bodies and chief executive of Ngā Taonga Sound & Vision (Ngā Taonga). The purpose of the workshop was to consider organisational design options for the National Library of New Zealand (the National Library) and Archives New Zealand (Archives NZ) and how the NALI organisations, including Ngā Taonga, could improve collaboration. Consultant [REDACTED] MNZM S9(2)(a) was engaged as an independent facilitator for the workshop.
6. Following this workshop you have received a letter from the chairs of the statutory bodies and Ngā Taonga (attached as **Appendix B**) providing their initial response to the request for their input into options being considered. The chairs have indicated

¹ The Archives Council, the Library Information and Advisory Commission and the Guardians Kaitiaki of the Alexander Turnbull Library.

that they will provide their view on proposed organisational changes by the end of January 2019. This will enable them to seek further information from officials and to hold further workshops to develop a collective guiding statement, success criteria, and to identify opportunities for collaboration on shared specialist services.

7. A proposed response to the letter from the chairs is attached for your signature at **Appendix C**. This letter is proposed to replace the letters provided with the briefing of 4 December 2018.

Timing for Cabinet consideration of NALI organisational design

8. In order to be informed by feedback from NALI leadership and statutory bodies, to be provided by the end of January 2019, the earliest that a paper could be considered by the Cabinet Government Administration and Expenditure Review Committee (GOV) is 7 March 2019.
9. A Cabinet paper in March or April 2019 would be consistent with timing for Cabinet committee consideration of bids for Budget 2019. This timing would mean that an initial in-principle decision on organisational change would not be required. Instead, the Cabinet paper could seek all necessary decisions to enable machinery of government changes for Archives NZ and the National Library. This would allow announcements on decisions for investment (if bids are successful) and structural changes to be made at the same time. Options for Ngā Taonga's structural arrangements will still be considered later in 2019.

Next steps

Communication to stakeholders

10. The following communications materials are attached at **Appendix D** for your approval:
 - a draft joint press release from you as NALI Co-Chairs; and
 - a draft message from you as NALI Co-Chairs to be sent to everyone who provided a submission or attended a workshop during the NALI stakeholder engagement process, including staff of the institutions.
11. Once you approve the draft press release and confirm a release date, we will provide your office with reactive information (questions and answers) to manage any queries received at your offices.
12. We will also send your message to submitters and attendees of the stakeholder workshops once you have approved it. We will ensure that departmental websites and messages in current NALI-related Ministerials are also updated.

Proactive release of NALI submissions

13. 

S9(2)(g)(i)

14. Officials recommend [REDACTED] proactively releasing S9(2)(g)(i) the submissions and summary of submissions early in the new year because:
- if you agree to the above timeframes for the Cabinet paper, Cabinet decisions will now take place significantly later than originally anticipated;
 - some submissions have already been released in response to Official Information Act (OIA) requests, and it is likely that more will be released in response to such requests; and
 - a number of organisations have already made their submissions publicly available.
15. Releasing all of the submissions and the summary of submissions would provide stakeholders with a full picture of the issues raised, and will avoid releasing submissions piecemeal in response to OIA requests.
16. If you agree, the draft message to stakeholders will be amended to inform them that submissions will be released in the new year.

Recommendations

17. The Department of Internal Affairs and Ministry for Culture and Heritage recommend that you:
- | | |
|--|-----------------|
| a) review and confirm the minutes of the 27 November NALI Ministerial Group meeting prior to circulating them to the rest of the NALI Ministerial Group, once your amendments (if any) have been made; and | Yes / No |
| b) approve and circulate the draft press release, once your amendments (if any) have been made; and | Yes / No |
| c) approve the draft messages to submitters and stakeholder engagement workshop attendees, to be emailed by officials; and | Yes / No |
| d) sign and send the attached letter to the chairs of statutory bodies and Ngā Taonga, and a copy to the Chief Archivist, National Librarian and Ngā Taonga Chief Executive; | Yes / No |
| e) agree that a paper on machinery of government changes will be submitted to Cabinet in March or April 2019; and | Yes / No |

f) **agree to the proactive release of NAI submissions and the summary of submissions in early 2019.**

Yes / No



Stefan Corbett
Director, Policy
Ministry for Culture and Heritage



Frédérique Bertrand
Policy Manager
Department of Internal Affairs

Hon Grant Robertson
Associate Minister for Arts, Culture and Heritage

____/____/____

Hon Tracey Martin
Minister of Internal Affairs

____/____/____

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Appendix A: Draft meeting minutes for the NALI Ministerial Group November meeting

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Appendix B: Letter from NALI leadership and statutory bodies regarding outcomes of 5 December 2018 workshop

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Appendix C: Draft letter to NALI leadership and statutory bodies regarding outcomes of 5 December 2018 workshop

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Appendix D: NALI Communications material

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Ministry
for Culture
& Heritage



Te Tari Taiwhenua
Internal Affairs

Meeting minutes

National Archival and Library Institutions Ministerial Group

Date and time of meeting	Tuesday 27 November 2018, 12.00-12.45pm - meeting five
Location	7.6 EW
Ministerial attendees	Hon Grant Robertson, Associate Minister for Arts, Culture and Heritage Hon Tracey Martin, Minister of Internal Affairs
Apologies	Hon Dr Megan Woods, Minister for Government Digital Services Hon Nanaia Mahuta, Minister for Māori Development Hon Chris Hipkins, Minister of State Services
Officials attending in support	<ul style="list-style-type: none"> • Paul James, Chief Executive, Department of Internal Affairs (DIA) • Peter Murray, Deputy Chief Executive, Information and Knowledge Services, DIA • Marilyn Little, Deputy Chief Executive, Policy, Regulation and Communities, DIA • Colin Holden, Acting Deputy Chief Executive, Policy and Sector Performance, Ministry for Culture and Heritage (MCH) • Hannah Cameron, Deputy Commissioner, State Services Commission (SSC) • Tamati Olsen, Manager Cultural Wealth, Te Puni Kōkiri • Stefan Corbett, Director Policy, MCH • Hugo Vitalis, SSC • David Choat, Specialist Ministerial Advisor, Office of Hon Chris Hipkins, Minister of State Services • Daran Ponter, Private Secretary, Office of Hon Nanaia Mahuta, Minister for Māori Development • Kate McDonald, Private Secretary, Office of Hon Dr Megan Woods, Minister for Government Digital Services
Officials from secretariat	<ul style="list-style-type: none"> • Mark Batt, Principal Advisor Machinery of Government, DIA • Susan O'Neill, Senior Policy Analyst, DIA • Ewan Lincoln, Senior Policy Advisor, MCH

1. The draft minutes of the 24 September 2018 Ministerial Group meeting were approved.

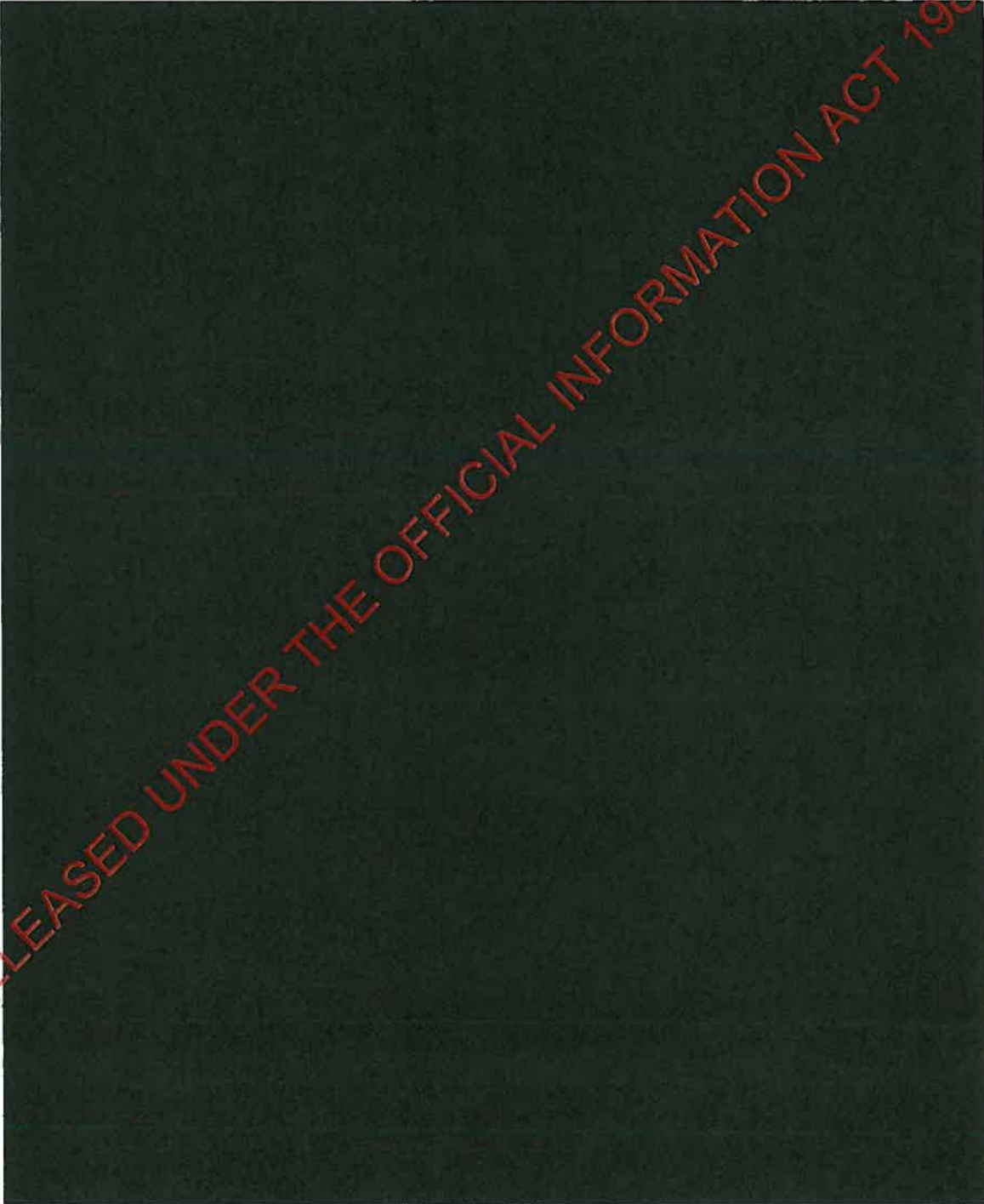
2.



S9(2)(f)(iv)

Structural options and shared services for the national archival and library institutions

3.



S9(2)(f)(iv)

4.

5.

6.

7.

8.

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11.

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12. **Noted** that the Cabinet paper will need to set out options that were considered but not preferred.
13. **Noted** that the relationship between the institutions and Māori needs to be addressed in the co-design process.

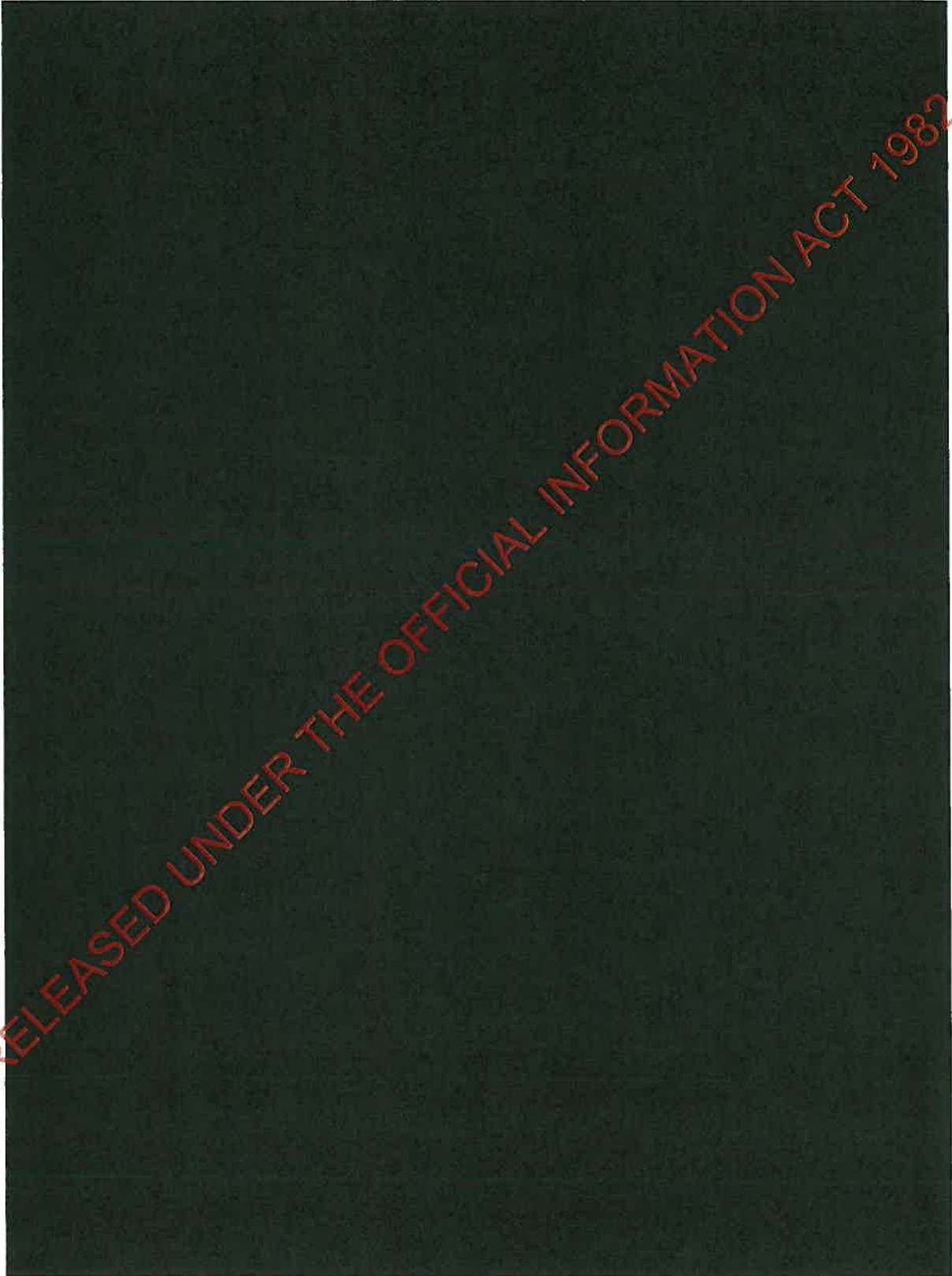
Other matters

14. **Noted** the proposed Budget bids for the three institutions.
15. **Agreed** to officials preparing a message to every submitter, for the Co-chairs' approval.
The message should:
 - a. summarise the issues raised in submissions;
 - b. note Ministers are working through options to address the issues raised;
 - c. acknowledge the status quo is not tenable;
 - d. include a list of principles for how decisions will be made;
 - e. note Ministers' commitment to creating structures that will recognise the mana and independence of the institutions; and
 - f. note that opportunities have been identified through the NALI process for the institutions to collaborate more effectively.

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In confidence

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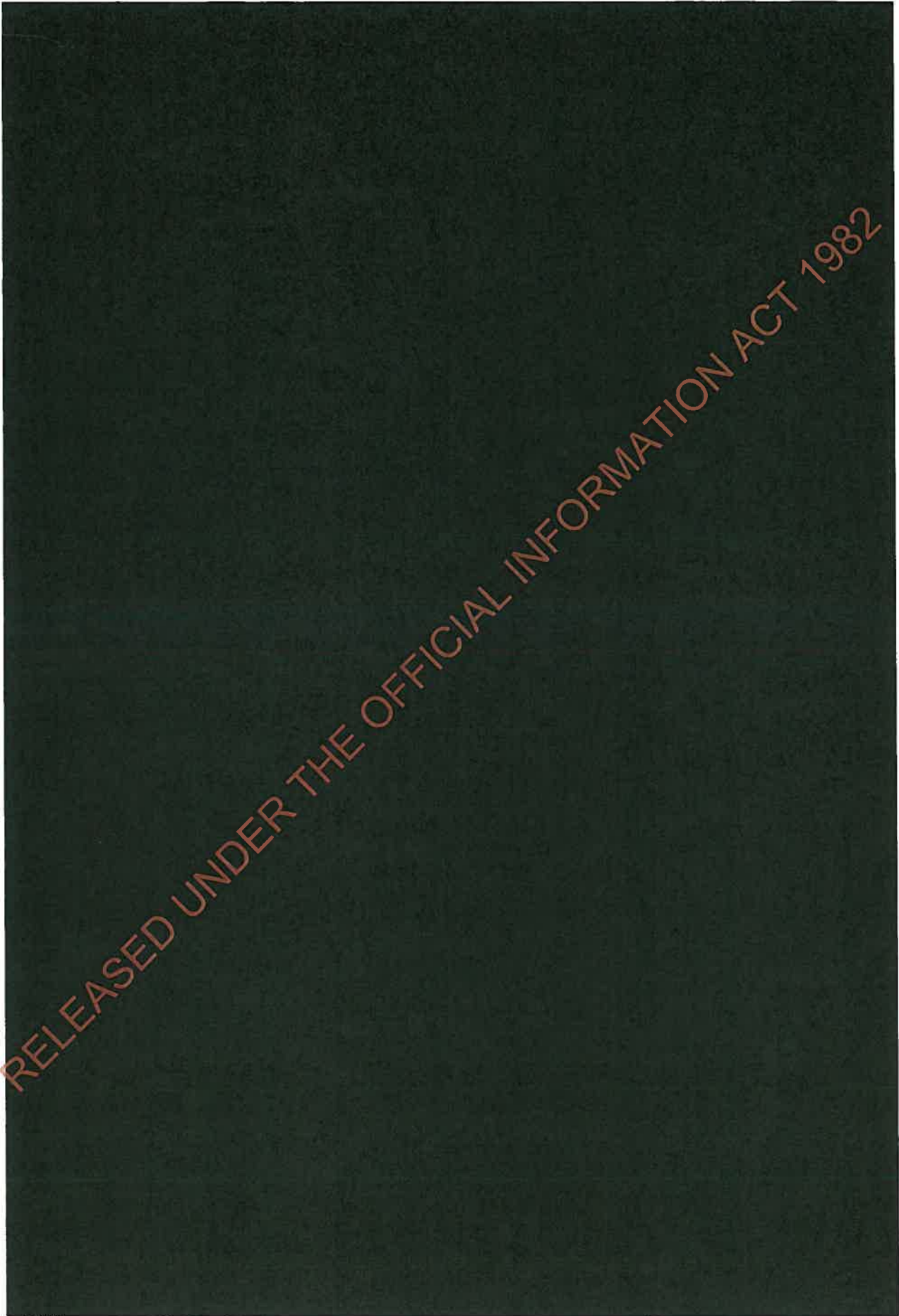


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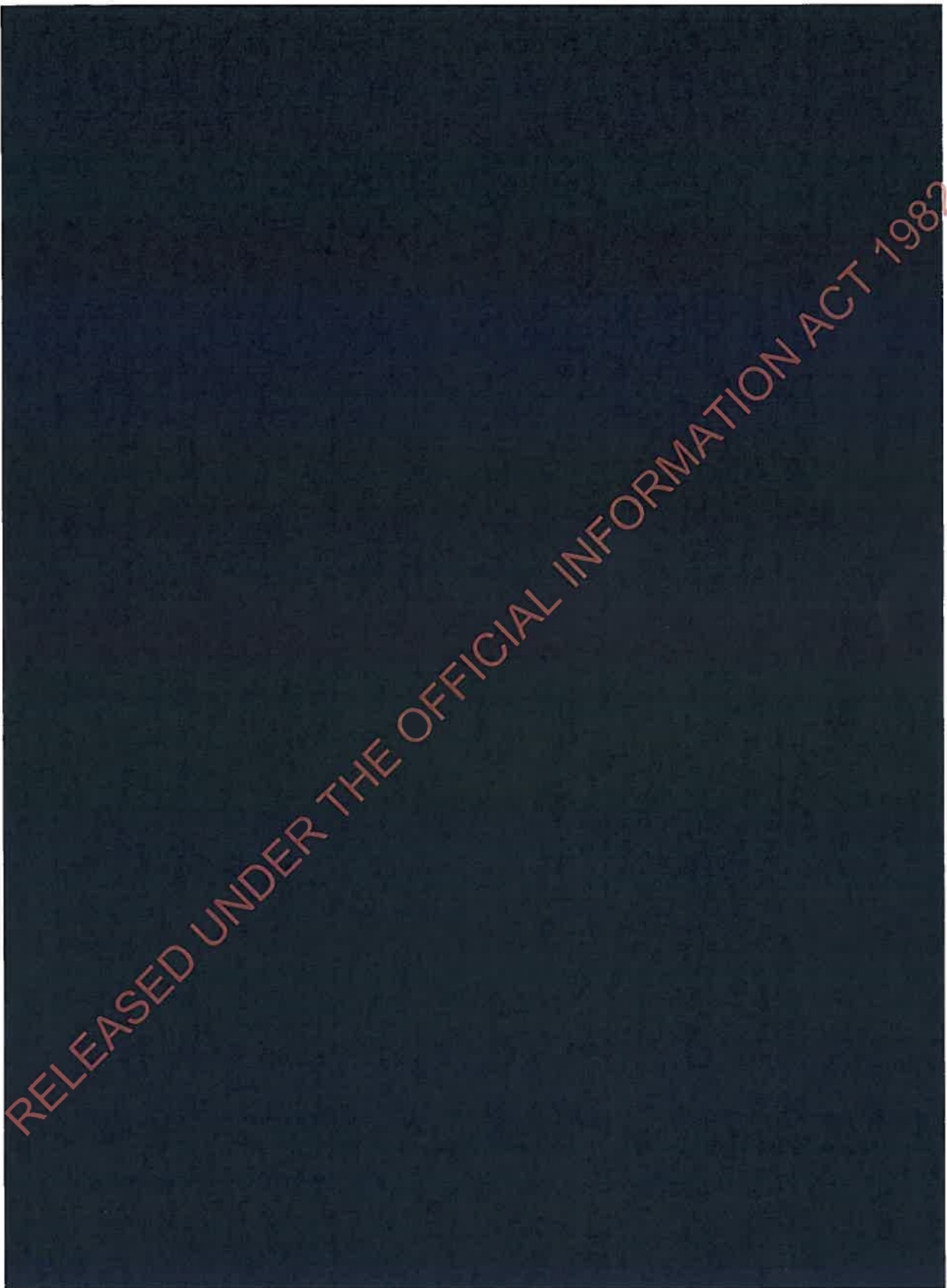
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Ends



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6 Hon Grant Robertson – issues requiring discussion

6.1	<p>National Archival and Library Institutions (NALI)</p> <ul style="list-style-type: none">• An update on NALI will be provided when you meet with Ministry officials at the officials meeting next week. The update will relate to advice developed by the State Services Commission (SSC) on structural reform for NALI institutions.• We understand the Minister of State Services, Hon Chris Hipkins, will report back to NALI Co-Chairs on SSC's advice at a meeting scheduled for 14 February from 4.00pm – 5.00pm.• You and Hon Tracey Martin (as NALI Co-Chairs) are scheduled to meet with the NALI statutory bodies on 18 February at 5.00pm to discuss their advice provided in a letter dated 30 January 2019.• • We will discuss this with you at the officials meeting on Thursday 14 February. <p>Contact: Stefan Corbett, Director Policy, </p>
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S9(2)(f)(iv)

S9(2)(a)

Notes

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Outcome Agreement (Bilateral)

Ministry for Culture and Heritage

and

Ngā Taonga Sound & Vision

Contract Name	Audiovisual archive services – Ngā Taonga Sound & Vision
Contract Number (if relevant)	Not applicable
Commencement Date	1 July 2019
Term (including any rights of renewal)	5 years
Expiry Date	30 June 2024
Annual contract value (excluding GST)	\$6,670,000
Total contract value (excluding GST)	\$33,350,000

Outcome Agreement

Parties

The Sovereign in right of New Zealand acting by and through the Chief Executive of Ministry for Culture and Heritage (**Purchasing Agency**)

Ngā Taonga Sound & Vision, CC22250, NZBN 9429042686422, 84 Taranaki St, Te Aro, Wellington 6011 (**Provider**)

Introduction

- A The Framework Terms and Conditions (2nd edition) are part of this Outcome Agreement. The Framework Terms and Conditions are available at www.procurement.govt.nz
- B This Outcome Agreement describes the:
- (i) Outcome to be achieved;
 - (ii) Services that the Provider will provide to contribute towards achieving that Outcome; and
 - (iii) the performance measurement framework to assess the provision of the Services, and whether the Services have contributed towards achieving the Outcome.
- C The Purchasing Agency engages the Provider to provide the Services on the terms of this Outcome Agreement (including the Framework Terms and Conditions).

It is agreed

1 Relationship between this Outcome Agreement and the Framework Terms and Conditions

- 1.1 This Outcome Agreement is deemed to incorporate and be governed by the Framework Terms and Conditions (as added to or modified in accordance with clause 9).
- 1.2 Unless the context otherwise requires, all terms defined in the Framework Terms and Conditions have the same meaning in this Outcome Agreement.
- 1.3 The introduction above forms part of this Outcome Agreement.

2 Term of this Outcome Agreement

- 2.1 This Outcome Agreement will commence on 1 July 2019 and end on 30 June 2024 unless extended pursuant to clause 2.2 or terminated earlier in accordance with the Framework Terms and Conditions.
- 2.2 The Purchasing Agency may extend the term of this Outcome Agreement for up to 1 further period of 5 years by giving the Provider notice it wishes to extend the term at least 60 days before the date when the term would otherwise expire.

3 **Services**

- 3.1 The Provider will provide the Services described in Appendix 1.
- 3.2 In providing the Services, the Provider will meet or exceed any performance measures set out in Appendix 1. The performance measures will be used to determine whether the Provider has been successful in delivering each Service in accordance with this Outcome Agreement so as to contribute toward achieving the Outcome linked to each Service.
- 3.3 In providing the Services the Provider must follow the reasonable directions of the Purchasing Agency. Such directions must be consistent with the terms of this Outcome Agreement.

4 **Payment**

- 4.1 Subject to the Purchasing Agency's rights under the Framework Terms and Conditions relating to the Recovery, Reduction or Suspension of Payments, the Purchasing Agency will pay the Provider for the Services the amounts, and at the times, specified in Appendix 5.

5 **Contract management**

- 5.1 The contract management arrangements for this Outcome Agreement (including monitoring, reporting and audit) are set out in Appendices 2 to 4.
- 5.2 The Provider and Purchasing Agency will comply with all applicable obligations under Appendices 2 to 4.

6 **New IP**

- 6.1 If, contrary to the intellectual property clauses in the Framework Terms and Conditions, any New IP is to be owned by the Purchasing Agency that will be recorded in Appendix 6.
- 6.2 Any Agreed Uses of New IP are recorded in Appendix 6.

7 **Privacy of personal information**

- 7.1 The details of any personal information that will be shared between the Purchasing Agency and the Provider, and any agreed approach to the management of such information, are recorded in Appendix 7.

8 **Relationship Managers and contact details**

- 8.1 Each party's initial postal address, physical address, email address, phone number and Relationship Manager details is set out below:

Purchasing Agency: Ministry for Culture and Heritage

Relationship Manager: Louise Lennard, Manager, Sector Performance

Postal address: PO Box 5364, Wellington 6011

Physical address: Public Trust Building, 131 Lambton Quay, Wellington 6011

Email address: louise.lennard@mch.govt.nz

Phone number: 027 628 4427

Provider: Ngā Taonga Sound & Vision

Relationship Manager: Rebecca Elvy, Chief Executive

Postal address: PO Box 11449, Wellington 6142

Physical address: 84 Taranaki Street, Wellington 6142

Email address: rebeccaelvy@ngataonga.org.nz

Phone number: 021 190 7385

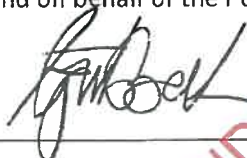
9 Changes or additions to the Framework Terms and Conditions

- 9.1 The Provider and Purchasing Agency agree to amend the Framework Terms and Conditions as set out in Appendix 8 and 9.
- 9.2 Except as set out in Appendix 8 and 9, the Framework Terms and Conditions remain in full force and effect in relation to this Outcome Agreement.

Signatures

Signed as an agreement

for and on behalf of the Purchasing Agency as follows:



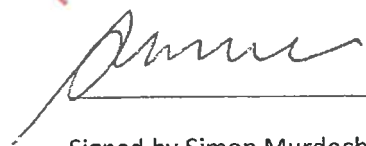
Signed by Hon Grant Robertson
Associate Minister for Arts, Culture and Heritage

23/6/19

Date

Signed as an agreement

for and on behalf of the Provider as follows:



Signed by Simon Murdoch
Chair, Ngā Taonga Sound & Vision

3/7/19

Date

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Appendix 1 – Services, Outcomes to be achieved, and performance measures

Context

Aotearoa/New Zealand is fortunate to have a substantial national audiovisual archive collection that spans from the late 1800s to the present day, and across multiple formats of sound, moving image and related documentation. Audiovisual taonga connect people directly to the voices and people of our past to create emotionally engaging experiences that build social cohesion and wellbeing among New Zealand communities.

Audiovisual archiving is challenging and can be technologically complex. The purchasing agency recognises the expertise of Ngā Taonga Sound & Vision in this regard. It expects Ngā Taonga Sound & Vision to sustain and grow its professional networks, and international partnerships such that emerging practice can be incorporated where appropriate.

Ngā Taonga brings strong commitment to connecting people together, valuing and protecting our history and traditions, and ensuring New Zealanders share a distinct and inclusive identity. This includes kaitiakitanga, and engaging with iwi Māori to support their aspirations as Treaty partners. Ngā Taonga is seen as an appropriate partner to support the Ministry for Culture & Heritage in meeting its sector outcomes and legislative requirements.

Outcome (Population)

This agreement with Ngā Taonga will support contributing to Wellbeing in the following way:

Contribution to Wellbeing Intervention Logic



In addition, this agreement will focus primarily on contributing to the following cultural sector outcome:

New Zealanders share a distinct and inclusive identity and value our history and traditions.

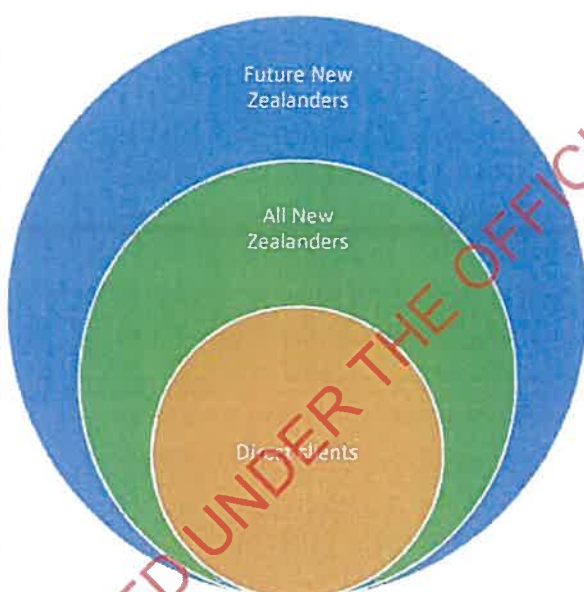
Key

This key provides context to the Contribution to wellbeing intervention logic.

- **Cultural identity, social connections, knowledge and skills** – these are the wellbeing domains (Living Standards Framework) which this agreement seeks to contribute to
- **Connections** – this represents the participation, experience and engagement with the collections, and created by the collections (including without direct involvement by Ngā Taonga)
- **Facilitating Access** – this represents services that enable people and organisations to access the collections
- **Cataloguing** – this service ensures content can be found in ways that are meaningful to those searching for it
- **Preservation and Conservation** – this represents preservation and conservation services required to ensure valued collections are available and accessible for future generations
- **Collection Development and Management** – this covers the choice of what is in the collections – present and future, and ensuring it is well cared for.

Population Group

The following diagram highlights the key population groups which this agreement seeks to support:



Key

- **Future New Zealanders** - This represents the users of tomorrow and beyond, signalling an intergenerational perspective
- **All New Zealanders** – This represents current New Zealand population, including those living overseas
- **Direct clients** - This represents a number of clients, including: Depositors, iwi Māori, funders, GLAM Sector, broadcasters, production community, education providers, Researchers, copyright holders, kaitiaki and community groups.

Indicators of success for each population group

The following table details what success is for each service and population group:

	Direct Clients	All New Zealanders	Future New Zealanders
Connections	<ul style="list-style-type: none"> Producers, iwi, owners, kaitiaki and other users elect to: <ul style="list-style-type: none"> deposit content access existing content 	<ul style="list-style-type: none"> Collections and New Zealanders access of the collections, continue to grow 	<ul style="list-style-type: none"> Feel connected with who they are and where they've come from
Facilitating Access	<ul style="list-style-type: none"> New documentaries, exhibitions and creative works are created 	<ul style="list-style-type: none"> New Zealanders benefit from seeing themselves reflected in new audiovisual and multimedia works 	<ul style="list-style-type: none"> Access to content is available whenever and however New Zealanders choose works
Cataloguing	<ul style="list-style-type: none"> Collection titles are described in ways that make sense to users, making it easy for them to find what they are looking for 	<ul style="list-style-type: none"> Non-expert users are able to discover and access collections efficiently and effectively 	<ul style="list-style-type: none"> Cataloguing occurs when information about people, time and place is still known – preserving the cultural record for future generations
Preservation and Conservation	<ul style="list-style-type: none"> All collections are digitally preserved at an archival preservation quality 	<ul style="list-style-type: none"> New Zealanders have assurance that their audiovisual taonga are being preserved 	<ul style="list-style-type: none"> Able to access high quality digital copies of collection material
Collection Development and Management	<ul style="list-style-type: none"> All collections are stored in best practice conditions Depositors, iwi, kaitiaki and other rights holders know their collections are well cared for Pathway to deposit collection items is recognisable for relevant and appropriate content 	<ul style="list-style-type: none"> Collections held are representative of New Zealand's recorded heritage and national identity 	<ul style="list-style-type: none"> Collection is representative and inclusive of the heritage and identity of New Zealand

Progression towards this is important and will inform decision making.

Service name and description

The key services to be delivered for 2019-2024 include:

1. Connections
2. Facilitating Access
3. Cataloguing
4. Preservation & Conservation
5. Collection Development and Management

All services to be carried out in accordance with accepted audiovisual archiving philosophy and principles, tikanga Māori and adopting international best practice when possible. Services are expected to expand with time as new areas of focus become a priority and funding allows (these are indicative only). Setting this out helps support future agreements and understanding long term priorities.

	0* - 5 years	6 – 10 years	11 - 15 years
Connections	<ul style="list-style-type: none"> Strong focus on building relationships on operational model 	<ul style="list-style-type: none"> Leverage relationships to grow the collections and access of collections 	<ul style="list-style-type: none"> Enhanced national identity, social connection and knowledge and skills
Facilitating Access	<ul style="list-style-type: none"> TVNZ SLA On demand services (reactive) 	<ul style="list-style-type: none"> Build platforms that enable access to digital content (proactive) 	<ul style="list-style-type: none"> Access to preserved content is available whenever and however New Zealanders decide
Cataloguing	<ul style="list-style-type: none"> Cataloguing preserved titles in English and/or te reo Māori 	<ul style="list-style-type: none"> In-house cataloguing is enhanced by crowd-sourced information 	<ul style="list-style-type: none"> Most titles catalogued in English and te reo, and/or language of origin for other materials
Preservation and Conservation	<ul style="list-style-type: none"> Betacam tapes digitally preserved (pending funding) Backlog growth stabilised At risk formats prioritised and funding identified 	<ul style="list-style-type: none"> Preservation backlogs clearly identified and plans in place 	<ul style="list-style-type: none"> 60% of collections are digitally preserved and accessible Migration pathways are in line with international practice
Collection Development and Management	<ul style="list-style-type: none"> Passively increase collections over next 5 years Clear business case for improving storage conditions to international best practice 	<ul style="list-style-type: none"> Establish collection prioritisation policy and procedures for accessioning new items 100% collection items are stored in best practice conditions 	<ul style="list-style-type: none"> Collections are representative of New Zealand national identity 100% of collection items are stored in best practice conditions

0* - 5 years

6 – 10 years

11 - 15 years

*This represents forward outlook from the year 2019.

Performance Measures

The responsible Minister considers these measures as a requirement to assess results from services outlined in this agreement. The Minister from time to time may request additions/amendments or removal of measures prior to the start of each year in writing to the Board of Ngā Taonga Sound & Vision.

Mapping of measures

Measures have been mapped to the services and client groups. This helps provide an assessment of the core components of this arrangement.

	Direct Clients	All New Zealanders	Future New Zealanders
Connections	Measure 7, 8, 9, 10	Measure 7, 8, 9, 10	Measure 7, 8, 9, 10
Facilitating Access	Measure 4, 6, 8, 10	Measure 4, 6, 8, 10	Measure 4, 6, 8, 10
Cataloguing	Measure 4,	Measure 4,	Measure 4,
Preservation and Conservation	Measure 3, 5	Measure 3, 5	Measure 3, 5
Collection Development and Management	Measure 1, 2, 4, 5, 7	Measure 1, 2, 4, 5, 7	Measure 1, 2, 4, 5, 7

Measures

The reason the Ministry for Culture & Heritage collects information about the archives' performance is to inform strategic decisions that support the long term sustainability and reach of the audio-visual collections. The measure of success in this instance is building accurate and timely information around services and collections.

Success will also be tracked against the indicators.

Requirements:

- Ngā Taonga Sound & Vision will report all measures in its annual report.
- Relationship managers may agree targets each year that demonstrate progress towards achieving outcomes.
- Develop qualitative evidence (feedback and stories) to provide further context to measures.

Measure 1	Total titles in the collection as at reporting date (Breakdowns such as decade, genre etc will be possible over time with new collection management tools).
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Measure 2	New titles added to the collection for annual period. (Breakdowns will be possible over time with new collection management tools). We will also include qualitative information about what has been added to the collection and why it matters.
Measure 3	Titles digitally preserved (by predominant format) <ul style="list-style-type: none"> • New titles digitally preserved for period
Measure 4	Total titles (number and percentage of total collection): <ul style="list-style-type: none"> • Unaccessioned deposits • Accessioned • Percentage of total titles (able to be digitally preserved) digitally preserved • Catalogued • Available to view/listen in the online catalogue
Measure 5	Collection storage quality: <ul style="list-style-type: none"> • Percentage of collection in internationally agreed best-practice conditions • Percentage of collection stored in appropriate housing (e.g. appropriate containers)
Measure 6	Number of research visitors (guided)
Measure 7	Total number of depositors
Measure 8	Number of contracts for supply of archive material for reuse
Measure 9	Number of views/listens/visits <ul style="list-style-type: none"> • Number of video/sound views/listens in online catalogue • Time spent viewing videos/listening to sound in online catalogue • Video view by region (not possible at present for sound)
Measure 10	Performance against iwi engagement work programmes

Appendix 2 – Monitoring by the Purchasing Agency

Service *	Monitoring activity *	Time and frequency of monitoring activity *
All services	Performance review meetings (following quarterly reports – refer below)	Quarterly
All services	Relationship meetings	Ministry – monthly Minister – as arranged

Appendix 3 – Regular reporting by the Provider

Service	Report name	Details to be included in the report	Time and frequency of reporting
Preservation	Digital Preservation Analysis	What proportion of digital preservation capacity is spent on access requests, at risk titles, proactive archival decisions Specific risks around particular formats and materials	Every five years, unless requested by MCH
Collection Development	Acquisition plan	The Acquisition Plan should be representative of New Zealand audiovisual activity in any given year, and aim to obtain an appropriate 'sample'.	Every five years, unless requested by MCH
All services	Quarterly reporting	Include measures stated as part of this agreement (including any changes requested by the responsible Minister).	Quarterly
All services	Crown appropriation and other reporting	As requested by the responsible Minister.	Ad hoc

Appendix 4 – Regular audits or Accreditation Reviews of the Provider

Audit or Accreditation Review	Time for conducting the audit or accreditation review*
Requirement of annual report to be independently audited. Independent Auditor to have a relationship with Ministry for Culture and Heritage.	Every year

Appendix 5 – Payment for Services

Payment for services will be made quarterly.

Service	Payment date/ milestone	Payment amount (GST exclusive)	Pre-conditions to receiving payment (if any)
Audio-visual archive services	July 2019, July each year after until the agreement term ends	\$1,667,500	Subject to budget announcement. A satisfactory Quarter 3 report is received by 30 April each year for the term of this agreement.
Audio-visual archive services	October 2019, October each year after until the agreement term ends	\$1,667,500	Subject to budget announcement. A satisfactory draft Annual Report is received by 31 August each year for the term of this agreement.
Audio-visual archive services	January 2020, January each year after until the agreement term ends	\$1,667,500	A satisfactory Quarter 1 report is received by 31 October each year for the term of this agreement.
Audio-visual archive services	April 2020, April each year after until the agreement term ends	\$1,667,500	A satisfactory Quarter 2 report is received by 31 January each year for the term of this agreement.
Total		\$6,670,000 per annum	

Appendix 6 – New IP

Service	New IP *	Agreed Uses of the New IP *
<p>[IF DESPITE WHAT IS STATED IN THE FTC, NEW IP IS TO BE OWNED BY THE PURCHASING AGENCY RECORD THAT HERE (SEE CLAUSE 10.2 OF THE FTC)]</p>		

Appendix 7 - Privacy of personal information

- (1) Ngā Taonga Sound & Vision will comply with the Privacy Act 1993.

Appendix 8 – Changes to the Framework Terms and Conditions

- (1) The “Purpose and context statement” is amended by adding a third bullet point (as follows):
 - Access to cultural services, participation in, and appreciation of audio-visual taonga in New Zealand.

Appendix 9 – Additional terms to the Framework Terms and Conditions

- (1) Ngā Taonga Sound & Vision will provide Production Library Services to TVNZ (as per the Production Library Services Agreement dated 16 June 2014), this will not be at the detriment of this agreement.
- (2) Ngā Taonga Sound & Vision will comply with any requirements of the Crown, set out by the Crown in writing, for the Crown to meet its obligations under the Public Records Act 2005.
- (3) Ngā Taonga Sound & Vision will obtain insurance on specialised digitisation equipment and have appropriate back-up procedures in place to mitigate material loss of content.
- (4) The Ministry for Culture and Heritage and Ngā Taonga Sound & Vision will agree a prioritisation policy (which will guide the annual acquisition plan). This will be reviewed every year to ensure it remains relevant.

RELEASED UNDER THE OFFICIAL INFORMATION ACT 1982

Framework Terms and Conditions

Introduction

These Framework Terms and Conditions form part of the contract to allow one or more Purchasing Agencies to purchase outcome-focussed services from the Provider.

These Framework Terms and Conditions will apply to all services the Provider agrees to provide under an Outcome Agreement and are incorporated by reference into every Outcome Agreement. Where more than one Purchasing Agency is a party to an Outcome Agreement these Framework Terms and Conditions will generally apply as between the Provider and the Purchasing Agency in respect of the Services provided by the Provider to that Purchasing Agency.

Purpose and context statement

The Purchasing Agency and Provider each agree that the purpose of providing the Services is to make a positive contribution to improving:

- the lives of whānau of any ethnicity and vulnerable persons living in New Zealand; and/or
- access to justice and reducing crime and its effects on the community.

Where relevant, Purchasing Agencies will take collective responsibility for providing a consistent and co-ordinated across-Government approach to engaging and working with the Provider.

Relationship Principles

The Purchasing Agency and Provider will work together to ensure that the Services are accessible and effective in contributing towards achieving the Outcome, and to that end agree to:

- act honestly and in good faith;
- communicate openly and in a timely manner;
- work in a collaborative and constructive manner – including towards the resolution of real or perceived problems and issues;
- recognise each other's responsibilities;
- encourage quality and innovation to achieve positive outcomes; and
- maximise the value for money to the Government in purchasing services that contribute towards achieving specified outcomes – including by ensuring appropriate flexibility so that services can be adapted (following discussion) to meet identified and agreed needs.

The Purchasing Agency and Provider acknowledge that these Framework Terms and Conditions reflect these principles in action.

These Framework Terms and Conditions use a number of defined terms and the corresponding definitions and interpretation section is in Schedule One.

1. Term

1.1 These Framework Terms and Conditions apply for the term of any Outcome Agreement signed by the Purchasing Agency and Provider.

2. Purchasing Agency

2.1 In these Framework Terms and Conditions a reference to “the Purchasing Agency” is to:

- (a) in relation to a bilateral Outcome Agreement, the Purchasing Agency that has entered into the Outcome Agreement; and
- (b) in relation to an integrated Outcome Agreement, each individual Purchasing Agency that has entered into the Outcome Agreement.

2.2 The Purchasing Agency commits to act consistently with the provisions of:

- (a) these Framework Terms and Conditions;
- (b) each Outcome Agreement it has signed; and
- (c) each Outcome Agreement Management Plan.

2.3 Despite clause 2.2 and to avoid doubt:

- (a) no Outcome Agreement Management Plan will create legally binding obligations between the Purchasing Agency and Provider; and
- (b) the obligations recorded in any Remedy Plan will be legally binding obligations between the Purchasing Agency and Provider.

3. Services

3.1 The Provider will provide the Services in accordance with these Framework Terms and Conditions and the Outcome Agreement and so as to contribute towards achieving each Outcome described in the Outcome Agreement.

4. Payment

4.1 Subject to clause 12 (Recovery, Reduction or Suspension of Payments), the Purchasing Agency will pay the Provider for the Services the amounts, and at the times, recorded in the Outcome Agreement.

4.2 At the times and frequency specified in the Outcome Agreement, the Provider (or its nominee) will issue an invoice to the Purchasing Agency for the Services provided (or to be provided) to that Purchasing Agency under the Outcome Agreement.

5. Contract management – communication, monitoring, reporting and audit

5.1 The Purchasing Agency will follow best practice contract management behaviours that reflect the nature and value of the Services and are focused on evaluating and enhancing the

effectiveness of the Services to contribute towards achieving each Outcome described in the Outcome Agreement.

5.2 Regular communication and monitoring

- (a) The Purchasing Agency and the Provider will maintain regular contact with each other for the purpose of:
 - (i) monitoring the Provider's performance against its obligations under the Outcome Agreement;
 - (ii) encouraging the on-going review and assessment of the effectiveness of the Services;
 - (iii) providing mutual constructive feedback that will enhance the effectiveness of the Services; and
 - (iv) identifying early any issues and opportunities to do things better on the part of each party.
- (b) Any scheduled monitoring activity the Purchasing Agency wants to undertake will be specified in the Outcome Agreement.

Regular reporting activity

- 5.3 The Provider will provide the information and reports recorded in the Outcome Agreement (**Regular Reports**) at the times and frequency specified in the Outcome Agreement.

Special Enquiry Rights

- 5.4 Without limiting clauses 5.2 and 5.5, if the Purchasing Agency, acting reasonably, believes that the Provider has breached the terms of the Outcome Agreement, the Purchasing Agency may, acting reasonably, require the Provider to:

- (a) provide information to the Purchasing Agency to establish whether a breach has occurred, and if so why it occurred; and/or
 - (b) submit to an audit or Accreditation Review to establish whether a breach is an isolated event or one of multiple breaches
- (collectively referred to as **Special Enquiry Rights**).

Audit or Accreditation Review

- 5.5 The Purchasing Agency or its nominee may carry out an audit or Accreditation Review of the Provider and/or Services. The Purchasing Agency will specify in the Outcome Agreement any audit or Accreditation Review it intends to conduct.

- 5.6 The Purchasing Agency will not carry out an audit or Accreditation Review more often than once in any calendar year unless the audit or Accreditation Review is carried out as part of the Purchasing Agency's Special Enquiry Rights in accordance with clause 5.4.

Access to premises, Personnel and records

- 5.7 The Provider will provide the Purchasing Agency (or its nominee) with reasonable access to the Provider's premises, Personnel and records used in the performance of the Outcome Agreement to allow the exercise of any monitoring activities, Special Enquiry Rights, audit or Accreditation Review by the Purchasing Agency.

Principles of co-ordination and co-operation

- 5.8 The Purchasing Agency agrees that it will co-ordinate and co-operate with the Provider and each Other Purchasing Agency to try to ensure (to the extent reasonable and practicable in the circumstances) that:

- (a) the Purchasing Agency and each Other Purchasing Agency's requirements for Regular Reports can be aligned and satisfied at the same time or frequency and by a single report covering all relevant matters;
- (b) it gives the Provider and each Other Purchasing Agency reasonable notice in advance of:
 - (i) exercising any Special Enquiry Rights, including providing details of the breach or suspected breach and what it wants from the Provider; or
 - (ii) performing any audit or Accreditation Review; and
- (c) it provides to each Other Purchasing Agency any information or explanation arising out of its exercise of any Special Enquiry Rights or the entry into a Remedy Plan that any Other Purchasing Agency reasonably requests in connection with the circumstances giving rise to the Special Enquiry Rights or Remedy Plan.

- 5.9 To ensure that:

- (a) the Purchasing Agency and each Other Purchasing Agency are able to coordinate effectively to streamline their contract management activities; and
- (b) potential Purchasing Agencies (whether or not they are parties to any existing Outcome Agreements with any provider) that are considering entering into an Outcome Agreement have access to information to allow them to make informed contracting decisions and consider the benefits of entering into an Outcome Agreement with the Provider or other potential providers

(together referred to as the **Interested Parties**), the Provider agrees that the Purchasing Agency may share information about the Outcome Agreement with the Interested Parties, including by publishing such information on a web based contracts register (or other similar

tool) which is accessible by Interested Parties. The information which is intended to be shared under this clause 5.9 includes the name and address of the Provider, other identifying information of the Provider such as GST number or charities registration number, a description of the Services and contract value, and information relating to the Accreditation of the Provider.

Relationship Manager

5.10 The Provider and each Purchasing Agency will appoint and keep a Relationship Manager for each Outcome Agreement. The appointing party may change its Relationship Manager at any time by giving written notice to any other party to that Outcome Agreement. The Relationship Managers for each Outcome Agreement will maintain regular contact in accordance with these Framework Terms and Conditions and the Outcome Agreement Management Plan (if any).

6. Information to Purchasing Agency

6.1 The Provider must provide written notice to the Purchasing Agency:

- (a) if the Provider proposes to change its legal structure
- (b) if any of the Provider's Personnel are being investigated for, have been charged with, or convicted of any criminal offence that, viewed objectively and reasonably, represents a material risk to the performance of the Services or the achievement of the Outcome(s) (including because it might damage the reputation of either the Provider or the Purchasing Agency were it to be publicly known);
- (c) as soon as reasonably practicable of any problems, issues or incidents that arise in relation to the performance of the Outcome Agreement, including any problems or issues that will, or are likely to, affect the provision or quality of the Services or the ability of the Provider to perform its obligations under the Outcome Agreement,

and, after receipt of such a notice, the Purchasing Agency and the Provider will discuss what an appropriate response would be and implement any agreed actions.

7. Dispute resolution

7.1 If any party wishes to raise a dispute relating to the Outcome Agreement (including these Framework Terms and Conditions) (**Dispute**), it may do so by giving written notice to the other parties to the Outcome Agreement who are involved in that Dispute (**Disputing Parties**) detailing the nature of the dispute (**Dispute Notice**).

7.2 The Relationship Managers of the Disputing Parties will try to resolve the dispute in the first instance.

7.3 If the Relationship Managers of the Disputing Parties cannot resolve the Dispute within 21 days of receiving the Dispute Notice, any Disputing Party may by written notice to all Disputing Parties refer the Dispute to mediation.

- 7.4 If a Dispute is referred to mediation, the mediation will be conducted:
- (a) by a single mediator agreed by the Disputing Parties, or if they cannot agree within 10 Business Days of referring the Dispute to mediation, appointed by the Chairperson of the Resolution Institute (or its successor entity); and
 - (b) on the terms of the Resolution Institute's Mediation Rules (available at www.resolution.institute).
- 7.5 Each Disputing Party will continue to perform its obligations under the Outcome Agreement as far as practical given the nature of the Dispute.
- 7.6 No Disputing Party may commence any court proceedings in respect of a Dispute unless it has first complied with clauses 7.1 to 7.4 (inclusive), unless those court proceedings are necessary to preserve its rights.

8. Privacy of personal information

- 8.1 The Provider will collect, use, store and disclose personal information related to the Outcome Agreement and Services in accordance with:
- (a) the Privacy Act 1993;
 - (b) any Law that amends or overrides any of the Information Privacy Principles of the Privacy Act 1993 and that applies to the Purchasing Agency or Provider;
 - (c) any Code of Practice or Approved Information Sharing Agreement (as defined in the Privacy Act 1993) that amends or overrides any of the Information Privacy Principles of the Privacy Act 1993 and that applies to the Purchasing Agency or Provider.
- 8.2 Subject to clause 8.1, the Purchasing Agency and Provider will record in the Outcome Agreement, or any service specification attached to or referenced in the Outcome Agreement, the details of any personal information that will be shared between the Purchasing Agency and Provider in connection with the Services, the purpose(s) for sharing and using the information and any agreement on the management (including security) of the information.
- 8.3 Wherever a Provider supplies a privacy statement to clients in respect of the Services in accordance with Information Privacy Principle 3 of the Privacy Act 1993, the Provider will implement any reasonable directions made by the Purchasing Agency about the content of the privacy statement, including about the purpose(s) of collection and the disclosure of information.
- 8.4 Before making a direction under clause 8.3, the Purchasing Agency will consult with the Provider about the proposed content of the privacy statement, and consider any reasonable issues or concerns raised by the Provider.

9. Confidentiality

9.1 *Confidential Information*

The Purchasing Agency and Provider each confirms that it has adequate security measures to safeguard the other party's Confidential Information from unauthorised access or use by third parties, and that it will not use or disclose the other party's Confidential Information to any person or organisation other than:

- (a) to the extent that the disclosure or use is:
 - (i) necessary to perform its obligations, or to exercise its rights, under or in relation to the Outcome Agreement (for example, to give effect to clauses 5.8 and 5.9 (Principles of Co-ordination and Cooperation), 8 (Privacy of personal information) and 11.4(e) (Orderly Transition of Services) of these Framework Terms and Conditions); or
 - (ii) is expressly authorised by the Outcome Agreement;
- (b) if the other party gives prior written approval to the use or disclosure;
- (c) if the use or disclosure is required by law (including under the Official Information Act 1982) or parliamentary convention; or
- (d) in relation to disclosure, if the information has already become public, other than through a breach of the obligation of confidentiality by one of the parties.

9.2 *Confidentiality undertaking required*

- (a) If these Framework Terms and Conditions or the Outcome Agreement permit disclosure of any Confidential Information to any third party (including any auditor or reviewer appointed under clauses 5.4 or 5.5), the Provider and the Purchasing Agency (as applicable) may only disclose that Confidential Information to that third party if it first obtains a written confidentiality undertaking from that third party in terms substantially similar to those set out in this clause.
- (b) To avoid doubt, Personnel of the Purchasing Agency or Provider are not third parties for the purpose of clause 9.2(a). Each party may disclose Confidential Information to Personnel who need to know such information for the purposes of the Outcome Agreement, provided each party ensures that its Personnel:
 - (i) are aware of the confidentiality obligations in these Framework Terms and Conditions and the Outcome Agreement; and
 - (ii) do not disclose or use Confidential Information except as allowed by these Framework Terms and Conditions and the Outcome Agreement.

10. Intellectual Property Rights

- 10.1 The Purchasing Agency and Provider retain ownership of all Intellectual Property Rights they respectively owned before the commencement date of the Outcome Agreement.
- 10.2 Unless agreed otherwise in the Outcome Agreement, all new Intellectual Property Rights (**New IP**) created by the Provider while performing the Services will be owned by the Provider upon their creation.
- 10.3 The Provider and the Purchasing Agency may agree mutually acceptable use terms (**Agreed Uses**) for New IP and record these in the Outcome Agreement.
- 10.4 The owner of any New IP, whether the Provider or the Purchasing Agency, grants to the other party a perpetual, irrevocable, royalty-free and non-exclusive licence to use, copy, modify and distribute such New IP for any purpose connected with the performance of the Outcome Agreement and any Agreed Uses.
- 10.5 Each party to the Outcome Agreement warrants that any Intellectual Property Rights it provides under or in connection with the Outcome Agreement do not infringe the Intellectual Property Rights of any third party.

11. Termination

11.1 *Termination of an Outcome Agreement for convenience*

Unless specified otherwise in the Outcome Agreement, the Purchasing Agency or the Provider may terminate the Outcome Agreement by giving the other party at least 90 days prior written notice (or such other period agreed by the parties in writing).

11.2 *Termination of Outcome Agreement for breach*

- (a) Unless specified otherwise in the Outcome Agreement, the Purchasing Agency or the Provider may terminate the Outcome Agreement immediately by notice to the other party if:
 - (i) subject to clauses 11.2(b) and (c), the other party commits a breach of the Outcome Agreement and such breach is not remedied within 14 days (or such longer period agreed by the parties in writing) of receiving written notice of the breach; or
 - (ii) the other party ceases or threatens to cease to carry on most or all of its business operations, becomes insolvent or suffers any analogous event.
- (b) Instead of exercising its rights under clause 11.2(a)(i), the non-breaching party may request that the breaching party implement a Remedy Plan. However, if a Remedy Plan is not agreed by the parties by a date specified by the non-breaching party (acting reasonably), the non-breaching party may exercise its rights in accordance with clause 11.2(a)(i).

- (c) If the Provider and the Purchasing Agency enter into a Remedy Plan:
 - (i) both the Provider and Purchasing Agency (whichever is relevant) will perform the tasks specified for it under the Remedy Plan;
 - (ii) the non-breaching party will not exercise its rights under clause 11.2(a)(i) for the breach that is subject to the Remedy Plan; and
 - (iii) if the breaching party fails to remedy the breach in accordance with the Remedy Plan, the non-breaching party may terminate the Outcome Agreement immediately by notice to the other party, without having to enter a new Remedy Plan.

11.3 ***Partial termination***

If the Purchasing Agency or the Provider has a right to terminate the Outcome Agreement under clause 11.1 or 11.2, it may elect to only terminate part of it (for example, if the termination is for breach, by terminating only those Services in respect of which the breach arose). The Outcome Agreement and these Framework Terms and Conditions continue to apply to the unterminated part of the Outcome Agreement with any necessary modification.

11.4 ***Consequences of termination or expiry of any Outcome Agreement***

If the Outcome Agreement (or any part of it) is terminated or expires in accordance with its terms:

- (a) such termination or expiry will not affect the rights of a party that accrued prior to the date of termination or expiry;
- (b) unless an alternative date for stopping the Services is agreed by the parties in accordance with clause 11.4(e), the Provider must stop performing the relevant Services from the date of termination or expiry of the Outcome Agreement;
- (c) subject to clause 12.1(a), the Purchasing Agency will pay the Provider for all Services provided up to and including the date the Outcome Agreement is terminated or expires;
- (d) the Provider will repay the Purchasing Agency that portion of funding already paid to the Provider for Services that will not be provided as a consequence of termination or expiry of the Outcome Agreement and clauses 12.2 and 12.3 will apply to any repayments under this clause 11.4(d); and
- (e) the Purchasing Agency and the Provider will discuss how to ensure that there is an orderly transition of the applicable Services and client records from the Provider to any replacement provider following termination or expiry of the Outcome Agreement, agree a plan and implement their respective obligations under that plan.

11.5 **Where one, but not every, Purchasing Agency terminates an Outcome Agreement**

If more than one Purchasing Agency is a party to the Outcome Agreement:

- (a) the exercise of any rights to terminate by any (but not every) Purchasing Agency under clauses 11.1 or 11.2 (**Exiting Purchasing Agency**) does not affect or terminate the Outcome Agreement as it applies between the Provider and each remaining Purchasing Agency;
- (b) the Provider will continue to perform the Services for the remaining Purchasing Agency/ies; and
- (c) clause 11.4 applies to the termination of the Outcome Agreement as between the Provider and each Exiting Purchasing Agency.

11.6 **Survival**

Clauses 5.4 (Special Enquiry Rights), 7 (Dispute Resolution), 8 (Privacy of personal information), 9 (Confidentiality), 10 (Intellectual Property), 11.4 (Termination), 12 (Recovery, Reduction or Suspension of Payments), 13 (Indemnity), 15 (General Terms) and Schedule One (Definitions and Interpretation) all survive termination or expiry of the Outcome Agreement.

12. **Recovery, reduction or suspension of payments**

12.1 Without limiting any other rights or remedies, if the Provider does not provide the Services in accordance with the Outcome Agreement, including meeting any Service delivery targets or performance measures recorded in an Outcome Agreement, the Purchasing Agency may:

- (a) require the Provider to:
 - (i) repay a portion of funding already paid to the Provider; or
 - (ii) reduce the amount to be paid on subsequent payment dates; or
- (b) suspend or delay payment of a portion of the amount to be paid on subsequent payment dates until a Remedy Plan is agreed and its obligations are performed.

12.2 Any amount to be repaid, reduced, suspended or delayed pursuant to clause 12.1 or 11.4(d) will be determined by the Purchasing Agency acting reasonably and following a discussion with the Provider regarding the quality and quantity of Services that were provided or the circumstances relevant to the suspension or delay in payment.

12.3 Subject to clause 12.4, the Provider must repay the Purchasing Agency within 30 days of the date the Purchasing Agency provides written notice of the amount to be repaid to the Provider.

12.4 If the Provider disputes a repayment, it may withhold the disputed sum until the dispute is resolved in accordance with clause 7.

13. Indemnity

13.1 The Provider indemnifies the Purchasing Agency against all losses suffered or incurred by the Purchasing Agency as a result of any claim by a third party that:

- (a) the possession or use of any Intellectual Property Rights supplied or licensed by the Provider to the Purchasing Agency or used to provide the Services infringes a third party's Intellectual Property Rights; or
- (b) a third party's rights (including privacy rights) have been breached as a consequence of the Provider's breach of the Outcome Agreement, including these Framework Terms and Conditions.

13.2 The indemnity in clause 13.1 applies to the extent that any relevant loss was not caused by the Purchasing Agency's negligence, breach of the Outcome Agreement or wilful misconduct.

14. Additions or changes to these Framework Terms and Conditions

14.1 The Purchasing Agency and the Provider may agree additional terms to apply to any Outcome Agreement, or to amend these Framework Terms and Conditions, as set out in the Outcome Agreement.

14.2 The Purchasing Agency and the Provider each acknowledge that:

- (a) any additional terms must be read and applied in a way which preserves the greatest degree of consistency and compliance with these Framework Terms and Conditions; and
- (b) before including an additional term that adds to, or an amendment that departs from, the arrangements described in these Framework Terms and Conditions, the Purchasing Agency and the Provider have both discussed and agreed that the addition or departure is necessary to address a matter that is both novel and specific to the Provider or the Services and which (for clearly identified reasons) is not otherwise adequately or appropriately provided for under the Framework Terms and Conditions.

15. General terms

15.1 **Relationship of Purchasing Agencies:** In relation to the Outcome Agreement, the Purchasing Agency is only responsible for its own contracted obligations, and will not be responsible for any obligations identified in the Outcome Agreement as being owed by any Other Purchasing Agency that is also party to the Outcome Agreement.

15.2 **Variation process:** The Outcome Agreement may be varied with the written agreement of the Purchasing Agency and the Provider. If Other Purchasing Agencies are also parties to the Outcome Agreement, and the proposed variation only relates to Services being provided to

one Purchasing Agency, then only the written agreement of that Purchasing Agency and the Provider is required to make that variation.

- 15.3 **No subcontracting without consent:** The Provider may not subcontract the performance of any of the Services without first obtaining the prior written consent of the Purchasing Agency, such consent not to be unreasonably withheld. The Provider is responsible for the acts and omissions of any subcontractor. If Other Purchasing Agencies are also party to the Outcome Agreement and subcontracting of performance of a Service by the Provider only affects one Purchasing Agency then only the prior written consent of that Purchasing Agency is required under this clause 15.3.
- 15.4 **Assignment:** The Provider may not assign, novate or transfer its rights or obligations under the Outcome Agreement without first obtaining the permission of the Purchasing Agency and such permission will not be unreasonably withheld.
- 15.5 **Comply with Laws:** The Purchasing Agency and the Provider will comply with all Laws applicable to them and their activities and not cause the other to breach any Law that relate to the provision of Services under the Outcome Agreement.
- 15.6 **Entire agreement:** The Outcome Agreement incorporates these Framework Terms and Conditions and read together they record the entire agreement between the Provider and Purchasing Agency in relation to the supply of Services under the Outcome Agreement and supersede all previous oral or written agreements, arrangements, understandings and representations concerning the same subject matter.
- 15.7 **Enforceability:** If any clause of the Outcome Agreement (including any of these Framework Terms and Conditions) is held to be illegal, invalid or unenforceable, it will be removed from the Outcome Agreement without affecting any other clause.
- 15.8 **Waiver:** The failure or delay by the Purchasing Agency or the Provider to exercise or enforce any right under the Outcome Agreement (including any of these Framework Terms and Conditions) will not operate as a waiver of that right, unless such waiver is recorded in writing and sent to the relevant party by the party waiving that right.
- 15.9 **Notices:**
- (a) Each notice or other communication under the Outcome Agreement (including any of these Framework Terms and Conditions) will be made in writing and delivered by post, personal delivery or email to the addressee at the addressee's postal address, physical address or email address (as applicable), marked for the attention of the person or office holder (if any) from time to time designated for that purpose by the addressee.
 - (b) A notice or other communication will be deemed to be received:
 - (i) in the case of a letter sent to the addressee's postal address, on the fifth Business Day after posting;
 - (ii) in the case of personal delivery, on receipt; and

- (iii) in the case of email at the time the email leaves the communications system of the sender, provided that the sender:
 - (A) does not receive any error message relating to the sending of the email at the time of the sending; and
 - (B) has obtained confirmation that the email has been delivered to the recipient (which confirmation may be in the form of an automated delivery receipt from the communications system of the recipient),

on the day on which it is dispatched or, if dispatched after 5 p.m. (in the place of receipt) on the next Business Day after the date of dispatch.

15.10 **Conflict of interest:** The Provider must advise the Purchasing Agency of whether, and whenever it has any actual, potential or perceived Conflict of Interest in connection with the provision of the Services specified in the Outcome Agreement, and follow the directions of the Purchasing Agency if the Purchasing Agency notifies the Provider that it has determined that the Provider has an actual, potential or perceived Conflict of Interest.

15.11 **Governing law and jurisdiction:** The Outcome Agreement and these Framework Terms and Conditions will be governed and interpreted in accordance with the laws of New Zealand. The New Zealand courts have exclusive jurisdiction.

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Schedule One: Definitions and Interpretation

Definitions: In these Framework Terms and Conditions, and in the Outcome Agreement, unless the context otherwise requires:

Accreditation means accreditation under the Social Sector Accreditation Standards developed by the Ministry of Social Development;

Accreditation Review means any regular review of the Provider's Accreditation if the Provider is Accredited;

Agreed Uses has the meaning given in clause 10.3;

Business Day means any day of the year other than:

- (a) Saturday, Sunday, Waitangi Day, Good Friday, Easter Monday, Anzac Day, the Sovereign's Birthday, and Labour Day;
- (b) the 24th day of December in any year and the 5th of January in the following year, and all the days in between those two dates; and
- (c) the day observed as the anniversary of Wellington, New Zealand and the province where the Provider's head office is located;

Confidential Information means information that:

- (a) is by its nature confidential;
 - (b) is marked by either party as 'confidential', 'in confidence', 'restricted' or 'commercial in confidence';
 - (c) is provided by either party or a third party 'in confidence';
 - (d) either party knows or ought to know is confidential; or
 - (e) is of a sensitive nature or commercially sensitive to either party,
- and includes personal information (as defined in the Privacy Act 1993);

Conflict of interest means any matter, circumstance, interest or activity of the Provider, its Personnel, subcontractors, or any other person with whom the Provider has a relationship arising by whatever means that directly or indirectly conflicts with:

- (a) the duties of the Provider and any of its Personnel or subcontractors to the Purchasing Agency under the Outcome Agreement; or
- (b) the interests of the Purchasing Agency in relation to the Outcome Agreement or otherwise in respect to the provision of Services to the Purchasing Agency;

or otherwise impairs or might appear to impair the ability of the Provider (or any of its Personnel or subcontractors) to diligently and independently provide the Services to the Purchasing Agency under the Outcome Agreement;

Framework Terms and Conditions means these terms and conditions;

Intellectual Property Rights includes copyright and all present and future intellectual property rights as may exist anywhere in the world, whether conferred by statute, at common law or in equity, and whether or not registered or capable of registration, in relation to inventions (including patents), trade marks, designs, rights in databases and any proprietary business methodology;

Law means:

- (a) any statute, regulation, bylaw, ordinance or subordinate legislation in force from time to time to which a party is subject;
- (b) the common law and the law of equity as applicable to the parties from time to time;
- (c) any binding court order, judgment or decree;
- (d) any applicable industry code, convention, policy or standard enforceable by law; and
- (e) any applicable direction, policy, permission, consent, licence, rule or order that is binding on a party and that is made or given by any governmental, legal or regulatory body having jurisdiction over a party or any of that party's assets, resources or business,

in any jurisdiction that is applicable to an Outcome Agreement;

New IP has the meaning given in clause 10.2;

Other Purchasing Agency means, in relation to an Outcome Agreement, each Purchasing Agency that is also a party to that, or any other, Outcome Agreement with the Provider;

Outcome means each outcome described in the Outcome Agreement;

Outcome Agreement means an Outcome Agreement signed by one or more Purchasing Agencies and the Provider detailing the Services;

Outcome Agreement Management Plan means, if applicable for the Outcome Agreement, the contract management plan relating to how the Purchasing Agency, and any Other Purchasing Agencies and the Provider will work together under the Outcome Agreement;

Personnel means all individuals engaged by a party in relation to an Outcome Agreement and includes a party's (and a subcontractor's) employees, individual contractors, volunteers, representatives, agents and, in respect of a Purchasing Agency, includes an auditor or reviewer appointed under clauses 5.4 or 5.5;

Provider means the non-government organisation named as the provider in an Outcome Agreement;

Purchasing Agency means:

- (a) each Public Service department, as defined in section 27 of the State Sector Act 1988;
- (b) the New Zealand Defence Force, the New Zealand Police, the New Zealand Security Intelligence Service, the Parliamentary Counsel Office, the Clerk of the House of Representatives and the Parliamentary Corporation;
- (c) each Crown Entity, as defined in section 7 of the Crown Entities Act 2004;
- (d) each organisation listed in the fourth schedule to the Public Finance Act 1989;
- (e) each local authority, as defined in section 5 of the Local Government Act 2002,

that is a party to an Outcome Agreement;

Relationship Manager means the relationship manager appointed by each party and named as a relationship manager in an Outcome Agreement;

Remedy Plan means a written plan that may be entered into by the Provider and the Purchasing Agency to address any non-performance issues, such Remedy Plan will identify:

- (a) the non-performance issue;
- (b) how and why the non-performance issue arose; and
- (c) what action the Provider or the Purchasing Agency (whichever is relevant) must take to address or resolve the non-performance issue to the satisfaction of the other, and a timetable for such actions to be completed;

Services means, for an Outcome Agreement, each of the services the Provider will perform to contribute towards achieving each Outcome as described in the Outcome Agreement.

Interpretation: Unless the context otherwise requires:

- (a) a reference to a "party" or the "parties" are to a party or all parties to the Outcome Agreement and includes that party's respective successors in title and permitted assigns (and, where the context so permits, its respective Personnel, Subcontractors and representatives);
- (b) the word "including" and other similar words do not imply any limitation;
- (c) a reference to documentation (including these Framework Terms and Conditions) includes a reference to that document as varied, supplemented, novated or substituted from time to time;

- (d) headings are not to be used for interpretation;
- (e) the Introduction, Purpose & Context Statement and Relationship Principles form part of these Framework Terms and Conditions; and
- (f) the singular includes the plural and vice versa.

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