

# TERMS OF REFERENCE FOR THE A BETTER START – E TIPU E REA NATIONAL SCIENCE CHALLENGE BOARD

## 1 Establishment of the A Better Start – E Tipu e Rea Board

- 1.1 The Parties of the New Zealand Challenge for the A Better Start – E Tipu e Rea National Science Challenge (the **Challenge**) have executed an agreement (the **Collaboration Agreement**) that sets out how they will work together to deliver the NSC Investment Contract (**NSCIC** or **NSC Investment Contract**) for the A Better Start - E Tipu e Rea National Science Challenge (**Challenge**). The NSC Investment Contract is between the Ministry of Business, Employment and Innovation (**the Ministry**) and the University of Auckland as **Challenge Contractor** for the Challenge. The Collaboration Agreement specifies the establishment of an **Board** to manage the Challenge. The composition, functions and responsibilities of the Board are primarily set out in specific clauses of the Collaboration Agreement and these clauses and any others of relevance should be read in conjunction with these Terms of Reference (**TOR**). For the avoidance of doubt if any clause or element or inference in these TOR differ from the Collaboration Agreement then the Collaboration Agreement shall have priority.

## 2 Overarching Board Framework

- 2.1 The members of the Board shall be required to act in the best interests of the Challenge and not in the interests of a particular Challenge Party or stakeholder. It is acknowledged that the interests of the Challenge Parties are legitimate concerns for the Challenge and Board members may legitimately raise them for consideration by the Board.
- 2.2 The Board shall work within, and where relevant give effect to, the Collaboration Agreement and the NSC Investment Contract.
- 2.3 The Board is also required to have consideration to upholding the reputation of the Challenge and all Parties to the Collaboration Agreement.
- 2.4 The Board will be responsible for those matters set out in the Collaboration Agreement and such related matters as are reasonably required to give effect to those matters and to perform any other activities or roles of the Board as described within the Collaboration Agreement.
- 2.5 For the avoidance of doubt, the Board shall have no powers or authority in relation to the Other Funds described in the Collaboration Agreement nor for those matters expressly excluded (financial processing and administration of funds, health and safety, ethics, infrastructure, staff employment/HR/misconduct and individual performance management matters) in the Collaboration Agreement.
- 2.6 The Board shall adopt and give effect to the Conflicts of Interest Policy and Process for the Challenge as described in the Collaboration Agreement.

## 3 Board Operating Procedures

### *Notice of Meeting*

- 3.1 The Board shall meet at least four times per year on a schedule agreed with the members at its first meeting and at such other times as at least two members of the Board request a meeting.
- 3.2 A member of the Board may convene a meeting of the Board by giving notice in accordance with clauses 3.3 to 3.6.
- 3.3 Not less than five Business Days' notice of a meeting of the Board must be given to every member of the Board (and any alternate notified to the A Better Start – E Tipu e Rea Board and to any observer appointed by the Ministry in accordance with the NSC Investment Contract). The notice must include the date, time and place of the meeting and the matters to be discussed.
- 3.4 The failure to give a notice of a meeting or an irregularity in the notice is waived if all members of the Board (and all observers) entitled to receive notice of the meeting attend the meeting without protest as to the irregularity or if all members of the Board (and all observers) entitled to receive notice of the meeting agree to the waiver.
- 3.5 Notice of a meeting may be given by any means, including by telephone. Notice given by a letter addressed to a member at his or her last known residential address will be deemed to have been given on the day following the day the letter is posted.

### *Method of holding meetings*

- 3.6 A meeting of the Board may be held either:
  - (a) by a number of members of the Board sufficient to form a quorum, being assembled together at the place, date, and time appointed for the meeting; or
  - (b) by means of audio, or audio and visual communication, by which all the members of the Board (and any observers) participating in the meeting and constituting a quorum, can simultaneously hear each other throughout the meeting.

Where a meeting of the Board is held under clause 3.6(b), at the commencement of the meeting each member (and each observer) participating must acknowledge his or her presence to all the other members participating. A member may not leave the meeting by disconnecting his or her means of communication unless he or she has previously obtained the express consent of the Chair.

### *Quorum*

- 3.7 A quorum for a meeting of the Board is four members.
- 3.8 No business shall be transacted at a Board meeting if a quorum is not present however, those members present may discuss Board business and prepare preliminary decisions which may be ratified by a duly quorate Board meeting called for that purpose.

### *Voting*

- 3.9 Each Board member has one vote and any business of the Board requiring a decision will be determined by a simple majority of the members present.
- 3.10 The Chair (in his or her capacity as a Board Member) has one vote and does not have a casting vote. The Chair is tasked with encouraging consensus in voting where possible. In the event of a deadlock in voting, then Chair will approach the Vice-Chancellors and CEOs of the Challenge Parties who will have one vote each which will be added to the Board votes to determine a majority. If the additional votes are unable to be obtained during the duration of any meeting where a deadlock occurs, then voting on that matter will be suspended until the Vice Chancellor's and CEO's votes have been obtained and tallied. The Chair will report back to the Board as to the outcome of voting due to the additional votes either at the next meeting or in writing, whichever is the most expedient. If, following this process the vote is still deadlocked

the matter will not be resolved and the Board members will be asked to review the matter and seek to find an alternative path forward.

#### *Minutes*

- 3.11 The Board must ensure that full and accurate minutes are kept of all proceedings at A Better Start – E Tipu e Rea Board meetings.
- 3.12 Minutes of proceedings of the Board which have been signed correct by the Chair are prima facie evidence of the proceedings.

#### *Qualifications of Board members*

- 3.13 The following persons are disqualified from being appointed or holding office as a member of the Board:
- (a) a person who is under 18 years of age;
  - (b) a person who is an undischarged bankrupt;
  - (c) a person who is prohibited from being a director or promoter of or being concerned or taking part in the management of a company under section 382 or section 383 or section 385 of the Companies Act 1993;
  - (d) a person who is prohibited from being a director or promoter of, or being concerned or taking part in the management of, an incorporated or unincorporated body under the Securities Act 1978 or the Securities Markets Act 1988 or the Takeovers Act 1993 (or any successor legislation).

#### *Attendance of Non- Board members*

- 3.14 It is expected that the Challenge Director shall attend all Board meetings and report such matters to the Board required by the Board to perform its role. In addition, a minute secretary (or equivalent) shall normally attend all meetings of the Board to record the minutes. The Board may however, seek to hold a session in committee in which neither the Director nor any other non-Board members are present to discuss any matters it wishes.
- 3.15 The meetings of the Board may include other attendees by invitation for all or part of any meeting by agreement between the Chair and Director to help facilitate the business of the Board.

#### *Delegation of Board Responsibilities*

- 3.16 The Board may choose to establish subcommittees of the Board of not less than three members for specific purposes as it sees fit. In such cases any decisions of the subcommittee must be unanimous for them to be considered decisions of the Board and should be reported back to the Board at its next meeting.

#### *Attendance of Non- Board members*

- 3.17 The Board may also choose to delegate specific responsibilities of a low risk nature to the Director to facilitate the efficient operation of the Challenge. These could include (but is not limited to) approval of investments and expenses below a set threshold. In all such cases the Director's decision will be considered the Board's decision and must be reported to the next meeting of the Board.