# Terms of Reference – Rules and Policies Governance Committee

## 1. Name of Group

1.1 Rules and Policies Committee (the Committee) – a governance group delegated authority from the Physiotherapy New Zealand Executive (PNZ Executive).

## 2. Role and Purpose

2.1 The role of the Committee is to provide guidance and advice to the PNZ Executive on matters related to PNZ rules and policies.

2.2 The Committee provides a formal forum to improve the efficiency of the PNZ Executive by allowing for delegated issues to be discussed in sufficient depth.

2.3 The purpose of the Committee is to direct and oversee the development, monitoring and review of:

a. PNZ Rules;
b. PNZ Governance policies and procedures;
c. Terms of Reference documents for PNZ Governance and PNZ Operations group(s);

## 3. Membership

3.1 The PNZ Executive is responsible for the appointment of members to the Committee.

3.2 The Committee will consist of a minimum of four (4) and up to six (6) voting members. This will include:

a. Up to two (2) PNZ Executive members;
b. No less than three (3) PNZ Members (one (1) of which can be a PNZ Executive member);
c. At least one (1) and up to two (2) lay people who are independent to the organisation.

3.3 The Committee chair shall be elected (by majority vote) at the first meeting of each calendar year. In the Chair's absence, any Committee member, with the agreement of the members present, may Chair that particular meeting.

3.4 The Chief Executive Officer (CEO) and the Operations and Business Services Manager (OBSM) are to attend all meetings and have speaking, but not voting rights. The Committee may, at its sole discretion, exclude the CEO and OBSM from their deliberations.

3.5 The Chair, in addition to the role of a Committee member:

a. Sets the agenda for each meeting and ensures all relevant documentation is provided to members in advance of meetings;
b. Makes the purpose clear for each meeting, clarifies and summarises what is happening throughout each meeting;
c. Keeps the meeting moving and actively seeks participation from all members;
d. Reports to the PNZ Executive on behalf of the Committee;

3.6 Secretariat support for the Committee will be provided by the PNZ Office, with direction from the Chair.

3.7 All PNZ Executive members (not being members of the Committee) are welcome to attend scheduled meetings at any time as observers. The CEO may also, from time-to-time, arrange for other employees to attend scheduled meetings in order to participate in a specific discussion on a subject matter in which they have expertise.

## 4. Term

4.1 The Committee members are elected/appointed for three (3) years, not to exceed three (3) terms.

4.2 A Casual Vacancy may arise if a person does not serve out their full term of office. The appointment of these positions is at the sole discretion of the PNZ Executive, seeking advice from the Committee and PNZ Operations as required.

## 5. Responsibilities

5.1 The Committee does not take any actions or make decisions on behalf of the PNZ Executive unless specifically delegated.

5.2 The PNZ Executive has delegated the following functions to the Committee:

a. Oversight of PNZ Rules;
b. Oversight of Policies and Procedures for PNZ, including recommendations to the PNZ Executive on strategic priorities for development/refreshing of policies and procedures;
c. Oversight of Terms of Reference documents for PNZ Governance and PNZ Operations Group(s);
d. Recommendations to PNZ Executive of individuals for Appointed PNZ Executive member positions;
e. Investigate any activity covered by the Committee's Terms of Reference (in alignment with the delegations from the PNZ Executive);
f. Any other matters referred to the Committee by the PNZ Executive.

5.3 Reporting to the PNZ Executive will consist of copies of all Committee meeting minutes to be included in PNZ Executive papers. Also, as appropriate and at PNZ Executive request, verbal or written reports by the Chair of the Committee or CEO.

5.4 The CEO and OBSM will be responsible for drawing the Committee's immediate attention to any material matter that relates to the areas of delegated responsibility for the Committee, for example any material event of breach of rules or policies.

## 6. Meetings

6.1 Formal meetings are to be held at least four times in each financial year with the agenda and the Committee papers for discussion to be distributed as early as practicable prior to the meeting (and not less than 5 working days prior). Attendance at the meeting can be by teleconference or by other means by which those participating may hear each other simultaneously.

6.2 A quorum shall comprise a majority of the voting members of the Committee.

6.3 Meetings are generally to be conducted in accordance with commonly accepted standards and practices, with all decisions based on a simple majority of members voting. In the event that a particular resolution is controversial, and the vote is not clear-cut, the Chair shall have the prerogative to either defer the matter for further discussion in order to achieve a majority vote or have a casting vote.

6.4 Minutes of meetings are to be kept and a summary of all future action items to be compiled.

6.5 In the event that the Committee is required urgently to give effect to a pressing decision between scheduled meetings then a resolution can be obtained via email and acted upon. This will be tabled at the next scheduled meeting of the Committee and formally ratified post facto.

## 7. Confidentiality and Conflicts of Interest

7.1 As a member of the Committee, there will be exposure and access to confidential information in order to perform the duties required. It is important to not share or expose any confidential information as part of performing the duties of a Committee member.

7.2 Equally important is the role of sharing information and resources to relevant members, groups, the PNZ Executive and the Committee itself. It is expected that any and all relevant information for the Committee will be shared.

7.3 It is expected that advice and review of media content may be required from time to time from the Committee. No direct contact with Media is expected by members of the Committee.

7.4 Committee members are responsible for declaring a conflict of interest. In all cases where a conflict exists, or may be reasonably perceived to exist, the Committee member will withdraw themselves from the discussion and not participate in the deliberations and advice of the Committee.

## 8. Performance and Review

8.1 Performance of the Committee will be monitored and measured on an annual basis. This process will be undertaken by the PNZ Executive.

8.2 This Terms of Reference will be reviewed on an annual basis to ensure alignment with the requirements from the PNZ Executive. At this time, the Terms of Reference may be amended, varied or modified after consultation and agreement by the PNZ Executive.

## 9. Definition of Terms

9.1 More information on descriptions and definitions of terms can be found within the “Rules of Physiotherapy New Zealand” document.

## 10. Date Ratified

10.1 This Terms of Reference was ratified by the PNZ Executive on 24 November 2018.