Part 2.1.1 - Governance Processes and Procedures – Review Committee Terms of Reference

**2.1.1 Review Committee Terms of Reference**

**Purpose:**

To monitor, on the board’s behalf, compliance with board policies and external legislation.

This includes:

1. supporting the board to review the effectiveness of the board’s governance processes.
2. reviewing the effectiveness of systems for the assessment and management of areas of risk.
3. verifying that mechanisms are in place to ensure compliance with statutory requirements, financial and other.
4. commissioning reviews of specific controls and procedures (financial or non-financial) where so requested by the board.
5. reporting any problems or reservations arising from the external auditors/reviewers work and any other matters that the external auditors/reviewers note to the attention of the board.
6. ensuring implementation of the triennial review programme.

**Committee Members:**

* [at least 2 trustees; excludes the board chair and excludes the principal]

**Meets:**

* As required. The chair of this committee will report to the board as appropriate on the areas covered by the terms of reference and the triennial review programme.

**Delegated Authority:**

* The review committee is formally constituted as a committee of the board within these approved terms of reference and the delegated authority re the delegations list.

* The committee shall be appointed by the board.  The board may co-opt additional trustees to the committee as and when required.

* Members of the management team shall attend meetings when requested.  A representative of the external auditors may be requested to attend meetings when appropriate.
* The committee is authorised by the board to investigate any activity within its terms of reference.  It is authorised to seek any information it requires from any trustee or employee and all trustees and employees are requested to co-operate with any request made by the committee. The principal will be informed in advance of any suchrequests.

* The committee may recommend that external and independent advice is sought. If the advice is likely to incur costs prior approval must be sought from the board. [Note: NZSTA provides helpdesk and industrial advice free to trustees and boards.]

* No individual member of the review committee can act without the directive of the committee as a whole.

Review schedule: Triennially

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| BoT Meeting Reviewed: | 7 August 2018 |
| BoT Meeting Approved: | 7 August 2018 |
| BOT Chairman: | Tala Page-To'oala |
| Signed by BOT Chairman: |   |
| Date: | 7 August 2018 |