

Ngāpuhi Investment Fund Board: Director Position Specification

Background

The Crown is intending to establish a company (the **Company**) under the Companies Act 1993 (and for it also to be included on Schedule 4A of the Public Finance Act 1989). The purpose of the Company will be to establish and manage an investment portfolio which is intended to be used by the Crown as part of a portfolio of assets to be offered as redress for the historical Treaty of Waitangi grievances of Ngāpuhi.

The shareholders of the Company will be the Minister for Treaty of Waitangi Negotiations and the Minister of Finance, on behalf of the Crown.

The Company is expected to be incorporated in late 2020 / early 2021.

The Board of the Company

The Board will be comprised of five directors, one of whom will be the chair. Directors will be appointed by the shareholding Ministers. The Board will be responsible for governing the company.

Term of appointment

Directors will be appointed for a term of up to three years. Directors may be reappointed on the expiry of their term at the discretion of shareholding Ministers.

Role of the Company

The Company will acquire and manage assets that:

- support the Crown's historical Treaty of Waitangi claim negotiations with Ngāpuhi; and
- grow the value of the Company's investment portfolio.

The Fund will hold two portfolios:

- an indirect portfolio (commercial investment portfolio) to invest on a commercial basis, including achievement of a benchmark rate of return; and
- a direct portfolio (asset banking portfolio) to acquire and hold particular assets that are selected primarily for their potential use in negotiations with Ngāpuhi around resolving historical Treaty of Waitangi claims.

In addition to the requirements of normal company law (including the Companies Act 1993) and regulations, the Board is to perform its functions and duties in accordance with the Public Finance Act 1989 (as applicable), the Crown Entities Act 2004 and the Company's Constitution.

Further information on the proposed approach to funding the Company can be provided on request.

Expectations of the directors

The directors can expect a workload of approximately 14 - 24 working days per year in preparing for and attending meetings, participating in any committees established by the Board and ad hoc decision-making during the year. Extra days may be required over the first six to twelve months (initial establishment).

Whilst it is a decision for directors, pre-incorporation planning has assumed that the Company will be based in Wellington, and that virtual meetings will be utilised where possible. Some travel will likely be required.

Responsibilities of the directors

The duties of individual directors are described in the Companies Act 1993, the Crown Entities Act 2004 and the Company's Constitution. They will be responsible for making key decisions relating to the Fund and the broader Company, and monitoring progress of the Fund.

In addition to the above the Chair will also be responsible for:

- chairing meetings;
- providing clear vision and leadership;
- maintaining a working relationship with the Chief Executive and shareholding Ministers.

Skills and experience of directors

All directors will be required to have governance and commercial experience. Collectively, the Board will possess the following core competencies and attributes:

- significant governance experience, and a good understanding of governance responsibilities under the Companies Act 1993 and the Crown Entities Act 2004;
- prior experience from a previous corporate finance, asset management or principal investment role;
- experience of transaction execution and management of due diligence processes;
- entrepreneurial with sound commercial judgement, ideally including infrastructure, primary industry and/or tourism;
- strong financial, quantitative and analytical skills;
- strategic outlook and the ability to take te ao Māori perspectives into account when making decisions;
- understanding of the Ngāpuhi and Northland context;
- understanding of the Ngāpuhi – Crown relationship; and
- experience governing a mixed objectives entity (i.e. an essentially commercial model, with a wider set of public policy outcomes).

In addition, directors should have backgrounds that demonstrate strong personal integrity and ethics that will enable them to meet their obligations as a director and have no conflicts of interest that cannot be managed. Standard government conflict of interest protocols will apply.

Attributes required of the Chair

The Chair will have specific responsibility for providing effective leadership of the Board and liaising with the shareholding Ministers, Te Arawhiti and the Treasury. In addition to the competencies described above the Chair should have extensive governance experience and experience in chairing organisations.

Remuneration

Director fees are drawn from the remuneration approved annually for the Board by shareholding Ministers. The Treasury advises shareholding Ministers on board remuneration in accordance with the Crown Company Fees Methodology. The Board determines how to allocate the pool of fees.

Actual and reasonable travel and expenses incurred carrying out this role may be paid in accordance with the [Cabinet Fees Framework](#).

Accountability to the shareholding Ministers of the Board

The Board is accountable to the shareholding Ministers for the company's performance.