

WAIHI COMMUNITY FORUM

TERMS OF REFERENCE

26 May 2016

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1. NAME OF FORUM

The name of the forum is the Waihi Community Forum.

2. CURRENT TERMS OF REFERENCE PREVAIL

This Terms of Reference outlines the governance of the Forum and supersedes any prior understanding, documents, or earlier terms of reference preceding 26th May 2016

3. DEFINITIONS

3.1 Definitions and interpretation

In these rules, unless the contrary intention appears:

Amenity Effects Programme means the programme set out in conditions 15(b) and 15(c) of the Consent;

CEPA means the Correnso Extensions Project Area as defined in the map attached as Schedule A;

Chairperson means the Chairperson appointed in accordance with clause 5.3;

Community member means a member appointed in accordance with clause 6.1;

Coordinator means the Coordinator appointed in accordance with clause 5.3;

Consent means land use consent 202-2012;

Consent Holder member means a member appointed in accordance with clause 6.3;

Council means the Hauraki District Council;

Council member means a member appointed in accordance with clause 6.2;

Deputy Chairperson means the Deputy Chairperson appointed in accordance with clause 5.3;

Forum means the Waihi Community Forum;

Greater Waihi Area means the area defined by the bridges in the map set out in Schedule A;

Independent Review Panel (IRP) means the panel appointed by the Forum to administer the Property Purchase Program;

IRP Member means a member of the Independent Review Panel;

Meeting means any meeting of this Forum;

Member means a member of the Forum appointed in accordance with clause 6;

Property Purchase Fund means the fund set out in condition 61(a) of the Consent;

Streets Ahead Program means the voluntary social responsibility program funded by the Consent Holder;

Terms of Reference means this document;

Consent Holder means the current Consent Holder, in this case, Waihi Gold Company

Limited, and its related companies;

Related Companies has the same meaning as defined in the Companies Act 1993; and

Waihi East Area means the area defined as such in the map set out in Schedule A.

4. OBJECTS OF THE FORUM

4.1 Objects

The objects of the Forum (**Objects**) are to:

- (a) administer the Property Purchase Fund through the IRP, appointing and managing IRP members and reviewing IRP performance and property purchase criteria;
- (b) consult with the community on IRP property purchase criteria;
- (c) consult with the community and the Consent Holder to develop and implement initiatives that can be funded through the Streets Ahead Program; and
- (d) report, receive and respond to comments from the community on issues relating to the Consent Holder's operations in Waihi.

4.2 Use of funds

Funds provided to the Forum shall be applied solely towards the promotion of the Objects of the Forum and no part of those funds may be paid or otherwise distributed directly or indirectly to members except in good faith in the promotion of those Objects or where authorised elsewhere under this Terms of Reference.

5. GOVERNANCE AND CONDUCT OF FORUM

5.1 Formation of Forum

- (a) The Forum has been formed to carry out the Objects.
- (b) Affairs of the Forum will be managed by the members in accordance with the Terms of Reference.

5.2 Membership of Forum

- (a) The Forum will consist of:
 - (i) two (2) representatives from the Consent Holder;
 - (ii) two (2) representatives from the Council;
 - (iii) four (4) representatives from the Waihi East Area ;and
 - (iv) one (1) representative from the Greater Waihi Area.
- (b) If no suitable candidates are available from the Waihi East Area, the Forum has the right to consider applicants from the Greater Waihi Area.

5.3 Positions on Forum

- (a) The members will be selected from the Forum to fulfil one of the roles below:
 - (i) one (1) Chairperson;
 - (ii) one (1) Deputy Chairperson; and
 - (iii) five (5) Committee members.
- (b) The Forum will select and appoint a Forum Co-ordinator to assist with Forum business. The Co-ordinator is not a member of the Forum and does not have voting rights.
- (c) The responsibilities of these roles are outlined in clauses 7 and 8.

6. APPOINTMENT TO FORUM

6.1 Appointment of Community Members

The Forum members shall appoint new members from the Waihi community using the process specified below:

- (a) A member from the community shall hold office for a period of three (3) years from the date of their appointment and may apply to hold office for consecutive terms subject to clause 6.1(b). The following appointment process shall be followed:
 - (i) the Forum will advertise:
 - (A) in the Waihi Leader or other equivalent newspaper; or
 - (B) on the Forum website;for a period of two weeks to seek nominations for vacant positions;
 - (ii) the Forum will as soon as practically possible consider potential applicants who must submit an application using the form in Schedule B; and
 - (iii) the current Forum Members will then vote to determine who will be appointed to the Forum.
- (b) In order to ensure that knowledge is retained by the Forum, a rolling appointment cycle will be initiated and one to two positions on the Forum will be advertised for re-appointment each year.
- (c) The members in the positions up for re-election will either have volunteered to resign, or have more than three years of service and be selected by straw poll. Members who have resigned may re-apply for election.
- (d) Any casual vacancies shall be filled using the appointment processes outlined in clause 6.1(a) above.

6.2 Appointment of Council Members

- (a) The Council will appoint two (2) members to the Forum.
- (b) A member appointed by the Council shall hold office for the term of that election period. At the establishment of a new Council following local authority elections, representatives to the Forum will be appointed from either the existing or new Councillors.

6.3 Appointment of Consent Holder Members

- (a) The Consent Holder will appoint two (2) members to the Forum.
- (b) A member appointed by the Consent Holder shall hold a term until such time that the Consent Holder wishes to replace that staff member. For the purposes of continuity, this shall happen no more than once every three years unless the appointed staff member resigns from the Forum.

7. GENERAL ROLES AND RESPONSIBILITIES

7.1 Code of conduct

Members are required to comply with the code of conduct set out below:

- (a) Members will communicate with each other in a respectful, honest and transparent manner.
- (b) Members cannot use inappropriate language when communicating with each other.
- (c) The publication or circulation of any oral or written statement that is false, malicious or defamatory is prohibited.
- (d) Members must ensure that their conduct is not detrimental to the interests of the Forum.
- (e) Members must keep matters discussed by the Forum strictly confidential.

7.2 Conflict of Interest

- (a) A conflict of interest occurs when an individual's private interest interferes (or even appears to interfere) with the interests of the Forum. Conflicts of interest, potential conflicts of interest and even the appearance of a conflict of interest must be avoided.
- (b) A member must declare to the Forum if they have an actual or potential conflict of interest regarding a matter before the Forum for discussion. If the Forum becomes aware of a potential conflict of interest then this matter must be raised before the Forum for discussion.
- (c) If a member declares that they have a potential conflict of interest or the Forum becomes aware or believes that there is a conflict of interest, then the remainder of the Forum will consider the circumstances and determine by voting whether there is a conflict of interest. If it is determined that there is a conflict of interest, then the member must excuse themselves from voting on and all discussions regarding that matter.
- (d) If a member is directly financially involved in a Forum decision or if they have a direct relative involved in a Forum decision, that situation will be deemed to be a conflict of interest and that member must not vote on or be a party to Forum discussions regarding that matter:

7.3 Communications and Media

- (a) One (1) member will be delegated to be a Forum spokesperson for all media liaison. The spokesperson will talk to the Forum's decisions and not their own opinions. If at any time a Forum member is interviewed on his or her own opinion, this is to be noted against what the Forum's opinion is.
- (b) All communications (including but not limited to media releases, articles, newsletters, website updates) will be approved by the appropriate delegated working party and funded by the Consent Holder.
- (c) The following rules apply for media contact:

- (i) The Chairperson is the first point of contact for the official view on any issues. Where the Chairperson is not available matters will be referred to the Deputy Chairperson.
- (ii) No other member may comment on behalf of the Forum without having first obtained approval from the Chairperson.
- (iii) A Forum member may comment on their own views as long as it is expressly noted in the interview that these are not the views of the Forum but their own personal views.
- (d) The Forum will provide updates to the community on a regular basis.
- (e) The Forum will be able to be contacted by email. Emails will be directed to the Forum coordinator in the first instance then discussed as “correspondence” at Forum meetings.
- (f) Post for the Forum will be sent to Waihi Community Forum Coordinator.

8. SPECIFIC ROLES AND RESPONSIBILITIES

8.1 Chairperson and Deputy Chairperson

- (a) The Chairperson and Deputy Chairperson will be appointed by the Forum for a one year term by the members with quorum.
- (b) The Chairperson must preside at each meeting of the Forum. If the Chairperson is absent from a meeting, the Deputy Chairperson must preside. If both are absent then the members that are present must elect a member to preside.
- (c) The Chairperson is to decide all questions and all points of order, and any member who refuses to obey any order of the Chairperson shall be deemed to be in breach of the code of conduct set out in clause 7.1.
- (d) When two or more members seek the right to speak, the Chairperson is to name the member who has the right to speak first.

8.2 Role of the Forum Coordinator

The Forum will select and appoint a Forum Coordinator. The role of the Forum Coordinator is to:

- (a) plan and book meeting venues and times for the Forum and coordinate with members on their availability;
- (b) liaise with members on agenda items and take as well as distribute minutes;
- (c) research, prepare and gather information for meetings;
- (d) publish publicly available reports detailing the Forum work and decisions;
- (e) act in an administrative capacity for Forum needs;
- (f) act as a contact point for official Forum business; and
- (g) collate and present correspondences to the Forum;
- (h) any other duties as required by the Forum from time to time.

8.3 The role of other Members

The role of other members is to carry out the objects of clause 4.1.

9. ROLE OF THE CONSENT HOLDER

- (a) The Consent Holder's role is to:
 - (i) select two Consent Holder employees to become members; and
 - (ii) discuss operations and provide regular updates;
- (b) If any recommendation is made by the WCF on a voluntary scheme which is not accepted by the Consent Holder, then the Consent Holder will provide reasons for not accepting the recommendation to the Forum. These reasons will be part of the minutes of the Forum.
- (c) The Consent Holder must consult with the Forum on any changes to voluntary schemes managed by the Forum prior to implementing those changes

10. ROLE OF THE COUNCIL

The Council's role is to:

- (a) select two elected Council representatives to become members;
- (b) audit the decisions and other matters of the Forum against the requirements of the consent if required; and
- (c) carry out the roles and responsibilities required to perform the functions of the Forum if clause 14 is triggered.

11. TERMINATION, SUSPENSION OR EXPULSION FROM FORUM

11.1 Termination of Forum membership

A member will terminate their relationship with the Forum if they:

- (a) provide a written letter of resignation to the Chairperson; or
- (b) are absent from more than four (4) meetings without tendering an apology; or
- (c) are expelled as a member in accordance with this clause 11.2.

11.2 Suspension or expulsion from the Forum

- (a) If the Forum considers that a member should be suspended or expelled the Forum must follow the following process:
 - (i) provide at least 7 days oral or written notice to the member outlining:
 - (A) particulars of the conduct giving rise to the proposed suspension or expulsion;
 - (B) notice of the proposed action to be taken against the member; and
 - (C) the time, date and place of the Forum meeting at which the question of that suspension or expulsion will be decided.

- (ii) At the meeting called to discuss the member's conduct, the Forum must provide the member a reasonable opportunity to address the matters giving rise to the proposed suspension or expulsion;
 - (iii) After the member has presented their views, the Forum must consider all evidence presented and make the decision to suspend, expel or allow the member to keep their position on the Forum.
- (b) A member who has his or her membership suspended or terminated ceases to be a member on the day which the decision to suspend or expel is communicated to the member in question.

12. MEETING PROCEDURES

12.1 Frequency, duration and notification of Meetings

- (a) Meetings will take place as and when required and will be no longer than two (2) hours in duration unless all members present agree to an extension of time.
- (b) The dates for future meetings will be agreed to and notified to members at prior meetings.
- (c) Additional meetings (**Extraordinary Meetings**) may be called by the Chairperson through email notification with reasonable notice. Extraordinary Meetings can only proceed if a quorum is available.
- (d) Meetings are not open to the public.

12.2 Agenda

- (a) Members must advise the Forum Coordinator of the items that they want included on the Agenda at least three (3) days prior to a meeting.
- (b) Only members can add items to the agenda.
- (c) If an external party makes a query that needs to be addressed by the Forum then this query should be submitted in writing to the Forum Coordinator. The Forum Coordinator will collate and table letters received by the Forum for discussion at the next Forum meeting and respond accordingly.
- (d) The Forum Coordinator will send Members meeting agendas at least two (2) days prior to the meeting.
- (e) If a large number of items have been put forward to the agenda, which are unlikely to be covered in one meeting then the Chairperson will decide the priority of items to be discussed.
- (f) Non-agenda items raised at a meeting should be deferred to the next meeting, unless the matter is urgent.

12.3 Minutes

- (a) Minutes shall be taken of all matters considered by the Forum with details of all decisions and resolutions.
- (b) The Coordinator will send copies of the previous meeting's minutes to all members prior to the subsequent meeting.

- (c) All minutes, once approved, shall be distributed on the Forum's website, excluding those 'in committee'.

12.4 Voting

- (a) A member must be present to vote. All decisions of the Forum must be made with a quorum present.
- (b) The Chairperson should state the matter being voted on for the minutes.
- (c) If a member would like their opposition noted to the position taken on a particular matter then they are to state their opposition for the minutes.
- (d) Unless a matter is urgent the Chairperson shall not initially have a casting vote and any unresolved issues shall be forwarded to next meeting. At the next meeting, if no decision with quorum is reached then the Chairperson will decide the issue.
- (e) It is accepted that decisions made by the Forum are not binding on the Consent Holder or the Council.

12.5 Quorum

A quorum shall be five members and one of those members must be a Consent Holder representative.

12.6 Rules of Debate

- (a) Members are required to abide by the code of conduct outlined in clause 7.1.
- (b) Members called to order by the Chairperson are to resume their seats and/or stop speaking as the case may be. Should any member refuse to obey, that member may be directed by the Chairperson to withdraw from the meeting. Upon such direction, that member is required to withdraw and will not be permitted to return during the meeting.
- (c) The Chairperson may call upon any member to withdraw any offensive or malicious statement and may require the member to apologise.
- (d) The Chairperson may direct a member who refuses to withdraw a statement or apologise to leave the meeting either permanently or for a period of time.
- (e) In speaking to any agenda item, members are to confine their remarks strictly to that item and must not introduce irrelevant matters or indulge in needless repetition. In this matter the Chairperson's rulings is final and not open to challenge.

12.7 Leave of absence and apologies

- (a) The Forum may grant leave of absence to a member from a meeting or meetings upon written request by the member.
- (b) If a member has not obtained a dispensation to be absent an apology may be tendered and accepted at the Chairperson's discretion.
- (c) The Chairperson must invite apologies at the beginning of each meeting. These shall be recorded in the minutes including whether they are accepted or declined.

13. REMUNERATION AND FUNDING

- (a) A meeting fee of \$55 is to be paid to all Community members except for the Chairperson. The Chairperson will receive a meeting fee of \$75 per meeting during his or her one (1) year term. Tax may be withheld from this payment as required by New Zealand tax legislation.
- (b) Re-imbusement of any justifiable costs associated with the roles delegated to members will be covered from the annual Forum budget.
- (c) A budget for the administration and operations of the Forum will be reviewed and agreed on an annual basis by the Forum. The funds will be provided by Consent Holder.

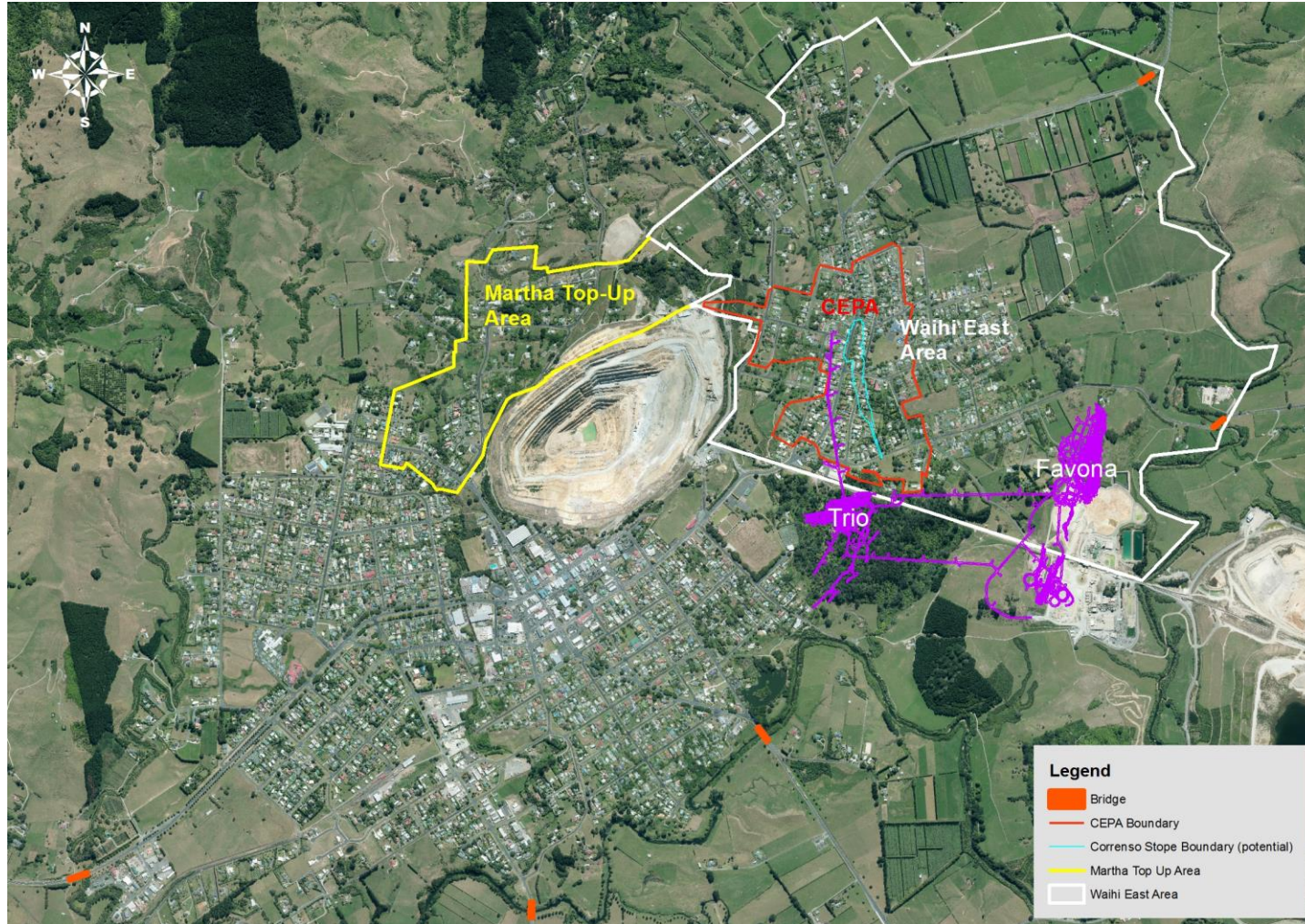
14. RULES OF FORUM

- 14.1** The Forum may alter or rescind these rules, or make rules additional to these rules by resolution passed with a quorum.
- 14.2** These rules bind every Forum member to the same extent as if every Forum member had signed and sealed these rules and agreed to be bound by all their provisions.

15. STEP IN RIGHTS

Despite any other provision in this document, the Council reserves the right to step in and perform all roles of the Forum to satisfy the Consent in the event that the Forum is unable to operate in accordance with this Terms of Reference.

SCHEDULE A – MAP



SCHEDULE B – APPLICATION FORM

Forum Member Application

PERSONAL DETAILS

Name:

Address:

Telephone No. Day: _____ Evening: _____

QUALIFICATIONS (EDUCATIONAL OR OTHER)

EMPLOYMENT EXPERIENCE:

VOLUNTARY EXPERIENCE:

SUITABILITY FOR POSITION:

(Why do you believe you are suitable for this position?)

CONFIRMATION:

I certify that the information given in this application is, to the best of my knowledge, correct

Applicant's signature: _____ Date: _____