



NGĀTI WHĀTUA ŌRĀKEI

Trustee Limited

Settlement Protection Committee – Terms of Reference

Description: Terms of Reference for the Settlement Protection Committee of the Ngāti Whātua Ōrākei Trust

Approved by: Ngāti Whātua Ōrākei Trustee Limited Board

Date: August 2020

1. Purpose and Mandate

- 1.1 The purpose of the Settlement Protection Committee (“the Committee”) is to assist the Elected Representatives and Directors of Ngāti Whātua Ōrākei Trustee Ltd (NWOT or the Company) to protect, in substance and in principle, the Treaty Settlement agreed with the Crown and enshrined in the Ngāti Whātua Ōrākei Deed of Settlement and Ngāti Whātua Ōrākei Claims Settlement Act 2012.
- 1.2 The Committee is authorised by the Board to undertake any activity pursuant to its functions and responsibilities defined in this document or otherwise assigned to it by the Board.
- 1.3 Unless specifically mandated, the Committee has recommendatory powers only. Final decision-making powers rest with the Board.

2. Matapono

- 2.1 The Committee must conduct itself in a way that reflects the matapono embedded in the Ngāti Whātua Ōrākei Group strategy which are outlined below:

- a) Tino Rangatiratanga

Kia tū a Ngāti Whātua Ōrākei i runga i tōna anō tino rangatiratanga
We are self-reliant as Ngāti Whātua Ōrākei, now and forever

- b) Rangatiratanga



NGĀTI WHĀTUA ŌRĀKEI

Trustee Limited

Kia whakatinana i ngā āhuatanga tika o te rangatiratanga puta noa te hapū

To live and practise positive leadership throughout the hapū

c) Manaakitanga

Ko te whānau kei te pokapū o ngā kaupapa manaaki a te poari. Whai muri, kia rongo ngā hau e whā i te kakara o te manaaki o Ngāti Whātua Ōrākei

Whānau are the core focus of hapū development. Our host responsibility to others will positively reflect our role as tangata whenua

d) Whanaungatanga

Kia kitea te mana me te tapu o ia kāwai heke i heke iho ai i a Tūperiri hei rangitāmīro i a tatou

To embrace and acknowledge the importance of our whakapapa and relationships and how these binds us together

e) Kotahitanga

Kia kotahi te tū kia kotahi te hoe

Stand as one and work together

f) Kaitiakitanga

Kia tiakina ō tātou whānau, ō tātou whenua, ā tātou taonga me ā tātou rawa mō āke tonu atu

To protect our people, our lands, our resources and our taonga forever

g) Mana Taurite

Kia taurite te whai wāhi atu o ngā uri ki ngā painga me ngā angitu

All hapū members have equal access to benefits and opportunities

h) Ahi kaa

Kia kōwhiuwhiutia tonutia te ahi kā, kei pūrēhua, ā, ka kewa

To uphold the unique and important role that Ōrākei papakāinga maintains across Tāmaki Makaurau

i) Wairuatanga



NGĀTI WHĀTUA ŌRĀKEI

Trustee Limited

Ko tō wairua ki te Atua, nāna nei ngā mea katoa

Spirituality is a key component of our identity and wellbeing

3. Scope of Committee Activity

3.1 The scope of the Committee activity includes:

- a) The protection of the Ngāti Whātua Ōrākei Treaty Settlement in relation to our ahi and tangata whenua kā status across our rohe.
- b) Ensuring our Treaty of Waitangi rights, as enshrined in legislation, are protected and leveraged.
- c) Ensuring Ngāti Whātua Ōrākei has confirmed positions on key matters that relate to our Te Tiriti and Treaty rights and that whanau members and other stakeholders are aware of these positions.

3.2 As part of its mahi the Committee may negotiate or arrange any agreement that is in accordance with the scope and purpose of the Committee. Final authorisation of any such agreement will be the responsibility of the Board.

3.3 The Committee, acting reasonably, is authorised to seek any information or report it requires from any employee of the Group, and to request their attendance at Committee meetings, with notice to the relevant CEO.

4. Specific Responsibilities

Settlement Protection

4.1 Identify and address all existing and emerging threats to our Treaty Settlement and our status as ahi kā in central Auckland. This may involve threats due to Council or Government processes, the activities or Treaty claims of other iwi, legislative changes that impact our Settlement or rights.

4.2 Advise the Board of the appropriate course of action to mitigate or manage any such threats. Implement the required actions in accordance with Board approval and budget constraints.

4.3 Engage and manage legal representation and other external expertise in relation to the management of threats to our Treaty Settlement in accordance with the annual plan and agreed budget. Where appropriate, amendments to the plan and/or budget may be put to the Board for approval.

4.4 Advise the Board on appropriate stakeholder management (including political stakeholders) in relation to its responsibilities and engage with and manage such stakeholder relationships in accordance with a Board-agreed plan and budget.

Legal Representation



NGĀTI WHĀTUA ŌRĀKEI

Trustee Limited

- 4.5 The use of legal representation is a necessary part of the work of the Committee.
- 4.6 The Committee may engage and use legal representation as required in order to discharge its obligations. This will be in accordance with a Board-agreed plan and budget.

Communications and Media

- 4.7 In conjunction with the Trust Communications Manager, develop a communications plan to enable members to understand the scale and nature of the activities undertaken by the Committee. This should involve, to the extent possible, events in order to include members in the various activities associated with the Committee.
- 4.8 Ensure there are at least one whanau hui per year that focuses on matters relating to the activities of the Committee.
- 4.9 In accordance with the Media Policy, nominate representatives of the Committee to speak to media in relation to matters addressed by the Committee.

5. Reporting

- 5.1 The Chair of the Committee will ensure that a monthly report is provided, either verbally or in writing, to the Board to cover the activities of the Committee.
- 5.2 The monthly financials for the Company will include an analysis of spending on legal costs pertaining to the work of the Committee. Such analysis will enable the Board to understand where the legal costs have been applied and any variances to budget.

6. Composition

- 6.1 The Committee shall be comprised of the following members:
- a) At least four (4) Elected Representatives
 - b) Ngāti Whātua Ōrākei Trust Chair (as an ex officio member)
 - c) Ngāti Whātua Ōrākei Trust Chief Executive (or delegate)
 - d) Ngāti Whātua Ōrākei Trust General Counsel
 - e) Representative of the Ngāti Whātua Ōrākei Taumata Kaumatua
 - f) Ngāti Whātua Ōrākei Pou Taki
 - g) Independent member
- 6.2 A temporary deficiency in composition does not invalidate proceedings of the Committee.
- 6.3 All appointments to the Committee must be approved by the Board.
- 6.4 The Chair of the Committee will be appointed by the Board and must be an Elected Representative.



NGĀTI WHĀTUA ŌRĀKEI

Trustee Limited

- 6.5 External legal representatives may be invited to attend Committee meetings but are not members of the Committee.
- 6.6 Remuneration for Committee members will be set by the Board.
- 6.7 The Chair of Ngāti Whātua Ōrākei Trust, as an ex officio member of the Committee, has full voting rights.

7. Meetings

- 7.1 The Committee will meet as needed but at least once per quarter.
- 7.2 Subject to paragraphs 6.3 and 6.4 below, a quorum for meetings shall be half of the members with at least two Elected Representatives among that number.
- 7.3 Vacancies are not included in calculating the quorum.
- 7.4 Ex officio members are not included in calculating the quorum but are counted towards the quorum when present: this reflects the expectation that ex officio members will not always be able to attend all meetings of the Committee but have full voting rights when present.
- 7.5 All Elected Representatives are entitled to attend meetings of the Committee.
- 7.6 Meeting minutes must be documented and made available to the NWOT Board.

8. Tenure

- 8.1 Tenure of Elected Representatives will be their term of Office as Elected Representatives, unless they resign or otherwise decided by the Board.

9. Relevant Legislation and Authoritative Guidance

- Ngāti Whātua Ōrākei Deed of Settlement, signed 5 November 2011
- Ngāti Whātua Ōrākei Claims Settlement Act 2012
- Ngāti Whātua Ōrākei Trust Deed dated 3 November 2011
- Te Pou o Kahu Pokere – Iwi Management Plan for Ngāti Whātua Ōrākei 2018
- Any legislation and authoritative guidance in replacement or substitution of or in addition to that listed

10. Related Policies and Trust Documents

- 10.1 This policy applies to:
- a) Mana Tamaki strategy
 - b) Board Charter



NGĀTI WHĀTUA ŌRĀKEI

Trustee Limited

- c) Appointments Policy
- d) Media Policy
- e) Delegations Policy
- f) Procurement Policy
- g) Communications Policy
- h) Communications Strategy
- i) Any Trust policies and documents in replacement or substitution of or in addition to that listed

11. Review and/or Amendments

- 11.1 These Terms of Reference can be reviewed at any time deemed necessary by either the Committee or the Board. Any amendments require approval by formal resolution of the Board.

12. Definitions

Board	means the board of directors of Ngāti Whātua Ōrākei Trustee Limited
Group	means Ngāti Whātua Ōrākei Trustee Limited and all subsidiaries.
Members	means members of Ngāti Whātua Ōrākei as defined under section 1.1 of the Ngāti Whātua Ōrākei Trust Deed
Ngāti Whātua Ōrākei Trust	means the trust established by the Ngāti Whātua Ōrākei Trust Deed dated 3 November 2011

13. Document Control

ToR Number	1	Version	2
Status	FINAL	Date Approved	August 2020
Trust Resolution No	NA	Review Date	2021
Responsible Officer	CEO		