

Broadband Shared Property Access Disputes Scheme Advisory Committee: Terms of Reference

What topics does this document deal with?

1. This document provides the Terms of Reference, as determined by the Board of Utilities Disputes Limited, for the operation of the Broadband Shared Property Access Disputes (BSPAD) Scheme Advisory Committee to the Board of Utilities Disputes Limited.
2. Where these Terms of Reference contradict scheme rules, scheme rules will prevail.

Functions of the Committee

Purpose of the Committee

3. As set out in Clause 15 of the Governance Charter, the role of this Advisory Committee is to provide the Utilities Disputes Board with advice and recommendations, and a forum for consultation, on matters relating to the Utilities Disputes Board's operation of the BSPAD Scheme.
4. In practice providing advice and recommendations, and a forum for consultation will be both proactive and reactive. The Board may refer questions and convene an Advisory Committee to consider specific items. The Advisory Committee may also make its own suggestions directly to the Board.
5. As set out in Clause 20 of the Governance Charter, in carrying out an annual review, the Utilities Disputes Board must seek and consider feedback from the relevant Advisory Committee about the performance of the Scheme.

Powers – provide recommendations to the board

6. As set out in Clause 8.19 of the Constitution, the Utilities Disputes Board will have regard to the Advisory Committee's views. 'Have regard to' means the Board must take into account, consider and give due weight to the views of the Advisory Committee as a guide in the relevant decision-making process.
7. Any motion put forward from the Advisory Committee to the Utilities Disputes Board needs to include an explanation of whether the motion was unanimously supported and include details of Advisory Committee Members' positions. These positions may differ between Scheme Member Representatives, Retailer Provider Representatives, End User Representatives, and Property Owner Representatives.
8. The Decision-maker may speak to the Utilities Disputes Board on any Advisory Committee matter. Any other Advisory Committee Member may speak to the

Utilities Disputes Board, on any Advisory Committee matter, with the agreement of the Advisory Committee.

Committee Representation

Membership of committee

9. The make-up of the Advisory Committee depends on the number of Scheme Members belonging to the BSPAD Scheme. All Advisory Committee Members are appointed by the Board. If the BSPAD Scheme has one member, the Advisory Committee will comprise of:
 - one representative of Scheme Members
 - one representative of retail service providers
 - one member representing end users and property owners.
10. If the BSPAD Scheme has more than one member, the Advisory Committee will comprise of:
 - two representatives of Scheme Members
 - one representative of retail service providers
 - one representative of end users
 - one representative of property owners.
11. The Decision-maker will chair Advisory Committee meetings, unless the Committee agrees alternative arrangements. Regardless of whether the Utilities Disputes Decision-maker is chairing a meeting, the Decision-maker will not vote on any matter.
12. In addition to the Advisory Committee Chair, a Utilities Disputes staff member will, except in exceptional circumstances, attend Advisory Committee meetings for the purpose of taking minutes. Any additional involvement of the staff member will be at the discretion of the Advisory Committee.
13. For clarity:
 - Committee Member roles are awarded to individuals, not companies or organisations. This means a company or organisation cannot elect to change its representative on the Committee.
 - it is intended for the Advisory Committee to have an equal number of Scheme Member and non-industry representatives at each of its meetings, but the absence of an Advisory Committee member will not prevent an Advisory Committee meeting going ahead.

Appointment process – Scheme Member and Retail Service Provider Representatives

14. Upon a vacancy arising for a Scheme Member Representative or a Retail Service Provider Representative to the Advisory Committee, the Utilities Disputes Board will call for nominations from all providers, industry associations and the wider

industry. The call for nominations will include:

- background information about Utilities Disputes and the Advisory Committee
 - details of the scheme requirements
 - a copy of these Terms of Reference
 - details of skills required in an applicant
 - meeting details
 - remuneration details
 - term and termination of appointment details.
15. The Utilities Disputes Board may also approach certain individuals it considers suitable for the Scheme Member Representative and Retail Service Provider Representative roles.
16. The Utilities Disputes Board is responsible for appointing Scheme Member Representatives and a Retail Service Provider Representative. Successful applicants will be notified in writing. For clarity, if the Utilities Disputes Board does not receive any nominations it is satisfied with, the Utilities Disputes Board may choose to keep the position vacant until a time it has received a satisfactory nomination.

Appointment process – End User Representatives and Property Owner Representatives

17. Upon a vacancy arising for an End User and/or Property Owner Representative to the Advisory Committee, the Utilities Disputes Board will call for nominations from end user, property owner, and government organisations. The call for nominations will include:
- background information about Utilities Disputes and the Advisory Committee
 - details of the scheme requirements
 - a copy of these Terms of Reference
 - details of skills required in an applicant
 - meeting details
 - remuneration details
 - term and termination of appointment details.
18. The Utilities Disputes Board may also approach certain individuals it considers suitable for the End User and/or Property Owner Representative roles. This may include: individuals within end user, property owner, and government organisations and individuals known to the Utilities Disputes Board.
19. Successful applicants will be notified in writing. For clarity, if the Utilities Disputes Board does not receive any nomination it is satisfied with, the Utilities Disputes Board may choose to keep the position vacant until a time it has received a satisfactory nomination.

Remuneration

20. The Utilities Disputes Board sets and provides remuneration for Advisory Committee Members. End User and Property Owner Representatives receive \$300 per meeting. This includes special meetings requested by the Utilities Disputes Board and any Advisory Committee meeting where an End User or Property Owner Representative attends through a teleconference facility. An individual appointed in both the End User and Property Owner Representative role will receive \$300 per meeting.
21. Scheme Member and Retail Service Provider Representatives receive no remuneration.
22. Reasonable costs associated with attending an Advisory Committee meeting will be met by Utilities Disputes for any consumer representative who resides outside of Wellington. For clarity, these costs are expected to include air travel, taxi fares, accommodation where necessary and other reasonable expenses.

Term of office, reappointments, timetable for appointments

23. Appointments of Representatives are for two years. Representatives may be reappointed up to a maximum appointment of six consecutive years.
24. The Utilities Disputes Board may choose to extend the maximum six year term in extraordinary circumstances, including if a suitable replacement is not found for a Representative and if the Representative is involved in a piece of work that would be severely affected by the expiry of their term.
25. The Utilities Disputes Board will call for nominations no earlier than three months before the expiry of an existing Representative's term.

Vacation from office

26. A Representative to the Advisory Committee must immediately cease to be if he or she is:
 - adjudged bankrupt, or
 - becomes of unsound mind, or
 - is absent for more than two meetings without permission of the Advisory Committee Chair, or
 - convicted of an indictable offence or commits any act of dishonesty whether relating to the Advisory Committee or otherwise, or
 - resigns by notice in writing to the Board.

Duties and responsibilities of Representatives

27. The Advisory Committee conducts its activities in an open and ethical manner, and operates in an effective and efficient way within the parameters of its functions as set out in this Terms of Reference.

28. Representatives have a commitment to work in the best interests of the Advisory Committee and are expected to make every effort to attend all Advisory Committee meetings and devote sufficient time to become familiar with the affairs of the Advisory Committee.
29. Representatives will:
 - be diligent, prepared and participate
 - be respectful, loyal and supportive
 - not harm the image of the Advisory Committee, Utilities Disputes or Utilities Disputes Board
 - report any actual or perceived conflicts of interest to the Advisory Committee Chair.
30. The Advisory Committee as a whole will:
 - ensure that the independent views of its members are given due consideration
 - ensure fair and full participation of its members
 - review its own performance.

Meetings

Meeting processes

31. Advisory Committee meetings are held in Wellington. Meetings generally last up to half a day and are held four times per year. The meetings will be convened by Utilities Disputes staff as soon as possible, this should be no later than one month before the Advisory Committee is intended to meet. The Utilities Disputes Board may also request an occasional special meeting. Any meeting may occur through a teleconference facility.
32. A meeting will generally occur in December to provide the Board feedback on Utilities Disputes' Budget and another meeting will generally occur prior to Utilities Disputes' Annual Report being finalised, to provide the Board feedback on the Annual Review.
33. Two further meetings will be scheduled each year for the Advisory Committee to discuss:
 - any issues it believes the Board should be aware of, or give consideration to
 - any issues referred to the Advisory Committees from the Board.
34. Meeting papers will be supplied to the Advisory Committee as soon as possible before a meeting, this should be no later than one week before a meeting.
35. Quorum will be met when at least one Scheme Member Representative, an End User Representative, and a Property Owner Representative are in attendance.

36. In order for a motion to pass it must have the support of a two-thirds majority of the Committee. However, this situation would be unusual, as Advisory Committee Members can provide separate recommendations to the Board For clarity, the Advisory Committee Chair is not entitled to vote on any matter.

Confidentiality

37. Advisory Committee Members must observe the following duties in relation to Committee information. These provisions ensure that the Utilities Disputes Board maintains control over the appropriate release of information put forward to and requested of the Advisory Committee.

General meeting discussions

38. Key discussion points in meetings are recorded in minutes by a Utilities Disputes staff member. This will include Representatives' views when agreement is not unanimous.
39. Advisory Committee Members must ensure the confidentiality of Advisory Committee business is maintained. Advisory Committee Members must be clear about what matters are permitted to be discussed outside of the Advisory Committee, such direction will come from the Utilities Disputes Board. In absence of any direction, Advisory Committee Members shall not discuss any Advisory Committee Business outside of the Advisory Committee and Utilities Disputes Board.
40. For clarity, nothing shall prevent the Utilities Disputes Board directing Utilities Disputes staff assisting the Advisory Committee.
41. Advisory Committee meetings, including agenda material and draft minutes, are confidential. Advisory Committee members must ensure that Committee documents are kept secure. Only the Utilities Disputes Board may grant the release of material.
42. For clarity, Advisory Committee Members may communicate meeting discussions with any Advisory Committee Member who was not present during the meeting.