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Net Zero Economy Authority Stakeholder Panel

Terms of Reference – July 2025

The Stakeholder Panel (the Panel) is established by the Board of the Net Zero Economy Authority (the Board) pursuant to section 70 of the *Net Zero Economy Authority Act 2024* (the NZEA Act).

The Panel is a key mechanism through which the Board and Authority will engage with stakeholders at a national level. However, it is not the only way in which engagement will occur. The Authority will engage actively with all stakeholders, and this might include creating additional structured mechanisms such as regional engagement forums.

Role of the Panel

The Panel is intended as a two-way consultative forum.

Panel members contribute individually, and not as a collective group.

The Panel works to the direction of the Board. The Board will engage with the Panel to:

- discuss and receive input on the Authority's priorities and progress
- identify specific issues for Panel members to provide input and advice to the Board on
- exchange knowledge with Panel members
- communicate about the work of the Authority.

In providing advice or information to the Board, Panel members must have regard to the object of the NZEA Act and focus on issues within the scope of the Authority's legislated functions.

Advice provided by Panel members is not binding on the Authority.

Panel members are not representatives of the Authority and are not authorised to speak on behalf of the Authority.

Membership

The Panel will be made up of approximately 20 individuals with the capacity to represent peak- and other interest groups relevant to the work of the Authority, primarily at the national level.

From time to time, the Board may invite additional persons to participate in Panel meetings – for example to bring in regionally representative views and/or particular technical expertise.

The Board will ensure the Panel has an appropriate balance of skills, knowledge or expertise in fields related to the functions of the Authority. There will be at least three members who bring understanding and knowledge relevant to the Authority's function of supporting First Nations people to engage with, and benefit from, the net zero transition.

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The Board may establish membership on the basis of organisations. That is, identified organisations can be invited to nominate a person as a member. If that individual discontinues their employment with an organisation, the Board reserves the right to replace that Panel member.

Panel members will be appointed by written instrument, for a period of up to two years. Terms can be renewed at the discretion of the Board. Should vacancies arise or a membership term end, new members will be appointed by the Board as soon as practicable.

Panel members will not be remunerated. The Authority will reimburse travel expenses for members to attend meetings of the Panel, as required, when booked in accordance with the Authority's travel policy.

The Board may terminate the membership of a Panel member on the grounds of:

- a conflict of interest
- behaviour that brings the Authority or Panel into disrepute, or is inconsistent with the effective operations of the Panel
- inappropriate disclosure of information shared in-confidence

The Panel members will be supported by a Secretariat in the Authority that will assist with:

- arranging and conducting meetings
- developing and circulating papers and other materials
- sharing Panel advice and inputs with the Board
- records of meetings.

Meetings

The Panel will meet up to four times a year, at least once a year with the Board.

The timing of meetings of the Panel will be determined by the Board, in consultation with the Panel.

When the Panel is meeting directly with the Board, the Chair of the Board will facilitate discussions.

When the Panel is meeting separately to the Board, the Chair of the Board will facilitate the conduct of meetings. In the event the Chair of the Board is unavailable, that role will be delegated to another member of the Board.

The Secretariat will work with the Board and Panel in advance of each meeting to develop an agenda.

Meetings may be held in-person or virtually.

The Panel is an advisory rather than decision-making body and does not operate by consensus or majority decision. Panel members contribute individually. There are therefore no quorum or voting arrangements.

The Secretariat will prepare a summary record of each meeting of the Panel, in consultation with Panel members. Records of meetings will be provided to the Board.

Confidentiality and Conflicts of Interests

Panel members may be provided with confidential information as part of their engagement with the work of the Authority. Such information will be clearly identified. Failing to respect the confidentiality of information is grounds for removal from the Panel.

Panel members must disclose any material personal interests that may give rise to a real or apparent conflict of interest as part of their involvement with the Panel. The Secretariat will facilitate the disclosure, and where required, management of, actual, perceived and potential conflicts of interest.

Review of the Terms of Reference

The Terms of Reference will be reviewed by the Board, in the first instance after 12 months, and subsequently at a minimum every two years.