NEW ZEALAND INSTITUTE OF CHARTERED ACCOUNTANTS

TERMS OF REFERENCE - NZICA CORPORATE SECTOR ADVISORY GROUP

Version:	1.0
Approved by:	Board, October 2011
Due for re-approval:	October 2013
Responsibility for updating:	Corporate Sector Advisory Group Manager

1.0 Purpose of Terms of Reference

This Terms of Reference sets out the role, functions, policies and procedures applicable to the NZICA Corporate Sector Advisory Group. The Corporate Sector Advisory Group will operate in accordance with this Terms of Reference and NZICA's Rules.

2.0 Advisory Groups - General

NZICA has in place a national level committee structure comprising Statutory Bodies, Committees and Advisory Groups which facilitate either statutory, policy or member input functions to contribute to the delivery of the strategy.

Within this structure, Advisory Groups are a key membership representation mechanism for NZICA, providing advice and input to management on a wide range of issues, including:

- Strategy
- Products and services to support members in the various sectors (tools, templates, resources and technical expertise, professional development, advocacy and thought leadership)
- Relevant policy issues and development
- Technical issues
- Professional development, conferences, and other networking events
- Government submissions/Institute position on particular issues relating to that sector with the Institute and other stakeholders
- Joint initiatives with external agencies on best practice issues
- Member recognition through Leadership Awards and Fellowships
- Marketing and communications, and
- Other issues as they arise.

2.1 Constitution

Advisory Groups are established by the NZICA Board in accordance with Rule 11.3. Advisory Groups will operate in accordance with the NZICA Rules and with their respective Terms of References, as approved by the Board. Advisory Group members are appointed by the Board.

2.2 Authority under the Rules

The following Rules apply to Advisory Groups:

Rule 11.3

The Board shall establish and appoint (at such times it considers appropriate) members to the Advisory Groups specified in Appendix VI to provide the Institute with guidance, advice, assistance or other input of a technical or other nature.

Rule 11.4

For each Advisory Group established under Rule 11.3, the Board shall approve from time to time Terms of Reference which shall comply with the requirements specified in Appendix VI, and shall recognise and be consistent with any functions the Advisory Group has under the Rules.

Subject to the relevant Terms of Reference each Advisory Group shall regulate its own affairs and may delegate any of its functions.

Appendix VI – Permanent Bodies

1. Permanent Bodies (Rules 11.1, 11.2, 11.3 and 11.4)

The President, Vice President and the Chief Executive Officer shall be ex officio members of the Permanent Bodies listed herein, with full voting rights, except for the Professional Conduct Committee, Disciplinary Tribunal, Appeals Council, Financial Reporting Standards Board, Professional Standards Board and Admissions Appeals Tribunal.

Statutory Bodies

(a) Appeals Council.
(b) Disciplinary Tribunal.
(c) Professional Conduct Committee.

Committees

(d) Admission Appeals Tribunal.
(e) Admissions and Membership Committee.
(f) Professional Standards Board (until June 2011).
(g) Financial Reporting Standards Board (until June 2011).

Advisory Groups

(h) Practice Review Advisory Group.
(i) Public Practice Advisory Group.
(j) Corporate Sector Advisory Group.
(k) Public Sector Advisory Group.
(l) Tax Advisory Group.
(m) Regional Advisory Group.

2. Terms of Reference (Rules 11.2 and 11.4)

The Board shall approve from time to time, for each Permanent Body specified in clause 1 above, Terms of Reference that include some or all of the following:

(a) The membership, chair, and quorum of the Permanent Body.
(b) The purpose, functions, powers (in the case of a Statutory Body or Committee only), operating policies/procedures, and reporting obligations of the Permanent Body.

(c) Whether the Audio/Visual Meeting Procedure set out in Appendix VII shall apply to meetings of that Permanent Body, and if not, what alternative procedure that shall apply.
(d) Such other matters relating to the Permanent Body as the Board considers appropriate.

2.3 Strategic alignment

Advisory Groups will contribute to NZICA's strategy through primary contribution to the following Strategic Objectives: Deliver relevant products and services, and Increase member engagement.

The range of issues that Advisory Groups will address will also contribute to:

Grow our membership
Strengthen global alliances
Embrace technology
Ensure qualifications which are flexible and international
Effective regulation of members
Exemplary SME

3.0 Corporate Sector Advisory Group

3.1 Role

The role of the Corporate Sector Advisory Group is to represent corporate sector views, communicate issues topical to corporate sector members and the profession to NZICA's management, and to provide technical input to sector specific issues to assist NZICA in response/delivery.

3.2 Functions

To execute its role, the functions of the Corporate Sector Advisory Group (and any member subsets of it) are to:

- Provide sectoral input and feedback on specific aspects of NZICA's strategy and operation as required
- Identify issues relating to the corporate sector and profession and advise these to NZICA management as appropriate (with regard for sustainability and not for profit issues)
- Liaise with NZICA's management as required to address corporate sector issues
- Provide input to the Corporate Sector Advisory Group workplan and other issues raised
- Carry out specific assignments contained in the Corporate Sector Advisory Group's approved work plan
- Liaise with Local Leadership Teams, SIGs and other relevant member groups (as appropriate to individual members' sector alignment) to communicate the work of the Corporate Sector Advisory Group and identify any issues for discussion.
- Participate in sub-working groups or consultation groups as required to focus on specific issues.

3.3 Delegations

Nil

3.4 Corporate Sector Advisory Group membership

Composition

The Corporate Sector Advisory Group will comprise up to ten members ensuring representation from the following groups:

- Large corporate and SME representatives from a range of corporate sector roles, organisations and locations
- Members with sustainability and not for profit expertise
- Chairs/members of corporate sector Special Interest Groups (SIGs) where these exist
- Corporate sector members from each of the CA, ACA, and AT Colleges

The relevant members would be brought together depending on the issue(s) under consideration. This may be the whole group or a subset of it.

NZICA Board members, staff and contractors are not eligible for membership of Advisory Groups.

Term
Advisory Group members will have 1 or 2 year terms to ensure regular rotation of representation, and ensuring terms across the group are staggered amongst members for continuity purposes. Members may indicate to the Chair their availability to stand for a further term. Advisory Group members may be re-appointed for further term(s) at the discretion of NZICA's Board where continuity of specialist expertise is required.

Chair
The Chair will be appointed from among the Advisory Group members by the Board (through the Nominations Committee). The term of the Chair will be directed by the Board for a term of up to 2 years.

Appointment process
The Advisory Group member appointment process will commence in September each year. *[NB The appointment process for Advisory Groups would normally commence in September each year. Due to the August 2011 commencement date for the Corporate Sector Advisory Group, the timing of the appointment process will be tailored accordingly]*

In addition to NZICA management, Council and Local Leadership Teams will identify and promote individuals for appointment through their linkages and networks with members. The appointments process will also be promulgated to members through NZICA communication channels. Members may also apply directly to NZICA to become an Advisory Group member.

Successful candidates will be advised prior to the end of the calendar year with their terms to commence from the following January. Induction will be provided as specified below.

Induction
New members appointed to the Advisory Groups will be inducted by NZICA through:

- Provision of this Terms of Reference
- Provision of past agenda papers/minutes
- Meeting with the Advisory Group Manager and Advisory Group Administrator prior to new members' first meeting
- Liaison with Chair and/or existing members to familiarise new members with the operation of the Corporate Sector Advisory Group and current issues

The Advisory Group Manager will facilitate induction.

Succession planning
To ensure that the membership of the Advisory Group is maintained over the long term in accordance with this Terms of Reference, the Chair will:

- Ensure the "core" membership profile set out above is maintained and advise NZICA if this is at risk
- Advise NZICA of other membership profiles that need to be represented on the Advisory Group to maintain its ability to perform its role and functions (e.g. lack of representation from one particular sector/group).

- Advise NZICA regarding which membership profile areas there may be upcoming gaps due to resignation or end of tenure. The Chair may recommend potential replacements for these positions before they become vacant, to assist in the appointment process.

3.5 Evaluation

Advisory Groups will carry out an annual evaluation in July/August each year to identify how the Group can:

- Best meet its objectives
- Ensure strategic and business plan alignment , and
- Identify any areas for improvement.

[NB Advisory Group evaluation would normally occur in July/August each year. Due to the August 2011 commencement date for the Corporate Sector Advisory Group, this will be carried out in 2012]

This will assist in the Advisory Group workplanning process.The evaluation process will be facilitated through the Advisory Group Chair and Advisory Group Manager.

The evaluation will follow a similar methodology to that recommended by the Nominations and Governance Committee and adopted for Council and Board in addition to NZICA Committees and Advisory Groups. The result of the evaluation process will be a written report which will be provided to Advisory Group members for discussion.

3.6 Advisory Group member responsibilities

Advisory Group members are responsible for delivering on the Advisory Group's functions through:

- Liaison with members in the sector to identify topical issues and viewpoints to communicate to NZICA
- Regular attendance at Advisory Group meetings
- Adequate preparation in advance of meetings
- Active contribution of viewpoints and feedback at Advisory Group meetings
- Contribution to the preparation of the Advisory Group's workplan
- Carrying out other tasks as agreed with NZICA from time to time
- Treating sensitive matters confidentially, as directed by the Chair of the Advisory Group
- Identifying conflicts of interest where these arise
- Collective responsibility for Advisory Group decisions.

Advisory Group members are also responsible for communicating and supporting agreed Advisory Group strategies and initiatives to Local Leadership Teams and/or relevant sectoral or discipline based Special Interest Groups (SIGs).

To support Advisory Group members to deliver on these objectives, NZICA will:

- Provide effective staff support
- Ensure appropriate resources are available for the Group to achieve its workplan
- Develop and approve a workplan for the Group with input from Group members
- Ensure good communication between NZICA management and Advisory Groups
- Help facilitate communication/liaison between Advisory Groups, Local Leadership Teams, SIGs and members.

3.7 Workplan

The Advisory Group Manager will prepare the Corporate Sector Advisory Group workplan with input from the Advisory Group. The workplan will be approved by the Chief Executive. The workplan must align directly with NZICA's business planning and strategic priorities, and with the NZICA governance calendar.

All Corporate Sector Advisory Group members will be provided with the workplan at the start of the calendar year once approved, and any updates will be circulated accordingly. *[NB Circulation of Advisory Group workplans would normally occur at the start of the calendar year. Due to the August 2011 commencement date for the Corporate Sector Advisory Group, the workplan will be provided following the August meeting once approved]*

3.8 Reporting

The activities and outcomes of the Corporate Sector Advisory Group will be reported to Board and Council as part of NZICA's regular reporting against its strategic plan and business plan. Strategic plan reports are submitted quarterly and business plan reports are submitted monthly.

NZICA will communicate back to Local Leadership Teams, SIGs and other stakeholders on Advisory Group activities and agreed initiatives undertaken during the year.

There may be periodic opportunities for the Corporate Sector Advisory Group to engage directly with the Board – the timing of this will be notified to the Advisory Group members during the year.

3.9 Operation

Secretariat support

Each Advisory Group will be supported by an Advisory Group Manager and an Advisory Group Administrator, appointed from Member Services and Support division with the following responsibilities:

Advisory Group Manager:

- Oversight of Advisory Group operation
- Development and oversight of workplan in association with the Corporate Sector Advisory Group
- Key conduit between Board/management and Advisory Group
- Key conduit between Advisory Group and External Stakeholders
- Primary contact for Advisory Group issues from membership
- Responsible for appropriate actioning/assigning of relevant issues raised in Advisory Group meetings

Advisory Group Administrator:

- Arrangement of meeting requirements (room bookings, catering etc)
- Arrangement of travel and accommodation for Advisory Group members in relation to meeting attendance
- Preparation and distribution of meeting minutes
- Facilitation of reimbursement claims from members

Meeting frequency and location

Corporate Sector Advisory Group meetings will be held quarterly, or as advised by NZICA. Additional meetings of subsets of the Corporate Sector Advisory Group may be called by the Corporate Sector Advisory Group Manager as required for particular issues.

The location of meetings may be rotated around the country to ensure regional input and linkage with local SIGs. Video conference technology will be utilised where possible. Where audio or video conference technology is utilised, this will be in accordance with Appendix VII of NZICA's Rules.

Convening

Meeting dates will be set at the start of each calendar year to align with the Corporate Sector Advisory Group workplan and NZICA's governance calendar where applicable. Meeting dates will be advised to

members once confirmed. Travel to Corporate Sector Advisory Group meetings will be arranged by the Advisory Group Administrator, as required.

Papers and agendas
NZICA will distribute meeting papers and agendas electronically seven days prior to a Corporate Sector Advisory Group meeting.

The Chair will prepare the agenda in consultation with the Advisory Group Manager. Any member may contact the Chair to request items to be added to the agenda for upcoming meetings.

Minutes
The Advisory Group Administrator will prepare the minutes of Corporate Sector Advisory Group meetings. The draft minutes will be submitted to the Chair for approval and distributed within 14 days of the meeting they relate to. Any suggested amendments on the minutes should be circulated for review within 14 days of receiving the draft minutes. Minutes of prior meetings will be confirmed at the next Corporate Sector Advisory Group meeting, with any suggested amendments previously circulated for discussion amongst the Corporate Sector Advisory Group agreed by members at that meeting.

Attendance at meetings
Meetings may be attended in person or by telephone or video conference link. Members must inform the Chair and the Advisory Group Manager if they are not available to attend any given meeting.

Policy
All NZICA national Committees and Advisory Groups will operate in accordance with applicable NZICA policies, particularly in relation to travel for committee members' attendance at meetings, and communication with regard to Advisory Group issues.

Travel
- Where possible, Advisory Group members will travel on the day of the meeting to limit accommodation costs. Where overnight accommodation is required, this will be booked by the Advisory Group Administrator in accordance with NZICA Travel Policy.
- The cheapest fare at the required time of travel should be booked regardless of carrier or fare type.
- Whenever possible, bookings should be made at least 22 days in advance to obtain the best fares.
- Travellers are required to use NZICA's preferred accommodation providers in accordance with the Travel Policy.
- Travellers will be reimbursed for breakfast/evening meal expenses according to actual and reasonable cost and accompanied with proper and original receipts.
- Travel costs for meeting attendance will be met by NZICA. Travel will be organised by the Advisory Group Administrator in accordance with NZICA's current travel policy.
- Expenses incurred by Advisory Group members in association with meeting attendance or Advisory Group work will be reimbursed following submission of the appropriate reimbursement form as provided by the Advisory Group Administrator.

Communication
- Consistent with the NZICA Media Policy, Corporate Sector Advisory Group members do not hold authority to make any comment on any NZICA related issues to the media, except where given explicit prior written authority by the Chief Executive.
- Communication/liaison with external stakeholders will be coordinated through the Advisory Group Manager.
- Submissions to external parties will be approved by NZICA management prior to release.

- Communication on Corporate Sector Advisory Group issues with other NZICA committees, advisory groups, divisions or external stakeholders should be directed and initiated through the Corporate Sector Advisory Group Chair and Advisory Group Manager.
- Local Leadership Teams or SIGs may identify sector related issues to the Advisory Group for addressing. These would be considered in development of the workplan and agenda priorities.

Budget

The Advisory Group Manager will establish and have oversight of the Advisory Group budget. Budget is established to facilitate the operation of all NZICA national bodies on a consistent basis and in line with NZICA budgeting requirements. Budgets are approved annually by the Board.