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Net Zero Economy Authority Stakeholder Panel

Terms of Reference – August 2026

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 the Net Zero Economy Authority (NZEa) will engage with stakeholders at a national level. However, it is not the only way in which engagement will occur. The NZEA 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 NZEA'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 NZEA.

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 NZEA's legislated functions.

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

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

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 NZEA, 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 NZEA. There will be at least three members who bring understanding and knowledge relevant to the NZEA'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 NZEA will reimburse travel expenses for members to attend meetings of the Panel, as required, when booked in accordance with the NZEA'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 NZEA or Panel into disrepute, or is inconsistent with the effective operations of the Panel
- inappropriate disclosure of information shared in-confidence
- attendance at less than two meetings of the Panel in a calendar year.

The Panel members will be supported by a Secretariat in the NZEA 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.

Proxies

Members may nominate for a proxy to a meeting in the case of their unavailability. Members may seek to:

- Nominate a standing proxy; or
- Nominate a proxy for a specific meeting, at least two weeks prior to the meeting date.

Approved proxies will be required to sign a Deed of Confidentiality.

Confidentiality and Conflicts of Interests

Panel members may be provided with confidential information as part of their engagement with the work of the NZEA. Such information will be clearly identified. Members will sign a deed of confidentiality on appointment to the Panel. 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. Panel members will be asked to disclose these interests as required at the start of each meeting of the Panel.

The Secretariat will facilitate the disclosure, and where required, management of, actual, perceived and potential conflicts of interest, including through disclosure at the start of each meeting regarding specific agenda discussion agenda items.

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.