

Diversity Advisory Board Terms of Reference

1.1 Key Definitions

Diversity Advisory Board The Advisory Board established and mandated by Infrastructure New Zealand (INZ) to guide and support INZ and INZ members in creating and sustaining a diverse and inclusive infrastructure sector. *Note: Diversity Advisory Board is a working name and may be updated.*

1.2 Role of the Advisory Board

The Advisory Board has no delegated authorities, has no authority to make decisions or commitments on behalf of INZ and does not constitute a committee of the board of directors.

The Advisory Board executes its function by using INZ diversity networks and collaborating with INZ members and other industry groups to identify opportunities, create awareness, and use channels to implement change.

The Advisory Board will report directly to the INZ Board. It will create an annual work plan and strategy to influence and achieve its targeted outcomes. Annual workplans will be endorsed by the INZ Board. The Advisory Board will provide quarterly updates to the INZ Board including the minutes of its ordinary meetings.

Participation as an Advisory Board member will require an average time commitment of approximately 4-8 hours per month including participation in working group activities and attending quarterly meetings. The majority of meetings are expected to be held virtually, although some face to face meetings may be required.

No remuneration will be paid for the roles of Advisory Board member and Advisory Board Chair.

1.3 Purpose of the Advisory Board

The purpose of the Advisory Board is to support INZ and INZ members to create and sustain an industry that is inclusive, welcoming and provides opportunities for all. This includes providing guidance and support to INZ's diversity networks ('Women in Infrastructure Network' (WIN) and 'The Infrastructure Collective' (TIC)) to amplify their impact and to achieve the objectives of the Advisory Board.

An effective Advisory Board will:

- identify perceived or actual barriers to any minority group entering, remaining with, or progressing to senior levels of the industry
- increase awareness of these barriers within the industry
- identify actions to reduce or remove these barriers, targeting influencers and decision-makers and collaborators that could assist
- make its objectives and activities visible and demonstrate progress through publicising and normalising targets, holding the industry to account
- developing clear and cohesive messaging around intent
- sharing "what good looks like" by celebrating INZ and INZ member milestones

1.4 Appointment of the Advisory Board Chair

The Advisory Board Chair is to be appointed by the INZ Board. The principal role of the Chair is its responsibility for the effective functioning of the Advisory Board.

The Chair will provide leadership to the Advisory Board by fulfilling the following functions:

- planning board meetings and agendas
- ensuring the board receives proper information
- chairing effective Advisory Board meetings
- creating an environment for Advisory Board members to contribute
- mentoring and supporting Advisory Board members as needed
- determining the composition and structure of the Advisory Board
- acting as the organisation's lead representative to the INZ Board
- leading a strong board culture in line with that of the organisation.

A Deputy Chair may be proposed by the Advisory Board Chair, with endorsement to be obtained from the INZ Board prior to appointment.

1.5 Appointment of the Advisory Board

The Advisory Board will be appointed by the Advisory Board Chair, in consultation with the INZ Board and in accordance with the Board Composition Requirements.

The members of the Advisory Board should be:

- future focussed and willing to challenge the status quo
- embrace diversity
- able to lead board level conversations
- well-connected across the infrastructure sector
- committed to personal development
- in possession of excellent interpersonal and communication skills

All appointments to the Advisory Board will be for a maximum term of three years unless otherwise agreed with the Advisory Board Chair and endorsed by the INZ Board.

1.6 Composition of the Advisory Board

The Advisory Board will reflect the diversity of the INZ membership and should include representation from four groups:

- contractors (construction, infrastructure services, etc)
- advisors and consultants (legal, engineering, design, financial, etc)
- funders and investors (equity, debt)
- central and local government agencies and state sector organisations.

The capability of the Advisory Board should be reviewed as membership changes using a 'Mind the Gap' exercise. A draft framework is provided in Appendix 1. All appointments to the Advisory Board should prioritise candidates with the right skillsets to fill gaps in the Advisory Board's capability.

The composition of the Advisory Board should include the following:

- varying levels of seniority and influence
- varying age demographics and career stages
- inclusion of differing gender views
- inclusion of Māori and Pasifika
- inclusion of other dimensions of diversity such as the disabled community, LGBTQIA+ community
- at least one current or previous WIN chapter chair, deputy chair or advisory board member
- at least one current or previous TIC committee chair, deputy chair or member

The size of the Advisory Board will be between 6-12 people.

In addition, one current INZ staff representative will attend all Advisory Board meetings in an ex officio capacity.

1.7 Sharing of Company Information

The Advisory Board may wish to request information held by INZ to assist progression of Advisory Board initiatives. If so, the Advisory Board Chair will request the information from the INZ Chief Executive Officer (CEO) and, if the INZ CEO considers the information to be appropriate for release, INZ will release the information to the Advisory Board for use for the required purpose.

1.8 Communications & Key Interfaces

The Advisory Board Chair is the permitted external spokesperson for the Advisory Board unless this responsibility is specifically delegated by the Advisory Board Chair. The Advisory Board Chair will collaborate with the INZ CEO (or delegate) to ensure that INZ has advance visibility of any external communications and the ability to comment prior to release. INZ will also, where practical and appropriate, share communications relevant to the activities of the Advisory Board with the Advisory Board Chair for information and input prior to release.

Collaboration between the Advisory Board Chair and INZ will ensure that Advisory Board external communications do not damage INZ's reputation. If the INZ CEO and the Advisory Board Chair cannot resolve any issue relating to external communications the issue will be escalated to the INZ Chair for resolution.

The Diversity Board will develop and promote connections to other related groups, including groups representing minorities in infrastructure sector. Key interfaces for the Advisory Board to manage include:

- INZ Board (via INZ Board Representative)
- INZ (via INZ Staff Representative or CEO INZ)
- WIN Regional Chapters (via WIN Chapter Chairs)
- TIC chapters (via TIC Committee Chairs)
- WIN Global Network
- Other groups and organisations interested in infrastructure diversity

1.9 Advisory Board Committees

The Advisory Board may appoint sub-committees as required to lead strategic initiatives.

1.10 Conflicts of Interest

Members of the Advisory Board who become aware of an actual or potential conflict of interest should disclose the nature and extent of the interests to both the Advisory Board, so they are managed appropriately. They should then withdraw, abstain, or otherwise conduct themselves in a way that ensures the advice provided by the advisory board is unbiased.

The advisory board should maintain a Conflict of Interest Register listing all actual or potential conflicts of interest of the advisory board members and chair to be reviewed regularly. This Register will be supplied to the INZ Board on an annual basis for review.