



## **Terms of Reference**

**for the**

## **New Zealand Sign Language Board**

**Vision:** New Zealand Sign Language is a strong and vibrant language, recognised and embraced by New Zealand Society

Revised June 2020

\* Aspects of this Terms of Reference that may impact the operation of the NZSL Board will be reviewed annually, with a full review being conducted biennially.

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## **Vision**

1. The New Zealand Sign Language (NZSL) Board (the Board) has a vision where:
  - NZSL is a strong, vibrant language, recognised and embraced by New Zealand society.
  - The right to use NZSL as a first or preferred language is acknowledged.
  - There are sufficient opportunities and resources for D/deaf people, their families and whānau, and other NZSL users to acquire and use NZSL.
  - NZSL is accessible and available to all NZSL users.

## **Principles**

2. The principles of the following legislation guide how the Board will work:
  - The New Zealand Sign Language Act 2006.
  - The Treaty of Waitangi.
  - The United Nations Convention on the Rights of Persons with Disabilities.

## **Approaches**

3. The following approaches guide how the Board will work:

The Board:

- recognises that access to and the use of sign language is a human right for Deaf people as outlined in the United Nations Convention on the Rights of Persons with Disabilities and the NZSL Act 2006
- recognises that Deaf NZSL users will lead the maintenance and promotion of NZSL
- will work in partnership with the key government agencies, member organisations of the Disabled People's Organisations (DPO) Coalition which represent the Deaf community (i.e. Deaf Aotearoa), and other non-government organisations to implement the Board's NZSL Strategy and support government agencies to implement their own NZSL strategic plans and/or activities
- will work in partnership with the Office for Disability Issues to include appropriate NZSL actions within the New Zealand Disability Strategy
- will operate according to the principle of transparency, including through open communication, roles, responsibilities and areas of work.

## **Purpose**

4. The Board's purpose is to:
  - maintain and promote the use of NZSL by ensuring the development and preservation and acquisition of the language
  - help ensure the rights of D/deaf people and NZSL users to use NZSL as outlined in the NZSL Act 2006 and United Nations Convention on the Rights

of Persons with Disabilities and other relevant national and international legislation

- provide expert advice to government and the community on NZSL.

## **Roles and Functions**

### *Leadership*

5. The Board will:

- lead the maintenance and promotion of NZSL
- be responsible for oversight of the NZSL Fund, and make recommendations on the allocation of funds from it to maintain and promote NZSL
- provide a national role and focal point of reference for government and support for NZSL
- provide leadership of the NZSL sector
- provide an expert voice on NZSL.

### *Advice*

6. The Board will:

- advise on measures to give effect to NZSL as an official language, including advice on matters relating to the NZSL Act, and advice on the regulation of interpreting standards.
- provide centralised, expert, high level and systemic advice on NZSL across government agencies including providing advice on implementing the NZSL Strategy priorities, action plan, vision and purpose.
- refer enquiries/issues to other stakeholders or government agencies as appropriate.

### *Strategy and coordination*

7. The Board will:

- set and keep current a five-year strategy and priority initiatives for the maintenance and promotion of NZSL, in consultation with government agencies
- engage with the Deaf community from time to time as required
- build key stakeholder relationships across public, private, and community sectors to achieve joint goals in relation to NZSL.

### *Monitoring*

8. The Board will:

- monitor and report on key government activity supporting the five-year NZSL Strategy and priority initiatives
- report to the Minister for Disability Issues annually, and as required, on matters relating to NZSL
- provide input into other key monitoring reports as appropriate, for example, on the Convention on the Rights of Persons with Disabilities and the New Zealand Disability Strategy.

9. In supporting the Board to fulfil its monitoring requirements, the Ministries of Education, Social Development, Justice and Health, will report to the Board on their progress against the NZSL Strategy and priority initiatives annually, or as required.

## **Members**

### *Composition of the Board*

10. The Board will generally have eight members in total, all of whom will be NZSL users and a majority of whom will be Deaf. Membership may be extended to ten if this is required to achieve adequate diversity as described in paragraphs 11 and 12
11. The members will reflect the diversity of the Deaf community and NZSL users. It will include, at a minimum, two members who identify as Māori and one member nominated by the relevant Deaf community member organisation of the DPO Coalition (i.e. Deaf Aotearoa).
12. The Deaf Aotearoa Executive Board may nominate a candidate who is not employed by Deaf Aotearoa or on the Deaf Aotearoa Executive Board
13. As far as possible membership will also have a gender balance, and reflect the perspectives of:
  - youth
  - families
  - older people
  - Pacific peoples, and other ethnic groups
  - people who use NZSL as their primary language, but do not identify as Deaf.
14. From time to time the Board will consult with experts from outside of the Board to ensure that broad perspectives regarding NZSL issues are achieved.
15. Senior managers, owners or others closely related to a Deaf Business may be excluded from Board membership or excluded from voting on funding decisions as recommended by the Office for Disability Issues

### *Skills and attributes required of members*

16. Desirable skills and attributes for Board members are:
  - personal experience using NZSL
  - a wide knowledge of NZSL users and a critical awareness of language issues in the community
  - active linkages with the Deaf community, families with D/deaf members, and other NZSL users
  - experience in governance
  - a 'big picture' orientation, including an ability to think strategically and to prioritise
  - an appreciation of practical measures to implement strategic priorities

- the ability to influence, without dominating
- an ability to work cooperatively as part of a group
- sound judgement
- sufficient competency in written English to deal with the complexity and volume of Board business.

## **Specific roles**

### *Role of the nominee of a Disabled People's Organisation*

17. The Board membership includes a nominee of a relevant Deaf community member organisation of the Disabled People's Organisations Coalition.
18. Meeting the membership requirements of this Coalition gives assurance that the organisation is Deaf led, has national coverage and is a registered incorporated society. Currently Deaf Aotearoa is the only Disabled People's Organisation meeting this requirement. Deaf Aotearoa is also a member of the World Federation of the Deaf.
19. The Disabled People's Organisation nominee is a member of the Board but is excluded from voting on funding decisions. All other expectations apply as set out in this Terms of Reference and the Board Code of Conduct.
20. The Office for Disability Issues will work with the Disabled People's Organisation to identify suitable candidates for appointment based on the identified skills and experience required to balance the current Board composition.

### *Roles, skills and attributes required of the Chair and Deputy Chair*

21. The Office for Disability Issues will hold, and make available to Board members, job descriptions for the roles of Chair and Deputy Chair.
22. In brief, the Chair's role is to:
  - consult with the Board on all matters where guidance is required, or mandate is unclear
  - set and manage the agenda for Board meetings
  - manage meeting procedures and guide discussions, but not 'referee' disputes. The Chair may also contribute their own views to discussions
  - promote and provide oversight of the Board's:
    - compliance with this Terms of Reference, and Board policies and processes
    - member compliance with its Code of Conduct
  - lead on behalf of the Board:
    - liaison with the Office for Disability Issues' Secretariat
    - external relationships, as agreed by the Board
    - on-going evaluation and review, promoting a culture of continuous improvement
  - provide support for Board members on request

- provide input for reports, correspondence and Ministerials on behalf of the Board and in liaison with the Office for Disability Issues.

23.The Chair:

*Must have: board experience, or to be willing to receive training in this.*

*Should have:*

- clear understanding of the roles and responsibilities of the Board within Government
- experience in working with government
- ability to attend additional meetings
- an ability to facilitate meetings and support members
- an ability to act as a credible spokesperson
- experience in managing a wide range of relationships, including Secretariat, community, and Ministerial relations.

24.The Deputy Chair's role is to:

- support the Chair in the execution of their role
- act in the place of the Chair in the absence of the Chair, on request from the Chair or in the case of a Conflict of Interest for the Chair.

25.The Deputy Chair will:

- have the ability to fully undertake the role of Board Chair.

26.The DPO nominee cannot be elected to the role of Chair or Deputy Chair.

## **Appointments**

*Appointment to the NZSL Board*

27.The Minister for Disability Issues (the Minister) will recommend appointments to the Cabinet Appointments and Honours Committee after considering advice from a selection panel convened by the Office for Disability Issues.

28.Cabinet will be notified of the appointments to the Board.

29.Members of the Board may be removed if they:

- are adjudicated bankrupt
- have a conflict of interest that cannot be managed
- are convicted of a serious offence under the Crimes Act 1961
- are appointed to a permanent full-time position in the public service working on issues relevant to NZSL.

30.The Office for Disability Issues will convene a process to recommend to the Minister the person best suited to undertake the role of the Chairperson.

31.The Board may request co-option of replacement Board members when:

- a Board member resigns
- the Board appointment process does not recruit to all the Board member vacancies.

32.The Minister for Disability Issues may appoint co-opted members after considering advice from a selection panel convened by the Office for Disability Issues.

### *Term of office*

33. The standard term of office for each member of the Board is three years except for members appointed on its establishment, or as otherwise determined by the Minister.
34. The standard term of office for the role of Chair and Deputy Chair is three years. The term of office will be adjusted for either or both roles to provide at least six months overlap to support continuity.
35. At times, members of the Board may need to leave prior to the end of their term of office. In such cases, the Minister will consider recommendations from the selection panel to identify a suitable candidate for appointment to maintain the Board's mix of representation and background.
36. Any member may sit on the Board for a maximum of two terms (six years) consecutively except for establishment members who, at the Minister's discretion, may sit for a consecutive period of up to eight years. All members wishing to be considered for a new term will need to complete the nomination process for reselection.

### **Expectation of members**

37. Members of the Board must ensure the Board acts in a manner consistent with this Terms of Reference and the priorities issued by the Minister for Disability Issues.
38. Board members will comply with all Board policies, including its Code of Conduct and Conflict of Interest Policy, and relevant legislation.
39. The Board will meet at least four times per year. The Board Chair may call additional meetings as required, within available budget.
40. Members may also be required to undertake work additional to attendance at Board meetings.
41. Members are expected to commit up to ten days a year on Board business, including attending meetings.
42. Members are expected to be able to travel to Wellington for all full meetings of the Board.
43. The Board Chair and Deputy Chair may be required to attend additional meetings from time to time.
44. Members are appointed as individuals with knowledge and expertise of NZSL. They are expected to understand and communicate the views of the user community but are expected to govern on behalf of all stakeholders.
45. The Board will operate collaboratively to achieve the Board's purpose, rather than pursuing individual views.
46. Individual Board members are expected to:
  - attend, to the greatest extent possible, all meetings of the Board
  - examine issues before the Board from a strategic viewpoint
  - support a consensus decision-making approach.



47. Like all other NZSL Board members the Deaf Aotearoa nominee will bring their expertise, knowledge and experience to NZSL Board discussions and contribute to Board decisions based on the information presented to the NZSL Board. They are not expected to be a representative of Deaf Aotearoa or a delegate to the NZSL Board. This means that the relationship between Deaf Aotearoa and the NZSL Board, and giving effect to Article 4.3, is through the Chair and Deputy Chair of the NZSL Board (and/or delegated Board members as required) and through a Board to Board relationship.

48. Board members must publicly support and endorse all actions of the Board, even if they do not privately agree with them. This includes:

- recommendations on funding proposals
- work programme priorities
- the five-year NZSL Strategy, priority initiatives and strategies
- communications strategies
- advice to the Minister.

49. Where a Board member disagrees with a Board decision, they may:

- vote against the decision
- abstain from voting
- request that the Chair records their alternative view or objection in the record of the meeting
- raise the matter as an issue by using the Code of Conduct procedures.

50. In addition, the Deputy Chair of the Board is expected to assume the duties and powers of the Chair as delegated to them by the Board.

51. In addition, the Chair of the Board is expected to:

- facilitate meetings
- manage communications
- ensure the objectives of working with the Board are achieved
- build good working relationships with members, with the Minister, Government agencies, and the Deaf community.

52. A member may be removed from the Board if, in any 12-month period, in the sole opinion of the Minister, they have failed to attend sufficient meetings to appropriately take part in the Board's deliberations.

#### *Remuneration, expenses and reimbursements*

53. Each Board member will be paid per day and pro-rata for a half day, for each day that they undertake work arising from their membership of the Board, including preparation for meetings. Remuneration will be in accordance with the Cabinet Office Circular Fees Framework for members appointed to bodies in which the Crown has an interest (the Fees Framework).

54. Board members will be paid allowances, if appropriate. Any allowances will be paid in accordance with Annex 1 of the Fees Framework.

55. All payments will be made by direct credit to the bank account nominated by the Board member.

#### *Additional work*

56. Additional work may be requested from time to time by the Board.

57. Any payment for additional work must be agreed by the Office for Disability Issues, as the fee setting authority, in writing in advance before such work is undertaken.

58. Any additional work should relate to the governance role of the Board and should not cover activities that sit more properly with the Secretariat or are of a consultancy nature.

59. The key objectives for the additional work must be clearly specified and evaluated on completion.

#### *Intellectual property*

60. Nothing will affect the rights of a Board member in the intellectual property owned by that member prior to entering this engagement or developed by the member other than in the performance of this engagement.

#### *Confidentiality*

61. The Board will be presented with a range of information and papers on aspects of NZSL. Some of this information will be commercially sensitive or contain personal information about individuals.

62. Board members shall at all times comply with the Privacy Act 1993 and the Official Information Act 1982.

63. The Board will need to ensure there are no surprises for Ministers, by ensuring that all members follow agreed processes for sharing information. Under the "no surprises" policy, Ministers expect to be informed well in advance of any material or significant events, transactions and other issues relating to the Board that may be contentious or could attract public interest, whether positive or negative.

64. Other information can be shared and discussed more widely to gather feedback and ideas. These ideas can then be shared with the Board and government agency staff.

65. The Board will need to agree whether information is for sharing or to be kept private, subject to the Official Information Act 1982.

66. Members shall not disclose any confidential information obtained in the course of carrying out their role as a member of the Board.

## **Secretariat**

67. The Board is supported by a Secretariat within the Ministry of Social Development (Office for Disability Issues).

68. The Board and Secretariat will operate cohesively to ensure that objectives are successfully delivered. The Board may delegate responsibility to the Secretariat for specified strategic objectives or for decisions when the Board is unable to make a decision.

69. The role of the Secretariat is to:

- support the Board to undertake its role
- act as a co-ordination and liaison point with government agencies in respect of the Board's monitoring and reporting duties as set out in this Terms of Reference
- monitor Board performance, including its impacts and effectiveness.

70. The Secretariat provides the Board with:

- administrative support and contract management services
- policy advice
- the development and implementation of work programmes in line with the NZSL Strategy and as directed by the Board
- implementation of agreed measures to effectively maintain and promote NZSL.

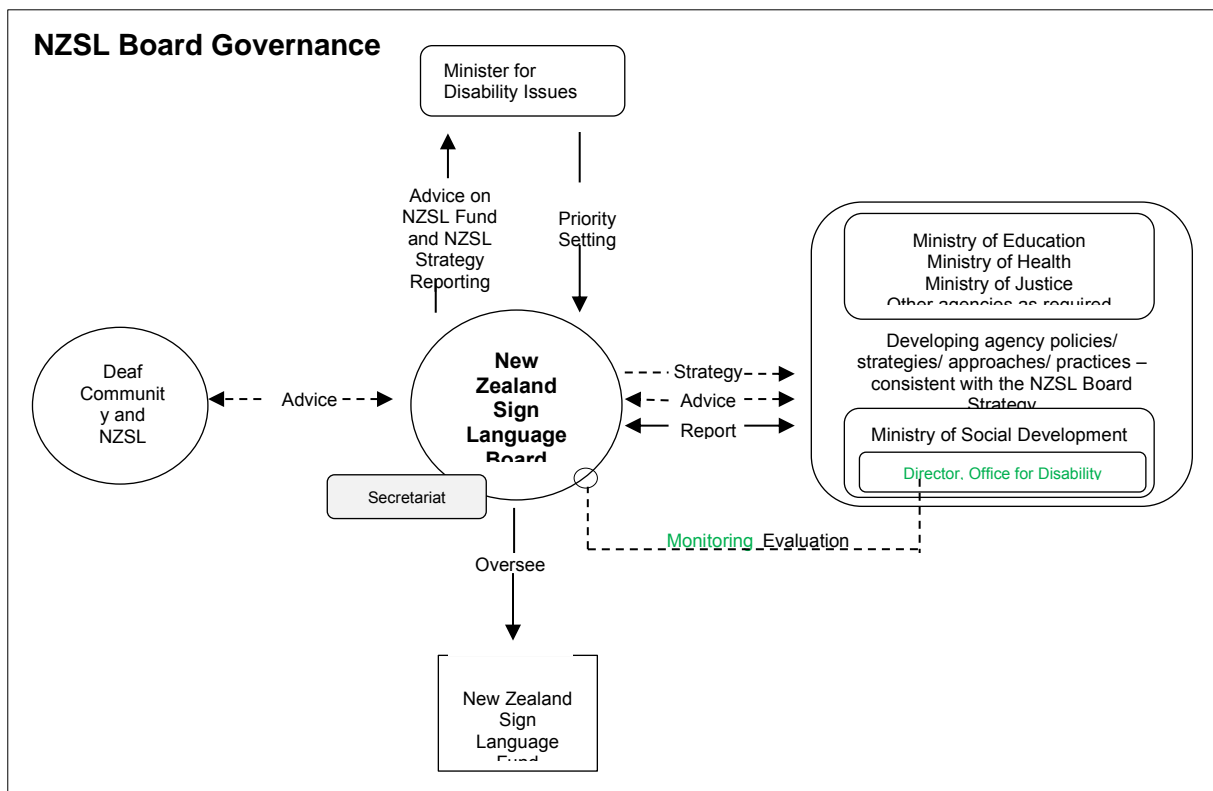
71. The Secretariat will confirm the Agenda for Board meetings with the Chair and Deputy Chair one month ahead of the meeting.

72. The Secretariat will distribute papers for Board meetings to all Board members two weeks ahead of the meeting.

## **Governance**

73. Figure 1 presents the Board's governance structure and sector relationships.

**Figure 1: New Zealand Sign Language Board Governance**



- 74. The Board reports to the Minister for Disability Issues on government progress against the five-year NZSL Strategy and priority initiatives for the promotion and maintenance of NZSL.
- 75. The Board provides advice to the Minister for Disability Issues on allocation of the NZSL Fund.
- 76. To ensure the purposes of the Board are achieved, ODI will take responsibility for NZSL funding decisions for an agreed period of time and, if necessary, consult with the Minister, if the Board has difficulty forming a quorum because of conflicts of interest.
- 77. The Board receives input and advice from government departments and consults the Deaf community and the NZSL user community in developing the five-year NZSL Strategy and Action Plan.

**Processes**

- 78. Meetings will follow an agenda and will normally be conducted in NZSL, or otherwise as agreed by the attending Board members. Interpreters will be provided as required for any meeting participants who are not conversant in NZSL.
- 79. Papers, and any NZSL translation of these, are to be circulated for Board members’ consideration in advance of the relevant meeting, where possible.

80. Where a potential conflict of interest arises, papers may be withheld from specific members.
81. The DPO nominee cannot be present during discussions on, or vote on, NZSL Fund allocation decisions. However, the DPO nominee may participate fully in other discussions and vote on those matters. For clarity; the DPO nominee may be present during discussions on, for example, holding NZSL Week and what the outcome priorities are, but could remove themselves during discussions about the procurement decisions on funding for NZSL Week services or about specific proposals or pricing.
82. Consideration of issues and related decisions can be made outside of formal meetings, as required, through processes agreed by members and confirmed by the Office for Disability Issues.
83. Where the Office for Disability Issues does not agree with a Board decision, it:
- will raise this with the Chair in the first instance
  - may raise the difference in views with MSD Officials for consideration
  - may provide alternative advice to the Minister.

#### *Sub-committees*

84. The Board may agree to establish subcommittees, such as for Finance.
85. Subcommittee membership selection will prioritise the relevant skill set required, and where possible will seek to include a membership balance as set out in this Terms of Reference under 'Composition of the Board'.
86. The DPO nominee cannot be a member of the Finance Sub-committee.
87. The Board may delegate decision-making authority to a subcommittee for specified aspects consistent with the NZSL Strategy. Without such delegated authority, a sub-committee may only make recommendations to the Board for consideration.
88. Any subcommittee will report to the Board on all meetings, decisions and recommendations.
89. A record of all actions and decisions agreed at Board meetings and sub-committee meetings will be kept and confirmed and made available to all Board members prior to the next Board meeting.

#### *Quorum*

90. The Board quorum shall be half plus one of Board members present.
91. The sub-committee quorum shall require all members vote.
92. Where a quorum is not possible, such as due to Conflicts of Interest, the Board may agree to:
- delegate a specified mandate to a sub-committee to make a recommendation to the Board
  - nominate the Secretariat as a voting participant to meet quorum requirements
  - delegate a specified mandate to the Secretariat to make a decision.

## **Board performance**

93. The Board is required to report to the Minister for Disability Issues annually on progress in implementing the NZSL Strategy, and any other matters relevant to the Board carrying out its role.
94. The Director, Office for Disability Issues, is responsible for monitoring the effectiveness of the Board, including its processes, impacts and effectiveness.
95. The Director, Office for Disability Issues, will commission biennially an independent review of the Board, including the Secretariat function.