

# Terms of Reference

## Grocery Committee

May 2026



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## Constitution

1. This document sets out the Terms of Reference for a duly constituted committee of the Commerce Commission Board (the Board), established under Schedule 5, clause 14 of the Crown Entities Act 2004.
2. It will be known as the Grocery Committee (the Committee).

## Purpose

3. To set the Commission's strategic direction for the Grocery sector in alignment with Board direction, strategy and priorities and ensure effective regulatory oversight and performance of the Commission.

## Accountabilities

4. This Committee will have the following accountabilities:
  - 4.1. giving effect to Board strategies and priorities;
  - 4.2. set and oversee the delivery of the Grocery strategy and priorities for the Commission, including Grocery Industry Competition Act, Fair Trading Act and Commerce Act matters (in consultation with the Enforcement Committee), taking into account:
    - 4.2.1. the Annual Enforcement and Compliance Priorities;
    - 4.2.2. the SOL; and
    - 4.2.3. the strategy set by the Board;
  - 4.3. identifying points of interconnection with other regulatory systems by working with other Committees;
  - 4.4. monitor the development of the sector;
  - 4.5. taking strategic regulatory decisions;
  - 4.6. input into framing strategic regulatory matters;
  - 4.7. being involved in initiation/kick off discussions on certain matters;
  - 4.8. monitor timeliness and quality of delegated decision making;
  - 4.9. identifying when Committee members should be providing specialist advice to delegated decision makers;
  - 4.10. monitoring investigations within its regulatory system, considering outcomes of those investigations and providing enforcement recommendations or observations to the Enforcement Committee; and
  - 4.11. identifying functions or powers within its remit that it considers are appropriate to be exercised by persons other than the Board, the Committee or the Chief Executive, it should make such recommendations to the Board for further delegations by the Board, or approval by the Board of sub-delegation by the Committee.

## Functions and Powers

5. The Board has agreed that the following functions, duties or powers will be performed by the Committee (Compulsory Functions):

### *Grocery Industry Competition Act 2023*

- 5.1. Recommending the designation of a regulated grocery retailer under either of the following:
  - 5.1.1. section 11 (Commission's recommendation about designation under Part 2); and
  - 5.1.2. section 29 (Commission's recommendation about designation under Part 3);
- 5.2. Giving a report under any of the following:
  - 5.2.1. section 60 (report following inquiry);
  - 5.2.2. section 74 (report on review of wholesale framework); and
  - 5.2.3. section 108 (report on state of competition);
- 5.3. Prescribing the manner of complying with certain duties under section 49;
- 5.4. Making a determination under any of the following:
  - 5.4.1. section 12 (Commission may make determinations for purpose of Part 2 (including grocery supply code));
  - 5.4.2. section 50 (exemptions);
  - 5.4.3. section 64 (wholesale framework or wholesale code);
  - 5.4.4. section 88 (non-discriminatory terms); and
  - 5.4.5. section 93 (specified access terms regulation);
- 5.5. Giving a direction under section 72;
- 5.6. Issuing a disclosure standard under section 191; and
- 5.7. Reviewing and reporting under any of the following:
  - 5.7.1. section 20 (Commission must review and report on grocery supply code);
  - 5.7.2. section 78 (Commission must review and report on wholesale code);
  - 5.7.3. section 92 (Commission must review and report on determination for non-discriminatory terms); and
  - 5.7.4. section 103 (Commission must review and report on determination for specified access terms).

6. The Board has agreed that the Committee will also exercise the following functions and powers (known as Other Functions):

### *Grocery Industry Competition Act 2023*

- 6.1. Part 1 - Preliminary provisions (Commission's functions under the Act)<sup>1</sup>
  - 6.1.1. Section 4(l)(a) - monitoring competition and efficiency in the grocery industry;
  - 6.1.2. Section 4(1)(b) - carrying out inquiries, reviews, and studies (including international benchmarking) in connection with the grocery industry (including powers under Part 3 as set out below);
  - 6.1.3. Section 4(l)(c) - acting as a regulator of the grocery industry under the Act (including powers under Parts 3 and 4 as set out below);
  - 6.1.4. Section 4(1)(d) - making available, or co-operating in making available, information in connection with the grocery industry;
  - 6.1.5. Section 4(l)(e) - co-operating with other law enforcement or regulatory agencies that carry out a role in relation to the grocery industry, and any overseas regulator that has functions in relation to grocery industry corresponding to those of the Commission under the Act;
  - 6.1.6. Section 4(1)(f) - keeping under review the law and practices that are relevant to its other functions under this section (including overseas law and practices);
- 6.2. Part 3 - Wholesale supply of groceries (excluding Determinations under sections 50, 64, 88 and 93, Directions or prescription under sections 49 and 72, Reports and recommendations under sections 29, 60, 74 and 108, Reviews under sections 78, 92 and 103)
- 6.3. Part 5 – Miscellaneous (excluding issuing a disclosure standard under section 191)
- 6.4. Issue warning letters and approve the Commission entering into negotiated settlements for Grocery matters.

*Fair Trading Act 1986*

- 6.5. Issue warning letters and infringement notices for contraventions of section 28 of the Fair Trading Act 1986 relating to the Consumer Information Standards (Unit Pricing for Grocery Products) Regulations 2023.
- 7. The Board has agreed to delegate any powers and functions in relation to enforcement proceedings (including issuing and managing court proceedings) to the Enforcement Committee. However, this does not limit the Committee's functions in paragraphs 6.4 and 6.5.
- 8. In discharging their powers, functions and duties, the Committee will have regard to the risk appetite and strategic direction set by the Board for the Commission.

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<sup>1</sup> Excluding any powers or functions that are compulsory functions

# Membership

## Appointment

9. Members of the Committee shall comprise members appointed by the Board by resolution.
10. It shall comprise at least three Committee members, which will contain the Grocery Commissioner and at least two other Commissioners or Associate Commissioners
11. Committee members may be Commissioners, Associate Commissioners, Commission staff or external persons that the Board may wish to appoint.
12. Committee membership details are outlined in Annex A, which refers to both Core Members and Other Members. Core Members and Other Members are members of this Committee.
13. Regarding the appointment of Associate Commissioners, it is good practice that the Committee's functions and powers are within the member's notice of appointment. If they are not, then Associate Commissioners may still be appointed, however it will be in the capacity of an external member and not as part of their Associate Commissioner role.
14. Should a Committee member resign or retire during the period in which the Committee is operating, the Board may choose to appoint a replacement member.

## Role of Convenor

15. The Grocery Commissioner will act as Convenor of the Grocery Committee. The Convenor's primary role is to:
  - 15.1. Lead each meeting of the Committee, ensuring the agenda is efficiently progressed and conversations in the meeting are focused and balanced and guide the Committee towards decision making;
  - 15.2. Ensure the Board is kept informed in a timely manner of material risks which may affect the Commission, or of matters which might impact (adversely or positively) on the reputation of the Commission;
  - 15.3. Liaise with the relevant General Manager to ensure an effective and efficient agenda is set that meets the needs of the Committee, and to decide on attendance, including whether other Commissioners/Chair need to be in attendance;
  - 15.4. Work with other Committee Convenors to meet the "no surprises" expectation for Enforcement Committee by identifying and tracking any Enforcement matters that may require decisions by the Enforcement Committee;

- 15.5. Lead and facilitate (with support from the General Manager (or nominated delegate), and input from other members) the process of reporting to the Board on the Committee's work programme, progress, and results;
  - 15.6. To invite the Chair to attend as needed, with an expectation that the Chair will be invited to attend when a matter involving significant risk to the Commission is to be considered.
  - 15.7. To invite "other" members of the Committee when their specialisation may be required for Committee matters.
  - 15.8. Provide feedback on the performance of the relevant General Manager to the Chief Executive, via mechanisms agreed with the Chief Executive; and
  - 15.1. Be responsible for leading stakeholder engagement for the relevant regulatory system and act as primary spokesperson for the Commission in relation to the subject area of the committee.
16. In the Convenor's absence, members present at a meeting of the Committee will appoint a Commissioner or Associate Commissioner as Convenor for the meeting.

## **Responsibilities of members**

- 17. In discharging their role as a member of the Committee, all members (including staff members and external members) should act in accordance with the expectations set out in the Commission's Governance Manual – particularly Chapter Four (General Board and Member Duties) and Chapter Nine (Board Committees and Divisions).
- 18. Committee members who are not Board members will also act in accordance with Schedule 5, clause 15 of the Crown Entities Act 2004 (these sections cover matters such as remuneration, expenses, employment requirements, liabilities and insurance), and any contract or letter of appointment agreed with the Commission in terms of their membership.

## **Voting**

- 19. The functions will be decided by a majority of votes by the members present and voting.

## **Procedure**

### **Meetings**

- 20. The Committee will meet as determined by the Convenor, ensuring sufficient notice is provided to other Committee members.
- 21. The Committee may undertake any of its roles or functions via email, outside of formal meetings.

22. The Committee may seek independent advice and obtain information if the Convenor of the Committee considers it is necessary. This will generally be arranged through the accountable General Manager.

## **Quorum**

23. The quorum for all meetings of the Committee is three members, of which at least two must be Commissioners or Associate Commissioners, unless the Committee is exercising Compulsory Functions where quorum will be the Grocery Commissioner and no fewer than two other members of the Commission who must be Commissioners or Associate Commissioners.

## **Attendance**

24. Any Committee member who cannot attend a regularly scheduled meeting of the Committee must provide their apologies to the Convenor ahead of the meeting.
25. Any Commissioner who is not a member of the Committee may attend any meeting of the Committee as an observer, so long as they provide sufficient notice to the Convenor and are not otherwise excluded (i.e. in order to manage interests or potential conflicts of interest).
26. The Committee may have in attendance members of staff such as the Chief Executive and other persons as it considers necessary to provide appropriate information and explanations to the Committee. Attendance should be kept at a reasonable level and staff members may be asked to withdraw at the discretion of the Committee.

## **Reporting**

27. To ensure the Board is kept sufficiently informed of the Committee's work programme, priorities and any significant risks the Committee will provide a report to the Board on a quarterly basis outlining the Committee's work programme highlights, upcoming matters of significance and any risks.
28. Outside of this report, the Convenor should ensure they escalate any matters on an as-required basis to the Board if they have broader implications for the Commission.

## **Administration**

29. Secretariat services, planning, delivery and decision-making support will be provided by the Market Regulation Branch, via the General Manager as the accountable General Manager.<sup>2</sup>

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<sup>2</sup> Note that, for the avoidance of doubt, while the accountable General Manager remains the key point of accountability for the Committee, the accountable General Manager may delegate administration and delivery responsibility within their Branch.

30. The accountable General Manager is responsible for ensuring papers are circulated to Committee members in a timely manner and in line with the process and deadlines issued by the Office of the Board and Chief Executive. Any distribution of papers after the stated deadline must be approved by the Convenor.
31. The secretariat will be responsible for preparing the minutes of each meeting, circulating minutes for review, and maintaining the minutes of each meeting as a complete record in accordance with records management requirements. Draft minutes will be circulated to all the Committee members as soon as practicable after each meeting.
32. Aside from the matters outlined in this Terms of Reference and in the Commission's Governance Manual, the Committee may set its own procedure as it sees fit.

## Term of office

33. The Committee will continue to meet under these Terms of Reference until the Board chooses to vary them or dissolve the Committee. The Terms of Reference may be amended, varied or modified at the agreement of the Board.

## Version control

| Date       | Version | Author                                   | Comments         |
|------------|---------|------------------------------------------|------------------|
| 30/08/2025 | 1.0     | Gemma Allcock, Senior Governance Adviser | Initial drafting |
|            |         |                                          |                  |

## Annex A – Committee Membership

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### **Core Members**

“Core” members will be in attendance at all / most committee meetings and are actively involved in, and accountable for, committee matters.

The “core” members of the Grocery Committee are:

- Pierre van Heerden (Convenor)
- John Small
- Anne Callinan
- Rakihiia Tau

### **Other Members**

Other members will have involvement in committee matters on an as needed basis as per their specialist areas outlined below.

It is the responsibility of the Convenor, when setting the agenda with sta , to identify which matters should involve “other” members and ensure they are invited for those items.

If an “other” member (or members) attend for a particular item, that should be clearly noted in the minutes. When attending a meeting “other” members have the same voting rights as “core” members and count towards the meeting quorum.

There are currently no “other” members of the Grocery Committee.