COMMERCE COMMISSION NEW ZEALAND
Te Komihana Tauhokohoko

Terms of Reference

Telecommunications Committee

November 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 Telecommunications Committee (the Committee).

Purpose

3. To set the Commission's strategic direction for the Telecommunications 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. setting the telecommunications strategy and priorities for the Commission, including 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 SOI; 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. monitoring the development of the sector;

   4.5. taking strategic regulatory decisions;

   4.6. providing input into framing strategic regulatory matters;

   4.7. being involved in initiation/kick off discussions on certain matters;

   4.8. monitoring 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. Pursuant to section 10(1)(a) and (b) of the Telecommunications Act (the Act) there are several functions and powers under the Act which must be carried out by the Telecommunications Commissioner and no fewer than 2 other members of the Commission (known as Compulsory Functions). The Committee as formed meets the conditions required for performance of the functions in section 10(1)(a) and (b) of the Act.

6. The Compulsory Functions to be performed by the Committee are:

   6.1. Determinations in respect of designated multi-network services under section 39;

   6.2. Pricing review determinations under section 51;

   6.3. Liability allocation determinations under section 87;

   6.4. TSO cost calculation determinations under section 94J;

   6.5. Investigations about any proposed alteration to Schedule 1 as described in sections 66 and 67, which are conducted in accordance with Schedules 3 and 3A;

   6.6. determining input methodologies under section 178, and reviewing and amending such input methodologies in accordance with subpart 3 of Part 6;

   6.7. determining, reviewing and amending determinations made under section 170 in relation to information disclosure regulation and price-quality regulation;

   6.8. responding to proceedings that challenge the Commission's decisions or the decision-making process with respect to input methodologies made under section 178 or determinations made under section 170 in relation to information disclosure regulation or price-quality regulation;

   6.9. conducting reviews under subpart 7 of Part 6;

   6.10. granting exemptions from the disclosure of confidential information under section 222;

   6.11. prescribing points of interconnection under section 231; and

   6.12. providing advice regarding proposed regulations to be made under Part 6.

7. The Committee will also have the power to issue warning letters and approving the Commission entering into negotiated settlements.

8. The Board has agreed to delegate any powers and functions in relation to enforcement proceedings matters to the Enforcement Committee.

9. 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.

Membership

Appointment

10. Members of the Committee shall comprise members appointed by the Board by resolution.

11. It shall comprise at least three Committee members, which will contain the Telecommunications Commissioner and at least two other Commissioners or Associate Commissioners

12. Committee members may be Commissioners, Associate Commissioners, Commission staff or external persons that the Board may wish to appoint.

13. Committee membership details are outlined in Annex A which refer to both Core Members and Other Members. Core Members and Other Members are members of this Committee.

14. 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.

15. 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

16. The Telecommunications Commissioner will be Convenor of the Telecommunications Committee. In this role they will:

    16.1. 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;

    16.2. 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;

    16.3. 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;

    16.4. 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;

16.5. 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;

16.6. 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;

16.7. To invite "other" members of the Committee, when their specialisation may be required for Committee matters.

16.8. Provide feedback on the performance of the relevant General Manager to the Chief Executive, via mechanisms agreed with the Chief Executive.

16.9. 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.

17. 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

18. 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 Ten (Board Committees and Divisions).

19. Committee members who are not Board members will also act in accordance with Schedule 5, clause 15 of the Crown Entities Act 2004, and any contract or letter of appointment agreed with the Commission in terms of their membership.

Voting

20. The functions listed in section 10(1)(a) of the Act are required by section 10(1)(ab) of the Act to be determined by a majority of votes of a quorum of the Committee undertaking functions in accordance with section 10(1)(a) of the Act.

21. The remaining functions will be decided by a majority of votes by the members present and voting. In respect of these other matters, the Telecommunications Commissioner (or, if they are absent, the Chair of the Commission or the Convenor, as the case may be) will have a casting vote in the event of an equality of votes.

Procedure

Meetings

22. The Committee will meet as determined by the Convenor, ensuring sufficient notice is provided to other Committee members.

23. The Committee may undertake any of its roles or functions via email, outside of formal meetings.

24. 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

25. The quorum for all meetings of the Committee will be two Committee Members who are Commissioners or Associate Commissioners, unless the Committee is exercising Compulsory Functions where quorum will be the Telecommunications Commissioner and no fewer than two other members of the Commission who must be Commissioners or Associate Commissioners.

26. If the Telecommunications Commissioner is for any reason unable to perform their functions the Chair of the Commission will perform those functions (and count towards quorum).

Attendance

27. Any Committee member who cannot attend a regularly scheduled meeting of the Committee must provide their apologies to the Convenor ahead of the meeting.

28. 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).

29. 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

30. 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.

31. 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

32. 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.[1]

33. 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.

34. 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.

35. 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

36. 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
23/01/2026	2.0	Craig Spanhake, Principal Governance Adviser	Membership changes and change to required number of members
09/11/2026	3.0	Craig Spanhake, Principal Governance Adviser	Membership changes (addition of Dr Derek Johnston)

[1] 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.

Annex A – Committee Membership

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 Telecommunications Committee are:

- Tristan Gilbertson (Convenor)
- Loretta Lovell
- Nathan Strong

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.

The "other" member of the Telecommunications Committee is:

- Bryan Chapple (for Fibre-related matters)
- John Small (Chair – for complex and strategic decisions or matters that involve significant risk to the Commission)
- Dr Derek Johnston (for development of retail service quality codes)