

Sustainable Destinations – Milford Sound Piopiotahi

Programme Board Terms of Reference



Department of
Conservation
Te Papa Atawhai

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Programme Board Terms of Reference Purpose

The purpose of this terms of reference is to clearly outline the roles and responsibilities of the Sustainable Destinations - Piopiotahi Milford Programme Board and its members.

Programme Description and Context

Milford Sound Piopiotahi is part of Fiordland National Park/Te Rua-o-te-Moko, within the Te Wāhipounamu UNESCO World Heritage site, and a global tourism hotspot with approximately 1.1 million tourists visiting each year, contributing around \$200 million to the local economy. However, it has become congested and overcrowded at peak times and has aged and cluttered infrastructure, which creates significant health and safety issues, tarnishes the visitor experience, and impacts the local environment.

There is significant potential to change the way Ngāi Tahu, the Department of Conservation (DOC) and partners manage Milford Sound Piopiotahi, as a major tourism destination to drive regional economic development and to create additional revenue for conservation.

Ngāi Tahu are tangata whenua of Te Rua-o-Te-Moko/Fiordland and eight Papatipu Rūnanga exercise mana whenua in Milford Sound Piopiotahi. The Papatipu Rūnanga with shared interests are: Te Rūnanga o Ōraka-Aparima; Te Rūnanga o Makaawhio; Te Rūnanga o Awarua; Waihōpai Rūnaka; Hokonui Rūnaka; Te Rūnanga o Moeraki; Kāti Huirapa ki Puketeraki; Te Rūnanga o Ōtākou. Ngāi Tahu have a deep connection to Milford Sound Piopiotahi and the surrounding landscape. They seek a stronger presence for Ngāi Tahu whānui in the region, with a more visible cultural footprint and greater influence over how this iconic place is cared for, and how Ngāi Tahu stories are shared and represented.

The Milford Opportunities Project, an independently chaired collaboration involving Ngāi Tahu, key central government agencies, local government and businesses, was established to address these challenges and was funded to deliver a business case to the Minister of Conservation and the Ministry for Tourism and Hospitality. Cabinet agreed a Government response to the business case in April 2025.

The Minister of Conservation has asked DOC to lead the implementation planning and delivery of the programme which is being established within DOC to refine the business case and prepare for implementation and investment planning. A key element to the success of this programme will be establishing and maintaining strong governance.

This is a multi-year programme with two key phases:

1. Transitional Phase (12–24 months): Focused on legislative changes (modernisation and access charging).
2. Implementation Phase: Likely to involve more capital-intensive investment and delivery.

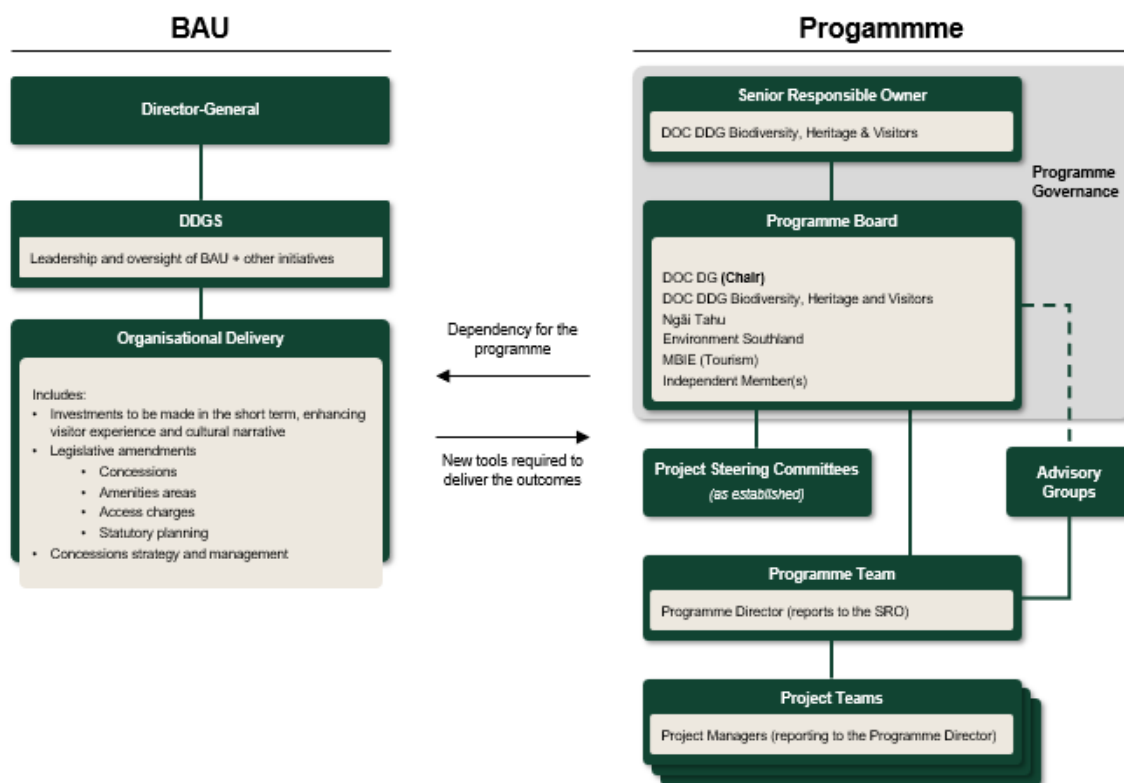
It is a multi-faceted work programme that will carry forward the next phase of work at Milford. This includes overseeing improvements along the Milford corridor, unlocking business and investment opportunities and delivering a new spatial plan and investment plan. It will also involve navigating how changing legislation is implemented at place, with new approaches to management planning and access charging.

Programme Board Purpose

The primary purpose of the Programme Board is to provide effective programme governance to support programme delivery by the Department. In doing so, it will provide strategic advice and support to the Senior Responsible Owner (SRO) and governance oversight of the programme to enable the delivery of the outcomes and benefits. The Board itself does not have delegated authority over the programme, however it may make recommendations to the SRO on key aspects of the programme and require the programme to provide appropriate assurance on programme delivery. All board members are expected to participate fully to support the programme's success.

Programme Board Structure and Membership

Programme Structure



Programme Board Membership

Governance Group Responsibility	Title	Name	Organisation (if applicable)
Chair	Director-General	Penny Nelson	DOC
Member	Deputy Director-General Biodiversity, Heritage and Visitors	Stephanie Rowe	DOC
Members	Treaty partner	Nadia Wesley-Smith Barry Bragg Jana Davis	Ngāi Tahu
Member	Acting Chief Executive	Rob Phillips	Environment Southland
Member	General Manager Tourism and Hospitality	Nora Burghart	MBIE (Tourism)
Independent members		Jenn Bestwick Dave Beeche Phil O'Reilly	
Community representative		TBC	Community Advisory Group

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Department has 'partners' in the programme – Ngāi Tahu, Environment Southland and MBIE (Tourism) and all three are therefore required as part of the programme board.

- Ngāi Tahu given their role as a Treaty partner,
- Environment Southland as the other key decision maker for Milford Sound Piopiotahi, and
- MBIE (Tourism) given the impact of tourism on the area and joint Ministerial accountabilities.

In addition to these, the Te Anau/Piopiotahi community are a key partner in the delivery of change at Milford. A representative of that community will also have a seat on the Board.

Independent members

Independent members will bring governance experience, constructive challenge and strategic perspectives that are highly valuable to the Programme Board's discussions which may not be available from other board members.

Programme Board attendees

Attendees may be invited to Programme Board meetings and, depending on relevance, may attend a whole meeting or part of it.

Role	Responsibility	DOC Title	Name
Programme Director	Programme lead	Director, Heritage and Visitors	Catherine Wilson
Internal DOC staff	Advisory	Manager, Milford Sound Piopiotahi	Clare Stringer
Secretary	Support	Programme Coordinator	Cait Lowndes

Decision-making

Accountability and authority

The SRO is accountable for the overall success of the programme and is the single point of accountability within agreed delegations.

The Programme Board is collectively responsible for the provision of sound, objective advice, to support the SRO to make informed decisions and may make recommendations to the SRO in relation to the programme.

The Programme Director is responsible for all operational programme decisions within his or her delegated authority and reports through the Programme Board to the SRO as the programme owner.

Decisions or actions which may cause the programme to exceed its authority levels must be escalated to the SRO and Programme Board for discussion, endorsement and approval (or otherwise).

Responsibilities of the Programme Board

Collectively, the Programme Board has the following responsibilities:

Area	Programme Board Responsibility
Strategic advice and governance oversight	Provide strategic and governance advice and oversight to support to the SRO, and Programme Director
Context	Provide context and direction and ensure that a long-term perspective is taken
Programme Delivery	<p>Oversee the delivery of the programme and monitor both the progress and performance of the programme</p> <p>Identify, remove and/or influence any internal roadblocks and barriers to the programme's success</p> <p>Identify any external barriers that might stop the programme from being delivered and provide advice on how these might best be addressed</p> <p>Remain focused on the outcomes set for the programme and the achievement of these within established financial and risk parameters</p> <p>Ensure that what the programme is delivering remains achievable, practical, realistic and coherent</p>
Business Case	<p>Oversee the refinement of the Programme Business Case that will provide the framing for the whole programme</p> <p>Ensure the Programme Business Case remains viable throughout the life of the programme and that it represents best value for money for DOC</p>
Benefits	Ensure that the delivery of the benefits is not inadvertently compromised throughout the life of the programme, including understanding the impact of proposed changes to the scope, timing or budget of the programme
Stakeholder Engagement	<p>Oversee and monitor the rollout of the stakeholder engagement strategy and provide advice on this</p> <p>Provide advice to the SRO on the management of specific or groups of stakeholders</p>
Dependencies	Understand the key dependencies that the Programme is reliant upon to deliver the work
Issues	<p>Assist with identifying resolutions for issues, where possible</p> <p>Provide advice on appropriate actions to manage issues in a timely and effective manner</p>
Risks	<p>Understand the programme's risk profile and risk thresholds</p> <p>Set the risk appetite for the programme and ensure this is in line with DOC's risk management system</p>

	<p>Oversee the management and escalation of risks, as set out in the Risk Management Policy and Risk Leadership Guide</p> <p>Ensure that there are adequate mitigation and contingency plans are in place to manage risks</p>
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Role Definitions

Chair

The Chair will convene the Programme Board meetings.

The Chair has overall responsibility for setting the agenda and board calendar and convening meetings.

If the designated Chair is not available an Acting Chair can be nominated and is responsible for informing the Chair as to the salient points/decisions raised or agreed to at the meeting.

The Chair will ensure:

- The Programme Board operates within its mandate and terms of reference
- There are robust and full discussions on the issues before the Board and that all members are able to freely express their views
- An effective governance culture is being developed and maintained by the Board

Members

Programme board members have a critical governance role for this programme. Although the SRO is ultimately accountable for the delivery of the programme outcomes, the Programme Board will support the deliver by providing effective governance and monitoring functions over the programme.

As such, there is an expectation that Board members:

- Provide free and frank advice, guidance and support to the SRO
- Operate in good faith, honesty and impartiality, and avoid situations that might compromise their integrity or otherwise lead to conflicts of interest. In the event of a potential or realised conflict of interest the member will inform the Chair as soon as is practicable
- Ensure any confidential documents remain confidential indefinitely unless deemed otherwise by the Board
- Undertake necessary preparation before the meeting and attend the meetings
- Contribute to discussions thoughtfully and respectfully
- Actively listen to others' contributions
- Share their skills, experience and knowledge

- Seek clarity on areas of ambiguity
- Remain focused on the oversight of the programme and the outcomes agreed for the programme

Senior Responsible Owner

The Senior Responsible Owner (SRO) is the single point of accountability for the programme (within delegated authorities). Ultimately responsible for the success of the programme, is a committed champion and the ultimate decision maker supported by the Sponsor and Programme Board, which is Chaired by the SRO.

The SRO takes executive responsibility for decisions relating to the project, is the visible owner of the overall business change and is recognised throughout the organisation and sector as the key leadership figure in driving the change forward.

The SRO's role is to ensure that the programme is focussed throughout its life on achieving its objectives and remains within its scope, and its mandate. They are also responsible for ensuring that there is adequate assurance over the Programme's work.

The SRO owns the Programme Business Case. They are accountable for the programme delivering the products/outputs that will achieve the stated business benefits and that the project will be completed within agreed baselines for budget, time and scope.

The SRO is supported by the Programme Board and the Programme Director.

Programme Director

The Programme Director is responsible for ongoing management of the Programme on behalf of the SRO to ensure that desired project outcomes and objectives are delivered by retaining a clear vision of the strategy and ensuring the viability of the vision and the business case.

The Programme Director acts as a single point of contact for the day-to-day management of the interests of the SRO interfacing with the senior stakeholders.

Principles for working together

- Be transparent around different boundaries and approach to conflicts.
- Draw on the breadth of MOP's prior work to get things done efficiently.
- Act in good faith together.
- Build trusting relationships and communicate openly.
- Provide space for mana whenua perspectives to be recognised. Note the distinction between te Rūnanga o Ngāi Tahu and the 18 Papatipu Rūnanga, compared to the 3 Ngāi Tahu

representatives on the Board and the 8 Papatipu Rūnanga they represent. Mana whenua of Piopiotahi versus broader Ngāi Tahu interests may differ.

- Operate with clarity on decision-making & close out each decision as it is made.

Conflicts of Interest

There needs to be confidence that any decisions made by the SRO or by the Programme Board are made impartially and for the right reasons and are not influenced by the interests of members around the board table or ulterior motives.¹ Potential conflicts of interest are better dealt with upfront rather than as they occur. It is acknowledged that the Board's Ngāi Tahu representatives are appointed to advocate for and protect the rights and interests of Ngāi Tahu. This role is an expected part of their participation on the Board and is not considered a conflict of interest.

An Interests Register will be established and maintained for the Programme Board.

The Interests Register will be reviewed at the start of every Board meeting, and any changes to the declarations sought. The Chair will agree a management plan as appropriate with the respective member.

Board members are responsible for advising the Chair of any new conflict of interest as soon as possible once the conflict (or a change to a conflict) has arisen.

The Chair must consider, prior to each meeting, whether there are likely to be any conflicts of interest and whether there are issues or decisions on the agenda that require specific management.

Any actions arising from a conflict of interest must be noted in the meeting minutes to ensure transparency.

The Programme Team Interests Register should be provided to the Board each quarter for review.

Meeting protocol

Secretariat

The Secretariat will be provided by the Milford Piopiotahi Programme team and will provide administrative support for the Programme Board meetings, including inviting attendees, conferencing facilities, agendas, papers and minute-taking. Meeting papers are to be circulated no less than 5 calendar days before the meeting.

Frequency of Meetings

The Board will meet as required to fulfil its role and at least every month during the first six months (establishment phase) of the programme. Meetings will initially be for approximately ½ day. Most

¹ OAG Best Practice Guide: Conflict of Interest (2020) <<https://www.oag.gov.fj/wp-content/uploads/2020/04/Final-BPG-220420.pdf>>.

commonly, meetings will be virtual, although face to face meetings may be required at the outset to support Board functioning. Meeting frequency and duration will be reviewed after six months.

Interim meetings may be called at the discretion of the Chair and may include fast-track consultation to facilitate a rapid turnaround. Such fast-track consultation shall not bypass the role and mandate of the Board and its members, and undermine sound decision making.

The Secretariat will remind members of each regular meeting at least 10 working days in advance.

Urgent meetings

Meetings may be called by the Chair if urgent decisions are required. As much notice will be given as is possible and invitees are expected to make every effort to attend. In exceptional circumstances (at the Chair's discretion), papers may be distributed, and feedback made to the Chair out-of-session.

Agenda

All Programme Board agenda items must be forwarded to the Programme Board Secretariat seven working days prior to the next scheduled meeting.

The Project Governance Group agenda, with attached meeting papers will be distributed at least four working days prior to the next scheduled meeting.

Minutes & Meeting Papers

Papers will be circulated in digital form to the Board at least five full working days prior to meetings. The papers are to include an agenda, the minutes from the previous meeting, the Interests Register, status reports, risk and issues registers, papers for review, discussion and decision.

The minutes will be documented and circulated no later than five working days following the meeting. The minutes shall be in the form of a record of decisions and actions, not as a detailed record of the discussions and positions taken at the meeting. Material issues raised or conditions set by members must be recorded.

Quorum

The quorum at any meeting shall consist of a majority of the members of the Programme Board and must include the SRO or Acting Chair, and at least one Ngāi Tahu member.

Lack of consensus should not be limiting. The Board may note areas of disagreement and continue to progress discussion of issues.

Inclusivity in discussion and carefully considering risks and flow-on impacts of issues will enable consensus to be reached.

Confidentiality

Board discussions will generally be held in strictest confidence. However, the confidentiality of each topic may be discussed on an item-by-item basis. Discussion will likely be required to determine level of sensitivity of each issue for each party to the discussion.

Confidentiality will enable free and frank discussions between parties.

Agreed key messages reviewed after each meeting will be shared to support information sharing and enable members to maintain confidentiality.

Review of the Board

The Chair should review the composition and focus of the Board every twelve months, and once the Programme Business Case is approved. If the risk category for the programme reduces, the seniority of the membership can be reviewed.

If board members change roles during the programme timeframe this may require a rethink on members and getting the right mix of collective capability and challenge around the table.

The review should also trigger a review of the overall governance structure for the Programme to ensure it remains fit for purpose.