

Briefing for decision

Updating the Terms of Reference for the Ministerial Committee for Health Infrastructure

Date due to MO: 7 November 2025 **Action required by:** 13 November 2025

Security level: IN CONFIDENCE **Health Report number:** H2025074953

To: Hon Simeon Brown, Minister of Health

Consulted: Health New Zealand: ☐ Treasury: ☐

Proactive release: This **title** is proposed by the Ministry of Health for proactive release: ☒

Contact for telephone discussion

Name	Position	Telephone
Brent Johnston	Deputy Director-General, Performance and Governance Group	s 9(2)(a)
John Hazeldine	Group Manager, Workforce and Infrastructure Monitoring, Performance and Governance Group	

Minister's office to complete:

- | | | |
|---|------------------------------------|--|
| ☐ Approved | ☐ Decline | ☐ Overtaken by events |
| ☐ Needs change | ☐ Seen | |
| ☐ See Minister's Notes | ☐ Withdrawn | |

Comment:

Briefing for decision

Updating the Terms of Reference for the Ministerial Committee for Health Infrastructure

Security level: IN CONFIDENCE **Date:** 6 November 2025

To: Hon Simeon Brown, Minister of Health

Purpose of the Report

1. This briefing seeks your formal approval of the updated Terms of Reference for the Ministerial Committee for Health Infrastructure (the Committee), attached as Appendix One.
2. We recommend you sign the attached letter, attached as Appendix Two, notifying the Committee of the changes.

Background

3. The Committee was established under section 87 of the Pae Ora (Healthy Futures) Act 2022 (the Act) to provide independent advice on the delivery and governance of physical health infrastructure.
4. The Committee plays a critical role in ensuring oversight, assurance, and strategic guidance for Health New Zealand's (Health NZ) capital infrastructure portfolio.
5. The original Terms of Reference outlined the Committee's scope, functions, and governance arrangements. The Terms of Reference have been updated to reflect changes in scope, clarify roles, and streamline governance processes.
6. Under section 87(2) of the Act, a ministerial committee has the functions determined by the Minister of Health and you may, by written notice to the committee, amend the committee's terms of reference as needed.
7. We understand that the committee has worked with your office to agree the proposed changes.

Summary of Changes

8. The updated Terms of Reference, proposed by the Committee, introduce several substantive changes to the Committee's scope and operations. Notable changes include:
 - a. an increase in the capital threshold for projects under the Committee's primary oversight, from \$25 million to \$50 million, thereby narrowing its focus to larger-scale investments
 - b. updating the Committee's advisory role, which now centres on providing advice primarily to you. The Committee retains the discretion to advise the Health NZ Board directly when appropriate and may also provide advice on any other matters it considers relevant or as directed by the Minister

- c. the removal of the Committee's role in managing or governing individual capital projects delegated by the Health NZ Board, reinforcing its function as an advisory body
- d. refinement of the conditions under which Committee members may attend Health NZ Board meetings, now requiring mutual agreement between the Chairs of both entities
- e. simplification of the Committee's accountability, with reporting now solely to the Minister, rather than jointly to the Minister and the Chair of the Health NZ Board for delegated projects
- f. s 9(2)(f)(iv)

Next Steps

- 9. Should you approve the TOR proposed by the Committee, we recommend you sign and send the attached letter to the Chair of the Committee notifying them of the changes to the Terms of Reference.

Recommendations

We recommend you:

- a) **Approve** the updated Terms of Reference for the Ministerial Committee for Health Infrastructure. **Yes/No**
- b) **Sign and send** the attached letter to the Chair of the Ministerial Committee for Health Infrastructure notifying them of the changes to the Terms of Reference. **Yes/No**



John Hazeldine
**Group Manager Workforce and
Infrastructure Monitoring
Performance and Governance**
Date: 7/11/25

Hon Simeon Brown
Minister of Health
Date:

Appendix One: Updated Terms of Reference for the Ministerial Committee for Health Infrastructure

PROACTIVELY RELEASED

Ministerial Committee for Health Infrastructure

Terms of Reference

Background

1. The Health New Zealand (Health NZ) infrastructure portfolio is significant. Much of the health system infrastructure needs rapid repair, having an impact on health service delivery.
2. To strengthen physical health infrastructure project delivery and governance arrangements, while helping drive delivery and value for money from investment, the Minister of Health (the Minister) established a Ministerial Committee for Health Infrastructure (the Committee) under section 87 of the Healthy Futures (Pae Ora) Act 2022 (the Healthy Futures Act).
3. The Committee provides independent advice to the Minister on health infrastructure.
4. The terms of reference may be updated by the Minister at any time, by written notice to the Committee.

Purpose and objectives

5. The Committee's purpose is to advise the Minister on Health NZ's infrastructure portfolio.
6. The Committee will have a primary objective of providing advice on Health NZ's management and delivery of its capital portfolio for significant physical infrastructure projects of \$50 million capital costs and above, or any projects or programmes deemed by the Minister to be high risk.
7. The Committee will have a secondary objective of providing advice, where appropriate, on Health NZ's infrastructure management, delivery and performance.

Key functions and tasks

8. The Committee will advise the Minister on:
 - a. performance of the portfolio of in-flight projects, identifying key risks to time and budget expectations and potential mitigations to address these
 - b. prioritisation of upcoming projects, in relation to financing options, scope and market capacity
 - c. the streamlining and quality of business cases for upcoming investments, including the endorsement of business cases
 - d. strategic capital policy matters
 - e. any other matters the Committee considers relevant, or is directed to provide advice on by the Minister.
9. The Committee is able to advise the Health NZ Board directly, where the Committee considers it appropriate.
10. The Committee will:

- a. request and receive information and advice from Health NZ and the Ministry of Health in order to exercise its functions
 - b. review and provide comments on proposed business cases for significant physical infrastructure projects before they are considered by the Minister or Cabinet
 - c. where appropriate, contribute its recommendations or comments to any other advice, papers or other relevant documentation provided to the Minister by Health NZ for decision.
11. The Committee does not have personnel, funding or budget management responsibilities.

Accountability and relationship with the Minister of Health, Health NZ and Ministry of Health

12. The Committee is accountable to, and reports to, the Minister.
13. Health NZ will be responsible for providing all information to support the role of the Committee.
14. The Committee will agree arrangements for open sharing of information and advice with:
- a. the Health NZ Board
 - b. the Ministry of Health, to support its monitoring role.
15. All papers received by the Committee will be shared with the Chair of the Health NZ Board.
16. Members may attend Health NZ Board meetings (including meetings of committees of the Health NZ Board):
- a. where requested by the Chair of the Health NZ Board (and with the approval of the Chair); and
 - b. where requested by the Chair (and with the approval of the Chair of the Health NZ Board).
17. Health NZ will provide all relevant papers to support the attendance of Members at Health NZ Board meetings.
18. Queries about the Committee and its advice will be directed to the Chair.
19. Members may only speak with any outside individual or organisation, including the media, on any matters relating to the Committee, if they have the prior agreement of the Chair and the Chair of the NZ Board is informed.

Membership

20. The Committee consists of such members as the Minister determines, in line with the legislation.
21. The Committee will comprise no less than four members and no more than six members, including the Chair.
22. The Minister may, at any time, alter or reconstitute the Committee, discharge or

reappoint any member (including the Chair) or appoint new members in response to any changes to the key tasks that are being addressed. The Minister will advise changes in writing.

23. Collectively, the Committee members will have the expertise and attributes set out in the skills matrix below.

Area of expertise	All members	One or more members
Governance: experience through board governance roles, steering groups for complex programmes of work or senior management roles with exposure to board governance	X	
Judgment: experience in roles which demonstrate an ability and comfort level with provide advice in a complex environment	X	
Construction: major facility redevelopment, including health-specific experience		X
Financing options and procurement		X
Construction portfolio management		X
Investment casing and financial management		X
Clinical		X

24. Member appointments will be made for a term of up to three years, and members are eligible for reappointment at the completion of their terms, up to a maximum of nine years.
25. Any member may tender their resignation at any time by advising the Minister in writing, with a copy to the Secretariat.

Fees and Allowances

26. Member fees are set by the Minister in accordance with Cabinet Office Circular CO (22) 2: *Revised Fees framework for members appointed to bodies in which the Crown has an interest* (Fees Framework) or its successor.
27. The fees for the Chair of the Committee have been set as \$1,265 per eight-hour equivalent day.
28. The fees for Members of the Committee have been set as \$952 per eight-hour equivalent day.
29. Taxation matters depend on personal circumstances. In general, fees are classed as 'honoraria' for the purposes of income tax regulations and are not subject to GST.
30. Fair and reasonable costs associated with individual members' participation at each meeting will also be met. These costs will include, for example, travel, accommodation, meals, and reasonable preparation time and/or follow-up time

associated with attending meetings.

31. The payment of fees and reimbursement of expenses by Health NZ will be arranged through the Secretariat.
32. Any members who are also public service employees (including those employed by a Crown entity) must be able to do their primary job unhindered and without detriment to the public interest. They must not be double paid for their job and their membership. Therefore, for public service employees the fee is not payable for a day they would ordinarily work, and the expectation is that they would retain their public service salary and not receive a fee.
33. Committee members who are public service employees, and their employers, should make themselves familiar with the provisions in the Fees Framework and Cabinet Office Circular CO (02) 5: *Appointment of Public Servants to Statutory Boards*.

Duties

34. Members of the Committee are expected to act in good faith, with reasonable care, and with honesty and integrity when exercising their powers or performing their duties on behalf of the Committee.
35. Members attend meetings and undertake Committee activities as independent persons responsible to the Committee. Members are appointed for their knowledge and expertise, not as representatives of professional organisations and groups.

Meetings

36. The Committee will meet at least eight times a year (this includes virtual meetings). The Committee will decide if and when other meetings are required.
37. A quorum for all meetings shall be at least half of the current membership.
38. The Chair may nominate an alternate member as Chair should they not be able to attend.
39. Each member, including the appointed Chair, has one equal vote.
40. A representative from the Ministry will attend meetings, ex officio. Other attendees are by agreement with the Chair of the Committee. None of these attendees are members of the Committee.
41. The Committee may elect to have an 'in-committee' discussion, based on requests by members or the Chair. This is an opportunity for members to raise any issues. The Secretariat and other attendees leave the room for 'in-committee' items.
42. The meeting minutes will note that an 'in committee' session took place. A record of 'in committee' discussions will be kept in the Chair's notes.

Disclosure of interest

43. Every member of the Committee must complete the Conflicts of Interest register and disclose any changes as soon as practicable.
44. Any member who has an interest in a transaction, which includes exercising all

tasks under these terms of reference, must, as soon as practicable after the relevant facts have come to the member's knowledge, disclose the nature of the interest to the Committee.

45. Disclosure under this section must be recorded in the minutes of the next meeting of the Committee and entered in the separate Conflicts of Interests register.
46. A member of the Committee who makes a disclosure under this obligation must not be included in the quorum required for any decision after that disclosure. A member who makes a disclosure may only take part in deliberation or discussion (but not decision) relating to the transaction if:
 - a. a majority of the other members of the Committee and the Chair wish the member to do so, and
 - b. wherever and in whatever form such permission is given, this action must be reported via the minutes, along with the reason for the permission being granted and what any member said in any deliberation or discussion relating to the transaction concerned.

Confidentiality

47. Members must ensure that the confidentiality of Committee business is maintained. Meetings of the Committee, including agenda material and draft minutes, are confidential and members must ensure that Committee documents are kept secure, and confidentiality is maintained. Committee correspondence or papers can only be released with the approval of the Chair.
48. Members must not discuss the work of the Committee with people that are not Committee members, unless they have the permission of the Chair.

No surprises policy

49. There is a 'no surprises policy' with the Minister, which is a critical component of maintaining ministerial trust and confidence. To this end, the Committee is required to provide early warning of any relevant issues.

Media policy

50. If anyone is approached directly by the media, they should refer them to the Ministry in the first instance. The Ministry's communications manager will act on behalf of the Committee to ensure that the query is addressed appropriately.
51. In general, any media comment on behalf of the Committee will come from the Chair, unless the Chair delegates responsibility to a member. If the Chair requires media training, this should be raised at the earliest opportunity with the Secretariat.
52. In speaking to the media in their professional or personal capacity, members should make clear to the media that they are not speaking as a member of the Committee unless this is cleared with the Chair.

Official Information Act

53. The Committee's proceedings and advice are subject to the Official Information Act 1982 (OIA). This means that both correspondence with the Secretariat, and communication between members (on Committee business) can be requested by

members of the public.

54. The Chair will be advised when OIA requests are received and of the Ministry's and/or Minister's decision to release or withhold information.

Secretariat functions

55. Secretariat staff to support the Committee will be provided by the Ministry. The Secretariat will provide analytical, policy and administrative support to enable the Committee to provide timely high-quality advice to the Minister. The Secretariat's role includes:
- a. administrative activities associated with Committee business
 - b. planning and supporting the Committee meetings, including meetings with the Minister and Health NZ
 - c. drafting the Committee's advice and reports
 - d. commissioning on behalf of the Committee to support their work programme and inform advice.

Reviewing the Terms of Reference

56. These terms of reference will be reviewed at least once every three years. The Minister may, from time to time, amend, replace or revoke the Committee's terms of reference in accordance with the Healthy Futures Act.

END.

Ministerial Committee for Health Infrastructure

Terms of Reference

Background

1. The Health New Zealand (Health NZ) infrastructure portfolio is significant. Much of the health system infrastructure needs rapid repair, having an impact on health service delivery.
2. To strengthen physical health infrastructure project delivery and governance arrangements, while helping drive delivery and value for money from investment, the Minister of Health (the Minister) established a Ministerial Committee for Health Infrastructure (the Committee) under section 87 of the Pae Ora (Healthy Futures) Act 2022 (the Healthy Futures Act).
3. The Committee provides independent advice to the Minister on health infrastructure and exercises oversight functions in relation to Health NZ.
4. The terms of reference may be updated by the Minister at any time, by written notice to the Committee.

Purpose and objectives

5. The Committee's purpose is to provide national strategic oversight of Health NZ's infrastructure portfolio performance.
6. The Committee will have a primary objective of providing oversight and assurance of Health NZ's management and delivery of its capital portfolio for significant physical infrastructure projects of \$50 million capital costs and above, or any projects or programmes deemed by the Minister to be high risk.
7. The Committee will have a secondary objective of oversight over all projects, including those that are regionally delivered.

Key functions and tasks

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END.

Appendix Two: Letter to the Chair of the Ministerial Committee for Health Infrastructure

PROACTIVELY RELEASED

Hon Simeon Brown

Minister of Health
Minister for State Owned Enterprises
Minister for Auckland



Dr Margaret Wilsher
MWilsher@adhb.govt.nz

Dear Dr Wilsher,

Notification of Changes to the Terms of Reference for the Ministerial Committee for Health Infrastructure

I am writing to formally advise you of recent changes to the Terms of Reference for the Ministerial Committee for Health Infrastructure. These changes have been made to ensure the committee continues to operate effectively and remains aligned with the strategic priorities of the health sector.

The Terms of Reference have been updated to reflect changes in scope, clarify roles, and streamline governance processes.

A copy of the updated Terms of Reference is enclosed with this letter. Should you or the committee have any questions or require further clarification, officials from the Ministry of Health are available to provide support.

I would like to take this opportunity to thank you and the committee for your continued commitment and valuable contributions to improving health outcomes for New Zealanders.

Yours sincerely

Hon Simeon Brown
Minister of Health

Encl: Terms of Reference