



Mark Darrow
s 9(2)(a)

Dear Mark

Appointment as Chair and member of the Board of Health New Zealand – Te Whatu Ora

Thank you for your interest in serving as Chair of the Board of Health New Zealand – Te Whatu Ora (the Board).

I hereby appoint you as Chair and as a member of the Board for a three-year term commencing 1 May 2026 and ending 30 April 2029. Your appointment is made pursuant to section 28(1)(a) and clause (1)(1) of Schedule 5 of the Crown Entities Act 2004, and section 12(2) of the Pae Ora (Healthy Futures) Act 2022.

Health New Zealand transitioned from a Commissioner-led model back to a Board and the Board now enters a new phase focused on strengthening governance arrangements, sustaining financial discipline, and supporting delivery of Government priorities and improved health outcomes for all New Zealanders. As Chair you will play a critical role in leading the Board through this next phase.

The Board has an important role in upholding public service principles and values. Board members are bound by the *Code of Conduct for Crown Entity Board Members* (the Code) issued under the Public Service Act 2020. Consistent application of the Code is critical to ensure boards, and board members, conduct themselves in a way that maintains public trust and confidence. The Code can be found on the Public Service Commission – Te Kawa Mataaho website (www.publicservice.govt.nz).

I also expect Board members to participate in the Health New Zealand induction programme coordinated by the Ministry of Health (the Ministry). This induction supports members to understand their statutory duties, the wider health system context, and my expectations for Board performance and accountability. The Ministry will be in touch with details about the induction programme in due course. Please make yourself available to take part and encourage any new Board members to make themselves available as well.

Board fees

Cabinet has agreed to set an annualised fee of \$325,000 per annum for the Chair of the Health New Zealand Board. This reflects the scale, complexity, and time commitment of the role.

This annualised fee replaces the previous daily fee and day cap model for the Chair. Contingency days do not apply to the Chair role under this remuneration arrangement. The Deputy Chair and members of the Board continue to be remunerated on a daily fee basis. The fees for Health New Zealand Board members are as follows.

- Deputy Chair – \$2,000 per day for a maximum of 100 days per annum, with a further 50 days held in contingency.
- Members – \$1,750 per day for a maximum of 80 days per annum, with a further 30 days held in contingency.

Health New Zealand is expected to cover these fees from its current operational funding. Please note that a day is equivalent to eight hours. In the event the Deputy Chair or a member works longer than eight hours in a day, the additional hours worked should not attract extra payment for that day.

Board members should bring to their roles a spirit of service to the community and a desire to improve the health of New Zealanders.

In order to access the contingency days for the Deputy Chair or any member, you must make a written request to me as Minister of Health with a copy to the Ministry. This must be *prior* to the requested days being used by any individual member. I expect to receive, at a minimum, the following information to support any such request.

- A detailed breakdown of duties undertaken to date (broken down by month) and type of activity.
- Confirmation of board meeting/committee meeting attendance to date.
- An overview of what activity will be conducted through approval of the contingency days.

I expect you as Chair to maintain clear oversight of board member activity and to ensure that this is appropriately focused on governance activities. Board and committee work should be allocated across the full board membership to ensure an even distribution of effort.

As the fees for Health New Zealand Board members are an exception to CO (25) 2: *Cabinet Fees Framework for members appointed to bodies in which the Crown has an interest* (Fees Framework), I also expect Health New Zealand to provide the Ministry with detailed quarterly updates on the time spent on board activity by all members. This should be broken down by month and type of activity.

In late 2026, I expect Health New Zealand to support the Ministry to conduct a review of the necessary time requirements and fees for the Board. Fees from 2027 and out years will be informed by this review. There should be no expectations from the Board that the significant exceptions to the Fees Framework outlined in this letter will continue long term.

Crown Observer

In 2025, a Crown Observer was appointed to the Health New Zealand Board in accordance with section 61 of the Pae Ora (Healthy Futures) Act 2022. The Crown Observer's role includes observing Board decision-making processes, assisting those involved in Board meetings to understand Government priorities, and advising me as Minister of Health on matters relating to Health New Zealand and the Board's performance.

I expect you, as Chair, to support the effective functioning of the Crown Observer role, including ensuring timely access to relevant meetings, papers, and information, and to work constructively with the Crown Observer and the Chief Executive.

Expectations of you as Chair

My specific expectations of you in this role are set out in the Terms and Conditions and the Roles and Responsibilities documents attached to this letter. In addition, I expect that you will:

- provide strong leadership of the Board, with a clear focus on governance excellence, financial stewardship, and performance oversight
- support the continued strengthening of Health New Zealand's internal governance arrangements, including clear delegations and an effective governance–management interface
- ensure Board effort is appropriately focused on strategic and stewardship matters, and that responsibilities are well allocated across members
- work collaboratively with the Chief Executive, the Crown Observer, and the Ministry of Health to support delivery of Government priorities.

Please formally acknowledge your appointment by signing the attached memorandum and emailing it to appointments@health.govt.nz.

Thank you again and congratulations on your appointment.

Yours sincerely



Hon Simeon Brown
Minister of Health

Encl: Appointment Memorandum
Terms and Conditions of Appointment and Additional Information
Health New Zealand Chair – Roles and Responsibilities

Cc Audrey Sonerson, Director-General of Health,
audrey.sonerson@health.govt.nz
Dr Dale Bramley, Chief Executive, Health New Zealand,
dale.bramley@tewhatuora.govt.nz
Statutory Appointments and Integrity Services, Ministry of Health,
appointments@health.govt.nz

MEMORANDUM

To: Stasha Mason
Manager
Statutory Appointments and Integrity Services
Ministry of Health

Email: appointments@health.govt.nz

Subject: **Appointment as Chair and member of the Board of Health New Zealand – Te Whatu Ora**

From: Mark Darrow

1. I acknowledge my appointment as Chair and member of the Board of Health New Zealand – Te Whatu Ora pursuant to section 28(1)(a) and clause (1)(1) of Schedule 5 of the Crown Entities Act 2004, and section 12(2) of the Pae Ora (Healthy Futures) Act 2022 for a three-year term commencing 1 May 2026 and ending 30 April 2029.
2. I have read, understand, and agree to abide by the *Code of Conduct for Crown Entity Board Members* issued under the Public Service Act 2020.
3. I have read, understand, and accept the terms and conditions of my appointment.
4. I acknowledge the Minister's expectation that I actively participate in the Ministry-coordinated induction programme for Health New Zealand Board members.

Signed

Date