



## Corporate Governance Counsel

Team and Division	Reports to	Location	Date
Corporate Governance	Head of Governance, Sustainability & Executive Office	Wellington	February 2025

### OUR PURPOSE

Whakamana i te mauri hiko tū mai Aotearoa – Empowering the energy future for New Zealand.

### TEAM PURPOSE

The Governance, Sustainability & Executive Office team is responsible for the provision of an efficient and effective corporate governance service and a service to implement Transpower's Sustainability Strategy. This also includes:

- Management and enhancement the governance frameworks across the Transpower corporation and its wholly owned subsidiaries;
- Oversight and management of all legal advice within the domain of governance and sustainability;
- Development of corporate compliance framework;
- Managing the sustainability programme, setting direction and providing advice to enable the business to operate more sustainably;
- Administration of the Transpower Board and subsidiaries;
- Advising and supporting the Executive Leadership Team;
- Executive and administrative support services;
- Provide Secretariat support for Mana Wahine;
- Support Official Information Requests as required by gathering the information required and co-ordinating the response.

### ROLE PURPOSE

The Corporate Governance Counsel plays a key role:

- supporting the Head of Governance, Sustainability & Executive Office by providing regulatory-related advice and services, training, process improvement and education in relation to the Official Information Act, Ombudsman Act, State Owned Enterprises Act, Companies Act, NZX Listing Rules for Debtors, Financial Markets' Conduct Act, Owner's Expectations document and other general governance/compliance regulatory obligations;
- providing support to ensure corporate policies, which are the responsibility of the CEO Office and Corporate Governance, remain up-to-date and fit-for-purpose and comply with policy frameworks;
- maintaining and improving appropriate systems and processes to ensure all Official Information Act requests are dealt with to a uniformly high standard and meet requirements;
- delivering the Official Information Act process, including overseeing collation of information, advising on release/withholding of information, and preparing the responses, obtaining internal approvals, and managing correspondence with the requestors;
- supporting the Head of Governance Sustainability & Executive Office in managing the conflicts of interest framework and associated declared interests, and oversight and coordination of Transpower's response to government and sector-led consultation
- supporting the Head of Governance, Sustainability and Executive Office and wider Sustainability team on regulatory matters;
- supporting the Privacy Officer on the management of the Privacy framework, including in respect of reporting; and



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- if capacity allows, and need arises, advising on legal matters as capacity support for the Legal Team.

## KEY CUSTOMERS AND STAKEHOLDERS

*Internally you will work with:*

- Executive General Manager Strategy, Regulation & Governance (who is also the General Counsel & Company Secretary)
- Governance, Sustainability & Executive Office team
- Corporate Services division
- Executive Leadership Team
- Senior leaders across Transpower

*External*

- Transpower's Board
- Companies Office
- Ombudsman's Office
- Electricity Authority
- Commerce Commission
- NZX
- Financial Markets Authority
- Ministry of Business, Innovation and Employment
- Government and stakeholders

## WHAT YOU ARE EXPECTED TO DELIVER

### ***Governance and regulatory compliance***

- Provide services to maintain and improve appropriate systems and processes to ensure all Transpower Official Information Act (OIA) requests are dealt with to a uniformly high standard, according to the State Sector and OIA requirements.
- Ensure that all OIA requests are managed in a timely manner and the right stakeholders are engaged in the process.
- Act as "point of contact person" for any OIA requests;
- Deliver the Official Information Act process, including overseeing collation of information, advising on release/withholding of information, and preparing the responses, obtaining internal approvals, and managing correspondence with the requestors.
- Provide advice and support to ensure delivery of Official Information Act, Ombudsman Act, State Owned Enterprises Act, Companies Act, NZX Listing Rules for Debtors, Financial Markets' Conduct Act, Owner's Expectations document and other general governance/compliance regulatory obligations for Transpower.
- Provide advice and support on NZX disclosures to ensure the disclosures are managed effectively and efficiently as required and maintain a continuous disclosure register as required under the Financial Markets Conduct Act.
- Provide advice and maintain Transpower's Conflict of Interest framework, associated register and support the management and monitoring of particular conflicts of interest.
- Provide support to the Head of Governance, Sustainability & Executive Office ensure Corporate Governance and CEO office corporate policies remain up to date and fit for purpose, and other corporate policies comply with the corporate policies framework policy.
- Supporting the Privacy Officer on the management of the Privacy framework, including in respect of reporting.



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- Provide advice on compliance and regulatory obligations associated with sustainability and climate change matters for Transpower, including in relation to Climate Statement and greenhouse gas emissions reporting.
- Ensure, through the maintenance of a relevant register and other relevant activity the transparency and coordination of Transpower's response to government- and sector-led consultation.

### ***Governance Advice, Process and Education***

- Providing corporate governance advice, services and guidance on Transpower Board and Executive Leadership Team matters.
- Development and provision of internal training and education on corporate governance-related matters.
- Support the development and provision of internal training and education on such regulatory matters.

### ***Positive Team Contribution***

- Consistently demonstrate Transpower's behaviours.
- Encourage and support the immediate and wider team and divisions to deliver our strategic priorities.
- Proactively identify and drive continuous business improvement.
- Seize on the job learning opportunities.
- Team up to build enterprise-wide knowledge, cohesion and appreciation.
- Be part of creating a culture of constructive feedback across all levels.
- Perform other duties as required.

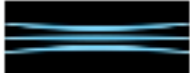
### ***Maintain Transpower's Health and Safety Culture***

- Knowledgeable about Transpower's Health and Safety policies and procedures
- Know how to apply Health and Safety principles to achieve a safe and positive working environment.
- Take personal responsibility for one's own health and safety and that of other employees and relevant stakeholders.
- Take appropriate action to deal with workplace hazards and incidents in ways that comply with Health and Safety policies, procedures, systems and best practice.
- Strive for continual improvement in Health and Safety performance.
- Positively contribute to delivering a safe, zero harm workplace.

## **KNOWLEDGE, SKILLS, EXPERIENCE**

### ***Essential***

- Experience in providing legal services in a complex commercial or regulatory environment.
- Proven ability to operate as a trusted advisor applying the highest ethical standards to critical and sensitive information.
- Demonstrated ability to exercise discretion good independent judgment.
- Exceptional communication skills – verbal and written and superior interpersonal skills at all levels.
- Excellent relationship management skills.
- Demonstrated ability to build up and maintain a network of support throughout an organisation.
- Demonstrated experience at achieving results through others who are not under your direct authority or management.



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- Understanding of the machinery of government and political processes.

### *Desirable*

- Understanding/experience of energy sector, state-owned enterprises, or a highly regulated environment.
- Working knowledge of the Companies Act and Company constitutional frameworks.
- Working knowledge and experience in the Official Information Act.
- Working knowledge of and experience in continued disclosure environments and NZX listing rule requirements and the Financial Markets Conduct Act.

## EDUCATION/QUALIFICATIONS

### *Essential*

- LLB or a relevant tertiary qualification and/ or experience.
- A current practising certificate in New Zealand or an ability to secure and maintain a practising certificate.

## LIVING OUR BEHAVIOURS

The behaviours we exhibit at Transpower have a direct impact on our ability to achieve our goals. As with all roles at Transpower, you'll live and breathe our Behaviours. Our behaviours are that when we work with each other, our customers, communities and the land we are ***Nimble and Considered, Inclusive and Decisive, Courageous and Caring*** to keep the lights on, and empower our energy future, for New Zealand.