# **TERMS OF REFERENCE FOR THE INDEPENDENT GOVERNANCE REVIEW OF THE ROYAL NEW ZEALAND FOUNDATION OF THE BLIND**

4 August 2025

## **Purpose**

The purpose of the independent governance review (the **Review**) of the Royal New Zealand Foundation of the Blind (**RNZFB**) is to consider whether the current governance structure is fit for RNZFB’s purpose and whether the Constitution reflects the diversity and needs of the RNZFB community.

## **Context**

The purpose of the RNZFB is to connect, educate, equip, and support New Zealanders who are blind, deafblind, or have low vision, to be independent and self-reliant and do the things they need and want to in life.

Our current governance structure is that of an incorporated society, with a Board of Directors elected by clients who have chosen to become members of the society. It was adopted by members in 2003 to reflect changes in disability philosophy at the time and allow blind, deafblind and low vision people to collectively shape the specialised services they receive from the RNZFB.

However, over the last five years, the RNZFB Board has received feedback from some sectors in the community who feel unrepresented. There has been a call for the RNZFB Constitution to be more reflective of Te Tiriti o Waitangi, and the principle of co-governance, and for better representation of tāngata whenua, young people and Pasifika.

Previous independent reviews undertaken by the Board have concluded that we should rely on democracy to produce the Board we need. However, we have heard from some stakeholders that democracy alone cannot be relied on to deliver the desired level of diversity on the Board and may not deliver a Board with the correct skillsets. In addition, changes to the incorporated societies model implemented by the Incorporated Societies Act 2022 raise questions about whether the incorporated society model remains appropriate.

The Review is an important and necessary step to understand whether the RNZFB governance structure is fit for purpose.

The Board has appointed a team from law firm Simpson Grierson, led by Sally McKechnie, Partner, as the Independent Reviewers (the **Reviewers**) to conduct the Review.

## **Scope of Review**

The review will involve targeted engagement with our community, to consider, make findings, and report on the following:

* Whether the RNZFB governance structure sufficiently reflects the leadership and aspirations of the blind/low vision community, or whether formal co-governance should be considered.
* Whether the purely elected model of the Board is fit-for-purpose, with a specific consideration of diversity or sectorial representation of tāngata whenua, youth, parents of vision impaired children, young adults, and Pasifika.
* Whether the recognition and implementation of Te Tiriti o Waitangi/the Treaty of Waitangi in the RNZFB constitution and at the governance level is appropriate.

Considering the engagement and findings of the above matters, and governance best practice, the Review will subsequently make findings and recommendations regarding the future governance model of the RNZFB, including whether the incorporated society model remains fit for purpose.

## ***Out of Scope***

The Review will be focused on the RNZFB’s governance structure and constitution. It will not consider operational decisions, or decisions relating to funding. The Review will not be investigating, or making any findings or comment on the conduct, performance, or competence of any current or previous Board member of the RNZFB.

## **Approach and Methodology**

The Reviewers will conduct both targeted and wider consultation with stakeholders to assist with its findings and recommendations. The Reviewers will ensure that consultation is safe, and accessible.

The Reviewers will examine all relevant policies and any other material relevant to the Terms of Reference. This includes the 2017 independent review of the RNZFB Constitution undertaken and led by Andrew Beatson (Partner, Bell Gully) in collaboration with a working group.

The Review will be conducted independently of the RNZFB Board. However, the Reviewers will meet with the RNZFB Board Steering Committee throughout the course of the Review to provide updates on the process of the Review, key findings, and potential options for governance changes. All final recommendations will reflect the views of the Reviewers, based on an independent assessment of consultation, relevant New Zealand law, and best practice for good governance.

The report will be provided to key stakeholders after it has been presented to the Board.

## **Confidentiality and Protection of Privacy**

All personal information collected through the Review is subject to an obligation of confidence.

In order to identify the sectors of the community engaged with and to reflect their feedback, these groups will be identified in the final report. However, individuals may request to provide feedback anonymously or to be anonymised in any reporting.

The Review will be conducted in a manner consistent with procedural fairness and if required, the principles of natural justice.

## **Deliverables**

The Reviewers will provide a final report against the matters within the scope of the Terms of Reference by 1 December 2025 to the RNZFB Board.

The Board Steering Committee may agree with the Reviewers to extend the timeframe for the final report, if necessary to achieve the objectives of this Review.

These Terms of Reference are approved and signed by:



Clive Lansink

Chair



Greg Hurn

Chief Operating Officer