



Dr Barbara Disley
s 9(2)(a)

Dear Barbara

**Appointment as Chair of the Board of the Mental Health and Wellbeing Commission –
Te Hiringa Mahara**

Thank you for your continued willingness to serve on the Board of the Mental Health and Wellbeing Commission – Te Hiringa Mahara (the Board).

I am pleased to inform you that the Governor-General has appointed you as Chair of the Board, pursuant to section 28(1)(b) of the Crown Entities Act 2004 (CE Act), for a term of office commencing 10 July 2026 and ending 26 October 2030.

As Chair, you have a key leadership role in ensuring the Board upholds public service principles and values and operates effectively in the public interest. 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 expect that you will continue to maintain appropriate separation between your role as Chair of the Board and your role on the Mental Health and Addictions Assurance Group and appropriately manage any potential conflicts that may arise.

I also expect Board members to participate in the induction programme for specialist Crown entities coordinated by the Ministry of Health. This induction supports members to understand their statutory duties, the wider health system context, and my expectations for Board performance and accountability. Please encourage any new or existing Board members who have not already taken part in this induction to make themselves available the next time the Ministry runs the programme.

Attached to this letter are the Board's Terms of Reference and Chair Roles and Responsibilities document, including the terms and conditions of your appointment. Your remuneration will be set by the Remuneration Authority.

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

Congratulations on your appointment. I am confident that you will make a valuable contribution to better and equitable mental health and wellbeing outcomes for people in New Zealand.

Yours sincerely

Hon Matt Doocey
For **Minister of Health**

Encl Terms of Reference
 Chair Roles and Responsibilities
 Appointment Memorandum

Cc Karen Orsborn, Chief Executive, Mental Health and Wellbeing Commission,
 karen.orsborn@mhwc.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 the Chair of the Board of the Mental Health and Wellbeing Commission – Te Hiringa Mahara**

From: Dr Barbara Disley

1. I confirm I have received a copy of the Board's Terms of Reference including the terms and conditions of my appointment to the Mental Health and Wellbeing Commission – Te Hiringa Mahara.
2. I acknowledge my appointment as the Chair of the Board of the Mental Health and Wellbeing Commission – Te Hiringa Mahara pursuant to section 28(1)(b) of the Crown Entities Act 2004, for a term of office commencing 10 July 2026 and ending 26 October 2030.
3. 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.
4. I have read, understand and accept the terms and conditions of my appointment and note that my remuneration will be set by the Remuneration Authority.
5. I acknowledge the Minister's expectation that new and existing Board members who have not already taken part in the Ministry-coordinated induction programme for specialist Crown entities, should do so when the Ministry next runs this programme.

Signed

Date



Dr Kelly Feng
s 9(2)(a)

Dear Kelly

**Appointment to the Board of the Mental Health and Wellbeing Commission –
Te Hiringa Mahara**

I am pleased to inform you that the Governor-General has appointed you as a member of the Board of the Mental Health and Wellbeing Commission – Te Hiringa Mahara (the Board) pursuant to section 28(1)(b) of the Crown Entities Act 2004 (CE Act), for a five-year term of office commencing 10 July 2026 and ending 9 July 2031.

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 induction programme for specialist Crown entities coordinated by the Ministry of Health. This induction supports members to understand their statutory duties, the wider health system context, and my expectations for Board performance and accountability. Please make yourself available the next time the Ministry runs the programme.

Attached to this letter are the Board's Terms of Reference and Member Roles and Responsibilities document, including the terms and conditions of your appointment. Your remuneration will be set by the Remuneration Authority.

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

Congratulations on your appointment. I am confident that you will make a valuable contribution to better and equitable mental health and wellbeing outcomes for people in New Zealand.

Yours sincerely

Hon Matt Doocey
For **Minister of Health**

Encl Terms of Reference
 Member Roles and Responsibilities
 Appointment Memorandum

Cc Karen Orsborn, Chief Executive, Mental Health and Wellbeing Commission
 karen.orsborn@mhwc.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 a member of the Board of the Mental Health and Wellbeing Commission – Te Hiringa Mahara**

From: Dr Kelly Feng

1. I confirm I have received a copy of the Board's Terms of Reference including the terms and conditions of my appointment to the Mental Health and Wellbeing Commission – Te Hiringa Mahara.
2. I acknowledge my appointment as a member of the Board of the Mental Health and Wellbeing Commission – Te Hiringa Mahara pursuant to section 28(1)(b) of the Crown Entities Act 2004, for a five-year term commencing 10 July 2026 and ending 9 July 2031
3. 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.
4. I have read, understand and accept the terms and conditions of my appointment and note that my remuneration will be set by the Remuneration Authority.
5. I acknowledge the Minister's expectation that I will participate in the Ministry coordinated induction programme for specialist Crown entities.

Signed

Date

Terms of Reference for Te Hiringa Mahara | Mental Health and Wellbeing Commission Board members

Context

Te Hiringa Mahara | Mental Health and Wellbeing Commission (Te Hiringa Mahara) is established through the Mental Health and Wellbeing Commission Act 2020 (MHWC Act) and is an independent Crown entity for the purposes of section 7 of the Crown Entities Act 2004 (the CE Act).

Terms and conditions of appointment

Members of the Board of Te Hiringa Mahara (the Board) are appointed by the Governor General under section 28(1)(b) of the CE Act on the recommendation of the Minister of Health. As members of an independent Crown entity, remuneration arrangements for the Chair and members are set by the Remuneration Authority.

The effective dates of member appointments are set out in their appointment letters. Members may hold office for a term not exceeding five years as per section 32(1)(b) of the CE Act. Members may be reappointed. Should a member's term expire they will continue in office until:

- the member is reappointed, or
- the member's successor is appointed, or
- the Minister of Health informs the member by written notice that the member is not to be reappointed and no successor is to be appointed at that time.

Any member of the Board may at any time resign as a member by advising the Minister of Health in writing.

Under section 39 of the CE Act the Governor-General may, at any time for just cause, on the advice of the Minister of Health given after consultation with the Attorney-General, remove a member of the Board from office, by written notice to the member (with a copy to the Board). The notice must state the date on which the removal takes effect, which must not be earlier than the date on which the notice is received and state the reasons for removal.

Under section 40 of the CE Act 'just cause' is defined as including misconduct, inability to perform the functions of office, neglect of duty, and breach of any of the collective duties of the board or the individual duties of members (depending on the seriousness of the breach).

Board composition

The Board will consist of three to seven members, including a Chairperson (Chair).

Members are required to possess the appropriate knowledge, skills, and experience to carry out their role. Collectively, the members of the Commission should:

- have knowledge, understanding and experience of:
 - te ao Māori (Māori world view), tikanga Māori (Māori protocol and culture), and whānau-centred approaches to wellbeing
 - the cultural, economic, educational, spiritual, societal, environmental, and other factors that affect people's mental health and wellbeing
 - mental health services and addiction services
 - public health approached and population health approaches to improving health outcomes
 - improving overall system performance
- have personal experience of mental distress
- have personal experience of addiction.

Objective and powers

The objective of the Te Hiringa Mahara is to contribute to better and equitable mental health and wellbeing outcomes for people in New Zealand.

Te Hiringa Mahara has the power to:

- publicly report on any matters concerning the mental health and wellbeing of people in New Zealand
- make recommendations to any person (including any Minister) on any matters concerning mental health and wellbeing
- obtain information in accordance with sections 14 to 16 of the MHWC Act.

Functions and approach

Te Hiringa Mahara will:

- assess and report publicly on the mental health and wellbeing of people in New Zealand
- assess and report publicly on factors that affect people's mental health and wellbeing
- assess and report publicly on the effectiveness, efficiency, and adequacy of approaches to mental health and wellbeing
- make recommendations to improve the effectiveness, efficiency, and adequacy of approaches to mental health and wellbeing
- monitor mental health services and addiction services and advocate improvements to those services
- promote alignment, collaboration, and communication between entities involved in mental health and wellbeing
- advocate for the collective interests of people who experience mental distress or addiction (or both), and the people (including family and whānau) who support them.

Te Hiringa Mahara will not be required to investigate or advocate individual incidents or cases. If it becomes aware of such cases requiring consideration, it will refer these to the appropriate agencies, for example, the Health and Disability Commissioner or other relevant authorities.

In carrying out its functions, Te Hiringa Mahara will have particular regard to the experience of, and outcomes for, Māori. Te Hiringa Mahara also must ensure that it has effective means of seeking the views of Māori and those Groups identified in Schedule 2 of the MHWC Act.

Te Hiringa Mahara must also have regard to:

- available evidence
- the cultural economic, educational, spiritual, societal, environmental, and other factors that affect people's mental health and wellbeing
- actions undertaken that (or could be undertaken to):
 - promote positive mental health and wellbeing
 - build resilience and prevent poor mental health and wellbeing
 - identify and respond to people experiencing poor mental health and wellbeing, and the persons (including family and whānau) who support them.

Member duties and responsibilities

Members should be familiar with all relevant legislation, and in particular the MHWC Act, the CE Act, the Public Finance Act 1989 and the Public Records Act 2005. In particular, I draw your attention to sections 9 to 11 of the MHWC Act and sections 25 to 26 and 49 to 61 of the CE Act. These provisions describe the functions, duties and powers of Te Hiringa Mahara, the Board's role, accountability of members to the Minister, and the collective and individual duties of Board members.

It is also important that you read and understand Schedule 5 to the CE Act. This schedule details Board procedure.

Members must ensure that they do not let advocacy of particular interests override or undermine their responsibilities or duties as members of the Board.

Members must keep themselves familiar with the duties and obligations of their position at all times. This includes the requirements set out under sections 49 to 52 of the CE Act for the board to collectively:

- act consistently with Te Hīringa Mahara objectives, functions, statement of intent and statement of performance expectations
- ensure Te Hīringa Mahara functions are performed efficiently and effectively, in a manner consistent with the spirit of service to the public, and in collaboration with other public entities where practicable
- operate in a financially responsible manner.

As Crown entity Board members, members of Te Hīringa Mahara are directly accountable to the Minister of Health for their performance. Appointment as a member is made pursuant to section 28(1)(b) of the CE Act. As a member of the Board, you will be expected to:

- communicate and engage with other Board members in a constructive manner
- support the Chair and Deputy Chair
- prepare in advance for meetings and other duties
- demonstrate your commitment to the Board by attending all Board and committee meetings (where relevant)
- comply with the Board's code of conduct or operating principles, and uphold the Board's vision and values
- be informed about the operating environment of Te Hīringa Mahara
- be committed to the Board's continual improvement through participating in member self-assessment processes
- undertake ongoing professional development and education (where relevant)
- adhere to the 'no surprises' policy outlined below.

All Board members are also expected to conduct themselves in line with 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 that public trust and confidence in entities can be maintained. The Code can be found on Te Kawa Mataaho | Public Service Commission's website (www.publicservice.govt.nz).

Section 9 of the MHC Act sets out additional collective duties of the Board. The Board must ensure Te Hīringa Mahara maintains systems and processes to ensure that, for the purpose of carrying out its functions, it has the capability and capacity to:

- uphold the Treaty of Waitangi (Te Tiriti o Waitangi) and its principles
- engage with Māori and understand the perspectives of Māori.

Sections 53 to 57 of the CE Act require individual members to:

- comply with the MHC Act and the CE Act
- act with honesty and integrity
- act in good faith and not at the expense of Te Hīringa Mahara interest
- act with reasonable skill, diligence and care
- not disclose information gained in their capacity as a member (see also the 'Conflicts of interest and the duty not to disclose information' section below).

In order for Te Hīringa Mahara to operate effectively, Board members must maintain the confidence of Te Hīringa Mahara, including maintaining confidentiality of matters discussed

at meetings, and any information or documents (not otherwise publicly available) provided to it.

No surprises approach

The 'no surprises' policy is a critical component of maintaining ministerial trust and confidence in your Crown entity. To this end, I ask that you provide your Chair with early warning of any relevant issues before they arise, so that these can be dealt with further if necessary.

A 'no surprises' way of working is not intended to interfere with a Crown entity's independent functions, nor with Boards' operational responsibilities. Rather, it covers circumstances where it is prudent for a Crown entity to disclose to the Minister issues that may require a Ministerial response, are possibly considered contentious, or which may attract wide public interest (be it positive or negative). Open and effective communication between the Board and the Ministry and the Minister of Health is vital to building strong relationships, while maintaining clear lines of accountability.

Conflicts of interest and the duty not to disclose information

I draw your attention to the disclosure of interest provisions in section 62 of the CE Act. It is important for all members to have a thorough working knowledge of these provisions.

Please ensure that the conflict of interest statement you provided in your declaration form is entered into the Board's interest register. You must also ensure that any relevant change in your circumstances that affects a matter disclosed in the statement is entered into the Board's interest register as soon as practicable after the change occurs.

In undertaking the appointment process for this role, I also expect you to have fully evaluated the extent of your conflicts of interest (if any) and considered how you intend to manage them in a legal, ethical and good practice sense. It is important that any conflicts of interest you may have are not so great that they compromise the confidence placed in you, or prevent you from making an effective contribution to the Board.

It is absolutely essential that conflicts of interest are appropriately declared and managed. Simply declaring a conflict of interest in itself does not amount to the effective and appropriate management of that conflict. I expect you to assist in ensuring an environment exists around the Board table where conflicts of interest can be discussed and managed both transparently and effectively. Failing to manage conflicts of interest in this way reduces New Zealanders' trust and confidence in the health system.

Conflicts of interest (either real or perceived) can be exacerbated by the inappropriate use of information. A member who wrongly uses or discloses information that they have access to through their position on the Board jeopardises my confidence in the Board and ultimately the confidence of the public. As outlined earlier, the duty not to disclose information is one of the individual duties owed by members (section 57 of the CE Act). Members who fail to comply with their duties may be removed from office.

Public statements

Only the Chair and the Chief Executive are authorised to comment publicly on matters connected with Te Hīringa Mahara, and where appropriate, the Chair will advise the Minister of Health in advance. The Chair may delegate comment to other members.

Indemnity

There is an exclusion of liability provision in section 121 of the CE Act that applies to you where you have acted in good faith and with reasonable care in pursuance of your duties as a Board member. To the extent that you consider it necessary in light of section 121, you should make your own arrangements for professional indemnity insurance to cover your work as a member of the Board.