

**Appointment of an Independent Director  
Copyright Licensing New Zealand  
August 2021**

***The Organisation***

**Copyright Licensing New Zealand (CLNZ)** is jointly owned by the Publishers Association of New Zealand, Te Rau o Tākupu (PANZ) and the New Zealand Society of Authors Te Puni Kaituhi o Aotearoa (PEN NZ) Inc (NZSA). The only New Zealand member of the International Federation of Reproduction Rights Organisation (IFFRO), CLNZ is part of a global network that represents the interests of authors and publishers internationally. CLNZ's tailored licensing solutions allow education organisations, businesses and government departments to copy, scan and share from copyright protected material including books, magazines, journals and periodicals; beyond what is permitted by the [Copyright Act 1994](#). In 2018, CLNZ commenced working with Aotearoa [Visual Artists](#) to deliver licensing solutions for the reproduction of artworks.

CLNZ values inclusion and diversity. As a New Zealand organisation, our aim in all of our activities is to be inclusive of all of the diverse people of Aotearoa, and to welcome and demonstrate respect, fair treatment and care for the people who work with us and who use the services we offer.

CLNZ is a non-profit limited liability company. A small percentage of revenue is set aside each year in a [Cultural Fund](#) and a [Legal Reserve Fund](#). The balance of the net proceeds from licensing schemes is distributed to copyright owners whose material has been copied under licence.

CLNZ also undertakes lobbying with government for effective copyright legislation and takes action on behalf of copyright owners whose rights have been infringed.

***The Board***

The Board comprises 6 Directors and a Board Intern. Two directors are appointed in consultation with NZSA, two are appointed in conjunction with PANZ and 2 are appointed by the CLNZ Board as Independent Directors. The first appointment of a Board Intern was made in May 2021.

This appointment process is being undertaken by the Board to find a suitable candidate to replace a current independent director whose term on the Board is due to end in December 2021. The new appointee will attend their first CLNZ Board meeting in February 2022, having completed an induction process prior to that date.

***Strategic Requirements for Directors***

A copy of CLNZ's current strategic plan is attached. The Company's goals to 2023 are:

- Rights** services that enable New Zealand creators to record and manage their copyright, be paid when their work is used by other and advocate for © that works for New Zealand creators
- Licence** generating revenue for rightsholders through services that are efficient and accessible for licensees

**Promote** support our creative people by providing information on rights and licensing that makes doing the right thing easy

**Develop** we are an organisation that people want to work for and work with, constantly looking to improve in all aspects of our business

### ***The Role of the Board***

The Board's work is guided by the [Board Charter](#) and governance best-practice.

In particular, the Board's role is:

1. To ensure compliance with the *Objects and Powers* as outlined in company's [constitution](#), including:
  - Business direction and performance;
  - Financial matters;
  - Risk management & compliance including Health & Safety; and
  - Corporate governance.
2. To support the business to achieve corporate and financial goals, including:
  - Advise, support and guide the business to develop strategy and achieve business objectives, including revisiting the company strategy on a regular basis;
  - Through Board working group activities, strengthen governance and assist development of strategic business processes;
  - Ensure strategy drives performance by directing for change and evaluating the impact of strategic decisions based on performance;
  - Manage expense to targets, by monitoring performance against annual plans and budgets;
  - Achieve revenue and surplus targets; and
  - Be an employer of choice.
3. To add value to the business by:
  - Ensuring positive relationships with stakeholders and shareholders are maintained, and their requirements are met;
  - Assessing operating and financial conditions against forecasts;
  - Making key decisions in a timely manner
4. To implement a protocol at Board meetings, which enables an appropriate balance in the agenda between strategic thinking and planning, with business outcomes and identified success criteria.
5. Engage in regular strategic thinking discussions, including exploring emerging issues and opportunities.
6. To monitor the quality and effectiveness of information presented to the Board, including Board papers, presentations and reports on a regular basis.
7. To monitor the induction and integration of new Directors, and the engagement of all Directors in development and training.
8. To document, within engagement letters or otherwise, role and responsibility statements for Directors, Working Group Chairs, CE and the Chair, to be reviewed regularly. This will involve

reviewing key performance indicators against which to measure Board performance, including on-going discussion about the role of Directors, expectation of performance and the contribution the Board can make in driving the growth of CLNZ with vision and strategy.

9. To invite key senior staff and subject matter experts to Board and Working Group meetings to improve the organisation's level of engagement with the Board and to provide the Board with current and relevant data to inform discussions and decision-making.
10. Review the Board Working Group structure, including:
  - The effectiveness of the Chairs;
  - Committee membership;
  - Frequency of meetings; and
  - Reporting mechanisms.
11. Safeguard the interests of stakeholders by responsible stewardship of Distributable Funds, the Cultural Fund and the Legal Reserve Fund.
12. To approve the risk management strategy, including determining the level of risk that the Company is willing to accept.

#### ***Individual Director Objectives***

1. Regular attendance at Board and Working Group meetings the Director is eligible to attend;
2. Active participation in Board meetings by bringing insight to Board deliberations;
3. Demonstrate the required governance expertise for the role and a good grasp of the major risks and issues facing CLNZ;
4. Consider alternate views, along with available information and advice;
5. Contribute to the overall strategy and direction of CLNZ; and
6. Contribute to Board cohesion and good working relationships.

#### ***Director Candidate Criteria for this Appointment***

The Board requires a diverse mix of personal traits, industry experience, and skillsets from its directors that support delivery of the organisation's strategy. Applicants for this position will be considered against these criteria. It is not expected that any individual director will possess all of the required criteria, rather that the entire board composition will include a matrix of the required criteria of personal traits, industry experience, and skillsets.

The competency criteria have been rated as either: Required (must have) or Desirable (nice to have).

<b>Personal Traits</b>	<b>Required</b>	<b>Desirable</b>
Leadership Facilitation – the ability to inform and brief fellow directors on current matters of importance to writers and the ability to lead constructive and timely discussion and debate, drawing on the expertise of the board, to review strategies.	x	
Business acumen –a strong understanding of the fiduciary and financial aspects of the board’s responsibilities.	x	
Integrity – fulfilling a director’s duties and responsibilities, acting ethically, having appropriate independence, putting the company’s interests first, as required by the Companies Act and the CLNZ Constitution	x	
Collegial communicator – the ability to build an effective working relationship with the other directors and to engage and communicate with all stakeholders.	x	
Emotional intelligence –self-awareness and self-management	x	

<b>Skills and Expertise</b>	<b>Required</b>	<b>Desirable</b>
Strategic Planning	x	
Risk Management	x	
Commitment to the success of Aotearoa’s creative industries	x	
Commercial governance experience	x	
Customer Engagement in technology-led businesses		x
Digital technology strategy, transformation and implementation in business operations	x	
Experience as a Board Chair		x

<b>Industry Experience</b>	<b>Required</b>	<b>Desirable</b>
Understanding of the business-models of intellectual property-based companies and individuals		x
Content creator		x
Broad understanding of the publishing industry and/or education sector		x

<b>Competencies - General</b>	<b>Required</b>	<b>Desirable</b>
Brings a fresh, diverse perspective to the Board’s work	x	
Direct or indirect exposure to the operations of government via lobbying, submissions or other		x
An understanding of the principles of the Treaty of Waitangi – particularly as they relate to New Zealand business practice		x