

TERMS OF REFERENCE FOR THE COOK ISLANDS ENERGY DELIVERY PROJECT STEERING GROUP (PSG)

About this document

This document specifies the terms of reference for the Project Steering Group (PSG) for the effective delivery of renewable energy projects in the Cook Islands, being completed under the direction of the Cook Islands Government and its partners.

PSG members are required to be familiar with the content of this TOR and to be particularly aware of the content that relates to their responsibilities.

This TOR describes the functioning of the PSG that has been established to provide governance and direction to a specific set of projects in the Cook Islands renewable energy sector that is being funded by the Government and respective development partners. This TOR should be read and considered alongside other relevant and associated documents that further describe and support the Cook Islands progress towards its renewable energy targets.

Role of the PSG

The PSG will embody the principles and objectives of the Cook Islands and its development partners in the energy sector. In doing so, the PSG will provide governance, leadership, and direction to the Project Management Unit (PMU) and their delivery team(s) for specific projects completed by the Cook Islands Government in collaboration with its development partners in the energy sector.

The PSG will consist of up four representatives of the Cook Islands Government and up to three representatives of the New Zealand Government and the Asian Development Bank.

Collectively, the PSG's role is to:

- Take responsibility for the overall direction and governance of the project within the constraints set out by this TOR;
- Be accountable for the success or failure of the projects under its authority;
- Champion the principles of the Cook Islands energy partnerships;
- Make timely decisions, and address and resolve any outstanding issues and disputes;
- Authorise all major plans and resources;
- Approve completion of each phase and authorise start of the next stage;

- Authorise any deviations that will exceed or are expected to exceed or deviate from agreed plans;
- Provide unified direction, leadership and support to the PMU, the Project Manager and their delivery teams;
- Manage and align the PSG's interface with the parties' respective stakeholders through clear communication.

For clarity, individual projects, or groups of projects, will be managed by the Project Management Unit(s), under a separate management structure, which will have direct lines of communication with the PSG. The PMU will manage the construction and day to day implementation of projects.

The role of the PSG is therefore characterised by providing direction, governance, and delegating rather than operational management or implementation.

ESTABLISHMENT OF THE PSG

Members of the PSG will be appointed based on the following characteristics:

Authority – members need to be of sufficient seniority and status, as well as a mandate, to make strategic decisions on behalf of their principal or stakeholder.

Credibility – in order to direct the project, members of the PSG will be highly credible representatives of their respective stakeholders.

Delegation – a key part of the PSG's role is to ensure that the PMU has sufficient 'space' to manage the project on a day to day basis, and that the PSG is functioning at a strategic and governance level, not at an operational level (which is the responsibility of the PMU).

Availability – Members need to be available to attend meetings, make decisions and provide direction to the PMU.

SUPPORT/ADVICE TO THE PSG

From time to time, PSG members may consider it necessary to draw on specialist or technical advice from outside of the PSG in order to facilitate their collective decision making. Such support or advice will be sought on an 'as needed' basis and will inform PSG discussions and decisions.

It is anticipated that this will include, but not be limited to, support and advice relating to technical aspects of the projects, and to key factors influencing the enabling environment in which the projects are being implemented.

This may include inviting external advisors to provide written advice or participate in PSG meetings.

PSG MEETINGS

The PSG must be set up and operated in a manner that provides timely and informed decision making. This will be achieved through a regular schedule of meetings, tight controls, and clear decision making processes. Meetings may commence on a weekly or fortnightly basis as required.

The Project Manager will provide full secretariat support to the PMU. This includes:

- Writing and distributing meeting agendas;
- Recording minutes and record of action items, and distributing these to the PSG within two days of meeting;
- Maintaining a register of decisions made by the PSG;
- Providing necessary logistical support to the PSG;
- Providing necessary logistical support to the Chair of the PSG.

PSG MEETING PROCEDURES AND PROCESSES

PSG meetings will be chaired by a representative of the Cook Islands Government.

The PSG will operate as a responsive body that receives and reviews update reports that the PMU will table prior to each meeting.

PSG members are expected to have reviewed and analysed reports and meeting documentation in advance of meetings, in order to facilitate productive, focused, decision-oriented meetings.

Update reports will contain a list of recommendations for review and validation, or decisions to be made by the PSG.

PSG meetings will operate by all parties being committed to ensuring that all decisions are founded on good evidence.

Decisions are made by consensus. In the event that a consensus cannot be reached by the PSG, the issue(s) will be referred to another authority representing the members of the PSG.

PSG members can participate in PSG meetings remotely, either by video or tele-conference.

At least two representatives from each partner is required for the PSG to have a quorum.

In the event that a PSG is not able to attend, the member may nominate a suitable alternate to represent them at that PSG. Alternates may assume full authority and decision making mandate.

FREQUENCY OF PSG MEETINGS

The PSG will agree to a schedule of meetings depending on the demand to meet. The PSG is encouraged to meet regularly on a fortnightly basis.