



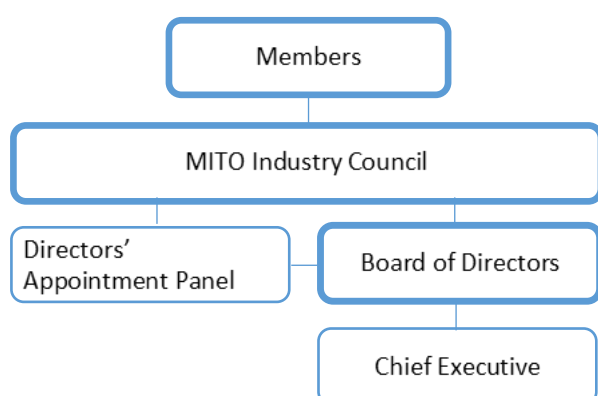
PROPOSED MITO GOVERNANCE MODEL

Background

The MITO Board of Directors are acutely aware that effective stakeholder engagement is fundamental to the continuing success of an ITO. We are exploring opportunities to maximise pan-industry engagement and participation in governance.

Proposed MITO Governance Model

One option that has been proposed is a two-tier governance model comprising an Industry Council and Board of Directors. The Industry Council could include representatives from MITO's industry sectors, together with appropriate employee representation. One key function of the Industry Council could be to facilitate the Director appointment process.



Proposed Transition Strategy

The MITO Board proposes that an interim Industry Council, representative of the current 14 Full Members, work together over the next twelve months with the Board to explore the potential structure and function of a two-tier governance model. If a two-tier governance model is agreed and enacted, this would require a change in the MITO Constitution and Rules at the 2018 Annual General Meeting. In the meantime, the current MITO Constitution and Rules would stand.

Next Steps

Members will have the opportunity to provide feedback, including alternative options for enhancing stakeholder engagement and participation in governance, at the Annual General Meeting to be held in Wellington on Tuesday 30 May at 2.00pm.