Terms of Reference
Cook Islands Sovereign Wealth Fund Administrator

About this document

This document sets out the responsibilities, outputs and working arrangements for the Cook Islands Sovereign Wealth Fund (the Fund) Administrator. The Ministry of Finance and Economic Management (MFEM) will initially engage the Administrator for two years to support establishment and ongoing administration. Reporting and funding arrangements are set out under Governance and management.

Purpose

The Fund is a national savings instrument supported by seabed mineral resource revenue and other permitted sources. Its purposes are:

- providing support for disaster response;
- providing support for economic and fiscal stabilisation; and
- building intergenerational savings to support future public spending in permitted sectors and circumstances.

The Administrator will establish and maintain the Fund's administrative, financial control, compliance and reporting systems, support the Board and implement approved decisions. The Cook Islands Sovereign Wealth Fund Act 2026 (the Act) takes precedence over this ToR and the contract. The role does not independently approve investments or distributions. All withdrawals must meet the relevant conditions, limits and approvals.

Outputs

Within 30 days, the Administrator will submit a costed work plan to the Financial Secretary. If appointed Head of the Secretariat, subsequent plans will be approved by the Board. The targets below run from the start of the engagement and do not extend legal deadlines. Approval delays and other dependencies must be reported promptly.

No.	Output	Inputs/tasks	Due date
1	Establishment work plan and budget	Prepare a phased, costed plan covering the appointment pathway, responsibility schedule, initial risk register, establishment budget and specialist support. Verify initial capitalisation and other obligations already due; escalate gaps.	Plan within 30 days; verify existing obligations immediately; monthly progress reports.
2	Governance and compliance systems	Develop Board procedures, a schedule of lawful authorities and delegations, conflicts register, Code of Conduct, records systems, compliance register and reporting calendar. Include investment policy approval, publication and review.	Draft framework within 60 days; approval depends on lawful appointments. Statutory dates take priority.

No.	Output	Inputs/tasks	Due date
3	Board records and decisions	Arrange meetings and induction; prepare papers, minutes, resolutions and correspondence; track authorised decisions. Maintain emergency meeting and continuity arrangements.	Once the Board is appointed; for each meeting and as required.
4	Service providers and external funding	Coordinate due diligence, procurement, authorised appointments and onboarding. Maintain contract and external funding registers; monitor deliverables, performance, fees, reporting conditions and any repayment rights.	As providers and agreements are approved; monitoring at agreed intervals.
5	Account administration and transaction controls	Maintain separate records for all Accounts and required sub-accounts. Reconcile receipts, allocations, investments, expenses and distributions. Prepare custodian instructions only after approvals and independent checks; maintain an audit trail.	Controls before first transaction; monthly reconciliations, or more often where needed.
6	Communications and distribution procedures	Prepare approved correspondence, briefings, website content, press releases and public information. Coordinate stakeholder responses and distribution procedures, including emergency requests, intergenerational safeguards and subsequent reporting.	Communications throughout the term; distribution procedures before operations. Record and meet all applicable decision, notification and reporting deadlines in the compliance calendar.
7	Audit and independent review support	Support annual audit and statutory performance reviews. Track prescribed appointment processes, appropriation for review costs, publication and Board responses. Distinguish voluntary evaluations.	Audit annually; first statutory review within five years of commencement, then intervals of no more than five years. Board review response within 30 days.
8	Financial reporting and cost oversight	Coordinate qualified preparation of forecasts, financial statements, the Chair's responsibility statement and annual report. Monitor operating budgets, commitments, gross fees and forecast-to-actual results. Track reports due from other statutory actors.	Forecasts at year start; statements to auditor within 90 days of year-end; track the auditor's 30-day opinion deadline; annual report within six months. Monthly management reports and quarterly statements.

No.	Output	Inputs/tasks	Due date
9	Operational readiness and transition	Assess lawful appointments, approved investment and governance arrangements, funding, accounts, custody, controls, reconciliations and reporting. Document records ownership and access, and prepare the funded transition described under Governance and management.	Initial framework within 90 days; agreed arrangements before transition or operations; review at least three months before contract expiry.

Methodology

Work will follow a phased plan agreed with MFEM, the Board and providers. It will identify responsibilities, approvals, funding and specialist support, separating the Administrator's tasks from decisions reserved to others.

Maintain a compliance register and reporting calendar showing each requirement, responsible party, approval, evidence and deadline. Distinguish the duties of the Board, Minister, MFEM, Financial Secretary, auditor and Secretariat. Immediately verify initial capitalisation, including transfers due within 30 days of establishment, and other obligations already due. Report gaps with a proposed remedy. Record exact contribution rates, limits, distribution tests and reporting dates; recruitment does not restart these deadlines.

Maintain separate, reconciled records for the Resiliency Savings, Stabilisation, Intergenerational Savings and Distribution Holdings Accounts, including the three distribution sub-accounts and external funding sub-accounts. Route all distributions through the relevant Distribution Holdings sub-account. Work with Treasury, Revenue Management and the Seabed Minerals Authority to track mandatory receipts, quarterly allocations of 10% to Resiliency, 15% to Stabilisation and at least 75% to Intergenerational Savings, and applicable contribution limits. Record optional and external funding separately, including conditions and repayment rights.

Before preparing distribution instructions, check the declaration or economic trigger, request, eligibility, limits, approval and purpose. Emergency procedures must support meetings, quorum, decisions and notifications within 24 hours for Resiliency and seven days for Stabilisation. The Financial Secretary remains responsible for requests and post-distribution reports: initial reports within 90 days of approval, further reports 60 days after each relevant quarter and 90 days after year-end. The Administrator tracks and coordinates these and reports overdue submissions to the Board.

Record the first funding date and monitor the intergenerational distribution threshold: the earlier of an Account value exceeding $400 million adjusted for inflation from commencement, or 20 years after the first funding payment. No distribution is permitted before that threshold. Coordinate Ministry budget submissions within six months of each financial year's start and Board responses within 90 days. Coordinate expert advice on the distribution limit within six months of year start, accounting for the five-year moving average, expenses, inflation and a sustainability margin of at least 1%. Apply approval and refusal requirements; the Administrator does not set the limit or approve distributions.

Coordinate specialist advice on investment policy, liquidity, risk, benchmarks and ethical requirements. Investment must be prudent and commercial. Publish approved policies and arrange review at least annually. Monitor provider mandates, performance, gross fees and exceptions. Domestic investment, borrowing, security over Fund assets and debt issuance are prohibited.

Before operations start, confirm approved appointments, governance and investment arrangements, funded support, account records, secure custody instructions, transaction controls, reconciliations and reporting. The responsible authorities must approve commencement. MFEM hosting does not make Fund assets available for ordinary Government spending.

The role will initially be based in MFEM's Economic Planning Division (EPD), Rarotonga, with EPD administrative support. The preferred start is as soon as possible. Working hours are flexible; required availability will be confirmed in the contract. The Administrator will coordinate Board induction, undertake relevant training and draw on regional and international practice.

Expected Competencies

The successful applicant will demonstrate the following competencies:

- Sound judgement and discretion in supporting a Board, preparing papers and minutes, maintaining official records and managing conflicts of interest.
- Ability to coordinate procurement, due diligence and contract monitoring for regional or international financial service providers.
- Ability to interpret financial statements and investment and custody reports, understand fees and reconciliations, and identify when specialist advice is required.
- Ability to develop practical financial controls, compliance schedules and establishment plans, and escalate risks or overdue obligations promptly.
- Strong written communication, stakeholder coordination and research skills, including the ability to explain governance and financial matters and support Board training.

Required Skills and Experience

The successful applicant will have:

- A university degree in finance, accounting, economics, business or a closely related discipline, with relevant education or training in financial management and accounting; and
- At least 8 years of relevant experience in financial management, accounting or economics, including senior responsibility. Experience establishing financial entities, supporting governing boards, operating financial controls or overseeing contracted financial providers is desirable. Independent portfolio management expertise is not required; specialist advice will be obtained where needed.

Team Composition

The appointment is for one Administrator. The work plan will identify Secretariat staffing and funded accounting, legal, investment and information technology support. Specialist providers will be appointed separately through the appropriate processes.

Role	Knowledge, skills and experience
Investment Manager	Advises on investment policy and asset allocation, maintains asset allocation, selects and monitors Fund Managers, and reports on investment performance.
Custodian Bank	Safeguards, administers and reports on Fund monies under its approved custody mandate and authorised instructions.
Independent Auditor	Conducts the annual audit of the Fund.
Independent review and evaluation	Statutory performance reviewer appointed through the processes required by the Act. A separate voluntary evaluator may advise the Board; that evaluation does not replace the statutory review.
Accounting service	Qualified provider prepares financial statements and supports reconciliations, forecasts and reporting where expertise is not available within the Secretariat.

Coordinate provider due diligence, procurement, appointment documents and onboarding, including the independent auditor. Keep a register of contracts, mandates, limits and performance. Authorised decision-makers approve providers and external funding agreements; the Administrator cannot bind Government or the Board independently. Statutory performance reviews follow Executive Council processes and are funded by parliamentary appropriation. Voluntary evaluations supplement those reviews.

Performance Standards

Performance will be assessed against the work plan, accurate reporting, reliable records and reconciliations, provider monitoring and timely escalation of risks. Reviews will account for dependencies outside the Administrator's control. Reporting and performance responsibilities are set out under Governance and management.

Follow MFEM conduct requirements during the initial engagement and support Board rules for conduct, confidentiality and meetings. Record written interests disclosures and ensure required non-participation in conflicted matters. Appendix A provides supporting guidance.

Coordinate qualified accounting support to prepare forecasts, actual comparisons and annual statements using generally accepted accounting practice. Account separately for external funding and any Board operational account. Support the Chair's responsibility statement and ensure the annual report includes performance explanations, investment policies, compliance certification and the manager and custodian schedule. Arrange delivery to the Minister, prompt website publication and additional requested reports. The auditor is responsible for its opinion and the Minister handles tabling. Monthly and quarterly management reports are internal requirements.

Confidentiality, Data Management and Intellectual Property

(a) **Definition of Confidential Information**

Confidential Information means non-public information obtained or created through this contract, including financial and investment records, Board deliberations, provider and personal information, strategies, credentials and draft reports. Access to taxpayer or customs information is permitted only where authorised and necessary.

(b) **Exceptions to Confidentiality**

Confidential information does not include information that:

- Is already publicly available or becomes publicly available without breach of this Contract.
- Is received from a third party who may disclose it without restriction.
- Is independently developed by the Administrator without using or referring to Confidential Information.

(c) **Intellectual Property**

Outputs created under the initial contract will be held by MFEM, subject to the Act and contract. Before operations begin, document ownership, custody, access and any transfer of Fund records and intellectual property. Preserve authorised access for administration, audit, review and disclosure.

Pre-existing intellectual property remains with its owner. Secure sufficient rights for MFEM and the Fund to use, reproduce and modify any material incorporated into outputs, including after transition.

(d) **Obligations of Confidentiality**

The Administrator must:

- Use Confidential Information solely for the purpose of performing the services outlined in this Contract.
- Disclose Confidential Information only through authorised MFEM or Board arrangements, or as permitted by the contract or required by law. Confidentiality provisions must not prevent statutory access, reporting, audit, review or publication.
- Take reasonable steps to protect Confidential Information, applying at least the care used for the Administrator's own confidential information.

(e) **Compelled Disclosure**

Where legally permitted, promptly notify the Financial Secretary and, after Board appointment, the Chair of a legally required disclosure of Fund information. Disclose only what is required and protect its confidentiality.

(f) **Duration of Confidentiality**

Confidentiality obligations continue after completion or termination. Information may be used or disclosed only for authorised duties or under the stated exceptions.

(g) **Information Security and System Access**

The Administrator must comply with all MFEM and Cook Islands Government information security, privacy, system access and acceptable-use requirements applicable to the Services.

Access to any MFEM systems will be limited to the level authorised by MFEM and required to perform the Services.

The Administrator must not share passwords, credentials, or system access with any other person, or attempt to access information or functionality beyond what MFEM authorises.

The Administrator must report any actual or suspected loss, unauthorised access, disclosure, security breach, or misuse of Government information or systems to MFEM immediately.

MFEM controls access to its systems. Review access on transition or completion and return, disable or transfer credentials through an authorised process, preserving secure access to official Fund records.

Official Documents and Information

Use official records only for authorised duties and disclosures. Keep them complete, secure and available to the Board, auditor, reviewer and other authorised parties, with ownership, custody and retention documented. MFEM hosting must not obstruct access.

On transition, completion or termination, hand over records, contracts, systems documentation and outstanding actions to the authorised custodian. Return or securely delete personal copies as directed, subject to retention requirements. Official records must not be destroyed during handover.

Background

The Cook Islands Government identified a sovereign wealth fund as a priority through its economic development, sustainable development and fiscal planning frameworks. The Fund now requires coordinated governance, administrative and reporting arrangements.

Brief history of the programme/activity

MFEM's Economic Planning Division prepared the policy paper and draft Act with advisory assistance from the Asian Development Bank. Public consultations took place in Rarotonga and the Northern and Southern island groups. Cabinet approved the policy and approach in September 2024. The Act received assent on 25 June 2026 and came into force the following day.

Relevant reports/documentation

- Cook Islands Sovereign Wealth Fund Act 2026 (https://www.mfem.gov.ck/sovereign-wealth-fund)
- Fund Policy Document, including its transparency checklist.
- Economic Development Strategy 2030 and National Sustainable Development Agenda 2020+.
- Relevant seabed minerals legislation and the Medium-Term Fiscal Framework, where applicable to the Fund's establishment and operation.
- Approved Code of Conduct, governance procedures and relevant management principles, with supporting guidance in Appendix A.

Other related activities and/or donor engagements

Establishment activities include Board appointments, specialist provider engagement, governance policies, communications and reporting. These build on the Asian Development Bank's earlier advisory assistance.

Issues, risks or constraints

- Delivery depends on appointments, approvals, funding and provider cooperation. Record dependencies and escalate delays promptly.
- Specialist support and independent transaction checks must be funded. Resource gaps must be escalated before the Administrator assumes duties requiring qualifications or powers they do not hold.

- Approve resources before commitments are made. Before the intergenerational distribution threshold, Fund expenses are shared between Resiliency and Stabilisation in proportion to net value, with direct Ministry support where necessary. Afterwards, expenses come from Intergenerational Savings. Ministry expense allocations must not enter the Custodian Account. Track gross costs, including fees deducted from investments. The Board must authorise Fund payments and be satisfied that costs are reasonable.
- The engagement type, funding, remuneration and support must be confirmed before recruitment is finalised. Future arrangements must be resolved before contract expiry; continued engagement is not automatic.

Governance and management

MFEM will initially engage and fund the Administrator for a two-year term, reporting to the Financial Secretary and hosted by EPD. Until appointed by the Board, the Administrator performs establishment support and preparatory administration only. The MFEM engagement does not confer Board powers or appointment as Head of the Secretariat.

The intended pathway is for the Board to appoint the Administrator as Head of the Secretariat. This is the Board's independent decision and is not guaranteed by MFEM recruitment. Appointment may take place before the two-year term ends. From appointment, the Administrator is accountable to the Board for Fund administration, work direction and performance, reporting through the Chair as agreed. The Board approves the Secretariat's employment or service arrangements, location and resources.

Board appointment does not automatically change the funding source or extend the contract. MFEM will continue to meet the agreed contract costs until a funding transfer date agreed in writing with the Board or, otherwise, until the initial two-year term ends, subject to the contract's variation and termination provisions. Any earlier transfer requires confirmed funding consistent with the Fund's expense rules and documented arrangements preserving the remaining agreed term, conditions and continuity of payment.

Separate transaction preparation, approval, release and reconciliation. Independently check authority, account eligibility, supporting documents and payee details, including bank-detail changes. The Administrator must not control the whole transaction cycle. MFEM or an authorised provider must supply independent checks where staffing is limited. Board payment approval remains necessary. Secretariat appointment does not itself confer delegated Board powers.

Document the appointment, contract arrangements, funding, hosting support, records and access before transition. Continuing MFEM payment, hosting and contract administration do not give MFEM authority to direct Fund work or Board decisions. Record and escalate conflicting instructions to the Chair and Financial Secretary, obtaining advice where needed. Review transition arrangements before operations begin and at least three months before contract expiry. Any extension requires separate approval and agreed terms.

If the Board does not appoint the Administrator, or appoints someone else, the MFEM contract does not automatically end. MFEM and the Administrator will review the remaining work and agree appropriate establishment, completion, support or handover duties within the contract, consulting the Board where relevant. This may include supporting the Board-appointed Head of the Secretariat with agreed establishment tasks, without assuming that person's role or authority. The Administrator remains accountable to the Financial Secretary for the MFEM engagement. Any change in duties, term or payment, or early termination, must follow the contract and applicable requirements.

Financial Proposal

The recruitment notice will confirm the engagement type, expected availability, remuneration basis and closing date. MFEM will agree remuneration and contract costs before appointment. Funding follows Governance and management. The contract will specify:

- Remuneration, invoicing or payment arrangements, and the parties' respective tax obligations.
- Responsibility for any superannuation contributions, insurance and other applicable benefits or costs, appropriate to the engagement type.
- The engagement type, expected availability, flexible working arrangements, deliverables and any applicable leave provisions.
- Approved travel and per diem costs, and the authorisation process for travel and training.

Submission

Submit a CV, referee contact details and a cover letter addressing the required skills, experience and approach to establishment and ongoing administration. Any separate financial proposal requirements will be stated in the recruitment notice.

Closing date and time: To be confirmed in the approved recruitment notice.
Submission address: mfem.hr@cookislands.gov.ck
Contact officer: Ioana Turia (ioana.turia@cookislands.gov.ck)

Approved by: **(signature)**	
Title and Ministry/Agency/Dept:	Financial Secretary, Ministry of Finance and Economic Management
Date:	To be completed on approval of revised ToR

Appendix A Code of Conduct and Fiduciary Standards

Code of Conduct

The Administrator will help the Board adopt and apply the following arrangements, including written interests disclosures and restrictions on participation:

- Conflict of Interest and Confidentiality Policy
- Ethical Standards
- Rules of Procedure or By-Laws

Management Principles

The following supporting guidance is drawn from the Santiago Principles for Sovereign Wealth Funds. It applies within the responsibilities assigned to each party.

1. Define clear governance roles and responsibilities to support accountability and operational independence.
2. The owner sets objectives, appoints the governing body through defined procedures and oversees operations.
3. The governing body acts in the Fund's interests, with a clear mandate and appropriate authority and expertise.
4. Operational management implements approved strategies independently within defined responsibilities.
5. Document the accountability framework in legislation, governing documents or management agreements.
6. Publish timely annual reports and financial statements using recognised accounting standards consistently.
7. Arrange an independent annual audit under recognised auditing standards.
8. Apply clear ethical and professional standards to Board members, staff and providers.
9. Select and manage providers on economic and financial grounds through clear procedures.
10. Comply with the laws of countries where the Fund invests or operates.
11. Publish the governance framework and explain operational independence from the owner.
12. Publish relevant financial information to demonstrate the Fund's economic and financial purpose and support public confidence.

The Communications Program will cover the website, investment policies, annual reports and review publications, including timely publication of the Board's review response. Confidentiality controls must permit required disclosures.

Global Fiduciary Precepts

Apply these principles through documented due diligence and provider contracts, diversified asset allocation, a Board-approved investment policy, transparent cost reporting, conflict management and ongoing performance and compliance checks. Decisions must serve the Fund's beneficiaries, the people of the Cook Islands. This guidance does not confer investment approval or delegation powers on the Administrator. Voluntary evaluations supplement statutory audit and review.