

# Governance Framework



## *Introduction, with key legislative requirements, to board governance framework*

Te Whānau Tupu Ngātahi – Playcentre Aotearoa Trustee Board is focused on the ongoing improvement of member progress and achievement within an environment that provides inclusive education.

To ensure effective organisational performance, the board is committed to maintaining a strong and effective governance framework that incorporates legislative requirements and good practice.

## Governance and management

The following are the board’s agreed governance and management definitions, which form the basis of its working relationships, policy and processes.

Governance	Management
<ul style="list-style-type: none"><li>• The advancement of whānau tupu ngātahi is the board’s focus.</li><li>• The board acts in a stewardship role and is entrusted to work on behalf of The New Zealand Playcentre Federation. It is accountable for the organisation’s performance, strategic leadership, maintains the vision for the organisation and ensures compliance with legal, and fiduciary responsibilities of governance, ensuring sound internal control and management of risk.</li><li>• Board policies are at a governance level and outline clear delegations to the General Manager. The board and General Manager form the leadership, with the role of each documented and understood. The General Manager reports to the board as a whole with committees used sparingly and only when an end is identified in order to contribute to board work.</li><li>• The board is proactive rather than reactive in its operations and decision making and does not involve itself in the administrative details of the day-to-day running of the organisation.</li></ul>	<ul style="list-style-type: none"><li>• The board delegates all authority and accountability for the day-to-day operational organisation of the organisation to the General Manager who must ensure compliance with both the board’s policy framework and the law of New Zealand (for detail, see operational policies).</li></ul>

## Trustee Board

### Board is governing body of organisation

1. A board is the governing body of its organisation.
2. A board is responsible for the governance of the organisation, including setting the governance policies by which the organisation is to be controlled and managed.
3. General Manager is the board’s chief executive in relation to the organisation’s control and management.

### Board’s objectives in governing organisation

1. A board’s primary objective in governing the organisation is to ensure that adults and children are empowered to play, work, learn and grow together.
2. To meet the primary objective, the board must—
  - a. ensure that the organisation—
    - i. is a physically and emotionally safe place for all; and

- ii. is inclusive of and caters for the differing needs; and
- b. have particular regard to any statement of National Education and Learning Priorities issued under section 1A; and
- c. comply with its obligations under sections 60A (in relation to curriculum statements and national performance measures), 61 (in relation to teaching and learning programmes), and 62 (in relation to monitoring of student performance); and
- d. if the organisation is a member of a community of learning that has a community of learning agreement under section 72, comply with its obligations under that agreement as a member of that community; and
- e. comply with all of its other obligations under this or any other Act.

## Staff

Subject to Parts 8A and 31, a board may, in accordance with the State Sector Act 1988, appoint, suspend, or dismiss organisation staff.

## Board has complete discretion

A board has complete discretion to perform its functions and exercise its powers as it thinks fit, subject to this and any other enactment and the general law of New Zealand.

## Cultural diversity, Te Tiriti o Waitangi

1. In performing its functions and exercising its powers, a board must take all reasonable steps to act in a manner that is consistent with the principles of Te Tiriti o Waitangi.
2. The board's role is to ensure the vision of Te Ao Māori interwoven throughout Playcentre is upheld and the cultural diversity of our people is reflected through all our organisation's policies and practices.

## Delegations

1. The board may delegate any of the functions or powers of the board or the trustees, either generally or specifically, to any of the following persons by resolution and written notice to the person or persons:
  - a) a trustee or trustees:
  - b) the General Manager or any other employee or employees, or office holder or holders of the board:
  - c) a committee consisting of at least 2 persons at least 1 of whom is a trustee.
2. Sub clause (1) does not apply to any functions or powers specified in this Act as not being capable of delegation.
3. The board must not delegate the general power of delegation.
4. A delegate to whom any function or power is delegated may,—
  - a) unless the delegation provides otherwise, perform the function or exercise the power in the same manner, subject to the same restrictions, and with the same effect as if the delegate were the board or the trustees; and
  - b) delegate the function or power only—
    - i. with the prior written consent of the board; and
    - ii. (ii)subject to the same restrictions, and with the same effect, as if the subdelegate were the delegate.
5. A delegate who purports to perform a function or exercise a power under a delegation—
  - a) is, in the absence of proof to the contrary, presumed to do so in accordance with the terms of that delegation; and
  - b) must produce evidence of his or her authority to do so if reasonably requested to do so.
6. No delegation in accordance with this Act—
  - a) affects or prevents the performance of any function or the exercise of any power by the board or the trustees; or
  - b) affects the responsibility of the board for the actions of any delegate acting under the delegation; or

- c) is affected by any change in the membership of the board or of any committee or class of persons.
- 7. A delegation may be revoked at will by—
  - a) resolution of the board and written notice to the delegate; or
  - b) any other method provided for in the delegation.
- 8. A delegation under sub clause (4)(b) may be revoked at will by written notice of the delegate to the subdelegate.
- 9. The board may, by resolution, appoint committees—
  - a) to advise it on any matters relating to the board’s functions and powers that are referred to the committee by the board; or
  - b) to perform or exercise any of the board’s functions and powers that are delegated to the committee.
- 10. A person must not be appointed as a member of a committee unless, before appointment, he or she discloses to the board the details of any financial interest that would disqualify the person from being a trustee.
- 11. This clause applies to each member of a committee who is not a trustee with any necessary modifications.

## Bylaws

The board may make bylaws that the board thinks necessary or desirable for the control and management of the organisation.

## Control and management

### Role of General Manager

- 1. The General Manager is the board’s chief executive in relation to the organisation’s control and management.
- 2. Except to the extent that any enactment or the general law of New Zealand provides otherwise, the General Manager –
  - a. shall comply with the board’s general policy directions; and
  - b. subject to paragraph (a), has complete discretion to manage as the General Manager thinks fit the organisation’s day-to-day administration.