

# Governance framework



## Part B: Governance policies - how we work as a board

#		Outcome statements	Approved/reviewed	Next review
1	Board roles and responsibilities policy	The Trustee Board is focused on governance that fosters and supports the advancement of whānau tupu ngātahi.	December 2019	August 2021
2	Trustee code of conduct policy	The board will act in an ethical and respectful manner.	December 2019	August 2021
3	Trustee remuneration and expenses policy	Remuneration and reimbursement of expenses to trustees is transparent, fair and reasonable.	December 2019	August 2021
4	Conflict of interest policy	The board effectively manages actual, potential and perceived conflicts of interest ensuring the integrity of board decisions and reputation of board members.	December 2019	August 2021
5	Co-President role description policy	The board is effectively led.	December 2019	August 2021
6	Relationship between Co-President and General Manager policy	The relationship between the Co-President and the General Manager is based on trust, integrity and mutual respect.	December 2019	August 2021
7	General Manager performance management policy	A fair and transparent performance management process recognises the professionalism of the General Manager and the accountabilities of the board.	December 2019	August 2021

## 1. Board roles and responsibilities policy

### Outcome statement

The Trustee Board is focused on governance that fosters and supports the advancement of Te whānau tupu ngātahi.

### Scoping

The board is a body whose policies and decisions exist in perpetuity or until such time as they are rescinded or revoked. The board sets the strategic direction for the organisation and governs via its policies, which it entrusts to the General Manager to implement.

### Delegations

Accountability rests with the whole board, with no individual trustee or committee having decision-making authority unless it has been delegated and documented.

### Expectations and limitations

Board actions		Standards
1. Sets the strategic direction and long-term plans and monitors the board's progress against them.	1.1	The board leads the annual strategic plan review process.
	1.2	The board sets/reviews the strategic aims at the quarterly meetings
	1.3	The board approves the annual plan and targets and ensures the strategic plan is submitted to Centres and Rōpū Māori –no later than Term 2 of each year.
	1.4	Regular board meetings include a report on progress towards achieving strategic aims.
	1.5	The strategic plan is the basis for all board decision making.
2. Monitors and evaluates student progress and achievement.	2.1	The board approves an annual review schedule, from Training Coordinator and/or TEFM (Tertiary Education Funding Manager), covering curriculum and student progress and achievement reports.
	2.2	Reports are received at each regular board meeting from the General Manager on progress against the annual plan, highlighting risk/success.
	2.3	Information reported to the board is thoughtfully discussed, critiqued and challenged.
	2.4	Targets in the annual plan are met, <i>the curriculum policy is implemented and there is satisfactory performance of curriculum priorities.</i>
3. Protects the Philosophy of the organisation.	3.1	Philosophy is obviously considered in all board decisions.
4. Appoints, assesses the performance of and supports the General Manager.	4.1	General Manager's performance management system is in place and implemented.
5. Approves the budget and monitors financial management of the organisation.	5.1	Budget is approved for the Annual General Meeting.
	5.2	Satisfactory performance of financial management against budget is in evidence.
6. Effectively manages risk.	6.1	The board has an effective governance model in place.
	6.2	The board remains briefed on internal/external risk environments and takes action where necessary.
	6.3	The board identifies trouble spots in statements of audit and takes action if necessary.
	6.4	The board ensures the General Manager reports on all potential and real risks when appropriate and takes appropriate action.

7. Ensures compliance with legal requirements.	7.1	New members read and understand the governance framework including policies, the organisation strategic plan, board induction pack and requirements and expectations of board members
	7.2	New and continuing members are kept aware of any changes in legal and reporting requirements for the organisation.
	7.3	The board seeks appropriate advice when necessary
	7.4	Accurate minutes of all board meetings are approved by the board and signed by the Co-Presidents.
	7.5	Individual staff/student matters are always discussed in public-excluded session.
	7.6	Board meetings have a quorum.
8. Ensures trustees attend board meetings and take an active role.	8.1	Board meetings are effectively run.
	8.2	Trustees attend board meetings having read board papers and reports and are ready to discuss them.
	8.3	Attendance at 80% of meetings (minimum).
	8.4	No unexplained absences at board meetings (three consecutive absences without prior leave results in immediate step-down – refer Education Act 1989 s104 (1) (c).
9. Approves major policies and programme initiatives.	9.1	The board approves programme initiatives as per policies.
	9.2	The board monitors implementation of programme initiatives, through consultation with the General Manager and the National Operations team.
10. Fulfils the intent of Te Tiriti o Waitangi by valuing and reflecting New Zealand's dual cultural heritage.	10.1	Te Tiriti o Waitangi is considered in board decisions.
	10.2	The board, General Manager and staff are culturally responsive and inclusive.
11. Approves and monitors human resource policy/procedures, which ensures effective practice and contributes to its responsibilities as a good employer.	11.1	The board becomes and remains familiar with the broad employment conditions that cover employees (staff employment agreements and arrangements).
	11.2	The board ensures there are personnel policies in place, and they are adhered to (code of conduct).
	11.3	The board ensures there is ongoing monitoring and review of all personnel policies.
12. Deals with disputes and conflicts referred to the board as per the organisation's concerns and complaints procedures.	12.1	Successful resolution of any disputes and conflicts referred is achieved.
13. Represents the organisation in a positive, professional manner.	13.1	Code of Conduct is adhered to.
14. Oversees, conserves and enhances the resource base.	14.1	Property/resources meet the needs of the New Zealand Playcentre Federation.
15. Effectively hands over governance to new board/trustees at selection time.	15.1	New trustees are provided with induction and a copy of the board's governance manual (on Teams).
	15.2	New trustees are fully briefed and able to govern following attendance at an orientation programme.
	15.3	Appropriate delegations are in place as per NZPF Delegations of Authority Schedule.

	15.4	Board and trustees participate in appropriate ongoing professional development.
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### *Procedures/supporting documentation*

#### Board to enter own documentation/legislation (future two NZPF assets in care of Co-presidents – laptops).

1. Ensure that at least one strategic priority/goal is on the agenda to be reviewed at all of the Trustee Board meetings (1 – 1.5)
2. Ensure General Manager reports are inclusive of adult education programme at least quarterly
3. Agreed Philosophy statement is the measuring tool for all decision-making processes.
4. Performance and Efficiency appraisals are approved by the Trustee's. Overview reports to be forwarded to Trustee Board on completion of appraisals.
5. Quarterly financial reports will include at least Profit and loss, Actuals vs Budgets, budget tracking/ forecast
6. Refer to Risk Management policy
7. Trustee's will have access to all legislative requirements as and when required ie; State Sector, Education Act 2008, Employment Relations Act ...
8. Refer to code of conduct
9. Consideration of the Quality Management Systems
10. Consideration to Te Tiriti o Waitangi framework
11. Refer to Equal Employment Opportunities policy. Access to contracts, appraisals (4) etc as and when required
12. Consideration of disputes, conflicts and complaints policy and contract clauses
13. As in Point 8
14. Relates to points 2, 4, 7, 9, 10, 12
15. That a Governance Manual will include but not limited to Trustee Board Code of Conduct, Confidentiality, Roles and responsibilities, Strategic Plan, Constitution, budget.

### *Monitoring*

GM report template, governance risk checklist, strategic decision-making checklist, terms of reference.

### *Legislative compliance*

- Education Act 1989
- Employment Relations Act 2000
- Charitable Trusts Act 1957

## 2. Trustee code of conduct policy

### Outcome statement

The board will act in an ethical and respectful manner

### Scoping

Every member of the board will have access to the code of conduct and opportunities to discuss its expectations. Board business will be conducted in an ethical and respectful manner, in accordance with legislation and board policy.

### Expectations and limitations

As members of an effective governance team, each member of the Trustee Board shall:

- ensure the needs of Te Whānau Tupu Ngātahi o Aotearoa are paramount
- be loyal to the organisation and its mission
- maintain and understand the values and goals of the organisation
- protect the philosophy of the organisation
- publicly represent the organisation in a positive manner
- respect the integrity of the General Manager and staff
- observe the confidentiality of non-public information acquired in their role as a trustee and not disclose to any other persons such information that might be harmful to the organisation
- be diligent and attend board meetings prepared for full and appropriate participation in decision making
- ensure that individual trustees do not act independently of the board's decisions
- speak with one voice through board policies and ensure that any disagreements with the board's stance are resolved within the board
- in the course of board meetings, disclose any interests in a transaction or decision where they, their family and/or partner, employer or close associate will receive a benefit or gain and leave the meeting for the duration of discussion and/or voting in relation to the matter
- recognise the lack of authority in any individual trustee or committee/working party of the board in any interaction with the General Manager or staff
- recognise that only the Co-Presidents (working within the board's agreed Co-Presidents role description or delegation) or a delegate working under written delegation can speak for the board
- continually self-monitor their individual performance as trustees against policies and any other current board evaluation tools
- be available to undertake appropriate professional development.

### *Procedures/supporting documentation*

TWTNTToA-PA Code of Conduct 2020

### *Monitoring*

Board to enter own monitoring and reporting procedures.

### *Legislative compliance*

Education Act 1989

### 3. Trustee remuneration and expenses policy

#### Outcome statement

Remuneration and reimbursement of expenses to trustees is transparent, fair and reasonable. Honoraria is paid in arrears on the 20<sup>th</sup> of December, April and August. Where a board member resigns honoraria will be paid by pro-rata.

#### Expectations and limitations

Currently at New Zealand Playcentre Federation:

- The Co-Presidents receives \$11,000.00 per annum. This has 'Withholding Tax' requirements.
- Board members receive \$4,000.00 per annum. This has 'Withholding Tax' requirements.
- There is no payment for working group/committee meetings
- Telephone allowance of \$25.00 per month and internet allowance of \$25.00 per month will be deposited into the trustee nominated bank account, these two (2) allowances are non-taxable.
- Costs associated with attendance at professional development sessions may be met by the board, but prior approval must be sought
- Meal allowances as per the NZPF Handbook
- All other reimbursements are at the discretion of the board and must be approved prior to any spending occurring.

#### *Procedures/supporting documentation*

Expense Claim Form

3.28 – Process Claim Expenses – TB Only (Teams – Trustee Board/Trustee Board – Forms)

#### *Monitoring*

Board to enter own monitoring and reporting procedures.

#### *Compliance*

Income Tax Act 2007

IRD Honoraria payments to organisation trustees

## 4. Conflict of interest policy

### Outcome statement

The board effectively manages actual, potential and perceived conflicts of interest ensuring the integrity of board decisions and reputation of board members.

### Scoping

The board shall create a register of all board members detailing any interests, relationships or holdings that could potentially result in a conflict of interest. This register shall be updated whenever a board member's circumstances change, or a new member joins the board. It should be reviewed at the start of each organisation year and following trustee elections.

Board members who have a conflict of interest shall be excluded from relevant board meetings (or relevant parts of board meetings).

### Expectations and limitations

All staff and board members will effectively manage conflicts of interest between the interests of the organisation on one hand and personal, professional and business interests on the other. This includes managing potential and actual conflicts of interest as well as perceptions of conflicts of interest.

Any trustee who has a pecuniary interest or any other interest that may influence them in carrying out their duties and responsibilities as a trustee must be excluded from any meeting while the board discusses, considers, considers anything relating to or decides on the matter.

Any trustee who is a member of the board's staff must be excluded from any meeting while the board discusses, considers, considers anything relating to or decides on any matter relating to their own employment or a complaint received against them.

Any trustee who is a student enrolled at the organisation must be excluded from any meeting while the board discusses, considers, considers anything relating to or decides on any matter relating to them as an individual student.

In the course of board meetings, board members will disclose any interests in a transaction or decision where their family and/or partner, employer or close associate will receive a benefit or gain. After disclosure, the person making the disclosure will be asked to leave the meeting for the discussion and will not be permitted to vote on the question.

### *Procedures/supporting documentation*

Disclosure of interest statements

### *Monitoring*

Board to enter own monitoring and reporting procedures.

### *Legislative compliance*

## 5. Co-Presidents role description policy

### Outcome statement

The board is effectively led.

### Scoping

The Co-Presidents are the leaders of the board and work on behalf of the board with the General Manager on a day-to-day basis.

The Co-Presidents establish and nurture a positive professional working relationship with the General Manager.

The Co-Presidents represent the Trustee Board to the broader community and work in partnership with the General Manager to safeguard the integrity of the board's processes.

The Co-Presidents often represent the board to the organisation and wider community and agencies such as the Ministry of Education and the Education Review Office and carry a responsibility to safeguard the integrity of the board.

The Co-Presidents preside over board meetings and ensure that each trustee has a full and fair opportunity to be heard and understood by the other members of the board and that decisions that are in the best interest of the organisation, its students and staff are reached.

### Delegations

The board delegates management of the relationship between the board and the General Manager to the Co-Presidents.

Board to enter any other delegations to the Co-Presidents.

### Expectations and limitations

The Co-Presidents:

- are appointed through each where according to their processes
- act within board policy and delegations at all times and not independently of the board
- lead the board members and develop them as a cohesive and effective team
- welcome new members, ensure that disclosure of any conflicts of interest is made and the code of conduct is understood (and signed) and lead new trustee induction
- assist board members' understanding of their role, responsibilities and accountability, including the need to comply with the trustee code of conduct policy
- ensure the work of the board is completed
- set the board's agenda and ensure that all board members have the required information for informed discussion of the agenda items
- ensure the meeting agenda content is only about those issues that, according to board policy, clearly belong to the board to decide
- effectively organise and preside over board meetings, ensuring that such meetings are conducted in accordance with the Education Act 1989, the relevant sections of the Local Government Official Information and Meetings Act 1987\* and any board protocols and policies
- ensure interactive participation by all board members
- represent the board to external parties as an official spokesperson for the organisation except for those matters where this has been delegated to another person
- are the official signatory for the board, including for annual accounts\*
- are responsible for promoting effective communication between the board and wider community, including communicating appropriate board decisions
- establish and maintain a productive working relationship with the General Manager
- ensure the General Manager's performance agreement and review are completed on an annual basis

- ensure concerns and complaints are dealt with according to the organisation's concerns and complaints procedures
- ensure any potential or real risk to the organisation or its name is communicated to the board. This includes any concern or complaint.

\* Legislative requirement

### *Procedures/supporting documentation*

Governance policies

### *Monitoring*

Board to enter own monitoring and reporting procedures.

### *Legislative compliance*

Education Act 1989 Schedule 6

Local Government Official Information and Meetings Act 1987

## 6. Relationship between Co-Presidents and General Manager policy

### Outcome statement

The relationship between the Co-Presidents and the General Manager is based on trust, integrity and mutual respect.

### Scoping

A positive, productive working relationship between the General Manager and the Co-Presidents is both central and vital to the organisation.

The Co-Presidents and General Manager should act as sounding boards, both supporting and challenging, in order to hold the organisation to account for achieving the goals and targets that have been set.

The Co-Presidents have no authority except that granted by the board. The Co-Presidents do not act independently of the board.

### Delegations

Board to enter any delegations.

### Expectations and limitations

- The Co-Presidents and General Manager must work as a team, and there should be no surprises.
- The relationship must be professional.
- Each must be able to counsel the other on performance concerns.
- The Co-Presidents support the General Manager and vice versa as appropriate.
- Each agrees not to undermine the other's authority.
- There is agreement to be honest with each other.
- Each agree and accept the need to follow policy and procedures.
- Neither party will deliberately hold back important information.
- Neither party will knowingly misinform the other.

### *Procedures/supporting documentation*

Board to enter own documentation.

### *Monitoring*

Board to enter own monitoring and reporting procedures.

### *Legislative compliance*

## 7. General Manager performance management policy

### Outcome statement

A fair and transparent performance management process recognises the professionalism of the General Manager and the accountabilities of the board.

### Scoping

An annual performance agreement will be established between the board and General Manager and be in place at the beginning of each organisation year.

The General Manager's performance against this agreement will be reviewed throughout the year, and a final report will be prepared and presented to the board at the end of the organisation year.

The prime focus of the agreement will be that for the organisation is able to attain their highest possible standard.

A budget for professional expenses and for professional development will be established annually in accordance with the General Manager's professional development plan contained in their performance agreement and be included in the budget. Spending within budget is with the approval of the board. Any overseas trips for professional development must be approved by the Trustee Board at least one term in advance of the event.

Professional development expenses may include but are not confined to continuing education, books and periodicals, mentoring and attendance at professional conferences.

### Delegations

The Co-Presidents will ensure an annual performance review is carried out in accordance with this policy.

### Expectations and limitations

- The review process will occur annually, providing a written record of how the General Manager has performed as per the terms of the performance agreement and identifying professional development needs.
- The General Manager's performance will be formally reviewed on an annual basis by the Co-Presidents or duly delegated members of the board and, optionally at the board's choice, an independent consultant who specialises in education.
- Those delegated or contracted to perform the review process shall have written formalised instructions specifying the responsibilities of the role. (developed by the Trustee Board)
- There will be three interim reviews, one each term preceding the annual formal review, between the General Manager and Co-Presidents to discuss progress.
- The General Manager will be reviewed on the criteria set out in the performance agreement – performance objectives, professional standards, learning and development objectives.
- If the General Manager and the board disagree on the performance objectives, the board, after considering the General Manager's input, will amend the disputed objectives or confirm the unchanged objectives. The board's decision will be final.
- The Co-Presidents may gather information from staff or any other relevant members of the larger organisation community who can provide feedback on how the General Manager has performed. Evidence may include surveys, self-review, interviews, focus groups or documentary evidence.
- The General Manager and Co-Presidents will meet for a formal interview to discuss whether the performance agreement has been satisfied, with the General Manager given the opportunity to discuss and comment on each criterion before a rating is given. The results will then be drafted into a report by the Co-Presidents and sent to the General Manager. The General Manager can accept the report or dispute the report. If the report is disputed, the Co-Presidents will consider the General Manager's views before deciding to either amend the report in accordance with the General Manager's views or let the report stand with the General Manager's comments attached.

- The Co-Presidents will present the final report/summary back to the board with the result of the review. The General Manager may/may not be present at the presentation and/but will have the opportunity to address the board. The General Manager will then exit, and further discussion may continue among the board.
- The General Manager will be informed personally and in writing of the final outcome following the report discussion.
- The performance agreement and results of the review are confidential to the General Manager, the board and their agents unless both parties agree to wider distribution.

#### *Procedures/supporting documentation*

Board to enter own documentation.

#### *Monitoring*

Board to enter own monitoring and reporting procedures.

#### *Legislative compliance*