



**FACILITIES MANAGEMENT ASSOCIATION  
NEW ZEALAND**

**BOARD CHARTER  
JUNE 2016**

# Introduction

This Board Charter for FMANZ contains guidance and policies relevant to the effective and efficient governance of the FMANZ. In addition to this Charter but as a separate document is FMANZ's Constitution – this provides its legal authority.

## Table of Contents

### Section 1 Principles of Governance

- 1.1 Leadership
- 1.2 Appointments
- 1.3 Relationship with stakeholders
- 1.4 Balance of power
- 1.5 Internal procedures
- 1.6 Management appointments and development
- 1.7 Infrastructure
- 1.8 Risk management

### Section 2 Defining Governance roles

- 2.1 Role of the Board
- 2.2 Role of individual Board members
- 2.3 Role of the Chair
- 2.4 Policies
  - 2.4.1 Governance Process Policies**
    - 2.4.1.1 Code of ethics and proper practice
    - 2.4.1.2 Conflicts of interest
    - 2.4.1.3 Confidentiality
    - 2.4.1.4 Board evaluation
  - 2.4.2 Board-Chief Executive Interrelationship Policies**
    - 2.4.2.1 Board responsibilities
    - 2.4.2.2 Chief Executive performance assessment
  - 2.4.3 Executive Limitations Policies**
    - 2.4.3.1 Responsibilities of the Chief Executive
    - 2.4.3.2 CEO compensation
    - 2.4.3.3 Financial planning
    - 2.4.3.4 Financial Management
    - 2.4.3.5 Remuneration and benefits
    - 2.4.3.6 Protection of assets
    - 2.4.3.7 Public Affairs
    - 2.4.3.8 Treatment of members
    - 2.4.3.9 Treatment of staff

## **Section 3 Effective governance**

- 3.1 Insurance
- 3.2 Director remuneration
- 3.3 Director development
- 3.4 Director induction

## **Section 4 Board processes**

- 4.1 Board meetings
- 4.2 Conduct of meetings
- 4.3 Board Committees
- 4.4 Board minutes
- 4.5 Agenda planning

## **Section 1: Principles of Governance**

### **1.1 Leadership**

The Board should exercise leadership, commitment, integrity and judgement in directing FMANZ so as to achieve continuing sustainability and to act in the best interest of FMANZ in a manner based on transparency, accountability and responsibility.

### **1.2 Appointments**

As far as possible within the constraints of the appointments process the Board should ensure that through a managed and effective process board appointments are made that provide a mix of proficient directors, each of whom is able to add value and to bring independent judgement to bear on the decision making process.

### **1.3 Relationship with Stakeholders**

The Board should identify FMANZ's internal and external stakeholders and agree a policy, or policies, to determine how FMANZ should relate to them.

### **1.4 Balance of Power**

The Board should ensure that no one person or block of persons has unfettered power and that there is an appropriate balance of power and authority on the Board.

### **1.5 Internal Procedures**

The Board should regularly review process and procedures to ensure the effectiveness of its internal systems of control, so that its decision making capability and accuracy of its reporting and financial results are maintained at a high level at all times

### **1.6 Management Appointments and Development.**

The Board shall appoint the Chief Executive and may on invitation of the Chief Executive advise and/or assist in the appointment of other management positions.

### **1.7 Infrastructure**

The Board should ensure that the necessary infrastructure, including information technology and systems used in FMANZ are adequate to properly run the business.

### **1.8 Risk Management**

The Board must identify key risk areas and key performance indicators of the business enterprise and monitor these factors.

## **Section 2: Defining Governance Roles**

### **2.1 The Role of the Board**

The Board of FMANZ consists of 8 elected members. The Board may appoint 1 additional member in line with the terms of the Constitution.

On behalf of the Members, the Board is responsible for the stewardship and future well-being of FMANZ. The Board should exercise leadership, commitment, integrity and judgement in directing the organisation so as to provide assurance of its continuing and lasting prosperity. FMANZ purposes are made clear in its Constitution. Board members should apply and endeavour to achieve the highest possible standards of governance. The Board should always act in the best interests of the organisation and in a manner based on transparency, accountability and responsibility.

In discharging their responsibilities the Board, and individual Board members, have a duty to act in the best interests of FMANZ as a whole, irrespective of personal, professional, commercial or other interests, loyalties or affiliations. When serving as Board members, the first duty and loyalty must be to the organisation.

In brief, governance involves the Board in the process of ensuring that FMANZ is well managed without the Board itself becoming involved in the operations except as required by its legislation or as a consequence of exceptional circumstances.

Key functions and duties of the Board, as provided in the Constitution of FMANZ, are to:

- Provide leadership, set values and objectives;
- Determine the strategy, set the budget and maintain financial stability.
- Appoint the Chief Executive and monitor and evaluate his/her performance.
- Ensure that obligations to members and stakeholders are met.
- Monitor compliance with the Constitution, Rules and Bylaws, regulatory and legal requirements.
- Observe and safeguard against potential risks and reputational damage.
- Conduct the affairs of the Association in a manner which will minimise the risk of serious loss to the Association's creditors.
- Plan for succession and continuity of operation of the Association.
- Exercise stewardship for long-term financial stability
- Act in the best interest of the Association at all times.

To assist in the process of Board governance, the Board may establish committees with clearly defined responsibilities and terms of reference.

### **2.2 The Role of Individual Board Members**

Each Board member must understand the specific legal requirements of his or her position since this will form the basis of the duties and responsibilities of the individual Board member.

There are two types of duties imposed on members of the Board of the FMANZ.

### **2.2.1 Fiduciary Duties.** The fiduciary duties of a Board member are to:

- Act with care and diligence  
This refers to the skills, ability and application to the position of being a Board member that each individual must apply. Each Board member must exercise the care, diligence and skill that a reasonable person would exercise in the same circumstances, taking into account the nature of FMANZ, the position of the Board member and the nature of the responsibilities undertaken by her or him and any other relevant matters.
- Act honestly
- Avoid conflicts of interest
- Act in what the Board member believes to be the best interests of FMANZ as a whole.

### **2.2.2 Legal and Statutory Duties**

These are duties imposed upon Board members by statute and common law.

In accordance with these requirements Board members will

- Discharge their duties in good faith and honesty in what they believe to be the best interests of FMANZ and with the level of skill and care of a well-informed Board member of an influential and important organisation.
- Owe a fiduciary duty to FMANZ using the powers of office only for a proper purpose, in the best interests of FMANZ as a whole
- Act with required care, diligence and skill, demonstrating reasonableness in their decisions
- Avoid conflicts of interest as far as is reasonably possible
- Act in accordance with the Constitution and the law relating to incorporated societies
- Act for the benefit of FMANZ as a whole
- Not make improper use of information gained through their position as Board members
- Not take improper advantage of the position of a Board member
- Not allow personal interests, or the interest of any associated person, to conflict with the interests of FMANZ
- Make reasonable inquiries to ensure that FMANZ is operating efficiently, effectively and legally towards achieving its goals
- Undertake diligent analysis of all proposals placed before the Board
- Not agree to FMANZ incurring an obligation unless the Board member believes at the time, on reasonable grounds, that FMANZ will be able to perform the obligations when it is required to do so.

Board members have no individual authority to participate in the day to day management of FMANZ, including making any representations or agreements with any other party including employees, unless such authority is expressly delegated by the Board, through resolution, to the Board member (Including the chair) either individually or as a member of a committee.

Board members are expected to give of their specific expertise generously to FMANZ.

Board members will keep absolutely confidential board discussions and deliberations

Board members are expected to be forthright in Board meetings and have a duty to question, request information, raise any issue, fully canvas any aspects of any issue confronting FMANZ and to cast their vote on any resolution according to their own decision. However, outside the Boardroom, Board members will support the letter and spirit of board decisions in discussions with all external parties including staff.

A Board member present at a Board meeting will be presumed to have agreed to, and to have voted in favour of a resolution of the Board unless that Board member expressly dissents or expressly abstains from voting on, or votes against the resolution.

Confidential information received by a Board member in the course of the exercise of his or her duties remains the property of the organisation from which it was obtained and it is improper to disclose it or to allow it to be disclosed, unless that disclosure has been authorised by the person from whom the information was obtained, or is required by law.

A Board member shall not engage in any conduct likely to bring discredit upon FMANZ.

A Board member must not agree to the business being carried on or cause or allow the business to be carried on in such a way that there is substantial risk of serious loss of reputation, or funding revenue streams.

A Board member has an obligation at all times to comply with the spirit as well as the letter of the law, with the Constitution and with the principles of this Charter.

A Board member shall in good faith conduct herself or himself in a manner that is consistent with generally accepted procedures for the conduct of meetings at all meetings of the Board.

### **2.2.3 Additional Duties of Board Members**

Formulate FMANZ's strategic direction and ensure that strategic options have been examined properly, having regard to the economic and historical factors.

Contribute to the development of FMANZ's policies.

Monitor risks facing FMANZ.

Disclose matters relating to the affairs of a Member in which he/she has a material or personal interest.

Devote sufficient time to the role to ensure he/she is bringing an independent and objective dialogue to the matters debated.

Act as a member of a committee of the board to engage in a particular subject or area of operation.

## **2.2.4 Personal Traits**

- Integrity, probity and high ethical standards
- Sound judgement
- Tact, diplomacy and sensitivity
- Independent thought
- Impartiality.

## **2.3 Role of the Chair**

The role of the chair is to lead the Board and as such he or she is expected to fulfil the following responsibilities:

- Ensure that the Board provides leadership and vision to FMANZ
- Assess and implement a balanced Board membership within the confines of the process set out in the constitution
- Ensure that the Board is participating in setting the aims, strategies and policies of FMANZ
- Guarantee that there is adequate monitoring of the pursuit and attainment of the goals of FMANZ
- Ensure that the Board reviews the human resources of FMANZ
- Make certain that the Board has adequate information to undertake effective decision making and actions
- Ensure that administrative tasks such as the circulation of Board papers are carried out efficiently and effectively
- Direct the Board discussion to effectively use the time to address important issues
- Develop an ongoing and healthy relationship with the Chief Executive
- Guide the ongoing development of the Board as a whole and individual Board members

The chair will also

- Chair board meetings
- Establish the agenda for board meetings in conjunction with the Chief Executive

## **2.4 Policies**

### **2.4.1 Governance process Policies**

#### **2.4.1.1 Code of ethics and proper practice**

The Board is committed to the adoption of ethical conduct in all areas of its responsibilities and authority.

#### **Board members:**

- (i) Shall act honestly and in good faith at all times in the interest of FMANZ and its stakeholders, ensuring that all stakeholders, particularly its members, are treated fairly according to their rights;
- (ii) Shall carry out their duties in a lawful manner and ensure that FMANZ carries

out its business in accordance with the law and the terms of its own constitution;

- (iii) Shall avoid conflicts of interests in as far as this is possible. Where such conflicts arise, the Board member/s concerned will act within the terms of the Board's conflict of interests policy;
- (iv) Shall be diligent, attend Board meetings and devote sufficient time to preparation for Board meetings to allow for full and appropriate participation in the Board's decision making;
- (v) Shall observe the confidentiality of non-public information acquired by them in their role as Board members and not disclose to any other person such information;
- (vi) Shall act in accordance with their fiduciary duties, complying with the spirit as well as the letter of the law, recognising both the legal and moral duties of the role;
- (vii) Shall interact with the Board and FMANZ in a positive and constructive manner;
- (viii) Shall be loyal and supportive to the Board, abiding by Board decisions once reached;
- (ix) Shall not do anything that in any way denigrates FMANZ or harms its public image;

**The Board:**

- (i) Shall meet regularly to monitor the performance of management and FMANZ as a whole, and to do this the Board will ensure that appropriate monitoring and reporting systems are in place and that these are maintained and utilised to provide accurate and timely information to the Board;
- (ii) Shall ensure that there is an appropriate separation of duties and responsibilities between itself and the CEO and that no one has unfettered powers of decision making;
- (iii) Shall ensure that the independent views of Board members are given due consideration and weight;
- (iv) Shall ensure that stakeholders are provided with an accurate and balanced view of FMANZ's performance including both financial and service provision;
- (v) Shall regularly review its own performance as the basis for its own development and quality improvement;
- (vi) Shall carry out its meetings in such a manner as to ensure fair and full participation of all Board members;

#### **2.4.1.2 Conflicts of Interest**

The Board places great importance on making clear any existing or potential conflicts of interest for its Board members. All such conflicts of interest shall be declared by the Board member concerned and officially documented in an interests register. Accordingly:

- (i) Any business or personal matter which is, or could be, a conflict of interest involving the individual and his/her role and relationship with FMANZ must be declared and registered in the interest register;
- (ii) All such entries in the interests register shall be presented to the Board and minuted at the first Board meeting following entry in the records;
- (iii) Where a conflict of interest is identified, the Board member concerned shall not vote on that issue. Only with the unanimous agreement of all other Board members present may the Board member concerned participate in any Board discussion on that topic. Failing such agreement being reached, the individual shall either refrain from participation or leave the room;
- (iv) When the chair is aware of a real or potential conflict of interest involving one of more Board members, the chair must take whatever steps are necessary to ensure that the conflict is managed in an appropriate manner according to this policy;
- (v) Individual Board members, aware of a real or potential conflict of interest of another Board member, have a responsibility to bring this to the notice of the Board.

Examples of conflicts of interest are:

- (i) When a Board member or his/her immediate family or business interests stands to gain financially from any business dealings, programmes or services of FMANZ
- (ii) When a Board member offers a professional service to FMANZ
- (iii) When a Board member stands to gain personally or professionally from any insider knowledge if that knowledge is used for personal or professional advantage.

#### **2.4.1.3 Confidentiality**

The objective of meetings of the Board is to bring together ideas of Board members in free and open discussion. However, there will be times when an issue arises which may need to be treated with discretion. These are handled as outlined below:

'In Committee' Sessions:

When necessary, it is general business practice that 'In Committee' Sessions are held during meetings. This is used when issues which need to be discussed are sensitive, and Board members need to be totally comfortable that what is said in the confines of the meeting room will not be repeated outside the meeting.

'In Committee' sessions are held to:

- (i) Discuss commercially sensitive matters
- (ii) Discuss personal and personnel issues
- (iii) Enable an open and frank discussion

#### **2.4.1.4 Board Evaluation – Cost of Governance**

The Board members recognise that governance is a cost to the organisation which therefore will increase its governance capability and performance. The Board will carry out a formal evaluation on its activities on a regular basis.

### **2.4.2 Board – Chief Executive interrelationship Policies**

#### **2.4.2.1 Board responsibilities**

The Board's sole official connection with the operations of FMANZ, its achievement, and conduct will be through the CEO.

Only decisions of the Board acting as a body are binding on the CEO.

In the case of Directors or committees requesting information or assistance without Board authorisation, the CEO can refuse such requests that require, in the CEO's opinion, a material amount of staff time or funds, or are disruptive.

The Board's resolutions describing the organisational results to be achieved will be the basis for the CEO to develop the organisational means to achieve the results.

The Board will develop policies that limit the latitude the CEO may exercise in choosing the organisational means. These policies will be called Chief Executive Limitations policies .

As long as the CEO uses any reasonable interpretation of the Board's results resolutions and Chief Executive Limitations policies, the CEO is authorised to establish all further policies, make all decisions, take all actions, establish all practices, and develop all activities.

The CEO is not restricted from using the expert knowledge of individual Directors.

The Board will view the CEO's performance as the same as organisational performance so that achievement of the Board's strategic results resolutions and non violation of Chief Executive Limitation policies will be viewed as successful CEO performance.

#### **2.4.2.2 Chief Executive performance assessment**

The Chief Executive's performance will be continuously and systematically assessed by the Board against KPIs and strategic outcomes agreed with the Chief Executive. The Board will provide regular performance feedback to the Chief Executive.

The Board's assessment of the Chief Executive's performance will be against only those performance indicators that have been agreed at the commencement of the performance year.

The standard applied to all facets of the performance assessment shall be that the Chief Executive has met or can demonstrate compliance with the intent or spirit of the Board policy/statement.

The Board may monitor any policy at any time using any method but will normally base its monitoring on a predetermined schedule.

The Board may use any one or more of the following three methods to gather information necessary to ensure Chief Executive compliance with Board policies and thus to determine its satisfaction with the CEO's performance:

- Chief Executive reporting,
- Advice from an independent, disinterested third party, or
- Direct inspection by a Board approved Board member or group of Board members.

If at any time the Board engages an outside evaluator to assist the Board to conduct an assessment of the Chief Executive's performance, the process must be consistent with this policy. Any such evaluator is a contractor to the Board, not the Chief Executive.

#### **2.4.3 Chief Executive Limitations Policies**

##### **2.4.3.1 Responsibilities of the Chief Executive**

The job of the CEO is to manage FMANZ in accordance with Board policy and commonly accepted business and professional practice and ethics.

Accordingly the CEO shall:

- operate at all times within the constitution and regulations of FMANZ;
- avoid any practice, activity, decision, or organisational circumstance that is in any way unethical, unlawful, imprudent, or which violates any Board policy or expressed Board values;
- avoid any business activity which is clearly outside FMANZ's competency areas;
- keep the Board informed of the true and accurate position of the outcomes of programmes and services, financial position, significant management issues and all matters having real or potential legal / organisational risk considerations for the organisation;
- submit data in a timely, accurate and understandable fashion addressing the various issues to be monitored by the Board;
- inform the Board of significant trends, implications of Board decisions, issues arising from policy matters or changes in the basic assumptions upon which the Board's strategic Results policies are based;
- present information in a manner which enhances Board members' understanding of the issues contained therein;

- keep Board members informed when for any reason there is actual or anticipated non-compliance of a Board policy;
- marshal for the Board as many staff and external points of view, issues and opinions as needed for fully informed Board choices;
- inform the Board of such occasions when it violates one of its own policies;
- seek Board approval on all matters having real or potential legal considerations for FMANZ including all new contracts entered into over \$15,000;
- ensure that there are effective communication channels relevant to the Board's task;
- deal with the Board as a whole except when responding to individual requests for information or requests from Board committees or working parties;
- have a complete manual of sound operational practices in line with industry norm and good practice;
- advise the Board of position descriptions for new staff and significant changes to existing position descriptions;
- involve the Board in the appointments process of senior management positions.
- inform the Board of any significant change in relationships with key stakeholders

#### **2.4.3.2 CEO compensation**

The CEO's compensation will be decided by the Board as a body based on terms and conditions that reflect the organisation performance and executive market conditions.

Organisation performance will be only that performance revealed by the monitoring system to be directly related to criteria given by the Board in policy.

Compensation will cover the entire range of salary, compensation, benefits and all other forms.

Compensation will be competitive with similar performance within the marketplace based on achievement of the Board's strategic direction and strategic goals while complying with the Chief Executive Limitations policies.

A committee process will be used to gather information and to provide options and recommendations for the Board for its consideration and decision.

#### **2.4.3.3 Financial planning**

Budgeting/financial planning for any financial year or the remaining part of any financial year shall be designed to ensure the achievement of the board-determined outcomes. In developing the operational financial plan and budget and without limiting the scope of the foregoing.

The Chief Executive must:

- Demonstrate (a) a credible projection of revenues and expenses, (b) separation of capital and operational items, (c) projection of cash flows, and (d) disclosure of planning assumptions.
- Avoid financial risk beyond Board-determined parameters.
- Avoid expenditure in any financial year that would result in default under any of FMANZ's financing agreements or cause insolvency.

- Incorporate/accommodate medium to long-term financial plans/projections and long-term business direction.
- Design a financial plan that anticipates the achievement of a 'bottom line', in line with that determined by the Board, e.g. a predetermined surplus, acceptable deficit or balanced budget.
- Provide for the Board's developmental and other expenditure.

#### **2.4.3.4 Financial Management**

The Chief Executive is responsible for the day-to-day financial management of the organisation. In carrying out this duty he/she must ensure that nothing is done, or authorised to be done, that could in any way cause financial harm or threaten the organisation's financial integrity. Without limiting the scope of the foregoing,

the Chief Executive must not:

- Use any organisational funds, or enter into any contracts or accept other liabilities, other than for the furtherance of Board-approved purposes and priorities.
- Expend more funds than have been received in the financial year unless offset by approved borrowings or approved withdrawals from reserves.
- Allow undisputed invoices from suppliers of goods and services to remain unpaid beyond trade credit terms agreed with those suppliers.
- Authorise expenditure beyond the level established by the Board.
- Fail to meet all government imposed compliance requirements or payments on time and to standard.
- Breach Accounting Standards.
- Acquire, encumber or dispose of land or buildings.
- Neglect to ensure that there are limitations on expenditure and adequate controls on the use of credit or other purchase cards by card holding staff.
- Fail to assertively pursue receivables overdue.

#### **2.4.3.5 Remuneration and Benefits**

In managing the setting and review of salaries and benefits, the Chief Executive must not make decisions or promises that would in any way cause or threaten financial harm to the organisation. Without limiting the scope of the foregoing the Chief Executive must not:

Change his/her remuneration.

Create obligations that cannot be met over the projected period of the individual's term of employment or over a period for which revenues can realistically be projected.

Cause unfunded liabilities to occur or in any way commit FMANZ to benefits that incur unpredictable future costs.

Make promises or offer guarantee of long-term employment under circumstances when such guarantees or promises cannot realistically be honoured.

#### **2.4.3.6 Protection of Assets**

The Chief Executive shall take all prudent and reasonable actions to ensure that NZRA's assets, physical and intellectual, are protected against all foreseeable damaging circumstances. Without limiting the scope of the foregoing the Chief Executive must not:

Permit any unauthorised person to handle cash.

Process the receipt or disbursement of funds outside of controls acceptable to the duly appointed auditor.

Allow the assets to be insured for less than is considered necessary for prudent risk-management.

Make any purchase of goods or services where he/she has a conflict of interest.

Fail to protect intellectual property, information, and files from loss, improper use, improper purposes, or significant damage.

Fail to ensure that there are appropriate and effective security systems in place to adequately safeguard against loss, common damage or theft of staff, customer and organisation property.

Fail to maintain a current assessment and evaluation of the risk factors that could conceivably disrupt FMANZ's effective and efficient operation and ensure that there are plans and systems that, in the event of disruptive events, will allow continuity of business.

#### **2.4.3.7 Public Affairs**

Only the Chair and the CEO are authorised to comment publicly on the affairs and policies of FMANZ

Generally the Chair may comment on matters that are the responsibility of the board and the CEO will comment on matters of operational significance. The Chair and CEO may delegate comment to Directors and Staff on strategic and operational matters respectively.

The Chair, CEO and office holders of FMANZ shall not support any action or public statement that is derogatory or in any way damaging to FMANZ.

#### **2.4.3.8 Treatment of Members**

With respect to interactions with Members or those applying to be Members, the CEO shall ensure that the conditions, procedures or decisions applying are safe, dignified, not necessarily intrusive, and provide appropriate confidentiality or privacy.

Accordingly, the CEO shall:

- (i) use application forms that only require information for which there is a clear purpose;
- (ii) use methods of collecting, reviewing, transmitting or storing Member information that protect against improper access to the material elicited;
- (iii) maintain facilities that provide a reasonable level of privacy, both visual and aural;

- (iv) establish with Members a clear understanding of what may be expected and what may not be expected of them;
- (v) inform Members of this policy and provide a grievance process to those who believe they have not been accorded a reasonable interpretation of their rights under this policy.

#### **2.4.3.9 Treatment of Staff**

With respect to the employment and treatment of staff, the CEO shall provide an environment that is fair, culturally safe, safe, dignified, not intrusive, and that provides appropriate confidentiality or privacy.

## **Section 3: Effective Governance**

### **3.1 Insurance**

NZRA shall arrange for the benefit of each director, a policy of directors' and officers' (D&O) insurance in such reasonable industry accepted form approved by the Board.

### **3.2 Director Remuneration**

No fees are paid to directors of FMANZ.

FMANZ shall fund or reimburse the reasonable travelling, accommodation and other expenses of directors when engaged in the business of FMANZ.

Any expenses shall be supported by appropriate documentation.

### **3.3 Director Development**

A commitment to ongoing professional development is a commitment to the continuing improvement of FMANZ as a whole.

With the assistance of the Chair Directors shall:

- participate in development activities
- plan their own development and proactively identify development and training opportunities in support
- mentor and develop other directors informally through positive and constructive feedback and sharing knowledge and experience.

### **3.4 Director Induction**

All Directors are expected to contribute to Board meetings to the best of their ability. To facilitate this FMANZ will guarantee a thorough orientation into the affairs of both the Board and FMANZ at large, its issues, current concerns, staff, current financial position etc.

All prospective Directors will be provided with all relevant information.

Prior to attendance at their first Board meeting, new Directors will:

- (i) Receive a copy of the Constitution, the Charter, a copy of the previous year's accounts, an up-to-date copy of year-to-date financial statements, and the strategic and annual plans.
- (ii) Meet with the Chair for a governance familiarisation. This meeting may be held as a group session or with individual new Directors.

Meet with the CEO for an operational familiarisation.

## **Section 4: Board Processes**

### **4.1 Board meetings**

The Board has adopted the following guidelines

- Board members will meet formally once every month, with five in-person meetings and up to six teleconference meetings.
- The agenda and papers for the meeting will be circulated to all Board members one week prior to the meeting
- The agenda will be constructed having regard to the Board's annual work-plan which schedules in advance time to address vital strategic issues and to attend to important non-discretionary matters.
- The agenda will allow the Board to exercise adequate monitoring of organisational performance.
- Agenda items will be supported by sufficient information to allow effective decision making

### **4.2 Conduct of Meetings**

The Chair will determine the degree of formality required at each meeting while maintaining the decorum of such meetings. The following guidelines shall apply

- The Chair shall ensure that all members are heard
- The Chair shall maintain sufficient control to ensure that the authority of the Chair is recognised so that a degree of formality can be reintroduced when required
- The Chair will take care that decisions are properly understood and well recorded
- The Chair will ensure that the decisions and debate are completed with a formal resolution recording the conclusions reached.

### **4.3 Board Committees**

The Board will establish committees and working parties only to support it in its own work, never to conflict with the Chief Executive's delegated responsibilities.

Committees and working parties shall have Terms of Reference or Role Definition clearly defining their role, life span, procedures and functions, and the boundaries of their authority, reviewed annually.

A decision of a committee or working party exercising delegated authority is a decision of the Board and should be treated by the Chief Executive accordingly.

Committees and working parties may co-opt outside members from time to time in order to bring additional skills, experience or networks.

Committees and working parties cannot exercise authority over staff nor shall they delegate tasks to any staff unless the Chief Executive has specifically agreed to such delegations.

Unless explicitly empowered by the Board, committees or working parties cannot make binding Board decisions or speak for the Board. For the most part the function of committees and working parties, in fulfilling their role, is to make recommendations to the Board.

Committees and working parties will not mirror operational divisions, departments or staff functions.

#### **4.4 Board Minutes**

Minutes will contain a brief review of the discussion plus the official resolution adopted by the Board

All decisions will be recorded by way of a formal resolution

Board members who dissent or abstain may ask to have their dissention or abstention recorded in the minutes

Material conflicts of interest shall be recorded in the minutes

#### **4.5 Agenda Planning**

To meet standards of good governance, the Board will follow a one year work-plan that (1) regularly reviews Results policies and relevant strategic issues (2) provides assurance that all relevant compliance requirements are addressed, and (3) improves Board performance through education and continuous focus on its governance effectiveness.

The Board will develop an annual work-plan setting out a framework for its year's work. Examples of recurring and once-off agenda items include:

- Scheduled review of Board stated results as indicated in the Board's strategic planning statements, e.g. via Chief Executive reports and presentations.
- Scheduled time for strategic thinking.
- Scheduled assessment of organisational risk.
- Consultations with key stakeholders as appropriate.
- Governance education as appropriate e.g. sessions that facilitate a better understanding of the organisation's business.

- Other policy compliance monitoring both in respect of the Chief Executive delegation and other Board policies, e.g. regular financial and non financial reporting.
- Board Effectiveness review.
- Chief Executive performance appraisal review meetings (setting up and reporting) and remuneration review.
- Preparation for or review of AGM matters.
- Meeting with the external auditor.
- Scheduled reporting by the Audit Committee or other Board committees.
- Specific Board discussion relating to projects currently underway, e.g. buildings, change programmes etc.
- Planned cycle of governance policy review
- All other matters that the Board can plan for.