



## **POLICY: 2 GOVERNANCE & MANAGEMENT**

**PURPOSE: TO PROVIDE LEADERSHIP AND SUPPORT FOR STAFF WORKING TO ACHIEVE THE OBJECTIVES OF THE TRUST**

*MEASURES OF ACHIEVEMENT: Achievement of strategic goals*

*These policies must be read in conjunction with the Trust Deed.*

### **ROLES OF THE BOARD AND ITS MEMBERS**

The Board is primarily responsible for achieving the organisation's purposes as listed in the Trust deed. Procedures for selecting trustees should be designed to ensure that the Board includes the appropriate levels of expertise required for governance generally as well as for governance in relation to the Board's major activities.

The Board emphasises strategic leadership rather than operations, has a clear distinction between Board and staff roles, concentrates on the future rather than the past or present, and is pro-active rather than reactive. Key areas in which the Board contributes in this way include:

- Setting, reviewing and modifying (where needed) the philosophy
- Developing appropriate strategic plans, including goals and objectives for each area of on-going work
- Approving and monitoring the Annual Plan
- Developing and reviewing policy direction; approving policies
- Reviewing the organisational structure and governance framework to ensure they remain appropriate and effective
- Approving major programme initiatives
- Monitoring contract and service delivery outcomes
- Overseeing risk management in relation to assets, including providing financial stewardship
- Developing and maintaining a broad base of community support, especially but not limited to the membership

The Board is also responsible for:

- Being proactive in succession planning for future trustees
- Inducting new trustees
- Regularly undertaking self-review
- Appointing, supporting and appraising the Kaiwhakahaere
- Acting as a good employer
- Dealing with any conflict which cannot be resolved by the Kaiwhakahaere or which directly involves her or the Board itself
- Dealing with any complaint which is about Te Kaiwhakahaere or the Board itself
- Being involved in the investigation of any allegations of serious misconduct by any staff member

If the Board creates a sub-committee, care must be taken to ensure that it does not become involved in management issues or operations.

The Trust members will choose their own office holders, but the Kaiwhakahaere has the right of veto with regard to who the Staff Liaison Trustee will be, if anyone is appointed to that role.

#### ROLE OF TE KAIWHAKAHAERE

The primary role of the manager is to be accountable to the Board for all aspects of management, service delivery and administration, including staff and finances.

Te Kaiwhakahaere reports to the Board as a whole and keeps it informed of the true and accurate position of the outcomes of programmes and services; financial position; and all matters having real or potential legal considerations for the organisation. The Board relies on information from Te Kaiwhakahaere in its strategic decision-making and risk management decisions. Therefore, the Kaiwhakahaere will not fail to:

- 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 goals are based
- respond to requests for information in a timely, accurate and understandable fashion
- recommend changes in Board policies when the need for them becomes known
- monitor and respond to changes in legislation which affect the Trust and its operations
- limit public statements to what the Board has formally adopted, about the official position of the Board on controversial issues
- inform the Board when, for any reason, there is non-compliance with a Board policy or directive, along with reasons for its occurrence and suggestions of how to avoid such a situation arising again
- inform the Board of any allegations of serious misconduct by any staff member

#### RELATIONSHIP BETWEEN THE BOARD AND TE KAIWHAKAHAERE (governance relationship to management)

Management will be 'by exception, that is, the Kaiwhakahaere is authorised to, make any decisions, take any actions, develop any activities, and establish practices and procedures concerning management of the organisation as long as the decisions do not contravene:

- NZ law and regulations
- the trust deed
- policies adopted by the Board, unless permission has been granted by the Board
- current strategic and annual plans adopted by the Board unless permission has been granted by the Board
- current budget adopted by the Board unless permission has been granted by the Board

The relationship between the Board and Te Kaiwhakahaere is based on trust and mutual support. The Board may identify a person or sub-committee responsible for support and oversight of Te Kaiwhakahaere. Only decisions made by the Board collectively are binding on Te Kaiwhakahaere (decisions or instructions of individual Board members are offered as advice only). Unless specified otherwise, the Kaiwhakahaere is subject to the same policies and procedures as other staff. In the event the Board determines that the potential degree and seriousness of any misconduct by the Kaiwhakahaere warrants initiating a disciplinary process, the Board shall seek external advice and follow due process.

The Board may establish advisory bodies, which should include Te Kaiwhakahaere (unless there is a particular reason not to), to provide oversight and support in specific areas requiring specialist expertise.

## QUALITY MANAGEMENT SYSTEMS (QMS)

Te Tai-awa o te Ora Trust is committed to the application of sound quality management systems in all facets of its practices. The Trust will have effective policies and procedures which:

- are designed to support achievement of the Trust's purposes by people in governance, management and operations roles
- incorporate tikanga
- reflect good practice for the community sector in Aotearoa generally
- are fit for purpose

and a documented organisational structure indicating governance, management and other lines of authority/reporting.

## COMMUNICATIONS

Only the Chairperson can speak for the Board and/or delegate authority to others to speak on its behalf.

There should be no communication between Board members and staff about Te Tai-awa o te Ora governance, management or operations unless it has been approved by Te Kaiwhakahaere or unless it is in relation to a complaint about Te Kaiwhakahaere.

Neither trustees nor staff will make any statements to the press or any other public media, including social media, that are derogatory or in any way damaging to Te Tai-awa o te Ora.

## CONFLICTS OF INTEREST

When a conflict of interest exists for a trustee or any other person working for the Trust (paid or unpaid), that person must declare the nature of the conflict or the potential conflict. The person must not take part in deliberations or proceedings including decision-making in relation to the conflict of interest.

## **Approved**

**Trust Chairperson:**

**(On behalf of Te Tai-awa o te Ora Trust)**

Signature: \_\_\_\_\_

Date: \_\_\_\_\_