



**Swimming New Zealand (SNZ) Inc**

**Directors Policy Handbook**

**November 2008**



Welcome to this manual which contains all the current policies adopted by successive SNZ Boards.

These policies have been derived and reviewed over the years to express the way the SNZ Board fulfills its responsibilities.

Policies are formulated under one of four categories:

**1. Governance Process policies (GP):**

Describe the way the Board carries out its governing role.

**2. Board – Staff Linkage policies (BSL):**

Define the nature of the interrelationship between the Board and the CEO and staff.

**3. CEO Limitations policies (CEL):**

Limit the CEO's freedom to use means unacceptable to the Board in the achievement of the Strategic Results policies.

**4. Strategic Results policies (SR):**

Describe the outcomes the Board wants to be achieved. Strategic results policies define the benefit provided, who is to benefit, and the cost or worth of the benefit.

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**1. Governing Process (GP)**

**GP 1.1 Board Responsibilities**

GP 1.1.1 Criteria for becoming a Director of SNZ

The Board of SNZ consists of 6 Directors including the President (Chairman) and Vice President (Deputy Chairman) elected by the SNZ membership and up to two Directors appointed by the Board.

Directors should demonstrate the following competencies:

*Leadership*

Directors must be able to demonstrate leadership skills, both in directing the organisation and to stakeholders.

*Strategic Thinking*

Directors must have the ability to think strategically and consider the wider perspective of issues. They must be able to distinguish between governance and operational matters.

*Commitment to Excellence*

Directors must have a commitment to excellence, both personally and for the organisation as a whole.

*Commitment and Adding Value*

Directors must be interested in sport in general and Swimming in particular and be able to commit the time and effort required to carry out their role as a Board Member effectively. The Board should strive to add value to the organisation in terms of strategic direction and through its decision making process.

*Decision-Making*

Directors must have the ability to consider and make decisions, which benefit the organisation. They must demonstrate good judgment, common sense and independence of thought, allowing for a wide perspective on issues.

*Honesty and Integrity*

Directors must be able to demonstrate honesty and integrity at all times. This includes being non-negotiable in their personal values.

*Interpersonal and Communication Skills*

Directors must have good interpersonal skills, including the ability to interact and communicate with people from a wide variety of backgrounds.

*Organisational Awareness*

Directors must have knowledge of the organisation, its structure and the issues which are important to members as a whole.

*Financial Understanding*

Directors must understand financial matters and their implications on the organisation.

*Experience*

Directors will desirably have had experience with the sport of Swimming and be familiar with the organisation and operation of Swimming in New Zealand.

GP 1.1.2 Preparation of Directors for their role

Individuals nominated for election, or being appointed, to the SNZ Board should both understand the obligations they will be taking on and be adequately prepared to take up the role of SNZ Director. It is desirable that the individual should both complete due diligence with the Chairman prior to nomination, and be adequately prepared for membership of SNZ through an appropriate induction and training program.

*Due Diligence*

Individuals considering nomination as a SNZ Director, should complete the following due diligence.

Prior to accepting nomination the individual should gain an understanding of:

- The personal accountabilities and obligations of being a SNZ Director
- The constitution of SNZ
- Any legislative or regulatory framework applicable to SNZ
- The responsibilities they are undertaking
- The risks of being an SNZ Director
- The organisation, what it does and its objectives
- The last annual report
- The current financial position
- Director remuneration and expenses reimbursement policy
- Any potential conflicts of interest

The individual should discuss with the Chairman the time commitment required, including the time outside Board and committee meetings, reading Board papers and other material, and resolve any concerns they may have about SNZ.

GP 1.1.3 Director Induction

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

1. All prospective Directors will be provided with all relevant information.
2. Prior to attendance at their first Board meeting, new Directors will receive:
  - (i) Receive a copy of the Directors Policy Handbook. A copy of the previous year's accounts, an up-to-date copy of year-to-date financial statements, strategic/business plans, policies, organisational chart, codes of conduct and conflict of interest agreements.
  - (ii) Meet with the Chairman for a governance familiarisation. Full board introductions at the first meeting.
  - (iii) Meet with the CEO for an operational familiarisation meet staff and office Tour, process for expense claims, board meeting logistics.
  - (iv) An assessment of the induction process should be completed by the Board member and Chairman and reported back to the Board.
  - (v) The appointment should be published in the appropriate mediums.

GP 1.1.4 The Board's Job Description

The Board is responsible for the long-term health and prosperity of SNZ

The Board charts the direction of SNZ and monitor's management's performance on behalf of stakeholders.

The Board fulfills its responsibilities by ensuring:

- (i) The relevance of its policies and the appropriateness of the ways in which programs and services are provided;
- (ii) That SNZ has the capacity to implement policy and to manage its affairs;
- (iii) Risks regarding type, level and quality of programs and services provided (or not provided) are understood and that means are in place to manage these risks;
- (iv) That what SNZ set out to accomplish, what it accomplished, and the choices that were made and why are adequately explained to members.

#### GP 1.1.5 Linkage to Stakeholders

The Board will at all times recognise the trust placed in it by the stakeholders and their requirements and expectations of the Board of SNZ, demonstrating this:

- (i) Through their attitudes expressed as appropriate behaviours towards the stakeholders (and the community at large);
- (ii) By demonstrating loyalty to the stakeholders;
- (iii) By gathering information from the stakeholders about their concerns, needs, demands and fears;
- (iv) By remaining up-to-date in matters concerning the stakeholders' interests;
- (v) By reporting to the stakeholders on a regular basis on the performance of the organisation.

#### GP 1.1.6 Policy Making

Policies are designed to provide clear, unambiguous guidelines for the implementation of the various operational elements of SNZ. Policies provide continuity and a consistent point of accountability.

Once a policy is adopted the Board will speak with one voice around that policy.

- (i) The Board at a formally constituted Board meeting will approve all governance policies.
- (ii) Individual Directors, the CEO, staff members or stakeholders of SNZ may notify the need for new policies or alterations to existing policies.
- (iii) All governance policies will be systematically reviewed by the Board.
- (iv) All governance policies shall be available to all Directors, the CEO and to staff as appropriate.

GP 1.1.7 Code of Ethics and Proper Behaviour

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

Directors:

- (i) Shall act honestly and in good faith at all times in the interest of SNZ 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 SNZ carries out its business in accordance with the law and the terms of its own constitution;
- (iii) Shall act in accordance with the principles of the Treaty of Waitangi;
- (iv) Shall avoid conflicts of interests in as far as this is possible. Where such conflicts arise, the Director/s concerned will act within the terms of the Board's Conflict of Interests policy;
- (v) 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;
- (vi) Shall observe the confidentiality of non-public information acquired by them in their role as Directors and not disclose to any other person such information;
- (vii) 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;
- (viii) Shall interact with the Board and SNZ in a positive and constructive manner;
- (ix) Shall be loyal and supportive to the Board, abiding by Board decisions once reached;
- (x) Shall not do anything that in any way denigrates SNZ or harms its public image;
- (xi) Shall not participate (or benefit from assisting others involved) in sports betting or gambling activity associated with swimming events and/or swimming results in which SNZ are involved in.

The Board:

- (i) Shall meet regularly to monitor the performance of management and SNZ 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 Directors are given due consideration and weight;
- (iv) Shall ensure that stakeholders are provided with an accurate and balanced view of SNZ 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 Directors;
- (vii) Shall ensure that it develops, maintains and adheres to policies relevant to the effective governance of Swimming;
- (viii) Shall satisfy itself that SNZ has the capacity to implement policy and manage its affairs;

**GP 1.1.8 Governance Philosophy**

The Board will govern with an emphasis on:

- (i) Outward vision rather than inward concern;
- (ii) Encouragement of diversity of opinions and views;
- (iii) Strategic leadership rather than administrative detail;
- (iv) Collective rather than individual decisions;
- (v) Future rather than present focus;
- (vi) A clear distinction between Board and CEO roles;
- (vii) Pro-activity rather than reactivity.
- (viii) Modeling desired behaviours

The Board will:

- (i) Cultivate a sense of group responsibility with a close attention to achieving a high level of governance excellence;
- (ii) Govern SNZ through careful design and review of written policies that reflect the Board's values, focusing on the long-term effects of these;
- (iii) Maintain a commitment to excellence in all matters coming before it. It will establish a code of ethics and proper practice that is binding on all Directors;
- (iv) Not allow any officer, individual or committee of the Board to hinder or be an excuse for not fulfilling Board commitments.

**GP 1.1.9 Work Planning and Agenda Setting**

To achieve its governance outcomes in a manner consistent with its policies, the Board will follow an annual work plan that (1) focuses on issues in its Strategic Plan and (2) continually improves Board performance through education and evaluation of effectiveness. Accordingly:

- (i) The Board's work plan cycle will commence at the March meeting so that the budget and planning can be based on a one year segment of the Board's focus on Strategic Plan results achievement.
- (ii) The cycle will start with the Board's development of its work plan for the following year.
  - a. Consultations will be held with selected groups from the stakeholders and other input into the exploration of Strategic Planning issues.
  - b. Governance education relating to the Board's job, provided from both internal (staff) sources and external sources will be arranged on a quarterly basis.
- (iii) CEO monitoring will be included in the work plan if monitoring reports show policy violations or if policy criteria are to be debated.
- (iv) CEO remuneration will be decided after a review of monitoring reports and upon receipt of the annual audited financial statements, but not later than 31st July each year.

*Note: The Strategic Plan is a document that outlines planning for a three to four year period consistent with Strategic Ends policies. The Business Plan is a plan of the year's activities in relation to the implementation Strategic Plan.*

GP 1.1.10 Conflicts of Interest

The Board places great importance on making clear any existing or potential conflicts of interest for its Directors. All conflicts of interest shall be declared by the Director concerned and officially documented in a Conflicts of 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 SNZ must be declared and registered in the Conflicts of Interest Register;
- (ii) All such entries in the 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 and registered, the Director concerned shall not vote on that issue. Only with the unanimous agreement of all other Directors present may the Director 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 Chairman is aware of a real or potential conflict of interest involving one of more Directors, the Chairman must take whatever steps are necessary to ensure that the conflict is managed in an appropriate manner according to this policy;
- (v) Individual Directors, aware of a real or potential conflict of interest of another Director, have a responsibility to bring this to the notice of the Board.

Examples of conflicts of interest are:

- When a Director or his/her immediate family or business interests stands to gain financially from any business dealings, programmes or services of SNZ
- When a Director offers a professional service to SNZ
- When a Director stands to gain personally or professionally from any insider knowledge if that knowledge is used for personal or professional advantage.

- When a Director has involvement in another organisation and Board discussions/direction may impact or influence that organisation the Board have the ability to refer to the process stated above in (i) - (v).

#### GP 1.1.11 Confidentiality

The objective of meetings of the Board is to bring together ideas of Directors 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 Directors 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

#### GP 1.1.12 Media Policy

Only the Chairman and the CEO are authorised to comment publicly on the affairs and policies of SNZ.

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

The Chairman, CEO and representatives of SNZ shall not support any action or public statement that is derogatory or in any way damaging to SNZ.

#### GP 1.1.13 Board Evaluation – Cost of Governance

The Board of Directors recognises that governance is a cost to the organisation therefore will increase its governance capability and performance. The board will carry out a formal evaluation on its activities annually. This will be done in two parts:

##### Internal Evaluation:

- (i) This will look at how the Board works together and will include the following assessments:
- (ii) Assessment of Chairperson by all other Board Members.
- (iii) Assessment of each Board Member by all other Board Members.
- (iv) Self-assessment by each Board Member.

##### External Evaluation:

- (i) Assessment of Board by CEO and Management Team.
- (ii) The Board may choose to have this carried out and collated by an outside consultant and the results will be confidential to the SNZ Board.

**GP 1.1.14** Chairman's Role Description

The Chairman assures the integrity of the Board's process and occasionally represents SNZ to outside parties.

Accordingly,

- (i) The Chairman ensures that the Board behaves consistently with its own rules and those legitimately imposed upon it from outside SNZ.
- (ii) Meeting discussion content will be only those issues, which, according to Board policy, clearly belong to the Board to decide, not the CEO.
- (iii) Deliberation will be fair, open, and thorough but also timely, orderly, and kept to the point.
- (iv) The authority of the Chairman consists in making decisions that fall within topics covered by Board policies on Governance Process, except where the Board specifically delegates portions of this authority to others. The Chairman is authorised to use any reasonable interpretation of the provisions in these policies.
- (v) The Chairman is empowered to chair Board meetings, with all the commonly accepted power of that position (for example, ruling, recognising).
- (vi) The Chairman has no authority to make decisions (such as creating, recreating or varying) about policies created by the Board.
- (vii) The Chairman acts as the conduit between the Board and the CEO.
- (viii) The Chairman may represent the Board to outside parties in announcing Board-stated positions and in stating chair decisions and interpretations within the area delegated to her or him.
- (ix) The Chairman may delegate this authority but remains accountable for its use.

**GP 1.1.15** Appointment of Chairman

- (i) A transparent election process is undertaken at a Board meeting immediately following the AGM to appoint the Chairman (President) and Deputy Chairman (Vice President).
- (ii) Nominations to be taken from the floor and if necessary a secret ballot to be run.
- (iii) The Chairman to be appointed first, followed by the appointment of the Deputy Chairman.

**GP 1.2** **Board Committees**

The Board has the authority to establish both standing and ad-hoc committees to assist in its work. Standing Committees will be limited to the following:

- (i) Audit / Finance and Risk Committee
- (ii) Awards Committee
- (iii) CEO Management and Appointments Committee
- (iv) Governance Committee

Committees shall develop their own terms of reference, endorsed by the Board, clearly defining their role, procedures and functions, and the boundaries of their authority.

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

Committees cannot exercise authority over staff nor shall they delegate tasks to any staff unless the CEO has specifically agreed to such delegations.

All ad-hoc committees are automatically disestablished once they have completed their work and have reported to the Board.

All standing committees shall review their terms of reference annually including their membership and the results of their work and so report to the Board.

Unless explicitly empowered by the full Board, committees cannot make binding Board decisions. For the most part the function of committees is to solve problems for and/or make recommendations to the Board on which the latter, and only the latter, has the power to make decisions or policy.

#### **GP 1.3            Overarching appointments policy**

All appointments will be made on the principle that the person most suited to the role of carrying out the objectives and processes as detailed by SNZ shall be appointed.

The CEO is responsible for all procedures and management appointments, including the performance management and evaluation of all management appointments.

#### **GP 1.4            Attendance at International events**

Consistent with the strategic results sought by SNZ, the organisation will generally be represented at significant International events and activities.

The Board will determine in advance the objectives of the SNZ participation and its representatives will be briefed on those in advance and will be expected to produce a written report to the board within 28 days on the achievement of the objectives.

#### **GP 1.5            Board reimbursement**

SNZ may reimburse directors and any others co-opted to assist in the governance process for actual and reasonable expenses incurred on activities authorized by the board.

Claims for Expenses must be approved by the CEO and/or Chairman of the Board, who are in a position to confirm the claims are valid in terms of the organisations policies and procedures.

The Chairman cannot approve his own expenses.

## **2. Board – Staff Linkage (BSL)**

### **BSL 2.1 Board Responsibilities**

The Board's sole official connection with the operations of the SNZ, 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 developed systematically from the broadest, most general level to more defined levels and they will be called *Chief Executive Limitations policies (CEL)*.

As long as the CEO uses any reasonable interpretation of the Board's Results resolutions and 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 CEO limitation policies will be viewed as successful CEO performance.

### **BSL 2.2 Monitoring CEO performance**

Systematic and rigorous monitoring of CEO job performance will be solely against the only expected CEO job outputs:

- (i) organisational accomplishment of Board policies on Results and;
- (ii) organisational operation within the boundaries established in Board policies on Chief Executive Limitations.

The Board will acquire monitoring data by one or more of three methods:

- (i) by internal report, in which the CEO discloses compliance information to the Board;
- (ii) by external report, in which an external, third party selected by the Board assesses compliance with Board policies; and
- (iii) by direct Board inspection, in which a designated member or members of the Board assess compliance with the appropriate policy criteria.

In every case, the standard for compliance shall be *any reasonable CEO interpretation* of the Board policy being monitored.

All policies that instruct the CEO will be monitored at a frequency and by a method chosen by the Board. The Board can monitor any policy at any time by any method, but will ordinarily depend on routine schedule as shown at the foot of each policy page.



There will be established an agreed-upon process to carry out a formal appraisal of the CEO based on the criteria agreed to and set at the beginning of the monitoring period. The format and process for this appraisal will be negotiated and agreed upon between the CEO and the Board.

**3. CEO Limitations (CEL)**

**CEL 3.1 CEO Responsibilities**

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

Accordingly the CEO shall:

- (i) Operate at all times within the constitution and regulations of SNZ
- (ii) Not cause or allow 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;
- (iii) Not conduct any business activity which is clearly outside SNZ 's competency areas;
- (iv) Keep the Board informed of the true and accurate position of the outcomes of programmes and services, financial position, management appointments, significant management issues and all matters having real or potential legal / organisational risk considerations for the organisation;
- (v) Submit data in a timely, accurate and understandable fashion addressing the various issues to be monitored by the Board;
- (vi) 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;
- (vii) Present information in a manner which enhances Directors' understanding of the issues contained therein;
- (viii) Keep Directors informed when for any reason there is actual or anticipated non-compliance of a Board policy;
- (ix) Marshal for the Board as many staff and external points of view, issues and opinions as needed for fully informed Board choices;
- (x) Inform the Board of such occasions when it violates one of its own policies;
- (xi) Seek Board approval on all matters having real or potential legal considerations for SNZ;
- (xii) Inform the board of any new contract committing SNZ prior to it being entered into where the value or cost is over \$25 000;
- (xiii) Inform the Board of any new schedules to existing contracts or new funding applications for SNZ initiatives, over \$50,000
- (xiv) Inform the Board of any new schedules to existing contracts or new funding applications where the funding is passing through SNZ directly to athletes or coaches, over \$200,000;
- (xv) To only pay commission on receipt of new cash/VIK (Value in Kind) and on the following basis:
  - a. As agreed by the CEO and contractor in writing prior to signing of any contractual relationships and;
  - b. For cash components and not more than 15%

c. For VIK (budget relief only) and not more than 15%

- (xvi) Ensure that there are effective communication channels relevant to the Board's task;
- (xvii) Deal with the Board as a whole except when responding to individual requests for information or requests from Board committees or working parties
- (xviii) Have complete manual of sound operational practices in line with industry norm and best practice
- (xix) Inform the board of significant SNZ management restructures and the appointment process for Senior Managers.

### **CEL 3.2 SNZ Regulations changes**

The CEO shall consider proposals from stakeholders for changes to the SNZ Regulations to ensure the Regulations provide a suitable framework for the general management of national swimming competitions. The CEO's role shall be to ensure that a formal process of well considered change is adhered to, one which protects the integrity of the National Events and Awards, supports the pathways for swimmer development and duly considers the impact of change on affected stakeholders.

Proposed regulation amendments, deletions or additions, including appropriate supporting information outlining the rationale for change and an impact assessment will be considered by the CEO. Approval shall follow a three step process:

- (i) Proposed regulation changes must first be provisionally ratified by the CEO for consultation. The ratified changes together with rationale and implementation details shall then be sent to the Board, Regions and NZSCAT for feedback within a reasonable time frame. Where proposed changes are the result of a consultation process this shall not remove the requirement to consult on the specific ratified changes.
- (ii) The full feedback from the consultation process together with the CEO's decision of any Regulation changes shall be presented to the Board for their information.
- (iii) Regulation changes shall be notified to all members as soon as possible.

### **CEL 3.3 Management Committees**

The CEO has the authority to establish both standing and ad-hoc advisory committees to assist in his/her work. Standing Committees will be limited to the following:

- (i) High Performance Advisory Committee
- (ii) Education Advisory Committee
- (iii) Technical Advisory Committee
- (iv) Selectors Committee

Committees shall develop their own terms of reference, endorsed by the Board, clearly defining their role, procedures and functions, and the boundaries of their authority.

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

Committees cannot exercise authority over staff nor shall they delegate tasks to any staff unless the CEO has specifically agreed to such delegations.

All ad-hoc committees are automatically disestablished once they have completed their work and have reported to the Board.

All standing committees' terms of reference will be reviewed annually including their membership and the results of their work.

Unless explicitly empowered by the CEO, committees cannot make binding Management decisions. For the most part the function of committees is to solve problems for and/or make recommendations to the Management Team on which the latter, and only the latter, has the power to make decisions or policy.

#### **CEL 3.4            Budgeting, Business and Financial Planning**

Financial planning for any financial year or the remaining part of any financial year must be materially consistent with the Board's Strategic Results priorities.

Accordingly, the CEO shall ensure that the budget:

- (i) Contains sufficient information to enable credible projection of revenues and expenses, separation of capital and operational items, cash flow, and disclosure of planning assumptions;
- (ii) Projects current assets at any time to be greater than the current liabilities;
- (iii) Provides for Board expenditure in accordance with the Cost of Governance policy if applicable;
- (iv) Is adopted by the Board in accordance with Board's Strategic Results policies if applicable.

The process for Budget and Business Plan approval is as follows:

- (i) The board and CEO discuss the organisations key strategic initiatives at the March meeting. These should be documented in the Strategic Results section of the Governance Policies.
- (ii) The CEO presents a 'draft' budget (including projected Cash flow) along with a 'draft' business plan, which incorporates the key strategic initiatives, and indicates priority projects conditional on funding at the May Meeting.
- (iii) The board discusses and approve subject to any amendments.
- (iv) The CEO provides the board with a quarterly report against the business plan but aligned with board meetings where applicable.

#### **CEL 3.5            Financial Condition**

With respect to the actual, ongoing financial conditions and activities, the CEO must protect against the development of fiscal jeopardy or a material deviation of actual expenditures from Board priorities established in the Strategic Results policies.

Accordingly, the CEO shall report to the Board:

- (i) Any deviation from the projected Statement of Financial Performance (Budget) which is greater than 10% of total revenue and or 10% of total expenditure and or 5% of the surplus on a trend basis;
- (ii) Any deviation from the projected Cash Flow Statement, which is greater than 5% of the projected bank balance on a trend basis.
- (iii) And shall provide the Board with a monthly bank certificate of the closing bank balance if so required.
- (iv) To guard against any situation whereby SNZ is unable to function effectively and to provide essential services, the CEO shall maintain as appropriate assessments and evaluations of risk factors which could conceivably disrupt SNZ, and ensure there are current and operable plans and systems in place that, in the event of disruptive events, will allow continuity of SNZ business.
- (v) A quarterly updated budget adjusted to accommodate any changes to expenditure and/or income

### **CEL 3.6 Investments**

The investments of SNZ are to be invested in a manner that does not threaten SNZ's financial security. Therefore the CEO shall not undertake any investments other than term deposit at registered trading banks. The CEO shall also:

- (i) Ensure that investments maximise long term total returns consistent with prudent levels of risk, whilst maintaining sufficient liquidity to enable SNZ to meet its day-to-day financial commitments;
- (ii) Ensure that returns on investments enhance the real value of the assets after the funds have been released to meet SNZ needs.

### **CEL 3.7 Protection of Assets**

SNZ's assets are to be protected, adequately maintained and not unnecessarily risked. Therefore the CEO shall:

- (i) Ensure that only authorised person's handle cash;
- (ii) That funds are deposited in institutions where they are not exposed to above average risk;
- (iii) That the assets are insured for what is considered necessary for prudent risk management;
- (iv) Be limited in the purchase goods or services;
  - (a) to protect against conflict of interest
  - (b) to \$2,000 without having obtained comparative prices and assessment of quality
  - (c) to \$2,000 without a stringent method of assuring the balance of long-term quality and cost;
- (v) Prevent intellectual property, information or files to be used for purposes other than in SNZ 's best interests;

- (vi) Not allow insurances to terminate without Board notification;
- (vii) Take all reasonable steps to prevent SNZ, its Board and staff to claims of liability;
- (viii) Not allow plant and equipment to deteriorate through improper wear and tear or insufficient maintenance.

### **CEL 3.8 Remuneration and Benefits**

With respect to employment, compensation and benefits to employees, consultants, contract workers and volunteers, the CEO must ensure that SNZ 's financial integrity or good name in the community is maintained at all times.

Therefore the CEO shall:

- (i) Only change his/her own remuneration or benefits with the approval of the Board;
- (ii) Establish remuneration or benefits which conform with industry averages in the sector having regard for the employee's skills, experience and the market conditions for such skills and conditions;
- (iii) Not cause unfunded liabilities to occur or in any way commit the organisation to benefits, which incur unpredictable future costs.

### **CEL 3.9 Public Affairs**

The CEO shall not approve or in any way support any public affairs action or activity that in any way brings SNZ name into ill repute.

Therefore the CEO shall not:

- (i) Make, or knowingly allow to be made, any statements to the public media or in any public situation that are derogatory or in any way damaging to SNZ;
- (ii) Engage personally, or allow staff to engage, in any public role or activity that is inconsistent with the achievement of SNZ Strategic Results policies.
- (iii) Make, or knowingly allow to be made any statements about SNZ which are reserved to the chairman under the Chairman's role policies.

### **CEL 3.10 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 necessity;
- (ii) Use methods of collecting, reviewing, transmitting or storing stakeholder 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.

**CEL 3.11 Treatment of Staff**

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

Accordingly, the CEO shall not:

- (i) Deny to any employees their right to personal dignity, safety (including cultural safety), ethical position-related dissent and to an approved and fair internal grievance process;
- (ii) Operate without written personnel policies that make clear rules for staff and protect against unfair practices such as preferential treatment for personal reasons;
- (iii) Discriminate against any staff member expressing an ethical dissent;
- (iv) Violate any part of relevant workplace employment legislation;
- (v) Deny the right of any staff member to join a relevant professional association or union or to have access to the services of that union as these relate to the workplace and related conditions;
- (vi) Fail to keep the Board fully informed about impending disputes and grievances that may lead to termination of employment or action against the Board;
- (vii) Prevent staff from bringing a grievance to the Board (via the Chairman).
- (viii) Fail to ensure that all staff members are acquainted with their rights under this policy.



***Appendix 1 – SNZ Strategic Plan 2009 to 2012***



**Appendix Two - Director Conflict of Interest Schedule**

**Appendix Three - Director Terms**

<b>Board Member</b>	<b>Term Commenced</b>	<b>Term Expires</b>
<i>Elected Directors</i>		
John West	2005 AGM	2009
David Jack	2005 AGM	2009
Allan Barrett	2006 AGM	2010
Murray Coulter	2008 AGM	Ballot 2010
Mark Berge	2008 AGM	Ballot 2010
Ron Clarke	2008 AGM	Ballot 2010
<i>Independent Directors</i>		
Jane Wrightson	21/11/2007	21/11/2009
Ross Butler	19/10/2007	19/10/2009



**Appendix Four – SNZ Organisation Chart**



**Appendix Five – SNZ Annual Report**



**Appendix Six – SNZ Constitution (Nov 2008)**