



## **Governance Process Policies**

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## **Overarching Governance Statement**

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The board's job on behalf of its stakeholders is to ensure New Zealand Canoe Polo achieves its Mission and strategic goals and objectives and, in doing so, meets all the legal and moral responsibilities and requirements accompanying 'best practice' governance.



## Governance Policies

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The board fulfils its role by developing and monitoring governance policies which provide direction and boundaries for both its own and the Executive's functions. The board will develop the following policies:

**Results policies;** describing the principal outcomes the board intends that the organisation should achieve. These shall include the organisations Mission Statement, a Statement of Values, a set of Strategic Outcomes, and specific Key Results statements. These will clearly state the reason for the organisation's existence defining the benefits it provides, who are the targeted beneficiaries, and what is the relative value of the benefit in terms of resource allocation priorities.

**Governance Process policies;** describing the way the board organises its own work and carries out its governing role.

**Board/Executive Director Linkage policies;** defining the nature of the interrelationship between the board and the Executive Director

**Executive Limitations policy;** detailing any constraints or limits the board places on the choice of operational means available to the Executive for the achievement of the Results policies.

### Operational Policies;

1. The board will be proactive in developing and stating its policies
  - (a) any board member or the Executive Director may propose to the board that a policy be added, altered, or deleted
  - (b) before the board determines its position in respect to any policy proposal it must be satisfied that:
    - the purpose of the policy proposal is explicit and clear
    - the proposed policy is compatible with and fits within one of the policy categories above
    - the proposed policy is consistent with existing governance policies and is not better suited to a procedures manual
    - the proposed policy is stated at the highest possible level of generality
    - the board has had sufficient time to consider the proposal and to understand the rationale for its adoption
2. The board will review all governance policies at least annually.

3. All governance policies shall be available to all board members, the Executive Director, members of the Executive, and other stakeholders as appropriate, via the Executive Director.
4. General Meetings shall be the forum for ratification of Policies.
  - 4.1 Policy adopted not later than fifty six days prior to an Annual General Meeting shall have a motion for its ratification tabled at that meeting.
  - 4.2 Policy adopted later than fifty six days prior to a General Meeting shall not be ratified until a later General Meeting. No previously adopted versions shall be ratified.
  - 4.3 New or altered Policies may only be ratified through motions passed at a General Meeting which specifically seek to ratify that new or altered Policy, provided that such a motion is made and passed in a manner consistent with this policy and the Constitution. Policies so ratified shall be considered valid Policies even if non-constitutional or non-policy procedures have occurred in prior formulation of that Policy.
  - 4.4 Upon ratification of a Policy by a General Meeting, the Common Seal described by article 5.1(a) of the Constitution shall be affixed to that policy in the manner described by article 5.1(c) of the Constitution, and all previously ratified policies, which the newly ratified policy intends to replace, shall automatically be invalidated, and should be destroyed.
  - 4.5 Failing the ratification of an adopted Policy at a General Meeting, the most recently ratified version of that policy, if any, shall continue to be the ratified Policy. Upon such a lapsed motion the specific reasons for the lapse shall be noted in the minutes of that General Meeting, and the Board directed to consider alteration of all sections of Policy so outlined in those minutes, and to adopt the appropriately altered Policy within fifty six days of that General Meeting.



## **Linkage to Stakeholders**

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The board role is one of stewardship of the organisation. It acts in trusteeship for New Zealand Canoe Polo's stakeholders, demonstrating this:

1. By gathering information about their concerns, needs and aspirations.
2. By remaining up to date in matters concerning their interests.
3. By reporting to them on a regular basis on the performance of the organisation.



## Code of Ethics

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

Members of the board shall:

1. Act honestly and in good faith at all times.
2. Declare all interests that could result in an actual or perceived conflict between personal and organisational interests.
3. Be diligent, attend board meetings and devote sufficient time to preparation for board meetings to allow for full and appropriate participation in board deliberations.
4. Ensure avoidance of deception, unethical practice or any other behaviour that is, or might be construed as, less than honourable in the pursuit of New Zealand Canoe Polo's business.
5. Not disclose to any other person confidential information other than as agreed by the board or as required under the law.
6. Act in accordance with their fiduciary duties, complying with the law, and recognising both the legal and moral duties of the role.
7. Abide by board decisions once reached.
8. Not do anything that in any way denigrates New Zealand Canoe Polo or harms its public interest.

The board shall:

9. Speak with one voice, once decisions are made.
10. Ensure that there is an appropriate separation of duties and responsibilities between itself and the Executive.
11. Make every reasonable effort to ensure that New Zealand Canoe Polo does not raise stakeholder expectations that can't be fulfilled.
12. Meet its responsibility to ensure that all staff employed by New Zealand Canoe Polo are treated with due respect and are provided with working conditions that meet all reasonable standards of employment as defined in relevant workplace legislation.
13. Regularly review its own performance as the basis for its own development and quality assurance.
14. Ensure fair and full participation for all board members at meetings.
15. Ensure that New Zealand Canoe Polo assets are protected via a suitable risk management strategy.



## Governance Philosophy

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The board will govern with an emphasis on:

1. strategic issues rather than administrative detail
2. the recognition and acceptance of a diversity of opinions and views
3. collective decision making
4. a future focus
5. a clear distinction between board and Executive Director roles
6. pro-activity
7. open and proactive communication internally and externally
8. leading by example – modeling of desired behaviours
9. developing and expressing a collective responsibility for all aspects of the board's decision making and performance
10. taking actions that display a commitment to achieving governance excellence.



## Chairman Role Description

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The Chairman provides leadership to the board, ensuring that the board's processes and actions are consistent with its policies. The Chairman represents the board and the organisation to outside parties as appropriate.

1. The Chairman shall chair board meetings. It is expected that:
  - Meeting discussion content will be confined to issues that clearly belong to the board and are not the Executive Director's responsibility.
  - Deliberation will be fair, open and thorough but also timely, orderly and kept to the point.
  - All board members will be encouraged to make a contribution to board deliberations.
2. The Chairman has no authority to unilaterally change any aspect of board policy.
3. The Chairman should establish regular communication with the Executive Director. The Executive Director may use such sessions as a sounding board for proposed actions or to check interpretations of board policy.
  - These sessions are not to be used for the Chairman to personally supervise or direct the Executive Director except when that person has breached board policy.
  - The Chairman will not inhibit the flow of information to the board by coming between the board and its formal links with the Executive Director.
4. The Chairman may delegate aspects of the authority accompanying the position but remains accountable for its use.
5. The Chairman may comment publicly on the affairs and policies of New Zealand Canoe Polo, specifically on matters that are the responsibility of the board.



## Agenda Planning

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The board will fulfill its governance responsibilities by following an annual work programme that: regularly reviews Results policies and relevant strategic issues; addresses relevant compliance requirements; and improves board performance through a continuous focus on its governance effectiveness.

1. The board will develop an annual work programme setting out a framework for its year's work. Examples of recurring and once-off agenda items include:
  - scheduled review of strategic outcomes and key results
  - scheduled time for strategic/future focused thinking
  - scheduled characterisation of organisational risk
  - consultation with key stakeholders as appropriate
  - governance education
  - Executive Director performance appraisal review meeting and remuneration review meeting
  - Preparation for AGM
  - Implementation of constitutional issues
  - Board succession planning
  
2. The board will ensure compliance monitoring is handled expeditiously so that the greater proportion of its time is focused on the future.



## Board Member Induction

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All new board members and the President will be provided with a thorough induction in to the affairs of both the board and New Zealand Canoe Polo.

1. All prospective board members will be provided with the necessary information.
2. Prior to attending their first board meeting, new board members will:
  - receive a copy of the board manual
  - meet with the Chairman for a governance familiarisation
  - meet with the Executive Director for an operational familiarisation
3. When any member of the board is changed the board acknowledges that a new boardroom team has been formed.



## Conflicts of Interest

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Board members shall clearly identify any existing or potential conflicts of interest.

1. Any business or personal matter which could lead to a material conflict of interest involving a board member and their relationship with New Zealand Canoe Polo, must be declared and registered in a Register of Interests.
2. All entries shall be presented to the board and minuted.
3. All conflicts of interest must be declared by the board member concerned immediately after the conflict is identified.
4. The board shall determine whether or not the conflict is of a material nature.
5. Where a conflict of interest is determined to be of material significance, the board member concerned shall not vote on any resolution relating to that issue.
6. The board member shall only be entitled to remain in the room during any discussion with board approval.
7. Any occurrences will be minuted.
8. Board members aware of a real or potential conflict of interest of another board member have a responsibility to notify the board.



## Cost of Governance

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The board recognises that governance is a cost to the organisation and will invest in individual director and board training and development to increase its governance capability and performance.

1. The board will make every reasonable effort to facilitate training for all directors and for the board as a whole to maximize the value-adding contribution to the organisation.
2. The board will carry out a review of its performance annually. Views should be sought from the Chairman, each director, the Executive Director, executive members, and key stakeholders. The board will ensure sufficient time is given to reflecting on the feedback and developing future governance performance improvement initiatives.



## Board Expenses

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1. New Zealand Canoe Polo will reimburse board members for actual and reasonable expenses incurred on activities authorised by the board.
2. Claims for expenses must be approved by the Chairman.
3. In the case of the Chairman's expenses these shall be approved by the board as a whole.