



# **THE NGĀTIWAI TRUST BOARD**

## **CHARTER AND GOVERNANCE POLICIES**

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# CHARTER

## Role of the Trustees

The Trustees of the Ngātiwai Trust Board are responsible for the direction and future well-being of the Trust Board. Trustees should exercise leadership, integrity and judgement in their roles as Trustees to ensure the Trust Board's continued and enduring success for the benefit of its current and future registered members and other stakeholders.

### Governance defined – the role of the Board

Governance can be described as:

*The exercise of leadership through the establishment and monitoring of necessary controls and strategic direction setting so that the organisation is equipped to respond to the changing circumstances and situations in the external and internal environments in order to meet its requirements in law and the needs and well-being of its members and other stakeholders.*

In summary, the Trustees:

1. Provide leadership to the Ngātiwai Trust Board ensuring that it achieves continuing success in the best interests of its members (current and future) and other stakeholders.
2. Establish the Ngātiwai Trust Board's purpose, values and set the strategic direction as the basis for further planning, e.g. annual and long term planning.
3. Determine the appropriate culture for the Ngātiwai Trust Board and model behaviours that both reflect and promulgate the desired culture.
4. Establish governance policies that provide the framework for the management of the Ngātiwai Trust Board e.g. financial, human resource, asset management policies, and so forth, and ensure that internal processes and procedures are designed to provide effective controls and serve as the basis for reporting to the Trustees as required.
5. Employ the Chief Executive and monitor management and organisation performance against Trust Board-established criteria.
6. Identify and monitor the management of organisational risks.
7. Ensure that the organisation complies with all internal and externally imposed compliance requirements.
8. Establish and maintain an effective interrelationship with its registered members and other stakeholders.

## Trustees' Legal Duties

The duties of the Trustees are created by the Trust Deed and by the general law relating to charitable trusts.

The primary duties are:

- (a) to comply with the terms of the Trust Deed and the law;
- (b) to act honestly, loyally and uphold the integrity of the role and be faithful to the relationship of trust and confidentiality inherent in the role; and
- (c) to act in the best interests of the Trust and its current and future members.

To comply with his or her duties, a Trustee must, without limitation:

- Support the objects and purposes of the Trust Board, making his or her skills or knowledge available to the Board;
- Comply with the Trust Deed and be aware of, and ensure compliance with, legislation that is relevant to the Trust Board;
- Ensure he or she requests or otherwise obtains all information reasonably needed to make decisions;
- Maintain the confidentiality of confidential Trust Board information;
- Receive payment for services only if that sum is pre-approved by the Board;
- Declare any conflict of interest and not act for personal gain or attempt to influence any decisions involving his or her own, or his or her whānau's, remuneration for services;
- Ensure that all reporting, financial and otherwise, from the organisation to the registered members and other stakeholders is accurate and not misleading;
- Properly prepare for and attend board meetings (and send formal apologies if attendance is not possible);
- Contribute to debate in an informed, constructive and courteous manner;
- Not act in a way to bring the Trust Board into disrepute; and
- Accept collective responsibility for decisions.

## **Governance Philosophy and Approach**

The Trustees will govern the Ngātiwai Trust Board with an emphasis on:

- Serving the legitimate collective interests of the registered beneficiaries of the Ngātiwai Trust Board and accounting to them fully for the performance of the Ngātiwai Trust Board and for the Trustees' stewardship of that performance;
- Remaining up to date in terms of beneficiaries' concerns, needs and aspirations;
- Providing leadership in the exploration of strategic issues rather than becoming distracted by administrative detail;
- Behaving proactively rather than reacting to events and other initiatives;
- Bringing a diversity of opinions and views to bear on their decisions;
- The development and expression of a collective responsibility for all aspects of the organisation; and
- Ensuring there are positive conditions for the motivation of the Chief Executive and ensure that there is adequate training to support his or her role.

The Board will perform such other functions as are prescribed by law or assigned to the Board under Ngātiwai Trust Board's governing documents.

## Expectations of Trustees

To execute their governance responsibilities, Trustees must, so far as possible, possess certain characteristics, abilities and understandings:

1. Trustees responsibilities

Trustees must fulfil their fiduciary duty to act in the Ngātiwai Trust Board's best interests at all times regardless of personal position, circumstances or affiliation. They should be familiar with the Ngātiwai Trust Board's Trust Deed and be aware of, and fulfil, the statutory and fiduciary responsibilities of a Trustee.

2. Strategic orientation

Trustees are expected to think conceptually, focusing on strategic goals and policy implications rather than operational detail.

3. Integrity and accountability

Trustees must demonstrate high ethical standards and integrity in their personal and professional dealings, and be willing to act on and remain collectively accountable for all Board decisions. Trustees must be committed to speaking with one voice on all policy and directional matters.

4. Informed and Independent Judgement

Each Trustee of the Board must have the ability to provide wise, thoughtful counsel on a broad range of matters pertaining to Ngātiwai. He or she must have (or be able to develop) a sufficient depth of knowledge about the Ngātiwai Trust Board's business in order to understand and question the assumptions upon which strategic and business plans and important proposals are based, and to be able to form an independent judgement as to the probability that such plans can be achieved, or proposals successfully implemented. Each Trustee must be willing to risk rapport with other Trustees in taking a reasoned and independent position.

5. Financial literacy

The Board must monitor the financial performance of the organisation, and so Trustees must be financially literate.

6. Participation

Each Trustee is expected to enhance the Board's deliberations by actively offering questions, possible solutions and comments that add value to the discussion.

## **GOVERNANCE POLICIES**

### **Tikanga/Te Tiriti o Waitangi**

The Trustees will at all times respect and uphold the values of the Ngātiwai Trust Board by conducting themselves in accordance with the core values and tikanga of the Board.

These include:

- Mana motuhake – self determination
- Te Kōtahitanga – unity
- Whakawhanaungatanga – relationships
- Ngātiwaitanga – identity and mana
- Manaakitanga – utmost care
- Kaitiakitanga – stewardship

In acting as Trustees, the Trustees will take into account and abide by the principles of Te Tiriti o Waitangi, and acknowledge He Whakaputanga in that Northern Chiefs established sovereignty and never ceded it to the Crown.



## **Board member Induction**

The Board will provide to all new Trustees a thorough induction into the strategic direction and affairs of the Ngātiwai Trust Board. This will include information as to how meetings will be conducted and their roles and responsibilities as Trustees.

1. Prior to attending their first Board meeting all new Trustees will:
  - (a) Receive a copy of the Board Charter and Governance policies;
  - (b) Read and sign a copy of the Code of Conduct;
  - (c) Receive a copy of the Trust Deed and other legal Governance documentation;
  - (d) Be provided with contact details for all Trustees;
  - (e) Receive a copy of the Board's Strategic Plan;
  - (f) Be provided with the current year's meeting schedule;
  - (g) Meet with the Chairperson for a governance familiarisation.
  - (h) Meet with the Chief Executive for an operational familiarisation.
  - (i) Provide sufficient information and consent to the Chief Executive for a conviction check to be completed.

## **Code of Conduct**

This Code of Conduct is to assist Trustees' awareness and understanding of the minimum standards of conduct expected of them as Trustees of the Ngātiwai Trust Board.

The Code reflects the basic requirements of professionalism, integrity and courtesy needed to ensure a pleasant and safe environment for all Trustees, employees and stakeholders of the Board.

This Code applies to all Trustees of the Board. Trustees are required to acknowledge receipt of the Code of Conduct by signing and dating a copy of it.

### **Principles**

This Code of Conduct establishes three principles of conduct which all Trustees are expected to observe:

- 1) Trustees must fulfil their lawful obligations to the Board with professionalism and integrity and comply with any lawful and reasonable instructions, policies and procedures of the Board.
- 2) Trustees must perform their duties honestly, faithfully and fairly, respecting the rights of the other trustees, the employees of the Board, the members of the Ngātiwai Trust Board and the property of the Board.
- 3) Trustees must not bring the Board into disrepute through their activities, whether Board duties or not. Activities outside Board duties are not likely to be acceptable if they damage the standing or reputation of the Board or interfere with the proper performance of the duties of the trustees or employees of the Board.

### **Respect for the Rights of Others**

Trustees have a duty to treat other trustees, employees of the Board and the public with courtesy and respect. This means that they are expected to:

- Avoid behaviour that would reasonably distress other Trustees or disrupt the workplace of the Board's employees.
- Respect the privacy of individuals when dealing with personal information.
- Not harass or discriminate against other Trustees or employees of the Board on the basis of their gender, age, disability, marital status, and ethnicity, religious or ethical beliefs or sexual orientation.
- Trustees must not have or bring into the Board's premises any material that may be viewed as racist or sexist, that is pornographic, or that is otherwise offensive to the other Trustees or the employees of the Board.

### **Conflicts of Interest and Integrity**

Trustees are expected to be honest, fair and impartial when they perform their duties. This means that:

- Everyone should be treated fairly.
- In general, trustees are not to approve anything that will result in expenditure in respect of themselves.
- Trustees must inform the Board if they are involved in, or have a personal or financial interest or commitment to, any activity that may conflict, or could be seen by others to conflict, with the performance of their duties and the goals of the Board.

This includes when a member of a trustee's whanau or a person that a trustee knows, enters into a professional relationship with the Board. Under no circumstances is the trustee to become professionally involved, or in any way try to influence that relationship, or obstruct the Board's employees in performing their duties.

A financial interest or commitment includes company directorships and shareholdings.

- Trustees are required to inform the Board:
  - If they receive any criminal conviction while in the role of trustee; or
  - If they apply for bankruptcy or become bankrupt; or
  - If they accept employment or office with any other iwi organisation;
  - Of any other matter that the Board would reasonably consider to be relevant to the trustee's role as trustee.

### **Gifts and Rewards**

Trustees may not seek any form of reward (including gifts, favours, prizes or fees) for performing duties as a trustee. Gifts or rewards can be seen as bribes or inducements that put trustees under an obligation to someone other than the Board. While it is acceptable to receive a gift of a low value, if trustees are offered any form of reward or gift valued at \$50.00 or more, trustees should inform the Board in writing and the Board will decide the appropriate response.

### **Participation in public bodies or voluntary associations**

Trustees must inform the Board if they are participating in a public or voluntary organisation (or intend to) and there are actual or potential conflicts between their responsibilities and duties as a trustee, and their responsibilities and duties to the other organisation. Where it is considered there is a potential conflict of interest, appropriate arrangements will need to be made to avoid or resolve the conflict.

### **Security/Confidentiality**

Trustees are expected to maintain the highest standards of confidentiality and security.

This means that trustees are not to:

- use the Boards' computer systems in any way that may corrupt or disrupt their normal function;
- access, or attempt to access, machines or networks by unauthorised means – for example unauthorised use of dial-in modems;
- use information related to the Board's systems for anything other than authorised purposes;
- bring into the Board's computer systems via email or the internet, or by any other means, any material that is pornographic, or that may be viewed as racist or sexist;
- give any Board computer password/key or security card to any other person, including any other trustee or any employee of the Board without good reason;
- leave a record of any Board computer password anywhere obvious so that someone else may see it.

### **Ownership of Information and Confidentiality**

The Board owns all data stored on the Board's computer systems. Trustees shall observe the confidentiality of non-public information acquired in their role as Trustees (whether that information is stored on the Board's computer systems or not) and shall not disclose that information to any other person.

### **Data Storage on Computer Systems and Servers**

Only Board information can be stored on Board computer systems. Trustees are not permitted to store any personal data on the Board's computer systems, including documents, spreadsheets, databases, games and jokes.

### **Computer Software**

Only software authorised by the Board can be loaded onto the Board's computer systems. Any software loaded onto any Board equipment must have a valid licence with proof of ownership. No software owned by the Board may be copied and used on another PC or taken home and loaded onto a personal device, as this contravenes software licensing laws.

### **Use of the Email System**

The email system is for Board purposes and must not be misused. While it is acceptable to send or receive Board messages from outside the Board's computer systems, trustees should be aware that this information might not be secure outside the Board's computer systems. This needs to be considered before trustees send email. Personal information, such as documents, spreadsheets, databases, games, jokes and other non-Board-specific email must not be circulated via the Board's email system.

## **Official Information**

The disclosure or release of official information is subject to the Official Information Act 1982. Information related to the Board, its employees or its beneficiaries is to be treated at all times as confidential to the Board and is to be used by trustees for official purposes only.

Official information must be released only by the Board, and only in accordance with the procedures as stated in the Official Information Act 1982 or any subordinate or replacement legislation. Board instructions about the release of official information must also be followed.

Official information is not to be released to the media or the public without proper authorisation. For example, trustees may not remove or copy Board documents or records for external use without the Board's approval.

Official information should never be used for personal motives.

## **Public Comment**

Trustees should not respond to requests from the media for comment on matters relating to the Board. Only the Chairperson of the Board should respond to media requests for comment on such matters. If the media makes an approach to a trustee, the trustee must inform the Chairperson of the Board so he or she can respond to the media request.

## **Unacceptable Conduct**

Examples of conduct that would be considered unacceptable by the Board include:

- ignoring lawful and reasonable instructions from the Board;
- acting in a manner, including making statements to third parties, which damages or has the potential to damage the reputation of the Board;
- being under the influence of alcohol, drugs or solvents impeding their performance while carrying out duties as trustees.
- the use of abusive, obscene or threatening language or behaviour to other trustees, employees of the Board, beneficiaries or the public;
- bullying or harassing other trustees or employees as defined in the Board's policy on bullying and harassment;
- misuse, abuse or improper use of their position or of any statutory authorities or powers that may be delegated to them;
- approving expenditure for themselves, a whanau member, or a business that they have an interest in;
- failing to declare activities that they are involved in that could be seen to be in conflict with their duties as a trustee;
- failing to declare any criminal convictions received while a trustee of the Board or any application for, or order of, bankruptcy;
- fail to advise the Board that they have accepted a position as a trustee or employee of another iwi organisation;

- soliciting, and/or accepting gifts or rewards, or using Board services/resources for personal advantage or gain;
- misuse, abuse or unauthorised use of Board funds, resources or property (including telephones, fax machines, Internet, email, photocopiers, computers, credit cards, taxi cards and vehicles);
- falsifying Board records;
- providing information outside the Board without proper authority;
- using Board information for unauthorised purposes;
- using Board information to support personal motives;
- breaching the Privacy Act 1993 in respect of other trustees, the Board's employees or beneficiaries;
- commenting to the media on matters relating to the Board;
- misrepresenting their own personal views as views of the Board;
- publicly expressing an alternative view to a Board position ie failing to speak as "one voice".

#### **Breaches of the Code of Conduct**

The Board will ensure that any alleged breaches of this Code of Conduct are dealt with in a fair manner in accordance with the rules of natural justice. This means that:

- (a) The trustee in issue must be told of the specific behaviour or issue that is causing concern, and be given a reasonable opportunity to provide an explanation.
- (b) The trustee must be told, where appropriate, of the action that is required to amend or improve his or her conduct and be given a reasonable opportunity to do so.
- (c) The Chairperson, or, in the case of a complaint against the Chairperson, a Committee of the Board established for the purpose, must undertake an appropriate investigation before any action is taken.
- (d) If the conduct is sufficiently serious, the trustee in issue is to be asked to suspend his or her trustee's duties pending investigation.
- (e) If a trustee's conduct is found to be unacceptable after investigation and does not improve after a reasonable opportunity to do so, the trustee will be dealt with in accordance with the powers in the Trust Deed from time to time of the Board.
- (f) The process and result of any investigation must be recorded in writing, read and signed by the trustee in issue and a copy given to the trustee.

## Code of Ethics

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

Trustees shall:

1. Act honestly and in good faith at all times in the best interests of the Ngātiwai Trust Board's registered members as a whole.
2. Declare all interests that could result in a conflict between personal and organisational priorities.
3. Exercise diligence and care in fulfilling their functions for the Ngātiwai Trust Board.
4. Maintain sufficient knowledge of the Ngātiwai Trust Board's business and performance to make informed decisions.
5. Attend Board meetings and devote sufficient time in preparation for Board meetings to allow for full and appropriate participation in the Board's decision-making.
6. Not disclose to any other person confidential information other than as agreed by the Board or as required by law.
7. Abide by Board decisions once reached notwithstanding a Trustee's right to pursue a review or reversal of a Board decision.
8. Not make, comment, issue, authorise, offer or endorse any public criticism or statement having or designed to have an effect prejudicial to the best interests of the Ngātiwai Trust Board.

The Trustees shall:

1. Meet regularly to monitor the performance of management and the Board and its related entities. 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.
2. Ensure that there is an appropriate separation of duties and responsibilities between itself and senior management and that no one person has unfettered powers of decision making.
3. Ensure that independent views of trustees are given due consideration and weight within the Board meeting but that personal views will not be expressed outside of the Board meeting and that the Board speaks with "one voice" irrespective of a Trustee's personal views.
4. Ensure that stakeholders are provided with an accurate and balanced view of the Board's performance including both financial and operational.
5. Regularly review its own performance as the basis for its own development and quality assurance. Individual Trustees should also review their own performance with a view to ensuring a suitable contribution to Ngātiwai Trust Board deliberations and decision making and, if found lacking, should either pursue training or assistance to improve their performance or resign.
6. Ensure that the Ngātiwai Trust Board's assets are protected via a risk management strategy.

## **Strategic Direction and Planning**

An essential element of the Trustees' leadership role is their responsibility to set the strategic direction for the Ngātiwai Trust Board, including an investment strategy. Accompanying this is an ongoing responsibility to identify organisational priorities, monitor progress towards the achievement of the stated outcomes and approve the annual budget. Accordingly, the Trustees will annually:

1. Review annual business plans to ensure alignment with the strategic direction, priorities and strategies.

Schedule in strategic planning sessions to ensure strategic direction is at the forefront of all decision making and to provide opportunities for the Board to consider future issues of strategic importance to the Trust Board's and its members wellbeing and success.



## **Financial Governance**

The Trustees have a core duty to ensure the financial integrity and viability of the Ngātiwai Trust Board. This entails oversight of all financial processes and systems, regular review of financial results and, annually, approving the Ngātiwai Trust Board's financial plan and budget and financial announcements. Accordingly, the Trustees will:

1. Develop, review and monitor the implementation of governance level financial policies.
2. Provide guidance on budget priorities and approve the annual budget and financial plan.
3. Review and approve the full year financial statements, reports and outcomes
4. Review and approve regularly scheduled financial statements and reports i.e. for each Board meeting or at the Board's request.

## Chairperson Role

The Chairperson provides leadership to the Board, ensuring that the Board's processes and actions are consistent with its policies. As appropriate, the Chairperson represents the Ngātiwai Trust Board to third parties. It is expected that the Chairperson will promote a culture of stewardship, collaboration and co-operation, modelling and promulgating behaviours that define sound Board membership.

1. The Chairperson will chair Board meetings ensuring that:
  - (a) Meeting discussion content is confined to governance matters as defined in the Board's policies.
  - (b) All Trustees are treated respectfully and fairly.
  - (c) All Trustees are encouraged and enabled to make a contribution to the Board's deliberations.
2. The Chairperson has no authority to unilaterally change any aspect of Board policy.
3. The Chairperson will ensure that Board meetings are properly planned and organised to ensure the effective use of time, including the development and distribution of Board papers in a timely manner. The Chairperson will also ensure that the minutes accurately reflect the deliberations and decisions of the Board.
4. The Chairperson will ensure all Trustees understand Board decisions and that those decisions are accurately recorded.
5. The Chairperson will establish a regular communication arrangement with the Chief Executive in which there is an exchange of information. This might also provide an opportunity for the Chief Executive to use such sessions as a sounding board for proposed actions or to check interpretations of Board policy.

However,

- (a) The Chairperson will recognise that such sessions are not used to 'personally' supervise or direct the Chief Executive.
  - (b) The Chairperson will maintain an appropriate professional distance from the Chief Executive to ensure objectivity and maintain attention to governance matters and concerns.
  - (c) The Chairperson will not inhibit the free flow of information to the Board necessary for sound governance. Therefore the Chairperson will never come between the Board and its formal links with the Chief Executive.
6. The Chairperson may delegate aspects of the authority accompanying the position but remains accountable for the overall role.

## **Trustees' Performance Assessment and Professional Development**

The Trustees will regularly review their performance and have access to professional development relevant to their role and duties as Trustees.

1. The Board will undertake an annual structured assessment of its performance and of the performance of individual Trustees.
2. The criteria for assessing the Board's performance will be drawn from the documented policies of the Board together with any further criteria agreed from time to time. The outcomes of the assessment will establish the upcoming requirements for the effective Governance of the Ngātiwai Trust Board.
3. A suitably qualified independent specialist may be used to assist the Board in this process.
4. The assessment process shall culminate in a report presented to the Board analysing the data and providing recommendations for improvement as required.
5. A peer and self-assessment process may be included; the criteria will be based on a set of competencies agreed by the Board.
6. An annual Board cost of Governance budget will be established that provides for both Board and individual Trustees' performance assessment and professional development together with other governance associated costs. The quantum of this budget item will be determined on a year-by-year basis.
7. All Trustees will be encouraged to undertake relevant professional development.

## **Conflicts of Interest**

The Board places great importance on making clear existing or potential conflicts of interest for Trustees. All such conflicts of interest shall be declared and documented in the Conflicts of Interest Register.

Examples of conflicts of interest are but not limited to:

1. When a Trustee or his/her immediate family or business interests stand to gain financially from any business dealings, programmes or services of the Ngātiwai Trust Board.
2. When a Trustee offers a consultancy service to the Ngātiwai Trust Board.
3. When a Trustee stands to gain personally or professionally from any insider knowledge if that knowledge is used to advantage.
4. When an issue under consideration concerns the Trustee's personal interests.

Procedures:

1. Any business or personal matter which is or could be a conflict of interest involving the individual and his/her role and relationship with the Ngātiwai Trust Board, must be declared and documented in the Conflicts of Interest Register.
2. The Conflict of Interest Register shall be published in every set of Board meeting minutes.
3. It is each individual Trustee's responsibility to inform the Ngātiwai Trust Board at each meeting of any matters that are on the agenda in which they need to declare an interest.
4. Where a conflict of interest is identified and/or registered, the Trustee concerned is not permitted to participate in any Ngātiwai Trust Board discussion on that topic or topics deemed by the Trustees to be closely related.
5. The Trustee concerned should leave the room during such discussions.
6. The remaining Trustees will determine what records and other documentation relating to the matter will be available to the Trustee.
7. All such occurrences will be recorded in minutes.
8. Individual Trustees aware of a real or potential conflict of interest of another Trustee have a responsibility to bring this to the notice of the Ngātiwai Trust Board.

### **Trustees' Honoraria and Fees**

The purpose of this policy is to set out the entitlement of Trustees to honoraria and reimbursement

#### **Trustee Honorarium:**

Trustees are to be paid a meeting honorarium at a rate set by the Board and reviewed annually. The purpose of the meeting honorarium is to compensate the trustees for their attendance at Board meetings and to recognise the work required of them in preparation for and arising from each Board meeting.

Trustees who do not attend all or most of a Board and/or Committee meeting will not qualify for the honorarium related to that meeting unless they have prior approval not to attend the meeting as a result of Board related obligations.

If alternative Trustees attend a meeting in place of the incumbent Trustee, the alternative Trustee will receive the meeting honorarium the incumbent Trustee would have received. If the incumbent Trustee and the Alternative Trustee both attend the meeting only the incumbent Trustee will receive the meeting honorarium.

#### **Trustee Honorarium Fees**

Trustees Honorarium are \$420 per monthly Trust Board meeting less Tax

Trustee Committee meeting fees are set at \$280 per meeting less tax. Chair of Committee, is required to report progress and outcomes achieved at the next monthly board meeting.

An Attendance fee of \$70 per hour, maximum of three hours will be paid if a trustee represents Ngatiwai at Trust Board sanctioned events and that attendance is with the written approval of the Chair or Chief Executive.

Mileage reimbursement is \$0.77 per Kilometre in line with the IRD rate.

There will be NO Committee annual payments.

#### **Chairperson Honorarium**

In recognition of the additional Trust Board duties required of the Chairperson, he/she will be paid an honorarium of \$45,000 per annum.

The Chairperson's package includes:

1. Vehicle (6 cylinder, 3 litre)
2. Fuel Card
3. Mobile phone and plan
4. Computer
5. Credit Card

The Chairperson will not receive any additional honorarium.

The Chairperson must keep a log of his/her meetings, their purpose and the outcome.

The Chairperson is required to furnish a monthly report to the Monthly trust board meetings on the activities/meeting he/she has had during the previous month.

**Deputy Chairperson Honorarium**

If the Deputy Chairperson is required to step into the Chair's role for more than 14 consecutive days, he/she will receive the relevant proportion of the Trustee Honorarium that the Chairperson would have received for that period.

**Other Expenses**

Trustees are entitled to reasonable reimbursement for expenses incurred in carrying out their duties if the prior written approval of the Chair or the Chief Executive was received before incurring those expenses.

**Claim Form**

All claims for mileage, expenses or honoraria for Committee meetings must be made on an approved claim form, certified as correct by the claimant, approved by the Chair or Chief Executive and submitted within two months of the meeting or expenditure for which the claim is made.

**Timing of Payments**

All payments will be made on the 20<sup>th</sup> of the month after the claim form was submitted.

## **Directorships**

The Ngātiwai Trust Board ("the Board") is the sole or major shareholder of a number of incorporated companies ("the companies"). The purpose of this policy is to set out the Board's requirements relating to those directorships.

### **Number of Directors**

1. The number of directors of each of the companies shall be not less than two (2). If at any time there are fewer than two (2) directors, the Board shall appoint a further director as soon as reasonably practicable.

### **Independent Directors**

2. At all times there will be at least one independent director of each of the companies.

### **Role of the Board Chairperson in the companies**

3. The Chairperson of the Board from time to time will be a director of each of the companies.

### **Appointment of New Directors**

4. The Chair will invite Trustees to nominate prospective directors for consideration.
5. The Board must approve the appointment of any new directors after seeking the recommendation of the Finance and Executive Committee.
6. In making its recommendation to the Board, the Finance and Executive Committee must take into account:
  - (i) the optimum number of directors required for the board of the particular company;
  - (ii) the proper percentage of independent directors;
  - (ii) any gaps in the skills or experience of the current directors;
  - (ii) the qualifications, experience, level of skill and expertise of the prospective directors;
  - (iii) the appropriate balance of skills and expertise required on the board of the particular company;
  - (iv) board diversity;
  - (v) succession planning;
  - (vi) actual or potential conflicts of interest;
  - (vii) any other relevant matter.
7. Due diligence to a normal commercial standard is to be carried out before final recommendations are made to the Board.

### **Term of Directorships**

8. Other than the Board Chairperson who will hold the directorships during his or her tenure as Chair, the remaining directors will be appointed and hold office for a three (3) year term at which time, unless appointed by the Board for a further three (3) year term, they will formally resign as directors. If a director refuses to resign, he or she will be removed by shareholders' resolution.

### **Incumbent Directors**

9. The directors holding office at the commencement of this policy shall continue to hold office but shall be required to re-apply on a rotation basis set out as follows:
  - (i) In February of the year following the commencement of this policy, the longest serving director (excluding the Chairperson of Ngātiwai) shall re-apply for his or her position and if unsuccessful, shall formally resign or be removed by shareholders' resolution; and
  - (ii) If there is more than one director of any of the companies at the commencement date of this policy, the next longest-serving director shall re-apply for his or her position by February of the subsequent year and if unsuccessful, shall formally resign or be removed by shareholders' resolution (and so on for any further directors holding office at the commencement of this policy).
10. In the event that two or more directors were appointed at the same time, the Chair shall elect which director is to stand down on each occasion.

### **Renewal of Appointments**

11. Directors appointed after the commencement of this policy (including those re-appointed under paragraphs 5 and 6 above) will be required to re-apply for their positions within 3 years of their appointment or re-appointment and if unsuccessful, shall formally resign or be removed by shareholders' resolution.

### **Remuneration of directors**

12. Subject to paragraph 10 below, directors will be entitled to remuneration at a level to be determined by the Board (after the recommendation of the Board's Finance and Executive Committee).
13. The Board (by its Finance and Executive Committee) will undertake an annual review of directors' remuneration for the purpose of recommending to the Board the level of directors' remuneration for the following financial year.



14. In performing its review of remuneration, the Finance and Executive Committee will have regard to the following factors:
- a) The need to attract and retain appropriately qualified directors;
  - b) The levels of remuneration paid to comparable companies in New Zealand;
  - c) The performance of the company and any changes in the nature of its business;
  - d) The size and scale of the company (e.g. turnover, value of assets, number of employees);
    - e) Complexity and scope of operations (e.g. complexity of issues, level of guidance for decision-making, relationship management responsibilities);
    - f) Accountability (e.g. scale of market risk, public interest and profile, potential risk to director reputation, and other key risks);
    - g) Skills - the type of expertise and specialisation needed;
    - h) Any other relevant factors.
15. Trustees (including the Chairperson) who hold office as a director of one or more of the companies will not receive directors' remuneration.

#### **Reporting to the Board**

16. The Board will seek six monthly written directors' reports in respect of each of the companies that are trading with a summary of the previous 6 months' activities and the current financial position of the relevant company. The Board will seek that at least one director of each of the companies preparing a report (other than the Board Chair) attend a Board meeting to speak to the report.

## Health and Safety in the Workplace

The Ngātiwai Trust Board has a responsibility to ensure that all relevant elements in the Health and Safety at Work Act 2015 (HSWA) are met. The HSWA focuses on proactively identifying and managing risk so that everyone is safe and healthy. The Trustees are committed to protecting employees, contractors, volunteers, visitors, and third parties from injury as they go about their work or activities. The Ngātiwai Trust Board will:

1. Ensure that all Trustees and the Chief Executive understand and discharge their duties and responsibilities under the Act.
2. Provide systematic hazard identification and take steps to remove, manage and/or minimise these hazards.
3. Record all accidents and near misses and take steps to prevent those recurring.
4. Notify and investigate serious harm.
5. Ensure that all employees understand their health and safety obligations and the appropriate practices and procedures to minimise risk to themselves or others.
6. Ensure that Health and Safety is a standing agenda item for the monthly meeting, and Health and Safety is a standing reporting item from management to the Board on a monthly basis.
7. Annually undertake a formal assessment of compliance with Trustees and the Chief Executive's duties and responsibilities under the Act and an annual review of Health and Safety policy and procedures.

The Ngātiwai Trust Board understands that the effective management of health and safety issues will be best achieved through cooperation and partnership with its employees. The Trustees acknowledge that employees may have relevant knowledge and expertise to contribute to making the workplace safer. Accordingly, the Trust Board will provide opportunities for employees to participate in health and safety processes including:

- Health and Safety meetings;
- Filling out Accident/Occurrence/Improvement forms; and
- Informal communications with managers and supervisors.

The Ngātiwai Trust Board will ensure that employees understand their responsibilities and are prepared to participate in health and safety by:

- Providing induction and training about health and safety when an employee commences employment;
- Ensuring employees are properly trained and supervised for the work required of them.

The Ngātiwai Trust Board has a duty of care to inform visitors to the Trust Board of possible hazards. Visible location of exit signs, first aid kit and fire extinguisher are mandatory. Process for identification and control of hazards are required. A Hazard Register must be maintained and available to all employees to record hazards and corrective action required.

When Contractors are selected, consideration will be given to their ability to complete the contract works in a safe manner.

All leased equipment must be accompanied by a rental contract showing a certificate of fitness.

The Ngātiwai Trust Board will ensure that there is an Emergency Response Plan in place including evacuation, closing down systems, and protection of buildings in relation to major risks identified, and that all employees are aware of emergency procedures.

Visitors are required to sign in and out of the Trust Board's premises so that employees know who is on the premises in the event of an emergency and so that there is a record of a person being on site in the event of an injury being reported.

All accidents/incidents will be reported to the Trust Board as part of regular monitoring of health and safety.

Any incident causing serious harm will be reported to WorkSafe New Zealand in accordance with the requirements in the HSWA.

An annual fire drill will be held in accordance with regulations.

An Accidents Register must be maintained.

## **Risk Management**

The Trustees will identify and evaluate the principal risks faced by the Ngātiwai Trust Board and ensure that appropriate systems are in place to avoid or mitigate these risks including the protection of intellectual property. Accordingly, the Trustees will:

1. Ensure that robust risk management policies and processes are developed and monitored addressing all areas of organisational risk;
2. Ensure that the organisation is governed and managed in accordance with its Trust Deed and policies; and
3. Ensure prompt investigation of any compliance or risk management issues.

## **Board Committees**

The Ngātiwai Trust Board will establish committees to support it in its governance work. The work of committees should not conflict with the Chief Executive's delegated responsibilities.

1. Committees shall have Terms of Reference agreed by the Board which define their roles, the procedures and functions that will be performed, and the boundaries of their authority, to be reviewed annually.
2. Committees may co-opt outside members from time to time in order to bring additional skills, expertise or networks.
3. Committees shall not exercise authority over staff nor delegate tasks to any staff member without the Chief Executive agreeing to such delegations.
4. Committees cannot make binding decisions on behalf of the Board, as the main function of Committees is to make recommendations to the Board.

### **Board Meetings**

1. The Trustees will make the best use of their time by dealing with Governance matters and delegating any other matters to the Chief Executive.
2. An agenda will be sent out prior to the meeting so each Trustee can include item(s) that are pertinent to the role and function of governance.
3. Ngātiwai Trust Board meetings will be conducted in an open and constructive manner, recognising that genuinely held differences of opinion can bring greater clarity and lead to better decisions.
4. The Trustees will normally meet on the last Friday of the month, however, Board meetings may be scheduled at other times or at other frequencies as determined by the Board.
5. Trustees will receive their Board papers at least 5 working days prior to the meeting.
6. Others (e.g. staff) may participate in Board meetings at the Board's discretion. Such attendees will respect the Board's integrity and accountability and will thus accept any constraints imposed by the Board or the Chairperson on their participation and presence.
7. The Board may hold "Trustee only" sessions at its discretion.
8. Alternate trustees will be entitled to speak at Board meetings only if the Trustee of that Alternate is not attending the meeting.

## **Members' Registration and Database**

### **Governance**

The Registration Database and Members registrations are governed by the Board as set out in the Trust Deed and pursuant to the Privacy Act 1993.

All information held on the Registration Database, Members Registrations and Update Forms remain the sole property of the Ngātiwai Trust Board.

### **Care and Management**

The care and management of the Registration Database and Members Registrations and Update forms is carried out on behalf of the Board Trustees through the Chief Executive Officer by the Board Secretary with administration support provided by the Database Administrator.

### **Levels of Access, Security and Privacy**

As set out in the Trust Deed, the following rules apply regarding levels of access to information held on the Registration Database and the Members Registration and Update information.

- Full and proper access is permitted to current Trustees, Chief Executive Officer, Board Secretary and Database Administrator.
- Other access is permitted for Contractors that require information for the purpose of Database Programming or Election and Voting Processes from time to time.
- Ngātiwai Trust Board Registered Members may view their own registration details; and may also view the registration details of any child, ward or other dependant under the age of 18 years, who was registered by them in person.
- The Members Registration and Update forms are to be filed and stored at the Ngātiwai Trust Board premises in a fire safe and locked storage area.

### **Report/ Requests**

The information on the Registration Database can be used to provide statistical reports for internal and external purposes.

Staff Report Requests: - All report requests from Ngātiwai Trust Board staff should be forwarded to the Board Secretary in writing on the approved Staff Database Information Request Form specifying who the report is for, the report requirements, nature and purpose and a specified time for the report to be received by.

Trustee uplifting of Database and Registration Information or Reports: - All requests for information from Trustees should be forwarded to the Board Secretary in writing on the approved Trustee Database and Registration Information Request Form specifying who the information is for, the purpose for which the information will be used and a specified time the information should be provided by.

The Chief Executive, Board Secretary and Database Administrator have full discretion as to what information can be withheld in any report or information provided if it is understood to breach the Trust Deed and/or any of levels of access, security or any of the rules of the Privacy Act 1993.

#### **Validation and Updating of Registered Members Information**

It is recognised that other units within the Trust Board may receive information regarding Registered Members from time to time. Unless specifically noted by the member the information should be passed onto the Database Management for the sole purpose of updating any of the Registered Members registration information.

#### **De-registration by Member of Ngātiwai**

The Board Secretary should inform the applicable Trustee should a de-registration request be received in respect of any member.



## Sponsorship

The Ngātiwai Trust Board shall have sole discretion for determining the sponsorship arrangements it enters into. Sponsorship opportunities include but are not limited to educational programmes, forums and special events.

Determination of sponsorship will be made by the Board of Trustees on the recommendation of the Finance and Executive Committee, based on specific criteria that have been approved by the Board.

Requesting parties shall use a Sponsorship Request Form (see below) to request monies, and this information shall be used in determining whether or not the sponsorship is a worthwhile event that meets the requirements of this policy.

### Criteria

The sponsorship should meet at least one of the following criteria:

- The sponsorship is in direct alignment with the Ngātiwai Trust Board mission, which is:

*“To ensure that Ngātiwai enjoys a position of cultural and economic strength in the 21<sup>st</sup> century and to develop cultural economic prosperity as an Iwi. To also promote the expectations and aspirations of the Iwi and the individuals within;” and*

OR

*To strengthen the wellbeing and prosperity of Ngātiwai:*

- The sponsorship demonstrates a tangible economic value for the Board, or
- The sponsorship demonstrates a tangible strategic value for the Board, or
- The sponsorship demonstrates a tangible cultural value to the Board

### Process

Requests for sponsorship must be made in writing to the Board. A form is available for download from the Board's web site.

Once a sponsorship activity is entered into, the Board will supply its logo for use in any promotional materials for the event. Upon conclusion of the sponsorship arrangement, the Board will evaluate the success of the sponsorship and the value to the Board.

Sponsorships are not automatically renewable, and requests must be resubmitted and reviewed each year.

### **NGATIWAI TRUST BOARD - Sponsorship Request Form**

Name of event or program: \_\_\_\_\_

Requesting organisation \_\_\_\_\_  
 Event date, time & location: \_\_\_\_\_

Target audience: \_\_\_\_\_  
 Description of event: \_\_\_\_\_

Amount requested \_\_\_\_\_

Why are you requesting Ngātiwai Trust Board sponsorship?  
 Are other sources of funding available? If yes, please list:  
 This mission of the Board is:

*"To ensure that Ngātiwai enjoys a position of cultural and economic strength in the 21<sup>st</sup> century and to develop cultural and economic prosperity as an Iwi. To also promote the expectations and aspirations of the Iwi and the individuals within."*

How does this program or event tie into the mission of the Board's Mission?

Publicity opportunities for the Board as a sponsor:

Name of person completing form \_\_\_\_\_  
 Phone \_\_\_\_\_  
 Address \_\_\_\_\_ Email \_\_\_\_\_  
 Other pertinent information:

*Feel free to use additional sheets for expanded narrative and attach supplementary material.*

*Submit this form to the Board at least one month prior to your event/function to:*

*The Chief Executive  
 Ngātiwai Trust Board  
 PO Box 1332*

*Whangārei 0140*

*Ph (09) 4300939*

*Email: [ngatiwai@ngatiwai.iwi.nz](mailto:ngatiwai@ngatiwai.iwi.nz)*

## **Media Statements**

Interaction with the media, radio, press TV and other media outlets, shall at all times be designed to present an accurate and positive expression of Ngātiwai Trust Board related matters. It shall be consistent with Ngātiwai Trust Board's policy and Board decisions and free from personal opinions and interpretations.

1. The Chairperson shall be the spokesperson for governance-related matters and all other matters that the Board deems are best presented by the Chairperson.
2. The Chief Executive shall be the spokesperson for all operational matters and all other matters that the Board deems are best presented by the Chief Executive.
  - (a) The Chief Executive may permit specified staff to act on his/her behalf but remains accountable for such delegation.

## **Social Media**

Social Media encompasses websites and/or applications through which users can create and share content and/or participate in social networking. This includes blogs and online articles/ content which permit user comments or interactions. Common examples of social media sites/applications include but are not limited to: Facebook, Twitter, Instagram, Viber, Whatsup, Google, and Snapchat.

All Trustees who manage, operate or interact with social media must ensure that they do not bring the Ngātiwai Trust Board into disrepute; this includes maintaining a one voice decision.

No Trustees are to disclose any information from Ngātiwai Trust Board meetings on social media either through private or public sites/applications, unless approval was first sought from and granted by the Board.

### **Police Vetting**

The purpose of this policy is set out the process by which the Board ensures that prospective Trustees disclose any criminal history to be checked and assessed in relation to their eligibility to act as a Trustee in accordance with the Trust Deed and in accordance with relevant legislation, which includes but is not limited to, the Charities Act 2005.

All Trustees will complete the process for Police Vetting every three years and when newly appointed.

The results of the Police Vetting will be confidential to the Chairperson and the Trustee in question and will not be disclosed to the full Board unless the results affect the Trustee's eligibility to act as a Trustee.

### **Indemnities and Insurance**

The Ngātiwai Trust Board will provide Trustees (and directors of its related entities) with, and will pay the premiums for, indemnity and insurance cover while acting in their capacities as Trustees (or directors as the case may be), to the fullest extent permitted by the relevant legislation.

## **Board - Chief Executive Interrelationship**

### **Delegation to the Chief Executive**

The Board delegates to the Chief Executive responsibility for delivering the outcomes stated in its strategic direction and plan while complying with the Chief Executive Delegation policies.

1. The Chief Executive is the sole linkage and point of accountability between the Board and the operational organisation.
2. The Board will view Chief Executive Performance as identical to total management performance so that the achievement of successful organisation outcomes will be regarded as successful Chief Executive Performance.
3. Only the Chairperson of the Board (acting on behalf of the Board) can instruct the Chief Executive. Typically all instruction to the Chief Executive will be codified in policy.
4. The Board will make clear the Ngātiwai Trust Board's strategic direction including performance indicators to be applied by the Board when reviewing the organisation's and the Chief Executive's performance.
5. The Chief Executive is responsible for the employment, management and performance evaluation of all staff employed/contracted to the organisation. Trustees will not 'instruct' staff in any matters relating to their work.
6. Provided that the Chief Executive achieves the outcomes sought by the Board and does so in a manner consistent with the Board policies and the Ngātiwai Trust Board's values, the Board will respect and support the Chief Executive's choice of actions.
7. The expert knowledge and experience of individual Trustees is available to the Chief Executive.

### **Chief Executive Authority**

1. As long as the Chief Executive applies 'any reasonable interpretation' of the Board's policies ie does not set out to defeat the stated intent or spirit of the policies, he or she is authorised to establish all operational policies, make all operational decisions and design and implement and manage all operational practices and activities.
2. Acknowledging a Trustee's right to have access to information necessary to meet his/her duty of care to the Ngātiwai Trust Board, the Chief Executive may refuse requests from individuals or groups of Trustees if in his/her opinion such requests are:
  - (a) Inconsistent with Board policies;
  - (b) Are deemed to make unjustifiable intrusions into the Chief Executive's or other staff members' time or;
  - (c) Are an unjustifiable cost to the Trust Board.
3. The Chief Executive must notify the Chairperson of the use of point 2.

### **Chief Executive Remuneration**

Chief Executive remuneration will be decided by the Board as a body based on terms and conditions that reflect the organisation's performance and executive market conditions.

1. Remuneration will be competitive with similar performance within the marketplace based on achievement of the Board's strategic direction and strategic goals while complying with Chief Executive delegation policies.
2. The Finance and Executive Committee may be used to gather information and to provide options and recommendations for the Board's consideration and decision.

### **Chief Executive Performance Assessment**

The Chief Executive's performance will be continuously, systematically and rigorously assessed by the Board against achievement of Board determined strategic outcomes, compliance with Chief Executive delegation policies and compliance with the intent or spirit of all Board policies. The Board will provide regular performance feedback to the Chief Executive.

1. The Board shall use any one or more of the following three methods to gather information necessary to ensure Chief Executive compliance with Board policies and thus determine its satisfaction with that person's performance:
  - (a) Chief Executive reporting;
  - (b) Advice from an independent third party;
  - (c) Direct inspection by a Board approved Trustee or group of Trustees.

### **Overarching Chief Executive Limitation**

The Chief Executive must not take, allow or approve any action or circumstance in the name of the Ngātiwai Trust Board that is in breach of the law, is imprudent, which contravenes any organisation specific or commonly held business or professional ethic or is in breach of generally accepted accounting principles.

### **Budgeting and Financial Planning**

Budgeting and financial planning for any financial year or part thereof shall be designed to ensure the achievement of the Board's planned outcomes. In developing the operational financial plan and budget, the Chief Executive must ensure budgeting that:

1. Contains sufficient information to enable (a) a credible projection of revenue and expenses; (b) separation of capital and operational items; (c) projection of cashflow; and (d) disclosure of planning assumptions.
2. Does not create financial risk beyond Board-determined parameters.
3. Plans expenditure in any financial year that will not result in default under any of the Ngātiwai Trust Board's financing agreements or cause insolvency.



4. Anticipates the achievement of a “bottom line” not materially different from that determined by the Board eg a predetermined surplus, acceptable deficit or balanced budget.
5. Includes Board development and other expenditure.

### **Financial Management**

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

1. Use organisational funds, enter into contracts or accept other liabilities, only in furtherance of Board-approved purposes and priorities.
2. Not expend more funds than have been received in the financial year unless offset by approved borrowings or approved withdrawals from reserves.
3. Ensure undisputed invoices from suppliers of goods and services are paid within credit terms agreed with those suppliers.
4. Only authorise expenditure within the level established by the Board.
5. Not acquire, encumber or dispose of Board assets over a value established by the Board without Board consent.
6. Ensure that there are limitations on expenditure and adequate controls on the use of credit or other purchase cards by card holding staff.

### **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 the financial integrity of the Ngātiwai Trust Board. Without limiting the scope of the foregoing, the Chief Executive must not:

1. Change his or her remuneration without Board consent.
2. 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 be realistically projected.
3. Cause unfunded liabilities to occur or in any way commit the Ngātiwai Trust Board to benefits that incur unpredictable future costs.
4. Offer permanent employment arrangements under circumstances when such arrangements cannot realistically be honoured.

### **Protection of Assets**

The Chief Executive shall take all reasonable and prudent actions to ensure that the Ngātiwai Trust Board's assets, physical and intellectual, are protected against all foreseeable damaging circumstances. Without limiting the scope of the foregoing, the Chief Executive must:

1. Permit only authorised persons to handle cash.
2. Ensure the receipt or disbursement of funds is processed within controls acceptable to the duly appointed auditor.
3. Ensure that assets are insured at a level necessary for prudent risk-management.
4. Ensure Trustees and staff are protected against claims of liability.
5. Ensure any purchases of goods or services are protected against conflicts of interest.
6. Ensure adequate protection against theft, improper use or significant damage to intellectual property and Ngātiwai Trust Board information.
7. Ensure that the Ngātiwai Trust Board is in a state of operational preparedness in the event of conceivable risk factors.

#### **Communication and Support to the Board**

The Chief Executive shall ensure the Board is informed about issues and concerns essential to its performance of its responsibilities and meeting its accountabilities to its staff and members. Without limiting the scope of the foregoing, the Chief Executive must:

1. Ensure the Board is informed about matters critical to the Board's timely and effective governance.
2. Provide financial reports that address:
  - (a) Significant trends;
  - (b) Data relevant to agreed benchmarks and Board-agreed measures; and
  - (c) Further Board financial data as determined by the Board from time to time;
3. Ensure the Board is informed of significant external environmental trends, adverse media publicity, achievement of, or progress towards the achievement of, the organisational outcomes as stated in the strategic direction.
4. Ensure Trustees are aware of any health and safety issues in the workplace that fall within the Trustee's role and responsibilities, which includes all internal and external health and safety audits.
5. Advise the Board of any serious legal conflict or dispute or potential serious legal conflict or dispute that has arisen or might arise in relation to matters affecting Ngātiwai Trust Board.
6. Inform the Board of any potential action or decision where the result is in breach of its policies particularly when this relates to the Chief Executive's ability to carry out his or her responsibilities.

#### **Emergency Chief Executive Succession**

The Board recognises that one of its major risks is the loss of key personnel, particularly the Chief Executive. To this end the Chief Executive must ensure that there is in place an emergency management regime that can operate in the event of unexpected loss of his or her services. There

must be at least one person capable of responding to Board concerns and requirements at a level necessary for effective governance.

### **Employment conditions**

In exercising the delegation for the management of staff, the Chief Executive must ensure that there is provided a workplace environment conducive to sound workplace practices, consistent with workplace legislation and the Ngātiwai Trust Board's core values. Accordingly the Chief Executive must:

1. Ensure staff are employed with robust and clear guidelines as to their rights, entitlements and workplace obligations;
2. Provide a safe, respectful environment as defined in relevant workplace legislation;
3. Ensure all measures are taken to lessen any health and safety issues that may arise;
4. Include all employees in health and safety policy development;
5. Allow employees access to fair internal grievance processes;
6. Not prevent employee access to the Board to express a grievance when:

(a) The internal grievance process has been followed; and

(b) The grievance asserts that the Chief Executive has breached a Board policy to the employee's detriment; and/or

(c) The grievance asserts that the Chief Executive has not provided adequate protection of his or her human rights.

Access to the Board in these circumstances is via the Board Chairperson. The Chief Executive must ensure employees are informed of their rights under this policy.

### **Public Affairs**

The Chief Executive shall not undertake, approve or in any way support any action that is directly or indirectly demeaning or derogatory or in any way damaging to the Ngātiwai Trust Board.

### **Attached Table**

The attached Delegation of Authority table sets out the parameters of specifically authorised delegations in a number of areas of function for the Ngātiwai Trust Board Chairperson, the Ngātiwai Trust Board's Finance and Executive Committee and the Chief Executive.

## **Bullying and Harassment**

The purpose of this policy is to record the Ngātiwai Trust Board's zero tolerance of bullying or harassment. Such conduct violates the Ngātiwai Trust Board's Code of Conduct for Trustees which requires Trustees to be treated with dignity and respect.

### **Definition of bullying**

The Ngātiwai Trust Board defines bullying as repeated and unreasonable behaviour directed towards another person that creates a risk to that person's mental, physical or emotional health.

- Repeated behaviour is persistent and can involve a range of actions over time. A single incident of unreasonable behaviour is not considered bullying.
- Unreasonable behaviour means actions that a reasonable person in the same circumstances would see as unreasonable. It includes victimising, humiliating, intimidating or threatening a person.
- Such behaviour may be verbal, psychological or physical.

Overt bullying can include:

- threats, intimidation, stand over tactics and coercion;
- verbally abusive or degrading language or gestures;
- shouting, yelling or screaming;
- unexplained rages;
- unjustified criticism and insults, nit-picking and fault-finding without justification;
- frequent humiliation, ridicule and belittling remarks;
- unjustified threats of complaint action.

Covert bullying can include acts such as:

- isolating or ignoring someone on a consistent basis;
- malicious teasing, practical jokes, gossiping;
- excessive criticism on a regular and systematic basis.

What is not bullying?

The following behaviours are not considered to be bullying:

- friendly banter, light-hearted exchanges, mutually acceptable jokes and compliments;
- friendships and relationships where both people consent to the relationship;
- issuing reasonable instructions and expecting them to be carried out;
- warning or disciplining someone in line with organisation policy and procedures;

- insisting on high standards of performance of duties in terms of quality, safety and cooperation;
- legitimate criticisms about performance of duties (not expressed in a hostile, harassing manner);
- giving critical feedback and requesting justified improvement in performance of duties;
- assertively expressing opinions that are different from others';
- free and frank discussion about issues or concerns, without personal insults.

### **Definition of Harassment**

Harassment is unwelcome conduct that is offensive, humiliating or intimidating to any other person and is either repeated, or of such significant nature that it has a detrimental effect on the person, their performance or their work and study environment. It includes racial, and sexual harassment.

Racial harassment is the use of language, or visual material or physical behaviour that expresses hostility against, or brings into contempt or ridicule, any other person on the ground of the colour, race, or ethnic or national origins of that person; is hurtful or offensive; and is either repeated or serious enough to have a detrimental effect on a person in one of the areas specified by the Human Rights Act 1993.

Sexual harassment is unwelcome conduct of a sexual nature that is offensive, humiliating or intimidating to any other person and is either repeated, or of such a significant nature, that it has a detrimental effect on the person or their ability to perform their role. It is unlawful to sexually harass another person even if there was no intention to harass the person.

Procedures for dealing with complaints of bullying or harassment must be based on this policy and must include:

- principles of natural justice;
- transparency and fairness of the procedure;
- taking a complaint seriously and acting on it quickly;
- maintaining confidentiality;
- prioritising the problem resolution procedure and responding quickly;
- informing the Trustee of the allegations against them;
- giving the Trustee the opportunity to respond to the allegations;
- keeping both parties informed about the progress of an investigation;
- ensuring the safety of the complaints process for both parties;
- giving both parties a full opportunity to read/see and respond to all evidence collected in an investigation before a decision is made;
- considering all the evidence carefully before deciding whether there is substance to the complaint;

- providing both parties with a copy of the decision and the reasons for the decision;
- ensuring any response is proportionate to the level of behaviour complained of and in line with this policy.

Care should be taken during the investigation of any complaint of alleged bullying or harassment and afterwards to prevent disadvantage to the complainant or person in respect of whom the complaint is made.

## **Dispute Resolution**

### **Complaints against Co-trustees**

Trustees should first attempt to resolve any issues between them directly. Trustees should be aware that their role requires a certain level of tolerance of disagreement, that complaints utilise resources that could otherwise be spent furthering the purposes of the Trust Board and that accordingly complaints should not be made lightly.

Where that is not reasonably possible, complaints by one Trustee against one or more Trustees will be made to the Chairperson of the Ngātiwai Trust Board. In the event that the complaint is made against the Chairperson, a Committee will be formed to deal with the complaint.

The Chairperson (or the Committee as the case may be) will properly investigate the complaint in accordance with the rules of natural justice and tikanga Māori and will notify the Trustees involved of the outcome of the investigation and any steps to be taken.

## **Access to Marae Cluster Commissioned Treaty Settlement Research in 2009**

### **Aim and Purpose and of this Policy**

The aim of this policy is to provide clarity about how and why research was commissioned in 2009 and how it fits within the overall Ngātiwai Trust Board's Treaty settlement research program. The purpose of this policy is to provide clear guidelines about how to request access to the research.

### **Background to this Policy**

In 2009 the Ngātiwai Trust Board provided funding of \$225,000.00 to undertake research to underpin a future Treaty settlement with the Crown. The research was commissioned and managed by project teams established by three marae clusters (northern, central and southern). Full discussions took place before that approach was taken, at marae as the research was undertaken and presentations were made of the research at marae when it was completed.

It should be noted that marae members participated in the research on the basis that they would have a say about how the intellectual property gathered and collated was to be used other than for its intended purpose (i.e. to assist a Treaty settlement with the Crown for Ngātiwai) and did not consent to the Ngātiwai Trust Board releasing copies for any other purpose.

Therefore, while the Ngātiwai Trust Board provided funding for the research, the Ngātiwai Trust Board is not at liberty to provide copies of this research.

However, the results of the research are summarised in the March/April information sharing Hui presentation in 2011, the 2013 Annual Report (page 9) and the Mandate Strategy (page 19) which is all available on the Trust Board's website.

### **Guidelines to Request Access to Research**

Anyone wishing to access the research will need to approach the leaders of the marae cluster research groups directly. They are Merepeka Henley for the northern cluster and Kris MacDonald for the central cluster. It is up to these marae appointed members to consider if any request for the research outside of its intended purpose will be granted and this may require further consultation with the participants involved. Note that the southern cluster research has since been incorporated into separate settlement processes.

### **Ngātiwai Trust Board's Overall Research Programme**

It should be noted that while the research described above was a start there is much more research work yet to be undertaken. The Ngātiwai Trust Board has been working to clarify the gaps in the research completed to date that will need to be filled and a work program for achieving it.

Once issues regarding Ngātiwai Trust Board's Deed of Mandate have been resolved the Ngātiwai Trust Board will be allocated a Crown Forest Rental Trust approved and funded "claimant historian" to complete the bulk of the work. However, the Ngātiwai Trust Board plans to establish a claims research group as described in the mandate strategy (page 30) to enable Ngātiwai claimants and other Ngātiwai researchers to participate in progressing research to assist negotiations.