



# **GOVERNANCE MANUAL**

Operative from 1 January 2012

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## Section 1: INTRODUCTION

### KEY TERMS

This is the governance manual of Te Waka Whaiora o Ngāti Mea Trust. In this document,—

<b>CEO</b>	means the person who currently fills the role of chief executive officer (i.e. the most senior manager) of the Trust; and
<b>the board</b>	means the board of trustees of the Trust (which, in legal terms, is a distinct legal entity formed when the trustees were incorporated as a body under the Charitable Trusts Act 1957);
<b>the manual</b>	means this governance manual.
<b>the Trust</b>	means Te Waka Whaiora o Ngāti Mea Trust;
<b>trustees</b>	means the people (between five and seven in number) who are currently trustees of the Trust;

### TRUSTEESHIP

Trustees of every kind carry out their role in accordance with a hierarchy of authority.

At the highest level, trustees are subject to the **general law**—both the written law, in the form of legislation such as the Trustee Act 1956 and the Charitable Trusts Act 1957, and common law, which comprises the many decisions made by the Courts over the years about trustee law.

At the next level, trustees are subject to their own **constitutional document**—usually a trust deed, as is the case with the Trust.

At the next level again, trustees are subject to whatever **policies** they put into place for the purpose of governing their particular trust. In the case of the Trust, these are the policies found in this document (sections 3A to 3C), which we call collectively our governance policies. The trustees are free to change these policies from time to time, but as long as they remain in place, the trustees are bound by them.

### PURPOSE OF MANUAL

This governance manual is an extremely important document because—

- it is the ‘bible’ for the trustees, containing clear and enforceable requirements for how the Trust is to be governed;
- it is the source of the CEO’s authority to lead and manage the Trust;
- it is the authoritative source of guidance for the CEO and staff in the day-to-day operation of the Trust, spelling out what the Trust is to achieve;

- it sets limits—in terms of prudence, ethics, lawfulness and reasonableness—on what the CEO is authorised to do in leading and managing the Trust; and
- it forms the basis of the CEO’s accountability to the board, and the board’s accountability to Ngāti Mea, for the performance of the Trust.

This manual contains every policy and every document needed by the trustees (apart from individual meeting agendas) to govern the Trust effectively. If the entire board were to be wiped out by a mystery virus tomorrow, there ought to be enough information in the manual and in the minutes of recent meetings for an incoming board to pick up the reins and continue to govern effectively.

## STRUCTURE OF MANUAL

The manual is organised as follows:

- Section 2 is an explanation of how the governance of the Trust works. Although this governance manual is primarily a tool for the trustees, the trustees recognise that it is also of relevance and interest to other stakeholders, so it includes a plain-language description of how the trustees have chosen to go about the job of governing the Trust.
- Section 3 comprises the actual governance policies of the Trust. There are three categories of policy:
  - **ends policies**, which spell out what the Trust is to achieve, for whom this is to be achieved, and in what order of priority;
  - **limitation policies**, which set limits on what the CEO is authorised to do in the process of achieving the ends policies; and
  - **board practice policies**, which govern how the board itself operates, including how the board regulates the interface between governance (the board) and management (the CEO).

The manual also includes the following attachments:

- a copy of the trust deed of the Trust, which is its principal constitutional document;
- the meeting rules of the Trust, which are used (when necessary) to regulate meetings of the board; and
- the current annual work plan of the board, which helps to ensure that the board discharges all of its fiduciary and legal responsibilities throughout the year.

The manual has been written by the Trust’s board of trustees for a fairly wide-ranging audience. To make the document as informal as possible, it has been written in the first person—the board is referred to as “we”, “our” or “us”.



## Section 2: OUR APPROACH TO GOVERNANCE

### PURPOSE

This governance manual is primarily a tool for the trustees of Te Waka Whaiora o Ngāti Mea Trust. However, because we know other stakeholders have a legitimate interest in the governance of the Trust—for example, our funders, our auditors, the members of Ngāti Mea whom we serve and, importantly, our staff—we want this document in particular, and our governance practices in general, to be open to scrutiny by a wider audience. The purpose of this section of the governance manual, therefore, is to describe in simple terms how we have chosen to govern the Trust, and to explain each of the following sections of the manual. Putting it another way, we want everyone who works with us and for us to know what we do, why we do it, and how, if desired, they can have a say in what we do.

### INTRODUCTION

Most of our work as trustees takes place ‘below the radar.’ However, this doesn’t mean our work is unimportant—quite the opposite, in fact. We have an enormous responsibility for making sure that the Trust performs up to expectations. If things go wrong, the buck stops with us.

One of the best ways to think about governance is to see it as servant leadership. As trustees, we govern on behalf of Ngāti Mea. It’s our job to make sure we understand the hopes and aspirations of our people, then work hard to bring these hopes and aspirations to fruition. We do this by giving high-level leadership to the Trust, but in a low-profile, servant-hearted manner. We get on with the job with little fanfare, but with a clear eye on the future and a steady hand on the tiller.

We take our responsibility for governing the Trust very seriously. We try to govern wisely and prudently, but also with passion, energy and vision. We are deeply committed to the success of the Trust and the wellbeing of its clients, staff and stakeholders. We invest considerable time and effort in our work, and our greatest desire is to see the people who access the services of the Trust becoming fully independent, properly-functioning members of the community.

The board employs everyone who works for the Trust. For practical reasons, we delegate almost all of our responsibilities as an employer to our CEO, but we remain ultimately accountable for his actions.

### THE BIG PICTURE

Every trust is governed by a board of trustees. The term “governance” isn’t defined in the legislation regarding trusts, but we take it to mean that we are responsible for three main things:

- understanding what outcomes Ngāti Mea want the Trust to achieve;
- making sure that policies and plans are in place which define these outcomes and create a path to their achievement; and

- monitoring the performance of the Trust closely to ensure that the outcomes are actually achieved.

Our approach to governance is built on three fundamental questions:

- where is the Trust heading?
- how will we get there?
- how will we do our own job of governing the Trust?

The third of these three questions includes how we will regulate the interface between governance (ourselves) and management (the CEO), which is often a fraught issue for boards.

The next three sections explain why these questions are important and how we as a board answer them.

### **(i) Where is the Trust heading?**

The most important function of organisational leadership is to paint a picture of the future and to engage the hearts and minds of everyone associated with the organisation in turning this picture into reality. As the group ultimately responsible for leading Te Waka, it is our job as a board to paint this picture.

We don't paint every last detail of the picture; rather, we confine ourselves to the broad brush-strokes and leave the detail to others.

We prefer to use as little jargon as possible in our job. However, we use one piece of jargon to describe the broad brush-strokes in our picture. We call these our **ends policies**. They describe the results that are to be achieved, the persons or groups of persons for whom the results are to be achieved, and the priority we attach to each result. (If you prefer to think of them as strategic outcomes, or long-term objectives, or some other term that you are more familiar with, that's fine.)

One of the reasons we use the term 'ends policies' (or just 'ends') is because it helps us to distinguish between what we are trying to achieve and the means that will be used to achieve them. One way to describe the difference between governance and management (albeit somewhat simplistically) is to say that governance is responsible for determining the ends to be achieved, while management is responsible for choosing and implementing the means to achieve them. We find this a helpful distinction to make. (The next section of the manual expands on this point.)

The Trust's ends are designed to reflect the unique goals and aspirations of Ngāti Mea in relation to our tāngata whaiora. It's a key part of our job as a board to make sure we connect with our people in ways that enable us to understand their collective goals and aspirations, then to reflect these in our ends policies.

Our current ends policies are shown on page 17 of this manual—take a peek at them now. Notice that they follow a clear format: the specific **results** that are to be achieved, the people

or groups of people for whom the results are to be achieved (i.e. the **recipients**) and the relative **worth** or priority of each end.

It's impossible to overstate the importance of these ends policies. They are the Trust's true north. Everything that goes on in the Trust—every plan, every programme, every activity, every decision—should, in some way or another, be designed to contribute to the achievement of these ends. For this reason, we (the board) grant maximum authority to the CEO to achieve them.

Probably the most important part of our job as a board is making sure our ends are being achieved. The ends express the Trust's reason for being, so it follows that our job is to make sure everything possible is done to achieve them.

It is our practice to review our ends policies on an annual basis at the beginning of our planning cycle (see page 12). We try to ensure that we have input from a wide cross-section of sources—and especially Ngāti Mea—into our ends (consistent with section 9 of our trust deed).

Staff input into our ends is also vital. Because our sole 'official' connection with the Trust is through the CEO (see page 31), we look to him to obtain input from staff in varied and creative ways. When the CEO contributes to discussion around the board table about our ends, we assume that he is doing so as the result of a systematic process of gathering input from staff.

Because a significant proportion of our funding comes from contracts with various Crown agencies, our ends must also reflect the priorities of the government of the day. These priorities are found in a variety of sources, from Acts of Parliament, through national strategy documents, to the strategic plans and Māori health plans of the district health board and other sources. The CEO keeps us up to date with any changes in this regard.

So, that's how we answer the first question: *Where is the Trust heading?*

## **(ii) How will we get there?**

Our ends are clear and specific statements of what we expect the CEO and staff to achieve for those who access our services. Having done all the hard work of developing the ends, it would be tempting for us as a board to then instruct the CEO and staff about *how to achieve* the ends. With our collective lack of experience in the social services sector, you can imagine the mess we would make of this!

Rather than pretending we are experts in the field of mental health services, we choose instead to rely on the professionalism and experience of the CEO and staff to implement best practice in all areas of the Trust's activities.

We do, however, have a legitimate interest in what goes on within the Trust. This interest can be summed up by saying that we expect everything that is done to be lawful, ethical, prudent and reasonable.

The way we express this interest is by putting limitations on what the CEO may do within the Trust. Not surprisingly, we call these our **limitation policies**. In the simplest possible terms,

these policies permit the CEO to manage the Trust as he sees fit, provided (a) his efforts are focused on achieving the ends policies, and (b) he complies with the limitations we put in place.

An example of a limitation policy is shown below in Figure 1 (the full set of limitations is found in section 3B on page 19 of this manual). This particular example relates to the way the CEO manages staff. The policy says we are happy for the CEO to manage staff as he sees fit, provided certain things are not allowed to happen. (It's an irony of good governance that the best way for a board to give maximum empowerment to a CEO is through the use of negative, or proscriptive, language.)

*Figure 1: Sample Limitation Policy*

### **L 2.1 Organisational Culture**

The CEO shall not permit an organisational culture that adversely impacts the mana of any staff member or that impedes any staff member from flourishing in their job.

Furthermore (and without limiting the above), the CEO shall not—

- 2.1.1 permit any staff member to be unaware of the performance expectations associated with their job and how these contribute to the achievement of Te Waka's ends policies.
- 2.1.2 cause or allow conditions that are unfair, unsafe or unclear.
- 2.1.3 allow staff to be without current, enforced policies and procedures which provide for effective handling of grievances, and which protect against wrongful conditions.
- 2.1.4 permit any staff member to be unprepared to deal with emergency situations.
- 2.1.5 operate a remuneration structure which is out of line with the market.

Another way to think of limitations is as the board's 'worry list'. Everything that the board is worried might happen if the CEO is given free rein to manage the Trust ought to be covered by the limitations.

Our limitation policies answer the question, *How will we get there?* The board doesn't tell the CEO how to run the Trust, but instead defines the legal, ethical and prudential boundaries within which the CEO is required to manage, then gives him maximum authority to work within these boundaries. The board then carefully monitors the boundaries to ensure they are not breached.

So, now we've answered two questions: *Where is the Trust heading?* and *How will we get there?* As we have seen, the answers to the questions take the form of two sets of policies: our ends policies and our limitation policies.

Put very simply, our instructions as a board to the CEO are, *Achieve these results, and make sure these limitations are observed in the process.* It might sound overly simple, but that’s actually how it works.

One of the traps boards fall into is trying to control all they **can** control, rather than all they **must** control. We could, if we wanted to, control every last detail of what goes on in the Trust. However, we choose to focus on the things that really matter, which we believe primarily consist of making sure that the picture of the future we are trying to achieve is clear, and that the things which must not happen in the process of achieving it are also clear.

### (iii) How will we (i.e. the board) do our own job?

Boards have a great deal of freedom to choose how they govern. Styles of governing range from the very formal—think Parliament, standing orders and so on—to very informal—think a small, owner-operated business.

We have chosen a fairly structured style of governance. One of the requirements of this style is that we write down all of our governance policies, including the policies which spell out how we will govern. (The result is this governance manual.)

The policies which spell out how we govern are called our **board practice policies**. A sample policy is shown below in Figure 2a, illustrating how we use policies to govern our own role.

*Figure 2a: Sample Board Practice Policy*

#### **BP 2.1 Governance Philosophy**

We will—

- (a) give strategic leadership to Te Waka, primarily by taking the initiative in policy development.
- (b) prioritise understanding the values, hopes and aspirations of Ngāti Mea and developing policies consistent with these.
- (c) ensure that the tikanga of Ngāti Mea is appropriately reflected in both the governance and the management of Te Waka.
- (d) focus on the overall performance of Te Waka (which we define as achieving a reasonable interpretation of our ends and limitation policies) and avoid being sidetracked by short-term pressures and distractions.
- (e) govern in the best interests of Ngāti Mea as a whole, including future generations of the hapū.
- (f) govern solely on the basis of the policies in this manual, always asking in relation to every issue, *What have we already said about this issue in our policies?*

*cont...*

...cont

- (g) govern as a group in an open, transparent and disciplined way.
- (h) be careful to distinguish between ‘customer’ issues (which are primarily the concern of the CEO) and governance issues (especially in relation to issues where one of us is the affected customer).
- (i) hold ourselves accountable to Ngāti Mea for the effectiveness of our governance.

Our board practice policies (which are set out in full in section 3C on page 25 of this manual) also include—

- a code of conduct for board members;
- a job description for the board;
- a job description for the chairperson.
- details of how we will connect with Ngāti Mea; and
- an annual plan for the board.

As noted earlier, our board practice policies also spell out how the interface between governance and management will work.

Governance and management are separate functions—each crucial in its own way, but each also legally and logically separate from the other. It’s obvious, though, that the two functions must intersect at some stage. In the same way as the governing body (i.e. the board) is ultimately accountable to Ngāti Mea for the performance of the Trust, management (i.e. the CEO) is accountable to the governing body for the performance of the Trust. Therefore, the relationship between the two functions needs to be clear and effective.

As with every aspect of governance discussed so far, we use written policies to regulate the relationship between governance and management.

In accordance with the governance system we use, the board delegates full authority to the CEO for the management of the Trust, with the provisos described earlier: that his efforts are to be focused on achieving the ends, and that certain limitations are to be complied with. All of the authority that the board delegates is delegated to the CEO, who is permitted to further delegate authority to staff.

Two characteristics of this delegation process are important. Firstly, the board’s only “official” connection with the Trust and its performance is through the CEO. The board regards the performance of the Trust and the performance of the CEO as one and the same. Secondly, the board doesn’t make delegations to anyone other than the CEO, so that the CEO’s individual accountability for the overall performance of the Trust isn’t compromised.

A sample of the policies we use to achieve a robust and safe separation between governance and management is shown in Figure 2b below. Note the wording of the last three lines of the policy:

This policy does *not* mean that board members (either individually or as a group) cannot participate in the life of Te Waka in other ways, nor does it prevent us from enjoying good relationships with staff members in a variety of settings.

*Figure 2b: Sample Board Practice Policy*

**BP 2.6 Governance/Management Interface**

In our capacity as board members, our sole ‘official’ connection with the day-to-day operations of Te Waka is through the CEO. This means that—

- (a) only properly-authorized resolutions of the board, passed at properly-constituted meetings, are binding on the CEO.
- (b) we will only give instructions to the CEO, not directly to other members of staff.
- (c) we will only evaluate the performance of the CEO, not other staff.
- (d) from the board’s perspective,—
  - (i) the authority and accountability of staff are the same as the authority and accountability of the CEO (or, putting it another way, the buck stops with the CEO); and
  - (ii) the performance of Te Waka is the same as the performance of the CEO.
- (e) successful performance on the part of the CEO is defined as achieving Te Waka’s ends policies whilst at the same time complying with our limitations.

This policy does *not* mean that board members (either individually or as a group) cannot participate in the life of Te Waka in other ways, nor does it prevent us from enjoying good relationships with staff members in a variety of settings.

Although we have a formal policy delineating the separate roles of governance and management, we—the trustees—are by no means prohibited from relating to staff in a range of different ways and in different settings. On the contrary, we see ourselves as part of the same team as the staff, and we greatly enjoy the opportunities we get to meet and socialise with staff, as well as to work together.

Figure 4 on page 15 summarises the board’s job. It illustrates the three broad components to the board’s job first introduced on page 5: *Where is the Trust heading? How will we get there? How will we do our own job of governing?*

## HOW IT WORKS

The board’s work is organised around two cycles:

- an **annual** cycle; and
- a **monthly** cycle.

Within these cycles, a number of key processes take place, as described below.

### 1. Annual Cycle

Strange as it might sound, the board’s annual cycle is actually about two years long. The reason for this is illustrated by the description of a typical cycle shown below:

<i>Figure 3: Board’s (Typical) Annual Cycle</i>	
<i>February Year A</i>	Presentations by CEO and others regarding proposed changes to ends policies for coming financial year (beginning 1 July); also any other inputs into determining ends policies.
<i>March Year A</i>	Continuing detailed discussions about ends policies.
<i>April Year A</i>	Ends policies finalised for coming financial year. CEO (and staff) work on plans and budgets.
<i>May Year A</i>	Draft annual action plan and budget presented to board.
<i>June Year A</i>	Annual action plan and budget noted. Board’s annual work plan for coming financial year finalised. CEO’s performance agreement for coming financial year finalised.
<i>July Year A - June Year B (i.e. the financial year)</i>	Quarterly reviews of progress towards achievement of ends policies throughout the year; also periodic monitoring of CEO’s compliance with limitation policies; ongoing adjustments to both as required.
<i>August Year B</i>	Audit Committee initiates and manages annual audit by external auditors.
<i>September Year B</i>	Final performance data for previous financial year presented and analysed—i.e. achievement of ends and compliance with limitations
<i>October Year B</i>	Annual external audit completed. CEO’s performance appraisal for previous financial year completed.
<i>November Year B</i>	Final report to Ngāti Mea on the previous financial year.

The cycle, which begins in about February of each year, continues on until towards the end of the next calendar year (i.e. two years later). And of course, the cycles for the year before and the year after also overlap with the current cycle.

From a stakeholder perspective, there are two points in the cycle that are of particular interest: the beginning and the end.

Firstly, at the beginning of the cycle (usually during February/March), the board examines Te Waka's ends policies to see if they need to be refined for the coming financial year. At this point, it is important for the board to obtain stakeholder input into its deliberations. Ngāti Mea are consulted in a variety of ways and in a variety of settings. Staff have the opportunity to make contributions *via* processes established by the CEO. Other stakeholders, such as contracting parties, are also given the opportunity to contribute.

Secondly, at the end of the cycle, once all of the relevant data for the year have been gathered and analysed, the board is required to report back (*via* an annual general meeting or similar means) to Ngāti Mea and to all of its stakeholders about how the Trust has performed (see sections 21 and 9 of our trust deed).

## **2. Monthly Cycle**

The board usually meets on the first Wednesday of every month. Members of Ngāti Mea may attend meetings of the board, provided it is understood that, from time to time, the board may need to go 'into committee' to protect the privacy of individuals.

The board's primary focus at each monthly meeting is to complete the tasks that are set out in its annual work plan for that month (see policy BP 2.2.1 on page 28). The board's annual work plan for the current year is included in this manual as an Appendix (see page 56).

### **HAVING YOUR SAY**

The board is very keen to be available and responsive to Ngāti Mea, as well as to other stakeholders, and wants to receive as much input as possible into the way Te Waka is governed.

The most valuable input the board seeks is in relation to the 'big-picture' questions about where Te Waka is going (our ends policies) and what should or shouldn't happen along the way (our limitation policies). The board is always conscious of the fact that it governs on behalf of Ngāti Mea, so input from Ngāti Mea about these matters is very important.

The board notifies Ngāti Mea when it is specifically seeking input into its ends and limitation policies (usually around March/April of each year). However, input is welcome at any time—don't wait to be asked!

There are also many other matters in relation to which the board is interested in your views as a customer—the range of services available, the quality of services, opportunities for greater involvement by Ngāti Mea, and many more. The best way to have your say is usually to contact a board member (call the receptionist at Te Waka for contact details: 09 876 5432). Alternatively, you can write to or e-mail the Trust, addressing your correspondence to the chairperson of the board in the first instance.

(Sometimes when you contact a board member about an issue, you'll be told that the issue is a management matter and that you should contact the relevant staff member in the first instance

(usually the CEO). Please don't be offended by this—it's not an attempt to fob you off. If the issue isn't resolved satisfactorily at a management level, you will always have the opportunity to raise it with the board, again by writing to the chairperson in the first instance.)

## CONCLUSION

We aspire to govern Te Waka Whaiora o Ngāti Mea Trust with passion, vision and integrity. Crucial to our ability to do this is the involvement of Ngāti Mea. We govern on behalf of Ngāti Mea, but in order to do this we need to understand the hopes and dreams of Ngāti Mea for Te Waka—the things you like about the organisation and the things you don't. Our hope is that this overview of what we do will encourage and empower you to become involved in the governance of Te Waka, even if it's just in a small way. Your voice is important, and we want to hear it.



Figure 4: Simplified Board Job Description

1.

Understand—

- (a) what outcomes Ngāti Mea want the Trust to achieve; and
- (b) what values they expect to see in operation within the Trust



2.

Make sure that policies are in place to—

- (a) achieve these outcomes; and
- (b) express these values:

**Ends Policies**

(answering the question, *Where are we heading?*)

**Limitation Policies**

(answering the question, *How will we get there?*)

**Board Practice Policies**

(answering the question, *How will we do our job?*)



3.

Monitor the performance of Te Waka closely to ensure that the outcomes are actually achieved and the values actually applied

## Section 3: POLICIES

This is the section of the governance manual which actually sets out the board’s governance policies. As noted in the *Introduction*, there are three categories of policy:

- **ends policies**, which spell out what Te Waka is to achieve, for whom this is to be achieved, and in what order of priority;
- **limitation policies**, which set limits on what the CEO is authorised to do in the process of achieving the ends policies; and
- **board practice policies**, which govern how the board itself operates and how it regulates the interface between governance (the board) and management (the CEO).

Each category of policy is set out separately in the following subsections of the manual.

One of the most important functions of the board is to ensure the organisation’s compliance with each category of policy. In the case of ends and limitation policies, this is achieved by monitoring the performance of the CEO against these two sets of policies. For this reason, the relevant subsections of the manual which follow also contain detailed guidance for the board on how to monitor these policies.

In every case, the board—

- (a) permits the CEO to make any reasonable interpretation of the wording of the particular policy; and
- (b) binds itself to accept any reasonable interpretation.



### 3A. ENDS POLICIES

This part of the manual sets out the board’s ends policies.

These are the policies of the board which state what long-term outcomes must be achieved by Te Waka, for whom they must be achieved, and in what order of priority they must be achieved.

These policies are absolutely crucial to the success of Te Waka, because they actually spell out what success looks like. Putting it another way, these policies describe the “magnetic north” which should guide all strategies, plans, policies, procedures and practices within Te Waka.

#### Guidance for Monitoring

When the CEO presents a monitoring report to the board in relation to an ends policy, the board requires the report to comprise the following parts:

- the **wording** of the policy being monitored;
- the CEO’s **interpretation** of this wording—in other words, what the policy looks like when applied;
- (if necessary) the CEO’s **justification** for this interpretation; and
- supporting **data** or **information** showing that the interpretation is being achieved.

It is important that the CEO’s interpretation is not simply a restatement of the policy itself, nor a ‘dictionary’ definition of the policy, nor merely a statement of good intentions. Rather, it must—

- be **reasonable**;
- be **justifiable**; and
- be capable of being **measured**.

Perhaps most importantly, a monitoring report for ends policies must stick to the definition of an end—in other words, it must describe—

- the **result** or **outcome** achieved;
- the **people** or **groups of people** for whom the result or outcome is achieved; and
- the **worth** or **priority** given to the result or outcome.

As with all monitoring reports, the interpretation of any policy must begin at the lowest level of the policy and progressively move to the highest (or broadest) level.

## Ends Policies

- 1.0 Te Waka Whaiora o Ngāti Mea exists so that members of Ngāti Mea with mental health challenges, substance abuse problems and developmental disabilities function at their highest potential in an accepting whānau, hapū and iwi context, to an extent that justifies the expenditure of available funds.**
- 2.1 The highest priority, where the total need must be met, is that tāngata whaiora in life-disrupting crises resume functioning at their pre-crisis equilibrium.
- 2.1.1 Tāngata whaiora learn methods of coping with the challenges that cause crises.
- 2.1.1.(a) Tāngata whaiora learn to manage their addictions.
- 2.1.1.(b) Tāngata whaiora are aware of the consequences of inappropriate use of prescription medication.
- 2.1.2 Whānau affected by crises are able to function and make decisions in their collective interests as well as in the interests of tāngata whaiora.
- 2.2 Sharing the second priority, chronically-affected tāngata whaiora learn what they need to know to cope with their condition and lead lives that are active and fulfilling.
- 2.2.1 Skills in activities of daily living and social skills allow tāngata whaiora to participate to the level of their ability.
- 2.2.1.(a) Tāngata whaiora have jobs or an alternative way of productively using their time.
- 2.2.2 Whānau are able to discern the needs of their members for support.
- 2.3 Sharing the second priority, tāngata whaiora experiencing transitional mental health issues gain the understanding and skill they need to resolve problems and maintain functioning.
- 2.3.1 Tāngata whaiora learn to solve interpersonal problems without violence.
- 2.3.2 Mātua and tīpuna learn to raise and discipline their tamariki and mokopuna constructively.
- 2.4 The third priority is that Ngāti Mea are understanding of the problems associated with substance abuse, developmental disabilities and disruptions to mental health.
- 2.4.1 Tāngata whaiora with mental health challenges or developmental disabilities are welcomed on the marae and at schools, churches, sports clubs and other places where Ngāti Mea gather.



### 3B. LIMITATION POLICIES

This part of the manual sets out the board’s limitation policies.

These are the policies which place limits on, or boundaries around, the actions which the CEO (and, through him, the staff) is permitted to take as he leads and manages Te Waka in order to achieve the ends policies.

These policies are deliberately expressed in negative terms—in other words, they instruct the CEO **not** to do or allow certain things, rather than providing him with a list of things to do. The reason for this is to give maximum empowerment to the CEO to be the Trust’s professional and managerial leader, free of unnecessary restraints.

#### Guidance for Monitoring

When the CEO presents a monitoring report to the board in relation to a management limitation, the board requires the report to comprise the following:

- the **wording** of the policy being monitored;
- the CEO’s **interpretation** of this wording;
- (if necessary) the CEO’s **justification** for this interpretation; and
- supporting **data** or **information** showing that the interpretation is being achieved.

It is important that the CEO’s interpretation is not simply a restatement of the policy itself, nor a ‘dictionary’ definition of the policy, nor merely a statement of good intentions. Rather, it must—

- be **reasonable**;
- be **justifiable**;
- comprise an **operational definition** of the policy (in other words, it must state what successful implementation of the policy actually looks like); and
- be capable of being **measured**.

The effect of any monitoring report should be *to assure the board* that the limitations it has put in place are being observed.

As with all monitoring reports, the interpretation of any policy must begin at the lowest level of the policy and progressively move to the highest (or broadest) level.

## Limitation Policies

By virtue of policy BP 2.7(c), the Board has delegated authority to the CEO to “...establish all further policies, make all further decisions, take all actions, establish all practices and develop all activities” in order to achieve the ends policies of Te Waka. The same policy makes it clear that the CEO must observe certain limitations in the process of achieving these ends. The following policies spell out these limitations.

In simple terms, these limitations are the board’s ‘worry list’ – they comprise a list of all the things (i.e. actions, inactions, events or circumstances) that the board will not tolerate in relation to the management of the Trust.

The board’s limitations are encapsulated in the following global limitation:

- L 1.0 The CEO shall not cause or allow any activity, practice, decision or circumstance within Te Waka that—**
- (a) is unlawful, unethical, imprudent or unreasonable;**
  - (b) violates commonly-accepted business standards and practices;**
  - (c) violates commonly-accepted clinical and/or professional ethics, standards or practices; and/or**
  - (d) contravenes the tikanga of Ngāti Mea.**

The board has ‘unpacked’ this global limitation into the following, more specific limitations:

### **L 2.1 Organisational Culture**

The CEO shall not permit an organisational culture that adversely impacts the mana of any staff member or that impedes any staff member from flourishing in their job.

Furthermore (and without limiting the above), the CEO shall not—

- 2.1.1 permit any staff member to be unaware of the performance expectations associated with their job and how these contribute to the achievement of Te Waka’s ends policies.
- 2.1.2 cause or allow conditions that are unfair, unsafe or unclear.
- 2.1.3 allow staff to be without current, enforced policies and procedures which provide for effective handling of grievances, and which protect against wrongful conditions.
- 2.1.4 permit any staff member to be unprepared to deal with emergency situations.
- 2.1.5 operate a remuneration structure which is out of line with the market.

## L 2.2 Hapū Relations

The CEO shall not permit anything which prevents the members of Ngāti Mea from engaging fully with Te Waka.

Furthermore (and without limiting the above), the CEO shall not—

- 2.2.1 permit hapū members to be without information about Te Waka’s ends policies, including the organisation’s performance in relation to these policies.
- 2.2.2 permit hapū members to be without information about Te Waka’s services, service standards and complaints procedures.
  - 2.2.2.1 discontinue or materially alter a significant service without thorough prior consultation with Ngāti Mea.
  - 2.2.2.2 change or alter Te Waka’s name or public profile or any material aspect of the organisation’s identity, without thorough prior consultation with Ngāti Mea.
- 2.2.3 permit any member of the hapū, or any group of members, to be inappropriately excluded from, or disadvantaged in relation to, the services provided by Te Waka.

## L 2.3 Planning

The CEO shall not permit any form of planning that is not aligned with Te Waka’s ends policies or which might foreseeably result in a breach of any of these limitation policies.

Furthermore (and without limiting the above), the CEO shall not—

- 2.3.1 operate without a robust, multi-year strategy that credibly projects achievement of a reasonable interpretation of Te Waka’s ends policies over an appropriate timeframe.
- 2.3.2 permit financial planning that is not based on the multi-year strategy.
- 2.3.3 permit financial planning that is not transparent and credible.
  - 2.3.3.1 permit financial planning that omits credible projections of ongoing prudent financial performance, prudent financial position and prudent cashflows.
  - 2.3.3.2 permit financial planning that does not identify and describe large, abnormal or at-risk items of income and/or expenditure.
  - 2.3.3.3 permit financial planning that does not distinguish between capital expenditure and operating expenses.
- 2.3.4 permit financial planning that does not provide sufficient funds for the level of investment determined by the board for its own purposes, including—
  - engagement with the hapū;
  - external audit and other forms of review; and
  - the board’s own governance development.

- 2.3.5 permit the organization to be without risk management systems and/or processes which are adequate to protect the organisation's tangible and intangible assets and which provide the board with a realistic assessment of the probability and magnitude of risks.
  - 2.3.5.1 permit risk management planning which is inadequate to prevent material interruption to Te Waka's business or services.
  - 2.3.5.2 operate without succession plans to guard against the loss of key personnel (especially the CEO) and/or important organisational capabilities.

#### **L 2.4 Financial Management**

The CEO shall not permit financial conditions to arise which place Te Waka in jeopardy and/or which are likely to impede the achievement of its ends policies.

Furthermore (and without limiting the above), the CEO shall not—

- 2.4.1 permit anything which does not comply with generally-accepted accounting principles and practices.
  - 2.4.1.1 permit systems to be inadequate to prevent untimely, inaccurate or meaningless financial reporting.
  - 2.4.1.2 permit internal controls which are inadequate for detecting and/or preventing fraud, error and/or other significant deficiencies and/or weaknesses.
  - 2.4.1.3 permit internal controls which are inadequate for managing sensitive expenditure, including credit card expenditure.
  - 2.4.1.4 permit the untimely payment of debts, including payroll, or the imprudent management of receivables.
  - 2.4.1.5 permit the sale or purchase of any material asset or class of assets other than for a fair price or for fair value.
- 2.4.2 permit the board to be unaware of any income or expenditure, or any anticipated income or expenditure, which is materially greater or less than forecast in any budget or cashflow projection assessed by the board to be compliant with policy L 2.3, nor permit the board to be without a satisfactory explanation of the future implications of any such income or expenditure.
- 2.4.3 do any of the following:
  - incur any debt;
  - use any long-term reserves;
  - use any 'tagged' funds for purposes other than those for which the funding is legally intended;
  - purchase, sell, encumber, lease or otherwise acquire or dispose of any real estate;

- incorporate, purchase or otherwise acquire an interest in any organisation or entity; and/or
- alter his or her own remuneration or benefits.

### **L 2.5 Investments**

The CEO shall not permit investments to be made or managed in ways that are inconsistent with the objective of capital preservation.

Furthermore (and without limiting the above), the CEO shall not—

- 2.5.1 permit any form of investment in assets or activities which conflict with the values of Ngāti Mea.
- 2.5.2 permit any financial investment to be made in anything other than a New Zealand-registered bank with a credit rating of AA or better.
- 2.5.3 permit investment practices which deviate from commonly-accepted standards and practices in comparable organisations.
- 2.5.4 engage in any form of speculative investment or any form of investment where the risk of loss is anything other than very modest.

### **L 2.6 Asset Management**

The CEO shall not permit conditions in which any form of undue risk to the physical and/or intangible assets of Te Waka is likely to arise and/or which are likely to impede the achievement of Te Waka's ends policies.

Furthermore (and without limiting the above), the CEO shall not—

- 2.6.1 permit any of Te Waka's physical assets to be without adequate insurance.
- 2.6.2 permit any of Te Waka's physical assets to be subject to inappropriate use or inadequate maintenance.
- 2.6.3 permit any of Te Waka's intangible assets, including intellectual property and all forms of digital information, to be at undue risk from loss and/or improper access and/or use.
- 2.6.4 permit Te Waka and/or its staff and trustees to be without adequate public liability insurance, professional indemnity insurance and trustees' liability insurance, as appropriate.

### **L 2.7 Governance Support**

The CEO shall not permit the board to be uninformed, unsupported or undermined in its work.

Furthermore (and without limiting the above), the CEO shall not—

- 2.7.1 withhold or impede information from the board which is relevant to the board's job, or allow such information to be inaccurate, untimely, incomprehensible and/or unnecessarily complex.

- 2.7.1.1 allow the board to be unaware of relevant trends, material changes or any other developments in the internal or external environments of Te Waka.
- 2.7.1.2 neglect to submit monitoring information which includes interpretations of board policies that comprise—
  - observable metrics or conditions that would demonstrate compliance; and
  - the rationale for why the interpretations are reasonable; and
  - evidence of compliance with the interpretations.
- 2.7.1.3 neglect to report, in a timely manner, any actual or anticipated non-compliance with any ends or limitation policy, regardless of the board’s normal monitoring schedule.
- 2.7.1.4 knowingly permit the board to be unaware of any breaches of its own governance policies, especially in the case of any activities or behaviour of the board which could be detrimental to an effective working relationship between the board and the CEO.
- 2.7.1.5 allow the board to be without timely and accurate advice on all of its legal obligations.
- 2.7.2 knowingly do anything that might undermine board holism or adversely impact the board’s mana or performance.
  - 2.7.2.1 establish any significant stakeholder relationship at rangatira-ki-te-rangatira level in a way that might reasonably be construed as adversely impacting the mana of the board.
  - 2.7.2.2 neglect to operate a Required Approvals agenda which reliably contains all items delegated to the CEO but which are required by some external authority to be approved by the board.
- 2.7.3 permit the board to be without adequate secretarial and administrative support.
  - 2.7.3.1 permit the board to be without a user-friendly system for official board communications.



### 3C. BOARD PRACTICE POLICIES

This part of the manual contains the policies which govern how the board itself will function, including how the board will regulate the interface between governance and management so that it is both safe and empowering.

#### Guidance for Monitoring

Monitoring of these policies is carried out by the board itself in accordance with its annual work plan. Given that the board has delegated authority to the chairperson to make any reasonable interpretation of the policies, the board expects the chairperson (in the same manner as the CEO) to present—

- (a) her interpretation of the policies; and
- (b) data to show that the interpretation is being achieved.

## Board Practice Policies

### **BP 1.0 Overall Governance Commitment**

On behalf of Ngāti Mea, we will govern effectively by—

- (i) being clear about our own job (which is to ensure organisational performance); and
- (ii) by creating a robust, safe and empowering separation between our job and the CEO's job.

In relation to our own job, we will achieve this by—

- 2.1 spelling out our governance philosophy, including—
  - 2.1.1 keeping to a code of conduct; and
  - 2.1.2 being clear about the nature and role of Ngāti Mea tikanga within Te Waka.
- 2.2 having a job description for ourselves, which includes—
  - 2.2.1 following a work plan;
  - 2.2.2 being responsible for the link between Te Waka and Ngāti Mea; and
  - 2.2.3 being responsible for the link between Te Waka and other governance-related stakeholders.
- 2.3 having a job description for the chairperson.
- 2.4 being clear about the role of board committees.
- 2.5 investing in our own skills and capacity to govern.

In relation to the difference between our job and the CEO's job, we will achieve this by—

- 2.6 creating and maintaining a proper separation between our governance role and the CEO's management role.
- 2.7 ensuring that the CEO has sufficient authority to lead and manage Te Waka, whilst at the same time being clear about the extent of our delegation of authority to the CEO.
- 2.8 consistently monitoring the CEO's achievement of Te Waka's ends policies and compliance with our limitations.

- (i) *Our Own Job*

### **BP 2.1 Governance Philosophy**

We will—

- (a) give strategic leadership to Te Waka, primarily by taking the initiative in policy development.
- (b) prioritise understanding the values, hopes and aspirations of Ngāti Mea and developing policies consistent with these.
- (c) ensure that the tikanga of Ngāti Mea is appropriately reflected in both the governance and the management of Te Waka.
- (d) focus on the overall performance of Te Waka (which we define as achieving a reasonable interpretation of our ends and limitation policies) and avoid being sidetracked by short-term pressures and distractions.
- (e) govern in the best interests of Ngāti Mea as a whole, including future generations of the hapū.
- (f) govern solely on the basis of the policies in this manual, always asking in relation to every issue, *What have we already said about this issue in our policies?*
- (g) govern as a group in an open, transparent and disciplined way.
- (h) be careful to distinguish between ‘customer’ issues (which are primarily the concern of the CEO) and governance issues (especially in relation to issues where one of us is the affected customer).
- (i) hold ourselves accountable to Ngāti Mea for the effectiveness of our governance.

#### **BP 2.1.1 Board Members’ Code of Conduct**

Individually, we will—

- (a) be loyal to Te Waka.
- (b) avoid conflicts of interest in relation to our governance responsibilities.
- (c) actively contribute to debate around the board table, but speak with one voice once decisions have been made.
- (d) respect the confidentiality of matters which come before the board.
- (e) be respectful, ethical, focused and businesslike during board meetings.
- (f) not express individual judgments on the performance of the CEO or individual members of staff.
- (g) not attempt to exercise individual authority over Te Waka, the CEO or individual members of staff, except as explicitly permitted by our own policies.
- (h) not post, share or endorse information or opinions on social media which might compromise Te Waka or might reasonably be interpreted as being critical of the organisation or damaging to its reputation.

#### **BP 2.1.2 Ngāti Mea Tikanga**

To ensure that Ngāti Mea tikanga is appropriately reflected in both the governance and the management of Te Waka, we will—

- (a) ensure that we obtain authoritative advice and guidance on matters of Ngāti Mea tikanga from appropriate sources within Ngāti Mea.
- (b) ensure that our actions and decisions as trustees of Te Waka (and especially our decisions about Te Waka's ends policies) truly reflect the tikanga of Ngāti Mea.
- (c) place off-limits anything within the operations of Te Waka that contravenes the tikanga of Ngāti Mea.

## **BP 2.2 Board Job Description**

Our job as a board is to make sure, on behalf of Ngāti Mea, that Te Waka achieves what it should achieve, within the limits laid down by the board. In order to do this job, we will—

- (a) prepare and follow a work plan.
- (b) be responsible for the link between Te Waka and Ngāti Mea, whom we regard as the organisation's owners.
- (c) produce written governance policies which, at the broadest level, address each of the following three categories of decisions (see also policy BP 2.7):
  - **ends** (which state what should be achieved, for whom it should be achieved, and the worth or priority of such achievements);
  - **limitations** (which establish the boundaries within which all management activity and decision-making must occur); and
  - **board practices** (which spell out how we will do our job, including how we will delegate authority to the CEO and hold the CEO accountable).
- (d) ensure the performance of the CEO.
- (e) ensure the continuity of the CEO function.
- (f) be responsible for the link between Te Waka and governance-related stakeholders.
- (g) make certain operational decisions that are beyond the authority we have delegated to the CEO.
- (h) regularly review our performance as a board and seek to continually improve our ability to do our job well.
- (i) continually update and abide by this governance manual.

### **2.2.1 Work Plan**

In order to carry out our job in a manner consistent with the policies in this manual, we will follow a work plan which reflects the multi-year nature of the board's work and which ensures that we—

- maintain a strategic focus.
- regularly review all of the policies in this governance manual.
- continually assess, manage and monitor key risks for the organisation.
- comply with our legal and fiduciary responsibilities.

- continually improve our performance as a board.

The work plan will include—

- (a) planning the linkage between ourselves and Ngāti Mea for the coming year (see also policy BP 2.2.2 below).
- (b) setting out a programme of research, information-gathering and board education for the year, in support of our policy development responsibilities.
- (c) scheduling of written monitoring reports, with an emphasis on—
  - the timely review of progress towards ends policies; and
  - the ongoing assessment, management and monitoring of risks to the organisation.
- (d) planning the linkage between ourselves and governance-related stakeholders (see also policy BP 2.2.3 below).
- (e) setting out a programme of governance development for the year.
- (f) planning (where appropriate) for the election and orientation of new trustees.

2.2.1.1 This policy 2.2.1.1 consists of our current work plan (see page 56 of the manual).

### **2.2.2 Hapū Relations**

Because the involvement and support of Ngāti Mea is a critical factor in the ongoing success of Te Waka, we are committed to building strong links throughout our rohe. To do this, we will make sure that—

- (a) we always have a current hapū engagement plan (which may be incorporated into our annual work plan; see policy BP 2.2.1) which sets out how we will engage with Ngāti Mea over a multi-year period.
- (b) we obtain input from our people and other stakeholders into our ends policies.
- (c) we adhere to our tikanga.
- (d) Te Waka's values reflect the values of our people.

### **2.2.3 Stakeholder Relations**

Because tikanga dictates that certain matters are best dealt with rangatira-ki-te-rangatira (or board-to-board), at least at the outset of a relationship, we will always have a current stakeholder engagement plan (which will usually form part of our annual work plan; see policy BP 2.2.1) which sets out how we will engage with governance-related stakeholders.

## **BP 2.3 Role of Chairperson**

The chairperson's main job is to make sure we stick to the policies in this part (section 3C) of our governance manual. Accordingly,—

- (a) the main measure of the chairperson’s performance is the board’s compliance with the board practice policies in this part of the manual, together with any requirements legitimately imposed on us from outside Te Waka, and, in particular, that—
- we ‘walk the talk’ in relation to our governance philosophy;
  - we don’t stray into the CEO’s territory when making decisions; and
  - discussion during meetings is fair, open, thorough and robust but also timely, orderly and to the point.
- (b) the chairperson has authority to make decisions that come under these board practice policies, using any reasonable interpretation of the policies.
- (c) the chairperson is authorised to oversee the preparation of monthly meeting agendas, in order to make sure that we follow our work plan and stay within our policies, using a standard agenda format which incorporates a required approvals agenda and a consent agenda.
- 2.3.1** The agenda for the board of trustees meeting on 8 July 2020, including the report in that agenda titled ‘*Adoption of Standard-Form Agenda*’ (section D, item 5), is deemed to be the template for the board’s standard agenda format.
- (d) the chairperson is authorised to regulate the conduct of board meetings in accordance with an agreed set of meeting rules.
- 2.3.2** This policy 2.3.2 consists of our current meeting rules (see Appendix 2 on page 49).
- (e) the chairperson has no independent authority to make decisions about our ends or limitation policies and, therefore, has no authority to direct or supervise the CEO.
- (f) the chairperson may speak for the board either by stating the board’s decisions or by stating and interpreting decisions made by the chairperson under (b) above.
- (g) the chairperson may delegate his or her authority but remains accountable for its use.

#### **BP 2.4 Board Committees**

- (a) The reason we have committees is to help the board to do its job, not to help or advise the CEO.
- (b) When setting up committees, we will be careful not to compromise the delegations we have made to the CEO.
- (c) Committees usually help the board by doing ‘pre-board work,’ which generally means preparing policy alternatives and implications for board decisions.
- (d) The nature and scope of individual board committees will be clearly stated in a ‘Terms of Reference’ document for each committee.
- 2.4.1** This policy 2.4.1 consists of our current template for committee terms of reference (see attachment).

## **BP 2.5 Governance Skills & Capacity**

We believe that having a well-trained, well-advised, knowledgeable board is vital to the achievement of Te Waka's ends, so we will invest in our skills and capacity to govern. Therefore,—

- (a) candidates for board membership will be provided with realistic and timely information which clearly summarises and explains the contents of this governance manual and describes the board's expectations of its members.
  - (b) orientation, training and retraining of board members will occur frequently in order to orientate and train new members, to increase the skills and knowledge of existing members, and to ensure continual improvement occurs.
  - (c) we will fund and implement mechanisms to ensure that the views and values of Ngāti Mea are regularly ascertained (see also policy BP 2.2.2 above).
  - (d) we will seek external assistance with monitoring so that we are able to exercise confident control over the performance of Te Waka (including, but not limited to, financial audit).
  - (e) we will reimburse all reasonable expenses incurred by board members in the discharge of their duties.
  - (f) governance costs will be prudently incurred (though not at the expense of developing superior governance capability), including sufficient in any given financial year to cover internal and external board evaluation and training, third-party monitoring, and research and information-gathering.
- (ii) *Separating Our Job from the CEO's Job*

## **BP 2.6 Governance/Management Interface**

In our capacity as board members, our sole 'official' connection with the day-to-day operations of Te Waka is through the CEO. This means that—

- (a) only properly-authorized resolutions of the board, passed at properly-constituted meetings, are binding on the CEO.
- (b) we will only give instructions to the CEO, not directly to other members of staff.
- (c) we will only evaluate the performance of the CEO, not other staff.
- (d) from the board's perspective,—
  - (i) the authority and accountability of staff are the same as the authority and accountability of the CEO (or, putting it another way, the buck stops with the CEO); and
  - (ii) the performance of Te Waka is the same as the performance of the CEO.
- (e) successful performance on the part of the CEO is defined as achieving Te Waka's ends policies whilst at the same time complying with our limitations.

This policy does **not** mean that board members (either individually or as a group) cannot participate in the life of Te Waka in other ways, nor does it prevent us from enjoying good relationships with staff members in a variety of settings.

#### **BP 2.7 Delegation to the CEO**

We will instruct the CEO through written policies that prescribe the ends to be achieved and describe the limitations to be observed, allowing the CEO to use any reasonable interpretation of these policies. Accordingly,—

- (a) we will develop policies instructing the CEO to achieve certain results for certain persons (or groups of persons) in a certain order of priority. These policies will be developed systematically from the broadest, most general level down to more defined levels, and will be called Te Waka’s **ends** policies.
- (b) we will develop policies limiting the authority of the CEO to choose (or allow) the means by which Te Waka’s ends will be achieved. These policies will be developed systematically from the broadest, most general level down to more defined levels, and will be called **limitation** policies.
- (c) as long as the CEO uses any reasonable interpretation of our ends and limitation policies, **the CEO is hereby authorised** to establish all further policies, make all further decisions, take all actions, establish all practices and develop all activities. This includes (but is not limited to):
  - the appointment, discipline and dismissal of staff; and
  - the expenditure of any amount provided for in any budget prepared in accordance with policy L 2.3 and noted by the board.
- (d) the CEO may further delegate his or her authority provided such further delegation is—
  - in writing; and
  - minuted by the board.

This policy BP 2.7 automatically applies to any person filling the role of CEO within Te Waka, including in any temporary or acting capacity.

- (e) we retain the right, in consultation with the CEO and in accordance with prevailing employment law, to periodically change our ends and limitation policies, thereby shifting the boundary between the board and the CEO. By doing so, we change the extent of the authority given to the CEO. However, as long as any particular delegation is in place, we will respect and support the CEO’s choices.

#### **BP 2.8 Monitoring of the CEO**

We will monitor the CEO’s performance against the two primary outputs of the position:

- achievement of Te Waka’s ends policies; and
- compliance with the limitation policies.

- (a) The purpose of monitoring is simply to determine the degree to which our policies are being met. Data and information which do not serve this purpose will not be regarded as monitoring data or information.
- (b) We will obtain monitoring data and information by whatever method is appropriate for the data or information in question, including internal reports, external reports and direct inspection.
- (c) In every case, the standard for compliance shall be **any reasonable interpretation** by the CEO of the policy being monitored.
- (d) All policies which instruct the CEO will be monitored at the frequency set out in our annual work plan (although the board may, at its discretion, monitor compliance with any policy at any time).

**Attachment:** Template for Committee Terms of Reference (following page).



## [ Name ] Committee

### Terms of Reference

These are the terms of reference for the [ *insert name* ] Committee (“the Committee”) of the Board of Trustees (“the board”) of Te Waka Whaiora o Ngāti Mea Trust (“Te Waka”). The Committee was established by resolution no. [ *insert number* ] of the board and in accordance with policy BP 2.4.

### Duration of Committee [ *delete as appropriate* ]

The Committee shall come into existence on the date of the above resolution and shall cease to exist on [ *date* ].

The Committee came into existence on the date of the above resolution. The continuing existence of the Committee shall be reviewed by the board not less than annually.

### Membership of Committee

The membership of the Committee comprises:

- [ *insert names* ]; and
- the chairperson of the board (ex officio).

### Purpose of Committee

The purpose of the Committee is to assist the board by—

- [ *insert* ]; and
- producing the outputs described below.

### Outputs Required

The Committee is required to produce the following outputs within the stated timeframes:

- [ *insert description of outputs and timeframes* ]

### Delegated Authority [ *delete as appropriate* ]

The Committee has no delegated authority.

The Committee has the following delegated authority:

- to expend up to \$ [ *insert amount* ] from the [ *insert name* ] budget for the purpose of achieving the required outputs;
- to co-opt up to [ *insert number* ] additional members;
- [ *insert any other delegated authorities* ].

**Meetings** [ *delete as appropriate* ]

The Committee will normally meet on [ *insert dates/times* ].

The Committee will meet as required.

**Remuneration** [ *delete as appropriate* ]

Members of the Committee will be remunerated at the board's standard meeting rates.

Members of the Committee will be remunerated [ *insert details* ].

Members of the Committee will be unremunerated.



## APPENDICES

Incorporated into this governance manual are the following three appendices:

### **1. Trust Deed** (page 37)

This is the document which actually forms Te Waka and sets out many of the legal obligations of the trustees. Trustees need to be very familiar with this document in order to ensure that they comply with its requirements.

### **2. Meeting Rules** (page 49)

Although it is not essential for a governing body to have a set of meeting rules, the trustees have chosen to do so just in case there is ever a need to resort to more formal control of board meetings. In this sense, the meeting rules are like an insurance policy—once adopted, they are placed in the bottom drawer and not referred to again except in cases of emergency.

### **3. Annual Work Plan** (page 56)

As required by policy BP 2.2.1, the board operates with an annual work plan. As explained in that policy, the plan—

- ensures that the board maintains a strategic focus;
- ensures that all of the board’s policies are regularly reviewed; and
- continually improves our performance as a board.

The plan is regularly updated, so it pays to ensure that you have the latest version before acting on it.



# DEED OF TRUST

TE WAKA WHAIORA O NGĀTI MEA TRUST

DECEMBER 2007

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## DEED OF TRUST

The date of this deed is the 1<sup>st</sup> day of December 2007.

### PARTIES

The parties to this deed are—

**Arapeta Te Kotahi Winitana** of Te Noho-a-Mea;

**Erana Parehuia Clark** of Keikōnei;

**Hoturoa Sean Tāmami Murphy** of Taha-a-Mea;

**Ihaka Michael Williams** of Keireira;

**Kataraina Puawai Forbes** of Tatanei; and

**Mikaere (Mick) Hōhepa Jones** of Kuangaro.

### BACKGROUND

- A The parties to this deed desire to further the wellness and wellbeing of the hapū to which they belong, Ngāti Mea.
- B To this end, the parties intend to carry out a range of activities within New Zealand for which the formation of a legal entity would be beneficial.
- C Accordingly, the parties have decided to form a trust, and to apply for charitable status, on the terms and conditions set out in this deed.
- D The parties have contributed the sum of \$10.00 to comprise the initial trust fund, to be held on the terms set out in this deed.

### INTERPRETATION

1. In this deed,—

<b>adult member</b>	means a person aged 18 years or older with whakapapa to Mea
<b>Ngāti Mea</b>	means a person with whakapapa to Mea
<b>Te Waka</b>	means Te Waka Whaiora o Ngāti Mea Trust
<b>the Trust</b>	means Te Waka Whaiora o Ngāti Mea Trust
<b>trust deed</b>	means this document
<b>trustees</b>	means the trustees for the time being of the Trust (who, at the date of this deed, are the parties named above)

- (2) In this deed,

- (a) unless the context otherwise requires,—
  - (i) words importing the singular include the plural and vice versa; and

- (ii) words importing one gender include the other gender; and
  - (iii) references to a statute shall be deemed to be references to that statute as amended or re-enacted or substituted from time to time.
- (b) headings have been inserted for guidance only and shall not be deemed to form part of the content of the deed.

## PROVISIONS OF DEED

### 1. Charitable purpose

The charitable purpose of the Trust is—

- (a) to achieve wellness and wellbeing for the tāngata whaiora of Ngāti Mea; and
- (b) to achieve whānau ora for Ngāti Mea; and
- (c) such other charitable purposes as the trustees may from time to time determine.

### 2. Role of trustees

The role of the trustees is to—

- (a) give effect to the purpose of the Trust stated in section 1; and
- (b) be responsible and accountable to Ngāti Mea for the proper and effective governance of the Trust in accordance with the provisions of this deed; and
- (c) discharge the responsibilities, perform the duties, and exercise the rights, conferred on them by or under this deed and by law; and
- (d) ensure the performance of the activities and the achievement of the objectives set out in the strategic plan of the Trust.

### 3. Powers of trustees

(1) To achieve the purpose of the Trust, the trustees, in carrying out their role,—

- (a) have all the rights, powers and privileges of a natural person; and
- (b) may deal with the trust fund (and any additions to the trust fund) as if they were the absolute owners of, and beneficially entitled to, the fund; and
- (c) may do any act or thing, or procure the doing of any act or thing, or enter into any obligation.

(2) To avoid doubt, it is declared that nothing in this deed gives the trustees the power to do any act or thing, or to procure the doing of any act or thing, or to enter into any obligation, which is inconsistent with the charitable purpose of the Trust.

### 4. Requirement for trustees

The number of natural persons comprising the trustees shall be between five (5) and nine (9).

### 5. Replacing and appointing trustees

(1) The trustees of the Trust must be appointed by Ngāti Mea.

(2) No trustee may hold office for more than three (3) years without that trustee's position being subject to a further appointment process in accordance with this deed.

(3) An employee of the Trust who is appointed as a trustee must resign from his or her position as an employee of the Trust before taking up his or her position as a trustee.

(4) Nothing in this section entitles any person—

- (a) who is not an adult member of Ngāti Mea; or
- (b) who would, by the application of section 16 of the Charities Act 2005, be disqualified from being appointed or holding office as an officer of a charitable entity —

to be appointed or to hold office as a trustee of the Trust.

- (6) Subsequent to the date of this deed, a person may not be appointed as a trustee of the Trust unless he or she has—
  - (a) consented in writing to being a trustee; and
  - (b) certified that he or she is not disqualified by virtue of subsection (5).
- (7) Every person appointed as a trustee under this section assumes the office of trustee at 12:00 midday on the date of publication of the results of the appointment process.

#### **6. Cessation of office of trustee**

- (1) A trustee may resign by giving notice in writing or electronically to the remaining trustees.
- (2) A trustee ceases to be a trustee if he or she—
  - (a) resigns as a trustee; or
  - (b) becomes ineligible by virtue of section 5(5) or section 13 to continue as a trustee; or
  - (c) fails or neglects to attend three consecutive duly-constituted meetings of the trustees without leave of absence, unless it appears to the other trustees at their first meeting after the last of such absences that there is a proper reason in each instance for such non-attendance; or
  - (d) dies.
- (3) The trustee concerned shall cease to hold office—
  - (a) in a case where subsection (2)(c) applies, from the date of the first meeting of the trustees after that trustee's third consecutive absence; or
  - (b) in all other cases, from the date of the event which causes the cessation of office.
- (4) Upon the cessation of office described in subsections (2)(a) to (2)(c), the trustee resigning ceases to be a trustee of the Trust except as to the acts or deeds necessary for the proper vesting of any trust funds in the continuing or new trustees.
- (5) The acts or deeds described in subsection (4) shall be done and executed at the expense of the Trust.

#### **7. Removing trustees**

- (1) In exceptional circumstances, a trustee may be removed by a unanimous vote of the remaining trustees.
- (2) A trustee may only be removed under subsection (1) if the remaining trustees are satisfied, on reasonable grounds, that—
  - (a) the continuation in office of the trustee in question is likely to jeopardize the achievement of the Trust's purpose; or
  - (b) the trustee in question has brought the Trust into serious disrepute.
- (3) In the event of the removal of a trustee under subsection (1), the remaining trustees must—
  - (a) explain to Ngāti Mea, as soon as reasonably practicable, the reasons why the trustee was removed; and
  - (b) proceed as if a casual vacancy had occurred within the meaning of section 8.

#### **8. Casual vacancies**

- (1) Should the number of trustees fall below five (5), the remaining trustees shall have the power to fill any vacant office of trustee by invitation until a replacement has been appointed in accordance with section 5.
- (2) A replacement appointment in accordance with section 5 must be made as soon as reasonably practicable after the occurrence of the vacancy.
- (3) An appointment by invitation under subsection (1) may be made by the trustees in respect of a person whom the trustees consider, on reasonable grounds, has the skills, knowledge, and experience to contribute to—
  - (a) the achievement of the purpose of the Trust; and
  - (b) the effective governance of the Trust.

- (4) A trustee appointed by invitation under subsection (1) assumes office when—
  - (a) the remaining trustees resolve to issue the invitation; and
  - (b) the trustee satisfies the requirements of section 40(6).
- (5) To avoid doubt, it is declared that, if the number of trustees falls below five, the remaining trustees shall retain the power to act as trustees, provided however that such power is exercised solely for the purpose of increasing the number of trustees under subsection (1).

#### **9. Participation of Ngāti Mea**

In carrying out their role, the trustees must foster the understanding of Ngāti Mea of, and the participation of Ngāti Mea in, the affairs of the Trust by—

- (a) keeping Ngāti Mea informed about the affairs of the Trust; and
- (b) obtaining the views of Ngāti Mea about—
  - (i) the long-term outcomes of the Trust; and
  - (ii) progress towards the achievement of the purpose of the Trust; and
- (c) otherwise communicating regularly with Ngāti Mea.

#### **10. Trustees' duty of care**

When discharging his or her responsibilities as a trustee, or exercising his or her powers as a trustee, or performing his or her duties as a trustee, or otherwise performing his or her role as a trustee, a trustee—

- (a) must act—
  - (i) in good faith; and
  - (ii) impartially in relation to Ngāti Mea; and
  - (iii) in such a way as to promote the achievement of the purpose of the Trust; and
- (b) must observe the prohibitions and restrictions in sections 11 to 14; and
- (c) must avoid conflicts of interest (including, but not limited to, contractual interests and pecuniary interests); and
- (d) must exercise the care, diligence, and skill that a prudent person of business would exercise in the same circumstances in managing the affairs of others.

#### **11. Prohibition on private pecuniary profit**

- (1) No private pecuniary profit may be made by any person from the Trust.
- (2) Despite subsection (1),—
  - (a) any trustee may receive full reimbursement for all expenses reasonably and properly incurred by that trustee in connection with the affairs of the Trust;
  - (b) and subject to section 13, any trustee may be paid all usual professional, business or trade charges for services rendered, time expended and all acts done by that trustee or by any firm or entity of which that trustee is a member, employee or associate in connection with the affairs of the Trust;
  - (c) any trustee may retain any remuneration properly payable to that trustee by any company or undertaking with which the Trust may be in any way concerned or involved and for which that trustee has acted in any capacity whatever, notwithstanding that that trustee's connection with that company or undertaking is in any way attributable to that trustee's connection with the Trust;
  - (d) the Trust may pay reasonable remuneration to any officer or servant of the Trust (whether a trustee or not) in return for services actually rendered to the Trust.
- (3) Further to subsection (2), the trustees shall ensure that any payment made to any trustee in connection with the discharge of that trustee's responsibilities under this deed is made in a manner, and is of an amount, that is broadly comparable with payments made to trustees of similar governance entities of neighbouring health-care providers under similar circumstances.

- (4) Notwithstanding anything contained or implied in this deed, the trustees, in determining all reimbursements, remuneration and charges payable in the terms of this section, shall ensure that the restrictions imposed by sections 12 to 14 are strictly observed.

## **12. Pecuniary interests**

- (1) Despite anything contained or implied in this deed, any person who is—
  - (a) a trustee of the Trust; or
  - (b) an associated person (as defined by the Income Tax Act 2007) of any such trustee—shall not, by virtue of that capacity, determine, or materially influence in any way (whether directly or indirectly) the determination of, the nature or the amount of any benefit or advantage or income or the circumstances in which it is or is to be received, gained, achieved, afforded or derived by that person.
- (2) A person who, in the course of and as part of the carrying on of his or her business of a professional practice, renders professional services to the Trust or to any organisation by which any business of the Trust is carried on, shall not, by reason only of his or her rendering of professional services, be in breach of this section.
- (3) A trustee of the Trust shall not vote on, or take part in the discussion of, any matter before the Trust in which he or she has, either directly or indirectly, any pecuniary interest other than an interest in common with any other member of Ngāti Mea.
- (4) Any person to whom this section applies must, when the matter is raised before the Trust, declare to the meeting his or her interest in the matter, and the fact of this disclosure is to be recorded in the minutes of the meeting.

## **13. Contractual interests**

Despite sections 11 and 12, a person is not capable of being a trustee of the Trust if the total of all payments made or to be made by or on behalf of the Trust in respect of all contracts made by it in which that person is interested exceeds \$10,000 (ten thousand dollars) in any given year.

## **14. Interested trustees**

- (1) Notwithstanding anything contained or implied in this deed, any trustee who is or may be in any other capacity whatever interested or concerned directly or indirectly in any property or undertaking in which the Trust is or may be in any way concerned or involved shall disclose the nature and extent of that trustee's interest to the other trustees, and shall not take any part whatever in any deliberations of the trustees concerning any matter in which that trustee is or may be interested other than as a trustee of the Trust.
- (2) To give effect to subsection (1), the Trust shall establish and regularly update a register of the interests of each trustee.

## **15. Liability, indemnity and insurance**

- (1) No trustee shall be liable for any loss incurred by the Trust which is not attributable to—
  - (a) that trustee's own dishonesty; or
  - (b) the wilful commission or omission by that trustee of an act known by that trustee to be a breach of trust.
- (2) Each trustee shall be entitled to a full and complete indemnity from the trust's funds for any personal liability which that trustee may incur in any way arising from or in connection with that trustee acting or purporting to act as a trustee of the Trust, provided such liability is not attributable to that trustee's own dishonesty, or to the wilful commission or omission by that trustee of an act known by that trustee to be a breach of trust.

## **16. Strategic plan**

- (1) The Trust must, at all times, have in place a current strategic plan under this section.

- (2) The purposes of a strategic plan are to—
  - (a) give effect to the purpose of the Trust; and
  - (b) provide a framework for the operations of the Trust; and
  - (c) set out the budget for the operations of the Trust; and
  - (d) form the basis of the trustees' accountability to Ngāti Mea and (where relevant) to external parties.
- (3) A strategic plan adopted under this section must—
  - (a) cover a period of between one and five years; and
  - (b) be consistent with the charitable purpose of the Trust as set out in section 1; and
  - (c) be written in plain language.
- (4) The trustees must, as soon as reasonably practicable after the publication of any strategic plan, make the plan available to Ngāti Mea and to such other parties as the trustees consider appropriate.
- (5) A strategic plan may be amended at any time.

#### **17. Financial management**

- (1) The financial year of the Trust is from 1 July to 30 June.
- (2) The trustees will ensure that the Trust—
  - (a) complies with generally-accepted accounting principles; and
  - (b) has in place an appropriate range of financial planning and management policies; and
  - (c) prepares a full set of audited financial statements at least annually.

#### **18. General provisions for trustees' meetings**

- (1) The trustees must hold the meetings that are necessary for them to carry out their role.
- (2) The trustees must hold meetings at the times and places that they appoint.
- (3) A trustee has, unless lawfully excluded, the right to attend any meeting of the trustees, or of any committee of the Trust.
- (4) A meeting of the trustees must be called and conducted in accordance with—
  - (a) this deed; and
  - (b) the governance policies of the Trust; and
  - (c) the meeting rules of the Trust.

#### **19. Ordinary meetings**

- (1) An ordinary trustees' meeting may be convened by—
  - (a) the chairperson; or
  - (b) in the absence of the chairperson, the deputy chairperson; or
  - (c) a majority of trustees.
- (2) Notice of an ordinary trustees' meeting shall be given either in writing or electronically to every trustee not less than five (5) days before the date of the meeting.
- (3) A resolution of the trustees setting the date for an ordinary trustees' meeting or adopting a schedule of meetings, duly recorded in the minutes of the meeting circulated to trustees, shall be deemed to constitute notice of the meeting or meetings.
- (4) Reasonable efforts must be made by any person or persons convening an ordinary trustees' meeting to ensure that every trustee receives notice of the meeting.
- (5) A fair representation of the matters to be decided at an ordinary meeting must be notified to every trustee either in writing or electronically not less than three (3) clear business days prior to the meeting.
- (6) To avoid doubt, it is declared that the proceedings of an ordinary trustees' meeting are not invalidated by a minor defect in the giving of notice for the meeting.

## **20. Extraordinary meetings**

- (1) An extraordinary trustees' meeting may be convened by—
  - (a) the chairperson; or
  - (b) the deputy chairperson; or
  - (c) a majority of trustees; or
  - (d) the chief executive officer for the time being of the Trust.
- (2) Notice of an extraordinary trustees' meeting shall be given either in writing or electronically or in person to every trustee at the earliest practical opportunity before the date and time of the meeting.
- (3) Reasonable efforts must be made by any person or persons convening an extra-ordinary trustees' meeting to ensure that every trustee receives notice of the meeting.
- (4) A fair representation of the matters to be decided at an extraordinary trustees' meeting must be notified to every trustee at the time the meeting is notified.
- (5) At every extraordinary trustees' meeting, the first item of business must be a duly-authorized resolution stating—
  - (a) the reasons why an extraordinary trustees' meeting needed to be convened (instead of an ordinary meeting); and
  - (b) in the absence of any trustee, the remaining trustees' belief that reasonable efforts were made to notify, and to procure the attendance of, every trustee at the meeting.
- (6) To avoid doubt, it is declared that—
  - (a) the proceedings of an extraordinary trustees' meeting are not invalidated by a minor defect in the giving of notice for the meeting; and
  - (b) only those urgent matters necessitating the convening of an extraordinary meeting may be dealt with at that meeting.

## **21. Annual general meetings**

- (1) An annual general meeting must be convened by resolution of the trustees.
- (2) The principal purpose of an annual general meeting is to consider the performance of the Trust in achieving its purpose, including the financial performance of the Trust.
- (3) Notice of an annual general meeting shall be given to Ngāti Mea not less than twenty (20) days before the date of the meeting.
- (4) An annual general meeting may be notified by public notice in appropriate media, by pānui (whether electronic or otherwise) or by any combination of means chosen by the trustees in satisfaction of subsection (5) below.
- (5) A fair representation of the matters to be decided at an annual general meeting, including the actual wording of any resolutions to be recommended to the meeting by the trustees, must be included in the notice of meeting.
- (6) To avoid doubt, it is declared that the proceedings of an annual general meeting are not invalidated by a minor defect in the giving of notice for the meeting.
- (7) Despite anything else contained in this section, the trustees may decide not to hold an annual general meeting in any given year if they believe, on reasonable grounds, that the purpose of the meeting may be achieved at least as effectively by an alternative means.

## **22. Conduct of meetings**

- (1) The trustees must, from time to time, elect from amongst their number a chair-person and a deputy chairperson.
- (2) The trustees may, from time to time, elect from amongst their number any other officer or officers whose functions will assist in achieving—
  - (a) the purpose of the Trust; and/or
  - (b) compliance with the provisions of this deed—

and whose appointment will not compromise the proper separation of the governance of the Trust and the management of the Trust.

- (3) The trustees must adopt a set of meeting rules for the conduct of their meetings.
- (4) The meeting rules of the Trust must not contravene this deed, or any enactment.
- (5) The meeting rules of the Trust must provide—
  - (a) that the quorum for meetings of the trustees is a majority of the trustees holding office for the time being; and
  - (b) that each trustee is entitled to exercise one vote on any proposal to be decided by the trustees; and
  - (c) in the event of a tied vote on any proposal, the chairperson does not have an additional, casting vote.
- (6) The meeting rules of the Trust must specify—
  - (a) the desirability of consensus decision-making by the trustees; and
  - (b) voting procedures at meetings of the trustees; and
  - (c) the rights of members of Ngāti Mea to attend, and to speak at, meetings of the trustees; and
  - (d) procedures in relation to the keeping of minutes.
- (7) Despite subsection (6)(d), the following matters must be recorded in writing:
  - (a) all resolutions of the trustees:
  - (b) all declarations under section 14.

### **23. Alternate forms of meeting**

- (1) The contemporaneous linking together of the trustees by telephone, videoconferencing or other electronic means of communication shall constitute a meeting of the trustees and the provisions of this deed shall apply to such meetings, provided the following conditions are met:
  - (a) each trustee shall be entitled—
    - (i) to notice of such a meeting as if the meeting were an ordinary meeting or an extraordinary meeting called under either section 19 or section 20; and
    - (ii) to be linked for the purposes of the meeting:
  - (b) each of the trustees taking part in the meeting must be able to hear, for the whole of the meeting, each of the other trustees taking part in the meeting;
  - (c) at the commencement and conclusion of such meeting each trustee must acknowledge his or her presence for the purpose of the meeting;
  - (d) no trustee may withdraw from such a meeting without the express consent of the chairperson;
  - (e) a trustee shall be conclusively presumed to have been present and to have formed part of the quorum of such a meeting at all times during the meeting unless that trustee has obtained the consent described in subsection (1)(d).
- (2) A minute of a meeting described by subsection (1) shall be sufficient evidence of the proceedings of the meeting, provided the minute is duly certified as a correct minute at a subsequent trustees' meeting.

### **24. Alternate forms of decision-making**

- (1) A resolution, or multiple copies of the same resolution, signed by every trustee holding office for the time being is as valid as if it had been passed at a properly-constituted meeting of the trustees.
- (2) Every resolution under subsection (1) must include an explanation of why the resolution is being made in this alternate form rather than at a properly-constituted meeting of the trustees.

## **25. Exclusion of certain persons from meetings**

- (1) Notwithstanding any provision in this deed or in the meeting rules of the Trust, the trustees may, by resolution passed while the meeting is still open to members of Ngāti Mea, exclude any person from the whole, or part, of any of their meetings.
- (2) The trustees may exercise the power in subsection (1) if they are satisfied on reasonable grounds that not to do so would be likely to—
  - (a) result in the disclosure of information for which good reason for withholding exists; or
  - (b) prejudice the orderly conduct of the meeting.

## **26. Delegation**

- (1) Unless expressly provided otherwise in this deed, or in any other enactment, the trustees may delegate to an individual trustee, or to a committee, or to an employee, or to a contractor, any of their responsibilities, duties, or powers, including the power to delegate, except—
  - (a) the power to exercise fiduciary discretions relating to the investment and management of the trust's funds; or
  - (b) the power to borrow money, or purchase or dispose of assets, other than in accordance with any annual plan or budget of the Trust duly authorised by the trustees; or
  - (c) any power reserved to the trustees under this deed.
- (2) The trustees must, at all times, maintain a register of the responsibilities, duties and powers they have delegated which sets out, for every delegation,—
  - (a) the nature and extent of the delegation; and
  - (b) the intended outcome of the delegation; and
  - (c) the nature and method of accountability for the exercise of the delegation.
- (3) The trustees have the power to revoke any delegation at will, and no delegation prevents the exercise of any power or the performance of any duty by the trustees.
- (4) It is not necessary for any person to whom a delegation is made to be a trustee, nor for any group to which a delegation is made to include one or more trustees.

## **27. Dispute resolution**

- (1) In the event of a dispute in relation to the affairs of the Trust, the trustees agree—
  - (a) to use their best endeavours to resolve the dispute amongst the trustees themselves;
  - (b) in relation to disputes which cannot be resolved under subsection (a) above, to submit the dispute to arbitration by an external arbitrator agreed on by the trustees;
  - (c) in relation to disputes which cannot, or ought not, be resolved under sub-section (b) above, to submit the dispute to Ngāti Mea for binding resolution.

## **28. Restrictions on amendments to deed**

The trustees may from time to time amend this deed, provided the amendment is consistent with the charitable purpose of the Trust.

## **29. Activities limited to New Zealand**

The activities of the Trust are limited to New Zealand.

## **30. Winding up of Trust**

- (1) If the trustees decide that, for whatever reason, it is no longer practical or desirable to carry out the purpose of the Trust, then the trustees may resolve to wind up the Trust.
- (2) Any resolution to wind up the Trust pursuant to this section must provide for the vesting of the assets of the Trust in such one or more charitable bodies in New Zealand, and for such charitable purposes, and in such manner, and upon such terms, and in such proportions, as the trustees may decide,

provided that the assets of the Trust shall be disposed of in accordance with the provisions of the Charitable Trusts Act 1957.

**AUTHORISATION**

**SIGNED** by

\_\_\_\_\_

(full name of trustee)

as trustee in the presence of:

\_\_\_\_\_

(signature of trustee)

\_\_\_\_\_

(signature of witness)

\_\_\_\_\_

(full name of witness)

\_\_\_\_\_

(occupation of witness)

\_\_\_\_\_

(city/town of residence)

\_\_\_\_\_

(etc. by each trustee)



# **MEETING RULES**

of

**TE WAKA WHAIORA O NGĀTI MEA TRUST**

ADOPTED 1 MARCH 2010

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## **EXPLANATORY NOTE**

- A Section 22(3) of the Deed of Trust (“the trust deed”) of Te Waka Whaiora o Ngāti Mea Trust (“the Trust”) requires the Trust to adopt a set of meeting rules for the conduct of its meetings.
- B This document has been adopted by the Trust in satisfaction of this requirement.
- C This document also constitutes policy BP 2.3.2 of the board practice policies of the Trust.

## **INTERPRETATION**

- (1) In this deed, unless the context otherwise requires, words have the same meaning as in the trust deed.
- (2) In the event of a conflict between the terms of these meeting rules and the trust deed, the terms of the trust deed are to prevail

## **PURPOSE**

The purpose of these meeting rules is to better enable the trustees to carry out the role described in section 2 of the trust deed by regulating the conduct of the trustees at meetings of the Trust.

## **ORDERS**

### **1. Application of meeting rules**

These meeting rules shall, so far as applicable, apply to the proceedings of all ordinary trustees’ meetings and all extraordinary trustees’ meetings, including proceedings from which the members of Ngāti Mea or any other persons have been excluded in accordance with section 25 of the trust deed.

### **2. Chairperson’s ruling final**

- (1) The chairperson shall decide all questions where the trust deed or these meeting rules or relevant legislation make no provision or make insufficient provision.
- (2) In matters determined by the chairperson under subsection (1), the chairperson’s ruling shall be final.

### **3. Suspension of meeting rules**

- (1) The trustees may temporarily suspend meeting rules by a vote of three-quarters of the members present and voting.
- (2) A resolution pursuant to subsection (1) shall state—
  - (a) the reason for the suspension; and
  - (b) the specific rule or rules to which it applies.

#### **4. Alteration of meeting rules**

Any resolution to amend these meeting rules, or to rescind these meeting rules and adopt a new set of meeting rules, must be passed by a vote of three-quarters of the members present and voting.

#### **5. Chairperson to preside**

- (1) The chairperson shall preside at every meeting of the trustees at which he or she is present.
- (2) If, at any meeting, the chairperson is absent, the deputy chairperson shall preside.
- (3) If, at any meeting, both the chairperson and the deputy chairperson are absent, the trustees present shall appoint one of their number to preside at that meeting.

#### **6. Standard-form agenda**

The trustees shall adopt a standard-form agenda which shall normally apply at monthly business meetings of the trustees and which—

- (a) is consistent with—
  - (i) the Trust’s governance policies; and
  - (ii) the trustees’ work plan; and
- (b) may be varied from time to time.

#### **7. Agenda**

- (1) The chairperson shall prepare (or oversee the preparation of) for each meeting an agenda setting forth the items of business to be brought before the meeting which is consistent with—
  - (a) the Trust’s governance policies; and
  - (b) the trustees’ work plan; and
  - (c) the “fair representation of the matters to be decided” that was given to the trustees in advance of the meeting (see sections 19 and 20 of the trust deed).
- (2) Where an item is not on the agenda for a meeting, that item may nevertheless be dealt with if—
  - (a) the trustees resolve to do so; and
  - (b) the person requesting that the item be dealt with explains to the meeting, at a time when the meeting is open to Ngāti Mea,—
    - (i) the reason why the item is not on the agenda; and
    - (ii) the reason why discussion of the item cannot be delayed until a subsequent meeting; and
  - (c) to do so would not contravene the trustees’ duty of care set out in the trust deed.

#### **8. Assumption about discussion during meetings**

Unless good reasons to do otherwise exist, discussion during trustees’ meetings shall proceed on the assumption that trustees are familiar with—

- (a) these meeting rules; and
- (b) the trust deed; and
- (c) the Trust’s governance manual.

## **9. Discussion during meetings**

- (1) Consistent with the purpose of these meeting rules, the chairperson shall have the discretion to control discussion about agenda items.
- (2) The chairperson shall ensure that discussion during meetings is—
  - (a) fair, open and thorough; and
  - (b) timely, orderly and to the point.

## **10. Meeting decorum**

Trustees shall observe appropriate decorum during their meetings, including—

- (a) being careful to relate respectfully to each other;
- (b) listening in order to understand rather than in order to disagree;
- (c) focusing on the real interests of Ngāti Mea and the purpose of the Trust;
- (d) basing all decisions on firm, reliable information;
- (e) not making ‘back-room’ arrangements to subvert the transparency of the Trust’s processes; and
- (f) being brief and concise during meetings.

## **11. Points of order**

- (1) Any trustee may make a point of order during discussion about any agenda item.
- (2) In the event of a point of order being made under subsection (1), the trustee making the point of order shall state concisely the subject-matter of the point of order.
- (3) The following shall be recognised as substance for points of order:
  - (a) discussion of a matter not before the meeting;
  - (b) use of offensive or malicious language;
  - (c) a breach of these meeting rules;
  - (d) misrepresentation of any statement made by any person materially associated with the Trust.
- (4) The chairperson shall decide on any point of order immediately after it has been raised.
- (5) The chairperson may hear further argument about the point of order before deciding on it.
- (6) The decision of the chairperson on a point of order is not open to discussion and is final.

## **12. Voting**

- (1) The trustees agree that it is highly desirable that all matters to be determined by the trustees be decided by consensus.
- (2) In the event of a failure to achieve consensus under subsection (1), a matter may be decided by a majority of the trustees present and voting at the meeting.
- (3) In the event of a tied vote, the chairperson does not have an additional, casting vote.
- (4) Every resolution shall be decided by open voting.

## **13. Failure of quorum**

- (1) In accordance with section 22(5)(a) of the trust deed, the quorum for a meeting of the trustees is a majority of the trustees for the time being.

- (2) If a meeting is short of a quorum at its commencement, or falls short of a quorum, the business shall stand suspended.
- (3) If, at a meeting suspended under subsection (2), no quorum is present within 45 minutes, the chairperson shall vacate the chair and the meeting shall lapse.

#### **14. Leave of absence**

For the purposes of section 6(2)(c) of the trust deed,—

- (a) the trustees may grant leave of absence to a trustee from an ordinary meeting or series of meetings upon application by the trustee;
- (b) if a trustee has not obtained leave of absence, an apology may be tendered on behalf of the trustee;
- (c) an apology tendered under subsection (b) may be accepted or declined by the trustees;
- (d) if an apology tendered under subsection (b) is accepted, leave of absence shall be deemed to have been granted to the trustee so apologising.

#### **15. Minutes**

- (1) The trustees shall arrange for minutes of trustees' meetings to be kept.
- (2) Minutes of meetings shall record—
  - (a) the names of the trustees in attendance at the meeting; and
  - (b) the times at which the trustees were in attendance; and
  - (c) the names of the trustees not present at the meeting; and
  - (d) all resolutions of the trustees; and
  - (e) all declarations under section 12 and 14 of the trust deed.
- (3) The minutes of every meeting—
  - (a) shall be distributed to the trustees as soon as practicable after the meeting; and
  - (b) shall be tabled for approval at the next trustees' meeting; and
  - (c) shall, if approved by the trustees, be signed by the chairperson as a true and correct record of the meeting.

#### **16. Rights to attend and speak**

- (1) Subject always to section 25 of the trust deed, any member of Ngāti Mea may attend any trustees' meeting.
- (2) The trustees shall have the discretion to decide whether or not to allow persons other than members of Ngāti Mea to attend any trustees' meeting.
- (3) The trustees shall have the discretion to decide whether or not to grant speaking rights to any person permitted to attend any trustees' meeting under this section, including any member of Ngāti Mea.

#### **17. Deputations**

- (1) The trustees may receive deputations at their meetings, provided—
  - (a) the subject-matter of the deputation is consistent with the annual work plan of the trustees; and
  - (b) the purpose of the deputation is likely to materially assist the trustees to carry out their role; and

- (c) the behaviour of the deputation is not offensive or vexatious or repetitious.
- (2) The procedure for dealing with each deputation shall be decided by the trustees.

**AUTHORISATION**

**SIGNED** by

\_\_\_\_\_

(full name)

as Chairperson:

\_\_\_\_\_

(signature)

**DATE**

The date of adoption of these meeting rules is the 1<sup>st</sup> day of March 2010 (board resolution number BOT / 100301 / 004).



**WORK PLAN**
**FINANCIAL YEAR: 2020/21**

	Hapū engagement	Governance development	Policy development and review			Monitoring and self-evaluation*	Other
			Ends policies	Limitation policies	Board practice policies		
<b>JUL</b>	•	• presentation on 'strategic foresight'	• biannual review of ends policies	• review L 2.3.2 – 2.3.4	•	• E 2.D • L 2.3.2 • BP 2.2(h)	•
<b>AUG</b>	• hapū engagement planning wānanga	•	•	• review L 2.4	•	• E 2.B, 2.C • L 2.4	• initiate trustee election process for 2021
<b>SEP</b>	• adopt hapū engagement plan	• 4x board delegates to attend Te Kaunihera Whaiora annual conference	•	•	•	• E 2.A, 1.0	• joint board/management strategic review hui
<b>OCT</b>	• implement plan	•	•	•	•	• BP 2.3, 2.4, 2.5	•
<b>NOV</b>	• implement plan	•	• review CEO-led environmental scan	• review L 2.1	•	• L 2.1	•
<b>DEC</b>	• implement plan	•	•	•	• annual review of all BP policies	• BP 2.6, 2.7, 2.8, 1.0	• elect chair, deputy
<b>FEB**</b>	•	• annual training in use of board portal	• review outcomes of hapū engagement process(es) • prepare first draft of revised ends (includes biannual review of ends)	•	•	• BP 2.1, 2.2	•
<b>MAR</b>	•	•	• adopt revised ends for 21/22 financial year	• review L 2.5	•	• L 2.5	•
<b>APR</b>	• provide feedback to hapū	•	•	• review L 2.2	•	• L 2.2	• initiate triennial external review of trust deed
<b>MAY</b>	•	• annual Policy Governance refresher workshop	•	• review L 2.6, 1.0	•	• L 2.6, 1.0	•
<b>JUN</b>	•	• annual review of key stakeholder relationships	•	• review L 2.3 (except 2.3.2)	•	• L 2.3 (except 2.3.2)	•

\* Ends and limitation policies are monitored; board practice policies are self-evaluated.

\*\* The board does not meet in January.