

Governance Information for Board Members 2022

Vision, Mission, Values and Purpose

The vision, mission and values are the drivers and guides of our organisation, they illustrate what we do and why we do it. They help us measure performance over the years and improve our work. They lay out our overarching direction and strategies and help us to allocate resources to achieve our vision.

Ko te uaratanga – our mission: To inspire and empower people, businesses, and community to create a resilient and regenerative Hawke's Bay within planetary boundaries.

Ko te whakakitenga – our vision: A resilient connected community with strong local regenerative food systems, restored biodiversity, and a circular economy within Hawke's Bay social and ecological boundaries

Treaty Statement: We recognise Te Tiriti as the founding document of Aotearoa. We acknowledge and maintain that hapuu in Aotearoa never ceded tino rangatiratanga. We acknowledge that our organisation has a lot of work to do in order to honour Te Tiriti. We will work hard to support our staff, board and centres on their journey to better understand Te Ao Maori and to be good partners. At the heart of what we do and those we support is the belief that Papatuanuku urgently needs kaitiakitanga.

Values:

For the benefit of members, their communities and Papatūānuku we act through the following values:

- **Collective Good:** To establish and grow mana enhancing relationships.
- **Intent:** Act thoughtfully, deliberately, and purposefully.
- **Leadership:** Lead by example.
- **Diversity & Inclusion:** We seek out, listen to and include diverse voices and identities.

Structure of the trust & Charities Services

The Sustaining Hawke's Bay Trust deed states that:

- 1 Structure of the Trust -The Trust shall be administered by a Board of Trustees, who shall be accountable to and elected by Members of the Trust.
- 2 Members of the Board- Number of Board. The Board shall consist of not less than four nor more than eight Members of the Trust.
- 3 Membership of Board- the Board shall be elected at each Annual General Meeting of the Trust. Retirement of Board, The Board shall retire at each Annual General Meeting, but shall be eligible for re-election at the same and subsequent meetings. This changes at the 2022 AGM, board members are elected for a term of 3 years, with the maximum of 2 terms.

- 4 Nomination to Board- Nomination for position on the Board shall be by way of notice of nomination In writing endorsed with the consent of the nominee and given to the CEO of a set date before the Annual General Meeting, this year the date is the 11th of November. The Board shall *have* the power to co-opt further members on the Board and to fill any casual vacancy on the Board until the next Annual General Meeting.
- 5 The Board shall meet at such times and places as it determines and shall elect a Chairperson from amongst Its members at its first meeting and at every subsequent Annual General Meeting. The Board shall appoint the officers of Secretary and Treasurer, These offices may be combined. The Secretary and Treasurer need not be members of the Board. Chairperson The Chairperson shall preside at all meetings of the Board at which she or he is present. In the absence of the Chairperson from any meeting the members present shall appoint one of their number to preside at that meeting.
- 6 Quorum At any meeting of the Board a majority of members shall form a quorum, and no business shall be transacted unless a quorum is present.
- 7 Voting. All questions before the Board shall be decided by consensus. However, where a consensus decision cannot be reached on a question, it shall, unless otherwise specified in this Deed, be put as a motion to be decided by a majority of votes. If the voting is tied, the motion shall be lost.
- 8 Minutes. The Secretary shall keep minutes of all Board meetings which shall be available for inspection by Members of the Board at reasonable times.
- 9 Employment- the Board may employ as an agent, officer and/or staff a person who is a Member of the Board or who is a Member of the Trust or who is a person associated with a Member of the Board or a Member of the Trust.
- 10 Influence. No Member of the Board or Member of the Trust or any person associated with a Member of the Board or a Member of the Trust shall derive any Income, benefit or advantage from the Trust where they can materially influence the payment or granting of the Income, benefit or advantage except where that Income, benefit or advantage is derived from: professional services to the Trust rendered in the course of business charged at no greater rate than current commercial market rates; or interest on money lent at no greater rate than current commercial market rates.
- 11 Audit. The Board shall as soon as practicable after the end of every financial year of the Board, cause the accounts of the Board for that financial year to be audited or reviewed, as determined *by* the Board, by an accountant appointed by the Board for that purpose and the Board shall present the audited or reviewed accounts to the Annual General Meeting of the Trust together with an estimate of Income and expenditure for the current year.

Sustaining Hawke's Bay Trust is registered with the Charities Services. As such:

- It must act in accordance with the laws of New Zealand
- it must not make money to be distributed amongst its members, and
- it must act in accordance with its own rules (as accepted by and registered with the charities register).

Being registered with the Charities Services, SHBT recognises that it is an organisation not carried out for the profit or gain of any members, AND it meets the charitable purpose test set out in the Charities Act 2005 (carries out a purpose beneficial to the community and provides public benefit). SHBT’s Charity Registration number is [CC25936](#)

The function of the Charities Services is to promote public trust and confidence in the charitable sector – registering SHBT rules, purposes and finances. As a registered charity SHBT is eligible for a tax exemption on charitable grounds. As part of being registered with the Charities Commission, SHBT needs to file any rule changes with the commission, as well as an annual financial report.

For more information you can look up the following websites: Companies Office Societies and Trusts: www.societies.govt.nz The Charities Commission: www.charities.govt.nz

What makes an effective Board member?

Some of our Board members will also participate in operational roles as volunteers. It is important to be aware that these are different roles (governance / leadership, operational / management and staff).



As a Board member you are responsible for steering SHBT direction (governance) – this means making decisions which keep SHBT viable into the future and on track to achieve its vision and missions. It also means making sure that SHBT follows its own rules and remains true to its values. You are expected to attend the monthly Board meetings (held via Zoom), actively participate in, and take responsibility for the outcome of Board decisions. You should make sure you are familiar with:

- The rules of SHBT especially those pertaining to the role of the Board
- The strategic plan for SHBT
- Your role as a Board member and how to be effective in this role

Effective governing bodies have:

- A good skill mix on their Board
- An effective chairperson
- Well managed meetings
- Freedom to express and take into account different perspectives
- External advice available
- Good self evaluation

Core Functions of the Board:

- Actively involving key stakeholders
- Specifying key outcomes and ensuring there are adequate resources (people and finance) to achieve these
- Appointing and supporting staff
- Developing policies
- Ensuring the governing body complies with legal requirements and its own policies
- Evaluation and monitoring SHBT progress
- Maintain a governance succession plan

Board Meetings

General Board meetings are an opportunity for staff to report to the Board (governance) on the progress of the day-to-day operations of the organisation, they are a chance for governance decisions to be made and for any redirection or concerns to be raised. All these are recorded clearly during the meetings to provide a transparent record of SHBT discussions, considerations and decision making.

The Board meets monthly.

Code of Conduct

Board Members are expected to:

- act honestly, in good faith and to the best of your ability in the interests of the Board (putting your own personal interests aside).

- be accountable and take responsibility for organisational performance.
- not make improper use of information acquired as a Board member or take improper advantage of your position as a Board member – ensure confidential information remains the property of the Board.
- not allow conflicting interests or personal advantage to override the interests of the Board.
- should not engage in conduct likely to bring discredit upon the Board.
- have an obligation to comply with the spirit, as well as the letter of the law and with the principles of any codes.
- put the interests of the Board before your own or those who have nominated you.
- make sure the Board is competent and is devoting its best endeavours in the interest of the organisation.
- understand your legal obligations.
- make sure the organisation is financially viable, properly managed and constantly improved so as to protect and enhance the interest of its members.
- make sure that all members are treated fairly according to their rights.
- make sure that if a benefit is to be received by a Board member or an associated person, it is declared, even if law does not require this.
- insist on being able to access all relevant information that is to be considered by the Board.
- make sure that relations between the Board and any auditors are open, unimpeded and constructive.
- when sitting on other Boards, you need to be sure that the values are compatible.
- Remain loyal to the decisions of the Board, even where you may not have agreed with the decision. There needs to be a sense of group responsibility for the Board to maintain mutual respect and continue working together positively
- Have an affinity with and commitment to the values, vision and mission of EHA.
- Be active in strategic direction setting and formulation.
- Make sure a realistic budget is developed.
- Select, evaluate and support the staff
- Ask questions and insist on answers.
- Maintain confidentiality with regard to Board deliberations, if required.
- Act with integrity.
- Read carefully the Board papers which you are sent in advance and try to resolve points of clarification before the meeting.
- Retain your sense of humour.
- Your point is more likely to be understood and have impact if you keep it reasonably short.
- Respect the opinions and points raised by other members of the Board.