

Board Governance Handbook

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The Governance Context

The purpose of this document is to provide guidance to the PodiatryNZ Board (the Board). The Board's role is dictated by several levels of compliance from legislation which is the most binding to procedures which are set by the Chief Executive (CE).

Laws and Regulations

These are set by government and must be adhered to. Relevant laws and regulations for PodiatryNZ (PodNZ) include (but may not be limited to):

- Incorporated Societies Act 2022 (which came into force in October 2023)
- Privacy Act 2020
- Employment Relations Act 2000 and all laws affecting employment legislation.
- New Zealand Taxation laws
- Fair Trading Act 1986
- Intellectual Property Legislation
- Human Rights Act 1993
- Health & Safety in Employment Act 2015
- Other legislation and regulations that come into force from time-to-time and which relate to the activities of PodNZ.

Rules

The Rules of PodiatryNZ are set by members with the most recent version being adopted in November 2023. They are attached at Appendix A. These rules are required to be updated in accordance with the new Incorporated Societies Act 2022.

The Rules set out how the Board is elected and what the responsibilities of the Board are. The Rules are the principal strategic document that sets out why PodNZ formed and what its focus is. It guides the most important duties of the organisation (the Objects) and describes all other aspects of policy and decisions that affect how PodNZ meets its obligations to its members and stakeholder groups.

Roles and Responsibilities

The Board's Responsibilities

1. Determine the strategy of PodNZ.
2. Establish and monitor policy by which PodNZ will be governed.
3. Monitor and supervise the organisation's performance.
4. Ensure accountability of the organisation to members and other stakeholders.
5. Ensure key organisational positions are filled with appropriately skilled and qualified individuals.
6. Appoint and support the CE.
7. Work with and through the CE to ensure the business of PodNZ is conducted well.
8. Further information is attached at Appendix B.

Board Member Responsibilities

1. Act in good faith in the best interests of PodNZ.
2. Exercise due care and diligence that a reasonable person would exercise.
3. Adhere to and uphold the Board's policies and decisions properly arrived at.
4. Commit the time necessary to effectively discharge their duties as a Board Member, including preparing for and attending Board meetings.
5. Not table papers or new matters for discussion at a Board meeting without notice, except with the prior permission of the Board Chair.
6. Actively participate in Board discussions and decision making.
7. Be jointly accountable for PodNZ's financial performance and interrogate reports provided by the CE to ensure a good understanding.
8. Remain informed about the Association's mission, policies and services, and the range of views of members about the Association's operations.
9. Respect the confidentiality of all matters, information, discussions and deliberations coming before them as the Board.
10. Avoid conflicts of interest and declare them to the Board when they occur so that they can be managed.
11. Represent the agreed view of the Board and do not make negative comment about PodNZ, the Board, members or staff.

Board Chair Responsibilities

1. All of the duties and responsibilities of other Board Members.
2. Chair meetings of the Board, mediating differing viewpoints to enable the Board to arrive at decisions that are best for PodNZ and its members and in accordance with vision, mission and strategy.
3. Ensure that the Board complies with its own governance policies and carries out its strategic, policy, monitoring and accountability responsibilities effectively.
4. Ensure annual review of Board performance is undertaken.
5. Ensure annual review of the CE is undertaken in a constructive manner.
6. Represent PodNZ to outside parties in major issues unless delegated to the CE or other Board Members.

Time Commitment of Board Members

1. There are up to six regular meetings annually with an AGM in November. There is also a separate strategy session annually. Where possible these meetings are face to face.
2. Board Members are expected to take time to prepare for meetings which would not ordinarily be more than one to two hours.
3. Board Members may be asked to participate on a sub-committee which will have specified Terms of Reference, and which may vary in time depending on requirements.
4. Costs for meetings will be paid for by PodNZ.
5. PodNZ does not pay for Board time, which is deemed donated by each Board member.

Chief Executive Responsibilities

1. Overall leadership and day-to-day management of PodNZ, including operational, financial and relationship management.
2. Develop, for Board approval, an annual plan and budget which meets the expectations of the Strategic Plan.
3. Effectively manage staff / volunteers.
4. Identify and foster business development and business relationship opportunities and provide advice to the Board.
5. Manage issues as they arise and advocate for change where appropriate.
6. Develop and implement operational policies, decisions, actions, practices and activities (including but not limited to budgets, strategies, programmes, plans, projects, contracts and financial statements).
7. Foster member relationships ensuring appropriate support is provided.
8. Ensure CPD that is provided is relevant and informative to members.
9. Effectively market PodNZ to existing and potential members.
10. Develop and implement appropriate risk management systems.
11. Carry out other duties as negotiated between the Board Chair and the CE.

The CE is an “ex-officio” member of the Board with no entitlement to vote. The CE will:

- Support the Board with strategic information, ideas and reports in a timely way.
- Plan, coordinate and implement the vision, mission, strategies and policies established by the Board.
- Attend all Board meetings.
- Participate in discussions relating to any questions or motions before the Board.
- Offer advice, counsel, information, make recommendations and provide their opinion on matters before the Board.
- Have access to all Board documents.

Policies

Governance policies will be set by the Board from time to time and will be reviewed at least every two years. Additional reviews might be required when environmental or other factors change. Either the Board Chair or the CE may propose a review of a policy.

The following policies are current as of May 2024.

Board Code of Conduct

The Board and CE (and staff) are obliged to carry out their duties in an honest, fair, diligent and ethical manner within the scope of authority conferred on them and in accordance with the laws, rule, regulations, agreements, guidelines, standards and internal policies and procedures that are in place at a given time.

The Board is entrusted with the fiduciary responsibility of oversight of the affairs of PodNZ and have a duty to make decisions and implement policies in the best interests of PodNZ and its members.

The Board and CE (and staff) shall:

- Act honestly, fairly, ethically, with integrity and loyalty and conduct themselves in a professional, courteous and respectful manner.
- Act in the best interests of PodNZ and its members and in a manner to enhance and maintain the reputation of PodNZ and fulfil their fiduciary duties to the stakeholders of PodNZ.
- Act in good faith, with responsibility, due care, competence, diligence and independence.
- Treat Board Member colleagues and other associates of PodNZ with dignity and respect and shall not harass any of them in any manner.
- Debate matters in an objective and considered way and accept and commit to decisions of the Board once they have been made.

Board Confidentiality

PodNZ is committed to openness, transparency, and accountability. It intends to release information to its members so far as this is consistent with the protection of individual privacy, the effective management of its business and relevant legislation.

The Board shall decide from time to time, whether any or all of its agendas, minutes, papers shall be made available to its members. Where no express decision is made the assumption shall be that the information is **not confidential**.

Where any matters or papers have been determined to be confidential the Board shall respect that decision and protect such matters or papers from disclosure. This requirement continues after the individual Board member is no longer serving on the Board. This also applies to any observers who attend Board meetings.

Board Members shall not:

- Disclose individual Board Member views on a matter once a decision has been made.
- Disclose any confidential information acquired by virtue of their position as a Board Member to anyone.
- Use any information acquired by virtue of their position as a Board Member for their personal financial or any other benefit or for that of anyone else.
- Make statements to the media in the name of PodNZ or when it could be perceived that the Board Member could be speaking in the name of PodNZ unless specifically authorised for that matter by the Board Chair.

Conflict of Interest

The Board and senior management are expected to avoid and disclose any activity or association that creates or appears to create a conflict between the personal interests and PodNZ's business interests.

A conflict of Interest exists where the interests or benefits of one person or entity conflicts with the interest of benefits of PodNZ. Relationships with prospective or existing suppliers, business partners, or other organisations or persons must not affect the independent and sound judgment made on behalf of PodNZ.

Common examples of situations that may cause a conflict of interest include;

- Working for or receiving payments from any prospective or existing supplier, business partner, or other organisations or persons that has a direct relationship with PodNZ (excluding members).
- Serving on another board or similar body or government agency.
- Using personal influence to make PodNZ do business with an organisation or person in which his/her relatives have an interest.
- Accepting lavish gifts or gratuities or anything of value that could be interpreted to affect the business opportunities of PodNZ.
- Diverting business opportunities away from PodNZ to exploit their own personal gain.
- Engaging in outside employment or other activity that materially encroaches on that person's obligations to PodNZ, compete with PodNZ activities or improperly use any of PodNZ's assets.

The Board and senior management shall:

- Keep a register of conflicts of interest.
- Agree not to undertake any of the above activities unless they are fully disclosed to the Board.
- Disclose any activities that are not included above but which may appear to create a conflict of interest or a perception of a conflict.
- Determine if a Board Member takes part in any discussion that relates to the conflict and whether they remain in the room or are required to leave for that part of the discussion.
- Record this decision in the minutes.

Delegations Policy

The Board has a collective responsibility for all decisions made by them on behalf of PodNZ and for those decisions made by personnel to whom they delegate authority to act.

The Board has a duty to ensure the financial integrity and viability of Pod NZ. This includes oversight of financial processes and systems, regularly reviewing financial results and annually approving PodNZ's budget as it relates to the annual business plan.

The Board may delegate its functions to a Board Member(s), a sub-committee of the Board or the CE and through the CE to staff of PodNZ.

The CE is charged with:

- The duty of promoting the interests and furthering the development of PodNZ and podiatry.
- Being responsible for the administrative, financial and other business of PodNZ.
- Carrying out the requirements of the approved strategic and business plans within the approved annual budget.
- Seeking Board approval on the following matters:
 - Entering into a contract valued at above \$20,000.
 - Entering into a contract that extends past two financial years.
 - Unbudgeted capital expenditure above \$5,000.
 - Unbudgeted operating expenditure above \$5,000.
 - Writing off or writing down assets or bad debts above the amount of \$1,000.

The Board may not delegate its power:

- To adopt the PodiatryNZ Strategic Plan.

- To adopt the PodiatryNZ Business Plan.
- To adopt the PodiatryNZ Annual budget.

Media Policy

PodiatryNZ wish to advocate on behalf of its members and this policy describes how it will interact with the media.

In engaging with the media PodiatryNZ will:

- Provide a balanced and carefully considered view.
- Have discussion papers available for key issues agreed by the Board.
- Propose solutions and use language designed to position itself as knowledgeable, considered and authoritative.
- Respond promptly to media enquiries and take all reasonable opportunities for comment, even to defend an issue.
- Ensure members are aware when a media release has gone out.

Interaction with the media (of any type) on behalf of PodNZ shall present an accurate and positive expression of PodNZ related matters. It shall be consistent with PodNZ policy and Board decisions and be free from personal opinions and interpretations.

Members of PodNZ may misconstrue a personal opinion expressed by a Board Member interacting with media in his or her personal capacity as the opinion of PodNZ. Board Members shall exercise care when they are speaking to media on their own behalf to ensure that they do not appear to be representing their views as those of PodNZ. If there is any doubt the Board Member should refrain from speaking to the media, even in a personal capacity.

The Board Chair shall be the spokesperson for governance and any other matters that the Board deems are best presented by the Board Chair. Other Board Members may not speak to the media on behalf of PodNZ unless they have the express permission of the Board Chair.

The Board Chair may delegate expert advisors as spokespeople on particular specialist issues.

If the Board Chair is unavailable to present to the media either a nominated Board Member or the CE will present on behalf of the Board Chair.

The CE shall be the spokesperson on all operational matters and any other matters that the Board deems are best presented by the CE. This includes but is not limited to advocacy issues where the Board Chair deems it appropriate.

Appendix A – Rules of PodiatryNZ Incorporated

https://www.podnz.org/_files/ugd/26fc3d_3cc11a4cf0fc4eadb1308b5f604c0f21.pdf

Appendix B – Four Key Areas of Board Responsibility

Strategic Leadership	Stewardship	External Relations	Board Maintenance
<ul style="list-style-type: none"> • Develop a strategic plan - make the choices that create the future for the stakeholders we serve. • Work on increasing strategic awareness to 'get off of the dance floor and on to the balcony'. • Use the vision/mission as a reference point. How will this help us achieve our vision? • Keep asking -are there any strategic implications for this? • Monitor progress towards delivering on the plan. • Signal priorities to CE. • Set and lead culture within the organisation. • Be the guardian of the values. • Periodically review the vision • Keep monitoring and scanning the external environment. • Regularly ask what are our top 2 or 3 strategic issues? What are the implications? • Always think 'what is in the best interests of the organisation?' • Create (and review) major policies that the organisation operates by. 	<ul style="list-style-type: none"> • Appoint and support the CEO (performance management support and review) • Ensure there are good processes in place for financial management and oversight. • Identify legal or formal requirements that affect the workings of the organisation and make sure the organisation complies. • Identify and manage risk. • Sign contracts, mortgages, agreements... • Ensure there are the means to deliver on the vision/strategic plan. • Ensure the human resources are managed according to NZ Law • Ensure there is adequate evaluation of services. 	<ul style="list-style-type: none"> • Identify key stakeholders. • Develop and maintain relationships with key stakeholders. • Ensure where needed, that stakeholder perspectives are sought and used. • Look after the reputation of the organisation - what do people think of us? Do they know about us? • Be the public face of the organisation (media relations) • Develop a public relations policy. • Keep an eye on social media. • Speak as a Board member when out and about. • Deal with complaints (as part of the complaints process). 	<ul style="list-style-type: none"> • Ensure there are good induction processes in place. • Ensure Board members are clear on their role and expectations. • Ensure Board members have access to relevant information (rules, policies...) • Appoint sub-committees or portfolios as required. • Ensure there is good leadership of the Board. • Ensure meeting processes are sound and good minutes are kept. • Ensure there is good and timely information prior to Board meetings. • Ensure there are clear decision-making processes. • Ensure there is adequate professional development for individuals and the whole Board. • Ensure there are mechanisms for individual and collective accountability/evaluation. • Pay attention to succession planning (Board and CE).