

Orienteering New Zealand Board Charter

PURPOSE

Orienteering New Zealand (ONZ) is the national body representing the interests of member clubs and individuals in New Zealand. We aim to promote and encourage orienteering in New Zealand, ensure competitions are conducted fairly and to high standard, affiliate with other national and international sporting bodies, and ensure the issues, challenges, and opportunities of the sport are addressed at a national level. Our purpose is to see orienteering enjoyed as a “sport for life” by New Zealanders of all ages, and for sustainable growth to occur across the club network. We do this by:

- Enabling access to resources, support, training, and advice to clubs;
- Maintaining the rules and quality standards which underpin the sport and form the foundation for fair and high quality orienteering events;
- Developing systems and processes at a national level, which clubs can tap into and use at a regional/local level;
- Coordinating the allocation of major events in the national Calendar;
- Coordinating the application for, and allocation of international orienteering events on NZ soil;
- Running and coordinating national high performance programmes, including team selection, training, coaching and development of athletes;
- Maintaining and developing relationships with key stakeholders, including national and international sporting bodies and agencies;
- Ensuring strategic issues of national importance are considered, and solutions to these are facilitated with clubs where possible;
- Ensuring clubs are clear on legislation and compliance requirements as affects them, particularly in the area of Health and Safety;
- Promoting the sport at a national level which strengthens the brand of orienteering in NZ.

The purpose of this Charter is to ensure the Board follows sound and ethical governance practices, aligned to Orienteering New Zealand’s purpose and Constitution. The Charter covers Board members’ duties, conduct and behaviours, and the Board’s responsibilities and processes.

ROLE OF THE BOARD

ONZ is an Incorporated Society governed by a Board and guided by a Constitution. The Board is elected by Orienteering New Zealand members and is accountable for providing governance oversight to the ONZ operations, and ensuring the right strategy, leadership, and culture is in place, aligned to its purpose. Specifically, the Board aims to:

- Set the strategy and financial objectives for ONZ, underpinned by member interests;
- Establish and maintain the right leadership and operating model to deliver on this strategy, including the appointment of the General Manager, and sub committees as required;
- Set the tone for ensuring the right financial, cultural, and ethical practices are in place appropriate for the sport, and which will underpin successful strategic outcomes;
- Delegate to the General Manager and other operational leaders, responsibility for implementing plans aligned to the strategy;
- Agree members of the Executive, which shall include Chairperson, GM, and one other Board member;
- Monitor performance of the General Manager, and ensure they are accountable for delivering on plans and are aligned to the desired culture and ethical practices;

- Establish policies which set the boundaries for desired practice and expected compliance, but which also support innovation and initiative;
- Ensure relevant legal, risk, health and safety and other regulatory practices and policies are in place, which protects the organisation, staff, volunteers, and member interests.

DUTIES, CONDUCT AND BEHAVIOURS

Board members must act in the best interests of Orienteering NZ, and act legally and ethically in carrying out their roles and responsibilities.

The following sets out some of the important legal, behavioural and ethical duties expected from Orienteering New Zealand's Board members, which must be complied with:

LEGAL DUTIES

There are several important elements to a Board member's legal duties. Board members can be held legally responsible for compliance with these duties, including:

- acting in accordance with their fiduciary duties, complying with the spirit as well as the letter of the law, recognising both the legal and moral duties of the role;
- complying with Health and Safety at Work Act 2015 and other relevant legislation;
- using the powers of office for a proper purpose;
- discharging duties in good faith and honestly;
- acting with the level of skill, care and diligence expected of a Board member of a national sports organisation;
- not making improper use of information gained through the position of Board member;
- not taking improper advantage of the position of Board member; and
- not allowing personal interests, nor the interest of any associated person, to conflict with the interests of Orienteering New Zealand.

CONDUCT

Board members represent Orienteering New Zealand, and answer to its members. In addition to their legal duties, Board members must perform their roles to the best of their ability, recognising that they represent the voice of the Membership. Board members must model professional and ethical behaviour at all times, inside and outside of Board. This includes:

- acting with honesty, integrity, ethically and in the best interests of Orienteering New Zealand at all times;
- understanding the objects of Orienteering New Zealand, its purpose and plans, financial statements, key organisational risks, and relevant legal requirements;
- being aware of any conflicts of interest and declaring them;
- acting consistently with, and in furtherance of, the Objects of Orienteering New Zealand;
- not engaging in conduct likely to bring discredit on the organisation;
- supporting the Board's decisions and serving as an ambassador and advocate for Orienteering New Zealand's work;
- fostering constructive relationships with the membership that encourage them to engage with Orienteering New Zealand;
- seeking out, respecting, and being guided by the views and interests of Orienteering New Zealand's membership; and
- keeping up-to-date on issues of importance to orienteers and Orienteering in New Zealand.

If a Board member requires any clarification about how they should conduct themselves when performing their duties, they can discuss this with the Chairperson, or General Manager.

BEHAVIOURS

Professional and ethical behaviour is central to all aspects of good governance. This means all Board members should:

- take responsibility for fostering a constructive governance culture;
- commit to fully representing the membership and the organisation;
- be prepared for Board meetings;
- undertake analysis of all proposals placed before the Board and exercise informed independent judgement;
- approach Board discussions openly and constructively, using common sense and tact when discussing issues, and recognising that genuinely held differences of opinion can bring greater clarity and lead to better decisions;
- check details, but not get caught up in them;
- put aside personal interests for the interests of the membership and organisation; and
- take a diligent and intelligent interest in the available information so as to understand it, and apply an enquiring mind to all proposals and discussions.

BOARD PROCESSES

AGENDA AND BOARD PAPERS

The agenda for each meeting is set by the Chairperson in consultation with the General Manager. Any Board member may request the addition of an item to the agenda, and calls for agenda items will take place at least 10 days prior to the Board meeting. Board papers should be written and distributed electronically to Board members at least the weekend prior to the Board meeting.

BOARD MEETINGS

The Board meeting schedule will be agreed at the first Board meeting following the AGM. Typically Board meetings are held monthly (excluding December and January) unless agreed otherwise, and will usually be run via video conference. At least once a year, Board will aim to meet face to face. A normal Board meeting may include the following standard items on the agenda:

- governance matters and decisions;
- strategic issues and opportunities;
- an operational report by the General Manager;
- a financial report;
- a health and safety report;
- specific proposals for projects, capital expenditure or out of budget spending;
- reports from sub-Boards/committees with delegated authority; and
- any other matters that require a decision by the Board.

The Constitution specifies that the quorum for meetings of the Board is four members. Members unable to attend a meeting should advise the Chairperson and General Manager as early as possible. The Board's key responsibilities include:

- approving the overall strategic direction and strategic plan;
- approving business plans and budgets to deliver the strategic plan;
- monitoring activities to ensure alignment with the strategic plan, business plans and budget;
- determining operational policies;
- approving documents (including the Annual Report) and financial statements to meet compliance requirements;
- protecting the organisation's financial position;
- appointing and monitoring of the performance of the General Manager;
- reviewing its performance, composition, structure and succession;
- determining voting processes for the Board election;
- reviewing the performance of, necessity for, and composition of Board committees;
- reviewing compliance with legal and regulatory requirements;

The Board meeting may include "in committee only" time as a meeting agenda item, where there is a need to discuss matters in confidence and which will not be recorded in the standard meeting minutes. In the event of "in committee only" time, the Board will:

- Make the reasons for this clear
- Reserve the right to include or exclude any non-Board member it so chooses
- Make all efforts to look ahead and signal any such "in committee" session in the agenda or at the beginning of the meeting.

MEETING MINUTES

Board minutes are an official record of Board meetings. They are discoverable in legal proceedings and courts will treat their context as highly relevant. Written minutes of each meeting are taken by the General Manager and signed off by the Chairperson. They are presented for the Board's approval at the Board's next normal meeting. Board members are expected to make sure that the contents of the minutes reflect what occurred at the meeting, including key decisions. Once approved, meeting minutes will be made public for all members to access.

AVAILABILITY OF INFORMATION

An official record of papers and presentations submitted to the Board is kept and made available to Board members at all times in a suitable online file system. In addition, a summary of major decisions and copies of approved Board meeting minutes will be made available to members of Orienteering New Zealand through the General Manager.

MANAGING CONFLICTS OF INTEREST

Board members have a duty to disclose to the Board any actual or perceived conflicts of interest. The Board in discussion with the Board member concerned shall, if necessary, determine how to deal with any conflict of interest. Any Board member is, while holding office, at liberty to accept other Board appointments. A formal conflict of interest register will be introduced at the first Board meeting following the AGM, and Board members are asked to ensure this is updated should any Conflicts of Interest arise during the year.

BOARD PERFORMANCE AND TRAINING

The Board should review its performance, composition, structure and succession each year. This review is arranged by the Chairperson and is aimed at reviewing the Board's processes and conduct

over the preceding year to identify any improvements that should be considered, including the need for relevant governance training.

INDEMNITIES AND LIABILITIES

Orienteering New Zealand Board members are covered by the Limitation of Liability and Indemnity clause in section 19 of the ONZ Constitution, which limits any liability on Board members, “...except in the case of their own fraud, dishonesty, breach of fiduciary duty or the commission of any act known by them to be in breach of duties owed by them at law.”

REVIEW OF CHARTER

The Charter will be reviewed by the Board every year in the first meeting following the AGM.

TRANSITION FROM COUNCIL TO BOARD TERMINOLOGY

This Charter recognises that the term “Council” is being superseded by “Board” following the passing of constitutional changes in the 2023 AGM. For the purposes of simplicity, the term Board is being used in this Charter in anticipation of the new Constitution taking effect in 2023.

Dated: May 2023

Reviewed and agreed at Board: 17 May 2023