

## Governance Policies

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## Board Meeting Policy

Board meetings will be held at a frequency to be determined by the board. The purpose of these meetings over the course of each yearly cycle is to -

1. Determine and/or refine The Federation 's strategic vision and objectives;
2. Engage in analysis and make informed choices to deliver the future as articulated in The Federation 's vision;
3. Review and approve board policies as needed;
4. Approve operational goals for management including the annual operating plan and budget;
5. Monitor progress over time against strategic objectives;
6. Monitor performance of operational plans including financial results;
7. Confirm the appropriateness of the board's risk appetite, and the effectiveness of risk management and compliance procedures and practices;
8. Approve the annual audit plans;
9. Review executive director performance and undertake an annual formal review; and
10. Set remuneration/fees for the executive director.

## Board Meeting Preparation and Conduct Policy

The following processes shall apply to the preparation for and conduct of board meetings -

1. Every reasonable effort will be made to organise meetings at a time and place which can be attended by all board members and the executive director;
2. The board may meet in person or by teleconference or other electronic means;
3. All board members are expected to make every reasonable effort to attend meetings;
4. Where a board member knows in advance that they are unable to attend a meeting they must give an apology and may provide the chair with written advice of their vote on matters before the board prior to the meeting;
5. Board members are entitled to reasonable reimbursement for expenses incurred in travelling to and from board meetings as set out in the Business Expenses Procedure;
6. Board members, staff and members may put forward items for inclusion on the board agenda. Agenda items shall be accompanied by a paper providing necessary information to support informed decision making by the board;
7. No papers shall be tabled at the board meeting without prior notice, except with the permission of the chair. Wherever possible, matters without notice (and without papers) shall be placed on the agenda for the subsequent board meeting and a paper prepared;
8. Board members are expected to make all reasonable effort to read the board papers provided and to remain informed of issues, analysis, information, developments and policies which have bearing on The Federation 's strategic position and activities;
9. Decision making will be by consensus as far as possible. The principle of consensus building assumes that all points of view are valid and incorporate minority views into the discussion. The goal is to find a solution that everyone can accept and is willing to implement. Consensus eliminates the win-or-lose approach of a majority vote because it does not count votes. It takes a qualitative approach, not forcing a compromise but seeking to eliminate objections. It also encourages alternative thinking and fosters innovative solutions;
10. All board members are entitled to be heard at all meetings and should bring an informed and independent judgement to bear in decision-making;

11. Minutes of proceedings will be kept of all meetings of the board and its committees. All decisions will be recorded in the Minutes. Minutes will be made available to members upon request;
12. Minutes will be draft only until they are formally moved and accepted prior to the next meeting of the board (or via email). Once minutes are formally accepted, they cannot be changed. A record of all minutes shall be kept by the executive director.

## Confidentiality Policy

The Federation is committed to openness, transparency, and accountability. Its policies reflect its wish to release all information it holds as far as this is consistent with the protection of individual privacy, the effective management of its business, and relevant legislation.

Board members shall be authorised to release to any person any material other than confidential material obtained in the course of their service as a board member where such release is in accordance with the requirements of any applicable legislation and where any public release is consistent with The Federation's Media Communications Policy.

## Decision of the board -

1. The board shall decide from time to time whether any or all of its agendas, minutes, or papers, or those of its sub-committees (not otherwise required by legislation, regulation, or its rules to be made public) shall be made public. Where no express decision has been recorded the assumption shall be that the material is not confidential;
2. On those occasions and for those matters that the board elects not to make public, board members shall respect the confidentiality of those documents and of any deliberations by the board on those matters;
3. The obligation to protect such confidential matters from disclosure continues even after the individual board member is no longer serving on the board;
4. The board shall decide from time to time whether any observers shall be permitted to attend any or all of its meetings. Where appropriate, visitors may be admitted subject to their undertaking to maintain confidentiality;
5. Where appropriate, information identifying individuals may be removed by the chair from material before its consideration by the board.

## In particular, board members shall not -

1. Disclose to any member of the public any confidential information acquired by virtue of their position as a board member;
2. Use any confidential information acquired by virtue of their position on the board for their personal financial or other benefit or for that of any other person;
3. Disclose to any member of the public any confidential information related to the interests of individuals, groups or organisations acquired by virtue of their position on the board;
4. Make statements to the media in the name of The Federation except as authorised;
5. Permit any unauthorised person to inspect or have access to any confidential documents or other information;
6. It is the responsibility of the chair to ensure that board materials are appropriately classified as confidential or open to release.

## Code of Conduct

All members shall act in accordance with the following values and principles -

1. Integrity
  - a. Members will act with integrity. They shall not gain unfair advantage from the lack of knowledge, inexperience or inability of another member, board member, staff or other colleagues. Members will treat all persons fairly, respectfully and with dignity.
  - b. Members will always conduct their business in a manner that reflects favourably on the profession.
  - c. Members will manage The Federation's activities in strict compliance with governing legislation, the Incorporated Societies Act 1908 and the Charities Act 2005.
  - d. Members will not misrepresent themselves as agents of any government department or as agents of any organisation other than their own. Members will not represent or imply that they hold any exclusive approved supplier status.
  - e. Members will not make any oral or written statements to the media unfairly criticising The Federation without first seeking resolution with The Federation chair or executive director.
  - f. Members will not publicly display (for example, on websites or social networking sites) objectionable or derogatory comments about other members, The Federation or any of its service providers without first seeking resolution with The Federation's chair or executive director.
2. Confidentiality
  - a. Members shall be committed to protecting the confidences and privacy of past, current and prospective board members and staff in all their dealings.
3. Ethics
  - a. Members must always conduct their business to the highest standards of honesty, accuracy, integrity and decency. Staff training programmes must include ethical considerations. Members shall not take advantage of a privileged position to compete unfairly or fail to give credit for the work of others to whom credit is due.
  - b. Members must not knowingly disseminate false or misleading information of any member, board member or staff. Members shall act promptly to correct any incorrect information for which they are responsible.
  - c. Members should exercise careful judgement before accepting any gift, hospitality or gratuity, which could be interpreted as an inducement to use or endorse any product, equipment or policy. Members must not allow gifts to influence their decision making. [In all cases of doubt, advice should be sought from their own relevant professional authorities, failing which from The Federation.]
  - d. Members recognise that each member has a choice in the conduct of their business with The Federation and will treat every member's decision making with respect.
  - e. Members should always exercise judgment as whether the chosen methods of communications are appropriate especially when remotely giving information or advice. It is essential that between members reliably identify each other before launching into remote interactions.
  - f. Members shall behave cooperatively and respectfully towards other members, board members staff and other colleagues.

- g. Members will treat all members, board members and staff fairly and equitably, respecting cultural and moral values and the dignity of the individual.

#### 4. Duty of Care

- a. Welfare, health and safety - The welfare, health and safety of members, board members and staff shall at all times take precedence over personal professional or private interests.
- b. Competence - Members, board members and staff shall only operate in their areas of competence, inform the The Federation chair or executive director in any instances where they do not hold appropriate qualifications or experience to carry out their responsibilities and only give advice and opinions on the basis of adequate knowledge.
- c. Unsafe or unethical practices - Members, board members and staff have a general responsibility to ensure unsafe or unethical practices of others are curtailed and/or reported to relevant authorities without delay. Members have a responsibility to assist members, board members and staff who are unwell or under stress in order to avoid harm to themselves and others.
- d. Informed decision making - Members shall involve members, board members and staff as far as possible in understanding the nature of particular sector issues and business problems. All decision making is to include examination of the full range of options, including the benefits, risks, and costs of each so that The Federation is provided with all relevant information needed to make an informed decision.

#### 5. Quality

- a. Members shall be committed to delivering high quality, timely, efficient, reliable and valued contributions to the conduct of The Federation's activities.
- b. Members shall ensure all The Federation's information is recorded accurately and in a timely manner.
- c. Members shall seek to improve the standards of The Federation's activities through continuing self-education and thoughtful interaction with appropriate colleagues.
- d. Members have a responsibility to participate in reviewing their own personal performance and that of others, and to develop a critical attitude towards accepted and traditional business approaches.
- e. Advances and innovative approaches to business practice should be subject to review and promulgation through The Federation's channels for sharing professional information. Members should provide carefully considered and generally accepted scientific knowledge. If presenting an opinion contrary to that generally held within current business practice, members must indicate that this is the case and present the information fairly.

#### 6. Environmental Care

- a. Members shall act responsibly towards the environment at all times, ensuring compliance with all relevant environmental legislation and encouraging environmentally responsible work practices.

#### 7. Complaints

- a. If a member expresses a concern or complains about the personal conduct of a member who is alleged to have breached this Code, they must seek to resolve issues with the member and remedy the issue. If the matter cannot be resolved the complaining member can refer the matter to The Federation board, who may investigate that matter.

8. Cooperation
  - a. Members shall always display the highest standards of professional courtesy.
  - b. Members shall not injure the professional reputation or practice of colleagues, government, non-government agencies, associations; other interested parties, or other members to resolve any dispute involving themselves or another member.
  - c. To defuse a dispute, the member must cooperate with third parties involved to ensure that the matter is resolved and communicated with minimal disruption to The Federation's activities and without disadvantaging the member or third parties involved in any way.
9. Conflict of Interest
  - a. Members shall strive to avoid all known conflicts of interest and keep other members or other relevant third parties fully informed in any such matter. Members shall abide by The Federation Conflict of Interest Policy.
10. Compliance
  - a. Members shall abide by this Code and all relevant New Zealand laws and regulations.

## Conflict of Interest Policy

The conflict of interest policy is to prevent the institutional or personal interests of board members, and staff from interfering with the performance of their duties to The Federation, and to ensure that there is no personal, professional, or political gain at the expense of The Federation.

This policy is not designed to eliminate relationships and activities that may create a duality of interest, but to require the disclosure of any conflicts of interest or conflict of loyalty and to omit that party from a decision where a conflict exists.

A conflict may exist when the interests or potential interests of any member, board member, staff, or any other organisation or company to which the person associated with The Federation has allegiance. Conflicts may be seen as competing with the interests of The Federation, or they may impair a person's independence or loyalty to The Federation.

A conflict is defined as an interest that might affect, or might reasonably appear to affect, the judgment or conduct of any member, board member, or staff in a manner that is opposed to the interests of The Federation.

A conflict may exist if a member, board member, staff, relative or associate -

1. Has a business or financial interest in any third party dealing with The Federation (this does not include an interest of less than 5 per cent of a publicly listed company);
2. Holds office, serves on a board, participates in management, or is employed by any third party dealing with The Federation (this includes any organisation where the membership of it may give rise to a conflict of loyalty);
3. Derives remuneration or other financial gain from a transaction involving The Federation;
4. Engages in any outside employment or other activity that will -
  - a. Materially encroach on such person's obligations to The Federation;
  - b. Compete with The Federation activities;
  - c. Involve any use of The Federation's equipment, supplies, or facilities;
  - d. Or imply The Federation's sponsorship or support of the outside employment or activity.

## Use of Information

Board members and staff shall not use information received from participation in The Federation 's affairs, whether expressly determined as confidential or not, for personal or professional gain or to the detriment of The Federation.

### Disclosure and Recusal

Whenever any board member has a conflict of interest or a perceived conflict of interest with The Federation, they shall notify the chair of such conflict and the conflict shall be noted at the next board meeting. Whenever any staff (paid or volunteer) has a conflict of interest or a perceived conflict of interest with The Federation, they shall notify the chair.

When any conflict of interest is relevant to a matter that comes under consideration or requires action by the board the interested person shall call it to the attention of the board. That person shall provide the board or applicable committee with any and all relevant information on the particular matter and the chair will decide if that person will participate in the meeting and/or decision-making.

The minutes of the meeting of the board or its committee shall reflect that the conflict of interest was disclosed, that the interested person was or was not present during discussion or decision on the matter.

## Roles and Responsibilities of Board Chair

1. The board chair -
  - a. Is elected by and accountable to the board as a whole;
  - b. Has all the same duties and responsibilities as other board members, but is considered the 'lead' member, with additional responsibilities for leading the board, and for ensuring the integrity of the board's processes and actions;
  - c. Must commit the time necessary to discharge effectively their role as chair of the board.
  
2. The chair's responsibilities are to -
  - a. Maintain a good relationship with the executive director to optimise their capacity to fulfil their responsibilities;
  - b. Oversee adequate processes to enable the board to function properly and effectively discharge its supervisory role in relation to New Zealand law and its own governance policies, including but not limited to -
    - i. Developing the board meeting agenda;
    - ii. chairing meetings of the board;
    - iii. Ensuring the board complies with its own governance policies and prosecutes its strategic, policy, monitoring and accountability responsibilities effectively;
    - iv. Facilitating all board members making an informed and constructive contribution to the board's deliberations;
    - v. Guiding and mediating board deliberations and responses with respect to major organisational priorities and governance concerns.
  - c. Promote constructive and respectful relations between board members and between the board executive director and staff;
  - d. Ensure that the annual performance of executive director is evaluated in a professional and timely manner;
  - e. Be the chief representative and spokesperson for The Federation to outside parties, unless another board member, the executive director, or another member is delegated

- to do so. All such representation shall reflect both the stated policy intent and the spirit of the board's position;
- f. Perform other responsibilities assigned from time to time by the board.
3. The chair is not empowered to -
    - a. Assume the role or responsibilities of the executive director;
    - b. Unilaterally change board governance policies, strategic directions or The Federation's delegation requirements for procurement;
    - c. Inhibit the free flow of information to the board necessary for sound governance;
    - d. Come between the board and its formal links with the executive director by altering or controlling flows of information necessary for the board to appropriately undertake its governance responsibilities.
  4. The chair is expected to demonstrate personal attributes and skills that -
    - a. Demonstrate a commitment to the objectives of The Federation;
    - b. Demonstrate a commitment to the Te Tiriti o Waitangi.
    - c. Exhibit appropriate professional and/or management skills, knowledge and experience which will assist in organisational development;
    - d. Have networks and standing in the community that reflect favourably on The Federation and enable work to be advanced;
    - e. Ability to represent the interests of the different groups that make up New Zealand society and contribute to The Federation's vision of 'Everyone in Aotearoa can and does eat well and leads an active life.'

## Board Members Policy

The board's responsibilities are to -

1. Determine the strategy of The Federation through -
  - a. Determining the vision for the future;
  - b. Making the choices to create the future for our members and the communities they serve;
  - c. Developing and endorsing a strategic plan at least every three years;
  - d. Monitoring changes in the external environment which have bearing on The Federation's vision and identifying implications for strategic direction and goals.
2. Establish policy by which The Federation will be governed, including -
  - a. Developing and maintaining this board Governance Handbook;
  - b. Approving board policy documents and organisational position statements, including codes of conduct, continuous disclosure, legal compliance and other significant corporate policies;
  - c. Determining the delegations of power and responsibility to the executive director, and the limits to those powers and responsibilities;
  - d. Having input to and giving final approval of the annual budget;
  - e. Recognising appropriate risks to the achievement of the strategic direction set;
  - f. Ensuring appropriate systems of risk management and internal compliance and controls are in place.
3. Monitor and supervise The Federation's performance including -

- a. Monitoring the executive director performance;
  - b. Monitoring progress against the budget;
  - c. Approving expenditure outside the approved budget and delegations;
  - d. Approving and monitoring any major capital expenditure.
4. Ensure accountability of The Federation to members and other stakeholders through –
    - a. Approving and monitoring financial and other reporting to members and other stakeholders;
    - b. Monitoring compliance with all legal and statutory obligations, including provisions in the Rules;
    - c. Evaluating its own (the board’s) performance and compliance with the Rules.
  5. Ensure key organisational positions are filled with appropriately skilled and qualified individuals, including appointing and removing as necessary -
    - a. A chair;
    - b. The executive director;
    - c. An external Auditor or independent Reviewer if required.
  6. Work with and through the executive director -
    - a. Providing leadership, guidance, advice and support to the executive director to deliver on the board’s strategic priorities;
    - b. Delegating appropriate authority and responsibilities to the executive director to establish programs, budget, administer finances and otherwise manage The Federation according to sound business practice;
    - c. Providing a credible and effective link between the members and stakeholders of and the activities undertaken on their behalf by The Federation;
    - d. Holding the executive director accountable for all delegated responsibilities.

## Roles and Responsibilities of board members

Each board member must -

1. Act in good faith in the best interests of The Federation and for a proper purpose;
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. Respect the board’s authority to act, notwithstanding that the board member may have offered a dissenting view at the board table prior to the board’s decision being made;
5. Act in accordance with their fiduciary duties, complying with the spirit as well as the letter of the law, and recognising both their legal and moral duties as a board member;
6. Commit the time necessary to effectively discharge their duties as a board member;
7. Remain informed about The Federation ’s mission, policies and services, and the range of views of members about The Federation ’s operations;
8. Understand the complexities of the sector in which The Federation operates in order to adequately assess the opportunities and risks faced by the sector and by The Federation;
9. Prepare for and endeavour to attend all board meetings;
10. Respect the confidentiality of all matters, information, discussions and deliberations coming before them as board members and not disclose (or allow to be disclosed) confidential information of a sensitive nature gained in the course of performing their duties, other than as agreed by the board, required by the Rules or as required by law;
11. Systematically consider information relating to The Federation ’s performance;
12. Ensure The Federation remains solvent and does not trade while insolvent;

13. Avoid conflicts of interest;
14. Immediately declare to the board any conflicts of interest that may arise and comply with any provisions for addressing such conflicts;
15. Not improperly use their position or misuse information of The Federation;
16. Not claim to represent The Federation's views and policies except where explicitly authorised to do so by the board;
17. Not make negative public comment about The Federation, its board, members or staff;
18. Resign as a board member if unable to comply.

## Delegation to the Executive Director

The board will instruct the executive director through written policies that prescribe the ends to be achieved and describe limitations to be observed, allowing the executive director to use any reasonable interpretation of these policies.

Accordingly, the executive director is required to adhere to the policies contained in this board Governance Handbook.

The executive director is authorised to establish all further policies, make all further decisions, take all actions, establish all practices and develop all activities.

The board expects that the professional standards and practices to be observed in all activities including but not limited to -

### Staff Relations

1. Be a good employer;
2. Acquaint staff with The Federation's end policies/strategic outcomes;
3. Provide conditions that are safe, fair and equitable;
4. Operate in accordance with written human resource management policies and procedures;
5. Provide opportunities for staff to develop.

### Te Tiriti o Waitangi obligations

1. Work in a manner consistent with the principles of the Te Tiriti o Waitangi - partnership, participation and protection.

### Financial Planning

1. Ensure financial planning reflects The Federation's priorities and strategic objectives;
2. Demonstrate ongoing prudent financial performance under the direction of the board;
3. Ensure financial planning within the risk profile established by the board for The Federation.

### Financial Management

1. Adhere to accepted accounting principles and practices;
2. Report to the board any income or expenditure, or any anticipated income or expenditure, that is materially greater or less than forecast in any budget or cash flow projection;
3. Ensure any 'tagged' funds are not used for purposes other than those for which the funding is intended;
4. Obtain approval of the board for any expenditure outside the financial delegation's policy.

## Risk Management

1. Ensure appropriate risk management systems and process are in place;
2. Insure The Federation's physical assets against fire and general loss to replacement value;
3. Insure against public liability;
4. Insure professional indemnity insurance is in place for all staff and board members;
5. Establish risk management strategies are in place for files and records of The Federation.

## Governance Support

1. Report to the board in an accurate, meaningful, comprehensible format and in a timely manner (no surprises approach);
2. Advise the board of relevant trends, material changes or any other developments in the internal or external environments;
3. Provide the board receives with timely and accurate advice on its legal obligations;
4. Advise the board of breaches of adherence to governance policies;
5. Provide adequate secretarial and administrative support to the board.

The board retain the right, in consultation with the executive director to periodically change the strategic priorities and policies.

## Privacy Policy

Personal information is information about a person; we must not disclose that information to people who are not authorised to access it. Our database of personal information is a key asset that enables The Federation to perform its functions effectively. Getting the most from the information we manage, including personal information, is critical to effectively supporting our stakeholders.

While The Federation has obligations under the Privacy Act, of equal importance is our reputation as a credible and competent organisation in whom stakeholders have a high level of trust. Managing personal information well can enhance the high level of trust we already enjoy.

The purpose of the policy is to -

1. To clearly define The Federation's approach and expectations of staff, contracted third parties and volunteers, regarding management of personal information;
2. To provide principles to guide decisions in how they deal with personal information;
3. To specify responsibilities and accountabilities.

## Principles

1. Everyone at The Federation has a role to play in safeguarding personal information. Everyone needs to understand their responsibilities and the policies and procedures they are required to follow;
2. We will treat all personal information with the same respect we would expect others to treat our own personal information;
3. We will ensure volunteers and third parties we engage with meet all the relevant requirements of our Privacy Policy and related procedures;
4. We will manage privacy incidents, breaches and near misses openly and transparently, and treat them as opportunities to improve our privacy practices.

### Collection of personal information

1. We will only collect personal information that is necessary for us to perform our functions;
2. Wherever possible we will collect the information directly from the individual concerned;
3. Wherever possible we will advise people at the time we are collecting the information -
  - a. Why we need it;
  - b. Who will use it;
  - c. How they will use it;
  - d. Their right to access it and ask us to correct anything that's wrong.

### Storage and security

1. We will ensure systems and processes for storage, transmission and disposal of personal information are designed to reduce risk of unauthorised access, modification, disclosure, or loss;
2. Information Technology systems containing personal information will be password protected with eight-character minimum length and combination of letters and numbers;
3. We will ensure access is restricted to only those people who need access to do their job;
4. If it is necessary to use email to send personal information -
  - a. Firstly - attach files (if any) then open them to check if they are the correct files;
  - b. Next – complete the body of the email;
  - c. Next – if replying to an email, check there is no information in the email chain that would create a privacy breach;
  - d. Finally – add the email address and check it is the correct address for the intended recipient;
5. Hard copy documents containing personal information must not be accessible to unauthorised people;
6. We will not keep personal information longer than necessary and will dispose of it securely when it is no longer needed.

### Use of personal information

1. We will only use personal information for the purpose for which we collected it, or a directly related purpose;
2. We will obtain the individual's permission if we want to use personal information for an unrelated purpose;
3. We will make reasonable efforts, appropriate to the intended use, to ensure accuracy of information before we use it.

### Access and Correction

1. We will provide people with access to their own personal information by enabling them to securely log into their record in our database;
2. We will make changes to incorrect information if requested and make a note of a request to change something that we don't believe is appropriate to make.

### Managing breaches

1. In the event of a breach, we will take immediate action to contain the breach and minimise any resultant harm.

### Responsibilities

All The Federation staff, contracted third parties and volunteers -

1. Take responsibility for personal information they have access to;
2. Understand the principles, policies and procedures relating to personal information;
3. Are clear about their obligations, the expectations on them, and the procedures that are relevant to their work;
4. Attend privacy related training as required by The Federation;
5. Immediately report breaches, incidents and near misses.

#### Privacy Officer

1. Promotes privacy awareness;
2. Maintains and periodically reviews this policy, and any other related documents;
3. Ensures all staff, volunteers and relevant third parties understand what is required of them;
4. Provides advice regarding privacy related matters.