



BOARD CHARTER

Role of the Board

- To provide leadership to the sport of Athletics.
- To plan strategies that will enable the sport to flourish and meet the demands of a changing environment.
- To ensure that the statutory requirements and expectations of members and stakeholders are met or exceeded.

Responsibilities of the Board

The Board of Athletics Otago is responsible for the active stewardship of the organisation to ensure its future well-being for the benefit of members and other current and future stakeholders.

The Board's legal duty is to the organisation as a whole. In meeting this duty the Board must ensure that all legal requirements under the relevant Acts and regulations are met and that the entity is protected from harmful situations and circumstances.

The Board:

1. Provides leadership to Athletics Otago ensuring that the organisation fulfils its purpose and acts in the best interests of Athletics Otago and its members and other stakeholders.
2. Determines and articulates Athletics Otago's purpose and values, sets the strategic direction as the basis for further planning, e.g. annual and longer-term planning, and oversees the selection and implementation of strategies consistent with that purpose and those values.
3. Determines the appropriate culture for Athletics Otago and models behaviours that both reflect and promote the desired culture.
4. Establishes governance policies that provide the framework for the management of Athletics Otago, e.g. financial, human resource, asset management policies etc, and ensures that internal processes and procedures are designed to provide effective controls and serve as the basis for reporting to the Board as required.
5. Appoints and employs a Executive Officer, and monitors management and organisation performance against Board-established criteria.
6. Identifies and characterises potential organisational risks and creates a framework for managing and monitoring them.
7. Ensures that the organisation satisfies all internal and externally imposed compliance requirements including all applicable laws, regulations and codes of best practice.
8. Takes an active role in succession planning ensuring that the Board has Board Members with an appropriate mix of skills, knowledge and experience, whether, individually, they are elected or appointed.

9. Establishes and maintains an effective interrelationship with stakeholders in general, and serves, in particular, the legitimate interests of the members of Athletics Otago and accounts to them fully.

Duties of Board Members

1. A Board Member must fulfil his/her fiduciary duty to act in Athletics Otago's best interest at all times regardless of personal position, circumstances or affiliation.
2. A Board Member must exercise a power for a proper purpose.
3. A Board Member must not act, or agree to the organisation acting, in a manner that contravenes relevant Acts of Parliament or the constitution of the organisation.
4. A Board Member must not agree to the business of the organisation being carried on in a manner likely to create a substantial risk of serious loss to the organisation's creditors or to put the health and safety of those who work or volunteer in the organisation at risk.
5. A Board Member must not agree to the organisation incurring an obligation unless the Board Member believes at that time on reasonable grounds that the organisation will be able to perform the obligation when it is required to do so.
6. A Board Member, when exercising powers or performing duties as a Board Member, must exercise the care, diligence and skill that a reasonable Board Member would exercise in the same circumstances.
7. A Board Member, when exercising powers or performing duties as a Board Member, may rely on reports, statements and financial data and other information prepared or supplied, and on professional or expert advice.
8. A Board Member must, immediately after becoming aware of the fact that he/she is interested in a transaction or proposed transaction with the organisation, ensure this is entered in the Register of Interests.
9. A Board Member who, in his/her capacity as a Board Member or employee of the organisation, has information that would not otherwise be available to him/her must not disclose that information to any person, or make use of or act on the information, except:
 - a) for the purposes of the organisation.
 - b) as required by law.

Governance Philosophy and Approach

The Board will govern Athletics Otago with an emphasis on:

1. Serving the legitimate collective interests of the present members of Athletics Otago and accounting to them fully for the performance of the organisation and for the Board's stewardship of that performance.
2. Remaining up to date in terms of key stakeholders' concerns, needs and aspirations.

3. Ensuring that no one person or block of persons has unfettered power and that there is an appropriate balance of power and authority on the Board.
4. Demonstrating high ethical standards and integrity in their dealings both individually and collectively.
5. Speaking with one voice on all policy and directional matters, acknowledging that Board Members are collectively accountable for all Board decisions.
6. Developing a future focus rather than being preoccupied with the present or past.
7. Providing leadership in the exploration of strategic issues rather than becoming distracted by administrative or operational detail.
8. Behaving proactively rather than reacting to events and to the initiatives of others.
9. Bringing a diversity of opinions and views to bear on its decisions.
10. Developing and expressing a collective responsibility for all aspects of the Board's role.
11. Ensuring there are positive conditions for the motivation of the Executive Officer and that there is adequate training to support him/her in their role.
12. Performing such other functions as are prescribed by law or assigned to the Board.

Governance Process Policies

Code of Ethics

The Board is committed to ethical conduct in all areas of its responsibilities and authority.

Board Members shall:

1. Act honestly and in good faith at all times in the best interests of Athletics Otago as a whole.
2. Declare all interests that could result in a conflict between personal and organisational priorities.
3. Exercise diligence and care in fulfilling the functions of office.
4. Make reasonable enquiries to ensure that Athletics Otago is operating efficiently, effectively, legally and ethically in pursuing its organisational goals and strategies.
5. Maintain sufficient knowledge of Athletics Otago's business and performance to make informed decisions.
6. Not agree to Athletics Otago incurring obligations unless he/she believes that such obligations can be met when due.
7. Attend Board meetings and devote sufficient time to preparation for Board meetings to allow for full and appropriate participation in the Board's decision making.
8. Scrupulously avoid deception, unethical practice or any other behaviour that is, or might be construed as, less than honourable in the pursuit of Athletics Otago's business.
9. Not disclose to any other person confidential information other than as agreed by the Board or as required under law.

10. Act in accordance with his/her fiduciary duties, complying with the spirit as well as the letter of the law, recognising both the legal and moral duties of the role.
11. Abide by Board decisions once reached, notwithstanding a Board Member's right to pursue a review or reversal of a Board decision.
12. Not make, issue, comment on, authorise, offer or endorse any public criticism or statement having, or designed to have, an effect prejudicial to the best interests of Athletics Otago.
13. Ensure that all members are treated on an equitable basis.

The Board shall:

14. Make every reasonable effort to ensure that Athletics Otago does not raise community, supplier or stakeholder expectations that cannot be fulfilled.
15. Meet its responsibility to ensure that all staff employed by Athletics Otago are treated with due respect and are provided with a working environment and working conditions that meet all reasonable standards of employment as defined in relevant workplace legislation.
16. Carry out its meetings in such a manner as to ensure fair and full participation of all Board Members.

Strategic Direction and Planning

An essential element in the Board's leadership role is its responsibility to set the future direction for Athletics Otago, making clear the outcomes the organisation must achieve. Accompanying this is an ongoing responsibility to identify organisation priorities, monitor progress against the achievement of desired outcomes and approve the annual budget. The Board will annually:

1. Establish and review Athletics Otago's Purpose, Vision, Organisation Outcomes and Priorities.
2. Review annual business plans to ensure alignment with the strategic direction and priorities.
3. Schedule a programme of strategic dialogue at Board meetings that reflects the priorities defined by the Board and that creates opportunities for the Board and management to think strategically about future issues of strategic importance to Athletics Otago's well-being and success.

Financial Governance

The Board has a core duty to ensure the financial integrity and viability of Athletics Otago. This entails oversight of all financial processes and systems. The Board will therefore:

1. Develop, review and monitor the implementation of governance-level financial policies.
2. Provide guidance to the finance committee on budget parameters and priorities and review and adopt the annual budget and financial plan, including capital expenditure.
3. Approve expenditure outside budget parameters that the Board determines to be material.
4. Review and adopt the full-year financial statements, reports and outcomes.

5. Review and adopt regularly scheduled financial statements and reports, i.e. for each Board meeting or when or at a frequency that the Board requires.
6. Receive and adopt the Audit Report/Review and recommendations.

Conflict of Interests

The Board places great importance on making clear any existing or potential conflicts of interest for members.

Conflicts of interest may occur:

1. When a Board Member, or his/her immediate family or business interests, stands to gain financially from any business dealings, programmes or services provided to Athletics Otago.
2. When a Board Member offers a professional service to Athletics Otago.
3. When a Board Member stands to gain personally or professionally from any insider knowledge if that knowledge is used for personal or professional advantage.
4. When a Board Member has family or whānau who are active in the sport and might benefit, or be seen to benefit, from decisions made by the Board.

Accordingly:

1. Any business or personal matter which could lead to a conflict of interest of a material nature involving a Board Member and his/her role and relationship with Athletics Otago must be declared and registered in the Register of Interest.
2. All such entries in the Register shall be presented to the Board and minuted at the first Board meeting following entry in the records.
3. All conflicts of interest must be declared by the Board Member concerned at the earliest time after the conflict is identified. Normally there will be the opportunity at the commencement of each Board meeting for conflicts of interest to be declared.
4. The Board shall determine whether or not the conflict is of a material nature and shall advise the individual accordingly.
5. Where a conflict of interest is identified and/or registered, and the Board has declared that it is of material benefit to the individual or material significance to the organisation, the Board Member concerned shall not vote on any resolution relating to that conflict or issue.
6. The Board Member shall only remain in the room during any related discussion with Board approval.
7. The Board will determine what records and other documentation relating to the matter will be available to the Board Member.
8. All such occurrences will be minuted.
9. If individual Board Members are aware of a real or potential undeclared conflict of interest of another Board Member, they have a responsibility to bring this to the notice of the Board.

10. Any Board Member who has an ongoing, significant material conflict of interest must consider resigning from the Board.

Risk Management

The Board will identify and evaluate the principal risks faced by Athletics Otago, including the protection of intellectual capital, and ensure that appropriate systems are in place to avoid or mitigate such risks.

Accordingly, the Board will ensure that:

1. Robust risk management policies and processes are developed and monitored addressing all areas of organisational risk.
2. There are clear processes to enable it to keep abreast of all key organisation risk areas and strategies in a timely manner.
3. Suitable internal controls are in place and are used and monitored to ensure effective and efficient operation and management of the organisation's resources.
4. The organisation is governed and managed in accordance with its constitution and policies.
5. Proper accounting records are kept.
6. Any material shortfalls or breaches in compliance or risk management standards are investigated promptly.

Health and Safety at Work

The Board shall ensure that all Board Members understand and discharge their duties and responsibilities under the Health and Safety at Work Act 2015. Accordingly, the Board will ensure that:

1. It keeps up to date in respect of potential risks to health and safety in workplaces that are the responsibility of Athletics Otago.
2. Robust systems are designed so that the Board will receive regular information in the form of written and verbal reports necessary to exercise its duties under this Act.
3. Timely and accurate records are maintained to enable tracking of events, trends and responses/actions.
4. It understands the hazards and risks that employees and volunteers are, or might be, exposed to in carrying out their duties including, where possible, the opportunity to meet with affected staff or to visit their place of work relating to exposure to risk.
5. It undertakes annually a formal assessment of compliance with Board Members' duties and responsibilities under this Act.

6. Budget planning takes account of all requirements under this Act.

Board Committees and Working Parties

The Board may establish committees and working parties to support it in its governance work. The work of committees and working parties should not conflict with the Executive Officer's delegated responsibilities.

1. Committees and working parties shall have Terms of Reference defining their role, life span, procedures and functions, and the boundaries of their authority, reviewed annually.
2. Committees and working parties may co-opt members from outside the Board to bring additional skills, experience or networks to bear on their work.
3. Committees and working parties shall not exercise authority over employees, nor shall they delegate tasks to any employee unless the Board has specifically agreed to such delegation.
4. Unless explicitly empowered by the Board, committees or working parties cannot make binding Board decisions or speak for the Board. For the most part the function of committees and working parties is to make recommendations to the Board.
5. Committees and working parties will not mirror existing sub-committee or employee functions.

Board Meetings

Board business will generally be conducted in Board meetings. To ensure effective meetings:

1. The Board will make the best possible use of its meetings by dealing only with matters that have governance-level significance, by focusing primarily on the future and, within a defined policy framework, by delegating as much as possible to the committees and Executive Officer.
2. The Board will develop a work plan covering the next 12 months that:
 - a) Ensures the Board regularly reviews progress towards achievement of the strategic direction/strategic plan and relevant strategic issues.
 - b) Provides assurance that all relevant compliance requirements are addressed.
 - c) Improves Board performance through education and continuous focus on its governance effectiveness.
3. The Chairperson, in consultation with the Executive Officer, will establish the agenda for each Board meeting, although each Board Member is free to suggest the inclusion of item(s) on the agenda. The agenda will generally be structured so that the most important business of the meeting is taken near the start of the meeting.
4. The Board will normally meet once every month; however, Board meetings may be scheduled at other times or at other frequencies as determined by the Board.
5. Board meetings will be conducted in an open, constructive and respectful manner, recognising that genuinely held differences of opinion can bring greater clarity and lead to better decisions.
6. Board Members will receive their Board papers at least 5 working days prior to the meeting.

7. Apart from the Executive Officer, others, e.g. sub-committee chairs, consultants, contractors, etc, may participate in Board meetings at the Board's discretion. Such attendees will respect the Board's integrity and accountability and will thus accept any constraints imposed by the Board or the Chairperson on their participation and presence.

8. The Board may hold 'Board only' sessions at its discretion. Such sessions will usually be scheduled prior to, or at the commencement of, the meeting and will generally address matters related to the effectiveness of the Board. They should not exclude the Executive Officer from deliberations on matters in which his/her role as the Board's principal officer would be compromised.

Monitoring Operational Performance

The Board has a duty to oversee and monitor the performance of the operational organisation, and so:

1. The committees will report to the Board on the performance of Athletics Otago at a frequency and to a standard specified by the Board.
2. All such reporting should be designed to address and support the Board's interests and duties. It should primarily document the outcomes achieved by management rather than describe the activity engaged in by management to achieve (or not) the desired outcomes.

Induction of Board Members

The Board will give all newly appointed Board Members a thorough induction into the affairs of both the Board and Athletics Otago at large. In fulfilment of this obligation:

1. All prospective Board Members will be provided with all relevant information. Upon appointment/election and prior to attendance at their first Board meeting, newly appointed Board Members will receive a copy of the Board Charter and Governance Policy Manual, a copy of the Constitution and other relevant legal governance documentation, current and recent meeting papers, an organisational chart, contact details for other Board Members and key staff, a glossary of key terms, definitions and acronyms, the current year's meeting schedule and the Board work plan.
2. Newly elected or appointed Board Members will meet with the Chairperson for a governance familiarisation. This meeting may be held as a group session or with individuals.
3. They will also meet with the Executive administrator for an operational familiarisation.

Board and Board Members Professional Development

The Board's value-adding role requires that the Board as a whole and all Board Members individually regularly review their performance and have access to professional development relevant to the role and duties of Board Membership.

1. The Board will review its effectiveness and the performance of individual Board Members at least every two years.

- a) The criteria for assessing the Board's performance will be drawn from the documented policies of the Board together with any further criteria agreed by the Board from time to time. The outcomes of the assessment will establish the upcoming requirements for the effective governance and Board leadership of the organisation.
- b) A suitably qualified independent specialist may be used to assist the Board in this process.

2. All Board Members will be encouraged to undertake relevant professional development including attendance at conferences relevant to their role as Board Members or conferences related to other aspects of their Board Membership of Athletics Otago. All costs associated with governance effectiveness will be designed to ensure the development of the highest standard of governance including: Board Members' fees, meeting costs associated with effective communication with owners and other key stakeholders, surveys and associated analysis, focus groups, the costs associated with external audit, and other independent third party reviews or consulting input.

Chairperson Role

The Chairperson ensures integrity of the Board's processes and actions consistent with its policies and, as appropriate, represents the Board and the organisation to outside parties. It is expected that the Chairperson will promote a culture of stewardship, collaboration and co-operation, modelling and promoting behaviours that enhance the functionality of the Board and define sound membership.

1. The Chairperson will ensure that Board meetings are properly planned, including the development and distribution of Board papers in a timely manner, and that the minutes accurately reflect the deliberations and decisions of the Board.
2. The Chairperson will chair Board meetings ensuring that:
 - a) Productive use is made of the Board's time.
 - b) Meeting discussion content is confined to governance matters as defined in the Board's policies, i.e. the Board does not make decisions that belong with the executive officer or sub-committees.
 - c) All Board Members are encouraged and enabled to make a contribution to the Board's deliberations.
 - d) All Board Members are treated even-handedly and fairly.
 - e) Will hold the casting vote if required.
3. The Chairperson will ensure that all Board decisions are understood by Board Members and accurately recorded.
4. The Chairperson may delegate aspects of the authority accompanying the position but remains accountable for the overall role.
5. The Chairperson has no independent authority over the executive administrator, who is employed by the Board as a whole, and the Chairperson shall not cut across the formal links and flow of information between the Board and its executive officer or committees. However, this does not preclude regular communication between the Chairperson and the Executive Officer to exchange information on a 'no surprises' basis and to ensure that the Board has effective support to perform its functions and fulfil its responsibilities.
6. The Chairperson has no authority to unilaterally change any aspect of Board policy.

Indemnities and Insurance

Athletics Otago will provide Board Members with, and will pay the premiums for, indemnity and insurance cover while acting in their capacities as Board Members, to the fullest extent permitted by relevant legislation and Athletics Otago's constitution.