

Board Charter and Policies



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Board Charter

On behalf of the key stakeholders, the board of Archery New Zealand Incorporated (Archery NZ) is responsible for the stewardship and future well-being of the organisation. Board members should exercise leadership, enterprise, integrity and judgement in directing the organisation so as to provide assurance of its continuing and lasting prosperity.

In discharging their responsibilities Board members have a duty to act in the best interests of Archery NZ, irrespective of personal, professional, commercial or other interests, loyalties or affiliations. Board members' first duty and loyalty must be to the legal entity.

In summary, the board:

1. Provides leadership to Archery NZ ensuring that it achieves continuing prosperity in the best interests of Archery NZ and its stakeholders.
2. Takes active steps to ensure an appropriate mix of Board members whether through interaction with key stakeholders resulting in the election of appropriately skilled personnel or through the appointment of such individuals.
3. Establishes Archery NZ's purpose, values and sets the strategic direction as the basis for further planning, e.g. annual and longer-term planning.
4. Determines the appropriate culture for Archery NZ and models behaviours that both reflect and promulgate the desired culture.
5. Establishes governance policies that provide the framework for the management of Archery NZ e.g. financial, human resource, asset management policies, 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.
6. Employs the General Manager and monitors management and organisation performance against board-established criteria.
7. Identifies and monitors the management of organisational risks.
8. Ensures that the organisation complies with all internal and externally imposed compliance requirements.
9. Establishes and maintains an effective interrelationship with stakeholders.

Responsibilities of the Board

Meeting legal requirements

The board's first duty is to the legal entity. In meeting this duty Board members must ensure that all legal requirements under the relevant Acts are met and that the entity is protected from harmful situations and circumstances in the interests of current and future stakeholders.

The board also has a responsibility to its various stakeholders to ensure that the available resources are used to deliver the 'right outcomes' to the 'right people' in the 'right way'.

In particular Board Members have the following legal obligations:

1. A board member must exercise a power for a proper purpose.
2. A board member must not act, or agree to the organisation acting, in a manner that contravenes relevant Acts or the Constitution of the organisation.
3. 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.
4. 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.
5. 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.
6. 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.
7. A board member must, forthwith after becoming aware of the fact that he or she is interested in a transaction or proposed transaction with the organisation, cause this to be entered in the interests register.
8. A board member who has information in his or her capacity as a board member or employee of the organisation, being information that would not otherwise be available to him or 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 society; or
 - b. as required by law.

Board members, either individually or collectively, are potentially liable if they act illegally or negligently.

Governance philosophy and approach

The board will govern Archery NZ with an emphasis on:

- serving the legitimate collective interests of the present members/shareholders/beneficiaries of Archery NZ and accounting to them for the performance of Archery NZ and for the board's stewardship;
- remaining up to date in terms of key stakeholders' concerns, needs and aspirations;
- developing a future focus rather than being preoccupied with the present or past;
- providing leadership in the exploration of strategic issues rather than becoming distracted by administrative detail;
- behaving proactively rather than reacting to events and others' initiatives;
- bringing a diversity of opinions and views to bear on its decisions;
- the development and expression of a collective responsibility for all aspects of the organisation; and
- ensuring there are positive conditions for the motivation of the General Manager and that there is adequate training to support her/him in their role.

Other

The board will perform such other functions as are prescribed by law or assigned to the board under Archery NZ's governing documents.

Expectations of Board members

To execute these governance responsibilities, Board members must, so far as possible, possess certain characteristics, abilities and understandings:

1. Enacting legal duties

Board members must fulfil their fiduciary duty to act lawfully, and in Archery NZ's best interests at all times, regardless of personal position, circumstances or affiliation. They should be familiar with Archery NZ's constitutional arrangements.

2. Strategic orientation

Board members should be future oriented, demonstrating vision and foresight.

3. Integrity and accountability

Board members must demonstrate high ethical standards and integrity in their personal and professional dealings and be willing to act on - and remain collectively accountable for - all board decisions and speak with one voice on all policy and directional matters.

4. Informed and independent judgement

Each board member must have the ability to provide wise, thoughtful counsel on a broad range of issues.

5. Financial literacy

Board members are jointly accountable for the financial performance of the organisation therefore all Board members must be financially literate.

6. Industry and sector knowledge

Each board member is expected to bring or acquire a level of industry and sector knowledge sufficient to contribute to the board's deliberations and considerations on behalf of the organisation and its owners.

7. Participation

Each board member is expected to enhance the board's deliberations by actively engaging in value adding board dialogue and decision-making.

Governance Process Policies

Code of Ethics

The board is committed to the adoption of ethical conduct in all areas of its responsibilities and authority.

Board Members shall:

1. Act honestly and in good faith and honesty at all times in the best interests of Archery NZ.
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 Archery NZ's operating efficiently, effectively, legally and ethically in the pursuit of its planned outcomes and strategies.
5. Maintain sufficient knowledge of Archery NZ's business and performance to make informed decisions.

6. Not agree to Archery NZ incurring obligations unless he or she believes that such obligations can be met as and when they fall 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. Ensure scrupulous avoidance of deception, unethical practice or any other behaviour that is, or might be construed as, less than honourable in the pursuit of Archery NZ'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 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.
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 to make, comment, issue, authorise, offer or endorse any public criticism or statement having or designed to have an effect prejudicial to the best interests of Archery NZ.
13. Demonstrate respectful behaviour towards both colleagues, management and those they encounter, in the course of enacting board business.

The board shall:

14. Make every reasonable effort to ensure that Archery NZ does not raise community, supplier or stakeholder expectations that cannot be fulfilled.
15. Meet its responsibility to ensure that all staff employed by Archery NZ 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 establish a Statement Strategic Direction for Archery NZ. Accompanying this is an ongoing responsibility to identify organisational priorities, monitor progress towards the achievement of the stated outcomes and approve the annual budget. Accordingly, the board will annually:

1. In partnership with management, establish and review Archery NZ's Purpose, Key Results and governance-level strategies.
2. Review annual business plans to ensure alignment with the Statement of Strategic Direction, priorities and strategies.
3. Schedule a programme of strategic dialogue at board meetings that reflects the priorities as defined by the board and creates opportunities for the board and

management to think strategically about future issues relevant to Archery NZ's wellbeing and success.

Financial Governance

The board has a core duty to ensure the financial integrity and viability of Archery NZ. This entails oversight of all financial processes and systems, regular review of financial results and, approving Archery NZ's financial plan and budget and financial announcements. Accordingly, the board will:

1. Develop, review and monitor the implementation of governance-level financial policies.
2. Provide guidance to the Finance Audit and Risk Committee on budget parameters and priorities and confirm the annual budget and financial plan including capital expenditure is consistent with those parameters and priorities.
3. Approve expenditure outside budget parameters that the board determines to be material.
4. Review and approve the full-year financial statements, reports and outcomes.
5. Receive and approve the Finance, Audit and Risk Committee's annual plan and scheduled reports.
6. Receive and review regularly scheduled financial statements, reports and projections to ensure consistency with board-set parameters.

Conflict of Interests

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

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 Archery NZ, 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 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. Individual Board members, aware of a real or potential conflict of interest of another board member, have a responsibility to bring this to the notice of the board.

Health and Safety at Work

The board has a core duty to ensure that all relevant elements in the Health and Safety at Work 2015 Act are met. Accordingly, the board will:

1. Ensure that all Board members understand and discharge their duties and responsibilities under the Act.
2. Ensure that 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 the Act.
3. Verify that records are maintained in a timely and accurate fashion enabling tracking of events, trends and responses/actions.
4. Understand the hazards and risks that employees and volunteers are, or might be, exposed to in carrying out their duties.
5. Design a system that ensures that all Board members have the opportunity of personal exposure to workplace processes where there is exposure to risk.
6. Annually undertake a formal assessment of compliance with Board members' duties and responsibilities under the Act.
7. Ensure that budget planning takes account of all requirements under the Act.

Welfare of Sport and Recreation Participants

There is an imperative that all Board members understand the obligations of the organisation under legislation specific to sport and recreation and the welfare of participants within it. This includes, but is not limited to, the Sports Anti-Doping Act 2006, and match fixing as addressed in Section 240A of the Crimes Act 1961 together with legislation that ensures the safe participation of players and volunteers.

Accordingly, the board will:

1. Ensure that related operational policies are in place, understood and adhered to.
2. Receive reports relating to participant welfare and related matters as part of its planned cycle of legislative and policy compliance.

Risk Management

The board will identify and evaluate the principal risks faced by Archery NZ and ensure that appropriate systems are in place to avoid or mitigate these risks including the protection of intellectual capital. Accordingly, the board will:

1. Engage actively in characterising and monitoring risks associated with the achievement of its overall objectives.
2. Ensure that robust risk management policies and processes are developed and monitored addressing all areas of organisational risk and that the board is kept abreast of all key corporate risks areas and strategies in a timely manner.
3. Develop a 'risk aware' culture in which both Board members and staff are encouraged to identify risks and respond to them quickly and effectively.
4. Make clear the processes required to enable it to keep abreast of all organisation risk areas.
5. Ensure that suitable internal controls are in place and are enacted and monitored to ensure effective and efficient operation and management of the organisation's resources.
6. Ensure that the organisation is governed and managed in accordance with its constitution and policies.
7. Ensure that proper accounting records are kept.
8. Ensure prompt investigation of any material shortfalls or breaches in compliance or risk management standards.

Board Committees and Working Parties

The board will establish committees and working parties to support it in its governance work. The work of committees and working parties should not conflict with the General Manager'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 outside members from time-to time in order to bring additional skills, experience or networks.
3. Committees and working parties shall not exercise authority over staff nor shall they delegate tasks to any staff unless the General Manager has specifically agreed to such delegations.
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, in fulfilling their role, is to make recommendations to the board.
5. Committees and working parties will not mirror operational divisions, departments or staff functions.

Board Meetings

The majority of board business will be conducted in board meetings. In order to ensure effective meetings, the following principles apply:

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 General Manager.
2. The board will develop a work plan covering the next 12 months that:
 - a. ensures the board regularly reviews progress towards the achievement of the strategic direction/strategic plan and relevant strategic issues;
 - b. provides assurance that all relevant compliance requirements are addressed; and
 - c. improves board performance through education and continuous focus on its governance effectiveness.
 3. The Chairperson will, in consultation with the General Manager, establish the agenda for each board meeting although each board member is free to suggest the inclusion of item(s) on the agenda. The focus of the meeting will be a topic(s) drawn from the work plan. All Board members have the opportunity to contribute to the agenda.
 4. The board will normally meet 6 times per calendar year; 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 and constructive 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 4 working days prior to the meeting.
 7. Others (e.g., staff/contractors) may participate in board meetings at the board's discretion. Such attendees will respect the boards' 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 which will usually be scheduled prior to or at the commencement of the meeting, should not exclude the General Manager from deliberations on matters to which his/her role as the board's chief adviser would be compromised.

Monitoring Operational Performance

The board has a duty to oversee and monitor the performance of the operational organisation.

1. The General Manager will report to the board on the performance of Archery NZ at a frequency and to a standard specified by the board.
2. All such reporting should be targeted at the board's interests and duties rather than a description of management actions.

Media statements

Interaction with the media, radio, press, TV and other media outlets, shall at all times be designed to present an accurate and positive expression of Archery NZ related

matters. It shall be consistent with Archery NZ policy and board decisions and free from personal opinions and interpretations.

1. The Chairperson shall be the spokesperson for governance-related matters and all other matters that the board determines are best presented by the Chairperson.
2. The General Manager shall be the spokesperson for all operational matters and all other matters that the board deems are best presented by the General Manager.
3. The General Manager may permit specified staff to act on his/her behalf but remains accountable for such delegation.

Board member Induction

The board will provide all newly appointed Board members with a thorough induction into the affairs of both the board and Archery NZ at large.

1. All prospective Board members will be provided with all relevant information.
2. Upon appointment/election and prior to attendance at their first board meeting, new Board members will:
 - a. Receive a copy of the Board Manual including Governance policies, Articles/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 annual agenda.
 - b. Meet with the Chairperson for a governance familiarisation. This meeting may be held as a group session or with individuals.
 - c. Meet with the General Manager for an operational familiarisation.

Board and Board Member Performance Assessment and Professional Development

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

1. The board will undertake a bi-annual structured assessment of its performance and an annual assessment of the performance of individual Board members.
 - 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.

- c. The assessment process shall culminate in a report presented to the board analysing the data and providing recommendations for improvements as required.
 - d. A Peer and Self-assessment process may be included in the process, the criteria based on a set of competencies agreed by the board.
2. An annual board Cost of Governance budget will be established that provides for both board and individual board member performance assessment and professional development together with other governance associated costs. The quantum of this budget item will be determined on a year by year basis.
3. All Board members will be encouraged to undertake relevant professional development. The board will pay all costs associated with this training, including travel.
4. Board members will be encouraged to attend conferences relevant to their role as Board members or conferences related to other aspects of their Board membership of Archery NZ. The board will consider covering all or some of the costs associated with such attendance on a case by case basis.
5. All costs associated with governance effectiveness will be designed to ensure the development of the highest standard of governance including; meeting costs associated with effective communication with 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 provides leadership to the board, ensuring that the board's processes and actions are consistent with its policies. As appropriate, the Chairperson 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 promulgating behaviours that define sound Board membership.

1. The Chairperson will chair board meetings ensuring that:
 - a. Meeting discussion content is confined to governance matters as defined in the board's policies.
 - b. All Board members are treated even-handedly and fairly.
 - c. All Board members are encouraged and enabled to make a contribution to the board's deliberations.
2. The Chairperson has no authority to unilaterally change any aspect of board policy.
3. 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.
4. The Chairperson is responsible for ensuring that board meetings are focused on the right matters and that time is allocated to apply sufficient attention to those.

5. The Chairperson will ensure that all board decisions are understood by Board members and accurately recorded.
6. With the approval of the board, the Chairperson may establish a regular communication arrangement with the General Manager in which there is an exchange of information. This might also provide an opportunity for the General Manager to use such sessions as a sounding board for proposed actions or to check interpretations of board policy. However:
 - a. The Chairperson will recognise that such sessions are not used to 'personally' supervise or direct the General Manager.
 - b. The Chairperson will maintain an appropriate professional distance from the General Manager to ensure objectivity and attention to governance matters and concerns.
 - c. The Chairperson will not inhibit the free flow of information to the board necessary for sound governance. Therefore, the Chairperson will never come between the board and its formal links with the General Manager.
7. The Chairperson may delegate aspects of the authority accompanying the position but remains accountable for the overall role.

Indemnities and Insurance

Archery NZ 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 the relevant legislation.

Reimbursement of Board members' expenses

Archery NZ will reimburse all reasonable expenses incurred by Board members in the carrying out of their role.

Board – General Manager Interrelationship Policies

Delegation to the General Manager

The board delegates to the General Manager responsibility for delivering the outcomes stated in its Statement of Strategic Direction / Strategic Plan while complying with the General Manager Delegation policies.

1. The General Manager is the sole linkage and point of accountability between the board and the operational organisation.
2. The board will view General Manager performance as identical to total management performance so that the achievement of successful organisation outcomes will be regarded as successful General Manager performance.

3. Only the board acting as a body can instruct the General Manager. Typically, all instructions to the General Manager will be codified as policy.
4. The board will make clear Archery NZ's strategic direction including performance indicators to be applied by the board when reviewing the organisation's and the General Manager's performance.
5. The board will make clear to the General Manager in writing the conditions and circumstances that the board deems to be unacceptable, allowing the General Manager any reasonable interpretation of these (further defined in the General Manager Authority policy).
 - a. As the board's principal officer, the board holds the General Manager accountable for ensuring that all such conditions and circumstances are avoided.
6. The General Manager is responsible for the employment, management and performance management of all staff employed/contracted to the organisation.
 - a. Neither the board nor individual board members will 'instruct' staff in any matters relating to their work.
7. Provided that the General Manager achieves the outcomes sought by the board and does so in a manner consistent with the board's policies and Archery NZ's values, the board will respect and support the General Manager's choice of actions.
8. The expert knowledge and experience of individual Board members is available to the General Manager at his/her initiative.

General Manager Authority

1. As long as the General Manager applies 'any reasonable interpretation' of the board's policies, i.e. does not set out to defeat their stated intent or spirit, he/she is authorised to establish all operational policies, make all operational decisions and design and implement and manage all operational practices and activities.
2. Acknowledging a board member's right to have access to information necessary to meet his/her duty of care to the organisation, the General Manager may refuse instructions or requests from individual Board members or from unofficial groups of Board members if, in his/her opinion, such requests or instructions are:
 - a. inconsistent with the board's policies;
 - b. deemed to make unjustifiable intrusions into the General Manager's or other staff members' time; or
 - c. an unjustifiable cost to the organisation.
3. The General Manager must notify the Chairperson of the use of point 2.

General Manager Remuneration

General Manager remuneration will be decided by the board based on terms and conditions that reflect the organisation's performance and executive market conditions.

1. Remuneration will be competitive with similar performance within the marketplace based on achievement of the board's strategic direction and strategic goals while complying with the General Manager Delegation Policies.
2. A committee process may be used to gather information and to provide options and recommendations for the board for its consideration and decision.

General Manager Performance Assessment

The General Manager's performance will be continuously, systematically and rigorously assessed by the board against achievement of the board determined strategic outcomes and compliance with General Manager Delegation policies. The board will provide regular performance feedback to the General Manager.

1. Organisation performance will be defined in terms of the board's policy criteria and as identified through monitoring those criteria.
2. The standard applied to all facets of the performance assessment shall be that the General Manager has met or can demonstrate compliance with the intent or spirit of the board's policies.
3. The board shall monitor any policy at any time using any method but will normally base its monitoring on a predetermined schedule outlining the regularity and method of monitoring for each policy.
4. The board shall use any one or more of the following three methods to gather information necessary to ensure General Manager compliance with board policies and thus to determine its satisfaction with that person's performance:
 - a. General Manager reporting,
 - b. Advice from an independent, disinterested third party, or
 - c. Obtained by a board-appointed board member, board committee or working party.

General Manager Delegation Policies

Overarching General Manager Limitation

As the board's principal officer, the board holds the General Manager accountable for ensuring that neither he/she or any employee take, allow or approve any action or circumstance in the name of Archery NZ that is in breach of the law, is imprudent, which contravenes any organisation specific or commonly held business or professional ethic or is in breach of generally accepted accounting principles.

Financial Management

The General Manager is responsible for the day-to-day financial management of the organisation. In carrying out this duty he/she must take all reasonable steps to ensure that nothing is done, or authorised to be done, that could cause financial harm or

threaten the organisation's financial integrity. Without limiting this scope of requirement, the General Manager must not allow situations and circumstances in which:

1. Organisational funds are committed, contracts entered into or liabilities incurred other than for the implementation of board-approved purposes and priorities.
2. Expenditure exceeds the revenue received in the financial year or annual budget or policy parameters unless offset by approved borrowings or board approved withdrawals from reserves.
3. Undisputed invoices from suppliers of goods and services remain unpaid beyond trade credit terms agreed with those suppliers.
4. Land and buildings are acquired, encumbered or disposed of.
5. Staff have access to credit or other purchasing cards without limitations on expenditure or adequate controls on their use.

Budgeting and Financial Planning

Budgeting and financial planning for any financial year or the remaining part of any financial year shall be designed to ensure the achievement of the board-determined outcomes with no risk of harm to the organisation. Without limiting this scope of requirement, the General Manager must not allow situations and circumstances in which:

1. There is too little available information to enable:
 - a. a credible projection of revenues and expenses;
 - b. separation of capital and operational items;
 - c. projection of cash flows; and
 - d. disclosure of planning assumptions.
2. Financial risks are created that exceed board-determined parameters.
3. Expenditure is incurred within any financial year that could result in default under any of Archery NZ's financing agreements, or risk insolvency.
4. Could result in the achievement of a 'bottom line', materially different from that determined by the board, e.g. a predetermined surplus, acceptable deficit or balanced budget.
5. Omits board developmental and other governance related expenditure.

Remuneration and Benefits

In managing the setting and review of salaries and benefits, the General Manager must not make or allow decisions or promises that would in any way cause or threaten financial harm to the organisation. Without limiting this scope of requirement, the General Manager must not allow situations and circumstances in which:

1. There is any change to his/her remuneration or benefits.

2. Obligations are created that cannot be met over the projected period of an employee's or contractor's term of employment or over a period for which revenues can realistically be projected.
3. Unfunded employee/contractor related liabilities occur that in any way commit Archery NZ to unpredictable future costs that could harm the organisation.
4. Promises or offers of guaranteed long-term employment are made under circumstances when such guarantees or promises cannot realistically be honoured.

Protection of Assets

In managing the protection of Archery NZ's physical and intellectual assets, the General Manager shall take all prudent and reasonable actions necessary to ensure that these are protected against all foreseeable damaging circumstances. Without limiting this scope of requirement, the General Manager must not allow situations and circumstances in which:

1. Unauthorised persons are permitted to handle cash.
2. Organisation funds are processed or dispersed outside of controls acceptable to the organisation's official auditor.
3. Assets are insured for less than is necessary for prudent risk-management.
4. Board members and/or staff are unprotected against claims of liability.
5. Goods or services are purchased without protection against conflicts of interest.
6. There is inadequate protection against theft, improper use or significant damage to intellectual property and organisation information or information systems.
7. The organisation's good name and reputation is harmed to the extent that the achievement of its Purpose and Strategic Intent are impeded.
8. The organisation lacks a 'best-state-of-preparedness' necessary for the maintenance of effective and efficient operation in the event of conceivable or unanticipated risk.

Communication and Support to the Board

The board must not be allowed to be uninformed about issues and concerns, an awareness of which is essential to meeting its legal duties, discharging its moral responsibilities and meeting its accountabilities to stakeholders. Without limiting this scope of requirement, the General Manager must not allow situations and circumstances in which:

1. The board is uninformed about matters critical to its timely and effective governance of the organisation.
2. Financial reports lack adequate detail to enable the board to interpret and assess the significance of:
 - a. significant trends;
 - b. data relevant to agreed benchmarks and board-agreed measures; and

- c. data and information relating to all further financial matters as determined by the board from time-to-time.
- 3. The board is placed in the position of being uninformed about significant external environmental trends, breaches of Acts relating to the organisation's performance and the board's duties and responsibilities, significant internal issues, adverse media publicity, achievement of, or progress towards the achievement of, the Organisational Outcomes as stated in the Statement of Strategic Direction or changes in the basic assumptions upon which the board's policies are based.
- 4. Board members are uninformed when, for any reason, there is actual or anticipated non-compliance with a board policy.
- 5. The board is uninformed about health and safety in the workplace matters that fall within the Board members' duties and responsibilities, or about any related matter the board has made clear it wishes to be informed of, including the results of all internal and external health and safety audits.
- 6. The board is uninformed of any serious legal conflict or dispute or potential serious legal conflict or dispute that has arisen or might arise in relation to matters affecting Archery NZ.
- 7. The board is unaware of any occasion, action or decision that results in it being in breach of its Governance Process policies particularly when this relates to the General Manager's ability to carry out his/her responsibilities.
- 8. Board members are treated as individuals rather than as part of the board-as a single-entity, except when responding to individual requests for information or requests from board committees or working parties. (See also General Manager Authority policy point 2.)

Emergency General Manager Succession

The board recognises that one of its major risks is the loss of key personnel, particularly its General Manager. To this end the General Manager must not neglect to ensure that there is an emergency management regime that can operate in the event of unexpected loss of his or her services. There must also be at least one person capable of responding to board concerns and requirements at a level necessary to support effective governance.

Employment Conditions

In the management of the organisation's staff and volunteers, the General Manager must ensure that the workplace environment is conducive to ethical behaviour consistent with Archery NZ's core values, and sound workplace practices consistent with workplace legislation or its common understanding. Without limiting this scope of requirement, the General Manager must not allow situations and circumstances in which:

1. Employees/Contractors work under adverse conditions or are managed in a manner that may invite behaviour contrary to Archery NZ's values or that might undermine Archery NZ's trust and reputation with its stakeholders.
2. There are no clear guidelines as to employee rights, entitlements and workplace obligations.
3. Employees/Contractors are placed in 'inequitable', 'unsafe', 'undignified' or 'unfair' working conditions or circumstances as defined in relevant workplace legislation.
4. Employees/Contractors and volunteers and others to whom Archery NZ owes a duty of care, are exposed to, unprotected from, or unprepared-for hazardous and risky situations or circumstances that could result in harm as specified in the Health and Safety at Work Act.
5. Employees/Contractors are denied engagement in planning and review of health and safety policies and procedures.
6. Continuous improvement protocols are omitted in the design and execution of health and safety systems and processes.
7. Employees/Contractors are denied the right to an approved and fair internal grievance process.
8. Employees are uninformed of their rights under this policy.

Stakeholder Engagement

In engaging with Archery NZ's key stakeholders, the General Manager must take all reasonable steps to ensure that the relationships created and maintained are in the best interest of both the organisation and the stakeholder. Without limiting this scope of requirement, the General Manager must not allow situations and circumstances in which:

1. The good name of the organisation is placed at risk as the result of poor quality interpersonal or inter-organisational communication.
2. Unrealistic expectations are created or implied that could cause hardship to either party, i.e. deviation from organisation policy.
3. Archery NZ is unaware of the expectations, needs and aspirations of key stakeholders as these relate to the organisations' planning and programme delivery systems.
4. The board is uninformed of any significant change in relationship status with a key stakeholder, notably regarding funding.

Public Affairs

As the board's principal officer, the board holds the General Manager accountable for ensuring that neither he/she or other organisation personnel undertake, approve or in any way support any action or circumstances that are directly or indirectly demeaning or derogatory or in any way damaging to Archery NZ.

Committee Terms of Reference

Governance Committee Terms of Reference

1. Purpose

The purpose of the Governance Committee is to develop and recommend to the Board a set of governance principles, policies, standards, and practices that optimally support the strategic priorities.

2. Membership

- a. The Committee shall be comprised of three or more Board Members, including the Chair, as determined by the Board.
- b. The members of the Committee shall be appointed by the Board annually.
- c. Unless a Chairperson is elected by the full Board, the members of the Committee may designate a Chairperson by majority vote of its membership. The Chairperson will chair all regular sessions of the Committee and will set the agenda for the Committee meetings in conjunction with the General Manager.
- d. If the Governance Committee chair is unable to serve as chair for a specific meeting, he or she shall designate one of the Governance Committee members to preside.

3. Meetings

The Committee shall meet as frequently as circumstances dictate. Meetings of the Committee may be held in person or via remote communication at any time. The Committee shall meet as needed with the General Manager and such other executive officers as it determines appropriate to fulfilling its responsibilities hereunder.

4. Responsibilities and Duties

The following functions shall be the common recurring activities of the Committee in carrying out its responsibilities.

1. The Committee's responsibilities should remain flexible, to best react to changing conditions and to be in the best position to ensure to the Board and stakeholders that the governance principles, policies, standards and practices optimally assist the Board and management to effectively and efficiently promote the best interests of Archery NZ by appropriately balancing the interests of its stakeholders.
2. To fulfil its responsibilities and duties, the Committee shall:
 - a. Develop and recommend policies and procedures to ensure sound governance policies and practices are in place and recommend revisions as required, to assist the Board in fulfilling its oversight responsibilities. These practices should address transparency, accountability, fiduciary duties and management oversight.

- b. Review periodically the adequacy and effectiveness of governance documents including the Bylaws, policies, procedures, and committee terms of reference, making recommendations for change, as appropriate to the Board.
3. Annual review of the size, composition, diversity, and structure of the Board of Directors and its committees regarding competencies and skills of its members as related to the current needs of the Board, making recommendations to the full Board for appropriate adjustment.
4. Develop and provide recommendations to the Board of the number and structure of committees to be created by the Board.
5. Ensure proper orientation, support and continuing education of current, new, and potential Board members.
6. Develop and provide recommendations to the Board on performance evaluations, including coordination and oversight of such evaluations of the board, and its committees, including:
 - a. Board Member Self-Evaluation
 - b. Board Self-Evaluation
7. Maintain a watch for governance development, best practices and opportunities relating to non-profit Boards that could lead to growth and improvement of the activities of the Board.
8. Support the Chairperson in their functions related to governance issues; and any additional duties as may be delegated to the Committee by the Board from time to time.

General Manager Employment Committee Terms of Reference

1. Purpose

The purpose of the Committee is to assist the board to ensure that there is an effective and positive partnership between the board and its General Manager.

2. Membership and professional assistance

1. The Committee shall consist of up to four Board members one of whom shall be the Chair of the board.
2. The board will appoint the chair of the Committee who shall not be the Chair of the board.
3. The Committee may engage professional advice and assistance as required, in accordance with a budget approved by the board.
4. The Committee's terms of reference and membership shall be reviewed and confirmed annually at the first meeting of the board following the Annual Meeting.

3. Functions

The function of the Committee is to assist the board to ensure that the General Manager has positive working conditions and receives regular performance feedback. In particular, the Committee shall:

1. Maintain oversight of the General Manager performance management philosophy and process and recommend changes to the board as necessary.
2. Establish and review the General Manager's Position Description and Employment Contract as required to ensure that these reflect the changing nature of the position and its requirements.
3. Work with the General Manager to prepare an annual General Manager KPIs agreeable to the board and the General Manager that:
 - a. sets out the key results that must be achieved by the General Manager that reflect the board's priorities;
 - b. sets out any other matters requiring attention that the board expects the General Manager to take direct personal responsibility for;
 - c. identifies any expectations about how the results should be achieved (including relevant behavioural considerations) that would be material to an assessment of the General Manager's performance;
 - d. specifies how the achievement of key results will be measured.
4. Assist the board to agree its satisfaction with the General Manager's performance by:
 - a. summarising the board feedback to the General Manager provided throughout the year;
 - b. gathering feedback from Board members in response to specific performance criteria, e.g. the matters addressed in the Communication and Support to the board policy.
 - c. gathering feedback from other stakeholders as appropriate, consistent with board policies or plans;
 - d. facilitating the General Manager's self-assessment against the same criteria as applied by the board;
 - e. presenting a report to the board including relevant recommendations.
 - f. In addition to an annual formal assessment process, the Committee might meet with the General Manager half yearly for an informal discussion about working conditions and performance issues relevant to the documented KPIs or other criteria. Normally, however, such matters would be brought to the board as and when they arise.
5. Review the General Manager's remuneration as required by their employment agreement and recommend adjustments to the board.
 - a. External advice might be sought to assist with this process.
6. In undertaking these functions, the Committee will be responsible for ensuring that the board is engaged in appropriate steps in the process:
 - a. to ensure that these reflect the view of the board as a whole; and
 - b. that the Committee's work does not compromise the accountability of the board, for the performance and successful discharge of the role of General Manager.

Document Control

Version	Purpose/Change	Author	Date
1	Initial	Archery NZ Board	8 April 2025