

Board Charter

A Board Charter outlines the roles, responsibilities, and conduct expected of your board members, providing a clear framework for governance and decision-making.

It includes obligations and guidelines to ensure effective board operations, keeping your not-for-profit aligned with its goals, your stakeholders' interests, and legal requirements.

What your Board Charter should achieve:

- 1 Defines the roles and responsibilities of your board members
- 2 Clarifies your decision-making processes and conduct expectations
- 3 Ensures transparency, accountability, and alignment with your legal obligations
- 4 Guides your strategic planning and operational oversight

Key elements to consider:

- Defining your board and members' roles and duties
- Establishing meeting procedures and quorum numbers
- Managing conflicts of interest
- Conducting annual reviews (strategy, financials, CEO performance)
- Engaging with your stakeholders
- Overseeing trustee conduct and appointment process
- Ensuring appropriate indemnity and insurance policies

GOOD PRACTICE TIP

Invest in your board members by offering training on good governance practice.



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[Not-for-Profit Name] Board Charter

Purpose of this Charter

The purpose of this Charter is to set out the role of the Board and its Trustees and the conduct expected of them, this supplements the binding legal obligations set out in the Trust Deed. To the extent that any Trustee holds a role in any future subsidiary or related entity, this Charter also applies to the Trustee's conduct in that role.

Definitions

Board means the Trustees who number the required quorum

Trustee means an individual appointed or elected to the Board

Role and Operation of the Board

1. The role of the Board is to represent the interests of all stakeholders to achieve the purpose set out in the Trust Deed
2. The powers of the Board are as set out in the Trust Deed
3. The Board may constitute Committees and direct them to perform certain tasks on behalf of the Board but they have no decision-making power, referring final decisions to the Board.
4. Trustees must declare any actual or potential conflict of interest which will be managed by the Board and recorded in the Interests Register
5. The Board will normally hold meetings every second month and additional meetings as needed. Meetings will be held by electronically or occasionally in person.
6. The Board must ensure that detailed and accurate minutes of all its meetings are kept, consensus decision-making is the usual practice at **[Not-for-Profit Name]**.
7. Trustees will use their best endeavours to attend Board meetings and if unable to attend, shall advise the Chair or CEO as soon as possible.

8. The quorum for any Board meeting is the majority of Trustees, or as set out in the Trust Deed
9. At least once every year at a meeting the Board shall review and agree:
 - a. Vision, mission, and purpose and the strategy for achieving these
 - b. The annual budget
 - c. The annual financial statement and report to members
 - d. The annual workplan
 - e. The terms of reference for Board committees including designation of the chair and membership of each committee
 - f. CEO performance and remuneration
 - g. Risk assessment policies and controls including insurance covers and compliance with legal and regulatory requirements
 - h. Levels of honorarium for trustees
 - i. The Board charter
10. At each meeting the Board should normally receive, consider and/or decide on:
 - a. The minutes of the previous meeting
 - b. Minutes of Board committee meetings and any relevant reports
 - c. An operational report including a financial report from the CEO.
 - d. Major issues and opportunities for **[Not-for-Profit Name]**
 - e. Any items involving significant expenditure over the approved annual budget
11. The Board has sole authority over the Board agenda and delegates responsibility for preparing the agenda to the chair in consultation with the CEO. Any Trustee may request the addition of an item to the agenda.

The Board's Relationship with Stakeholders

1. Trustees will use their best endeavours to familiarise themselves with views and opinions of the **[Not-for-Profit Name]** stakeholders.
2. The Board will regularly evaluate economic, technological, political, social, and legal issues and any other relevant external matters that may impact the interests of the **[Not-for-Profit Name]** community.

The Conduct of Board Trustees

1. Trustee must act in good faith in what they believe to be the best interests of **[Not-for-Profit Name]** and of **[Not-for-Profit Name]** as a whole, and in the manner which will best attain the purpose of **[Not-for-**

Profit Name].

2. Trustees will use their best endeavours to attend Board meetings and to prepare thoroughly. Trustees are expected to participate fully, frankly, and constructively in Board discussions and other activities and to bring the benefit of their particular knowledge, skills and abilities to the Board environment.
3. Board discussions will be open and constructive, recognising that genuinely held differences of opinion can bring greater clarity and lead to better decisions.
4. Trustees are entitled to have access, at reasonable times, to management and to all relevant information subject to the provision that confidential and private information will not be disclosed. Board papers are intended for Board Trustees only.
5. Unless specifically authorised, a Trustee other than the Chair will not make any statement on behalf of **[Not-for-Profit Name]**.

Board Appointed Trustees

1. Trustees are appointed to the Board, and hold office, in the manner set down in the Trust Deed.
2. The Board shall appoint a Chair at its first meeting after the AGM or any time should a vacancy occur.
3. The Chair is responsible for:
 - a. representing the Board
 - b. ensuring the integrity of the Board's decision-making process
 - c. maintaining regular dialogue with the CEO over all operational matters
 - d. consulting with the Board promptly over any matter of major concern
 - e. completing the annual performance review of the CEO in conjunction with one other Trustee appointed by the Board
 - f. facilitating discussion at Board meetings to ensure that all Trustees have equal opportunity to participate, that differing points-of-view are expressed, that thorough discussion takes place and that outcomes are logical, understandable and collaborative
4. The Trustees shall support the Chair in all the responsibilities of the Chair, and in absence of the Chair shall appoint a Trustee to act in that capacity.

Indemnity and Insurance

1. **[Not-for-Profit Name]** will indemnify, and provide and pay the premiums for insurance cover, in respect of their acts and omissions in their capacities as Trustees at the time it is financially tenable

Breach of this Charter

1. This Charter aims to guide the conduct of the Board of **[Not-for-Profit Name]** and its Trustees in serving the interests the **[Not-for-Profit Name]** community.
2. Where there is an allegation of a breach of the Charter, the concerned Trustee making the allegation, or any other person, should raise the matter with the Chair. The Chair shall decide whether or not to act on the concern raised. If the allegation is about the Chair then another Trustee will investigate.
3. If the Chair considers the matter worthy of investigation, the Chair shall in the first instance raise the matter with the Trustee about whom the issue has been raised. If after consideration the Chair is still sufficiently concerned about the matter, the Chair shall raise the matter with the Board with a recommendation as to the manner with which it is to be determined. The Board may then decide on the matter and any response to it and/or conduct any further investigation it believes is required, including engaging any independent person for this purpose.
4. In following the above procedure the Board must have due regard to the principles of procedural fairness and the rules of natural justice. In particular if a matter is to be considered by the Board the Trustee concerned shall be advised in advance (if this is possible) in writing and shall be given the opportunity to be present during the Board consideration of the matter.
5. Within 10 working days of a decision being made by the Board that the conduct of a Trustee or the Chair is in breach of the Charter, the affected member may request in writing an independent review of the Board's decision.

Consequences for Breach of Charter

- The Board may take any one or more of the following actions with regard to a Trustee/Chair whose conduct has been upheld as breaching this

Charter; subsequent to the completion of any review the individual may have their appointment cancelled.

Important: This policy has been designed by governance experts, however you will need to tailor it to your board's specific needs and context, please reference your Trust Deed or Constitution.

Code of Conduct

A Code of Conduct sets clear standards for behaviour, professionalism, and ethical conduct, ensuring all parties act in alignment with your values and legal requirements.

A Code guides your employees, contractors, and volunteers in maintaining integrity, fostering a positive work environment, and respecting both your internal policies and legal frameworks.

What your Code of Conduct should achieve:

- 1 Defines expectations for professional and ethical behavior within your not-for-profit
- 2 Protects your not-for-profit by ensuring compliance with legal obligations
- 3 Encourages a positive, respectful, and inclusive work culture within your team
- 4 Sets clear procedures for handling misconduct or underperformance

Key elements to consider:

- **Aligning with your vision and values:** your code should reflect your not-for-profit's "why"
- **Ensuring coverage and applicability:** your code may apply to all employees, board, and volunteers, and should form part of the employment contract or appointment letter
- **Setting responsibilities and expectations:** consider leadership, communication, legal compliance, health and safety, and cultural competence within your not-for-profit
- **Managing performance** and disciplinary processes

GOOD PRACTICE TIP

Promote effective communication with your staff and board. Take time to celebrate your achievements.



[Click here](#) to download your editable Code of Conduct template

[Not-for-Profit Name] Code of Conduct

Our why

Insert your not-for-profit's vision here.

Our values

Insert your not-for-profit's values here.

Coverage

This Code of Conduct applies to the employees of **[Not-for-Profit Name]** who are working on a full time, part time, temporary, casual, or contract basis. The Code forms part of the terms and conditions and should be read in conjunction with the Individual Employment Agreement, contract agreement or appointment letter, and policies and procedures.

The intent of this policy applies to the Board and volunteers, where applicable.

Purpose

The purpose of this Code of Conduct is to assist you in knowing and understanding the standards of conduct and behaviour expected of you. These standards reflect the basic requirements of courtesy, professionalism, and integrity needed to ensure that we are all working together productively.

This Code is not intended to be a definitive document that sets out every possible requirement or situation that can arise during your time with **[Not-for-Profit Name]**. Instead, it provides:

- A guide to minimum standards of behaviour and practice
- A sound basis for you to judge your behaviour and the conduct of colleagues
- A basis for others (volunteers, members of the public, funders, etc.) to judge the conduct of **[Not-for-Profit Name]** and its employees

Our Responsibilities and Expectations

Together we must maintain the highest level of professionalism and ethical behaviour. This means that each of us must use good judgement and think about whether our conduct or actions are appropriate to the situation, and reflect well on the organisation.

The following sections set out our collective responsibilities, what you can expect from **[Not-for-Profit Name]**, and our expectations of you.

[Not-for-Profit Name] will work to:

- Demonstrate a commitment to the spirit and principles of Te Tiriti o Waitangi
- Provide clear leadership and direction
- Maintain open communication and the sharing of information
- Invite your input into decision-making wherever appropriate
- Respect your right to privacy and to be treated with dignity
- Value diversity and equity
- Provide a working environment free from any harassment and/or discrimination
- Implement fair and transparent selection and appointment processes
- Provide a written individual employment agreement setting out the terms and conditions of employment.
- Provide clear role descriptions and performance reviews regularly
- Provide appropriate disciplinary and dispute procedures with opportunity for redress against unfair or unreasonable treatment
- Provide a healthy and safe working environment including in consideration of remote work
- Meet all its legal obligations including those in the Employment Relations Act 2000, Health and Safety in Employment Act 1992, Privacy Act 1993, and the Human Rights Act 1993.

[Not-for-Profit Name] and You will work to:

- Promote the spirit and principles of Te Tiriti o Waitangi
- Develop and maintain a relationship that is based on mutual respect, trust, and loyalty
- Model expected behaviours, and behave in a manner that enables our work to be performed effectively

- Maintain open and effective communication and harmonious working relationships that encourage partnership, openness, involvement, and accountability

What Isn't Acceptable Performance

In the event of an employee not performing to the required standard or meeting the expectations of their position, the Chief Executive will meet with the employee to bring to attention the standards and responsibilities required of the position.

At this meeting an attempt will be made to establish the reason behind the unacceptable level of performance or behaviour, which may include factors such as the job itself, personal problems or relationships with co-workers. The Chief Executive will emphasise the expected performance standards and identify steps that are necessary to remedy the problem.

The employee may then be advised that they will be monitored for a period of time and what further action will be taken if performance does not improve. Thereafter, if the employee fails to show an improvement the disciplinary process will be invoked.

The disciplinary process involves (or as set out in your individual employment agreement):

1. A first offence will result in a written warning
2. A second offence will result in a final written warning
3. A third offence will result in termination of employment on notice.

Note: Where misconduct is considered sufficiently serious, a final warning may be issued without a prior warning being issued.

Prior to each disciplinary meeting with the employee, the employee will be advised of the allegation in question, the right to have a representative or support person present at the meeting, and the potential serious misconduct allegation. During the meeting, the employee will be allowed to explain or refute the allegation(s). [Not-for-Profit Name] will give any such explanation and any mitigating circumstances due consideration before deciding the outcome.

If the decision is made to issue a warning, this intention will be communicated to the employee concerned. A further opportunity to comment on the proposed sanction will be given before the final decision is made.

Any warning(s) subsequently issued will be formally communicated and confirmed in writing.

The employee will be advised of the corrective action required and the consequence of continued or further instances of misconduct or unacceptable performance (i.e. a final warning or dismissal).

I have read and understood the Code of Conduct set out here and understand that, by signing this Code of Conduct, I agree to these terms.

Signature of Employee:

Employee Name:

Date:

Important: This policy has been designed by governance experts, however you will need to tailor it to your board's specific needs and context. Please refer to your individual employment agreement.

Appointing a Senior Leader

Appointing your Chief Executive or General Manager to run the operational business of your not-for-profit is one of the most important tasks your board undertakes.

Your recruitment process should be transparent, fair, and thorough, considering each candidate's ability to meet strategic, operational and relationship management expectations.

What your Appointment Process should achieve:

- 1 Ensures alignment between your not-for-profit's strategy and operational leadership
- 2 Helps identify a leader who fits your culture, goals, and stakeholder needs
- 3 Establishes a clear structure for leadership, expectations, and board relationships

Key elements to consider:

- Define the purpose of the role and align it with your strategy
- Ensure the Individual Employment Agreement (IEA) aligns with leadership, strategy, and financial responsibilities
- Consider employment benefits (remuneration, development, perks)
- Manage stakeholder engagement (funders, volunteers)
- Establish reporting lines to your Board through the Chair
- Clarify work hours and time in lieu provisions
- Outline the required qualifications and ideal skills for the role
- Define Key Performance Indicators (KPIs) for performance tracking and regular reviews
- Structure remuneration and incentives
- Clarify delegations, both operational and financial
- Incorporate cultural competency and health & safety responsibilities
- Conduct comprehensive reference checks

GOOD PRACTICE TIP

Get your questions and interview panel ready before going out to hire.



[Click here](#) to download your editable Appointing a Senior Leader template

Appointing your Chief Executive / General Manager

Finding your coach, captain, and leader

Appointing a Chief Executive/General Manager to run the operational business for your community not-for-profit is the most important task a board undertakes, along with strategy. An Appointment Committee of the Board should undertake a fair and transparent process with the final preferred candidate/s spending time with the full board, even attending a board meeting, before appointment. The full Board should have a good idea of what success will look like in 12 months and recruit to that ideal.

Matters to consider as part of the recruitment process in no particular order are:

- the purpose of the position
- the individual employment agreement (IEA) and role description with key responsibilities documented around leadership, strategy, operations, finances, and relationship management
- qualification requirements, ideal skills and experience
- cultural competency
- health and safety responsibilities
- employment benefits e.g. wages/salary, health insurance, professional development, carpark
- you may like to share who your key stakeholders are, including funders and volunteers
- clear reporting line through the Chair
- hours of work and time in lieu provision
- how you'll measure their performance through regular review of key performance indicators (KPIs)
- remuneration review and incentives, if any
- delegations, both financial and operational
- references are an important part of the process and may include several individuals the candidate has both managed and reported to in previous roles

Individual Employment Agreement (IEA)

An IEA would usually include the following:

- Position
- Commencement
- Place of Employment
- Duties and Responsibilities
- Hours of Work
- Remuneration
- Employment Relationship
- KiwiSaver
- Leave entitlements
- Tangihanga / Bereavement Leave
- Parental Leave
- Termination of Agreement*
- Dismissal for Sickness or Injury
- Redundancy
- Confidentiality
- Conflict of Interest
- Policies and Procedures
- Health and Safety
- Property use

Use this handy contract builder tool:

<https://eab.business.govt.nz/employmentagreementbuilder/startscreen>

You may like to include the clause below in your IEA:

Given the seniority of your role and the need for there to be a high level of compatibility and trust between the parties, it is anticipated that there may be circumstances where the Board forms the view that substantial incompatibility and/or irreconcilable differences have developed with you, or where the Board otherwise wishes to terminate your employment for reasons other than as set out. If this occurs, both parties agree in advance that the Trust is entitled to terminate your employment immediately and you will be paid an amount equivalent to **XX months' notice.*

Both parties agree in advance that the above sum represents a fair and reasonable payment to compensate you for loss of employment (including the manner of the termination) and that you will have no further claim relating to or arising from the termination of your employment.

Important: This policy has been designed by governance experts, however you will need to tailor it to your board's specific needs and context. Please refer to your individual employment agreement.

Health, Safety and Wellness

A Health, Safety, and Wellness Policy is vital for safeguarding your employees, volunteers, contractors, and visitors. This also ensures compliance with workplace safety laws, creating a safer, healthier, and more productive environment.

This policy helps you align with best practices and ensures compliance with regulations like the Health and Safety at Work Act 2015.

What your Health, Safety and Wellness Policy should achieve:

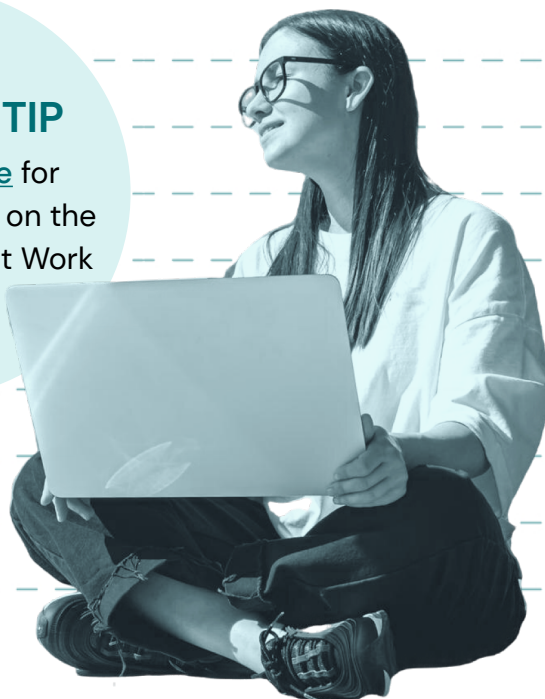
- 1 Protect all stakeholders:** focus on the health, safety, and well-being of everyone involved with your not-for-profit.
- 2 Regulatory compliance:** ensure you meet legal requirements under workplace safety legislation, such as the Health and Safety at Work Act 2015.
- 3 Proactive risk management:** build a culture that prioritises prevention, wellness, and effective risk mitigation in your daily operations.

Key elements to consider:

- Clearly define roles and responsibilities under the policy
- Establish risk identification and management processes
- Ensure comprehensive training and induction programmes for your staff
- Include clear emergency procedures and protocols
- Implement systems for monitoring, reviewing, and consulting with staff
- Consider cultural competency and ensure your policy covers legal obligations
- Emphasise that the policy should be regularly reviewed and updated

GOOD PRACTICE TIP

Go to [Worksafe](#) for more information on the Health & Safety at Work Act 2015.



[Click here](#) to download your editable policy template

[Not-for-Profit Name] Health, Safety and Wellness Policy

Purpose

Our people are the most important part of **[Not-for-Profit Name]** and we are committed to ensuring the health, safety, and wellness of all employees, volunteers, visitors, contractors and stakeholders who interact with the **[Not-for-Profit Name]**. We are committed to creating a positive culture and procedural structures to deliver and support our commitments.

This policy does not replace accountabilities represented in the Health and Safety at Work Act 2015 (the Act), any amendments, regulations and guidelines, instead the aim is to assist the Board in meeting those requirements and support a culture that reflects our commitment to health, safety and wellness.

This policy should be reviewed regularly along with other policies and procedures such as the Trust Deed and the Board Charter.

Responsibilities

The Board has a governance role to ensure the **[Not-for-Profit Name]** shall take all reasonable and practical health, safety and wellness policy and procedural steps to best understand and mitigate health, safety and wellness risk.

What your Health, Safety and Wellness policy should consider:

- How relevant data is to be collected and reviewed to manage risk effectively and ensure a sound understanding of practices in **[Not-for-Profit Name]**, including social media policies that may be applicable
- Consultation with employees on policies and practices and actively encourage participation
- Ensure employees are aware of the **[Not-for-Profit Name]** Health, Safety and Wellness policies
- An appropriate programme is in place for induction in these practices when joining **[Not-for-Profit Name]** as an employee, board member or volunteer
- An adequate programme is in place for training employees, board members and volunteers including risks and hazards, and mitigation procedures for these
- Ensure any Health and Safety incidents are reported to the Board

- Ensure procedures are in place for dealing with emergencies
- A Health, Safety and Wellness plan is approved and monitored by the Board and regularly reviewed
- Include objectives and targets in the Chief Executive's performance monitoring, e.g. include in their role description
- Assign a Board member with the lead role to ensure compliance with this Policy

Date approved

Reviewed on

Important: This policy has been designed by governance experts, however you will need to tailor it to your board's specific needs and context.

IT, AI and Cyber Security

An IT, AI and Cyber Security Policy is essential for protecting data, systems, intellectual property, and personal information from potential threats.

This guide outlines the key components and principles required to draft a comprehensive IT, AI, and Cyber Security Policy, aligning with best practices and regulatory standards.

What is IT?

Information Technology (emails, messages, frequent communications)

What is AI?

Artificial Intelligence. AI systems must be designed and used ethically. This includes ensuring that AI does not perpetuate biases or discrimination, and that its deployment respects users' privacy and autonomy.

What is Cyber Security?

Protecting your personal information, credit card details, and all sensitive data.

What your IT, AI and Cyber Security policy should achieve:

- 1 Protects the confidentiality, integrity, and availability of your not-for-profit's data
- 2 Minimises the risk of data breaches, unauthorised access, and system disruptions
- 3 Complies with legal obligations e.g. data protection laws and industry requirements

Key elements to consider:

- Clearly define the scope of your policy
- Outline your primary objectives for the policy
- Include various risks your not-for-profit could face
- Focus on confidentiality, integrity, and system availability
- Clarify responsibilities across all levels of your not-for-profit
- Detail your technical and procedural security measures
- Ensure third-party agreements meet your security requirements
- Emphasise employee training on cyber security practices
- Include provisions for regular monitoring of your systems
- Schedule an annual review to maintain your policy's relevance



GOOD PRACTICE TIP

Stay informed by attending workshops, talks, and events to keep up to date with the latest developments in technology.

[Click here](#) to download your editable policy template

[Not-for-Profit Name] IT, AI and Cyber Security Policy

Scope

This policy guide is for how we govern our Information Technology (IT), Artificial Intelligence (AI) and Cyber Security data and systems that applies to the Board, all employees, contractors, and volunteers.

Purpose

The Policy is critical to ensure we protect:

- The integrity and uninterrupted service of [Not-for-Profit Name]'s information technology (IT) systems and data
- [Not-for-Profit Name]'s IT hardware, such as laptops and mobile phones
- Intellectual property belonging to [Not-for-Profit Name]
- Personally identifiable information we hold, in compliance with privacy and data protection laws (e.g., the Privacy Act 2020)

IT, AI and Cyber Security Risks

These may include:

- Intentional leak, theft, or unauthorised access to confidential data or intellectual property held by [Not-for-Profit Name]
- Unauthorised modification or deletion of data
- Loss or theft of IT hardware
- Inappropriate use of data, IT assets, or processes due to outdated operational systems. Ensure systems are regularly updated and protected
- Interruptions to the availability of IT systems

Principles of the Policy

- **Confidentiality:** Information is only seen or accessed by people who are authorised to use. Appropriate security measures are taken to ensure IT systems access is protected against unauthorised disclosure.
- **Integrity:** The accuracy of our data is maintained and protected against changes or deletions. This means an unauthorised person cannot change

or delete our data, and if attempted, the unauthorised access is detected.

- **Availability:** Our systems used to store, process, and secure data are functioning correctly at all times. The data is accessible to authorised persons whenever it is needed.

Responsibilities

We all have a responsibility to ensure our Information Technology systems and the data they hold are kept secure.

You are responsible for the security of your laptop and/or mobile phone that holds data, including emails and communication on behalf of **[Not-for-Profit Name]**

Key areas of responsibility:

- The Board has ultimate responsibility for ensuring our systems are secure.
- The Chief Executive/General Manager is responsible for:
 - Maintaining this Policy
 - Keeping the Board updated about IT, AI and Cyber security risks
 - Reviewing all security procedures and related policies regularly
 - Advising on potential cyber security risks for **[Not-for-Profit Name]**
 - Checking and approving any contracts or agreements with third parties that may have access to our data or IT hardware, including AI systems.
 - Ensuring all IT systems, services and hardware meets acceptable security standards
 - Ensuring regular checks and scans are performed to ensure security hardware and software is functioning properly and systems are updated.
 - Evaluating any third-party services we are considering using to store or process our data (such as cloud computing services or business intelligence software)
 - Ensuring regular backups of our data are performed and a disaster recovery plan is in place.

Monitoring and Review

The Policy will be reviewed every 12 months, or as required to ensure it remains relevant to our business and regulatory requirements.

Policy approved date:

Policy review date:

Important: This policy has been designed by governance experts, however you will need to tailor it to your board's specific needs and context.