



**Community
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Supporting community
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Empowering not-for-profit leaders: Community Governance Aotearoa's 2022 online Board Talks series

Community Governance Aotearoa has just wrapped up a successful and insightful 2022 Board Talk series thanks to our expert panellists, sponsors, and participants.

Rose Hiha-Agnew was joined by from some of Aotearoa's most inspiring not-for-profit leaders. During these bi-monthly sessions, we had fantastic kōrero and each guest panellist generously shared their unique insights.

Board Talks was designed to showcase topical issues designed to help you on your governance journey.

We kicked off our Board Talk series in February with "Don't Just Rely on the Treasurer". This was a great reminder that all board members are obligated to understand the financial side of the organisation, and a good reminder that asking questions is important, if in doubt, ask!

The April Board Talk on "Governance Pathways and What it Takes to be a Board Member" is a must-watch as it includes a rich variety of ways to gain helpful governance experience and for those searching for new roles!

Mid way through the year our June Board Talk "digital and cyber security" was a great overview of the online risks we may face, and how we can better protect ourselves and our organisations, lots of resources were shared in this talk.

In our October and November Board Talks, we explored what it means to have diversity on boards and raised questions about how we honour Te Tiriti in our governance. Both talks are excellent starting point for further discussion with your board members.

Our final 2022 session "Governance vs. Management", also had similar themes to our April Board Talk on governance pathways about the relationship between operational and governance roles within any organisation.

For each Board Talk we have prepared a summary factsheet that includes relevant links to resources discussed.

Remember all videos of our talks can be viewed on our website.

We extend a warm thank you to our sponsors, Havana Coffee Works, who provided a special gift to each guest panellist.

On behalf of all of us here from Community Governance Aotearoa, thank you for bringing along a coffee, listening in and engaging with us!

See you in 2023!

To watch any of our Board Talks recordings, please follow the links below:

February - **"Don't Just Rely on the Treasurer"**

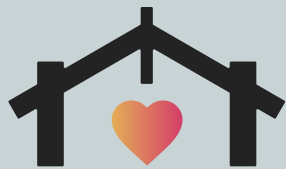
April - **"Governance Pathways and What it Takes to be a Board Member"**

June - **"What Does Digital and Cyber Security Mean for NFPs?"**

October - **"Why is Diversity Important at the Board Table?"**

November - **"Honouring Te Tiriti: What can we do as a not-for-profit?"**

December - **"What Does Governance vs. Management Mean for our Boards?"**



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Don't Just Rely on the Treasurer

Our Board Talk series kicked off in February 2022 with a group of excellent guest panellists. This time Rose Hiha-Agnew was joined by:

- **Barry Baker** Grant Thornton
- **Allyssa Carle** <https://www.linkedin.com/in/allyssacarle/>
- **Rawiri Bhana** <https://www.linkedin.com/in/rawiribhana/>

If you missed out
on watching this webinar live or
want to watch it again, you can
find a recording on our website
here



Questions from the Board Talk

Contributions and responses have been provided by Barry, Allyssa, Rawiri and Rose.

Q: What can we do to help non-treasurers understand that all board members are also responsible for the finances, not just the Treasurer?

Have an induction pack for your board, as real-life examples are great to set the scene of what has happened and what is currently happening. If your not-for-profit gets into financial difficulties, those in governance need to understand that they may each be personally liable to the organisation's creditors – this will be explicit in the new Incorporated Societies act.

For registered charities, the following resources may be useful:

https://www.charities.govt.nz/assets/Uploads/Resources/Charity-Handbook_16-July-2021.pdf

<https://www.charities.govt.nz/im-a-registered-charity/running-your-charity/charities-obligations-under-the-law/>

<https://www.charities.govt.nz/im-a-registered-charity/officer-information/who-are-your-officers-and-what-do-they-do/>

Questions from the Board Talk – Don't Just Rely on the Treasurer

Q: How do we know if we have enough money, and that we are solvent?

Solvency is the ability of an entity to meet its long-term debts and other financial obligations. An important thing to consider is your cashflow and keeping an eye on it. You could use a rolling cashflow projection that looks at least six months out.

Consider questions like: “do you have enough money to pay for staff?” and “can I cover my contracts overheads?” Consider contract overheads more often and consider applying an overhead/ organisational development charge to each contract to fund the back office – say 20%, as this is often overlooked and undercooked!

Check out a financial article/template you can use by Community Governance: <https://communitygovernance.org.nz/resource-hub/community-governance-nz-board-pack/>

Check out a blog piece by Barry Baker

<https://www.linkedin.com/pulse/reserves-top-five-questions-asked-nfps-barry-baker/>

Q: How often should financial performance reviews be done?

When it comes to how often you do something, it almost always depends on the size of the entity. Consider also any key changes over the year, like seasonality in the work or fundraising. The best advice we can give is to have a go at doing it often, then start to see if it's too much.

If you are a registered charity and are of medium or large size, remember you need to have a Qualified Auditor perform annual assurance work over the year-end accounts.

Q: How can we help everyone understand the finance reports?

An easy way to help everyone on your boards, and any upcoming members, is to create a ‘cheat sheet’ of finance terms you use. This can ensure they feel confident in discussing the reports and can help demystify finance – which we know isn't everyone's strong suit. You could even put together a list of appropriate questions that board members can ask about the reports – this gives them confidence that they are asking the right questions and encourages them to speak up.

Charities Services have a simple list of key finance terms; <https://www.charities.govt.nz/reporting-standards/new-reporting-standards-glossary/>

You can also get your board to do training and make sure you are all on the same page with financial information. Maybe the treasurer could create a “fun” (probably not) quiz for your board and test your knowledge and understanding.

Community Governance NZ have a great article about demystifying finances for board; <https://communitygovernance.org.nz/board-resources/know-the-financials/>

Q: What advice would you give about reports to the Board?

Traditional financial reports are confusing and can lack context or leave a reader thinking: "So what?" Find a way to simplify the accounts to the reader – you can do this through reducing any extra information that could obscure the important insights.

A good way forward is to provide only two or three key reports, each using colour coding or traffic lights to highlight the good, the bad and the ugly.

Reports should also include simple explanations for differences in expected results – not on a separate page or board paper. It's also useful for each column in every report to have an explanation for what that column is and where the information comes from. You can also include sample questions readers might like to ask. The Board should be able to read these few reports and get an understanding of what has happened, what they think will happen and why. Try to use the same structure, terminology and colour coding in the day-to-day reporting and in the year-end reports, so board members become familiar with this layout and language.

See CGNZ – Board Pack template

<https://communitygovernance.org.nz/board-resources/cgnz-board-pack/>

Q: Should you amend a budget (through the year) when you have better information, so it's more likely to be an accurate predictor? Or keep it the same so you can consistently see the differences?

If you can, do both! It is always useful to see the original budget, but the updated budget/re-forecast is now the critical target to guide decisions and accountability. It's also important to consider where the budget changed, and if you need to consider these impacts for future assessment.

Q: A lot of treasurers for smaller services may be unskilled volunteers. How do you go about attracting treasurers with the appropriate skills?

There are many ways to attract treasurers who are interested in what your organisation does or keen to get some experience in governance.

Ask experienced treasurers/accountants from professional Law and Accounting firms if they are interested, or even if they would do pro bono work if you don't have the funds. Those still learning in these fields may also be interested in applying their knowledge outside a classroom too.

Another option is to simply support the treasurer you have to upskill. You may be able to get them into a simple training session or even get the whole board trained!

Questions from the Board Talk – Don't Just Rely on the Treasurer

Q: Are there any resources available for board training?

Sometimes it is useful to create specific training for your board, but we understand that not everyone can invent their own induction packs or ongoing board training. You can find a range of resources online available to help including:

Charities Services have an officer kit which covers a range of information officers of charities should know, which board members can also use; <https://www.charities.govt.nz/im-a-registered-charity/officer-information/officer-kit/>

Community Governance NZ has training mentoring programmes on offer and videos that you can check out: www.communitygovernance.org.nz

Q: What final general advice would you give around Board finances?

Use practical software such as Xero, which has a really useful tracking option.

Barry has written a really insightful guest post on the Not-For-Profit Resource website that covers some of these questions and more: <https://www.not-for-profit.org.nz/how-to-rely-on-your-treasurer-less/>

Wrap-up

- Having enough money to keep your organisation afloat and thriving is a difficult and ongoing task, especially for not-for-profits.
- Make sure you meet reporting standards, understand board finances, and ask questions about future funding.
- The sustainability of your organisation is the responsibility of all board members – not just your treasurer.
- There are lots of great resources out there that can help you increase your financial awareness and capabilities.
- Put together a cheat sheet of financial terms you use so that all board members can refer to it and understand the financial discussions.
- Don't forget you can use software like Xero to monitor your finances and report on your cash flow and other financials. Remember to ask for not-for-profit rates!
- How often you review your financial performance depends on the size of your not-for-profit – start doing it often – you can always pare it back if you find it's too much.



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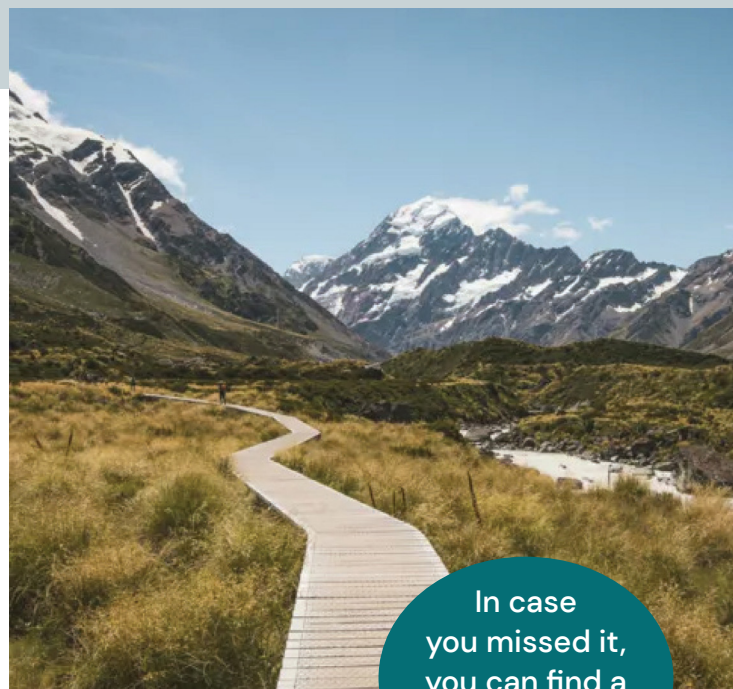
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Governance Pathways and What it Takes to be a Board Member

Our Board Talk webinar series continued in April with another group of excellent guest panellists. This time Rose Hiha-Agnew was joined by:

- **Simon Telfer** (Appoint Better Boards)
<https://www.appointbetterboards.co.nz/>
- **Julia Capon** (Do Good Jobs)
<https://dogoodjobs.co.nz/>
- **Garth Nowland-Foreman** (LEAD)
<https://www.lead.org.nz/our-people>
- **Miranda Hitchings** (Social Change Collective)
<https://www.socialchangecollectivenz.com/>



In case
you missed it,
you can find a
recording
here

Questions from the Board Talk

Q: What is one piece of advice you wish someone had given you when you started your first board role?

Garth – Just do it. There is no perfect way of doing these things, but you will find a way through and there will be people around you to advise you. Secondly, if something comes up that you are concerned about, address it today. Thirdly, keep asking until you understand. As a board member you are responsible for everything, so you need to get it.

Simon – No one is born with governance experience, even the most experienced directors in Aotearoa at some stage had no governance experience on their CV. There is a place now on boards for fresher thinking and different perspectives.

Q: How do you address items that continue to drop to the bottom of the agenda?

Simon – This is the responsibility of the chair. It can also come down to the structure of the agenda too. We need to invert the “traditional” agenda structure and put the really important things at the top. People are fresher at the start of meetings to address those bigger questions. It’s easier to start with the big picture and then narrow down into the operational details.



Questions from the Board Talk – Governance Pathways and What it Takes to be a Board Member

Q: Governance is varied– what different types of boards are out there, and how can you get experience?

Julia – You could start by being a volunteer that joins that board. You can also be in steering committees or subcommittees. There are a lot of different ways to be involved in the public sector and companies. If you're involved in a not-for-profit, you're usually joining the board because you're passionate about the cause, you're aligned with their values and seeking out a role because you want to support their kaupapa.

Simon– Don't be afraid to start with a local sports committee, then go to district level, then regional, and up to national sporting organiser level. Remember there are certain tiers you can go through. Also the Board Observer Program is really effective at the early stages of your governance career.

If you're in a commercial organisation, any experience you can get is great– writing board papers, presenting to the board, developing relationships with independent directors. But you need to get really clear on what you can bring to the board, what is the value that you add.

Q: Should the founder of an organisation come back?

Miranda – I'm currently going through a process with Dignity where my co-founder and I are trying to step back. It's important to note that the founder doesn't necessarily have the best skill set to grow the organisation into something larger or more commercial. It's important to create clear boundaries on what your role is.

Garth – It's important for an organisation to have succession, and it's often that from the first to second generation of leadership is the hardest step. I think it's best for people not to come back unless they've been invited for a specific issue.

Q: How do we encourage diversity around the board table?

Garth – Having a range of voices for its own sake is not helpful, as those individuals often end up feeling isolated and frustrated. If we haven't got a diverse board that matches the communities that we are serving, it probably means that we haven't got strong enough links with those parts of our community in other relationships too.

Julia – If we haven't got variety, then we can commit to bringing on new recruits over time.

Simon – Make sure your appointment panels are diverse. We also need to showcase directors and board members that we believe represent a certain demographic that needs to be more representative on boards, to show other members of those communities that they could do this too.

Questions from the Board Talk – Governance Pathways and What it Takes to be a Board Member

Q: What is the importance of considering youth pathways onto boards?

Miranda – Youth really depends on the context, if the average age of a director is about 60 then youth would be under 50. At the Social Change Collective we try to get youth on boards and we are looking at those around 35 or under. But often with start-ups if there's young founders, we still need people who are older to give that advice, having both perspectives is important. Having shadow board positions aimed at supporting young people is really important, and supporting young people to be minute takers is good too. At the Social Change Collective we host workshops on basic board skills and training, going over the 101 of board and governance skills.

Q: What does a really good board member look like? What are the best skill sets, traits and characteristics?

Julia – Being a visionary or able to hold the vision, making sure all decisions are made in line with the mission or vision. The other thing is mindset, and holding a positive mindset. A great tool is the power of “yet”. We don't have that funding yet, but we can follow that up with developing a plan to make it happen. For me, mindset is 80% of success and 20% is the tools.

Garth – If I could reduce this to one point, that's commitment to the cause. Most other skills you can pick up. Another good thing in board members is being female, because all the research suggests that better decision-making and problem solving occurs by groups of women.

Miranda – Critical thinking, being able to analyse what's going on, come to conclusions and give advice that is useful and meaningful. The second one is being open to listen, you're not just there to make decisions. The third one is having integrity and honesty in making decisions, if you're in a leadership and decision-making role, that's your job.

Simon – Firstly consider “strong opinions lightly held”. You're able to take a stand and share what you believe in, but then you're also able to listen and change your original perception. The second one is the ability to think about the big picture, long term.

Questions from the Board Talk – Governance Pathways and What it Takes to be a Board Member

Q: What does a bad board member look like?

Simon – An individual who is very strong-minded, feeling like they have an opinion and is an expert on everything that comes across the board table when clearly they weren't. You should know your lane and defer to others who have deeper knowledge.

Julia – There's an analogy of a car park discussion, where you see two board members talking in the car park. That's not part of the collective, and so you need to bring those things to the board meetings rather than having them as little car park discussions. The other thing we don't need to see is micromanaging of staff and organisations; if you're in a governance role, you're not there to manage staff. Another thing is leaving the CEO to do it all, you don't want to put everything on them.

Miranda – “Nose in, fingers out”. Not being too controlling or overstepping boundaries is important. Also you can be a nice person and disagree with people, getting that balance is a really good skill set to have.

Garth – The person who comes in with commercial experience thinking they are there to teach the amateur non-profit people how to do things properly. There's great value working across sectors, as long as people come in with humility.

Wrap up:

Celebrate the wins. Let's celebrate the wins, and support our staff to celebrate the wins too.

Working towards a cause or for an organisation that you deeply care about can keep you at the board table and committed even when times get tough.

Links/Resources

<https://www.appointbetterboards.co.nz/>

<https://dogoodjobs.co.nz/>

<https://www.lead.org.nz/our-people>

<https://www.obprogram.com/>



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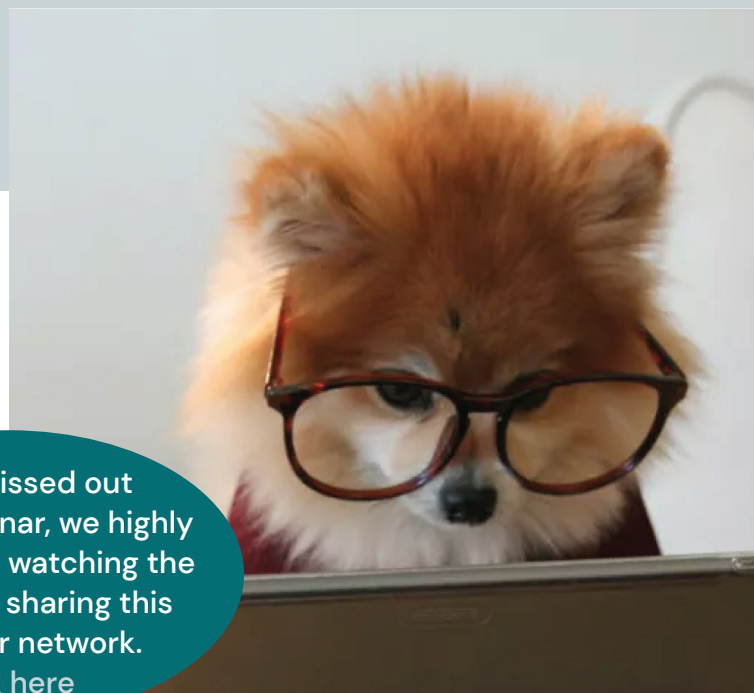
Digital and Cyber Security

Our Board Talk webinar series continued in June with another group of excellent guest panellists. This time Rose Hiha-Agnew was joined by

- **Anthony McMahon**
<https://targetstate.co.nz/>
- **Katie Brown**
<https://socialgood.co.nz/>
- **Hilary Walton**
<https://www.kordia.co.nz/>

If you missed out on this webinar, we highly recommend watching the replay and sharing this with your network.

[Link here](#)



Questions from the Board Talk

Contributions and responses have been collated from our guests to answer the following questions.

Q: What does digital and cyber security mean?

This is all about protecting personal information online, and there are various tools available to do this. Having good security practices can look like strong passwords and two-factor authentication, getting antivirus protection and having firewalls– anything that makes it harder for a cyber criminal to access your information!

Q: What are some of the biggest risks faced by not-for-profits?

An important element to consider is that the public is likely to find out if you've had a data breach or a cyber attack. It will depend on the type of data and information that you're holding, for example if you hold information about particularly vulnerable people, that could have some serious consequences if this is stolen.

Another risk to consider is the possibility of an inside job. It's important to think about how much information individuals have access to, particularly around authorising and moving payments.



Questions from the Board Talk – Digital and Cyber Security

There are a lot of scams going around on social media, which is another thing to look out for depending on your own presence on these platforms. Having a social media presence opens you up to scammers and people trying to impersonate you, particularly if you are a not-for-profit receiving donations. It's important you make sure your accounts are verified, so that users can see your account is genuine.

Q: What changes can your organisation make to improve security?

One of the requirements is that every organisation has someone responsible for privacy. This is someone at board or executive level who is responsible for the process and reporting of any breaches. It is a good idea to have someone responsible for security breaches too.

Your organisation could approach cyber security as a matter of good hygiene and something that is maintained, rather than only addressing it once a year. It is also important that everyone is educated about the importance of good security hygiene, and that it is clear what you expect in terms of their behaviour. This often comes in the form of an 'Acceptable Use' policy for digital devices, i.e. password requirements, use of devices out of the office, or destroying documents that have been printed out. Changes in culture come from the top, so board members and executives have to start modelling these behaviours.

Some of the basic things to check are passwords and two-factor identification on cell phones. This means you have a combination of a password, pin code or pin lock. Also for Android users, only install apps from trusted sources, such as the Samsung Store or Google Play Store.

Q: What does good security and privacy look like on social media?

It is important to have clear policies in place for if and when a privacy or security breach occurs. It needs to be clear how to respond in these situations, what does escalation look like, and who is in charge of responding. This also covers your rules of engagement in a digital space, particularly on social media. You need to be clear that your audience knows why you exist, how they can appropriately interact with you, and also notify them that you will take action and remove their post or comment if they violate these terms. You can also report people directly on the social media platform.

Consider who has authority to post on your organisation's behalf on social media. Whoever has authority to post is representing your brand, so you may want to ask whether those people who are posting have PR experience or training, or speak to a digital channels expert first.

You can also set up page moderation, where you can apply a profanity filter and include any words you can think of that you do not want posted on your page. This is a great filter for scammers or people who might want to attack your page. If you have experienced bullying or harassment, report this to Netsafe.

Questions from the Board Talk – Digital and Cyber Security

Q: What tools are available for not-for-profits to increase their security?

We highly recommend looking at the Cert NZ Critical Controls website to get an idea of measures you can put in place. If you have a tech or IT person, check in with them to see if there is anything extra that you should be doing. Then as a board, you can make decisions about what steps you want to take.

You can also look to other not-for-profits and ask them what they are doing in the digital and cyber security space. If other boards have experienced cyber attacks, then you can learn from their experiences (without having to go through this yourself).

Don't assume that everything is out of reach financially. At a simple level, organisations like Google, Amazon and Microsoft have licence agreements in place for charitable or not-for-profit models that are available at a much lower cost. Even if these options are not advertised, it is worth reaching out to ask if they have a not-for-profit version available. Start talking to your community and find out what others are using.

Tech Soup NZ have options available for registered charities to access cheaper software, refurbished computers and training resources, so this could be a great place to start if there are financial barriers to establishing a more sophisticated tech set up for your charity.

Wrap up:

- Make it as difficult as possible for a cyber criminal to access your information. Ways to do this include: two-factor authentication, antivirus protection, firewalls and making sure your social media accounts are verified.
- Cyber security should not be a set and forget process. Maintain it regularly for the maximum benefit and protection. Also ensure you have robust and easily accessible policies in place and your people understand what is and isn't acceptable practice.
- Be aware of the risks and vulnerabilities that are out there – including social media and scams.
- There are affordable cyber security tools available to not-for-profits. Talk to others in your community to see what products and platforms they are using and check Tech Soup NZ.
- Report any data or security breaches via the Privacy Commissioner's website.
- Remember, that online bullying and harrasment is an offence and you should report them to Netsafe or go directly to the police.

Key resources:

During the webinar, our guests shared some links to excellent resources. We encourage you to have a look through each one and consider how you can apply these tools.

- **Cert NZ Critical Controls**
<https://www.cert.govt.nz/it-specialists/critical-controls/10-critical-controls/>
- **Privacy Commissioner** – notify a breach
<https://www.privacy.org.nz/responsibilities/privacy-breaches/notify-us/>
- **Netsafe** <https://netsafe.org.nz/>
- **Tech Soup NZ– donated and discounted IT products** <https://www.techsoup.net.nz/>
- **Microsoft Not-For-Profit offers** <https://nonprofit.microsoft.com/en-us/getting-started>

How to Report a Security Breach

If you've had a data breach or cyber security attack:

- Form a group to investigate the breach,
- Go to the Privacy Commissioner's website

If you have experienced bullying, harassment or threats:

- Take note of URLs, times and usernames used (take screenshots of these details if you can),
- Report to Netsafe, or you can go directly to the Police.



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Why is Diversity Important at the Board Table?

Our Board Talk webinar series continued in October with another group of excellent guest panellists.

This time Rose Hiha-Agnew was joined by:

- **Caren Rangi** (Governance Specialist)
<https://www.linkedin.com/in/caren-rangi-onzm-fca-993a1b84/>
- **Prabha Ravi** (Women on Boards)
<https://www.linkedin.com/in/prabha-ravi-qsm-jp-5a589a57/>
- **Nikolao Cockerall** (Community Governance Aotearoa Trustee)

This webinar delved into the world of diversity in Aotearoa today and why inclusion is important at the board table.



If you missed out on watching this webinar live, you can find a recording on our website [here](#)

Questions from the Board Talk

Q. What is your favourite not-for-profit board you have served on?

Caren – This is like asking who is your favourite child! I'm currently enjoying Pacific Home Care Services, which is an elderly and disabled home-based care organisation in Papatoetoe started by two Cook Island women who wanted to see more support for elderly in South Auckland.

Prabha – My governance experience has been in areas of interest. I would like to mention Women on Boards, which is focused on getting more women on boards. Also I serve on Credit Wellington, Arts Wellington and Bats Theatre.

Nikolao – My favourite board is Community Governance Aotearoa, mainly because that's the only board I've been on! Their aim is to bring best governance to all not-for-profits and help people to govern really well.

Q. What do we mean when we talk about diversity?

Caren – One of the things about diversity is celebrating and embracing everyone's unique individual contribution towards great collective decision-making.

Prabha – It's about the differences that people bring to the table. This isn't just perspective, but also life experiences, upbringing, all of their lived experiences. In governance we have to make big decisions and respond to challenges, so when you have those different voices and views, that brings richness to the conversation.



Questions from the Board Talk – Why is Diversity Important at the Board Table?

Nikolao – The way I like to look at diversity is almost like an ecosystem. Mother nature is completely diverse and balanced towards a common goal. On a board, this is everything unique coming together and going towards a collective.

Q. What is the current make-up of our not-for-profit boards? Are they diverse?

Prabha – I think it's very variable. On smaller boards it's driven by passion, it's usually a group of people with a like-minded vision. In mid to large not-for-profit boards, I think there is a lack of understanding of how to be inclusive in that space. We are not diverse enough in most boards.

Caren – Do we know? I don't know if we have a clear picture. My impression has been seeing lots of women, lots of older people, although this is starting to change. I like to think there's more scope in the not-for-profit sector for diversity to be welcomed, but there's still an opportunity for us to get better on our boards.

Rose – Often for women in a certain age group, it can be very difficult to attend meetings and work around children. But holding governance roles is also a great way to network and meet people, so hopefully now with meetings being more remote this can change. We often see women as board members, but we need them to move into Chair leadership roles.

Nikolao – We live in such an open and multicultural environment now that diversity is being highlighted as the champion it is, and welcomed with celebration on a board. The difficulty is having people that are motivated and skilled to be sitting on those boards, and diversity isn't the only thing that's needed.

Caren – I think it's been used as a blunt instrument, sad to say tokenistic. There's a gap in the discussion there, we have to look at our goal as an organisation, what are the range of views and what do we need around the table to be successful and serve. None of us just bring one factor.

Prabha – Not-for-profit are very women dominated. If you look at education or health or arts, it's more women. You look at sports or construction, it's all male. This is another problem we are encountering as well, so it's industry specific.

Q. What has been your experience of diversity?

Caren – The extent of diversity you bring is self-identified, it's not what other people say. While a lot of assumptions go on, you get to pick what you bring to the board table. Early in my career, I would arrive at places and feel people go 'awesome, the diversity is here'.

Prabha – As time progressed I've become very specific with what they are expecting me to contribute around the board table. Also by being around a diverse board table I have learnt heaps, seeing the different board dynamics has been very valuable.

Q. What is the right approach to inclusion policies?

Caren – A key part of strategic direction conversations needs to be what are we missing. Also around the induction process, I think there's an assumption that you need them to understand how you do things as soon as possible, but that cuts across the value of having different people. It's almost re-inducting everybody to each other because you're a brand new team. One of the most useful discussions is what is your style when part of collective decision-making? Really get to understand what makes people tick.

Questions from the Board Talk – Why is Diversity Important at the Board Table?

Prabha – With recruitment you can have metrics, what skills or contributions are already around the table. Understand the purpose of the organisation and the sector we are serving, then think ‘have we got representation from that sector’ and ‘how do we find that voice around the board table’.

Nikolao – Having the resource or opportunity to have a one-on-one mentor session with someone well versed in governance allowed me to recognise that governance isn’t something unknown to me. It’s just not known to me in this context and at this level. So providing the opportunity for someone to learn and grow is important. Just because you don’t know now, doesn’t mean you won’t ever know.

Q. Are there any trends that you are seeing in diversity for Aotearoa?

Prabha – I have noticed people moving away from diversity into the actual inclusion space. For many years we’ve been talking about it, and I think now people get it. There’s a lot more understanding in what inclusion and equity is.

Nikolao – It’s harder to hide now, so as a board if you don’t have that diversity or inclusion, people will question you. This creates transparency, and it’s important to show where our common goal is going.

Caren – The extent to which people do or don’t embrace diversity is related to a broader conversation around our identity in Aotearoa. These broader conversations have an impact on diversity and change.

Wrap up

- Diversity at the board table should be a non-negotiable for all not-for-profits. It should not be about tokenism but actual inclusion and equity of representation.
- Diversity should not be a blunt instrument, but be embedded in the vision and strategic direction of not-for-profits.
- Great decision making depends on a diversity of voices, skillsets, upbringings, life experiences and backgrounds.
- It’s important for us to champion and celebrate diversity, inclusion and equity.
- Diversity in action is when people come together and work as a collective.

Links

[Diversityworks.org.nz](https://diversityworks.org.nz)

<https://www.superdiversity.org/>

<https://multiethnicyoungleaders.org.nz/>



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Honouring Te Tiriti- What can we do as a not-for-profit?

Our Board Talk webinar series continued in November with another group of excellent guest panellists.

This time Rose Hiha-Agnew was joined by:

- **Susan Huria** (Governance Specialist <https://www.linkedin.com/in/susanhuria/>)
- **Tania Te Whenua** (Governance NZ- Women on Boards) <https://www.tewhenua.maori.nz/>

to discuss the Te Tiriti partnership and what this looks like in the not-for-profit space.



You can
watch a
recording of
the webinar
here

Questions from the Board Talk

These answers are collated from all participants in the discussion.

Q: What is the current level of understanding of Te Tiriti?

It's emerging, and some sectors are better than others. Especially in the community governance sector, most of our kaupapa are aligned to the social wellbeing of our communities, and Māori make up a significant part of any community. Some organisations are still coming to terms with a Treaty partner or principled approach in terms of meeting their community needs.

Regardless of your position on the journey, educate yourself on this broader picture. Your strategy should be built around the idea of empowering and enabling Māori, as opposed to just consulting with, or having Māori advisors.

Q: What is the purpose of the principles of Te Tiriti vs. the articles?

The principles exist to reconcile vast and opposing differences between the Māori and English texts. The principled approach allows us to engage with them in modern New Zealand society. However the principles are still subject to interpretation, so organisations can be impacted by how they are interpreting these principles. Partnership can look entirely different to each person.



Questions from the Board Talk – Honouring Te Tiriti – What can we do as a not-for-profit?

Māori are saying that it's entirely within our mandate to interpret the principles at the upper end where they enable Māori to make decisions affecting our own priorities and our own people.

Q: How do we start to incorporate the Te Tiriti principles in not-for-profit spaces?

From a broader perspective, it's important to get the timing right and understand where we are on our journey– our national commitment to the Treaty at the highest level, then how is that filtering down to application in a community governance sense. We have learnt a lot but we still have some way to go, although we are at a transformative stage. We know the principles include a commitment to partnership, a commitment to participation which should result in equity, and protection. This now looks like proactive protection, and we can no longer justify sitting on our hands.

Partnership which does not empower and enable Māori to make decisions based on their own priorities is not partnership. This is part of the current transformation.

The collective agreement at board level on what the principles mean is a really useful discussion to have. Spend time to talk about how the organisation can honour Te Tiriti. You can address this in your founding documents, like incorporating statements of intent and how the organisation will meet these.

Ideally you would have an integrated approach. You have someone at governance level, then someone in the workforce team to guide the organisation. That person then starts reaching out to bring more people in, say at intern level. They need to be brought into safe workspaces too.

Resources:

- Good Governance Code
<https://communitygovernance.org.nz/board-resources/good-governance-code/>
- The 3 P's – Participation, Partnership and Protection –<https://communitygovernance.org.nz/resource-hub/he-matapono-kawanatanga/>

Q: What if you don't have the capability or capacity to be striving for excellence in terms of a principled approach, but you want to do something?

There's so much research out there. KPMG authored a series of reports, and they have researched emerging and established leaders in Te Ao Māori. Te Wananga O Aotearoa also has free courses available, so this could be a good place to start.

It's also helpful to make the intention clear– we want to do something, but we don't have the capability at this stage to achieve excellence in this area. It's healthy to be clear where you are at on the journey so that as you build partnerships they don't overestimate your commitment or capability in terms of meeting what Māori expectations are.

Questions from the Board Talk – Honouring Te Tiriti – What can we do as a not-for-profit?

Make sure you are looking for skill set alongside culture in terms of appointments to your board. You could also ask your local district or regional councils if they have cultural advisors, or arrange some workshops and cultural training for your board members. It's also important to build an understanding of your local area and region. The best step is an investment for all of the board to educate themselves, which helps to understand the resources and how to engage with them. Ideally, you have someone who can guide you consistently at board level.

Resources:

- The Wall Walk <https://thewallwalk.co.nz/>
- The Treaty of Waitangi Questions and Answers (updated frequently)– <https://nwo.org.nz/resources/questions-and-answers-booklet/>

Q: Is it appropriate to ask someone to volunteer their time?

We don't want to be setting people up for tokenistic situations, so we don't want to encourage the bringing in of one or two Māori people on a governance board as a tokenistic role. If that's all your organisation is able to do, then acknowledge that and also create safe spaces for those volunteers you call upon so that they don't feel their skill sets are just tokenistic.

Q: What if management are on the waka, but the board isn't (or vice versa)?

This isn't uncommon. You might have a situation where everyone is on board but no one knows what to do. Having someone who can guide the organisation through the steps of implementation in a practical and meaningful way really helps, or who can help guide the relationship so that management and the board come to commonality.

Q: What might a commitment to Treaty partnership look like?

Five years ago, Heartland bank took on 20 Māori and Pacifica interns every year. So after five years, they had that many people through the bank as employees and have recruited about 30 of them into on-going roles. So this was a real practical demonstration of their commitment.

The naming of your organisation is a visible demonstration to commitment. It shouldn't be the standalone step you take, and bilingualism isn't the commitment, it's a demonstration of the broader commitment within the organisation to achieve real outcomes for Māori within your communities. You wouldn't necessarily know this unless you have someone in your team who can guide you.

You may need to be prepared to share control and power, and if you do, you will see real outcomes in terms of meeting the needs within your Māori communities and Māori will be far more responsive to the resources you provide.

Questions from the Board Talk – Honouring Te Tiriti – What can we do as a not-for-profit?

Wrap up:

- We refer to the principles of Te Tiriti O Waitangi in New Zealand today, rather than the Articles themselves, because there are vast differences in how the Treaty is interpreted. This does mean that interpretation of each principle is subjective.
- Spend time at a board level discussing the principles of Te Tiriti and what partnership means to your organisation, so everyone can work towards this as a collective.
- No matter where your organisation is on its journey to Treaty partnership, be honest. This is the best way of honouring all parties involved.

Extra resources:

Te Tiriti o Waitangi at the Board Table

<https://communitygovernance.org.nz/board-resources/te-tiriti-o-waitangi/>

Te Whenua Maori Trust

<https://www.tewhenua.maori.nz/consulting/treaty-of-waitangi>

Tauiwi Tautoko Website

<https://www.tauiwitautoko.com/resources>

<https://communitygovernance.org.nz/board-resources/maori-governance/>

Te Reo Courses:

Te Wananga o Aotearoa <https://www.twoa.ac.nz/nga-akoranga-our-programmes/study-from-home/nz-certificate-in-te-reo>

Ako Academy https://www.akoacademy.co.nz/?gclid=CjOKCQiAsdKbBhDHARIsANJ6-jeU8Owa9HKTwypRUILq89Xnzsrgy2b6Q6XY2dcipGcbhl8ukXECRjwaArMjEALw_wcB

Te Kākano App https://play.google.com/store/apps/details?id=com.kiwamedia.android.qbook.MPI0001a&hl=en_NZ&gl=US&pli=1

Hautū App https://play.google.com/store/apps/details?id=com.kiwamedia.android.qbook.IOD0001&hl=en_NZ&gl=US



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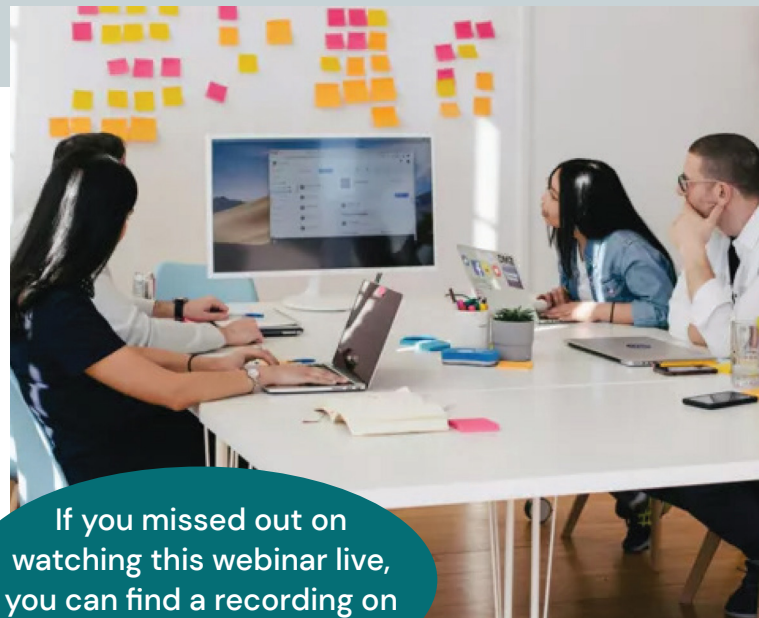


What does governance vs management mean for our boards?

Our Board Talk series finished for the year 2022 with this fantastic talk. This time Rose Hiha-Agnew was joined by:

- **Mele Wendt** (Governance Specialist)
- **Julie Hardaker** (Governance NZ President)
- **Jon Tamihere-Kemeys** ((Touch Compass)

Board Talks is a bi-monthly series, brought to you by the team at Community Governance NZ with thanks to sponsors Havana Coffee Works.



If you missed out on watching this webinar live, you can find a recording on our website [here](#)

Questions from the Board Talk

Contributions and responses have been provided by Mele, Julia, Jon Tamihere-Kemeys and Rose.

Q. What do we mean when we talk about governance and management?

Julie: Governance is about driving the direction of the organisation and management is ensuring that we get there.

Mele: Governance is the group of people, board or committee overseeing the organisation, and management do the work the day-to-day operation of the organisation. It's fair to say, many of our NFP sector don't have a separation of governance and management. I think of it on a continuum where you have full separation, CEO, board and some distance from the management and then you have a community group where you have people who are both governance and management who work with volunteers.

JT: We've heard the waka eka noa – everyone in unison. It's a useful visual: the waka is the organisation, the paddlers are the management team making sure we get from point A to point B, governance are the atamira or the leading steerer in the waka. Atamira ensure the direction of travel is right, keep an eye on the horizon and then the management team make sure we paddle there at a good rate. When the governance get involved in the paddling, they lose steer of the ship.



Questions from the Board Talk – What does governance vs management mean for our boards?

Q. What are the common misconceptions about gov vs management and what are dual responsibilities?

Mele: One of the misconceptions is that there must be arm's length between governance and management, in a lot of organisations you can't be arm's length as you are doing both roles. What is important is knowing your roles and responsibilities

The other responsibility for the business is about decision making – people are making decisions all the time and it depends on who is delegating to what. Dual responsibilities is ethical standards to ensure everyone is acting according to principles of responsiveness, account for fairness and transparency for everyone whether you are governance or management everyone acts in principles and the values you have decided as an organisation you all abide by.

Julie: Legal responsibilities can't be forgotten. They are onerous but they can't be forgotten. Recently we have the Incorporated Societies Act, there's lots you must do and lodge and document. A misconception, particularly for the lower end of the continuum is that these legal responsibilities don't apply. They do apply and they always apply. Secondly, there are common activities that board members and staff do like banking, health and safety, cyber security, employment obligations. There are misconceptions about responsibilities here but it's important to know which hat you are wearing and then the applicable responsibilities, because they are slightly different. It's complex and it gets grey.

JT: Agree, there is complexity in there. It's not so much about arm's length relationships especially in NFP sector or those receiving tax payer funds or government funded it's not just professional and compliance level but societal levels that these organisations are really honour bound.

Most organisations and governments are operating under the Sustainable Development goals, so there's a need now more than ever for collaboration between governance and management. Great examples I've seen of a chair of an organisation having open, honest catch ups with the senior leadership so that they're able to keep the waka moving ahead and at the right pace.

NFPs are driven purpose and passionate, often professional compliance goes to the left but it's more important than ever. We have to be good with where we spend and what the impact is. Governance needs to be holding hands with management, keeping eyes ahead.

Mele: The other point around dual responsibilities is that management and governance are making decisions all the time – who is delegating and what decisions have to be made? Act with high ethical standards, ensure that everyone is acting according to good principles (RAFT principles). I'd add that values that you have decided as an organisation are important to you and that you will abide by them.

Julie: We're thinking about wellbeing and people in a much different way now. I'd encourage governance people to really understand culture and wellbeing. I'm actually comfortable with blurring the lines, I don't think it fits nicely into boxes. I think there's merit in a shared endeavour.

Questions from the Board Talk – What does governance vs management mean for our boards?

Mele: Clarity of who is doing what is important. For our NFPs, relationships are important, especially in funding conversations. It can still be cooperative. There does need to be clarity around who will do what, when and why. A really good stakeholder management plan is a good idea.

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Q. What are some of the pitfalls we encounter when some of these things are not clear?

JT: It all boils down to strategy. Your governors are the kaitiaki of your strategy, to reference Miyamoto Musashi "perception is strong and sight weak." In strategy it's important to take a distant view of close things and a close view of distant things. Governance should take a wide, broad vision and stay close. True strategy is being fully aware of your playing field, you need to be out there connecting with the communities you serve, the supporters and stakeholders you rely on. You need to be accessible to your community's audiences. You also need to be accountable, especially with the funds and everyone is looking where the money is spent. Aro – pay attention, Ha – the essence – apply aroha to what you do.

Rose: You can expand your AGMs to invite wider stakeholders along and provide regular communication to ensure everyone is on the same page.

Mele: Being on a board, people contact you to complain. There's good feedback and bad feedback, what's important is to have a process to do that. For example, talk to management first and then go from there.

JT: If you have good strong culture and governance interface, then you have clarity to operate within. With clarity then you have avenues for your audience to reach through. For example, NZ Events Association during COVID, we became strong advocates for our events sector through understanding what our community needs. This meant we could negotiate great outcomes for them.

Julie: The first port of call is go to the people doing the work, then as a board member I need to see the balanced view. Sometimes a decision is made collectively as a board for public to contact you but I like to have the CEO involved. I like newsletters and letting people come to your AGM, and now we can use the hybrid model of being online too.

Mele: On pitfalls, when we don't have synchronicity, people paddling in different directions then we get confusion, miscommunication, people are not clear. It can also result in duplication or work falling through the cracks.

Rose: Sometimes decisions aren't made or goes back and forth. Action lists attached to agendas are great to keeping things on track.

Julie: It is a bit of an effort to have policies and guidance documents. I support action lists, accountability on those lists. One of the pitfalls, is enthusiastic decision making but failure to deliver. The paperwork is important and worth putting the effort in for clarity.

Questions from the Board Talk – What does governance vs management mean for our boards?

JT: Replication of administration telling slightly different stories. Sometimes issues are allowed to run, so having a strong interface of governance with management supports reducing those bad behaviours. Collaborative shared documents provides great clarity and accountability. Cohesion, collaboration, clarity.

Julie: Regarding non-performance – this has to be dealt with quickly, get good advice early and sometimes there's a cost but it saves on stress and drama later.

Q. What are some positive examples you can share when you work together?

Mele: Regular, positive, constructive relationship between governance and management is critical.

JT: Positive and proactive communication. If your communication is not positive or proactive, then don't communicate. A good test of how well your culture is: how are you feeling before your board hui begins? Check in afterwards. How did everyone feel the hui went. Open communication across the board feeds down to management.

Julie: Management and key people on the board, demonstrating that we are working together. At the end of each board meeting, we ask "what value do we think we brought today that helped this organisation?"

Mele: If your board members have completed some governance training, it will really help. Just the theory of what good governance looks like. There are free online training. CNA does a course that costs \$100, SportNZ has a Governance 101 course.

Q. In terms of resources, what is available?

Julie: Don't undersell the induction, it's important to see the full context of the job and organisation. Some training is important, Governance NZ 3-day training is good, and the Women on Boards Governance Masterclass in February which is a day. I know there's a cost but it's a good investment and there are free resources too. There's great value in the group learning too.

JT: The IoD Governance training for Not-for-Profits was an excellent investment. It helped us focus strategically and operationally. Don't discount the impact good training can have on your organisation.

Questions from the Board Talk – What does governance vs management mean for our boards?

Key Takeaways

- He waka eka noa – Governance and management working together towards the same direction
- It's not governance vs management, it's governance holding hands with management
- Clarity around roles and responsibilities is key, especially where responsibilities are blurred
- Legal requirements apply to both governors and management in different ways
- Invite stakeholders, funders and community to AGM to increase transparency and accessibility
- Have clarity and good processes to manage feedback
- Don't discount the impact good training can have on your organisation

Links

CNA Tick for Governance \$100 course: <https://www.communitynetworksaotearoa.org.nz/tick-for-governance>

Sport NZ Governance 101: <https://sportnz.org.nz/resources/new-governance-101-online-training-now-live/>

Governance NZ: <https://www.governancenz.org/>

Women on Board Master Class: <https://www.governancenz.org/women-on-boards>

IoD NFP Governance: <https://www.iod.org.nz/nfp/#>

Community Net: www.community.net.nz

Resources

RAFT Principles – <http://www.principletopractice.org/from-principle-to-practice/the-raft/#:~:text=The%20four%20characteristics%20of%20connecting,through%20your%20interactions%20with%20others.>

The Good Governance Code: <https://communitygovernance.org.nz/board-resources/good-governance-code/>