



New Zealand Inline Hockey Policy

New Zealand Inline Hockey Association (NZIHA)

Board Manual and Policies

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Charter

On behalf of the key stakeholders, NZIHA is responsible for the stewardship and future well-being of the organisation.

Governance defined – the role of the Board

Governance might be described as:

The exercise of corporate leadership through the establishment and monitoring of necessary controls and strategic direction setting so that the organisation is equipped to respond to the changing circumstances and situations in the external and internal environments in order to meet its requirements in law and the expectations and requirements of owners (Members) and other key stakeholders.

Responsibilities of the Board of Board Members

1. Meeting legal requirements

The Board's first duty is to the legal entity. In meeting this duty the Board 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.

In particular Board Members have the following legal obligations:

- a. To act in good faith in the interests of all stakeholders of NZIHA
- b. To exercise their powers for a proper purpose
- c. To act honestly
- d. To act with reasonable care and diligence
- e. To not make commitments that cannot reasonably be met
- f. Not to make improper use of either their position on the Board or information gained while in that role.
- g. Ensure that the organisation does not trade while insolvent

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

3. Governance philosophy and approach

The Board will govern NZIHA with an emphasis on:

- serving the legitimate collective interests of the present members of NZIHA and accounting to them fully for the performance of NZIHA and for the Board's stewardship of that performance;
- 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
- Ensure there are positive conditions for the motivation of the volunteer General Manager and ensure that there is adequate training to support her/him in their role.

6. Interaction with the media

In all contact with the media the Chairman shall be the sole spokesperson on all governance-related matters. Other Board Members will be engaged as appropriate depending on the expertise required.

7. Other

The Board will perform such other functions as a prescribed by law or assigned to the Board under NZIHA'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. Fiduciary duties

Board Members must fulfil their fiduciary duty to act in NZIHA's best interest at all times regardless of personal position, circumstances or affiliation.

2. Strategic orientation

Board Members should be future oriented, demonstrating vision and foresight. Their focus should be on strategic goals and policy implications rather than operational detail.

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 even if these are unpopular or if individual members disagree with them. Board Members must be committed to speaking with one voice on all policy and directional matters.

4. Informed and independent judgement

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

5. Financial literacy

Because the Board should be able to read financial statements and understand the use of financial ratios and other indices used for evaluating NZIHA's performance.

6. Sector knowledge

Each Board Member is expected to bring a level of sector knowledge sufficient to contribute to the board's deliberations and considerations on behalf of the organisation and its Members.

7. Participation

Each Board Member is expected to enhance the Board's deliberations by actively offering questions and comments that add value to the discussion.

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 NZIHA as a whole.
2. Declare all interests that could result in a conflict between personal and organisational priorities.
3. Exercise diligence and care in fulfilling the functions of office.
4. Make reasonable enquiries to ensure that NZIHA is operating efficiently, effectively, legally and ethically in the pursuit of its organisation goals and strategies.
5. Maintain sufficient knowledge of NZIHA's business and performance to make informed decisions.
6. Not agree to NZIHA incurring obligations unless he or she believes that such obligations can be met when required.
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 NZIHA'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 NZIHA .

The Board shall:

13. Make every reasonable effort to ensure that NZIHA does not raise community, supplier or stakeholder expectations that cannot be fulfilled.
14. Meet its responsibility to ensure that all volunteers assisting NZIHA 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.
15. Carry out its meetings in such a manner as to ensure fair and full participation of all Board Members.

Strategic Direction and Planning

An essential element in the board's leadership role is its responsibility to set the strategic direction for NZIHA. Accompanying this is an ongoing responsibility to identify organisation priorities, stakeholder agreements and expectations, monitor progress against the strategic goals and objectives and view and approve annual business plans and the annual budget. Accordingly the board will annually:

1. In partnership with management, establish and review NZIHA's Purpose, vision, organisation strategies and priorities.
 2. Review annual business and stakeholder plans to ensure alignment with the strategic direction, priorities and strategies.
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3. Schedule a programme of strategic dialogue at board meetings that reflects the priorities as defined by the board and that creates opportunities for the board and management to think strategically about future issues of strategic importance to NZIHA's wellbeing and success.

Financial Governance

The board has a core duty to ensure the financial integrity and viability of NZIHA . This entails oversight of all financial processes and systems, regular review of financial results and, annually, approving NZIHA '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 on budget parameters and priorities and approve the annual budget and financial plan including capital expenditure.
3. Not approve expenditure outside budget parameters.
4. Board reserves the right to investigate new projects and initiatives and their financial viability to be included through a change in the annual budget.
5. Review and approve the full year financial statements, reports and outcomes.
6. Receive and approve the Audit and Risk Committees' annual plan and scheduled reports.
7. Review and approve regularly scheduled financial statements and reports, i.e. for each board meeting or at the board's request.

Conflict of Interests

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

Conflicts of interest may occur:

- *When a Board Member, or his/her immediate family or business interests, stands to gain financially from any business dealings, programmes or services provided to NZIHA.*
 - *When a Board Member offers a professional service to NZIHA.*
 - *When a Board Member stands to gain personally or professionally from any insider knowledge if that knowledge is used for personal or professional advantage.*
1. Any business or personal matter which could lead to a conflict of interest of a material nature involving a Board Member and his/role and relationship with NZIHA, must be declared and registered in the Register of Interest.
 2. All such entries in the Register shall be presented to the Board and minuted at the first Board meeting following entry in the records.
 3. All conflicts of interest must be declared by the Board Member concerned at the earliest time after the conflict is identified. Normally there will be the opportunity at the commencement of each board meeting for conflicts of interest to be declared.
 4. The Board shall determine whether or not the conflict is of a material nature and shall advise the individual accordingly.
 5. Where a conflict of interest is identified and/or registered, and the Board has declared that it is of material benefit to the individual or material significance to the organisation, the Board Member concerned shall not vote on any resolution relating to that conflict or issue.
 6. The Board Member shall only remain in the room during any related discussion with Board approval.
 7. The Board will determine what records and other documentation relating to the matter will be available to the Board Member.
 8. All such occurrences will be minuted.

9. 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.
10. Where a Board Member has an ongoing material conflict of interest, this Board Member must consider resignation from the Board. However, resignation should not occur where this will result in serious detriment to the Board or to NZIHA.

Risk Management

The Board will identify and evaluate the principal risks faced by NZIHA 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. 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 organisation risks areas and strategies in a timely manner.
2. 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.
3. Ensure that proper accounting records are kept.
4. 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 only 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 volunteers nor shall they delegate tasks to any volunteers unless the Board 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.

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 to the General Manager and working committees.
2. The Board will develop a work plan covering the next 12 months that (1) ensures the Board regularly reviews progress towards the achievement of the strategic direction/strategic plan and relevant strategic issues (2) provides assurance that all relevant compliance requirements are addressed, and (3) improves Board performance through education and continuous focus on its governance effectiveness.
3. The Chairperson will, in consultation with the General Manager and Board secretariat, 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 once every month; however, board meetings may be scheduled at other times or at other frequencies as determined by the Board.
5. Board members will receive their Board papers at least 7 working days prior to the meeting.
6. Others 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.
7. 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.

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 NZIHA 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.

Board Member Induction

The Board will provide to all new Board Members a thorough induction into the affairs of both the Board and (Name of organisation) 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 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 volunteers (General Manager and Chair of Sub-Committees), the current year's meeting schedule and the annual agenda.
3. Meet with the Chairperson for a governance familiarisation. This meeting may be held as a group session or with individuals.
4. 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 of the performance of individual directors.
 - a. **The criteria for assessing the Board's performance will drawn from the documented policies of the board together with any further criteria agreed by the board from time-to-time. The outcomes of the assessment will establish the upcoming requirements for the effective governance and board leadership of the organisation.**
 - b. A suitably qualified independent specialist may be used to assist the board in this process.
2. The Board will make every reasonable effort to facilitate training for all Board Members and for the Board as a whole to maximise its value-adding contribution to the organisation.

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. 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.

4. The Chairperson may delegate aspects of the authority accompanying the position but remains accountable for the overall role.

Indemnities and Insurance

NZIHA will provide Board Members and General Manager with, and will pay the premiums for, indemnity and insurance cover while acting in their capacities as Board Members and managing operations in the instance of General Manager , to the fullest extent permitted by the relevant legislation.

Reimbursement of Board Members' expenses

NZIHA will reimburse all reasonable expenses incurred by Board Members in the carrying out of their role.

1. All personnel expense reimbursement claims will be processed at Board level for the protection of both the organisation and the individual

Board-General Manager Interrelationship Policies

Delegation to the General Manager

The Board delegates to the General Manager responsibility for implementation of its strategic direction/strategic plan while complying with the General Manager Delegation policies.

1. The General Manager is the key link 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 instruction to the General Manager will be codified as policy.
4. The Board will make clear NZIHA'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 any limits it chooses to place on his or her freedom to take actions or make decisions that the Board deems to be unacceptable within the delegation, allowing the General Manager any reasonable interpretation of these policies (further defined in the General Manager Authority policy).
6. The General Manager is responsible for the management and performance evaluation of all organisation volunteers or contractors.
5. 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 NZIHA 's values, the Board will respect and support the General Manager's choice of actions.
6. The expert knowledge and experience of individual Board members is available to the General Manager.

General Manager Authority

1. As long as the General Manager applies the board's policies, i.e. does not set out to defeat the stated intent or the spirit of the policies, he/she is authorised to establish all operational policies, all operational decisions and design and implement and manage all operational practices approved by the board.

General Manager Honorarium

General Manager's honorarium will be decided by the Board annually and, conditional on funding each year.

General Manager Performance Assessment

The General Manager is appointed for a fixed period of 12 months. The General Manager's performance will be continuously, 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 annual performance feedback to the General Manager.

- 1. Organisation performance presently is via the Strategic Plan outcomes or as directed by the board through policy.**
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 may monitor any policy at any time using any method but will normally base its monitoring on a predetermined schedule.
4. The Board may 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. Direct inspection by a Board approved Board member or group of Board members.

General Manager Delegation Policies

Overarching General Manager Limitation

The General Manager must not take, allow or approve any action or circumstance in the name of NZIHA 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.

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. Accordingly, in developing the operational financial plan and budget the General Manager must not:

1. Fail to demonstrate (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. Create financial risk beyond Board-determined parameters.
3. Plan expenditure in any financial year that would result in default under any of NZIHA's financing agreements or cause insolvency.
4. Design a financial plan that anticipates 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. Fail to provide for the Board's developmental and other expenditure.

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 ensure that nothing is done, or authorised to be done, that could in any way cause financial harm or threaten the organisation's financial integrity. Accordingly the General Manager must not:

1. Use any organisational funds, or enter into any contracts or accept other liabilities, other than for the furtherance of Board-approved purposes and priorities.
2. Expend more funds than have been received in the financial year unless offset by approved borrowings or approved withdrawals from reserves.
3. Allow undisputed invoices from suppliers of goods and services to remain unpaid beyond trade credit terms agreed with those suppliers.
4. Authorise expenditure beyond the level established by the Board.
5. Fail to meet all government imposed compliance requirements or payments on time and to standard.
6. Acquire, encumber or dispose of land or buildings.
7. Neglect to ensure that there are limitations on expenditure and adequate controls on the use of credit or other purchase cards.
8. Present to the Board Monthly, NZIHA Bank Balances, income, expenses and monthly Profit and Loss.
9. Present to the Board monthly all expense claims by Board Members, or Volunteers on NZIHA committees for Board approval.

Stakeholder relations

The General Manager shall not fail to ensure that sound relations are maintained with all key stakeholders, especially those with whom the organisation has a funding relationship. Accordingly, the General Manager must not:

1. Neglect to ensure that there is a formal process for addressing stakeholder expectations and contractual relationships. This might be in the form of a Stakeholder Plan.
2. Fail to meet all compliance requirements relating to stakeholder/funder contracts.

Protection of Assets

The General Manager shall not fail to take all prudent and reasonable actions to ensure that NZIHA's assets, physical and intellectual, are protected against all foreseeable damaging circumstances.

Accordingly, the General Manager must not:

1. Allow the assets to be insured for less than is considered necessary for prudent risk-management.
2. Fail to protect the organisation, its Board Members or volunteers against claims of liability.
3. Make any purchase of goods or services without protection against conflict of interest.
4. Fail to protect intellectual property, information, and files from loss, improper use, improper purposes, or significant damage.
5. Fail to ensure that there are appropriate and effective security systems in place to adequately safeguard against loss, common damage or theft of volunteer, customer and organisation property.
6. Fail to maintain a current assessment and evaluation of the risk factors that could conceivably disrupt NZIHA's effective and efficient operation and ensure that there are plans and systems that, in the event of disruptive events, will allow continuity of business.

Communication & Support to the Board

The General Manager shall not permit the Board to remain uninformed about issues and concerns essential to the meeting of its duty of care, the carrying out its responsibilities and the meeting of its accountabilities to its owners and key stakeholders. Accordingly, the General Manager must not:

1. Neglect to provide support and information in a timely, accurate and understandable fashion addressing the various issues to be monitored by the Board.
2. Neglect to provide financial reports that make clear:
 - a. significant trends
 - b. data relevant to agreed benchmarks and Board-agreed measures
 - c. further Board financial data as determined by the Board from time-to-time.
3. Fail to inform the Board of significant external environmental trends, adverse media publicity, achievement of, or progress towards the achievement of, the Board's Strategic Direction and annual plan or changes in the basic assumptions upon which the Board's policies are based.
4. Fail to inform Board Members when for any reason there is actual or anticipated non-compliance with a Board policy.
5. Neglect to inform the Board 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 NZIHA.
6. Fail to ensure that the Board is provided with the necessarily wide range of views and perspectives in support of effective decision-making.
7. Fail to bring to the Board's notice such occasions when it is in breach of its Board Process policies particularly when this relates to the General Manager's ability to carry out his/her responsibilities.
8. Fail to deal with the Board as a whole except when responding to individual requests for information or requests from Board committees or working parties.

1.

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 fail to ensure that there is in place 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 for effective governance.

Public Affairs

The General Manager shall not undertake, approve or in any way support any action that is directly or indirectly demeaning or derogatory or in any way damaging to NZIHA.

2. 1. Purpose

The purpose of the Audit and Risk Committee is to assist the Board in discharging its responsibilities with respect to overseeing all aspects of financial and non-financial reporting, control and audit functions and organisational risk.

3.

4. 2. Membership

- a. The Audit and Risk Committee shall be appointed by the Board from among Board Members and shall consist of up to four members.
- b. The convenor of the Audit and Risk Committee shall be appointed by the Board.
- c. The Chair of the Board is not eligible to serve on the Audit and Risk Committee.
- d. The Committee shall be structured to include members with (1) financial skills including the ability to read and analyse financial statements, (2) a good understanding of business and financial risks and related controls and control processes (3) a sound knowledge of the industry and a commitment to and knowledge of core service delivery principles and practices.
- e. A quorum shall be 3 members, one of whom shall be the convenor.

5.

6. 3. Operating Principles

- a. The Committee may have in attendance such members of management and such other persons as it deems necessary to provide appropriate information and explanations.
- b. All Board Members shall be entitled to attend all meetings of the Audit and Risk Committee.
- c. The Committee shall have the right to go 'in committee' as required.
- d. The convenor shall call a meeting of the Audit and Risk Committee if so requested by any Committee member, the Board, the internal audit manager or the external auditors.
- e. The convenor shall draw up an agenda to be circulated at least one week prior to each meeting. The agenda shall be distributed to the members of the Committee, the external auditors and other invitees.
- f. The financial controller, programme managers and the external auditors shall be given adequate notice of all meetings and shall have the right to attend and speak.
- g. Meetings shall be held at least four times each year or as and when necessary. Meetings are to be held (1) at the planning stage of the external audit (2) prior to the Board meeting approving the annual report and financial statements (3) at scheduled times during the year in accordance with the committee's planned programme.
- h. The Committee will develop an annual audit plan that shall be reviewed and authorised by the Board.
- i. The Committee is authorised to obtain external resources as required to assist with its work.
- j. The Committee will give notice to management of its programme and requirements for access to key financial and other personnel and all relevant records.
- k. The Committee shall report to the Board after each committee meeting or as specified or requested by the Board. Committee meetings shall be minuted, a copy to be tabled at the following Board meeting. Additionally the Committee shall submit an annual report to the governing body summarising the committee's activities during the year and the related significant results and findings.
- l. The Committee shall annually conduct an assessment of its effectiveness and the contribution of individual Committee members. Changes in personnel, roles or responsibilities shall be determined by the Board.

7.

8. 4. Responsibilities

- a. Identification of the broad risk parameters within which NZIHA operates and to bring to the Board's notice all such risks as the Committee feels should be addressed by the Board;
- b. oversight and monitor of the effectiveness of the General Manager's risk management programme and periodically to report to the Board on the effectiveness of this;
- c. liaison with internal and external auditors;
- d. review of the annual audit plan with the auditors;
- e. review of audit findings and the annual financial statements;
- f. review of the integrity of the General Manager's financial and non-financial reporting to the Board;
- g. oversight of compliance with statutory responsibilities relating to financial and non-financial disclosure;
- h. review of internal financial systems and accountabilities;
- i. ensuring that recommendations highlighted in the internal audit reports are actioned by management;
- j. supervision of special investigations in areas of financial and non-financial performance when requested by the Board.

In addition, the Audit and Risk Committee shall examine any other matters referred to it by the Board.

9.

10. 5. Authority

- a. The Committee is authorised by the Board to investigate any activity covered by its functions and responsibilities. It is authorised to seek any information it requires from the General Manager who shall co-operate with any request made by the Committee.
- b. The Committee shall have the authority of the Board to obtain legal or other independent professional advice, and to secure the attendance at meetings of third parties with relevant experience and expertise if it considers this necessary.
- c. The Audit and Risk Committee shall have no executive powers with regard to its findings and recommendations other than those bestowed by the Board.

General Manager Terms of Reference

1 Purpose

The purpose of the Terms of Reference is to ensure that there is an effective and positive partnership between the Board and its General Manager.

2. Role

Krys Beardman's executed Job description to be inserted

Independent Advisor Terms of Reference

11. 1. Purpose

The purpose of the Independent Advisor is to assist the Board in discharging its responsibilities with respect to the smooth functioning of the board's systems, in particular, recruitment, performance assessment and professional development.

12.

13. 2. Responsibilities

- a. To assist the board to ensure that it comprises directors with the right skills and experience necessary for effective governance of the entity.
- b. To manage, within board determined parameters, the recruitment of board members as required and to be Chairperson of the Appointments Panel.
- c. To oversee the board and individual director performance assessment process.
- d. To make recommendations to the board for the annual professional development budget for the board as a whole and for individual directors.
- e. To establish and oversee the process for the review of the board charter and policies.

14. 5. Authority

The Independent Advisor is authorised by the Board to make appointments to the board

The Independent Advisor is authorised by the Board to make recommendation to the board on the function of both the board, the sport and volunteers.