

**203 BOARD ROLES AND RESPONSIBILITIES**

# INTRODUCTION

## The Rural Women New Zealand (RWNZ) Board is the organisation’s governing body and is responsible to the Members for the overall governance of the organisation. This includes ensuring long-term viability, enhancing performance through strategy formulation and policy making.

## **PURPOSE**

 2.1 The purpose of this policy is to provide guidance and to set out the requirements for Board members.

 2.2 The guidance in this policy constitutes good practice and must be applied to any Board members when carrying out their Board duties and activities.

 2.3 This policy is to be read in conjunction with the RWNZ Rules and Bylaws.

## **BOARD**

 3.1 The Board is responsible for determining the strategy of the organisation through determining the vision for the future; developing the strategic plan for the organisation; and monitoring changes to the external environment which impact the organisation’s vision and strategy.

 3.2 The Board must develop and maintain appropriate governance policies by which the organisation will be governed.

 3.3 It is the Board’s responsibility to:

 i Approve the governance policy documents and organisational position statements, i.e., codes of conduct, legal compliance documents, and other significant policies.

 ii Determine the delegations of authority to and responsibility of the Chief Executive Officer.

 iii Determine and appoint committees, as required.

 iv Approve the annual financial budget.

 v Ensure appropriate risk management systems and internal compliance controls are in place.

 3.4. The Board is responsible for the organisation’s performance by:

 i Monitoring the performance of the Chief Executive Officer.

 ii Monitoring the organisation’s progress against the budget.

 iii Monitoring the performance of committees.

 iv Approving expenditure that is outside the approved budget and delegations.

 v Approving and monitoring any major capital expenditure.

 3.5. The Board must ensure accountability of the organisation to its members and other stakeholders through:

 i Approving and monitoring financial and other reporting to members.

 ii Monitoring compliance with all legal and statutory obligations, including provisions in the Rules and Bylaws.

 iii Holding the Chief Executive Officer accountable for all delegated responsibilities.

 iv Evaluating the performance and compliance of Board members with the Rules and Bylaws.

 3.6. The Board is responsible for ensuring that an appropriately skilled and qualified Chief Executive Officer is appointed to manage the organisation.

## **PRESIDENT**

4.1 The National President is to chair the Board unless the National President appoints a Board member to chair the Board.[[1]](#footnote-0)

4.2 Where the Chair is not the National President they shall be referred to as the National Chair.

4.3 The President is accountable to the Board as a whole.

 4.4 The National President serves as the face of the organisation as the Membership elected leader providing leadership and direction to ensure the continued development of a professional, efficient and effective organisation.

4.5 The President is media spokesperson for RWNZ on matters of national interest and the key governance contact with external stakeholders including liaison with international stakeholders and partners.

4.6 The President is the formal link between the Board and the CEO unless a Board member is elected as Chair. Where a Chair is appointed, the President will work closely with the Chair to further the aims and objectives of the organisation.

4.7 The President will work closely with the Chair and CEO to ensure there is an effective interface between governance and management.

4.8 The President will work closely with the Chair, National Finance Chair and CEO on policy and financial governance matters.

4.9 The President will promote and develop the leadership of the organisation by:

i Focussing on the core functions of RWNZ to enable it to achieve its long-term vision and articulating long and short terms goals and objectives to Members

 ii Being the key governance liaison with the volunteer leadership group

 iii Developing the capacity and capability of this group

 iv Providing leadership to the Board and promoting best practice

v Facilitating constructive and respectful relations between Board members, volunteer leaders and management.

4.10 The President must commit the time necessary to discharge effectively their role as President of the Board.

**NATIONAL CHAIR**

 5.1 Where the Chair is not the National President they shall be referred to as the National Chair.

 5.2 The Chair is accountable to the Board as a whole.

 5.3 The Chair is the formal link between the Board and the CEO and it is the role of the Chair to maintain regular dialogue with the CEO over all operational matters.

 5.4 The Chair will work closely with the President and CEO to ensure there is an effective interface between governance and management.

5.5 The Chair will work closely with the President, National Finance Chair and CEO on policy and financial governance matters.

 5.6 In the event that any matter gives the Chair cause for major concern in regard to the CEO the Chair will raise the matter with the Board.

5.7 It is the role of the Chair to oversee best governance practice and processes to enable the Board to function properly and effectively discharge its duties in relation to New Zealand law and its own governance policies, including but not limited to:

 i Developing the Board meeting agenda and ensuring all background papers are circulated to Board members to be adequately considered prior to the meeting.

 ii Chairing meetings of the Board.

 iii Ensuring the Board complies with its own governance policies and implements its strategy, policy, monitoring and accountability responsibilities effectively.

 iv Facilitating effective discussion to ensure all Board members make an informed and constructive contribution to the Board’s decisions and guiding Board deliberations and responses with respect to major organisational priorities and governance concerns.

 v. Building effective relationships with and between Board members and between the Board and management, encouraging trust and respect inside and outside the boardroom.

 vi Leading continuous improvement through professional and timely annual performance reviews of the Board and the Board members

 vii Ensuring that the annual performance of the Chief Executive Officer is evaluated in a professional and timely manner.

 viii Performing other responsibilities assigned from time to time by the Board.

 5.8 The Chair must commit the time necessary to discharge effectively their role as Chair of the Board.

**The President and/or National Chair is not empowered to**:

i Assume the role or responsibilities of the CEO;
ii Unilaterally change Board governance policies, and strategic directions or Limitations (delegations) Policy;
iii Inhibit the free flow of information to the Board necessary for sound governance;
iv Come between the Board and its formal links with the CEO by altering or controlling flows of information necessary for the Board to appropriately undertake its governance responsibilities.

## **BOARD MEMBERS**

 6.1 Board members are to be elected or appointed in accordance with the Rules[[2]](#footnote-1) and Bylaws[[3]](#footnote-2).

 6.2 It is the role of each Board Member to:

 i Act in good faith in the best interests of the organisation and for a proper purpose.

 ii Exercise due care and diligence that a reasonable person would exercise when carrying out their duties.

 iii Adhere to and uphold the Board’s policies and guidelines.

 iv Respect the Board’s authority to act, notwithstanding that the Board Member may have offered a dissenting view at the Board table prior to the Board’s decision being made.

 v Act in accordance with their fiduciary duties.

 vi Commit the time necessary to effectively discharge their duties as a Board Member.

 vii Remain informed about the organisation’s mission, policies and services, and the range of views of members about the organisation’s operations.

 viii Understand the complexities of the sector in which the organisation operates in order to adequately assess the opportunities and risks faced by the sector and by the organisation.

 ix Respect the confidentiality of all matters, information, discussions and deliberations coming before them as Board Members and not disclose (or allow to be disclosed) confidential information of a sensitive nature gained in the course of performing their duties, other than as agreed by the Board, required by the Rules or as required by law.

 x Systematically consider information relating to the organisation’s performance.

 xi Ensure the organisation remains solvent.

 xii Not improperly use their position or misuse information for the organisation.

 xii Not claim to represent the organisation’s views and policies except where explicitly authorised to do so by the Board.

 xiii Not make negative public comment about the organisation, its Board, members or staff and to;

 xiv Resign as a Board Member if unable to comply with these roles and responsibilities.

 6.3 Board members are required to attend Board meetings, National Conferences, emergency meetings and other official functions as required and to prepare for meetings to ensure they are fully briefed on the subjects.

 6.4 The Board shall allocate each Board member portfolio areas.

## **FINANCIAL IMPACT**

 The budget is to reflect any information and training needs that may be required for compliance with the RWNZ Board Roles and Responsibilities Policy.

1. Refer to Rule 6.1c [↑](#footnote-ref-0)
2. Refer Rule 6 - Board [↑](#footnote-ref-1)
3. Refer Bylaw 7 – Election of Officers [↑](#footnote-ref-2)