



Tauawhi Charitable Trust

Governance Charter

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Roles & Responsibilities

1. Role of the Board

- 1.1. The members of the Board [the Trustees] of the Tauawhi Charitable Trust [TCT], are explicitly responsible to TCT stakeholders¹ for the stewardship and future well-being of TCT. The Trustees are expected to understand the business of TCT and exercise leadership, enterprise, integrity and judgement in directing TCT to provide assurance of its continuing and lasting prosperity. The Board and individual Trustees have a duty to act with due care and diligence, in a transparent, responsible and accountable manner, and in the best interests of TCT irrespective of any personal, professional, commercial or other interests, loyalties or affiliations.
- 1.2. The Board is ultimately responsible for the successful operation of TCT, setting strategies and monitoring performance and responding to changing circumstances in the best interests of TCT stakeholders. The Board 's role is to govern rather than manage TCT, determining the policies, practices, and compliance frameworks necessary to achieve TCT objectives. It should endeavour to apply and achieve the highest standards of organisational governance.
- 1.3. Without intending to limit this general role of the Board, the principal functions and responsibilities of governance will include the following:
 - 1.3.1. Representing the collective interests of TCT stakeholders, being aware of their needs, concerns and aspirations, and communicating with them as appropriate regarding the affairs and performance of TCT in an effective and timely manner
 - 1.3.2. Providing future focused and proactive strategic leadership, approving all organisational plans and budgets and monitoring progress to evaluate organisational performance
 - 1.3.3. Determining the nature and function of any Board Committee required to assist the effective discharge of the Board's governance obligations and responsibilities
 - 1.3.4. Determining the policies and compliance processes and control systems necessary to assure the effective operation of TCT
 - 1.3.5. Identifying and characterising TCT principal organisational risks and ensuring that there are adequate mitigation strategies in place to manage those risks
 - 1.3.6. Appointing and monitoring the performance of any TCT staff including setting and reviewing performance expectations, approving and reviewing remuneration, and facilitating their professional development

¹ Stakeholders in this context include survivors, relevant professional organisations, relevant Government agencies, business partners, funders, sponsors and philanthropic supporters, and TCT staff.

- 1.3.7. Establishing such delegations of authority as are considered necessary for the effective and efficient management of TCT including adequate approval processes for any significant extraordinary transactions
- 1.3.8. Reviewing and enhancing the performance of the Board
- 1.3.9. Acting individually and collectively to enhance the reputation of TCT

2. Board Structure:

- 2.1. The Board consists of not less than three and not more than ten Trustees², comprising the Chair, Deputy Chair, Treasurer, Secretary and up to eight other Trustees, all appointed in accordance with the provisions of the TCT Trust Deed
- 2.2. The Board may directly appoint replacement Trustees to fill any Board vacancies³ and may also from time to time appoint additional temporary Trustees for special purposes.
- 2.3. Each Trustee is appointed for a three-year term and is eligible for reappointment for subsequent terms⁴. In making any Trustee appointments the Board will have due regard to the mix of skills and experience necessary to provide effective governance for TCT.

3. Role of Trustees:

- 3.1. The Trustees have an obligation to act collectively and in the best interests of TCT to assure its success. In particular individual Trustees have the following obligations and responsibilities:
- 3.2. To be aware of their governance obligations and act in accordance with the attached Code of Conduct, which expects high ethical standards and integrity in their personal and professional dealings and fulfilling their fiduciary duty to act in TCT 's best interest at all times regardless of personal position, circumstances or affiliation.
- 3.3. To disclose in a timely manner any actual or potential conflicts of interest which may exist or might be thought to reasonably exist between their interests or any associated party's interest and the interests of any other party in carrying out the activities of TCT and to remove any such conflict as determined by the Board.
- 3.4. To ensure that any related party transaction between them or any of their associated parties and TCT is notified in writing to TCT in a timely manner.
- 3.5. To possess relevant skills, experience and motivation to make a significant and particular contribution to the Board's governance role.

² Refer Trust Deed 8.1, 8.4

³ Refer Trust Deed 8.6

⁴ Refer Trust Deed 8.2

- 3.6. To contribute effectively to the strategic direction of TCT by being future oriented and focussing on strategic issues rather than operational detail. Trustees should have a good understanding of TCT and its operating and regulatory environment, an ability to take a conceptual view and synthesise complex information and ideas.
- 3.7. To participate effectively in Board activities, preparing effectively for and attending on and contributing in a forthright and business manner to all Board meetings, making all necessary enquiry and providing considered and constructive questioning, comment and independent advice in a manner which encourages and respects a diversity of opinions and views and adds value to the Board's deliberations.
- 3.8. To actively foster the development of TCT by effectively representing and profiling TCT to its stakeholders and to reasonably assist the Board and management to action agreed strategies and initiatives.
- 3.9. To respect the confidentiality of all Board discussions and deliberations and confidential information and accept and respect the collective decision-making processes of the Board by supporting the spirit and letter of all Board decisions in any discussions with third parties.

4. Role of the Chair:

The Chair will:

- 4.1. Establish the agenda for all Board meetings and chair all Board meetings provided that in his or her absence the Deputy Chair or in his or her absence a Trustee elected by the Board will chair the meeting.
- 4.2. Be an ex-officio member of all Board Committees.
- 4.3. Be the official spokesperson for TCT unless otherwise agreed with the Board from time to time or concerning specific matters.
- 4.4. Be the primary point of contact between the Board and any TCT staff; be kept fully informed by Trustees and staff of all matters that may be of interest to the Board; and conduct regular reviews with Trustees and staff regarding progress on important initiatives and significant issues facing TCT.
- 4.5. Lead the annual process of the Board's performance review and evaluation.
- 4.6. Chair the Board's process for the evaluation of staff performance.

5. The Role of the Deputy Chair:

- 5.1. The Deputy Chair will deputise for the Chair in his or her absence performing all or any of the above roles of the Chair, except without the express agreement of the Chair, the performance evaluation of staff, or the review of Board's performance.

6. The Role of the Treasurer:

The Treasurer will:

- 6.1. Act as the financial advisor to the Board.
- 6.2. Ensure that TCT establishes and maintains proper and accurate accounting records to enable the timely preparation of true and fair accounts and facilitate those accounts to be properly and conveniently audited⁵.
- 6.3. Ensure, in consultation with the Governance Committee of the Board, that TCT establish and maintain financial management policies and accounting practices in accordance with relevant regulations and best practice standards.
- 6.4. Manage TCT 's financial reporting and compliance function.

7. The Role of The Secretary

The Secretary will:

- 7.1. Act as the secretary to the Board.
- 7.2. Ensure, in consultation with the Governance Committee of the Board, that TCT establishes and maintains:
 - 7.2.1. Proper and accurate statutory records in accordance with relevant legislation and regulations; and
 - 7.2.2. Effective governance policies and practices in accordance with relevant regulations and best practice standards.
- 7.3. Manage TCT 's statutory reporting and compliance functions and facilitate the appropriate management of any legal matters.

Board Process

8. Board Meetings

- 8.1. Board meetings are a fundamental governance process and provide a critical opportunity for Trustees to obtain and exchange information with each other; brainstorm about opportunities; assess issues and challenges; review performance, goals and strategies; exercise delegations and make decisions.

⁵ Refer trust Deed 15.3

8.2. The following processes are relevant to these meetings:

- 8.2.1. The Board meetings will be structured to focus on the future and deal primarily with matters of governance level significance subject to the need to monitor TCT strategic and operational performance and compliance activities. The meeting agenda and reports will be prepared to support this focus;
- 8.2.2. Board meetings will be held at least three times a year⁶ and require a quorum of at least 50% of Trustees⁷ to make decisions. Three Trustees may request a special Board meeting at any time. Trustees calling a special meeting of the Board should advise the subject matter of the meeting and provide a minimum of 5 days notice of the meeting;
- 8.2.3. The Board meeting agenda will be prepared and circulated at least five working days prior to the meeting with the following information attachments:
 - Statutory Matters (minutes of last meeting, matters arising therefrom, significant correspondence)
 - Operational activities requiring Board approval
 - Board Committee submissions and plan performance reports
 - Treasurer's report on financial performance.
 - Board committee and working party reports
 - Special reports
 - General Business
- 8.2.4. Board minutes, which will be in a format that highlights decisions made [in the form of resolutions approved] and actions required or outstanding, will be circulated for approval within five days of the meeting;
- 8.2.5. The Board will maintain and circulate to members a twelve-month rolling calendar of all Board meetings and events.

9. Board Committees

9.1. The Board may appoint Board Committees⁸ all of which shall have Terms of Reference [TOR]⁹ approved by the Board and their Chair and members appointed by the Board.

⁶ Refer trust Deed 9.1

⁷ Refer Trust Deed 10.1

⁸ Refer Trust Deed 6.1, 6.2

⁹ Refer Board Committee Terms of Reference

- 9.2. Subject to the approval of the Board, Board Committees can appoint additional advisory members to assist them with the discharge of their obligations and responsibilities. An advisory member:
- 9.2.1. Does not have any of the duties, powers or obligations of a Trustee;
 - 9.2.2. May be appointed for a term not exceeding two-years and is eligible for reappointment for one subsequent term;
 - 9.2.3. Can be retired at the pleasure of the Board;
 - 9.2.4. Is entitled to participate as a full member of the committee provided that they cannot vote on any resolution that involves the exercise of any Board delegated authority;
 - 9.2.5. Is expected to act in accordance with the attached Code of Conduct, which expects high ethical standards and integrity in their personal and professional dealings and to act in TCT 's best interest at all times regardless of personal position, circumstances or affiliation.
- 9.3. The core functions of Board Committees will be detailed in their approved Terms of Reference.

10. Conflicts of Interest

- 10.1. Trustees have an obligation in respect of this Charter and the attached Code of Conduct to declare all interests that could result in a perceived or actual conflict between personal¹⁰ and organisational interests. The Board has agreed the following process for the management of any conflicts of interest.
- 10.2. Any business or personal matter which could lead to a conflict of interest of a material nature involving a Trustee and her or his role and relationship with TCT must be:
- 10.2.1. Declared by the Trustee to the Chair or the Board at the earliest time after the conflict is identified;
 - 10.2.2. Reported to the first Board meeting following the date of declaration and recorded in the minutes of the Board meeting.
- 10.3. Any Trustee, aware of any real or potential conflict of interest of another Trustee, has a responsibility to notify the Board at the earliest time they became aware of the conflict.
- 10.4. The Board will determine whether or not the conflict is of a material nature and shall advise the Trustee accordingly.

¹⁰ Personal interests are defined to include the interest of any persons or organisations with which the Trustee is closely affiliated.

- 10.5. Where the Board determine that an identified, declared or minuted conflict of interest is of material benefit to the personal or organisational interest of a Trustee, then:
- 10.5.1. The Trustee shall not vote on any resolution relating to that conflict;
 - 10.5.2. The Trustee shall only remain present during the discussion of the conflict with Board approval;
 - 10.5.3. The Board will determine what records and other documentation relating to the conflict will be available to the Board member; and
 - 10.5.4. All such occurrences will be duly minuted.

11. Dispute Resolution

- 11.1. A dispute exists if:
- 11.1.1. Two or more Trustees have difficulty working together (e.g. due to a conflict of personalities or ideological differences);
 - 11.1.2. The situation is unduly affecting the ability of Trustees, or the Board collectively, to perform their duties in an effective and efficient manner.
- 11.2. A difference of opinion in relation to a strategic, business, policy, or other decision that is to be made by the Board is not a dispute and should be resolved in accordance with the decision-making provisions of this Charter and the TCT Trust Deed.
- 11.3. Trustees have an obligation to treat one another with respect and courtesy and to perform their duties in a constructive manner. Where disputes arise between Trustees, they must act in good faith to resolve the dispute as soon as possible, by making a reasonable, thorough and conscientious attempt to resolve the dispute on an informal basis;
- 11.4. Where, in the opinion of the Board, the dispute cannot be resolved by the Trustees involved (the parties), the Board may invoke the following resolution process:
- 11.4.1. The Board will appoint an independent, suitably qualified mediator who is acceptable to all parties. If the parties cannot agree on a mediator, the dispute will be referred to (organisation TBD);
 - 11.4.2. The parties will co-operate with the mediator, provide all reasonable assistance and actively work in good faith to resolve the dispute;
 - 11.4.3. The Board will actively support the dispute resolution process and, where appropriate, actively contribute to it;
 - 11.4.4. If the dispute is resolved, the outcome, recorded by the mediator and signed by all parties will be delivered to the Board;

- 11.4.5. If the dispute is not resolved, and in the opinion of a majority of Trustees who are not parties to the dispute, the dispute is continuing to adversely affect the governance or operations of TCT, then the Board will be entitled, by majority vote of those Trustees not involved, to require the parties to resolve the matter as they determine appropriate including requiring any of parties to resign as a Trustee of TCT.

Board Functions & Accountabilities

12. Strategy Formulation

- 12.1. The Board has the ultimate responsibility for the strategic leadership of TCT and should be fully involved in the development of a strategic business plan, which clearly articulates the longer-term future direction for TCT , defines the key strategies and outcomes required.
- 12.2. The Board's involvement in the planning process should include significant participation in the following activities:
 - 12.2.1. A critical review and evaluation of TCT 's current situation including the identification of all relevant trends and issues and establishing the broad framework within which the strategic business plan will be prepared;
 - 12.2.2. Setting the strategic business plan parameters by agreeing the overall direction and focus of TCT, identifying the key strategic goals and related strategies and relevant performance measures;
 - 12.2.3. Approval of the resulting documented strategic business plan including action strategies, performance measures, and resource requirements including all operating and capital budget commitments.

13. Monitoring Performance

- 13.1. A fundamental responsibility of the Board is to monitor TCT 's performance in achieving its planned objectives and in complying with its regulatory and other compliance frameworks. To discharge this responsibility the Board should establish and monitor a range of relevant key performance indicators that reflect the strategic business plan focus and agreed outcomes. Those indicators should typically include the following:
 - 13.1.1. Financial KPI's – statements of financial performance and position with appropriate revenue and expenditure variance and forecast analysis, financial ratios and benchmarks, statement of cash flows and reserves, liquidity, capital and operating commitments etc.

- 13.1.2. Non-financial KPI's – relevant service engagement and performance statistics, strategic projects status (key milestones and outcomes), relevant revenue analysis and cost & resource monitoring, compliance measures etc.

14. Service and Representation

- 14.1. There is an expectation that members have joined the Board to make an active personal contribution to the successful development of TCT. To achieve an effective collective contribution from Trustees, the following requirements are necessary:
- 14.2. An appropriate and relevant mix of Trustee expertise and experience to:
 - 14.2.1. Contribute constructively to the development, implementation and monitoring of TCT 's strategic business plan; and
 - 14.2.2. Provide an effective forum for discussion, responding to ideas, initiatives and challenges with frank, honest and constructive advice and where possible suggesting alternative strategies.
- 14.3. An effective collegial partnership between the Trustees and any TCT staff evidenced by:
 - 14.3.1. An effective working relationship between all Trustees and with any TCT staff.
 - 14.3.2. A willingness of Trustees to actively participate and assist TCT including active participation in Board Committees and other specific projects and initiatives.
- 14.4. The active involvement of Trustees in the promotion of TCT 's interests within their relevant circles of influence including where appropriate the engagement of their personal business and cultural contacts and associations in furthering the development of TCT.

15. Compliance and Integrity

- 15.1. The Board are ultimately and publicly accountable for the ethical and regulatory compliance of TCT ensuring that at all times Trustees, TCT 's staff, associates, contractors and agents comply with all aspects of the law and act ethically at all times. This function, which is monitored by the Governance Committee, has two objectives:
 - 15.1.1. To ensure compliance with TCT 's governance requirements (Trust Deed, Charter and Code of Conduct), all relevant laws and regulations, audit and accounting principles and practices and any stated values of TCT .
 - 15.1.2. To ensure the integrity of TCT 's internal control and management information systems so that its decision-making capacity and the quality of its compliance and performance reporting are maintained at a high level at all times.

16. Risk Management

- 16.1. The Board is required to be aware of TCT 's risk profile and satisfied that appropriate management strategies are in place and that risks are effectively monitored. To discharge this obligation the Governance Committee on behalf of the Board should:
- 16.1.1. Ensure TCT has a current and comprehensive risk profile which identifies and ranks all relevant risks and details appropriate mitigation processes; and
 - 16.1.2. Ensure that there are adequate Board processes in place to subject the risk profile to regular scrutiny and review, report effectively on risk status to the Board, and action Board directives in respect of risk management.

17. Decisions and Delegations

- 17.1. The Board's decision-making process and delegations of authority are fundamental to the governance process.
- 17.2. Board (and Board Committee) decisions or resolutions will be approved by consensus of those present and entitled to vote¹¹.
- 17.3. In the event that a consensus cannot be reached the decision or resolution will require the approval of 75% of the Board, or Board Committee, members present and entitled to vote.
- 17.4. The Board retains all powers and authorities required to carry out TCT 's business effectively and efficiently except where specific authority has been delegated to Trustees, Board Committees or TCT staff.
- 17.5. Trustees are responsible for any delegations of their responsibilities with regard to the operation of TCT. In addition to deciding what matters are to be delegated Trustees must also ensure that there are adequate controls in place to ensure the effective operation of these delegated powers.
- 17.6. The Board authorities delegated to the Trustees and staff are approved by the Board and recorded in TCT 's Delegations Framework¹², and any Board Committee delegations are also specified in their relevant terms of reference.
- 17.7. Unless specifically authorised by the Board, individual Trustees have no authority to participate in the day-to-day management decisions of TCT.
- 17.8. The Governance Committee is responsible for developing effective internal control processes to ensure that all management decisions are compliant with Board delegations of authority.

¹¹ Refer to Trust Deed 10.3

¹² If a Delegations Framework has not been defined, except as provided in Board approved Committee Terms of Reference, all delegations of Board authority require Board resolution.

Board Performance

18. Board Member Protection

- 18.1. The Trustees have two key areas of protection in respect of the requirement to perform adequately in their role. They have the right to adequate and timely information and the ability to insure against the specific risk of being a Board member.
- 18.2. Members are entitled to have access to all relevant TCT information necessary for them to effectively discharge their obligations as Trustees of TCT. This includes access to all Board papers and supporting information for the period when they were a Trustee and the right to make specific and reasonable requests for additional information where the nature of the information and purpose of the request has been made explicit to either the Chair or the Board.
- 18.3. TCT will provide each Trustee with an appropriate level of Trustees and Officers insurance and provide each Trustee with a copy of the policy and any changes to that policy. TCT will maintain each member's Trustees and Officers insurance policy for a period of at least one year from the date they ceased to be a Trustee or a longer period if they have continuing liability.

19. Board Evaluation

- 19.1. As a matter of principle the Board is committed to the ongoing development of both individual Trustees and the Board as a whole. Each year the Board will assess its own effectiveness in fulfilling this Charter and other Board responsibilities including the effectiveness of individual members. The objective of this review is to enable continuous improvement in the standard of governance provided to TCT. The review process will observe the following requirements:
 - 19.1.1. The review will be initiated and coordinated by the Chair with the support of the Governance committee
 - 19.1.2. The review process will use an appropriate process to obtain the confidential input of all Trustees and to assess the performance of the Board as a whole and to report to Trustees in an agreed format
 - 19.1.3. The results of the Board reviews will be confidential to members and will not disclose the views expressed by individual members without their permission
 - 19.1.4. At the conclusion of the Board review the members will update the Strategic business plan to address any issues or opportunities for improvement in their governance frameworks, documentation or activities

20. Board Member Appointment

- 20.1. Trustees should have the requisite experience and expertise to effectively discharge their obligations. It is the intention of the Board that the Trustees collectively should represent an appropriate mix of experience and expertise and have appropriate personal qualities to enable the Board to contribute effectively to the development of TCT.
- 20.2. The Board aims to ensure effective Trustee appointments by:
- 20.2.1. Setting the expectation that all Trustees will have the necessary credentials to participate effectively as a Trustee and will make a significant personal contribution to the development of TCT during their tenure. Essential credentials include:
- Relevant and demonstrable experience and expertise which has the potential to enhance the Board's collective ability to add value by providing expert counsel and independent advice about TCT 's activities
 - A reputation that reflects high standards of professionalism and personal integrity and an ability to work collaboratively and effectively with colleagues and key stakeholder groups
 - A work history that reflects an ability to operate at a strategic level and demonstrates the potential to add value by participating effectively in Board activities
 - A broad understanding of and interest in the provision of services to males who have suffered sexual assault/abuse, a reasonable level of financial literacy and good communication skills
 - A commitment to TCT and to working constructively with other members in accordance with the Provisions of the TCT Trust Deed and the spirit of this Charter
- 20.2.2. Ensuring that prospective Trustees are fully conversant with the requirements and responsibilities of their role, and have the necessary expertise to assist the Board to discharge its governance and Strategic business plan obligations.
- 20.2.3. Assisting the Board to make appropriate temporary appointments by identifying the expertise, experience and representational requirements of the Board
- 20.2.4. Providing an effective induction process for new members to assist their understanding of TCT and establish the Boards expectations in terms of their particular role and contribution opportunity.

Trustee's Code of Conduct

In accordance with all relevant legal and regulatory requirements and ethical standards and guidelines, all Trustees of TCT shall:

1. Owe a duty of trust to TCT as a whole and act honestly in good faith at all times.
2. Always act in the best interests of TCT and not allow personal interests, or the interests of any associated person, to conflict with the interests of TCT.
3. Use their powers of office for good and proper purpose and not make improper use of any information gained through their position as a Trustee nor take improper advantage of their position as a Board member.
4. Disclose in a timely manner:
 - 4.1. Any conflict of interest and abide by any requirements of the Constitution or Charter and the direction of the Board in respect of the removal of any such conflict; and/or
 - 4.2. Any related party transaction and enable the recording of the transaction in the Board minutes.
5. Not disclose to any other person any confidential information otherwise than agreed by the Board or as required by the law in a relevant jurisdiction.
6. Act with the level of skill, prudence, due diligence and care of a reasonable person and demonstrate commercial reasonableness in their decisions.
7. Make all reasonable enquiries to ensure that TCT is operating efficiently, effectively and legally towards achieving its goals and undertake diligent analysis of all proposals placed before the Board.
8. Participate fully in the activities of the Board, preparing diligently for and attending punctually for the duration of all meetings and contributing constructively to all Board deliberations.
9. Comply with the spirit, as well as the letter of the law and with the principles of this Charter and not engage in any conduct likely to bring discredit upon TCT.
10. Provide their specific expertise generously to assist the Board in furthering the purposes of TCT.