



TE RARAWA

TE RŪNANGA O TE RARAWA BOARD CHARTER
FOREWORD

*E āku rahi e aku hoa mahi, e rau rangatira mā
Kei te tuku tēnei kupu whakamarama
Ki a tātou kia tū ai he arawhata kōrero hei piringa mo tātou katoa, ko te
hunga whakapūmau ki te iwi o Te Rarawa Kaiwhare*

An organisational charter is a kind of manual and guide for members of any entity and should be referred to at times when the path ahead becomes unclear and further direction is required to progress any issue. Unlike the Constitution which is our set of rules, the Charter provides context elucidating roles, responsibilities and codes of best practice that ought to apply to situations enabling the effective resolution of issues. The Charter brings clarity to all parties enabling all the organisation's components and objectives to work together in harmony.

The purpose of the Charter is to provide the correct methodology for achieving objectives through successful relationships that lead to organisational outcomes.

It's a blueprint that ought to be familiar to all members of the organisation as an agreed framework for mentoring, monitoring and support the progress of plans and the roles and responsibilities that flow from them.

Mauria, mahia hei tokotoko kōrero mōu ki roto i tāu nei mahi.

TE RŪNANGA O TE RARAWA
ABOUT OUR CHARTER

Te Rūnanga o Te Rarawa | How our charter works

Separated according to purpose & function, while maintaining control and flexibility



Te Rūnanga o Te Rarawa
For overall governance – given nature of iwi settlement constitutional compliance critical

Te Waka Pupuri Pūtea
Asset Growth, retention, acquisition & cash management
Economic Pou & integration with social, environmental, cultural Pou – SIPO for financial assets

Te Rarawa Anga Mua
Marae development, Social, Environment & Cultural Pou integration

Governance Oversight

Charter Trustees

Kaikokiri Chair Group
for financial sustainability

Audit and Risk Committee

Chairman role

Chief Executive role

Elections processes maintained

Approved

February 2019

Understanding the Charter

Corporate governance
Code of conduct and ethics
Trustee remuneration
Strategic direction and planning
Financial governance
Subsidiaries and the office
Health & Safety
Risk Management
Committees and working parties

Statement of Intent

Five Priorities for 2019

1. Enhance business operations
2. Build a reputation to be proud of
3. Strengthen stakeholder relationships
4. Explore new business
5. Strengthen iwi capability

Statement of Intent

Priorities for 2019

1. Ensure appropriate Governance
2. Services meet strategic priorities.
3. Provide active support to communities
4. Collaboration to support Four Pou
5. Work with other Iwi

Review effectiveness of election process and charter

Measure effectiveness (impact) of Portfolio using benchmarking

Measure effectiveness of activity – identify KPIs



TE RŪNANGA O TE RARAWA

BOARD CHARTER

In particular the board will provide:

1.0 CORPORATE GOVERNANCE

- 1.1 Meet all legal requirements under the various Acts relevant to Te Rūnanga o Te Rarawa (TROTR).
- 1.2 Appoint, direct and, if required, terminate the appointment of a CEO.
- 1.3 Establish committees and working parties to assist it to govern effectively and efficiently
- 1.4 Create a Statement of Strategic Direction for TROTR and monitor and oversee progress towards the achievement of goals and outcomes.
- 1.5 Provide efficient and effective governance oversight of all aspects of TROTR.
- 1.6 Monitor the management of risks affecting the organisation, staff and contractors.
- 1.7 Maintain a productive interrelationship with Iwi members and other stakeholders.
- 1.8 Implement all obligations relevant to the Te Rarawa Settlement Act 2015.
- 1.9 Ensure effective governance through performance review and Trustee professional development.
- 1.10 Adhere to high ethical and corporate standards.

2.0 CODE OF CONDUCT AND ETHICS

- 2.1 Demonstrate leadership through:

Whakatōpūtanga	Working Collaboratively
Kawenga a te Katoa	Collective Responsibility
Whakatau Tika	Accountability
Whakatau Huna	Confidential Information
Manaaki Tangata	Respectful Behaviour
Whakaaro Tika	Informed Decision-making
Whakatau Pono	Protecting Rūnanga and Iwi Integrity
Te Taenga Mai	Attendance
Ngā Pānga Whakahē	Declaring and managing conflicts of interest consistent with best practice (See appendix 1 for details).

3.0 TRUSTEE REMUNERATION, INSURANCE AND EXPENSES

- 3.1 Annually agree the remuneration paid to Trustees and the Trust Chair.
 - a. The amount agreed will be on the basis of a full year's service to the Trust Board and will be paid in full or on a basis agreed between each Trustee and the Trust Board at a time, or times, agreed by the Trust Board.
 - b. The amount agreed will reflect the responsibilities of Trusteeship set against principles of sound probity.
 - c. The annual remuneration will cover attendance at all Trust Board meetings and other meetings and events attended by Trustees when serving in the role as Trustee.
- 3.2 Provide Trustees with, and pay the premiums for, indemnity and insurance cover while acting in their capacities as Trustees, to the fullest extent permitted by the relevant legislation.
- 3.3 Reimburse all reasonable expenses incurred by Trustees in the carrying out of their role.

4.0 STRATEGIC DIRECTION AND PLANNING

- 4.1 In partnership with management, establish and, at least annually, review TROTR's Statement of Strategic Direction, Key Results and governance-level strategies.
- 4.2 Monitor progress towards the achievement of key strategic programmes and capital projects and oversee the adequacy of resources required to achieve these.
- 4.3 Monitor capital allocation and management.

- 4.4 Schedule a programme of strategic dialogue at board meetings that reflects the priorities as defined by the Trust board and create opportunities for the board and management to think strategically about future issues relevant to TROTR's wellbeing and success.

5.0 FINANCIAL GOVERNANCE

- 5.1 Develop, review and monitor the implementation of TROTR financial controls, reporting systems and internal audit systems.
- 5.2 Provide guidance on budget parameters and priorities and approve the annual budget and financial plan including capital expenditure.
- 5.3 Approve expenditure outside budget parameters that the board determines to be material.
- 5.4 Review and approve the full-year financial statements, reports and outcomes.
- 5.5 Receive and approve the Audit and Risk Committee's annual plan and scheduled reports.
- 5.6 Review and approve regularly scheduled financial statements and reports, i.e. for each board meeting or at the board's request.

6.0 SUBSIDIARIES AND THE OFFICE OF THE RŪNANGA

- 6.1 Ensure that TROTR subsidiaries and the Office of the Runanga comply with all directions from the board of TROTR with regard to planning and reporting and contributing to TROTR planning and development.
 - a. The connection between the TROTR board, subsidiaries and the office of the Rūnanga will be the TROTR CEO.

7.0 HEALTH AND SAFETY AT WORK

- 7.1 Ensure robust health and safety management and information systems are designed, implemented and monitored.
- 7.2 Verify records are maintained enabling tracking of events, trends and responses/actions.
- 7.3 Understand and respond to the potential hazards and risks facing employees, contractors and volunteers.
- 7.4 Ensure adequate resources are in place to effectively manage health and safety.
- 7.5 Annually undertake a formal assessment of compliance with Trustees' duties and responsibilities under the Act.

8.0 RISK MANAGEMENT

- 8.1 Ensure the development of robust risk management policies and processes.
- 8.2 Set, and regularly review, the risk appetite within which management is expected to operate.
- 8.3 Ensure suitable internal controls are in place and are enacted, monitored and reviewed.
- 8.4 Ensure prompt investigation of any material shortfalls or breaches in compliance or risk management standards.

9.0 BOARD COMMITTEES AND WORKING PARTIES

- 9.1 Committees and working parties shall have comprehensive Terms of Reference.
- 9.2 Committees and working parties may co-opt outside members from time-to-time.
- 9.3 Committees and working parties shall not exercise authority over staff unless the CEO has specifically agreed to such delegations.
- 9.4 Committees and working parties cannot make binding board decisions or speak for the board.

10.0 BOARD MEETINGS

- 10.1 Will ordinarily deal only with matters that have governance-level significance.
- 10.2 Develop and adhere to a 12-month work plan.
- 10.3 Normally meet monthly; or at other frequencies as determined by the board.
- 10.4 Conduct board meetings in an open and constructive manner.
- 10.5 Ensure Trustees receive their board papers at least 5 working days prior to the meeting.
- 10.6 Others (e.g. staff) may participate in board meetings at the board's discretion.
- 10.7 Hold 'board only' sessions at its discretion.

11.0 MONITORING OPERATIONAL PERFORMANCE

- 11.1 Require the CEO to report to the board on the performance of TROTR at a frequency and to a standard specified by the board, targeted at the board's interests and duties rather than a description of management actions.
- 11.2 Determine criteria for management reporting that ensures a focus on governance-relevant financial and non-financial compliance reporting and information.
- 11.3 Keep Iwi members and other significant stakeholders informed of key achievements and other significant matters relevant to TROTR.

12.0 CHAIRPERSON ROLE

The Chairperson will:

- 12.1 Ensure the integrity and effectiveness of the governance processes as set out in this Charter.
- 12.2 Provide leadership to the board and TROTR and represent TROTR in all significant external events.
- 12.3 Provide guidance and support to the creation of a boardroom and organisation culture that reflects positively on TROTR with Iwi members and other stakeholders.
- 12.4 Ensure meeting content is, for the greatest part, confined to governance matters.
- 12.5 Ensure board papers are distributed in a timely manner and that the minutes accurately reflect the deliberations and decisions of the board.
- 12.6 Ensure all newly appointed Trustees are provided with a full and thorough induction into the affairs of TROTR.
- 12.7 As required, be the link between the board and the CEO, always ensuring this does not inhibit the necessary open and honest interrelationship between the CEO and the board as a whole.
- 12.8 Have the authority to delegate aspects of the role but will remain accountable for its overall effectiveness and achievements.

13.0 BOARD - CHIEF EXECUTIVE OFFICER INTERRELATIONSHIP

- 13.1 The CEO is the sole linkage and point of accountability between the board and the operational organisation.
- 13.2 Only the board acting as a body shall instruct the CEO. Typically, all instruction to the CEO will be codified as policy.
- 13.3 The board will make clear to the CEO in writing the authorities that may be exercised in carrying out the role, allowing the CEO any reasonable interpretation of these.
- 13.4 The expert knowledge and experience of individual Trustees is available to the CEO at his/her initiative.
- 13.5 The CEO's performance will be continuously, systematically and rigorously assessed by the board against achievement of the board-determined strategic outcomes and compliance with CEO Delegation policies. The board will provide regular performance feedback to the CEO.

14.0 DELEGATED AUTHORITIES

- 14.1 As the board's principal officer, the board holds the CEO accountable for ensuring neither he/she or any organisational employees take, allow or approve any action or circumstance in the name of TROTR 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.
- 14.2 The CEO is charged with the day-to-day leadership and management of TROTR and is accountable to the board for the implementation of organisational planning and other authorities delegated by the board from time-to-time.
- 14.3 The CEO is responsible for the day-to-day financial management of TROTR. In carrying out this duty he/she must take all reasonable steps to ensure that nothing is done, or authorised to be done, that could in any way cause financial harm or threaten TROTR's financial integrity.
- 14.4 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 with no risk of harm to TROTR.
- 14.5 The CEO sets and reviews employee salaries and benefits. In doing so he/she shall ensure no decisions or promises are made that would in any way cause or threaten financial harm to TROTR.

- 14.6 The CEO shall ensure the effective management and protection of TROTR's physical and intellectual assets and in doing so shall take all prudent and reasonable actions necessary to ensure these are protected against all foreseeable damaging circumstances.
- 14.7 The CEO shall ensure the board is well informed about issues and concerns, an awareness of which is essential to meeting its legal duties, discharging its moral responsibilities and meeting its accountabilities to Iwi members and other stakeholders.
- 14.8 The CEO is responsible for the employment and management of the TROTR's staff and volunteers. In exercising this authority, he/she must ensure the workplace environment is conducive to ethical behaviour consistent with TROTR's core values, and sound workplace practices consistent with workplace legislation or its common understanding.
- 14.9 In engaging with TROTR's key stakeholders, the CEO must take all reasonable steps to ensure the relationships created and maintained are in the best interest of both the organisation and the stakeholder.
- 14.10 The CEO shall be responsible and accountable for ensuring neither he/she or other organisation personnel undertake, approve or in any way support any action or circumstances that are directly or indirectly demeaning or derogatory or in any way damaging to TROTR.