

GOVERNANCE POLICY

The Governance Board of Te Kupenga is appointed by the Diocesan Bishops who are the Trustees of Te Kupenga. The following responsibilities of the Governance Board are to be read in the context of the Te Kupenga Trust Deed and the Te Kupenga Constitution.

The role of the Governance Board (the Board) is to oversee Te Kupenga to ensure good governance and administration. Specifically, the Board is responsible for:

- Strategic direction setting and planning
- Overall performance success and risk management of Te Kupenga
- Policy making and approval
- Recruiting and supervising the Chief Executive
- Review the Chief Executive's recommendations for appointments to senior appointments, for approval by the Trust (as per the Trust Deed)
- Proposing the annual budget and any reforecasts to the Te Kupenga Trustees (the Trust) for approval and being responsible for confirming to the Trust the true and fair view of the financial statements
- Oversee finances and ensure Te Kupenga is transparent and accountable in its financial management

The Board is directly responsible for oversight of Te Kupenga policies, excepting the Academic policies, which it delegates to the Academic Advisory Board and reserves the right of ratification. Policies are subject to a cycle of review agreed with and monitored by the Chief Executive:

Authority & Accountability of the Board

The Board derives its authority from the Trust, through the Te Kupenga Trust Deed.

The Trust Deed defines the powers and responsibilities which the Trust reserves to itself, and those it has delegated to the Board.

Chair

The Board Chair and Deputy-Chair are appointed by the Trust. The Chair convenes Board meetings and approves the meeting agenda. The Chair or Deputy-Chair may represent the Board externally and speak on its behalf.

Committee Chairs

The Board appoints all the committee Chairs. Committee Chairs approve the agenda and minutes of committee meetings and present the minutes and any other papers to the Board. Committee Chairs work with the relevant executive staff member to manage the Committee's work and ensure actions are taken and decisions implemented as intended.

Chief Executive

The appointment of the Chief Executive is approved by the Trust on the recommendation of the Board. The Chief Executive reports on a day-to-day basis to the Chair, based on an agreed performance plan. The Chief Executive may also seek advice or guidance from Committee Chairs and other Board members.

The Chief Executive reports to each Board meeting on Te Kupenga's progress against agreed priorities and performance measures. An action schedule tracks progress on actions decided by the Board, and a risk report tracks responses to identified risks. A Board-only segment in each meeting allows the Board to meet without the Chief Executive present for any relevant discussion.

The Chair and Deputy-Chair conduct an annual performance appraisal of the Chief Executive. They report the results of the appraisal, together with any recommended change to remuneration or other terms of employment, to the Board for ratification.

The Chief Executive has the following delegated authority:

- Expenditure within the approved budget (within a 5% variance)
- Appointment of staff (other than senior appointments, as defined by the Trust Deed)
- Contractual commitments up to 3 years' duration
- Routine representations to regulatory agencies
- Comment on matters to the media
- Communications to stakeholders.

On matters outside the scope of these delegations, the Board expects the Chief Executive to seek advice from the Chair and other relevant members and to confirm the intended course of action before proceeding.

Reporting

In addition to the reporting relationships and documents mentioned above, the Trust Deed states the Board will meet jointly with the Trust once a year, within five months of the end of the financial year (ie, by 31 May). This meeting allows the Board to present its audited financial statements and to account for the Institute's performance over the year, as well as discuss matters of vision, goals and strategy with the Trustees.

The Directors of the Nathaniel Centre and the National Centre for Religious Studies are required to report twice a year to their respective Bishop Commissions on recent performance (February) and strategic priorities (August). They present their reports in person, supported by the Chief Executive, Te Kupenga. The reports are submitted to the Board .

As a registered charity, Te Kupenga must also submit an annual return to the Charities Commission, comprising both financial and non-financial statements of performance.

Board Procedures

Board meetings

- The Board meets a minimum of six times per year
- Face-to-face meetings are held at a venue agreed by members.
- If scheduled meetings are unable to be held, they will be rescheduled
- The Board can also agree to meet remotely, using video conferencing
- Agenda and papers for the meeting are distributed one week before the meeting
- Meetings are minuted with a summary of discussion, decisions and action points

- Decisions are normally made by consensus but are recorded; should a formal vote be required, each member has one vote.
- Follow-up actions are monitored by the Chair and the Chief Executive and progress is reported at subsequent Board meetings.

Committees

- The Academic Advisory Board is the only standing committee. The board reserves the right to convene other committees as the need arises.
- The Board sets terms of reference governing each committee's operation.
- The Chair may choose to attend any committee meeting
- Committees may co-opt participants other than Board members, subject to Board ratification
- Committees generally meet by tele/video conference,
- Committee meetings are scheduled a fortnight prior to the Board meeting
- Agenda and papers are distributed one week prior to the meeting
- Each committee is attended by the Chief Executive, with other senior staff invited as required
- Committees are responsible for policy review within their scope of responsibility, and for considering operational matters at a more detailed level than is possible at the Board. The Board may refer matters to a committee for investigation or consideration. As a rule, Committees do not have to refer their decisions to the Board for approval, but are expected to table papers for the Board's information. The exception is policies, which need to be ratified by the Board before coming into effect.
- Minutes of the committee meetings, once approved by the committee Chair, are included in the meeting papers for the following Board meeting.

Conduct

- Board members agree to operate in an ethical, respectful and business-like manner
- Board members agree to put other responsibilities and interests to one side when engaged in Board business, and to declare any conflicting interest which might affect their views or actions. The board maintains a Conflict of Interest register, updated at the start of each board meeting, to ensure visibility of actual or perceived conflicts.
- Related party transactions must be reported as per Charities Accounting standards, where they are significant to Te Kupenga (in nature or financial value), or not on normal terms and conditions (for example, discounted or donated goods, or discounted or volunteered professional services). Reporting should include a description of the related party relationship; description and amount (where a dollar value is applicable) of the transaction(s) during the financial year; and the amount due to, or from, related parties at balance date.
- Outside meetings, Board members agree to refrain from criticism of the Board and its staff, and to raise any concerns about conduct or performance with the Chief Executive, or the Board Chair.

Remuneration & Expenses

- Board members serve on the Board and its committees on a non-remunerated basis
- Actual and reasonable travel and other out-of-pocket expenses incurred by Board and committee members to attend meetings will be reimbursed
- Travel can be organised by administration staff

Reviewed: 31 July 2020

Next review: July 2023