



GOVERNANCE POLICY

The Governance Board (the Board) of Te Kupenga is appointed by the New Zealand Catholic Bishops' Conference who are the Trustees of Te Kupenga (the Trust). The following responsibilities of the Governance Board are to be read in the context of the Te Kupenga – Catholic Leadership Institute Charitable Trust Deed.

The role of 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.
- Reviewing the Chief Executive's recommendations for appointments to senior appointments, for approval by the Trust.
- Proposing the annual budget and any reforecasts to the the Trust for approval and being responsible for confirming the true and fair view of the financial statements.
- Overseeing finances and ensuring Te Kupenga is transparent and accountable in its financial management.

The Board is directly responsible for oversight of Te Kupenga policies. The Academic Advisory Board may be consulted regarding Academic policies, (with subsequent ratification by the Board). Policies are subject to a cycle of review agreed with and monitored by the Chief Executive.

Authority & Accountability of the Board

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

Board members

Board members are appointed by the Trust. Appointment terms are for three years, and may be renewed by the Trust if all parties are agreeable. It is preferable that appointment terms are staggered so that there is continuity of Board membership.

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 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 another nominated Board member 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)
- 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

The Chief Executive is required to report twice a year to the Trust on recent performance and strategic priorities. The Chief Executive presents their report in person, supported (when appropriate) by the Director of Nathaniel Centre, the Director of the National Centre for Religious Studies or the Director of Catholic Theological College.

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.
- At every meeting of the Board, a quorum is one-half of the members. If the Bishop member is unable to be present at any particular meeting, he should delegate another member to take this role. No business may be transacted unless a quorum is present.
- 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.

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

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