

# Board Governance Handbook

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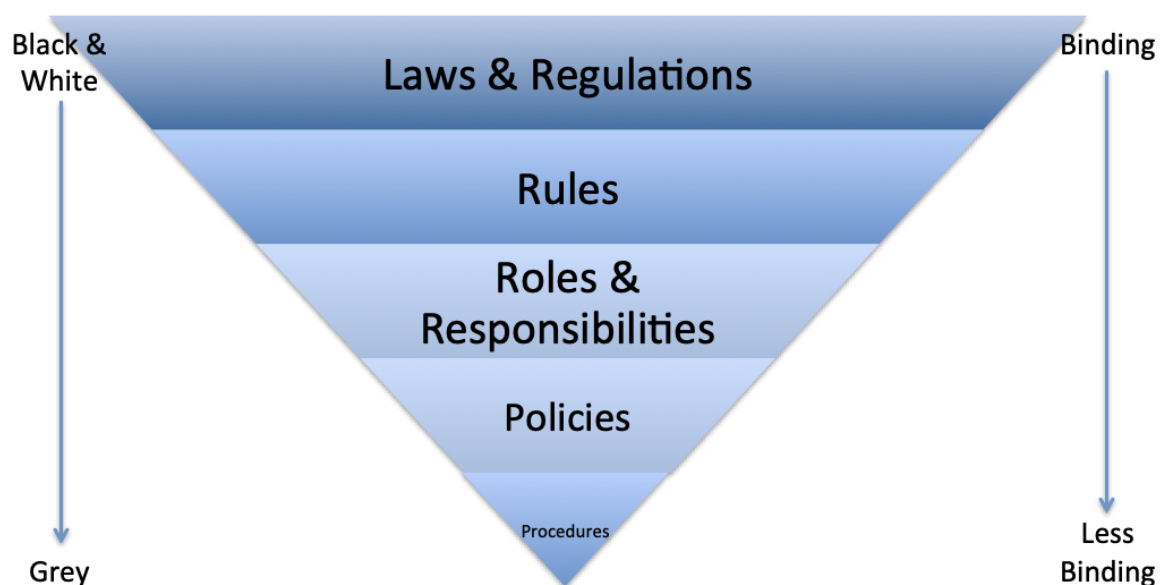
## Overview

The purpose of this document is to provide guidance to the Board. Core functions and guiding principles discussed within this document define the Board's operations.

This document covers the five compliance contexts of governance. These are presented from the most to the least binding aspects.

1. Laws and Regulations
2. Rules
3. Roles and Responsibilities
4. Policies
5. Procedures

## The Governance Context



Who can change procedures – policies – reference documents

PROCEDURE - Prior to changing a procedure, the changes must be discussed and communicated with staff and management and approved by the chief executive.

POLICY - A policy can only be changed after approval by the Board.

REFERENCE - Reference information can be updated by any employee.

## Laws and Regulations

These Laws and Regulations and their amendments are relevant and must be complied with:

1. Incorporated Societies Act 1908;
2. Privacy Act 1993;
3. New Zealand Taxation law;
4. Fair Trading Act 1986;
5. Intellectual Property law;
6. Human Rights Act 1993;
7. Employment Relations Act 2000 and other laws that affect the employment relationship;
8. Health and Safety in Employment Act 1992;
9. All other legislation and regulations relating specifically to the Association.

## Rules

Refer to The Rules – registered with the Incorporated Societies

The current Rules, adopted in September 2013:

The Rules and all Governance Policies are in the Governance folder and on the website.

## Quick Guide (from Rules)

### Election of Officers

Nominations for Three Elected Officers to the Board

1. Notices calling for nominations to vacant Board positions must be sent in writing to all members at least 45 days prior to the Annual General Meeting.
2. Nominations must be received by the Secretariat 30 days prior to the Annual General Meeting.
3. Nominations must be signed by the proposer and seconder who must be members of the Association.
4. The nominee must:
  1. be a member of the Association
  2. agree in writing to accept nomination
  3. have been a member of the Association for at least 2 years
5. If the number of nominations received do not exceed the number of vacancies on the Board, The Board may declare that the nominees have been duly elected and no ballot will be held.

Voting

1. Voting forms whether paper or electronic must be forwarded to Members no later than 20 days prior to the Annual General Meeting.
2. The deadline for receiving votes is 7 days prior to the Annual General Meeting.
3. The Board may appoint 2 scrutineers to determine the result of the election.

### Annual General Meeting

1. The Annual General Meeting is to be held every year at a date no later than 5 months after the Association's Balance Date.
2. The date and place for holding the AGM will be determined by the Board. This must be done at least 45 days prior to the AGM as Notices calling for Nominations must be sent out by that time.
3. At least 4 weeks prior to the AGM the Association shall send out a notice of meeting to the members who must receive a minimum of 21 notice days of the meeting.
4. The notice of meeting will be given either:
  1. by posting to the address of the Member in the Register of Members
  2. by sending it to the electronic mail address nominated by the Member
5. The Notice of Meeting must state the following:

1. The place, date and time of the meeting (including the technology to be used to facilitate the meeting if it is to be held in more than one place).
2. The business of the meeting.
3. That Members have the right to appoint a proxy
4. That the business of the meeting will be restricted to those items of which due notice has been given
6. A quorum of at least 5% of the Members, either present in person or by the use of the appropriate technology, is required for the meeting to proceed. The decision of the Chairperson in respect of whether a quorum is present will be final.
7. If a meeting is required to be adjourned and does not reconvene within 21 days notice of the adjourned meeting must be given as in the case of the original meeting.

## Historical Reference

Founded in 1946, PodiatryNZ is the national voice of podiatrists.

Podiatry New Zealand Incorporated (PodiatryNZ) is a membership based, not for profit association registered under the Incorporated Societies Act.

Dedicated to better patient outcomes through enhancing the profession of podiatry and increasing awareness among New Zealanders about the importance of good foot health care.

A comprehensive review of the Rules was undertaken in 2013. Governance structure changed from Branch representation to national organisation. The popular voted Presidential position was replaced with a Board selected Chair.

## Strategic Framework

### Mission, Vision & Value Statements

#### Our Vision

To advance the quality of and access to podiatry.

#### Our Values

- Integrity:** We act with integrity and respect in all we do. We are each personally accountable for the highest standards of behaviour, including honesty, transparency and fairness in all aspects of our work.
- Leadership:** We aim to support the profession of podiatry leading by example with vision, acting in the best interests of those receiving podiatric care.
- Excellence:** We are committed to robust governance, continuous quality development, and application of best practice principles in all that we do.
- Collegiality:** We aim to actively engage with members and stakeholders, working together to enhance and advance the quality of and access to podiatry for the communities we serve.

### Our Strategic Goals

#### Facilitating Collegiality

Our goal is to facilitate a collegial network of podiatrists and stakeholders based on mutual respect and understanding. These cooperative relationships to be achieved through the engagement of podiatrists at the national and regional levels. PodiatryNZ aims to deliver quality communication and training to enhance relationships for and between members, students and stakeholders.

#### Expanding Careers

Our goal is to assist members to maximise career potential, improve patient outcomes and maintain job satisfaction. Professional development and career specialisations will continue to be a focus. PodiatryNZ will work collaboratively with others to achieve prescribing rights, deliver high risk foot and sports training and to further quality clinic training with the implementation of a 3rd party audit process.

#### Sustainability

Our goal is to ensure the continued relevance of PodiatryNZ by safeguarding sound organisational practices through best practice governance practices. This will involve the implementation of best practice procedures for: transitioning key personnel, Board succession plans and an investment in appropriate induction and governance procedures.



## The Board

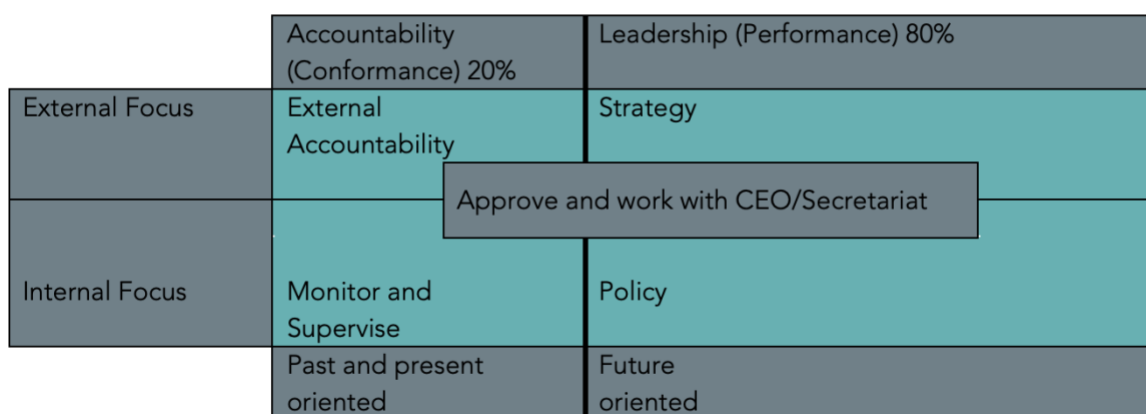
### Roles and Responsibilities of the Board

The Board is responsible to the members for the overall governance of the Association. This includes ensuring the long-term viability, enhancing performance through strategy formulation and policy making.

The Board comprises the individual elected and co-opted members. Individual Board Members can only act to influence the decision-making of the entity when meeting formally as a group - as The Board.

The Board activity is based on the Tricker model, which summarises Board responsibilities in diagrammatic form (see Figure 1):

Figure 1: The Tricker Model of Board Responsibilities



Source: Robert I Tricker 1004 International Corporate Governance: Text Reading & Cases, New York, Prentice Hall.

## The Board's Responsibilities

1. Determine the strategy of the Association through -
  - a. determining the vision for the future;
  - b. making the choices to create the future for our members and the communities they serve;
  - c. developing and endorsing a strategic plan at least every three years;
  - d. monitoring changes in the external environment which have bearing on the Association's vision and identifying implications for strategic direction and goals.
2. Establish policy by which the Association will be governed, including -
  - a. developing and maintaining the governance handbook;
  - b. approving Board policy documents and organisational position statements, including codes of conduct, continuous disclosure, legal compliance and other significant corporate policies;
  - c. determining the delegations of power and responsibility to the CEO/Secretariat, and the limits to those powers and responsibilities;
  - d. having input to and giving final approval of the annual budget;
  - e. recognising appropriate risks to the achievement of the strategic direction set;
  - f. ensuring appropriate systems of risk management and internal compliance and controls are in place.
3. Monitor and supervise the organisation's performance including -
  - a. monitoring the CEO/Secretariat performance;
  - b. monitoring progress against the budget;
  - c. approving expenditure outside the approved budget and delegations;
  - d. approving and monitoring any major capital expenditure.
4. Ensure accountability of the organisation to members and other stakeholders through - approving and monitoring financial and other reporting to members and other stakeholders;
  - a. monitoring compliance with all legal and statutory obligations, including provisions in the Rules;
  - b. evaluating its own (the Board's) performance and compliance with the Rules.
5. Ensure key organisational positions are filled with appropriately skilled and qualified individuals, including appointing and removing as necessary -
  - a. a Chair;
  - b. the Chief Executive Officer;
  - c. an external Auditor or reviewer if required.
6. Work with and through the CEO/Secretariat -
  - a. providing leadership, guidance, advice and support to the CEO/Secretariat to deliver on the Board's strategic priorities;
  - b. delegating appropriate authority and responsibilities to the CEO/Secretariat to establish programs, budget, administer finances and otherwise manage the organisation according to sound business practice;
  - c. providing a credible and effective link between the members and stakeholders of and the activities undertaken on their behalf by the Association;
  - d. holding the CEO/Secretariat accountable for all delegated responsibilities.

## Roles and Responsibilities of Board Members

Each Board Member must -

1. act in good faith in the best interests of the Association and for a proper purpose;
2. exercise due care and diligence that a reasonable person would exercise;
3. adhere to and uphold the Board's policies and decisions properly arrived at;

4. 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;
5. act in accordance with their fiduciary duties, complying with the spirit as well as the letter of the law, and recognising both their legal and moral duties as a Board Member;
6. commit the time necessary to effectively discharge their duties as a Board Member;
7. remain informed about the Association's mission, policies and services, and the range of views of members about the Association's operations;
8. understand the complexities of the sector in which the Association operates in order to adequately assess the opportunities and risks faced by the sector and by the Association;
9. prepare for and endeavour to attend all Board meetings;
10. 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;
11. systematically consider information relating to the Association's performance;
12. ensure the Association remains solvent and does not trade while insolvent;
13. avoid conflicts of interest;
14. immediately declare to the Board any conflicts of interest that may arise and comply with any provisions for addressing such conflicts;
15. not improperly use their position or misuse information of the Association;
16. not claim to represent the Association's views and policies except where explicitly authorised to do so by the Board;
17. not make negative public comment about the Association, its Board, members or staff;
18. resign as a Board Member if unable to comply.

## Roles and Responsibilities of Board Chair

1. The Board Chair
  - a. is elected by and accountable to the Board as a whole;
  - b. has all the same duties and responsibilities as other Board Members, but is considered the 'lead' Member, with additional responsibilities for leading the Board, and for ensuring the integrity of the Board's processes and actions;
  - c. must commit the time necessary to discharge effectively their role as Chair of the Board.
2. The Chair's responsibilities are to
  - a. maintain a good relationship with the CEO/Secretariat to optimise their capacity to fulfil their responsibilities;
  - b. oversee adequate processes to enable the Board to function properly and effectively discharge its supervisory role in relation to New Zealand law and its own governance policies, including but not limited to:
    - i. developing the Board meeting agenda;
    - ii. chairing meetings of the Board;
    - iii. ensuring the Board complies with its own governance policies and prosecutes its strategic, policy, monitoring and accountability responsibilities effectively;
    - iv. facilitating all Board Members making an informed and constructive contribution to the Board's deliberations;
    - v. guiding and mediating Board deliberations and responses with respect to major organisational priorities and governance concerns.
  - c. promote constructive and respectful relations between Board Members and between the Board and management;
  - d. ensure that the annual performance of the Board and the Board Members are evaluated in a professional and timely manner;
  - e. ensure that the annual performance of CEO/Secretariat is evaluated in a professional and timely manner;
  - f. be the chief representative and spokesperson for the Association to outside parties, unless another Board Member, the CEO/Secretariat, or another member is delegated to do so. All such representation shall reflect both the stated policy intent and the spirit of the Board's position;
  - g. perform other responsibilities assigned from time to time by the Board.
3. The Chair is not empowered to
  - a. assume the role or responsibilities of the CEO/Secretariat;
  - b. unilaterally change Board governance policies, strategic directions or Limitations (delegations) Policy;
  - c. inhibit the free flow of information to the Board necessary for sound governance;
  - d. come between the Board and its formal links with the CEO/Secretariat by altering or controlling flows of information necessary for the Board to appropriately undertake its governance responsibilities.

## Roles and Responsibilities of the CEO/Secretariat

The CEO/Secretariat is responsible for the day-to-day management of the Association within the strategic directions established by the Board. All powers, discretions and delegations shall be authorised, from time to time, by the Board. The Board shall be responsible for regularly reviewing and ensuring that all necessary and appropriate delegations are in place to enable the CEO to meet this responsibility.

1. The CEO/Secretariat
  - a. is the Chief Executive Officer and support to the Board;
  - b. supports the Board with strategic information, ideas and reports that are relevant, timely and accurate;
  - c. plans, co-ordinates and implements the vision, mission, strategies and policies established by the Board;
  - d. reports directly to the Board through written and verbal reports;
  - e. assures the Board of compliance to its policies through agreed upon reporting processes at least annually or as otherwise specified.
  
2. The CEO/Secretariat is regarded as an “ex-officio” member of the Board but is not entitled to vote. The CEO/Secretariat shall be entitled to:
  - a. attend all Board meetings;
  - b. participate in any discussions relating to any question or motion before such meetings;
  - c. offer advice, counsel, information, make recommendations and provide their opinion on matters before the Board;
  - d. have access to all Board documents and minutes.
  
3. The CEO/Secretariat is responsible for:
  - a. the overall leadership and ongoing management of the day to day operations of the Secretariat including operational, financial and behavioural performance;
  - b. developing, for the Board, annual strategic goals performance targets and standards – the ‘annual business plan’;
  - c. providing strong leadership to, and effective management of all staff/volunteers assigned to and/or contracted to the Association;
  - d. identifying, sourcing and reviewing business development opportunities for future development and growth and providing the Board with advice, counsel and information on business development and expansion opportunities;
  - e. developing and implementing any operational policies, decisions, actions, practices and activities (including but not limited to operational budgets, strategies, programs, plans, projects, contracts, fiscal statements);
  - f. establishing and leading any committees, business units and working parties as needed from time to time;
  - g. effective marketing of the Association to existing and potential members;
  - h. overseeing the development, maintenance, security and utility of the physical resources, assets, facilities, premises and locations;
  - i. developing and implementing an effective compliance culture and appropriate systems to ensure all legal, statutory, regulatory, accounting and policy obligations are fulfilled;
  - j. developing and implementing appropriate risk management systems; and
  - k. other duties as delegated to the CEO/Secretariat by the Board from time to time.

Aspects of these responsibilities may be delegated at the Secretariat discretion, noting that all accumulated accountability for all operational functions resides with the Secretariat.

## Board Register Office Holders

### Office Holder Nominated Terms & Expiry Dates

Prior to Rules Change 2013

Office	Office Holder	Year of Nomination	Expiry
President	Bruce Baxter	2006	2012
President	Michele Garrett	2012	Stood down 2013
Northern Rep	Caron Orelowitz		2013
Central Rep	Fiona Angus		2011
	Jenny Cousins	2011	Stood down 2013
Southern Rep	Nick Haley		2011
	Ben Lamb	2011	2013
ANZPAC Rep	Alexandra Noble-Beasley		2013
Executive Officer	Wayne Tucker		Resigned 2012
Treasurer	Amy Leask		Resigned 2011

Post-Rule Change 2013

Office	Office Holder	1 <sup>st</sup> Year of Nomination	Last Appointed (2 year term)	Expiry Year
Chair	Ben Lamb	2013	2016	2018
	Caron Orelowitz	2007	2017	2019
	Michele Garret	2012	2014	Resigned 2017
Co-opted	Andrew Jones	Co-opted 2014	Resigned Feb 2016	2016
Maori	Lawrence Kingi	Joined July 2015		
Co-opted	Angela Brenton-Rule	2017	2019	Resigned 2019
	Matt Franken	2017	2021	2023
	Rebecca Finchett	2018	2018	2020
	Sarah Duncan	2017	2021	2023
	Rachael Harper	2018	2020	2022

NB. There is an excel spreadsheet Governance/Board Members/Office Holders This has information going back to 1984.

# Board Policies

## Board Polices

are updated on an as needs basis. Reviews can be instigated by the Chair or the Secretariat. Reviews should be undertaken to ensure clarity when there is ambiguity or when environmental factors necessitate a change.



## Conflict of Interest Policy

The conflict of interest policy is to prevent the institutional or personal interests of Board Members, officers, and staff from interfering with the performance of their duties to the Association, and to ensure that there is no personal, professional, or political gain at the expense of the Association.

This policy is not designed to eliminate relationships and activities that may create a duality of interest, but to require the disclosure of any conflicts of interest or conflict of loyalty and to omit that party from a decision where a conflict exists.

A conflict may exist when the interests or potential interests of any Board Member, officer, or staff member, or any other organisation or company to which the person associated with the Association has allegiance. Conflicts may be seen as competing with the interests of the Association, or they may impair a person's independence or loyalty to the Association.

A conflict is defined as an interest that might affect, or might reasonably appear to affect, the judgment or conduct of any Board Member, officer, or staff member in a manner that is adverse to the interests of the Association.

A conflict may exist if a Board Member, officer, staff member, relative or associate:

1. has a business or financial interest in any third party dealing with the Association. (This does not include an interest of less than 5 per cent of a publicly listed company.);
2. holds office, serves on a Board, participates in management, or is employed by any third party dealing with the Association (this includes any organisation where the membership of it may give rise to a conflict of loyalty);
3. derives remuneration or other financial gain from a transaction involving the Association;
4. engages in any outside employment or other activity that will materially encroach on such person's obligations to the Association; compete with the Association activities; involve any use of the Association's equipment, supplies, or facilities; or imply the Association's sponsorship or support of the outside employment or activity.

### Use of Information

Board Members, officers, and staff shall not use information received from participation in the Association's affairs, whether expressly determined as confidential or not, for personal or professional gain or to the detriment of the Association.

### Disclosure and Recusal

Whenever any Board Member has a conflict of interest or a perceived conflict of interest with the Association, they shall notify the Chair of such conflict and the conflict shall be noted at the next Board meeting. Whenever any staff member (paid or volunteer) has a conflict of interest or a perceived conflict of interest with the Association, they shall notify the Chair.

When any conflict of interest is relevant to a matter that comes under consideration or requires action by the Board the interested person shall call it to the attention of the Board. That person shall provide the Board or applicable committee with any and all relevant information on the particular matter and the Chair will decide if that person will participate in the meeting and/or decision-making.

The Minutes of the meeting of the Board or its committee shall reflect that the conflict of interest was disclosed, that the interested person was or was not present during discussion or decision on the matter.

## Board Meeting Policy

Board meetings will be held at a frequency to be determined by the Board. The purpose of these meetings over the course of each yearly cycle is to

1. determine and/or refine the Association's strategic vision and objectives;
2. engage in analysis and make informed choices to deliver the future as articulated in the Association's vision;
3. review and approve Board policies as needed;
4. approve operational goals for management including the annual operating plan and budget;
5. monitor progress over time against strategic objectives;
6. monitor performance of operational plans including financial results;
7. confirm the appropriateness of the Board's risk appetite, and the effectiveness of risk management and compliance procedures and practices;
8. approve the annual audit plans;
9. review CEO/Secretariat performance and undertake an annual formal review; and
10. set remuneration/fees for the CEO/Secretariat.

## Board Meeting Preparation and Conduct Policy

The following processes shall apply to the preparation for and conduct of Board meetings

1. every reasonable effort will be made to organise meetings at a time and place which can be attended by all Board Members and the CEO;
2. the Board may meet in person or by teleconference or other electronic means;
3. all Board Members are expected to make every reasonable effort to attend meetings;
4. where a Board Member knows in advance that they are unable to attend a meeting they must give an apology and may provide the Chair with written advice of their vote on matters before the Board prior to the meeting;
5. Board Members are entitled to reasonable reimbursement for expenses incurred in travelling to and from Board meetings as set out in the Travel, Accommodation and Expenses Policy;
6. Board Members, staff and members may put forward items for inclusion on the Board Agenda. Agenda items shall be accompanied by a paper providing necessary information to support informed decision making by the Board;
7. No papers shall be tabled at the Board meeting without prior notice, except with the permission of the Chair. Wherever possible, matters without notice (and without papers) shall be placed on the Agenda for the subsequent Board meeting and a paper prepared;
8. Board Members are expected to make all reasonable effort to read the Board papers provided and to remain informed of issues, analysis, information, developments and policies which have bearing on the Association's strategic position and activities;
9. decision making will be by consensus as far as possible. The principle of consensus building assumes that all points of view are valid and incorporate minority views into the discussion. The goal is to find a solution that everyone can accept and is willing to implement. Consensus eliminates the win-or-lose approach of a majority vote because it does not count votes. It takes a qualitative approach, not forcing a compromise but seeking to eliminate objections. It also encourages alternative thinking and fosters innovative solutions;
10. All Board Members are entitled to be heard at all meetings and should bring an informed and independent judgement to bear in decision-making;
11. Minutes of proceedings will be kept of all meetings of the Board and its committees. All decisions will be recorded in the Minutes. Minutes will be made available to members upon request;
12. minutes will be draft only until they are formally moved and accepted prior to the next meeting of the Board (or via email). Once Minutes are formally accepted they cannot be changed. A record of all Minutes shall be kept by the Secretariat.

## Board Meeting Confidentiality Policy

The Association is committed to openness, transparency, and accountability. Its policies reflect its wish to release all information it holds as far as this is consistent with the protection of individual privacy, the effective management of its business, and relevant legislation.

Board Members shall be authorised to release to any person any material other than confidential material obtained in the course of their service as a Board Member where such release is in accordance with the requirements of any applicable legislation and where such release is consistent with the organisation's Media Relations Policy.

Decision of the Board -

1. the Board shall decide from time to time whether any or all of its agendas, Minutes, or papers, or those of its sub-committees (not otherwise required by legislation, regulation, or its rules to be made public) shall be made public. Where no express decision has been recorded the assumption shall be that the material is not confidential;
2. on those occasions and for those matters that the Board elects not to make public, Board Members shall respect the confidentiality of those documents and of any deliberations by the Board on those matters;
3. the obligation to protect such confidential matters from disclosure continues even after the individual Board Member is no longer serving on the Board.
4. the Board shall decide from time to time whether any observers shall be permitted to attend any or all of its meetings. Where appropriate, visitors may be admitted subject to their undertaking to maintain confidentiality;
5. where appropriate, information identifying individuals may be removed by the Chair from material before its consideration by the Board.

In particular, Board Members shall not -

1. disclose to any member of the public any confidential information acquired by virtue of their position as a Board Member;
2. use any confidential information acquired by virtue of their position on the Board for their personal financial or other benefit or for that of any other person;
3. disclose to any member of the public any confidential information related to the interests of individuals, groups or organisations acquired by virtue of their position on the Board;
4. make statements to the media in the name of the organisation except as authorised;
5. permit any unauthorised person to inspect or have access to any confidential documents or other information.
6. It is the responsibility of the Chair to ensure that Board materials are appropriately classified as confidential or open to release.

## Email Voting Policy

This document provides the protocol that PodiatryNZ will follow when conducting matters by email.

### Matters that can be dealt with by electronic meeting.

Where a decision can be made between face-to-face Board meetings, an issue may be presented to Members by email. Matters requiring discussion before decision will generally be dealt with at a scheduled meeting, unless the matter is urgent.

### Calling an electronic meeting

On the instruction of the Chair, the secretariat will present the matter to Members by e-mail.

Members should acknowledge receipt of the email, by allowing the receipt request to function. If the receipt request function is not activated, the Member should acknowledge receipt by replying to all indicating they have received the email. Each Member should do this regardless of whether or not they wish to comment or vote on the issue.

## Alert for Matters Requiring a Decision

All matters requiring a decision will be clearly identified as such in the email “subject” line by the description “DECISION REQUIRED”

## Quorum for an electronic meeting

A quorum will be achieved for an electronic meeting if (specify organisation quorum requirements) who acknowledge receipt. For this purpose, an “out of office reply” will not be treated as an acknowledgement.

## Voting at electronic meetings

A matter put to an electronic meeting will be deemed passed if a simple majority of those Members “present” indicate their agreement to the matter put to the meeting. (Providing the meeting quorum is achieved)

## Qualified Responses to Matters Requiring a Decision

Members may wish to comment on an issue rather than give a simple “accept/reject” response. The comment should be sent to all Members to give a chance to respond. The secretariat will then decide whether to allow time for online discussion before calling for a vote on the original matter put to the meeting, or whether to put an amended or new matter to the meeting in response to online discussion.

## Conduct of an electronic meeting

The secretariat will be responsible for ensuring that this protocol is complied with and will promptly report the result of the meeting to the Members by e-mail. The decision will be recorded in the minutes of the next meeting.

## Observers at Board Meetings

Visitors may attend any part or the whole of the Board meeting, at the discretion of the Board, agreed to by a majority of Board Members.

### Board Transparency and Accountability

The Association wishes to be proactively concerned with its relationship with its clients, its members, its stakeholders, and the general public. The Association realises the importance of transparency in its operations and wishes to withhold from public scrutiny as little of its operations as is possible.

## Board Members’ Access to Information and Independent Advice Policy

Board Members must be provided with the information they need to efficiently discharge their responsibilities.

The Board will arrange for management to supply the Board with information in a form, timeframe and quality that enables Board Members to effectively discharge their duties. All Board Members are to receive copies of Board papers.

Any Board Member may take such independent legal, financial or other advice as they consider necessary at the Association’s expense providing:

1. the Chair’s consent is requested in writing and obtained
2. the advice sought is directly relevant to PodiatryNZ’s affairs

## Independence of Board Members Policy

Independence of Board Members speaks to the Board Member's legal and fiduciary responsibilities to make decisions and act in the best interests of PodiatryNZ free from any conflicting interest or loyalty that may impact detrimentally on the capacity to carry out their responsibilities.

A Board Member will be considered to be independent if he or she:

1. has not, within the last three years, been paid for professional advice or as a consultant, or an employee associated with any service provided;
2. is not a supplier or customer, or an officer of or otherwise associated directly or indirectly with, a material supplier or customer; and
3. is free from any interest and any business or other relationship, which could, or could reasonably be perceived to, interfere with the Board Member's ability to act in the best interests of the Association.

Length of service on the Board does not affect a Board Member's ability to act in the best interests of the members and the organisation. Members elect the Board to act on their behalf in accordance with the Rules.

These guidelines must be applied with common sense. Board Members are best able to determine if they have an interest or relationship which is likely to impact on their independence. As such, each Board Member is expected to advise the Chair immediately if they believe they may no longer be independent. Should the Chair or any other Board Member have any concern about the independence of a Board Member, they must immediately raise the issue with that Board Member and, if the issue is not resolved, with the Board.

Should the Chair have any concern about their own independence, they must immediately raise the issue with the Board.

## Professional Integrity

A Board member should recognise that the position occupied is particularly sensitive. As a Board member one must be prepared, if necessary, to express disagreement with colleagues including the Chair and/or chief executive. However, in the absence of a need to express disagreement, one should be prepared to commit to the decisions of the Board.

If there is any doubt whether a proposed course of action is inconsistent with a Board member's fiduciary duties then the course of action should not be supported.

Independent advice should be sought as soon as possible to clarify the issue.

'Opinion shopping' and the search for loopholes in the law is unacceptable.

When a Board member feels strongly as to be unable to acquiesce to a decision of the Board, some or all of the following steps should be considered:

1. making the extent of the dissent and its possible consequences clear to the Board as a means of seeking to influence the decision;
2. asking the chair to obtain additional legal, accounting or other professional advice;
3. asking that the decision be postponed to the next meeting to allow time for further consideration and informal discussion;
4. tabling a statement of dissent and asking that it be minuted;
5. writing to the Chair, the chief executive and all members of the Board, asking that the letter be filed with the minutes;
6. following these steps, the Board member feels that they are unable to support the majority decision of the Board, then they should resign from the Board.

The golden rule resignations: when a Board member resigns, they should do it the way they would like others to resign.

It's unsettling to have fellow board members resign without knowing the reason or suspecting that the stated reason is just an excuse.

Tell the board chair first, then the chief executive then the whole board. Any decision to resign would be effective immediately.

## Board Accountability Policy

The Board acts as an agent for the 'owners' (members), and has the authority over and accountability for the outcomes, behaviours and actions of the Association. The Board is accountable for the overall performance of the Association.

The Board is accountable first and foremost to the members for exercising the authority given to it in the Rules and New Zealand law.

## Board Evaluation Policy

The Board should evaluate its performance biennially to determine whether it is functioning effectively by reference to current best practice corporate governance and regulatory obligations.

## Induction of Board Members Policy

It is the responsibility of the Board to develop an orientation program for new Board members. This induction process shall include but not be limited to:

Provision by the Secretariat of an induction pack containing a copy of:

1. the vision, mission and values of the Association
2. the Rules;
3. the most recent Annual report;
4. copies of the Board meeting Agendas and Minutes for the preceding 12 months;
5. the Strategic Plan;
6. the current Business/Operational plan for the financial year;
7. the Budget for the financial year as approved by the Board;
8. templates and forms the Board Member will require to participate in Board meetings;
9. a copy of the Association Indemnity Insurance wording;
10. other documentation as appropriate to supporting the orientation of the new Board Member to the Board's activities;
11. the Secretariat contract.
12. arranging an opportunity to:
  - a) meet or teleconference with the Board Chair for a briefing on the Board;
  - b) meet or teleconference with the CEO/Secretariat for a briefing on operations and activities;

## Risk Management Policy

The Board must be committed to protecting the human, financial and good-will assets and resources of the Association through the practice of effective risk management. The Board's role is to ensure the Association has a risk management policy and plan.

The CEO/Secretariat will present to the Board for its consideration, a risk assessment of any proposed project, venture or endeavour, which is outside the Association's normal business activity.

The Risk Management matrix is reviewed annually and can be found in the Governance Folder.



## Records Policy

### Board Records

1. all Board deliberations, and the deliberations of sub-committees, shall be open to the public, except where the Board or the sub-committee passes a motion to make any specific portion confidential;
2. all Board Minutes, and the Minutes of the sub-committees, shall be open to the public once accepted by the Board, except where the Board passes a motion to make any specific portion confidential;
3. all papers and materials considered by the Board shall be open to the public following the meeting at which they are considered, except where the Board passes a motion to make any specific paper or material confidential.

### Members Records

1. all member records shall be available for consultation by the members concerned or by their legal representatives;
2. no member records shall be made available to any other person outside the Association other than with the consent of the member concerned;
3. members are not entitled to receive on request a list of members with contact addresses;
4. within the Association, member records shall be available to those personnel with responsibility for dealing with those members;
5. member records shall be made available to the Board when requested.

### Related Party Records

From time to time, the Association will hold records relating to other parties. This may include, for example, patients of members. In respect of those records, the following will apply:

1. related party records shall be available for consultation by the related party concerned or by their legal representatives;
2. no related party records shall be made available to any other person outside the Association;
3. within the Association, related party records shall be made available only to those persons with responsibilities for that client, except that related party records shall be made available to the Board when requested but should be, where possible, rendered anonymous.

### Administrative Records

All records and materials not falling into the categories above may be released to the public at the discretion of the CEO/Secretariat, who shall take into consideration

1. a general presumption in favour of transparency;
2. the relevant provisions of any privacy legislation.

## Board Committee Policy

The Board may establish Committees and/or Working Groups to assist the Board in fulfilling its duties and responsibilities

### Committee Terms of Reference

Name of committee	e.g. Finance, Fundraising, Audit & Risk
Purpose of the committee	
Membership and appointment	Who can be a member (e.g. committee members, staff, co-opted members, etc)? How and when are they appointed? What is the duration of the appointment?
Chairing	If it is the role of a member of the Board to act as a Chair for a particular sub-committee then that should be detailed in the role description for that position.
Frequency of meetings and quorum	How often will the committee meet? How will the committee meet – face to face, electronic, teleconference. Who will fund the meeting?
Voting	How many votes are required to carry a motion?
Record of meetings	How will minutes be distributed? Who will be responsible for taking these?
Reporting mechanism	How will they report to the Board? Oral or written reports? By whom? How frequently?
Functions & delegated authority	Specify the role and purpose of the committee. Specify limits to their authority i.e. are they advisory only? What financial delegations will they have? Specify when they can make decisions or take action without the specific approval of the Management Committee.
Time defined? When will the committee be terminated?	Is this a standing committee or will it be terminated when the task is complete.

## CEO/Secretariat Accountability Policy

The CEO/Secretariat is accountable for the achievement of the Board stated strategic directions and performance targets and standards.

The CEO/Secretariat is also accountable for:

1. overall operational, financial and behavioural performance of the Association; and
2. the effective, efficient, lawful, prudent and ethical management of all operational aspects of the organisation;
3. within the delegated authorities and constraints expressed by the Board in the Limitations policies contained within this Charter.

At the meeting where the Board approves the full-year financial statements, the CEO/Secretariat must provide the Board with written certification which includes statements that:

1. the Association's financial reports present a true and fair view, in all material respects, of the financial condition and operational results and are in accordance with relevant accounting standards;
2. this certification is assured on the basis of a sound system of risk management, internal compliance and controls which ensure full implementation of the policies adopted by the Board; and
3. the Association's risk management and internal compliance and control system is operating efficiently and effectively in all material respects.

## CEO/Secretariat Limitations Policy

The Limitations policy provides clear guidance and boundaries to the CEO/Secretariat from the Board on the latitude the CEO/Secretariat may exercise in choosing the organisational methods, practices, conduct and other means of achieving the Association's strategic goals.

The Board may change its Limitations at any time. As long as delegations are in place, the Board will respect and support the CEO/Secretariat's choices made based on any reasonable interpretation of this policy.

The CEO/Secretariat shall not cause or allow any practice, activity, decision, or organisational circumstance that is unlawful, imprudent, inefficient [wasteful] or in violation of the Association's values or commonly accepted social, business and professional ethics or generally accepted accounting principles.

All Limitations imposed on the CEO/Secretariat are limitations imposed on all management, so that violation by any part of the Association's Governance Charter is a violation by the CEO/Secretariat.

Limits of authority expressed in this policy include limits to:

- Financial Planning and Budgeting Policy
- Financial Delegations Policy
- Financial Conditions Policy
- Asset Protection Policy

## Financial Planning and Budgeting Policy

(adopted March 2014)

With respect to the actual, ongoing financial condition and activities, the CEO/Secretariat shall not make financial decisions that cause fiscal jeopardy or a material deviation of actual expenditures from the Board's Strategic Direction.

The financial plan/budget is a management tool (i.e. the planned costs of achieving the Board's stated organisational results) and the CEO/Secretariat is responsible for designing the 'numbers' associated with the costs of the Association's activities/actions and anticipated revenues to achieve the results sought.

The CEO/Secretariat may make changes to the financial plan/budget at any time without Board approval as long as the CEO/Secretariat demonstrates that the boundaries within this Limitations Policy are respected.

The CEO/Secretariat's reports on financial plan/budget variances must reflect the implications for the rest of the financial year rather than merely explaining what has already happened.

To ensure financial viability and compliance, the following financial framework makes clear those things that the CEO/Secretariat must not do in the development of the financial plan/budget for any fiscal year (or the remaining part of any fiscal year). Accordingly, the CEO/Secretariat shall not allow financial planning/budgeting that:

1. fails to be dedicated to the achievement of, and shall not deviate materially from, the Board's Strategic Direction priorities or purposes;
2. neglects to take into account longer-term issues, priorities, plans and predictions;
3. fails to include credible projections of revenues and expenses, cash flow (for defined periods), separation of capital and operational items, and disclosure of planning assumptions;
4. confuses or misleads audit trails;
5. results in financial harm to the organisation or risks fiscal jeopardy;
6. plans the expenditure in any fiscal year that would result in default under any of the Association's financing agreements or cause the insolvency of the organisation;
7. plans the expenditure in any fiscal year of more funds than are conservatively projected to be received in that period (unless offset by Board approved borrowings or withdrawals from reserves outside of guideline policies).

## Financial Delegations Policy

(adopted March 2014)

The Board ensures that acceptable financial controls exist to ensure the appropriate stewardship of the Association's resources and obligations.

The Board delegates to the CEO/Secretariat responsibility for:

1. the preparation of the annual operating and capital budgets by the end of each financial year for presentation to the Board;
2. the management of the budgets;
3. the preparation and implementation of the financial risk management plan.

The Board delegates authority to the CEO/Secretariat for:

1. initiating orders for payment;
2. receiving or depositing money;
3. investing available funds in short term bank products to maximise interest returns;
4. signing cheques or making electronic payments;
5. withdrawal of money from the Association's accounts;
6. use of the corporate credit card.

All authorisations to expend funds or commit the Association to future payments for more than \$10,000 must be made by two (2) signatories and records maintained for audit on proof of authorisation.

The CEO/Secretariat has the responsibility to establish and enforce written procedures for all financial delegations.

Quarterly financial reports to be provided to the Board.

## Financial Conditions Policy

(adopted March 2014)

The CEO/Secretariat shall not:

1. allow the cash level to drop below a safety reserve;
2. threaten the Association's financial status by allowing equity to fall below board-determined levels;
3. plan to use financial reserves outside Board-approved parameters;
4. operate the Association so as to cause it to be in default under any of its financial arrangements (e.g., contracts for services);
5. enter into any contracts which are inconsistent with the Strategic Direction policy, priorities or purposes as determined by the Board; and/or
6. which are outside the Limitations spelt out in this Charter, i.e., they are outside the delegated powers of the CEO/Secretariat;
7. indebted the Association in an amount greater than can be repaid by certain, otherwise unencumbered revenues within 90 days;
8. make a single purchase or commitment greater than \$5,000 for each individual transaction without prior Board approval in either the annual Budget or for a non-budgeted item. (Splitting orders to avoid this requirement is not allowed);
9. acquire, encumber or dispose of real property valued in excess of \$5,000 without prior Board approval;
10. allow tax payments or other government-ordered payments or legal and regulatory compliance filings to be overdue without reasonable cause or inaccurately filed;
11. fail to settle debts (within credit terms) in a timely manner;
12. use any long term reserves or maintain reserve accounts for the purposes of managing earnings for questionable purposes;
13. conduct inter-fund shifting in amounts greater than can be restored to a condition of discrete fund balances by certain, otherwise unencumbered revenue within 60 days;
14. fail to aggressively pursue receivables after their due date;
15. fail to follow and comply with applicable Accounting Standards.

## Asset Protection Policy

The CEO/Secretariat shall not allow the Association's assets to be unprotected, inadequately maintained, or unnecessarily risked. Accordingly, the CEO/Secretariat shall not:

1. unnecessarily expose the organisation, its Board, or staff to claims of liability;
2. fail to maintain an appropriate asset register;
3. fail to maintain adequate records storage, protect information, files and intellectual property (including branding) from loss, improper use or significant impairment or damage;
4. receive, process, or distribute funds under controls that are insufficient to meet the Board standards;
5. fail to keep all appropriate licences, permits, registrations, trade marks, patents, copyrights, registered designs and other relevant statutory or legal compliance regulations and documents current;
6. endanger the Association's (or any other parties it represents) public image, reputation or credibility, particularly in ways that would hinder its accomplishment of the Board's Strategic Direction policy priorities or purposes;
7. undermine, cause to lose credibility, or otherwise jeopardise the independence or transparency of any relationship the Board establishes with auditors or other entities of governance support.



## Media Communications Policy

While all Board Members are ambassadors for the reputation of the Association, the Board recognises that it is important to have, wherever possible, a single authoritative voice articulating the Association's views and policies in the media. This ensures a consistent approach to public representations of the Association's views on any given issue.

The Board assigns this role to the Chair, who shall be the official spokesperson for the Association in any dealings with the media. In so doing, the Chair shall make every endeavour to ensure their comments reflect the considered view of the Board as a whole on any given matter.

The Board recognises that dealings with the media can involve short timelines in which it is not possible for the Chair to consult with the Board. The Chair is entrusted to make an appropriate judgement on the views or comments to be provided in such situations, and will be supported by the Board in that judgement.

The Board also delegates to the Chair, the power to nominate another Board Member or person from time to time, who may be asked to give an expert opinion in the media. This recognises the diverse expertise and issues on which the Association is potentially involved in.

The CEO/Secretariat shall work closely with the Chair in identifying issues on which the Association may choose to issue a media release, brief producers and journalists and seek out media attention for an issue or event. The CEO/Secretariat is authorised to provide background briefing to the media but may only make media comment on behalf of the organisation if authorised to do so by the Chair, or if the Chair is unable to be contacted, by another Board Member. The CEO/Secretariat is entrusted to make an informed professional judgement about the best person to give media comment (if any) in such situations.

## Sponsorship Policy

This policy covers financial relationships that the Association may enter into with corporate organisations interested in sponsoring Association events, forums, products and/or activities.

The Association acknowledges the valuable support of sponsors in enabling it to provide a range of events and products to members at minimum cost to members and others. The Association is committed to finding win-win opportunities for partnerships with corporate organisations interested in promoting their products or services to professionals within our membership. The Board values opportunities to enter into such partnerships with interested corporate organisations where there is an alignment of interests and values.

Sponsors may not use the Association name or logo without a written agreement authorising them to do so and indicating the terms on which the logo and/or name may be used, and the duration for which the agreement applies.

Any sponsorship arrangement that the Association accepts does not imply endorsement by the Association of the products or services of the sponsor, except where a specific written agreement is entered into and duly authorised by the Association, indicating endorsement of a particular product or service.

This sponsorship policy also applies to any advertising accepted by the Association at any of its events.

## Policy on payment to Members

From time to time, members of PodiatryNZ may be asked to provide services to PodiatryNZ. These services will relate to the development of education and /or practice materials for use by members of PodiatryNZ.

Where funding is provided by a third party or where the project is professional matters relating to podiatry, members can be offered payment of \$70 per hour or \$500 per day.<sup>1</sup>

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<sup>1</sup> This matches the fee paid by the Podiatrists Board.

## Event Attendance by Board Members

Board members are encouraged to attend PodiatryNZ training events. As a general rule, Board members will be exempt from the payment of fees to events. The payment of travel and accommodation will not be funded by PodiatryNZ unless the member is making a substantial contribution to the development and delivery of the event.

In some circumstances Board Members may be asked to contribute to some costs, e.g. catering, however, this should only occur in unusual circumstances and as agreed with by the Chair.

## Research Support Policy

When PodiatryNZ is approached to support a piece of research. The board must consider the research against the 5 R's criteria before endorsement is given.

The research must conform to:

1. Relevance- of outcomes (to podiatrists)
2. Researcher – Integrity and standing- (does the researcher align with our values)
3. Robustness (of research)- methodology- again align with our values e.g. quality and access for all
4. Reporting- how will they disseminate results/ outcomes to membership
5. Return on endorsement (does the endorsement have return a positive outcome for podiatrists)

## Member Policies

### Board Agreed Principles of Membership – 2021

Only registered podiatrists can be members.

Membership needs to be tied to an individual podiatrist.

No discounting of membership fees is to be entered into.

On application, should a podiatrist be able to demonstrate that their insurance cover meets or exceeds the value of insurance cover provided in the PodiatryNZ cover, on annual receipt of the insurance policy, the insurance portion of the membership can be waived.

### Board Agreed Accounting Concepts – 2016

When an expenditure item exceeds or is likely to exceed the budget amount of more than 10% before the end of the financial year, the matter will be identified for discussion as part of the financial reporting process to the Board.

## Member Insurance Policy

This policy explains why it is a requirement of membership to have insurance.

Why do podiatrists need insurance?

- To provide support and security in cases where a professional claim may be made against them for a breach of professional duty.
- To provide protection against claims for property damage or personal injury to members of the public arising from where they practice
- To provide protection to employers in cases where ACC would not provide compensation for an employee accident.
- To provide security in cases where a podiatrist may inadvertently breach statutory law.

Why do we include this as a compulsory part of our membership?

- The Public knows our members can be trusted to have insurance
- There are cost benefits to our members for being a part of the bulk program
- To save time and hassle for our members
- To ensure that podiatrist receive a policy which fits the specific needs of their profession

## Code of Professional and Ethical Conduct

(Adopted November 2015; Updated July 2017)

Located in Governance Policy documents and on the website

## Complaints Policy and Procedures

(Adopted November 2015)

Located in Governance Policy documents and on the website

## Social Media Guidelines (Facebook, Chatrooms, Online Meetings)

Updated: January 2021

Located in Governance Policy documents and on the website

## Te Ao Māori

### Karakia

#### Opening

Tū tawa mai i runga	I summon from above
Tū tawa mai i raro	I summon from below
Tū tawa mai i roto	I summon from within
Tū tawa mai i waho	and the surrounding environment
Kia tau ai te mauri tū	the universal vitality and energy
Te mauri ora kit e katoa	to infuse and enrich all present
Haumi e, hui e, tāiki e	Unified, connected and blessed

#### Closing

Kia whakairia te tapu	Restrictions are moved aside
Kia wa-tea ai te ara	So the pathway is clear
Kia turuki whakataha ai	To return to everyday activities
Kia turuki whakataha ai	To return to everyday activities
Haumi e, hui e, ta-iki e!	Unified, connected and blessed.

### Waiata

#### Ehara i te Mea

This song embodies an old Maori proverb (whakatauki),

**'Te toto o te tangata he kai, te oranga o te tangata he whenua.'**

'Food is the blood of the people, but the welfare of the people lies in the land.'

The land is not just a source of sustenance to the body but also a source of wellbeing; physically, mentally and spiritually.

As the descendants of Papatuanuku (Mother Earth), we do not just live on the land or rely on it for food, we belong to it.

Ehara i te mea	Not the thing
Nō nāianeī te aroha	of recent times, is love
Nō nga tūpuna	but by the ancestors it has been
Tuku iho, tuku iho	passed down, passed down.

Te whenua, te whenua	From the land, the land
Te oranga o te iwi	comes the wellbeing of the people;
Nō nga tūpuna	by the ancestors it has been
Tuku iho, tuku iho	passed down, passed down.

Whakapono, tumanako	Faith, hope
Te aroha te aroha;	and love;

Nō nga tūpuna                    by the ancestors they have been  
Tuku iho, tuku iho.            passed down, passed down.

***Ehara i te mea he aha...*** This is a common phrase. "It's not a thing to get worked up about, but..."