

Volleyball New Zealand

Board Charter and Policies

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Board Charter

On behalf of the key stakeholders, the board of (Volleyball New Zealand) is responsible for the stewardship and future well-being of the organisation. Directors should exercise leadership, enterprise, integrity and judgement in directing the organisation in order to provide assurance of its continuing and lasting prosperity.

In summary the board:

1. Provides leadership to Volleyball New Zealand ensuring that it achieves continuing prosperity in the best interests of Volleyball New Zealand and its stakeholders.
2. Takes active steps to ensure an appropriate mix (gender, age and ethnicity) of directors whether through interaction with key stakeholders resulting in the election of appropriately skilled personnel or through the appointment of such individuals. Legislative requirements mean that at least 40 per cent of directors should be self identifying women.
3. Establishes Volleyball New Zealand's purpose, values and sets the strategic direction as the basis for further planning, e.g., annual and longer-term planning.
4. Determines the appropriate culture for Volleyball New Zealand and models behaviours that both reflect and promulgate the desired culture.
5. Establishes governance policies that provide the framework for the management of Volleyball New Zealand Employs the Chief Executive and monitors management and organisation performance against board-established criteria.
6. Employs the Chief Executive and monitors management and organisation performance against board-established criteria.
7. Identifies and monitors the management of organisational risks.
8. Ensures that the organisation complies with all internal and externally imposed compliance requirements, along with the Chief Executive.
9. Establishes and maintains an effective interrelationship with stakeholders.

Responsibilities of the board of directors

1. Meeting legal requirements

The board's first duty is to the legal entity. In meeting this duty directors must ensure that all legal requirements under the relevant Acts are met, and that the entity is protected from harmful situations in the interests of current and future stakeholders.

In particular directors have the following legal obligations:

1. A director must exercise a power for a proper purpose.
2. A director must not act, or agree to the organisation acting, in a manner that contravenes relevant Acts or the constitution of the organisation.
3. A director must not agree to the business of the organisation being carried on in a manner likely to create a substantial risk of serious loss to the organisation's creditors.
4. A director must not agree to the organisation incurring an obligation unless the director believes at that time on reasonable grounds that the organisation will be able to perform the obligation when it is required to do so.
5. A director, when exercising powers or performing duties as a director, must exercise the care, diligence, and skill that a reasonable director would exercise in the same circumstances.
6. A director, when exercising powers or performing duties as a director, may rely on reports, statements, and financial data and other information prepared or supplied, and on professional or expert advice.
7. A director must, forthwith after becoming aware of the fact that he or she is interested in a transaction or proposed transaction with the organisation, cause this to be entered in the interests register.
8. A director who has information in his or her capacity as a director or employee of the organisation, being information that would not otherwise be available to him or her, must not disclose that information to any person, or make use of or act on the information, except -
 - (a) for the purposes of the company; or
 - (b) as required by law.

Directors, either individually or collectively, are potentially liable if they act illegally or negligently.

2. Governance philosophy and approach

The board will govern Volleyball New Zealand with an emphasis on:

- serving the legitimate collective interests of the present stakeholders of Volleyball New Zealand and accounting to them for the performance of Volleyball New Zealand
- remaining up to date in terms of key stakeholders' concerns, needs and aspirations
- developing a future focus rather than being preoccupied with the present or past
- providing leadership in the exploration of strategic issues rather than becoming distracted by administrative detail
- behaving proactively rather than reacting to events and others' initiatives
- bringing a diversity of opinions and views to bear on its decisions

- the development and expression of a collective responsibility for all aspects of the organisation and
- Ensure there are positive conditions for the motivation of the Chief Executive and that there is adequate training to support her/him in their role.

3. Other

The board will perform such other functions as a prescribed by law or assigned to the board under Volleyball New Zealand's governing documents.

Expectations of directors

To execute these governance responsibilities, directors must, so far as possible, possess certain characteristics, abilities and understandings:

1. Enacting legal duties

Directors must fulfil their fiduciary duty to act lawfully and in Volleyball New Zealand's best interest at all times regardless of personal position, circumstances or affiliation. They should be familiar with Volleyball New Zealand's constitutional arrangements.

2. Strategic orientation

Directors should be future oriented, demonstrating vision and foresight.

3. Integrity and accountability

Directors must demonstrate high ethical standards and integrity in their personal and professional dealings and be willing to act on - and remain collectively accountable for - all board decisions and speak with one voice on all policy and directional matters.

4. Informed and independent judgement

Each director must have the ability to provide wise, thoughtful counsel on a broad range of issues.

5. Financial literacy

Directors are jointly accountable for the financial performance of the organisation therefore all directors must be financially literate.

6. Industry and sector knowledge

Each director is expected to bring or acquire a level of industry and sector knowledge sufficient to contribute to the board's deliberations and considerations on behalf of the organisation and its owners.

7. Participation

Each director is expected to enhance the board's deliberations by actively engaging in value adding board dialogue and decision-making.

Governance Process Policies

Code of Ethics

The board is committed to the adoption of ethical conduct in all areas of its responsibilities and authority, including that each director shall:

1. Act honestly and in good faith and honesty in the best interests of Volleyball New Zealand.
2. Declare all interests that could result in a conflict between personal and organisational priorities.
3. Make reasonable enquiries to ensure that Volleyball New Zealand is operating efficiently, effectively, legally and ethically in the pursuit of its planned outcomes and strategies.
4. Maintain sufficient knowledge of Volleyball New Zealand's business and performance to make informed decisions.
5. Not agree to Volleyball New Zealand incurring obligations unless he or she believes that such obligations can be met as and when they fall due.
6. Attend board meetings and devote sufficient time to preparation for board meetings to allow for full and appropriate participation in the board's decision making.
7. Ensure scrupulous avoidance of deception, unethical practice or any other behaviour that is, or might be construed as, less than honourable in the pursuit of Volleyball New Zealand's business.
8. Act in accordance with their fiduciary duties, complying with the spirit as well as the letter of the law, recognising both the legal and moral duties of the role.
9. Abide by board decisions once reached notwithstanding a director's right to pursue a review or reversal of a board decision.
10. Not to make, comment, issue, authorise, offer or endorse any public criticism or statement having or designed to have an effect prejudicial to the best interests of Volleyball New Zealand.
11. Demonstrate respectful behaviour towards both colleagues, management and those they come into contact within the course of enacting board business.

The board shall:

12. Make every reasonable effort to ensure that Volleyball New Zealand does not raise community, supplier or stakeholder expectations that cannot be fulfilled.
13. Meet its responsibility to ensure that all staff employed by Volleyball New Zealand are treated with due respect and are provided with a working environment and working conditions that meet all reasonable standards of employment as defined in relevant workplace legislation.
14. Carry out its meetings in such a manner as to ensure fair and full participation of all directors.

Strategic Direction and Planning

An essential element in the board's leadership role is its responsibility to establish a Statement Strategic Direction for Volleyball New Zealand. Accompanying this is an ongoing responsibility to identify organisational priorities, monitor progress towards the achievement of the stated outcomes and approve the annual budget. Accordingly, the board will annually:

1. In partnership with management, establish and review Volleyball New Zealand's Purpose, Key Results and governance-level strategies.
2. Review annual business plans to ensure alignment with the Statement of Strategic Direction, priorities and strategies.
3. Schedule a programme of strategic dialogue at board meetings that reflects the priorities as defined by the board and creates opportunities for the board and management to think strategically about future issues relevant to Volleyball New Zealand's wellbeing and success.

Financial Governance

The board has a core duty to ensure the financial integrity and viability of Volleyball New Zealand. This entails oversight of all financial processes and systems, regular review of financial results and, annually, approving Volleyball New Zealand's financial plan and budget and financial announcements. Accordingly, the board will:

1. Develop, review and monitor the implementation of governance-level financial policies.
2. Provide guidance on budget parameters and priorities and confirm the annual budget and financial plan including capital expenditure is consistent with those parameters and priorities.¹
3. Approve expenditure outside budget parameters that the board determines to be material.
4. Review and approve the full-year financial statements, reports and outcomes.
5. Receive and approve the Audit and Risk Committee's annual plan and scheduled reports.
6. Receive and review regularly scheduled financial statements, reports and projections to ensure consistency with board-set parameters.

Conflict of Interests

The board places great importance on making clear any existing or potential conflicts of interest for directors.

1. Any business or personal matter which could lead to a conflict of interest of a material nature involving a director and his/role and relationship with Volleyball New Zealand, must be declared and registered in the Register of Interest.
2. All such entries in the Register shall be presented to the board and minuted at the first board meeting following entry in the records.
3. All conflicts of interest must be declared by the director concerned at the earliest time after the conflict is identified. Normally there will be the opportunity at the commencement of each board meeting for conflicts of interest to be declared.
4. The board shall determine whether or not the conflict is of a material nature and shall advise the individual accordingly.

¹ The board does not approve the operating budget. It is the Chief Executive's response to the board's budgeting policy. The board ensures it is consistent with that policy.

5. Where a conflict of interest is identified and/or registered, and the board has declared that it is of material benefit to the individual or material significance to the organisation, the director concerned shall not vote on any resolution relating to that conflict or issue.
6. The director shall only remain in the room during any related discussion with board approval.
7. The board will determine what records and other documentation relating to the matter will be available to the director.
8. All such occurrences will be minuted.
9. Individual directors, aware of a real or potential conflict of interest of another director, have a responsibility to bring this to the notice of the board.

Organisational culture and ethical standards

The board will exercise ongoing oversight of the management of organisational culture and ethics and ensure that it results in the following.

1. Application of the organisation's desired culture and ethical standards to the processes for the recruitment, evaluation of performance and reward of employees, as well as the sourcing of suppliers.
2. Having sanctions and remedies in place for when the organisation's ethical standards are breached.
3. The use of protected disclosure or whistle-blowing mechanisms to detect breaches of ethical standards and dealing with such disclosures appropriately.
4. The monitoring of organisational culture and the adherence to the ethical standards by employees and other stakeholders through regular inquiry, reporting and as necessary periodic independent assessments.

Health and Safety at Work

The board has a core duty to ensure that all relevant elements in the Health and Safety at Work 2015 Act are met. Accordingly, the board will:

1. Ensure that all directors understand and discharge their duties and responsibilities under the Act.
2. Ensure that robust systems are designed so that the board will receive regular information in the form of written and verbal reports necessary to exercise its duties under the Act.
3. Verify that records are maintained in a timely and accurate fashion enabling tracking of events, trends and responses/actions.
4. Understand the hazards and risks that employees and volunteers are, or might be, exposed to in carrying out their duties.
5. Design a system that ensures that all directors have the opportunity of personal exposure to workplace processes where there is exposure to risk.
6. Annually undertake a formal assessment of compliance with directors' duties and responsibilities under the Act.

7. Ensure that budget planning takes account of all requirements under the Act.

Risk Management

The board will identify and evaluate the principal risks faced by Volleyball New Zealand and ensure that appropriate systems are in place to avoid or mitigate these risks .

Accordingly, the board will:

1. Engage actively in characterising and monitoring risks associated with the achievement of its overall objectives.
2. Ensure that robust risk management policies and processes are developed and monitored addressing all areas of organisational risk and that the board is kept abreast of all key corporate risks areas and strategies in a timely manner.
3. Develop a 'risk aware' culture in which both directors and staff are encouraged to identify risks and respond to them quickly and effectively.
4. Ensure that the organisation is governed and managed in accordance with its constitution and policies.
5. Ensure that proper accounting records are kept.
6. Ensure prompt investigation of any material shortfalls or breaches in compliance or risk management standards.

Board Committees and Working Parties

The board will establish committees and working parties to support it in its governance work. The work of committees and working parties should not conflict with the Chief Executive's delegated responsibilities.

1. Committees and working parties shall have Terms of Reference defining their role, life span, procedures and functions, and the boundaries of their authority, reviewed annually.
2. Committees and working parties may co-opt outside members from time-to-time in order to bring additional skills, experience or networks.
3. Committees and working parties shall not exercise authority over staff nor shall they delegate tasks to any staff unless the Chief Executive has specifically agreed to such delegations.
4. Unless explicitly empowered by the board, committees or working parties cannot make binding board decisions or speak for the board. For the most part the function of committees and working parties, in fulfilling their role, is to make recommendations to the board.
5. Committees and working parties will not mirror operational divisions, departments or staff functions.

Board Meetings

The majority of board business will be conducted in board meetings. In order to ensure effective meetings, the following principles apply:

1. The board will make the best possible use of its meetings by dealing only with matters that have governance-level significance, by focusing primarily on the future and, within a defined policy framework, by delegating as much as possible to the Chief Executive.
2. The board will develop a work plan covering the next 12 months that.
 - ensures the board regularly reviews progress towards the achievement of the strategic direction/strategic plan and relevant strategic issues
 - provides assurance that all relevant compliance requirements are addressed, and
 - improves board performance through education and continuous focus on its governance effectiveness.
3. The Chairperson will, in consultation with the Chief Executive, establish the agenda for each board meeting although each director is free to suggest the inclusion of item(s) on the agenda.
4. The board will normally meet (frequency). However, board meetings may be scheduled at other times or at other frequencies as determined by the board.
5. Board meetings will be conducted in an open and constructive manner, recognising that genuinely held differences of opinion can bring greater clarity and lead to better decisions.
6. Directors will receive their board papers at least 6 working days prior to the meeting.
7. Others (e.g., staff) may participate in board meetings at the board's discretion. Such attendees will respect the boards' integrity and accountability and will thus accept any constraints imposed by the board or the Chairperson on their participation and presence.
8. The board may hold 'board only' sessions at its discretion. Recognising the reality of the times the board may use virtual methods of meeting. As such and reflecting the challenges of the medium there will be an agreed protocol for meetings by video.

Director Induction

The board will provide all newly appointed directors with a thorough induction into the affairs of both the board and Volleyball New Zealand at large.

1. All prospective directors will be provided with all relevant information.
2. Upon appointment/election and prior to attendance at their first board meeting, new directors will:
 - a. Receive a copy of the board Manual including Governance policies, Articles/Constitution and other relevant legal governance documentation, current and recent meeting papers, an organisational chart, contact details for other directors and key staff, a glossary of key terms, definitions and acronyms, the current year's meeting schedule and the annual agenda.
 - b. Meet with the Chairperson for a governance familiarisation. This meeting may be held as a group session or with individuals.
 - c. Meet with the Chief Executive for an operational familiarisation.

Board and Director Performance Assessment and Development

The board's value-adding role requires that the board as a whole and all directors regularly review their performance and have access to professional development relevant to the role and duties of directorship.

1. The board will undertake a biennial structured assessment of its performance and an annual assessment of the performance of individual directors.
2. An annual board Cost of Governance budget will be established that provides for both board and individual director performance assessment and professional development together with other governance associated costs.
3. All directors will be encouraged to undertake relevant professional development and to attend conferences relevant to their role as directors. The board will pay all costs associated with this training, including travel and will consider covering the costs associated with conferences on a case by case basis.

Chairperson Role

The Chairperson provides leadership to the board, ensuring that the board's processes and actions are consistent with its policies. As appropriate, the Chairperson represents the board and the organisation to outside parties. It is expected that the Chairperson will promote a culture of stewardship, collaboration and co-operation, modelling and promulgating behaviours that define sound directorship.

1. The Chairperson will chair board meetings ensuring that:
 - a. Meeting discussion content is confined to governance matters as defined in the board's policies.
 - b. All directors are treated even-handedly and fairly.
 - c. All directors are encouraged and enabled to contribute to the board's deliberations.
2. The Chairperson has no authority to unilaterally change any aspect of board policy.
3. The Chairperson will ensure that board meetings are properly planned including the development and distribution of board papers in a timely manner and that the minutes accurately reflect the deliberations and decisions of the board.
4. The Chairperson is responsible for ensuring that board meetings are focused on the right matters and that time is allocated to apply sufficient attention to those.
5. The Chairperson will ensure that all board decisions are understood by directors and accurately recorded.
6. With the approval of the board the Chairperson may establish a regular communication arrangement with the Chief Executive in which there is an exchange of information. This might also provide an opportunity for the Chief Executive to use such sessions as a sounding board for proposed actions or to check interpretations of board policy. However.
 - a. The Chairperson will recognise that such sessions are not used to 'personally' supervise or direct the Chief Executive.
 - b. The Chairperson will maintain an appropriate professional distance from the Chief Executive to ensure objectivity and attention to governance matters and concerns,

- c. The Chairperson will not inhibit the free flow of information to the board necessary for sound governance. Therefore, the Chairperson will never come between the board and its formal links with the Chief Executive.
7. The Chairperson may delegate aspects of the authority accompanying the position but remains accountable for the overall role.

Provision of Additional Services by a Director

When a director has special skills or experience relevant to the company's operational needs and employment of the director is the best option for the business, the board may grant approval provided that:

1. It is satisfied that neither the director concerned, nor the company would be vulnerable to perceptions of a conflict of interest.
2. The work proposed will be of relatively short-duration and would not in normal circumstances constitute full-time or part-time employment.
3. The conduct of the work will be contracted by and be accountable to the Chief Executive on terms and conditions that would apply to any other contractor who is not a director. The work to be undertaken may be supervised or managed by an agent appointed by the Chief Executive.
4. Within reasonable boundaries, the director concerned shall estimate the quantum and potential cost of such work; this to be approved by the board.
5. If the work needs to expand beyond that originally approved by the board, the Chief Executive must submit a further proposal for board approval.
6. Invoices for payment of services provided by directors shall be itemised in such a way as to make clear the costs incurred.

Reimbursement of Directors' Expenses

Volleyball New Zealand will reimburse all reasonable expenses incurred by directors in the carrying out of their role as members of the board.

Delegation to the Chief Executive

The board delegates to the Chief Executive responsibility for delivering the outcomes stated in its Statement of Strategic Direction/Strategic Plan while complying with the Chief Executive Delegation policies.

1. The Chief Executive is the sole linkage and point of accountability between the board and the operational organisation.
2. The board will view Chief Executive performance as identical to total management performance so that the achievement of successful organisation outcomes will be regarded as successful Chief Executive performance.
3. Only the board acting as a body can instruct the Chief Executive. Typically, all instruction to the Chief Executive will be codified as policy.

4. The board will make clear Volleyball New Zealand's strategic direction including performance indicators to be applied by the board when reviewing the organisation's and the Chief Executive's performance.
5. The board will make clear to the Chief Executive in writing the conditions and circumstances that the board deems to be unacceptable, allowing the Chief Executive any reasonable interpretation of these (further defined in the Chief Executive Authority policy).
 - a. As the board's principal officer, the Chief Executive is held accountable, ensuring that all such conditions and circumstances are avoided.
6. The Chief Executive is responsible for the employment, management and performance management of all staff employed/contracted to the organisation.
 - a. Neither the board nor individual directors will 'instruct' staff in any matters relating to their work.
7. Provided that the Chief Executive achieves the outcomes sought by the board and does so in a manner consistent with the board's policies and Volleyball New Zealand's values, the board will respect and support the Chief Executive's choice of actions.
8. The expert knowledge and experience of individual directors is available to the Chief Executive at his/her initiative.

Chief Executive Authority

1. As long as the Chief Executive applies 'any reasonable interpretation' of the board's policies, i.e., does not set out to defeat their stated intent or spirit, he/she is authorised to establish all operational policies, make all operational decisions and design and implement and manage all operational practices and activities.
2. Acknowledging a director's right to have access to information necessary to meet his/her duty of care to the organisation, the Chief Executive may refuse instructions or requests from individual directors or from unofficial groups of directors if, in his/her opinion, such requests or instructions are:
 - a. Inconsistent with the board's policies.
 - b. are deemed to make unjustifiable intrusions into the Chief Executive's or other staff members' time; or
 - c. are an unjustifiable cost to the organisation.
3. The Chief Executive must notify the Chairperson of the use of point 2.

Chief Executive Remuneration

Chief Executive remuneration will be decided by the board based on terms and conditions that reflect the organisation's performance and executive market conditions.

1. Remuneration will be competitive with similar performance within the marketplace based on achievement of the board's strategic direction and strategic goals while complying with the Chief Executive Delegation Policies.
2. A committee process may be used to gather information and to provide options and recommendations for the board for its consideration and decision.

Chief Executive Performance Assessment

The Chief Executive's performance will be continuously, systematically and rigorously assessed by the board against achievement of the board-determined strategic outcomes and compliance with Chief Executive Delegation policies. The board will provide regular performance feedback to the Chief Executive.

Organisation performance will be defined in terms of the board's policy criteria and as identified through monitoring those criteria.

The standard applied to all facets of the performance assessment shall be that the Chief Executive has met or can demonstrate compliance with the intent or spirit of the board's policies.

The board shall monitor any policy at any time using any method but will normally base its monitoring on a predetermined schedule outlining the regularity and method of monitoring for each policy.

The board shall use any one or more of the following three methods to gather information necessary to ensure Chief Executive compliance with board policies and thus to determine its satisfaction with that person's performance:

- a) Chief Executive reporting,
- b) Advice from an independent, disinterested third party, or
- c) Obtained by a board-appointed director, board committee or working party.

Communication & Support to the Board

The board must not be allowed to be uninformed about issues and concerns, an awareness of which is essential to meeting its legal duties, discharging its moral responsibilities and meeting its accountabilities to stakeholders. Without limiting this scope of requirement, the Chief Executive must not allow situations and circumstances in which:

1. The board is uninformed about matters critical to its timely and effective governance of the organisation.
2. Financial reports lack adequate detail to enable the board to interpret and assess the significance of:
 - a. significant trends
 - b. data relevant to agreed benchmarks and board-agreed measures and
 - c. data and information relating to all further financial matters as determined by the board from time-to-time.
3. The board is placed in the position of being uninformed about significant external environmental trends, breaches of Acts relating to the organisation's performance and the board's duties and responsibilities, significant internal issues, adverse media publicity, achievement of, or progress towards the achievement of, the Organisational Outcomes as stated in the Statement of Strategic Direction or changes in the basic assumptions upon which the board's policies are based.
4. Directors are uninformed when, for any reason, there is actual or anticipated non-compliance with a board policy.
5. The board is uninformed about health and safety in the workplace matters that fall within the directors' duties and responsibilities, or about any related matter the board has made clear it wishes to be informed of, including the results of all internal and external health and safety audits.
6. The board is uninformed of any serious legal conflict or dispute or potential serious legal conflict or dispute that has arisen or might arise in relation to matters affecting Volleyball New Zealand.
7. The board is unaware of any occasion, action or decision that results in it being in breach of its Governance Process policies particularly when this relates to the Chief Executive's ability to carry out his/her responsibilities.
8. Board members are treated as individuals rather than as part of the board-as-a-single-entity, except when responding to individual requests for information or requests from board committees or working parties. (See also Chief Executive Authority policy point 2)

Emergency Chief Executive Succession

The board recognises that one of its major risks is the loss of key personnel, particularly its Chief Executive. To this end the Chief Executive must not neglect to ensure that there is an emergency management regime that can operate in the event of unexpected loss of his or her services. There must also be at least one person capable of responding to board concerns and requirements at a level necessary to support effective governance.

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Disclaimer

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Governance Committee

Indicative terms of reference

Purpose

The purpose of the Governance Committee is to ensure there is effective and ongoing oversight of the quality of governance within Volleyball New Zealand.

The Governance Committee will:

1. Ensure the Volleyball New Zealand's constitution, board charter, and governance policies are recorded, regularly reviewed, complied with, and easily accessible to members of board.
2. Maintain oversight of future skills requirements of the board and its committees such that it can inform future recruitment processes
3. Ensure an evaluation of the board's performance is completed at least every second year, and comment on recommendations and their implementation. This includes suggesting relevant learning and development opportunities for board members
4. Ensure the identification, selection and/or acknowledgment of key people relevant to maintaining the overall health of Volleyball New Zealand. This will include considering and making recommendations to board regarding:
 - a. the appointment to any roles set out in the Constitution for example, Patron, President, and Kaumātua
 - b. Life Membership recommendations to the AGM.

Membership

5. The Governance Committee shall be appointed by the board from among directors and shall consist of up to four members.
6. The convenor of the Governance Committee shall be appointed by the board.
7. The Committee shall be structured to include members with
8. A strong understanding of governance systems
9. A familiarity with assessing board effectiveness
10. As sound understanding of Volleyball New Zealand's constitution and governance policy framework
11. A quorum shall be three members one of whom shall be the convenor.

Authority

12. The Committee is a committee of the board and is authorised by the board to investigate any activity covered by its functions and responsibilities. It is authorised to seek any information it requires from the Chief Executive who shall co-operate with any request made by the Committee.
13. The Committee shall have the authority of the board to obtain legal or other independent professional advice, and to secure the attendance at meetings of third parties with relevant experience and expertise if it considers this necessary.

14. The Governance Committee shall have no executive powers with regard to its findings and recommendations other than those bestowed by the board.

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