

## CHAIR AND BOARD ROLES

Policy Type – GOVERNANCE

POLICY REF: G01

To meet their responsibilities as governors for Canoe Racing NZ, the Board defines their role in accordance with best practice governance principles.

### 1. Role of the Chairperson

The Chairperson is the leader of the Board and carries overall responsibility for the integrity of the Board's processes. The role involves the following key functions:

- Set the agenda for Board meetings
- Ensure information flows to the Board, including information relating to the financial performance of Canoe Racing NZ
- Chair Board meetings, developing and adhering to meeting procedures
- Chair the Board CEO Committee that ensures the following:
  - that key performance indicators are set for the CEO annually
  - that the CEO's performance is reviewed annually against those KPI's
- Ensure Board members are inducted
- Oversee there is a programme for professional development and succession planning of the Board
- Deal with disputes and conflicts referred to the Chairperson
- Communicate with key stakeholders

#### Key responsibilities and duties of the Chairperson

The guiding principle for the Chairperson is he/she should act in the best interests of Canoe Racing NZ. Within this guiding principle, the key responsibilities and duties of the Chairperson are to:

- Oversee the general performance of the Board
- Provide leadership to the Board members
- Have a thorough understanding of the governance operating environment of the Canoe Racing NZ including its strategic objectives, compliance requirements and stakeholder relationships
- Create and maintain an environment of unity, common purpose and harmony within the Board
- Ensure the Board members both know and operate within their governance role
- Establish and build a strong working relationship with the Chief Executive
- Ensure that there is an appropriate separation of duties and responsibilities between the Board and the Chief Executive
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- Ensure the Board's practice and processes are in line with best practice governance and make recommendations to the Board about prudent governance
- Provide appropriate support to and actively monitor the Chief Executive
- Ensure the Board regularly reviews its own performance as the basis for its own development and quality assurance
- Represent Canoe Racing NZ where required.

## **2. Role of the Deputy Chairperson**

The Deputy Chairperson is the second-in-command on the Board. This role is to be carried out by a Board Member who may be in line to take on the role of Chairperson.

The role involves the following key functions:

- Chair Board meetings, developing and adhering to meeting procedures in the absence of the Chairperson
- Attend and Chair Board Committees as required
- Assist induction of new Board members
- Assist the professional development and succession planning of Board members
- Communicate with key stakeholders as directed by the Chairperson.

### **Key responsibilities and duties of the Deputy Chairperson**

The guiding principle for the Deputy Chairperson is he/she should act in the best interests of Canoe Racing NZ. Within this guiding principle, the key responsibilities and duties of the Deputy Chairperson are to:

- Assist the Chairperson to provide leadership to the Board
- Have a thorough understanding of the governance operating environment of Canoe Racing NZ including its strategic objectives, compliance requirements and stakeholder relationships
- Work with the Chairperson to ensure the good governance of the Board
- Represent Canoe Racing NZ where required.

## **3 Role of Board member**

The role of Board member is to:

- Regularly attend Board meetings and committee meetings. Absences from meetings require notification to the Board.
- Attend other required activities of the Board and take an active role as a Board member
- Be informed and participate in professional development to enhance his/her governance ability within the context of Canoe Racing NZ
- Deal with disputes and conflicts which are referred or come to the attention of the Board
- Plan for the succession of new Board members

## Key responsibilities and duties of directors

The Board should be committed to the legal and ethical requirements of good governance.

The principles set out in this policy are general in nature and can be applied to a variety of situations as they arise. Board members have a general fiduciary duty to act honestly, in good faith and in the best interest of Canoe Racing NZ.

Board members will:

- Be accountable to and supportive of the Chairperson
- Have a thorough understanding of the governance operating environment of Canoe Racing NZ including its strategic objectives, compliance requirements and stakeholder relationships
- Participate fully in the Board's decision making
- Maintain a commitment to the principle of Board collective responsibility
- Accept the importance of the Canoe Racing NZ constitution, strategic plan, employment contracts and relevant laws when making decisions
- Represent Canoe Racing NZ in a positive, professional and appropriate manner
- Be diligent and devote sufficient time to preparation for Board meetings to allow for full and appropriate participation in the Board's decision making;
- Ask pertinent questions including at Board meetings, particularly where the issues relates to key risks, financial mismanagement, Canoe Racing NZ's reputation, or suspected misconduct, conflicts of interest or breaches of confidentiality
- Observe the confidentiality of non-public information acquired by them in their role as Board members
- Comply with the spirit as well as the letter of the law, recognising both the legal and moral duties of the role of Board member
- Interact with Canoe Racing NZ members and other stakeholders in a positive and constructive manner
- Be loyal to the Board, abiding by Board decisions once reached. If Board members find themselves in a situation where according to their conscience they cannot agree with the Board's decision or actions they should discuss their circumstances and options with the Chairperson who may seek independent advice
- Advise the Board of any potential conflict of interest which would compromise that Board member's ability to contribute on any issue before the board, in accordance with the Conflicts of Interest Policy
- Accept that they have a duty to exercise care when carrying out Board functions. The standard of care required is that Board members exercise the degree of care, skill and diligence reasonably expected from a person of his or her experience or knowledge
- Accept a commitment to acting in a manner befitting Board membership status. This principle requires that members consider whether conduct in professional or private life will reflect adversely on the Board. Any matters that may bring the Board into disrepute



or jeopardise its relationship with Canoe Racing NZ's stakeholders should be reported to the Chairperson at the earliest opportunity

- Sign and abide by the Board letter of commitment and Code of Conduct.