

## **PROTOCOL FOR PNZ BOARD MEMBERS**

This document sets out a protocol for members appointed to the Board of Paralympics New Zealand (PNZ). It would be virtually impossible to devise specific rules to cover every situation which PNZ Board members may encounter. Therefore, many of the principles, which are set out in the protocol, are general in nature and can be applied to a variety of situations as they arise. The guiding principle is that members should act in the best interests of the PNZ Board.

PNZ Board members agree that to the best of their abilities they will abide by the following principles:

### **1. Commitment to Collective Responsibility**

Members agree that they will maintain a commitment to the collective responsibility to the PNZ Board. Free and frank expression is encouraged during PNZ Board meetings and all viewpoints will be listened to. PNZ Board minutes are routinely written in a format, which does not disclose individual view. Board members should discuss matters amongst themselves prior to a meeting to clarify or resolve any matters of concern. If any member still has concerns, he or she should feel free to raise the issue with the PNZ Board Chair.

Once a decision is made or policy is agreed to, the product is that of the PNZ Board as a whole. PNZ Board members accept the principle that publicly the PNZ Board speaks with one voice and that individual members do not express dissenting views on an agreed PNZ Board policy or decision. However, in extreme cases, PNZ Board members may request that the minutes record that there was a dissenting view.

Unless otherwise authorised, all contact with the news media on PNZ Board business is to be by the PNZ Board Chair or PNZ Chief Executive Officer, who will express only the PNZ Board views and not their own.

### **2. Duty of Loyalty**

PNZ Board members agree that they have a duty of loyalty to the PNZ Board and its policies. PNZ Board members will act in good faith in the best interests of the PNZ Board. If PNZ Board members find themselves in a situation where, according to their conscience, they cannot agree with the PNZ Board's decision or actions, they should discuss their circumstances and options with the PNZ Board Chair, who may seek independent advice.

### **3. Conflict of Interest**

The PNZ Board places great importance on making clear any existing or potential conflicts of interest for its members. All conflicts of interest shall be declared by the PNZ Board member concerned, and documented in the PNZ Board Conflicts of Interests Register. Examples of conflicts of interest are:

- When a PNZ Board member of his/her immediate family or business interests stand to gain financially from any business dealings, programmes or services of the organisation.

- When a PNZ Board member personally offers a professional service to the organisation.
- When a PNZ Board member stands to gain personally or professionally from any insider knowledge, if that knowledge is used to advantage.
- When an issue under consideration concerns the PNZ Board member's own Club or Team.

Any business or personal matter which is or could be a conflict of interest involving the individual and his/her role and relationship with the organisation, must be declared and registered in the PNZ Board Conflicts of Interest Register.

All such entries in the Register shall be presented to the PNZ Board and minuted at the first PNZ Board meeting following entry in the Register.

Where a conflict of interest is identified and/or registered, the PNZ Board member concerned is not permitted to participate in any PNZ Board discussion on that topic or topics felt by the PNZ Board to be closely related. Preferably the PNZ Board member concerned should leave the room during such discussions.

#### **4. Confidentiality**

PNZ Board members accept that they have an obligation of confidentiality in relation to the business of the PNZ Board in order to encourage free and frank discussions and to enable the PNZ Board to carry out its functions. The PNZ Board's policy on the release of information is set out in the Schedule to this Protocol.

#### **5. Duty of Care**

PNZ Board members accept that they have a duty to exercise care when carrying out PNZ Board functions. The standard of care required is that PNZ Board members exercise the degree of care, skill and diligence reasonably expected from a person of his or her experience or knowledge.

#### **6. Media Responsibility**

All media correspondence with regards to PNZ business must be issued through the PNZ Chief Executive Officer. If PNZ Board members are contacted by media for comments about any organisation matters, they should direct the journalist to the PNZ Chief Executive Officer, who will either handle the inquiry or alert the PNZ Board Chair to comment on the issue if appropriate.

#### **7. PNZ Board Membership Status**

PNZ Board members accept a commitment to acting in a manner befitting PNZ Board membership status. This principle requires that members consider whether conduct in professional or private life will reflect adversely on the PNZ Board. Any matters that may bring the PNZ Board into disrepute or jeopardise its relationship with its stakeholders, should be reported to the PNZ Board Chair at the earliest opportunity.

## **8. Accountability for Organisational Matters**

PNZ Board members must follow certain administrative rules and procedures, for example, prior approval for attendance at conferences or public meetings as a representative of the PNZ Board and claims for expenses.

## **9. Attention to PNZ Board Business**

PNZ Board members accept a commitment to attend PNZ Board meetings and participate in the business before the PNZ Board. If a PNZ Board member has other pressing commitments leave for absence should be sought from the PNZ Board prior to a meeting or from the PNZ Board Chair if the PNZ Board does not meet prior to the date of absence. If a PNZ Board member is absent for more than two consecutive meetings, then consideration should be given to reassessing priorities to allow the member to properly fulfil his or her position as a PNZ Board member. PNZ Board members should endeavour to keep interruptions during meetings to a minimum.

## **10. Respect for the Rights of Others**

PNZ Board members accept that they will respect the rights of other members, employees and the disability community. PNZ Board members recognise that they have a duty to contribute to the smooth running of the PNZ Board by treating others with courtesy and respect. In meeting this obligation, PNZ Board members are expected not to discriminate against, or harass others because of their sex, marital status, ethnicity, disability or religious or ethical beliefs. The cultural background of all persons should be respected when involved on PNZ Board business.

## **11. Relationship with PNZ Chief Executive Officer and Employees**

PNZ Board members accept that the administrative matters concerning the PNZ Board are dealt with by the PNZ Board. Instructions concerning the business of the PNZ Board should be given to the PNZ Chief Executive Officer on the motion of the PNZ Board as a whole and not by individual PNZ Board members.

Individual PNZ Board members should not instruct individual employees as all PNZ Board business should initially be directed to the PNZ Chief Executive Officer, via the PNZ Board Chair (unless agreed prior, e.g., Board Committee Chair communicating directly).

## SCHEDULE

### IN HOUSE BOARD MATTERS AND DISCUSSIONS

- **PNZ Board Minutes**  
Once the PNZ Board has made decisions after full discussion, the decision is noted in the minutes. The minutes will be distributed to all PNZ Board members.
- **PNZ Board Discussions**  
A wide range of material comes before the NZ Board in discussion. Sensitive information and issues are raised, and finance matters are discussed. Until the PNZ Board has reached a decision and it is minuted, those PNZ Board discussions should remain confidential to PNZ Board members only. The basis for this proposal is that PNZ Board members must be free to discuss, without fear of publicity or restraint, issues which may be contrary to the interest of any group with whom an individual PNZ Board member may be associated, but are necessary for the PNZ Board to carry out its functions.
- **PNZ Board Papers**  
PNZ Board papers and agendas are issued before meetings. Included in these are a number of matters for approval, discussion or information, including reports from the PNZ Chief Executive Officer and PNZ Board members on various issues. These papers must be classified as confidential. It is inappropriate for any PNZ Board member to release information that has come to the PNZ Board prior to a PNZ Board discussion. The reasons for this are clear:
  - The PNZ Board may not agree with the proposals, recommendations or conclusions in the documents.
  - It is important for the whole PNZ Board to have a free and frank discussion of any matter, without fear that information has already been passed on to interested parties who are not PNZ Board members.

The PNZ Board may receive papers of a confidential nature from other organisations. These must be treated with special care otherwise the PNZ Board will lose the co-operation of other organisations. Official information requests for these will usually be sent to the originating organisations.

- **Identification of PNZ Board Members**  
In order to encourage free and frank discussions, it is important that PNZ Board members are not reported by either other PNZ Board members or by any person on the staff as being identified to a particular issue or to a particular point of view. It is detrimental for the proper functioning of the PNZ Board for any PNZ Board member to be identified as having a certain view, when that member may have expressed the view “in camera” with other PNZ Board members without consenting to this being released publicly. Again, the guideline must be that PNZ Board decisions are the basis of any disclosure or communication.
- **Issues from the PNZ Chief Executive Officer and Employees**  
In the same way as PNZ Chief Executive Officer reports should remain for the eyes of PNZ Board members only, it is also important for the PNZ Chief Executive Officer and all PNZ employees to maintain PNZ Board confidentiality. This means that there should not be a free flying discussion from employees with stakeholders about specific members and their particular view. This is a two-way protection ensuring the loyalty both of PNZ Board members to PNZ Employees and PNZ Employees to PNZ Board members.

- **In-house PNZ Board Matters and Discussions**  
Any matters stamped “confidential”, or which have been communicated to the PNZ Board on the basis of confidentiality must be dealt with accordingly. No PNZ Board member should disclose confidential information without the consent of the PNZ Board, or the person communicating the information to the PNZ Board.

I accept and agree to abide by the provisions of the foregoing **Protocol for PNZ Board Members**.

**Signed** .....

**Name** .....

**Date** .....