

BOARD CHARTER AND GOVERNANCE MANUAL

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PARALYMPICS NEW ZEALAND	3
DEFINITIONS AND LINKS	3
BOARD CHARTER	5
RESPONSIBILITIES OF THE BOARD	6
1. Meeting Legal Requirements.....	6
2. Governance Philosophy and Approach.....	7
3. Collective Responsibility.....	7
4. Confidentiality	7
5. Other Responsibilities	8
EXPECTATIONS OF BOARD MEMBERS	9
GOVERNANCE PROCESS POLICIES	10
1. Code of Conduct and Ethics	10
2. Strategic Direction and Planning.....	11
3. Financial Governance	11
4. Major Decisions	11
5. Conflicts of Interests	11
6. Organisational Culture and Ethical Standards.....	12
7. Te Tiriti o Waitangi and Te Ao Māori	12
8. Health, Safety, and Wellbeing at Work	13
9. Management of Artificial Intelligence (AI)	13
10. Welfare of Sport and Recreation Participants	14
11. Risk Management.....	14
12. Board Committees and Working Groups	14
13. Board Meetings.....	15
14. Monitoring Operational Performance	16
15. Media Statements.....	16
16. Board Appointment	16
17. Board Member Induction.....	16
18. Board and Board Member Performance Assessment and Development	17
19. Role of the Chair and Deputy Chair	18
20. Indemnities and Insurance	18
21. Board Honorarium and Reimbursement of Expenses.....	18
22. Provision of Additional Services by a Board Member	19

BOARD-CHIEF EXECUTIVE OFFICER INTER-RELATIONSHIP POLICIES	20
1. Delegation to the Chief Executive Officer	20
2. CEO Authority	21
3. CEO Terms of Employment including Remuneration.....	21
4. CEO Performance Assessment.....	21
CHIEF EXECUTIVE OFFICER DELEGATION POLICIES	22
1. Overarching CEO Limitation	22
2. Financial Management.....	22
3. Budgeting and Financial Planning.....	22
4. Remuneration and Benefits.....	23
5. Protection of Assets	23
6. Communication and Support to the Board	23
7. Emergency CEO Succession.....	24
8. Board/Staff Engagement	24
9. Employment Conditions.....	24
10. Stakeholder Engagement.....	25
11. Public Affairs	25
KEY RELEVANT LEGISLATION:	26
KEY RELEVANT PNZ DOCUMENTS WHICH RELATE TO THIS POLICY:	26

PARALYMPICS NEW ZEALAND

Paralympics New Zealand (PNZ) is a member of the International Paralympic Committee (IPC) as the National Paralympic Committee for New Zealand. In this capacity it has responsibilities to develop, promote and protect the Paralympic Movement in Aotearoa New Zealand. PNZ supports and encourages opportunities for disabled people to participate in Para sport, from regional, national, and international levels. Para sports are offered through a network of national and regional organisations, sports organisations, clubs, coaches, and individuals in integrated and specific Para sport models.

PNZ is recognised by Sport New Zealand and High Performance Sport New Zealand (HPSNZ) as the governing body of Para sport in Aotearoa New Zealand. PNZ was formerly known as New Zealand Paraplegic & Physically Disabled Federation and Parafed New Zealand.

PNZ selects the New Zealand Paralympic Team of Para athletes and support staff for the Summer and Winter Paralympic Games. It is also the national sports organisation for Shooting Para sport, and in this capacity governs the delivery of Shooting Para sport in Aotearoa New Zealand.

PNZ is a member of the Oceania Paralympic Committee (OPC), which is affiliated to the IPC as the regional council in Oceania. The OPC currently consists of 8 member nations – Australia, Fiji, Papua New Guinea, Samoa, Solomon Islands, Tonga, Vanuatu, and New Zealand.

PNZ is an Associate Member of the New Zealand Olympic Committee (NZOC).

PNZ is the affiliated New Zealand member organisation for Virtus. Virtus World Intellectual Impairment Sport governs the eligibility of Para athletes with an intellectual impairment, elite competition, and sport development. PNZ also enters NZ Teams competing in the Virtus Global Games (for Para athletes with an intellectual impairment).

PNZ's works closely with its members - national sports organisations (NSOs) and regional disability sports organisations (RDSOs) in Aotearoa New Zealand - to advocate and influence for sustainable pathways for Para athletes and Para sports.

PNZ also seeks to advance the Paralympic Movement to improve outcomes for people with a disability in Aotearoa New Zealand.

PNZ is an incorporated society which was established under the Incorporated Societies Act 1908 and re-registered under the Incorporated Societies Act 2022. It is also a registered charity under the Charities Act 2005.

DEFINITIONS AND LINKS

Disability sport An overarching term which includes sports designed for athletes with physical, intellectual, or cognitive impairments.

Para sport Any sport in which persons with a disability participates in accordance with the sport's classification rules which are compliant with the IPC Classification Code and related standards (primarily those Para sports and impairment types in the Paralympic Games).

Para athletes Refers to athletes that compete in Para sports.

Paralympian	A Para athlete who has represented the New Zealand Paralympic Team at any Paralympic Games (winter or summer).
IPC	www.paralympic.org
OPC	www.oceaniaparalympic.org
Virtus	www.virtus.sport

BOARD CHARTER

This Charter sets out the principles and parameters for the Board's governance of PNZ.

The policies of PNZ will comply with these principles and parameters but if a Policy is inconsistent with this Charter, then to the extent of that inconsistency this Charter will apply. Similarly, if this Charter is inconsistent with the PNZ Constitution, the Constitution will apply.

On behalf of the members, the Board of PNZ is responsible for the stewardship and future wellbeing of PNZ. Board members exercise leadership, enterprise, integrity, and judgement in directing PNZ to provide assurance of its continuing and lasting prosperity.

In discharging their responsibilities Board members have a duty to act in the best interests of PNZ, irrespective of personal, professional, commercial, or other interests, loyalties, or affiliations. Board member's primary duty and loyalty must be to PNZ, which is the legal entity.

Role of the Board

The PNZ Board:

1. Provides leadership to PNZ ensuring that it achieves continuing prosperity in the best interests of PNZ and its stakeholders.
2. Takes active steps to ensure an appropriate mix of Board members whether through interaction with key stakeholders resulting in the election of appropriately skilled personnel by members or through the appointment of individuals.
3. Establishes PNZ'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 PNZ and models behaviours that both reflect and promulgate the desired culture.
5. Establishes governance policies that provide the framework for the management of PNZ e.g., financial, human resource, asset management policies; and ensures that internal processes and procedures are designed to provide effective controls and serve as the basis for reporting to the Board as required.
6. Employs the CEO and monitors management and PNZ performance against Board-established criteria.
7. Provides governance to protect and optimise the assets and resources of PNZ and ensure the financial integrity and viability of PNZ.
8. Identifies and monitors the management of PNZ's risks.
9. Ensures that PNZ complies with all internal and externally imposed compliance requirements.
10. Establishes and maintains an effective interrelationship with stakeholders.
11. Ensure PNZ has information, processes, and adequate resourcing for managing appropriate health and safety standards and eliminating/managing associated risks.

RESPONSIBILITIES OF THE BOARD

1. Meeting Legal Requirements

The Board's first duty is to the legal entity of PNZ. In meeting this duty Board members must ensure that all relevant legal requirements are met and PNZ is protected from harmful situations and circumstances in the interests of current and future stakeholders.

The Board also has a responsibility to its various stakeholders to ensure that the available resources are used to deliver the 'right outcomes' to the 'right people' in the 'right way'.

- 1) In particular, Board members have the following duties to PNZ: A Board Member must act in good faith and in what the Board member believes to be the best interests of PNZ.
- 2) A Board member must exercise a power for a proper purpose.
- 3) A Board member must not act, or agree to PNZ acting, in a manner which contravenes relevant acts (including the Charities Act 2005 and Incorporated Societies Act 2022) or the Constitution of PNZ.
- 4) A Board member must not agree to PNZ being carried on in a manner likely to create a substantial risk of serious loss to PNZ creditors or to cause or allow the activities of PNZ to be carried on in a manner likely to create a substantial risk of serious loss to PNZ creditors.
- 5) A Board member must not agree to PNZ incurring an obligation unless the Board member believes at that time on reasonable grounds that PNZ will be able to perform the obligation when it is required to do so.
- 6) A Board member, when exercising powers or performing duties as a Board member, must exercise the care, diligence and skill that a reasonable person with the same responsibilities would exercise in the same circumstances, taking into account (a) the nature of PNZ (b) the nature of the decision and the position of the Board member and (c) the nature of the responsibilities undertaken by them.
- 7) A Board member, when exercising powers or performing duties as a Board member, may rely on reports, statements, financial data, and other information prepared or supplied, and on professional or expert advice given by:
 - (a) employees whom the Board member believes on reasonable grounds to be reliable and competent in relation to the matters concerned;
 - (b) professional advisors or experts,
 - (c) any other officer or sub-committee of officers upon which the officer did not serve in relation to matters within the officers or subcommittee's designated authority;but the Board member must act in good faith, make proper inquiry where the need for inquiry is indicated by the circumstances, and have no knowledge that such reliance is unwarranted.
- 8) A Board member must, as soon as practicable after becoming aware of the fact that they are interested in a matter related to PNZ, must disclose the details of the nature and extent of the interest to the Board and ensure it is entered in the interests.
- 9) A Board member who has information in their capacity as a Board member, being information that would not otherwise be available to them, must not disclose that information to any person, or make use of or act on the information, except:
 - (a) for the purposes of PNZ; or
 - (b) as required by law.

In addition, as an officer under the Charities Act 2005, each Board member has the role of assisting PNZ to deliver its charitable purpose and comply with its obligations under that Act and any other enactment.

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

2. Governance Philosophy and Approach

The Board will govern PNZ with an emphasis on:

- serving the legitimate collective interests of the present members and accounting to them for the performance of PNZ and for the Board's stewardship;
- 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 PNZ; and
- ensure there are positive conditions for the motivation of the Chief Executive Officer (CEO) and that there is adequate training to support the CEO in their role.

3. Collective Responsibility

Board Members agree that they will maintain a commitment to the collective responsibility to the Board. Free and frank expression is encouraged during Board meetings, and all viewpoints will be listened to.

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 Chairperson.

Once a decision is made or policy is agreed to, the product is that of the Board as a whole.

Members accept the principle that publicly the Board speaks with one voice and that individual members do not express dissenting views on an agreed Board policy or decision.

Board minutes are routinely written in a format, which does not disclose individual view. However, in extreme cases, Board members may request that the minutes record that there was a dissenting view.

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

4. Confidentiality

Board Members accept that they have an obligation of confidentiality in relation to the business of the Board.

Any matters marked "confidential", or which have been communicated to the Board on the basis of confidentiality, must be dealt with accordingly. No member should disclose confidential information without the consent of the Board, or the person communicating the information to the Board.

A wide range of material comes before the Board in discussion. Sensitive information and issues are raised, and finance matters are discussed. Until the Board has reached a decision and it is minuted, those Board discussions should remain confidential to Board members only. The basis for this proposal is that 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 Board member may be associated, but are necessary for the Board to carry out its functions.

Board papers and agendas are issued before meetings. Included in these are a number of matters for discussion or approval including reports from the CEO and Board members on various issues. These

papers must be classified as confidential. It is inappropriate for any Board member to release information that has come to the Board prior to a Board discussion.

The reasons for this are clear:

- The Board may not agree with the proposals, recommendations or conclusions in the documents.
- It is important for the whole 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 Board members.

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

In order to encourage free and frank discussions, it is important that Board members are not reported by either other 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 Board for any Board member to be identified as having a certain view, when that member may have expressed the view “in camera” with other Board members without consenting to this being released publicly. Again, the guideline must be that Board decisions are the basis of any disclosure or communication.

In the same way as CEO and reports should remain for the eyes of Board members only, it is also important for the CEO and all employees to maintain 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 Board members to employees and employees to Board members.

5. Other Responsibilities

Board Member Status - Board members 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 its Stakeholders should be reported to the Chairperson at the earliest opportunity.

Accountability for PNZ Matters - 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 Board or PNZ.

Respect for the Rights of Others - Board members accept that they will respect the rights of other members, employees and the disability community. Members recognise that they have a duty to contribute to the smooth running of the Board by treating others with courtesy and respect. In meeting this obligation, 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 Board business.

The Board will undertake such other responsibilities as a prescribed by law or assigned to the Board under PNZ's Constitution.

EXPECTATIONS OF BOARD MEMBERS

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

Enacting legal duties	Board members must fulfil their fiduciary duty to act lawfully and in PNZ's best interest at all times regardless of personal position, circumstances, or affiliation. They should be familiar with PNZ's constitutional arrangements.
Strategic orientation	Board members should be future oriented, demonstrating vision and foresight.
Integrity & accountability	Board members 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.
Informed & independent judgement	Each Board member must have the ability to provide wise, thoughtful counsel on a broad range of issues.
Financial literacy	Board members are jointly accountable for the financial performance of PNZ therefore all Board members must be financially literate.
Industry & sector knowledge	Each Board member 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 PNZ and its members.
Participation	Each Board member is expected to enhance the Board's deliberations by actively engaging in value adding Board dialogue and decision-making.
Loyalty	Each Board Member has a duty of loyalty to the Board and its decisions. If Board members find themselves in a situation where, according to their conscience, they cannot agree with the Board's decision they should discuss their circumstances and options with the Chair who may seek independent advice.

GOVERNANCE PROCESS POLICIES

1. Code of Conduct and Ethics

The Board is committed to the adoption of ethical conduct in all areas of its responsibilities and authority.

In addition to the **PNZ Code of Conduct**, the following Code of Conduct and Ethics applies to Board members.

Each Board member shall:

- act honestly and in good faith at all times in the best interests of PNZ as a whole.
- declare all interests that could result in a conflict between personal and PNZ priorities.
- exercise diligence and care in fulfilling the functions of office.
- attend Board meetings and devote time to preparation for Board meetings to allow for full and appropriate participation in the Board's decision making.
- make reasonable enquiries to ensure PNZ is operating efficiently, effectively, legally, and ethically in the pursuit of its planned outcomes and strategies.
- maintain sufficient knowledge of PNZ's business and performance to make informed decisions.
- not agree to PNZ incurring obligations unless they believe such obligations can be met as and when they fall due.
- 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 PNZ's business.
- not disclose any confidential information other than as agreed by the Board or as required under law.
- 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.
- abide by Board decisions once reached notwithstanding a Board member's right to pursue a review or reversal of a Board decision.
- 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 PNZ.
- demonstrate respectful behaviour towards both colleagues, management, and those they come into contact within the course of enacting Board business.

The Board shall:

- make every reasonable effort to ensure PNZ does not raise community, supplier or stakeholder expectations that cannot be fulfilled.
- meet its responsibility to ensure all staff employed by PNZ are treated with respect and are provided with a working environment and working conditions that meet all reasonable standards of employment as defined in relevant workplace legislation.
- carry out its meetings in such a manner as to ensure fair and full participation of all Board members.

Any concerns about any alleged breach of this Code of Conduct should first be raised with the Chair (or the Deputy Chair if the complaint involves the Chair) to see if the alleged breach can be resolved. Such resolution shall be reported to the Board. If it is not resolved or the Board wishes to discuss it, it should then be considered by the Board as a whole, after hearing from the Board member concerned. If the concern cannot be resolved to the satisfaction of the Board, then the Board may consider recommending the removal of the Board member in accordance with the PNZ Constitution.

2. Strategic Direction and Planning

An essential element in the Board's leadership role is its responsibility to establish a Statement of Strategic Direction for PNZ. 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:

- in partnership with management, establish and review PNZ's Purpose, Key Results, and governance-level strategies.
- review annual business plans to ensure alignment with the Statement of Strategic Direction, priorities, and strategies.
- schedule a programme of strategic dialogue at Board meetings which reflects the priorities as defined by the Board and creates opportunities for the Board and management to think strategically about future issues relevant to PNZ's wellbeing and success.

3. Financial Governance

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

- develop, review, and monitor the implementation of governance-level financial policies.
- provide guidance on budget parameters and priorities and approve the annual budget and financial plan including capital expenditure is consistent with those parameters and priorities.
- approve expenditure outside budget parameters that the Board determines to be material.
- review and approve the full-year financial statements, reports, and outcomes.
- receive and approve the Audit and Risk Committee's reports.
- receive and review regularly scheduled financial statements, reports, and projections to ensure consistency with Board-set parameters.

4. Major Decisions

In respect of major decisions reserved to the Board, the Board acknowledges the value of a systematic and deliberate approach. To that end, it will set out the main steps it will take before reaching its decision.

One of those steps will be to define the criteria by which it will evaluate alternatives.

The Board will conduct a formal post-implementation evaluation of decisions that fall under this policy.

5. Conflicts of Interests

Board members must comply with the disclosure and management of their interests in accordance with the Incorporated Societies Act 2022, the PNZ Constitution and the PNZ **Conflicts of Interest Policy**.

The Board places great importance on making clear any existing or potential conflicts of interest for its members.

All interests shall be declared by the member concerned and documented in the Board Interests Register.

Examples of conflicts of interest are:

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

- When a 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 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 to the Board and registered in the Interests Register.

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

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

6. 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 (as further set out in the **PNZ Organisational Culture Position Statement**).

- The application of PNZ'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.
- Having sanctions and remedies in place for when PNZ's ethical standards are breached.
- The use of protected disclosure or whistle-blowing mechanisms to detect breaches of ethical standards and dealing with such disclosures appropriately (as set out in the **PNZ Protected Disclosures Whistleblower Policy**).
- The monitoring of organisational culture and the adherence to the ethical standards by Board members, employees and other stakeholders through regular inquiry, reporting and as necessary periodic independent assessments.

7. Te Tiriti o Waitangi and Te Ao Māori

The Board is committed to working to develop a stronger understanding of its role, as Māori and Pakeha as part of PNZ's commitment to a bi-cultural journey.

The Board will develop and define PNZ's partnership with Māori reflecting its commitment to upholding the articles of Te Tiriti o Waitangi and how this is implemented in PNZ.

Refer to the **PNZ's Te Tiriti o Waitangi Position and Journey Statement**.

8. Health, Safety, and Wellbeing 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:

- Ensure that all Board members understand and discharge their duties and responsibilities under the Act.
- 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.
- Verify that records are maintained in a timely and accurate fashion enabling tracking of events, trends, and responses/actions.
- Understand the hazards and risks that employees, athletes and volunteers are, or might be, exposed to in carrying out their duties.
- Design a system that ensures all Board members have the opportunity of personal exposure to workplace processes where there is exposure to risk.
- Annually undertake a formal assessment of compliance with Board members' duties and responsibilities under the Act.
- Ensure that budget planning takes account of all requirements under the Act.

Board members must be aware of, and comply with, their specific duties as “officers” of a PCBU (person conducting a business or undertaking) under the Act. This includes duties to exercise due diligence to ensure that PNZ (as a PCBU), complies with its duties, so far as reasonably practicable, to ensure the health and safety of the staff working for PNZ and other workers carrying out work for PNZ.

Board members may be personally liable for an offence for breaching their duties as officers under the Act.

For further details on the obligations of Board members and others, refer to the **PNZ Health, Safety, and Wellbeing Policy**.

9. Management of Artificial Intelligence (AI)

The Board has a core duty to oversee the rapidly emerging use of AI tools within and/or affecting the organisation. Accordingly, the Board will:

- Ensure that all Board members understand the implications of the growth in AI systems relevant to PNZ.
- Ensure that the use of such tools complies with PNZ's Constitution and applicable legislation and regulations.
- Ensure that the use of such tools aligns with PNZ's values and ethical standards.
- Ensure that robust systems are designed so that the Board will receive regular information in the form of written and verbal reports that make clear:
 - Where AI systems are being used in the organisation
 - That the use of such tools is transparent to staff, applicants and grantees
 - When information has been generated with the assistance of such tools and that information has been cross-checked.
- Ensure that AI systems in use in PNZ are subject to regular review to ensure data accuracy, completeness, timeliness and consistency.
- Ensure that AI systems do not exhibit bias towards any group.
- Require that the risks posed by using such tools are included in PNZ's risk management processes and reported regularly to the Board.

Also refer to **PNZ's Artificial Intelligence Policy**.

10. Welfare of Sport and Recreation Participants

There is an imperative all Board members understand the obligations of PNZ under legislation specific to sport and recreation and the welfare of participants within it. This includes, but is not limited to, the Sports Anti-Doping Act 2006, the Integrity Sport and Recreation Act 2023 and match fixing as addressed in the Section 240A of the Crimes Act 1961 together with legalisation and rules that ensure the safe participation of Para athletes and volunteers. These include applicable rules and requirements deriving from PNZ's membership of the IPC, OPC, Virtus and NZOC.

Accordingly, the Board will:

- Ensure that related operational policies are in place, understood and adhered to.
- Receive reports relating to participant welfare and related matters as part of its planned cycle of legislative and policy compliance.
- Receive reports relating to integrity, welfare, and related matters after each Paralympic Games.

11. Risk Management

The Board will identify and evaluate the principal risks faced by PNZ and ensure that appropriate systems are in place to avoid or mitigate these risks including the protection of intellectual capital. Accordingly, the Board will:

- Engage actively in characterising and monitoring risks associated with the achievement of its overall objectives.
- Ensure robust risk management policies and processes are developed and monitored addressing all areas of organisational risk and the Board is kept abreast of all key governance risks areas and strategies in a timely manner.
- Develop a 'risk aware' culture in which both Board members and staff are encouraged to identify risks and respond to them quickly and effectively.
- Make clear the processes required to enable it to keep abreast of all PNZ risk areas.
- Ensure that suitable internal controls are in place and are enacted and monitored to ensure effective and efficient operation and management of PNZ's resources.
- Ensure PNZ is governed and managed in accordance with its constitution and policies.
- Ensure that proper accounting records are kept.
- Ensure prompt investigation any material shortfalls or breaches in compliance or risk management standards.

12. Board Committees and Working Groups

The Board may establish committees and working groups to support it in its governance work. Current Board Committees are:

- Athletes' Council
- Audit and Risk Committee
- Board Appointment Panel
- Cyril Smith Legacy Fund Committee
- Governance Committee
- Paralympic Games Selection Panel
- People and Performance Committee

As specified in the Constitution, the Board will determine the composition, powers and duties of, and will regulate and supervise the work of, every Board Committee. The Board may appoint individuals who are not Board Members as members of any Committee, provided that every Committee must include at least one (1) Board Member. The CEO and the Board Chair, or their appointee, may attend meetings of any Committee.

The work of Board Committees and working groups should not conflict with the CEO's delegated responsibilities. Committees and working groups:

- Shall have Terms of Reference defining their role, life span, procedures and functions, and the boundaries of their authority, reviewed annually.
- The terms of reference will be available to all Board members and reviewed on a regular cycle.
- May co-opt outside members from time-to-time in order to bring additional skills, experience, or networks, with prior approval of the Chair and CEO.
- Shall not exercise authority over staff nor shall they delegate tasks to any staff unless the CEO has specifically agreed to such delegations.
- Unless explicitly empowered by the Board, 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.
- Will not mirror operational divisions, departments or staff functions.

13. Board Meetings

The majority of Board business will be conducted in Board meetings. In order to ensure effective meetings, the following principles apply. 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 CEO.
- Develop a work plan covering the next 12 months which:
 - ensures the Board regularly reviews progress towards the achievement of the Statement of Strategic Direction and relevant strategic issues,
 - provides assurance all relevant compliance requirements are addressed, and
 - improves Board performance through education and continuous focus on its governance effectiveness.
- Through the Chair, in consultation with the CEO, establish the agenda for each Board meeting, although each Board member is free to suggest the inclusion of item(s) on the agenda. The focus of the meeting will be a topic(s) drawn from the work plan. All Board members have the opportunity to contribute to the agenda.
- Normally meet 6 times each year. Board meetings may be scheduled at other times or at other frequencies as determined by the Board
- Be conducted in an open and constructive manner, recognising genuinely held differences of opinion can bring greater clarity and lead to better decisions.
- Receive the Board papers at least 7 days prior to the meeting.
- Invite staff and/or external parties to attend a Board meeting if it considers it necessary to present an issue or provide information or advice. Such attendees will respect the Board's integrity and accountability and will thus accept any constraints imposed by the Board or the Chairperson on their participation and presence.
- Hold 'Board only' sessions at its discretion. Such sessions which will usually be scheduled prior to or at the commencement of the meeting should not exclude the CEO from deliberations on matters to which the CEO's role as the Board's chief adviser would be compromised.
- Use virtual methods of meeting as appropriate but reflecting the challenges of the medium there will be an agreed protocol for meetings by video.
- Flying minutes (ie decisions made outside of meetings) should only be used for minor matters or matters the Board has agreed can be approved using this method.

Board members accept a commitment to attend Board meetings and participate in the business before the Board. If a member has other pressing commitments leave for absence should be sought from the Board prior to a meeting or from the Chairperson if the Board does not meet prior to the date of absence.

If a 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 Board member. Board members should endeavour to keep interruptions during meetings to a minimum.

14. Monitoring Operational Performance

The Board has a duty to oversee and monitor the performance of PNZs operation.

The CEO will report to the Board on the performance of PNZ at a frequency and to a standard specified by the Board. All such reporting should be targeted at the Board's interests and duties rather than a description of management actions.

15. Media Statements

Interaction with media, radio, press TV and other media outlets, shall at all times be designed to present an accurate and positive expression of PNZ-related matters. It shall be consistent with PNZ policy and Board decisions and free from personal opinions and interpretations.

The Chair shall be the spokesperson for governance-related matters and all other matters that the Board determines are best presented by the Chair.

The CEO shall be the spokesperson for all operational matters and all other matters the Board deems are best presented by the CEO. The CEO may permit specified staff to act on their behalf but remains accountable for such delegation.

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

Also refer to **PNZ's Media and Social Media Policy**.

16. Board Appointment

Board members are elected, appointed, co-opted or are members via ex-officio positions, as specified in the PNZ Constitution.

The commencement and end of a Board Member's term on the Board is also specified in the PNZ Constitution.

Before commencing in office, each Board Member will sign a letter of appointment and any other statutory documentation required by the Registrar of Incorporated Societies and Charities Services.

17. Board Member Induction

All newly appointed Board members will be provided with a thorough induction into the affairs of both the Board and PNZ at large.

Upon appointment/election and prior to attendance at their first Board meeting, new Board members will receive access to the:

- Board Charter and Governance Manual, including Governance policies.
- PNZ Constitution and IPC Constitution and other relevant legal governance documentation.
- strategic and annual plans.
- governance policies.

- previous year's accounts and current year-to-date financial statements.
- current and recent meeting papers and minutes.
- Board Interest Register.
- current year's meeting schedule and annual agenda.
- PNZ structure and organisational chart.
- contact details for other Board members and key staff.
- a glossary of key terms such as the terminology guide, key terms, definitions, and acronyms.
- relevant legal governance documentation.
- and any other documents the CEO and Chair sees as relevant to assist a new Board member.

New Board members will

- Meet with the Board Chair or the Chair of the Governance Committee for governance familiarisation (including organisation culture and values). This meeting may be held with the individual or as a group session.
- Meet with the CEO for an operational familiarisation.
- Be welcomed with a mihi whakatau at the first convenient opportunity.

18. Board and Board Member Performance Assessment and Development

The Board's value-adding role requires the Board, as a whole and all Board members, to regularly review their performance and have access to professional development relevant to the role and duties of Board members.

- The Board will undertake biennial structured assessment of its performance and an annual assessment of the performance of individual Board members.
 - the criteria for assessing the Board's performance will be drawn from the documented policies of the Board together with any further criteria as agreed by the Board from time-to-time.
 - the outcomes of the assessment will establish the upcoming requirements for the effective governance and Board leadership of PNZ.
 - a suitably qualified independent specialist may be used to assist the Board in this process.
 - the assessment process shall culminate in a report presented to the Board analysing the data and providing recommendations for improvements as required.
 - a Peer and Self-assessment process may be included in the process, the criteria based on a set of competencies agreed by the Board.
- An annual board Cost of Governance budget will be established which provides for both Board and individual Board member performance assessment and professional development together with other governance associated costs. The quantum of this budget item will be determined on a year-by-year basis.
- All Board members will be encouraged to undertake relevant professional development. If budgeted, PNZ will pay all costs associated with this training, including travel.
- Board members will be encouraged to attend conferences relevant to their role as Board members or conferences related to other aspects of their governance of PNZ. PNZ may cover all or some of the costs associated with such attendance on a case-by-case basis as decided by the Board.
- All costs associated with governance effectiveness will be designed to ensure the development of the highest standard of governance including meeting costs associated with effective communication with members and other key stakeholders, surveys, and associated analysis, focus groups, the costs associated with external audit and other independent third-party reviews or consulting input.

19. Role of the Chair and Deputy Chair

The Chair provides leadership to the Board, ensuring the Board's processes and actions are consistent with its policies.

As appropriate, the Chair represents the Board and PNZ to outside parties. It is expected that the Chair will promote a culture of stewardship, collaboration and co-operation, modelling and promulgating behaviours which define sound directorship.

The Chair:

- Will chair Board meetings, ensuring:
 - meeting discussions are confined to governance matters as defined in the Board's policies.
 - all Board members are treated even-handedly and fairly.
 - all Board members are encouraged and enabled to contribute to the Board's deliberations.
- Has no authority to unilaterally change any aspect of Board policies.
- Will ensure Board meetings are properly planned, including the development and distribution of Board papers in a timely manner and the minutes accurately reflect the deliberations and decisions of the Board.
- Is responsible for ensuring Board meetings are focused on the right matters and that time is allocated to apply attention to those.
- Will ensure all Board decisions are understood by Board members and accurately recorded.
- With the approval of the Board, may establish a regular communication arrangement with the CEO in which there is an exchange of information. This might also provide an opportunity for the CEO to use such sessions as a sounding Board for proposed actions or to check interpretations of Board policy. However, the Chair will;
 - recognise these sessions are not used to 'personally' supervise or direct the CEO.
 - maintain an appropriate professional distance from the CEO to ensure objectivity and attention to governance matters and concerns.
 - not inhibit the free flow of information to the Board necessary for sound governance. Therefore, the Chair will never come between the Board and its formal links with the CEO.
- May delegate aspects of the authority accompanying the position but remains accountable for the overall role.

If the Board decides to appoint a Deputy-Chair, their role is to deputise for the Chair due to the Chair's unavailability, as decided either by the Chair or the Board. In addition, the Deputy-Chair may be delegated responsibility for specific tasks as decided by the Board.

20. Indemnities and Insurance

PNZ will provide Board members with, and will pay the premiums for, indemnity and insurance cover (including directors and officers and general liability cover) while acting in their capacities as Board members, to the fullest extent permitted by the relevant legislation.

In accordance with the PNZ Constitution, Board Members shall be indemnified out of the assets and funds of PNZ against any liability arising out their duties in connection with the relevant role, but not any criminal liability and not any other liability to the extent that it arises out of or is attributable to the person's dishonesty, wilful misconduct or gross negligence.

21. Board Honorarium and Reimbursement of Expenses

PNZ recognises the value and commitment Board Members make to the organisation. While the position is voluntary, an honorarium is payable based on the respective workload and time commitment for each position. The quantum and payment arrangements will be reviewed and decided by the Board at least every 3 years. Board members may choose not to receive the honorarium if they wish.

In addition Board members are entitled to be reimbursed for expenses properly incurred in meeting their obligations and expectations as members of the Board in accordance with the applicable Policy.

Also refer to **PNZ's Board Honorarium Policy**.

22. Provision of Additional Services by a Board Member

When a Board Member has special skills or experience relevant to PNZ's operational needs and engagement of the Board Member is the best option for the business, the Board may grant approval provided that:

1. It is satisfied that neither the Board Member concerned, nor PNZ 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 or independent contract.
3. The conduct of the work will be contracted by and be accountable to the CEO on terms and conditions that would apply to any other employee or contractor who is not a Board member. The work to be undertaken may be supervised or managed by an agent appointed by the CEO.
4. Within reasonable boundaries, the Board Member 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 CEO must submit a further proposal for Board approval.
6. Invoices for payment of services provided by any such Board member shall be itemised in such a way as to make clear the costs incurred.
7. Board member honorarium shall be invoiced separately from other items reflecting remunerated work carried out by a Board member or reimbursement of expenses.

BOARD-CHIEF EXECUTIVE OFFICER INTER-RELATIONSHIP POLICIES

1. Delegation to the Chief Executive Officer

The Board delegates to the CEO responsibility for delivering the outcomes stated in the PNZ Statement of Strategic Direction while complying with the **PNZ Delegation Framework Policy**, noting that:

- The CEO is the sole linkage and point of accountability between the Board and PNZ operations.
- The Board will view CEO performance as identical to total management performance so the achievement of successful PNZ outcomes will be regarded as successful CEO performance.
- Only the Board acting as a body can instruct the CEO. Typically, all instruction to the CEO will be codified as policy.
- The Board will make clear PNZ's strategic direction including performance indicators to be applied by the Board when reviewing PNZ's and the CEO's performance.
- The Board will make clear to the CEO in writing the conditions and circumstances which the Board deems to be unacceptable, allowing the CEO any reasonable interpretation of these (further defined in the CEO authority policy). As the Board's principal officer, the Board holds the CEO accountable for ensuring all such conditions and circumstances are avoided.
- The CEO is responsible for the employment, management and performance management of all staff employed/contracted to PNZ. Neither the Board nor individual Board members will 'instruct' staff in any matters relating to their work.
- Provided the CEO achieves the outcomes sought by the Board and does so in a manner consistent with the Board's policies and PNZ's values, the Board will respect and support the CEO's choice of actions.
- The expert knowledge and experience of individual Board members is available to the CEO at their initiative.



2. CEO Authority

As long as the CEO applies 'any reasonable interpretation' of the Board's policies, i.e., does not set out to defeat their stated intent or spirit, they are authorised to establish all operational policies, make all operational decisions, and design and implement and manage all operational practices and activities.

Acknowledging a Board member's right to have access to information necessary to meet their duty of care to PNZ, the CEO may refuse instructions or requests from individual Board members or from unofficial groups of Board members if, in their opinion, such requests or instructions are:

- inconsistent with the Board's policies, or
- deemed to make unjustifiable intrusions into the CEO's or other staff members' time, or
- an unjustifiable cost to PNZ.

The CEO must notify the Chair of any refusal to supply information.

3. CEO Terms of Employment including Remuneration

The CEO's terms of employment including remuneration will be decided by the Board based on terms and conditions that reflect PNZ's performance and executive market conditions.

Remuneration will be competitive with similar performance within the marketplace based on achievement of the Board's strategic direction and goals while complying with the CEO Delegation Policy.

A committee process may be used to gather information and to provide options and recommendations for the Board for its consideration and decision.

4. CEO Performance Assessment

The CEO's performance will be continuously, systematically, and rigorously assessed by the Board against achievement of the Board-determined strategic outcomes and compliance with CEO Delegation Policy. The Board will provide regular performance feedback to the CEO, noting that:

- the Board will appoint at least two Board members (usually including the Board Chair and Chair of the People and Performance Committee) to undertake an annual assessment of the CEO.
- PNZ's 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 CEO 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 CEO compliance with Board policies and to determine its satisfaction with their performance:
 - CEO reporting,
 - advice from an independent, disinterested third party, or
 - obtained by a Board-appointed member, Board committee or working party.

CHIEF EXECUTIVE OFFICER DELEGATION POLICIES

1. Overarching CEO Limitation

As the Board's principal officer, the Board holds the CEO accountable for ensuring neither the CEO or any PNZ employees take, allow, or approve any action or circumstance in the name of PNZ that is in breach of the law, imprudent, which contravenes any PNZ specific or commonly held business or professional ethic or is in breach of generally accepted accounting principles.

2. Financial Management

The CEO is responsible for the day-to-day financial management of PNZ and shall carry out this duty in a manner to ensure nothing is done, or authorised to be done, which could in any way cause financial harm or threaten the PNZ's financial integrity.

Without limiting this scope of requirement, the CEO must not allow situations and circumstances in which:

- PNZ funds are committed, contracts entered into, or liabilities incurred other than for the implementation of Board-approved purposes and priorities.
- expenditure exceeds the revenue received in the financial year or annual budget or policy parameters unless offset by approved borrowings or Board-approved withdrawals from reserves.
- undisputed invoices from suppliers of goods and services remain unpaid beyond trade credit terms agreed with those suppliers.
- land and buildings are acquired, encumbered, or disposed of without Board knowledge and approval.
- staff have access to credit or other purchasing cards without limitations on expenditure or adequate controls on their use.
- PNZ fails to pay staff on time.
- use restricted or 'tagged' contributions for any purpose other than those designated.
- allow any one person to have complete authority over any of PNZ's financial transactions.

3. Budgeting and Financial Planning

Budgeting and financial planning for any financial year or the remaining part of any financial year shall be designed to ensure the achievement of the Board-determined outcomes with no risk of harm to PNZ.

Without limiting this scope of requirement, the CEO must not allow situations and circumstances in which:

- there is too little available information to enable (a) a credible projection of revenues and expenses, (b) separation of capital and operational items, (c) projection of cash flows, and (d) disclosure of planning assumptions.
- financial risks are created which exceed Board-determined parameters.
- expenditure is incurred within any financial year that could result in default under any of PNZ's financing agreements, or risk insolvency.
- could result in the achievement of a 'bottom line', materially different from that determined by the Board, e.g., a predetermined surplus, acceptable deficit, or balanced budget.
- omits Board developmental and other governance related expenditure.

4. Remuneration and Benefits

In managing the setting and review of salaries and benefits, the CEO must not make or allow decisions or promises which would in any way cause or threaten financial harm to PNZ.

Without limiting this scope of requirement, the CEO must not allow situations and circumstances in which:

- there is any change to their remuneration or benefits.
- obligations are created which cannot be met over the projected period of an employee's or contractor's term of employment or over a period for which revenues can realistically be projected.
- unfunded employee/contractor related liabilities which occur in any way commit PNZ to unpredictable future costs that could harm PNZ.
- promises or offers of guaranteed long-term employment are made under circumstances when such guarantees or promises cannot realistically be honoured.

5. Protection of Assets

In managing the protection of PNZ's physical and intellectual assets, the CEO shall take all prudent and reasonable actions necessary to ensure these are protected against all foreseeable damaging circumstances.

Without limiting this scope of requirement, the CEO must not allow situations and circumstances in which:

- unauthorised persons are permitted to handle cash.
- PNZ funds are processed or dispersed outside of controls acceptable to the PNZ's official auditor.
- changes to or withdrawals from Investment portfolios occur without CEO and Board approval.
- assets are insured for less than is necessary for prudent risk-management.
- Board members and/or staff are unprotected against claims of liability.
- goods or services are purchased without protection against conflicts of interest.
- there is inadequate protection against theft, improper use, or significant damage to intellectual property and PNZ information or information systems.
- PNZ's good name and reputation is harmed to the extent that the achievement of its Purpose and Strategic Intent are impeded.
- PNZ lacks a 'best-state-of-preparedness' necessary for the maintenance of effective and efficient operation in the event of conceivable or unanticipated risk.

6. Communication and Support to the Board

The Board must be informed 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 CEO must not allow situations and circumstances in which the Board:

- is uninformed about matters critical to its timely and effective governance of PNZ.
- financial reports lack adequate detail to enable the Board to interpret and assess the significance of:
 - significant trends,
 - data relevant to agreed benchmarks and Board-agreed measures, or
 - data and information relating to all further financial matters as determined by the Board from time-to-time.

- is placed in the position of being uninformed about significant external environmental trends, breaches of Acts relating to PNZ's performance and the Board's duties and responsibilities, significant internal issues, adverse media publicity, achievement of, or progress towards the achievement of, PNZ outcomes as stated in the Statement of Strategic Direction or changes in the basic assumptions upon which the Board's policies are based.
- Board Members are uninformed when, for any reason, there is actual or anticipated non-compliance with a Board policy.
- is uninformed about health and safety in the workplace matters which fall within the Board members' 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.
- 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 PNZ.
- 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 CEO's ability to carry out his/her responsibilities.
- 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 CEO Authority policy).
- is not made aware of any activity the CEO is aware of which may impact the achievement and delivery of PNZ's Statement of Strategic Direction.

7. Emergency CEO Succession

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

8. Board/Staff Engagement

To avoid confusion and PNZ employees/contractors becoming overwhelmed with over enthusiastic Board members delving into operational areas, the CEO will be the first point of contact for Board members. Because PNZ is a small organisation, subsequent contact with PNZ employees/contractors may take place directly with the CEO's direction, especially when related to Committee work or project work.

Board members accept that the administrative matters concerning the Board are dealt with by the Board. Instructions concerning the business of the Board should be given to the CEO on the motion of the Board as a whole and not by individual Board members. Individual Board members should not instruct individual employees as all Board business should initially be directed to the CEO.

9. Employment Conditions

In the management of PNZ's employees/contractors, athletes and volunteers, the CEO must ensure the workplace environment is conducive to ethical behaviour consistent with PNZ's core values, and sound workplace practices consistent with workplace legislation or its common understanding.

Without limiting this scope of requirement, the CEO must not allow situations and circumstances in which:

- Employees/contractors work under adverse conditions or are managed in a manner which may invite behaviour contrary to PNZ's values or might undermine PNZ's trust and reputation with its stakeholders.

- There are no clear guidelines as to employee/contractor rights, entitlements, and workplace obligations.
- Employees/contractors are placed in 'inequitable', 'unsafe', 'undignified' or 'unfair' working conditions or circumstances as defined in relevant workplace legislation.
- Employees/contractors and volunteers and others to whom PNZ owes a duty of care, are exposed to, unprotected from, or unprepared-for hazardous and risky situations or circumstances that could result in harm as specified in the Health and Safety at Work Act.
- Employees/contractors are denied engagement in planning and review of health and safety policies and procedures.
- Employees/contractors are denied the right to an approved and fair internal grievance process.
- Employees/contractors are uninformed of their rights under this policy.
- Continuous improvement protocols are omitted in the design and execution of health and safety systems and processes.

10. Stakeholder Engagement

In engaging with PNZ's key stakeholders, the CEO must take all reasonable steps to ensure the relationships created and maintained are in the best interest of both PNZ and the stakeholder.

Without limiting this scope of requirement, the CEO must not allow situations and circumstances in which:

- the good name of PNZ is placed at risk as the result of poor quality interpersonal or inter-organisational communication.
- unrealistic expectations are created or implied which could cause hardship to either party, i.e., deviation from PNZ policy.
- PNZ is unaware of the expectations, needs and aspirations of key stakeholders as these relate to PNZ's planning and programme delivery systems.
- the Board is uninformed of any significant change in relationship status with a key stakeholder, notably in regard to funding.

11. Public Affairs

As the Board's principal officer, the Board holds the CEO accountable for ensuring neither they or other PNZ personnel undertake, approve or in any way support any action or circumstances which are directly or indirectly demeaning or derogatory or in any way damaging to PNZ.

KEY RELEVANT LEGISLATION:

- Charities Act 2005
- Health and Safety at Work Act 2015
- Incorporated Societies Act 2022

KEY RELEVANT PNZ DOCUMENTS WHICH RELATE TO THIS POLICY:

The following will be electronically available to Board members in a BoardPro.

- PNZ Constitution
- Statement of Strategic Intent
- Board Charter
- Governance Policies
- Committees Terms of Reference
- Annual Board Work Plan
- Annual Budget and Forecast
- Strategic Risk Outlook and Appetite Statement
- Insurance
- Board Terms
- PNZ Karakia

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