



# TENNIS NORTHERN REGION BOARD STRUCTURE

## POLICIES, PROTOCOLS AND STANDING ORDERS

## **TENNIS NORTHERN REGION BOARD STRUCTURE**

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# Terms of Reference

## Tennis Northern Region Board

### Definitions

TNR means the Tennis Northern Region

TCT means the Tennis Charitable Trust

“Board” means the Tennis Northern Region Centre Board

“Board members” mean members of the Board, being a combination of elected and appointed members

“Chairperson” means the Board member elected Chair of the Board

CEO means Chief Executive Officer

“Management” means the staff of Tennis Northern, led by the CEO

### Board Authority

The Board is the body legally responsible for the operation of Tennis Northern.

All Board members represent the constitution as well as the legal and moral interests of the Tennis Northern community, in a voluntary capacity.

### Membership

The Board shall consist of up to eight (8) Board members, four appointed and four elected.

### Meetings

Board meetings shall be held at least six (6) times annually, as determined by the Board. A quorum of **five** Board Members shall be required, one of whom shall be the Chairperson or their deputy.

## Board Governance

The role of the Board is governance rather than the day-to-day operations which are the preserve of management. The governance role focuses on the wider issues of:

- *Strategic Direction*

The Board is responsible for determining Tennis Northern strategic direction and vision including overall strategy, setting objectives and monitoring the achievement of those objectives. Management, led by the CEO, will develop the detail for implementing and achieving the objectives set by the Board.

- *Policy Formation*

Policies provide a framework for achieving Tennis Northern's objectives, giving management the limits and guidelines within which to make decisions. Each policy shall be reviewed annually by the Board.

- *Risk Management and Legislative Compliance*

The Board is responsible for ensuring that Tennis Northern implements strategies for identifying and managing risk, and that Tennis Northern's internal controls are appropriate in relation to the risks identified. The Board must also ensure that Tennis Northern complies with all relevant legislation. The Board's role is one of oversight – management is responsible for actual compliance.

- *Monitoring Performance*

The Board is responsible for monitoring the performance of Tennis Northern by regularly analysing performance against the strategic plan and budget, annually reviewing the CEO's performance, and reviewing the effectiveness of the Board's own performance.

### Relationship with Management

The Board supervises and directs the activities of management in an oversight role to ensure that Tennis Northern's objectives, as set out in the strategic plan, are achieved. The Board does this through close scrutiny of the reports presented to it as part of the Board papers. It is each Board Member's responsibility to ensure they understand the reports and underlying issues, and that they ask whatever questions necessary to satisfy their needs.

The Board's key relationship is with the CEO, whom it has appointed, and whose performance it monitors.

## Governing Process

The Board will adopt as its guiding principle a governing approach to its stewardship; it will make every effort to separate the roles of governance and management and maintain a focus on strategic issues and policy matters rather than on day-to-day administration.

The Board will:

- Utilise these Terms of Reference as the base document from which it takes its operational direction.
- Keep its focus on the strategic implications and required outcomes of its policies rather than on their management.
- Maintain an emphasis on the policy implications of all matters coming before it. All policies will stem from the mission and values established by the Board and will be framed to achieve the intentions of these high level statements.
- Maintain a commitment to excellence in all matters coming before it.
- Accept a level of accountability that automatically accompanies Board membership. The Board is accountable to its stakeholders for the organisation's actions and decisions.
- Provide formal induction training and provide ongoing training to ensure positive support for members in their work on the Board.
- Biannually review Board performance as per the adopted Strategic Plan.

## Protocol for Chairperson

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

It would be virtually impossible to devise specific rules to cover every situation which the Chairperson may encounter. The principles set out in this protocol are general in nature and can be applied to a variety of situations as they arise. The guiding principle is that the Chairperson should act in the best interests of the Board.

In addition to the duties and responsibilities contained in the Protocol for Board members, the Chairperson agrees that to the best of his/her abilities he/she will abide by the following principles:

- Provide leadership to the Board members.
- Provide appropriate support to the CEO.
- Ensure that an annual performance agreement is negotiated and carried out with the CEO.
- Ensure that there is an appropriate separation of duties and responsibilities between the Board and the CEO.
- Chair Board meetings, developing and adhering to meeting procedures.
- Create and maintain an environment of unity, common purpose and harmony among the Board members.
- Ensure the Board members operate within their governance role.
- Ensure the Board regularly reviews its own performance as the basis for its own development and quality assurance.
- Ensure the preparation of the agenda for all Board meetings.
- Represent Tennis Northern where required.

## Protocol for Board Members

The Board is committed to the adoption of the legal and ethical requirements of good governance in all areas of its responsibilities and authority.

It would be virtually impossible to devise specific rules to cover every situation which Board members may encounter. The principles set out in this protocol are general in nature and can be applied to a variety of situations as they arise. The guiding principle is that Board members should act in the best interests of the Board.

All Board members agree that to the best of their abilities they will abide by the following principles in addition to the "Powers and Duties of the Board" as set out in clause 13 of Tennis Northern's constitution:

- Be accountable to the Chairperson.
- Make themselves accessible to staff, normally through the CEO, and to the members of Tennis Northern.
- Maintain a commitment to the collective responsibility of the Board.
- Accept the importance of Tennis Northern's constitution, employment contracts and relevant laws when making decisions.
- Attend required Board meetings and committee meetings. Absence without leave from three consecutive meetings, without prior consultation with the Chairperson, will oblige a Board member to forfeit their position.
- Be prepared to accept responsibilities within Tennis Northern.
- Review policies annually.
- Act honestly and in good faith at all times in the interest of Tennis Northern and its stakeholders.
- Be diligent and devote sufficient time to preparation for Board meetings to allow for full and appropriate participation in the Board's decision making.
- 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, the terms of its constitution and uphold the principles of the Treaty of Waitangi.
- Interact with Tennis Northern 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. As per standard practice, on any motion, a board member can abstain or request their vote is recorded against the motion/decision.

- 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 Tennis Northern's stakeholders should be reported to the Chairperson at the earliest opportunity.



## Term of Office

This is fully covered in clause **13.8** in Tennis Northern's constitution.

### Board Selections Policy

Generally, a board performs more effectively and efficiently if it comprises a balanced mix of well-developed business and professional skills appropriate to an organisation's needs combined with personal attributes that enhance the board's team dynamics and harmonisation. Tennis Northern recognises the importance of succession planning and selection and will in general adhere to the following procedure:

1. The Board will prepare in advance a recruitment profile when seeking new board members based on the strategic challenges facing the Board and the existing range of skills and networks on the Board.
2. The Board will develop an appropriate specification for the appointment of a new board member including qualifications, and background experience.

### Board Appointments Policy

The Board shall have the power to appoint members to the Board at its discretion to make the total Board members up to eight (8). There shall be four elected and four appointed members. Members so selected shall hold office for a term of up to three years, after which they will be eligible for re-appointment for one more term.

A systematic and deliberate approach needs to be undertaken to identify the best people for the Board.

In order to select the appointed positions the Board will establish an Appointments Panel, consisting of the Chairperson (or nominee) and two others, to implement the appointment process. The Panel will undertake a thorough search by writing directly to the affiliated bodies as well as identifying suitable candidates itself.

The Panel will shortlist suitable candidates by using the prepared recruitment profile. Interviews will follow a standard set of questions exploring the candidate's:

- Understanding of Tennis Northern's mission and purpose.
- Knowledge of governance.
- Ability to think strategically.
- Financial skills.
- Interpersonal skills that will contribute to constructive and inclusive involvement in decision making.
- Ability to add value to the Board.

The Panel will make a recommendation of their preferred candidate to the Board for ratification before the appointment is confirmed. If agreed to by the Board, reference checks will then be undertaken (with the candidate's consent). Ideally the Board members should meet with the preferred candidate in person. The successful candidate will then undertake an induction programme on appointment to the Board.



## **Board Development Policy**

The Board should aim to be as good at governance as it expects the CEO to be at management. The Board should emphasise a process of continuous performance improvement for itself and its individual Board members.

### **Policy**

- The Board will bi- annually undertake a review or self-assessment of its performance and of the performance of Board members.
- The outcome of the review should be a defined programme of training for the Board to support the goals agreed.
- The Board will make every reasonable effort to facilitate training for all Board members to maximize the value-adding contribution to Tennis Northern.

## **Conflicts of Interest Policy**

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

Examples of conflicts of interest are:

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

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 at the Board meeting.

Where a conflict of interest is identified and minuted, 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 Board member concerned should leave the room during such discussions.

## Meetings Policy

### Board Meetings

The Board should be committed to the achievement of effective and efficient meetings.

Meetings will:

- Be based on a pre-prepared agenda, the preparation of which is the responsibility of the Chairperson in consultation with the CEO. Such an agenda should reflect the Board's governance role.
- Include the CEO as of right and as the representative and advocate of the paid staff and volunteers. At the suggestion of the CEO, staff or Executive Committees might be invited to the meeting by the Board to present an issue or provide information or advice.
- Not unreasonably refuse access of the public to Board meetings except when it declares a section of the meeting to be 'in committee'.
- Have the right to go 'in committee' at any time it chooses but in doing so will:
  - a. make the reasons for this clear
  - b. reserve the right to include or exclude any non-Board member it so chooses
  - c. make every effort to look ahead and signal any such 'in committee' session in the agenda or at the beginning of the meeting.
- Be held with the expectation that members have prepared for them and will participate in all discussions at all times within the boundaries of behaviour considered acceptable by the Board.

### Board Minutes and voting rights.

Once the Board has made decisions after full discussion and a consensus reached, the decision is noted in the minutes. All appointed members of the Board have voting authority. In the event of a vote a simple majority of those attending is required. In the event of a split deliberative vote, the Chairperson has the casting vote.

### Board Discussions

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.

### Board Papers

Board papers and agendas are issued before meetings. 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.

### Identification of Board Members

In order to encourage free and frank discussions, it is important that Board members are not reported as being identified with a particular issue or to a particular point of view. It is detrimental for the proper functioning of the Board for any Board members 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.

### **Board / CEO Relationship Policy**

The governance role is focused on the formulation and monitoring of policies, and the Board delegates to the CEO responsibility for implementing these through the establishment of appropriate programmes and services.

Accordingly:

- The Board will develop policies that make clear its instructions to the CEO for the achievement of ends or outcomes.
- All Board authority delegated to staff is delegated through the CEO to whom in turn staff are accountable.
- The CEO is responsible for establishing all operational practices essential for the effective management of the organisation and shall take all actions necessary to give effect to the Board’s policies.
- As long as the CEO uses any reasonable interpretation of the Board’s policies including operational limitations, he/she is then authorised to carry out the operational business of the organisation free from interference or intrusion from the Board or Board members.

The Board / CEO relationship is a partnership that is approached in the spirit of mutual respect and support for the interdependence but separate roles. The CEO is the Board’s sole employee in whom is vested accountability for the operational side of the organisation.

The Board should direct, not manage, the CEO by providing clearly defined outcomes to be achieved and bounded authorities within which the CEO must remain.

The Board’s delegation to the CEO must be unambiguous and firmly supported and the Board must stand behind its own policies.

In particular:

The CEO is the Board’s sole connection to the operational organisation. The Board delegates to the CEO authority for implementation of its policies while complying with the boundaries and constraints imposed by the Protocol for the CEO:

- Only the Board acting as a whole, or by delegation, can instruct the CEO. Typically all instructions to the CEO will be codified as policy.
- The Board will develop clear and unambiguous performance indicators to be applied by the Board when reviewing TNR’S and the CEO’s performance.
- The Board will make clear to the CEO in writing any constraints or limits it chooses to place on his or her freedom to take actions or make decisions that the Board deems to be unacceptable within the delegation.

- The CEO is responsible for the employment, management and performance evaluation of all staff employed/contracted to TNR. Neither the Board nor individual Board members will 'instruct' or respond to staff in any matters relating to their work, and the Board's performance review responsibilities relate only to the position of the CEO.
- Always with the proviso that the CEO's decisions must be consistent with and not defeat the stated intent and the spirit of the Boards policies, he/she is authorised to establish all operational policies, decisions, practices, and activities.
- The Board may change its policies, thereby shifting the boundary between Board and CEO domains. By doing so, the Board changes the latitude of choice given to the CEO. As long as any particular delegation is in place and the CEO can demonstrate compliance with the intent and spirit of the Board's policies, the Board should respect and support the CEO's choice.
- The expert knowledge and experience of individual Board members is available to the CEO at the CEO's initiative.
- Whilst acknowledging a Board member's right to have access to information necessary to meet his/her duty of care to TNR , the CEO may refuse instructions or requests from individual Board members or from unofficial groups of Board members 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 CEO's or other staff member's time and not initially approved by the Chair
  - c. are an unjustifiable cost to the organisation

## Protocol for CEO

The CEO is the leader of the management and staff of Tennis Northern.

The CEO shall not cause or allow any practice, activity or decision which is in any way unethical, unlawful and imprudent or which violates any government or local government bylaw, any statute, organisational policy or expressed values, or which violates any commonly held business or professional ethic.

### CEO Financial Management

The CEO is responsible for the day-to-day financial management of the organisation and shall carry out this duty in a manner which shall in no way threaten the organisation's financial strength.

To ensure the affairs are managed on a prudent basis, the CEO shall not:

- Cause the organisation to incur unauthorised indebtedness.
- Utilise any organisational funds for purposes other than the furtherance of the organisation's purposes and priorities as approved by the Board.
- Allow ordinary operating expenses to become undischarged debts beyond a three-month period from when they are incurred.
- Use restricted or 'tagged' contributions for any purposes other than those designated.
- Allow any one person alone to have complete authority over any of the organisation's financial transactions.
- Operate within a financial environment that is not broadly defined by an approved budget and which is not supported by the organisation's policy.
- Settle pay-roll debts in any other than a timely manner.
- Approve expenditure which, although in keeping with the policies, is beyond the organisation's ability, using budgeted resources, to meet.
- Fail to report any significant variances from budget figures.
- Violate generally accepted accounting standards.

## Reporting to the Board

The CEO shall keep the Board informed of the true and accurate position of the outcomes of programmes, services, financial position and significant management issues, the performance of Executive Committees and all matters having real or potential legal considerations for the organisation.

Therefore the CEO shall not:

- Neglect to submit monitoring data in a timely, accurate and understandable fashion addressing the various issues to be monitored by the Board.
- Fail to inform the Board of significant trends, implications of Board decisions, issues arising from policy matters or changes in the basic assumptions upon which the Board's strategic ends policies are based.
- Fail to keep Board members informed when for any reason there is non-compliance of a Board policy.
- Fail to inform the Board of such occasions when it violates one of its own policies.

Financial reporting to the Board should be presented in such a way that all Board members are able to understand the meaning of the reports and that all reports are a true and accurate account of the financial affairs of the organisation.

Accordingly the CEO shall not submit or allow to be submitted any reporting which:

- Does not reflect a true and accurate picture of the accounts presented.
- Is incomplete or misrepresentative of any aspect of the accounts presented.
- Does not utilise standard financial reporting formats or which presents the data in such a way as to make the information difficult to interpret or understand.
- Deviates from the agreed Board reporting procedures.