

# **Northland Cricket Association**

## **Board Charter and Policies**

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## Board Charter

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On behalf of the key stakeholders, the board of Northland Cricket Association is responsible for the stewardship and future well-being of the organisation. Directors should exercise leadership, enterprise, integrity and judgement in directing the organisation so as to provide assurance of its continuing and lasting prosperity.

In discharging their responsibilities directors have a duty to act in the best interests of Northland Cricket Association as a whole, irrespective of personal, professional, commercial or other interests, loyalties or affiliations. Directors' first duty and loyalty must be to the legal entity.

In summary the board:

1. Provides leadership to Northland Cricket Association ensuring that it achieves continuing prosperity in the best interests of Northland Cricket Association and its stakeholders.
2. Takes active steps to Ensure an appropriate mix of directors whether through interaction with key stakeholders resulting in the election of appropriately skilled personnel or through the appointment of such individuals.
3. Establishes Northland Cricket Association'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 Northland Cricket Association and models behaviours that both reflect and promulgate the desired culture.
5. Establishes governance policies that provide the framework for the management of Northland Cricket Association 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 General Manager and monitors management and organisation performance against board-established criteria.
7. Identifies and monitors the management of organisational risks.
8. Ensures that the organisation complies with all internal and externally imposed compliance requirements.
9. Establishes and maintains an effective interrelationship with stakeholders.

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## **Responsibilities of the board of directors**

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### **1. Meeting legal requirements**

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

In particular directors have the following legal obligations:

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

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

### **2. Governance philosophy and approach**

The board will govern Northland Cricket Association with an emphasis on:

- serving the legitimate collective interests of the present members/shareholders/beneficiaries of Northland Cricket Association and accounting to them for the performance of Northland Cricket Association 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 the organisation; and
- Ensure there are positive conditions for the motivation of the General Manager and that there is adequate training to support her/him in their role.

### 3. Other

The board will perform such other functions as a prescribed by law or assigned to the board under Northland Cricket Association's governing documents.

## **Expectations of directors**

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

### 1. Enacting legal duties

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

### 2. Strategic orientation

Directors should be future oriented, demonstrating vision and foresight.

### 3. Integrity and accountability

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

### 4. Informed and independent judgement

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

### 5. Financial literacy

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

### 6. Industry and sector knowledge

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

### 7. Participation

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

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# Governance Process Policies

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## Code of Ethics

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

### Directors shall:

1. Act honestly and in good faith and honesty at all times in the best interests of Northland Cricket Association as a whole.
2. Declare all interests that could result in a conflict between personal and organisational priorities.
3. Exercise diligence and care in fulfilling the functions of office.
4. Make reasonable enquiries to ensure that Northland Cricket Association is operating efficiently, effectively, legally and ethically in the pursuit of its planned outcomes and strategies.
5. Maintain sufficient knowledge of Northland Cricket Association's business and performance to make informed decisions.
6. Not agree to Northland Cricket Association incurring obligations unless he or she believes that such obligations can be met as and when they fall due.
7. Attend board meetings and devote sufficient time to preparation for board meetings to allow for full and appropriate participation in the board's decision making.
8. 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 Northland Cricket Association's business.
9. Not disclose to any other person confidential information other than as agreed by the board or as required under law.
10. 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.
11. Abide by board decisions once reached notwithstanding a director's right to pursue a review or reversal of a board decision.
12. 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 Northland Cricket Association.
13. Demonstrate respectful behaviour towards both colleagues, management and those they come into contact with in the course of enacting board business.

### The board shall:

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

## **Strategic Direction and Planning**

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**An essential element in the board's leadership role is its responsibility to establish a Statement Strategic Direction for Northland Cricket Association. Accompanying this is an ongoing responsibility to identify organisational priorities, monitor progress towards the achievement of the stated outcomes and approve the annual budget.**

**Accordingly, the board will annually:**

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

## **Financial Governance**

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

1. Develop, review and monitor the implementation of governance-level financial policies.
2. Provide guidance on budget parameters and priorities and approve the annual budget and financial plan including capital expenditure.
3. Approve expenditure outside budget parameters that the board determines to be material.
4. Review and approve the full-year financial statements, reports and outcomes.
5. Receive and approve the Audit and Risk Committee's annual plan and scheduled reports.
6. Review and approve regularly scheduled financial statements and reports, i.e. for each board meeting or at the board's request.

## **Conflict of Interests**

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

1. Any business or personal matter which could lead to a conflict of interest of a material nature involving a director and his/role and relationship with Northland Cricket Association, must be declared and registered in the Register of Interest.
2. All such entries in the Register shall be presented to the board and minuted at the first board meeting following entry in the records.
3. All conflicts of interest must be declared by the director concerned at the earliest time after the conflict is identified. Normally there will be the opportunity at the commencement of each board meeting for conflicts of interest to be declared.
4. The board shall determine whether or not the conflict is of a material nature and shall advise the individual accordingly.
5. Where a conflict of interest is identified and/or registered, and the board has declared that it is of material benefit to the individual or material significance to the organisation, the director concerned shall not vote on any resolution relating to that conflict or issue.

6. The director shall only remain in the room during any related discussion with board approval.
7. The board will determine what records and other documentation relating to the matter will be available to the director.
8. All such occurrences will be minuted.
9. Individual directors, aware of a real or potential conflict of interest of another director, have a responsibility to bring this to the notice of the board.

## **Complaints Policy**

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PREAMBLE- The NCA Board is responsible for overseeing the judicial and complaints processes, however, the CEO has the delegated authority to use his/her best endeavours to mediate and investigate all disputes and complaints and in the first instance will attempt to get the individuals, clubs, schools or entities involved to self-mediate if it is appropriate. Matters may not proceed further than the CEO if they can be resolved to the mutual satisfaction of all parties involved in the dispute, incident or complaint.

The principles guiding this policy include:

- That the principles of Natural Justice will be applied.
  - That expression of reasonable complaints and concerns is welcomed.
  - That where possible, the persons investigating any complaint will report their findings to separate decision makers as to consequence or outcome – should a mutually agreeable solution not be found.
  - That everyone within the cricket community is entitled to be treated with respect and be free from harassment, prejudice or unseemly behaviour.
  - The Spirit of Cricket shall guide decisions where appropriate.
  - For clarity – this policy does not apply to Employment issues or problems. In the event of any conflict between this policy and the provisions of any contract or Employment Agreement, those documents will take precedence.
  - A “complaint” is likely to be formal and requiring of a formal process where matters are recorded in writing.
  - A “concern” may be verbal and requiring of clarity or confirmation as opposed to a formal process and outcome.
  - Note that “The General Rules and Playing Conditions” – as normally published by the NCA each season – will generally cover all matters or issues that arise within or around a specific game of cricket. This policy applies to issues that are not covered by that or other specific policies, for example, Employment or Contract matters.
1. The CEO can escalate any matter to the NCA Board at his/her discretion, with the following conditions:
    - a. Any affiliated body, or its member/s can ask for an issue or complaint to be heard by the Hearing Committee, the request must be officially sanctioned by an affiliated club with the proviso that the NCA Board will decide if a hearing is warranted and may decline the request.
    - b. If the complaint or concern is about or relates to the CEO, the complaint should be made directly to the NCA Board Chairperson.
    - c. If the complaint or concern is about or relates to a Board member, it should be made directly to the NCA Board Chairperson, unless it relates to the Chairperson in which case it should be made to the Deputy Chair.
  2. THE DISCIPLINARY POWERS OF THE BOARD - are outlined in the NCA Constitution. The Code of Conduct and General Rules and Playing Conditions may also be relevant depending on the nature of the concern or complaint.



3. THIS POLICY COVERS- All junior and senior players involved in club/school or representative play under the auspices of NCA (Inc) including games involving teams from other associations. Also all officials, volunteers, contractors and staff involved in NCA cricket.
4. The NCA Board holds affiliated clubs responsible for the conduct and behaviour of its players, coaches, officials and parents/supporters and may use its disciplinary powers broadly if it believes the actions of associates of the club have brought discredit or disreputeto NCA or cricket.
5. COMPLAINTS – there are four types of complaint that can be considered by this policy.
  - a. PROTESTS - breaches of playing or competition regulations where there hasn't been a ruling by an officially appointed qualified umpire. Such protests must be put in writing stating the reason for the protest and the regulation believed to have been breached. This includes player eligibility and the awarding of championship points. The protest must be received by NCA no more than 72 hours after the completion of the match; otherwise the protest will be deemed invalid. The CEO will carry out an investigation of the facts and use his/her delegated authority to make a ruling. It is not expected that complaints in this category will go to the Hearing Committee but it may happen in some circumstances.
  - b. CODE OF CONDUCT- complaints about the conduct of an affiliated school/s, club/s or any of its member/s (including officials and supporters) prior to, during, or directly after a match controlled by NCA. Such complaints must be in the approved written format and timeframe- the format and timeframe will be notified to all clubsecretaries at the commencement of each season and apply for the duration of thatseason. NCA may charge an individual, group of individuals, team or club with misconduct. If this happens a hearing will take place within 10 days of notification (during which time member/s may be suspended) of the charge. All endeavours willbe made to find a time that is suitable to all parties. Once properly notified a member/s must appear before the Hearing Committee, if they fail to attend the hearing can proceed without them. (Refer to the applicable Code of Conduct and/or General Rules and Playing Conditions)
  - c. COMPLAINTS ABOUT NON-SELECTION TO NCA REPRESENTATIVE TEAMS AND SQUADS. The only time such a complaint would be considered is if the complainantfelt that NCA had not followed its own selection criteria in terms of eligibility and process. This category of complaint is to ensure that NCA complies with its own policies - it is NOT to reconsider or reselect a team or squad or to consider disappointment. The player, club or person would be required to be specific about the criteria and or eligibility rule that had been breached.
  - d. COMPLAINTS OR CONCERNS ABOUT THE CONDUCT OR INTEGRITY OF ANY NCA RELATED ENTITY OR PERSON NOT COVERED ELSEWHERE. This category is intended to ensure that any complaints or concerns of a general nature, or that are related to integrity or conduct not specified in a. to c. above can be tabled and considered.
6. THE HEARING COMMITTEE. The committee will be appointed by the board case-by-case taking into account any possible or perceived conflicts of interest. The Hearing Committee will comprise of not less than three (3) members who may or may not be on the NCA Board. One of the appointees will be chosen as convener. If the individual charged with misconduct is contracted to NDCA or NZC an NDCA or NZC appointed Code of Conduct Commissioner must be part of the panel of three (3) if NDCA or NZC so require. The Hearing Committee will convene within the timeframe of this policy and will have the full delegated authority of the NCA Board.
  - a. The Hearing Committee will have the power to
    - i. • Impose a fine and/or behaviour bond on any club/school or its member/s

- ii. • Censure a club/school or its members/s
- iii. • Suspend anybody or its member/s either indefinitely or for a set period from any competition, tournament or event controlled by NCA
- iv. • Confirm, reverse or alter any result, allocation of points or title in regard to any match or competition controlled by NCA
- v. • Require an undertaking of future good conduct
- vi. • Impose such other penalty or requirement as it may deem appropriate.

The decision of the Hearing Committee will be announced at the Hearing and delivered in writing to all affected parties as soon as is practical.

7. APPEALS- Any club, school, player, coach or other official shall have the right of appeal to NDCA against any decision of NCA in accordance with NDCA' appeals regulations.

### **Health and Safety at Work**

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

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

### **Welfare of Sport and Recreation Participants**

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**There is an imperative that all directors understand the obligations of the organisation 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, and match fixing as addressed in the Crimes (Match-fixing) Amendment Bill 2014 together with legalisation that ensures the safe participation of players and volunteers. Accordingly, the board will:**

1. Ensure that related operational policies are in place, understood and adhered to.
2. Consider reports relating to participant welfare and related matters as part of its planned cycle of legislative and policy compliance.

### **Risk Management**

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**The board will identify and evaluate the principal risks faced by Northland Cricket Association and ensure that appropriate systems are in place to avoid or mitigate these**

**risks including the protection of intellectual capital. Accordingly, the board will:**

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

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**Board Committees and Working Parties**

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

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

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**Board Meetings**

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

1. The board will make the best possible use of its meetings by dealing only with matters that have governance-level significance, by focusing primarily on the future and, within a defined policy framework, by delegating as much as possible to the General Manager.
2. The board will develop a work plan covering the next 12 months that (1) ensures the board regularly reviews progress towards the achievement of the strategic direction/strategic plan and relevant strategic issues (2) provides assurance that all relevant compliance requirements are addressed, and (3) improves board performance through education and continuous focus on its governance effectiveness.
3. The Chairperson will, in consultation with the General Manager, establish the agenda for each board meeting although each director 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 directors have the opportunity to contribute to the agenda.
4. The board will normally meet xxxxxx; however, board meetings may be scheduled at other times or at other frequencies as determined by the board.

5. Board meetings will be conducted in an open and constructive manner, recognising that genuinely held differences of opinion can bring greater clarity and lead to better decisions.
6. Directors will receive their board papers at least xxx working days prior to the meeting. Others (e.g. staff) may participate in board meetings at the board's discretion. Such attendees will respect the boards' integrity and accountability and will thus accept any constraints imposed by the board or the Chairperson on their participation and presence.
7. The board may 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 General Manager from deliberations on matters to which his/her role as the board's chief adviser would be compromised.

## **Monitoring Operational Performance**

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### **The board has a duty to oversee and monitor the performance of the operational organisation.**

1. The General Manager will report to the board on the performance of Northland Cricket Association at a frequency and to a standard specified by the board.
2. All such reporting should be targeted at the board's interests and duties rather than a description of management actions.

## **Media statements**

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

1. The Chairperson shall be the spokesperson for governance-related matters and all other matters that the board determines are best presented by the Chairperson.
2. The General Manager shall be the spokesperson for all operational matters and all other matters that the board deems are best presented by the General Manager.
  - a. The General Manager may permit specified staff to act on his/her behalf but remains accountable for such delegation.

## **Director Induction**

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### **The board will provide all newly appointed directors with a thorough induction into the affairs of both the board and Northland Cricket Association at large.**

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

## **Board and Director Performance Assessment and Professional Development**

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

1. The board will undertake a bi-annual structured assessment of its performance and an annual assessment of the performance of individual directors.
  - a. The criteria for assessing the board's performance will be drawn from the documented policies of the board together with any further criteria 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 the organisation.
  - b. A suitably qualified independent specialist may be used to assist the board in this process.
  - c. The assessment process shall culminate in a report presented to the board analysing the data and providing recommendations for improvements as required.
  - d. A Peer and Self-assessment process may be included in the process, the criteria based on a set of competencies agreed by the board.
2. An annual board Cost of Governance budget will be established that provides for both board and individual director performance assessment and professional development together with other governance associated costs. The quantum of this budget item will be determined on a year by year basis.
3. All directors will be encouraged to undertake relevant professional development. The board will pay all costs associated with this training, including travel.
4. Directors will be encouraged to attend conferences relevant to their role as directors or conferences related to other aspects of their directorship of Northland Cricket Association. The board will consider covering all or some of the costs associated with such attendance on a case by case basis.
5. 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 owners 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.

## **Chairperson Role**

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

1. The Chairperson will chair board meetings ensuring that:
  - a. Meeting discussion content is confined to governance matters as defined in the board's policies.
  - b. All directors are treated even-handedly and fairly.
  - c. All directors are encouraged and enabled to make a contribution to the board's deliberations.
2. The Chairperson has no authority to unilaterally change any aspect of board policy.
3. The Chairperson will ensure that board meetings are properly planned including the development and distribution of board papers in a timely manner and that the minutes accurately reflect the deliberations and decisions of the board.
4. The Chairperson is responsible for ensuring that board meetings are focused on the right matters and that time is allocated to apply sufficient attention to those.

5. The Chairperson will ensure that all board decisions are understood by directors and accurately recorded.
6. With the approval of the board the Chairperson may establish a regular communication arrangement with the General Manager in which there is an exchange of information. This might also provide an opportunity for the General Manager to use such sessions as a sounding board for proposed actions or to check interpretations of board policy. However;
  - a. The Chairperson will recognise that such sessions are not used to 'personally' supervise or direct the General Manager.
  - b. The Chairperson will maintain an appropriate professional distance from the General Manager to ensure objectivity and attention to governance matters and concerns,
  - c. The Chairperson will not inhibit the free flow of information to the board necessary for sound governance. Therefore, the Chairperson will never come between the board and its formal links with the General Manager.
7. The Chairperson may delegate aspects of the authority accompanying the position but remains accountable for the overall role.

### **Indemnities and Insurance**

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**Northland Cricket Association will provide directors with, and will pay the premiums for, indemnity and insurance cover while acting in their capacities as directors, to the fullest extent permitted by the relevant legislation.**

### **Reimbursement of directors' expenses**

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**Northland Cricket Association will reimburse all reasonable expenses incurred by directors in the carrying out of their role.**

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# **Board-General Manager Interrelationship Policies**

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## **Delegation to the General Manager**

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

1. The General Manager is the sole linkage and point of accountability between the board and the operational organisation.
2. The board will view General Manager performance as identical to total management performance so that the achievement of successful organisation outcomes will be regarded as successful General Manager performance.
3. Only the board acting as a body can instruct the General Manager. Typically, all instruction to the General Manager will be codified as policy.
4. The board will make clear Northland Cricket Association's strategic direction including performance indicators to be applied by the board when reviewing the organisation's and the General Manager's performance.
5. The board will make clear to the General Manager in writing the conditions and circumstances that the board deems to be unacceptable, allowing the General Manager any reasonable interpretation of these (further defined in the General Manager Authority policy).
  - a. As the board's principal officer, the board holds the General Manager accountable for ensuring that all such conditions and circumstances are avoided.
6. The General Manager is responsible for the employment, management and performance management of all staff employed/contracted to the organisation.
  - a. Neither the board nor individual directors will 'instruct' staff in any matters relating to their work.
7. Provided that the General Manager achieves the outcomes sought by the board and does so in a manner consistent with the board's policies and Northland Cricket Association's values, the board will respect and support the General Manager's choice of actions.
8. The expert knowledge and experience of individual directors is available to the General Manager at his/her initiative.

## **General Manager Authority**

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

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## **General Manager Remuneration**

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

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

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## **General Manager Performance Assessment**

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

1. Organisation performance will be defined in terms of the board's policy criteria and as identified through monitoring those criteria.
2. The standard applied to all facets of the performance assessment shall be that the General Manager has met or can demonstrate compliance with the intent or spirit of the board's policies.
3. 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.
4. The board shall use any one or more of the following three methods to gather information necessary to ensure General Manager compliance with board policies and thus to determine its satisfaction with that person's performance:
  - a. General Manager reporting,
  - b. Advice from an independent, disinterested third party, or
  - c. Obtained by a board-appointed director, board committee or working party.



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# General Manager Delegation Policies

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## Overarching General Manager Limitation

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As the board's principal officer, the board holds the General Manager accountable for ensuring that neither he/she or any organisational employees take, allow or approve any action or circumstance in the name of Northland Cricket Association that is in breach of the law, is imprudent, which contravenes any organisation specific or commonly held business or professional ethic or is in breach of generally accepted accounting principles.

## Financial Management

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The General Manager is responsible for the day-to-day financial management of the organisation. In carrying out this duty he/she must take all reasonable steps to ensure that nothing is done, or authorised to be done, that could in any way cause financial harm or threaten the organisation's financial integrity. Without limiting this scope of requirement, the General Manager must not allow situations and circumstances in which:

1. Organisational funds are committed, contracts entered into or liabilities incurred other than for the implementation of board-approved purposes and priorities.
2. 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.
3. Undisputed invoices from suppliers of goods and services remain unpaid beyond trade credit terms agreed with those suppliers.
4. Land and buildings are acquired, encumbered or disposed of.
5. Staff have access to credit or other purchasing cards without limitations on expenditure or adequate controls on their use.

## Budgeting and Financial Planning

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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 the organisation. Without limiting this scope of requirement, the General Manager must not allow situations and circumstances in which:

1. 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.
2. Financial risks are created that exceed board-determined parameters.
3. Expenditure is incurred within any financial year that could result in default under any of Northland Cricket Association's financing agreements, or risk insolvency.
4. 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.
5. Omits board developmental and other governance related expenditure.

## **Remuneration and Benefits**

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**In managing the setting and review of salaries and benefits, the General Manager must not make or allow decisions or promises that would in any way cause or threaten financial harm to the organisation. Without limiting this scope of requirement, the General Manager must not allow situations and circumstances in which:**

1. There is any change to his/her remuneration or benefits.
2. Obligations are created that 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.
3. Unfunded employee/contractor related liabilities occur that in any way commit Northland Cricket Association to unpredictable future costs that could harm the organisation.
4. Promises or offers of guaranteed long-term employment are made under circumstances when such guarantees or promises cannot realistically be honoured.

## **Protection of Assets**

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**In managing the protection of Northland Cricket Association's physical and intellectual assets, the General Manager shall take all prudent and reasonable actions necessary to ensure that these are protected against all foreseeable damaging circumstances. Without limiting this scope of requirement, the General Manager must not allow situations and circumstances in which:**

1. Unauthorised persons are permitted to handle cash.
2. Organisation funds are processed or dispersed outside of controls acceptable to the organisation's official auditor.
3. Assets are insured for less than is necessary for prudent risk-management.
4. Directors and/or staff are unprotected against claims of liability.
5. Goods or services are purchased without protection against conflicts of interest.
6. There is inadequate protection against theft, improper use or significant damage to intellectual property and organisation information or information systems.
7. The organisation's good name and reputation is harmed to the extent that the achievement of its Purpose and Strategic Intent are impeded.
8. The organisation lacks a 'best-state-of-preparedness' necessary for the maintenance of effective and efficient operation in the event of conceivable or unanticipated risk.

## **Communication & Support to the Board**

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

1. The board is uninformed about matters critical to its timely and effective governance of the organisation.
2. Financial reports lack adequate detail to enable the board to interpret and assess the significance of:
  - a. significant trends;
  - b. data relevant to agreed benchmarks and board-agreed measures; and

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

### **Emergency General Manager Succession -**

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

### **Employment Conditions**

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**In the management of the organisation's staff and volunteers, the General Manager must ensure that the workplace environment is conducive to ethical behaviour consistent with Northland Cricket Association's core values, and sound workplace practices consistent with workplace legislation or its common understanding. Without limiting this scope of requirement, the General Manager must not allow situations and circumstances in which:**

1. Employees work under adverse conditions or are managed in a manner that may invite behaviour contrary to Northland Cricket Association's values or that might undermine Northland Cricket Association's trust and reputation with its stakeholders.
2. There are no clear guidelines as to employee rights, entitlements and workplace obligations.
3. Employees are placed in 'inequitable', 'unsafe', 'undignified' or 'unfair' working conditions or circumstances as defined in relevant workplace legislation.
4. Employees and volunteers and others to whom Northland Cricket Association 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.

5. Staff are denied engagement in planning and review of health and safety policies and procedures.
6. Continuous improvement protocols are omitted in the design and execution of health and safety systems and processes.
7. Employees are denied the right to an approved and fair internal grievance process.
8. Employees are uninformed of their rights under this policy.

## **Stakeholder Engagement**

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**In engaging with Northland Cricket Association's key stakeholders, the CEO must take all reasonable steps to ensure that the relationships created and maintained are in the best interest of both the organisation and the stakeholder. Without limiting this scope of requirement, the General Manager must not allow situations and circumstances in which:**

1. The good name of the organisation is placed at risk as the result of poor quality interpersonal or interorganisational communication.
2. Unrealistic expectations are created or implied that could cause hardship to either party, i.e. deviation from organisation policy.
3. Northland Cricket Association is unaware of the expectations, needs and aspirations of key stakeholders as these relate to the organisations' planning and programme delivery systems.
4. The board is uninformed of any significant change in relationship status with a key stakeholder, notably in regard to funding.

## **Public Affairs**

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**As the board's principal officer, the board holds the General Manager accountable for ensuring that neither he/she or other organisation personnel undertake, approve or in any way support any action or circumstances that are directly or indirectly demeaning or derogatory or in any way damaging to Northland Cricket Association.**

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# Committee Terms of Reference

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## Audit and Risk Committee Terms of Reference

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### 1. Purpose

The purpose of the Audit and Risk Committee is to assist the board in discharging its responsibilities with respect to overseeing all aspects of financial and non-financial reporting, control and audit functions and organisational risk.

### 2. Membership

- a. The Audit and Risk Committee shall be appointed by the board from among directors and shall consist of up to four members.
- b. The convenor of the Audit and Risk Committee shall be appointed by the board.
- c. The Committee shall be structured to include members with (1) financial skills including the ability to read and analyse financial statements, (2) a good understanding of business and financial risks and related controls and control processes (3) a sound knowledge of the industry and a commitment to and knowledge of core service delivery principles and practices.
- d. A quorum shall be 3 members, one of whom shall be the convenor.

### 3. Operating Principles

- a. The Committee may have in attendance such members of management and such other persons as it deems necessary to provide appropriate information and explanations.
- b. All directors shall be entitled to attend all meetings of the Audit and Risk Committee.
- c. The Committee shall have the right to go 'in committee' as required.
- d. The convenor shall call a meeting of the Audit and Risk Committee if so requested by any Committee member, the board, the internal audit manager or the external auditors.
- e. The convenor shall draw up an agenda to be circulated at least one week prior to each meeting. The agenda shall be distributed to the members of the Committee, the external auditors and other invitees.
- f. The financial controller, programme managers and the external auditors shall be given adequate notice of all meetings and shall have the right to attend and speak.
- g. Meetings shall be held at least four times each year or as and when necessary. Meetings are to be held (1) at the planning stage of the external audit (2) prior to the board meeting approving the annual report and financial statements (3) at scheduled times during the year in accordance with the committee's planned programme.
- h. The Committee will develop an annual audit plan that shall be reviewed and authorised by the board.
- i. The Committee is authorised to obtain external resources as required to assist with its work.
- j. The Committee will give notice to management of its programme and requirements for access to key financial and other personnel and all relevant records.
- k. The Committee shall report to the board after each committee meeting or as specified or requested by the board. Committee meetings shall be minuted, a copy to be tabled at the following board meeting. Additionally, the Committee shall submit an annual report to the governing body summarising the committee's activities during the year and the related significant results and findings.

- I. The Committee shall annually conduct an assessment of its effectiveness and the contribution of individual Committee members. Changes in personnel, roles or responsibilities shall be determined by the board.

#### **4. Responsibilities**

- a. Identification of the broad risk parameters within which Northland Cricket Association operates and to bring to the board's notice all such risks as the Committee feels should be addressed by the board;
- b. oversight and monitor of the effectiveness of the General Manager's risk management programme and periodically to report to the board on the effectiveness of this;
- c. liaison with internal and external auditors;
- d. review of the annual audit plan with the auditors;
- e. review of audit findings and the annual financial statements;
- f. review of the integrity of the General Manager's financial and non-financial reporting to the board;
- g. oversight of compliance with statutory responsibilities relating to financial and non-financial disclosure;
- h. review of internal financial systems and accountabilities;
- i. ensuring that recommendations highlighted in the internal audit reports are actioned by management;
- j. supervision of special investigations in areas of financial and non-financial performance when requested by the board.

In addition, the Audit and Risk Committee shall examine any other matters referred to it by the board.

#### **5. Authority**

- a. The Committee is authorised by the board to investigate any activity covered by its functions and responsibilities. It is authorised to seek any information it requires from the General Manager who shall co-operate with any request made by the Committee.
- b. The Committee shall have the authority of the board to obtain legal or other independent professional advice, and to secure the attendance at meetings of third parties with relevant experience and expertise if it considers this necessary.
- c. The Audit and Risk Committee shall have no executive powers with regard to its findings and recommendations other than those bestowed by the board.

### **General Manager Employment Committee Terms of Reference**

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#### **1. Purpose**

The purpose of the Committee is to assist the board to ensure that there is an effective and positive partnership between the board and its General Manager.

#### **2. Membership and professional assistance**

- a. The Committee shall consist of up to four directors one of whom shall be the Chair of the board.
- b. The board will appoint the chair of the Committee who shall not be the Chair of the board.
- c. The Committee may engage professional advice and assistance as required, in accordance with a budget approved by the board.
- d. The Committee's terms of reference and membership shall be reviewed and confirmed annually at the first meeting of the board following the Annual Meeting.

#### **3. Functions**

**The function of the Committee is to assist the board to ensure that the General Manager has positive working conditions and receives regular performance feedback. In particular, the Committee shall:**

- a. Maintain oversight of the General Manager performance management philosophy and process and recommend changes to the board as necessary.
- b. Establish and review the General Manager's Position Description and Employment Contract as required to ensure that these reflect the changing nature of the position and its requirements.
- c. Work with the General Manager to prepare an annual General Manager KPIs agreeable to the board and the General Manager that:
  - i. sets out the key results that must be achieved by the General Manager that reflect the board's priorities;
  - ii. sets out any other matters requiring attention that the board expects the General Manager to take direct personal responsibility for;
  - iii. identifies any particular expectations about how the results should be achieved (including relevant behavioural considerations) that would be material to an assessment of the General Manager's performance;
  - iv. specifies how the achievement of key results will be measured.
- d. Assist the board to agree its satisfaction with the General Manager's performance by:
  - i. summarising the board feedback to the General Manager provided throughout the year;
  - ii. gathering feedback from directors in response to specific performance criteria, e.g. the matters addressed in the Communication and Support to the board policy.
  - iii. gathering feedback from other stakeholders as appropriate, consistent with board policies or plans;
  - iv. facilitating the General Manager's self-assessment against the same criteria as applied by the board;
  - v. presenting a report to the board including relevant recommendations; and
  - vi. In addition to an annual formal assessment process, the Committee might meet with the General Manager half yearly for an informal discussion about working conditions and performance issues relevant to the documented KPIs or other criteria. Normally, however, such matters would be brought to the board as and when they arise.
- e. Review the General Manager's remuneration as required by their employment agreement and recommend adjustments as appropriate to the board.
  - i. External advice might be sought to assist with this process
- f. In undertaking these functions the Committee will be responsible for ensuring that the board is engaged in appropriate steps in the process:
  - i. to ensure that these reflect the view of the board as a whole; and
  - ii. that the Committee's work does not compromise the accountability of the board as a whole for the performance and successful discharge of the role of General Manager.