

## New Zealand Golf - Board Responsibilities

The following are extracts from the New Zealand Golf Board Governance Policy.

### Criteria for becoming a director of New Zealand Golf

The board of New Zealand Golf consists of up to eight directors and is made up of the chair and seven directors elected or appointed under the terms of the constitution. Directors should demonstrate the following competencies:

#### Leadership

Directors must be able to demonstrate leadership skills, both in directing the organisation and to stakeholders.

#### Strategic thinking

Directors must have the ability to think strategically and consider the wider perspective of issues. They must be able to distinguish between governance and operational matters.

#### Commitment to excellence

Directors must have a commitment to excellence, both personally and for the organisation as a whole.

#### Commitment and adding value

Directors if appointed must be interested in sport in general and golf in particular and be able to commit the time and effort required to carry out their role as a board member effectively. The board should strive to add value to the organisation in terms of strategic direction and through its decision-making process.

#### Decision making

Directors must have the ability to consider and make decisions which benefit the organisation. They must demonstrate good judgement, common sense and independence of thought, allowing for a wide perspective on issues.

#### Honesty and integrity

Directors must be able to demonstrate honesty and integrity at all times. This includes being non-negotiable in their personal values.

#### Interpersonal and communication skills

Directors must have good interpersonal skills, including the ability to interact and communicate with people from a wide variety of backgrounds.

#### Organisational awareness

Directors must have knowledge of the organisation, its structure and the issues which are important to members as a whole.

#### Financial understanding

Directors must understand financial matters and their implications for the organisation.

#### Experience

Directors will desirably have had experience with a sport and be familiar with the organisation and operation of golf in New Zealand.

## Preparation of directors for their role

Individuals nominated for election, or being appointed, to New Zealand Golf board should both understand the obligations they will be taking on and be adequately prepared to take up the role of a New Zealand Golf director. It is desirable that the individual should both complete due diligence with the chair prior to nomination and be adequately prepared for membership of New Zealand Golf through an appropriate induction and training programme.

### Due diligence

Individuals considering nomination as a New Zealand Golf director should complete the following due diligence. Prior to accepting nomination the individual should gain an understanding of:

- the personal accountabilities and obligations of being a New Zealand Golf director;
- the constitution of the New Zealand Golf;
- any legislative or regulatory framework applicable to New Zealand Golf;
- the responsibilities they are undertaking;
- the risks of being a New Zealand Golf director;
- the organisation, what it does and its objectives;
- the last annual report;
- the current financial position;
- director expenses reimbursement policy; and
- any potential conflicts of interest.

The individual should discuss with the chair the time commitment required, including the time outside board and committee meetings reading board papers and other material, and resolve any concerns they may have about New Zealand Golf.

## The Board's job description

The board is responsible for the long-term health and prosperity of New Zealand Golf and in particular will focus on governance, strategy, compliance and policy which are the Board's responsibilities. The Board will be measured on the success or failure against the approved business plan and budget.

The board charts the direction of New Zealand Golf and monitors management's performance on behalf of stakeholders, these stakeholders being district associations and affiliated members.

The board fulfils its responsibilities by ensuring that:

- (i) its policies are relevant and the ways in which programmes and services are provided are appropriate;
- (ii) New Zealand Golf has the capacity to implement policy and to manage its affairs;
- (iii) risks regarding type, level and quality of programmes and services provided (or not provided) are understood and that means are in place to manage these risks; and
- (iv) members receive an adequate explanation of what New Zealand Golf set out to accomplish, what it accomplished, and the choices that were made and why.

## Code of ethics and proper practice

New Zealand Golf is committed to the adoption of ethical conduct in all areas of its responsibilities and authority.

### Directors:

- (i) shall act honestly and in good faith at all times in the interests of New Zealand Golf and its stakeholders, ensuring that all stakeholders, particularly its members, are treated fairly according to their rights;
- (ii) shall carry out their duties in a lawful manner and ensure that New Zealand Golf carries out its business in accordance with the law and the terms of its own constitution;
- (iii) shall avoid conflicts of interest in so far as this is possible. Where such conflicts arise, the director/s concerned will act within the terms of the board's conflicts of interest policy;
- (iv) shall be diligent, 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;
- (v) shall observe the confidentiality of non-public information acquired by them in their role as directors and not disclose to any other person such information;
- (vi) shall 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;
- (vii) shall interact with the board and New Zealand Golf in a positive and constructive manner;
- (xiii) shall be loyal to and supportive of the board, abiding by board decisions once reached; and
- (ix) shall not do anything that in any way denigrates New Zealand Golf or harms its public image.

## The board:

- (i) shall meet regularly to monitor the performance of management and New Zealand Golf as a whole, and to do this the board will ensure that appropriate monitoring and reporting systems are in place and that these are maintained and utilised to provide accurate and timely information to the board;
- (ii) shall measure the performance of the management against the agreed business plan and will expect management to conduct itself to the highest standards.
- (iii) shall ensure that there is an appropriate separation of duties and responsibilities between itself and the CEO and that no one has unfettered powers of decision making;
- (vi) shall ensure that the independent views of directors are given due consideration and weight;
- (v) shall ensure that stakeholders are provided with an accurate and balanced view of name of organisation] performance including both financial and service provision;
- (vi) shall regularly review its own performance as the basis for its own development and quality improvement; and
- (vii) shall carry out its meetings in such a manner as to ensure fair and full participation of all directors.

## Governance philosophy

The board will govern with an emphasis on:

- (i) outward vision rather than inward concern;
- (ii) encouragement of diversity of opinions and views;
- (iii) collective rather than individual decisions;
- (iv) future rather than present focus;
- (v) a clear distinction between board and CEO roles;
- (vi) pro-activity rather than reactivity; and
- (vii) modelling desired behaviours.

The board will:

- (i) cultivate a sense of group responsibility with close attention to achieving a high level of governance excellence;
- (ii) govern New Zealand Golf through careful design and will produce and review written policies that reflect the board's values, focusing on the long-term effects of these;
- (iii) maintain a commitment to excellence in all matters coming before it. It will produce a written policy (which will form part of the Governance Policy) and will be guided by the rules and regulations of the Institute of Directors and
- (iv) maintain a commitment to excellence in all matters coming before it. It will establish a code of ethics and proper practice that is binding on all directors; and ...
- (v) not allow any officer, individual or committee of the board to hinder or be an excuse for not fulfilling board commitments.