

New Zealand Red Cross National Board Charter

1. Introduction

The Charter provides the terms of reference for the Board, its roles, its conduct and its tasks. It is consistent with the obligations set out in the New Zealand Red Cross Constitution, and the Regulations.

The Charter will be reviewed by the National Board every three years as part of the governance review required under the Charities Act and may be modified at any time.

The Charter should be read in conjunction with the New Zealand Red Cross Constitution and the Regulations.

2. Powers of the Board

The powers of the National Board are determined by the Constitution, the laws of New Zealand, and the policies of New Zealand Red Cross. The Board will govern in accordance with the Fundamental Principles of the International Red Cross and Red Crescent Movement, the Geneva Conventions of 1949, and the Additional Protocols, and have regard for the Statutes of the Movement, the Constitution of the International Federation of Red Cross and Red Crescent Societies, and policies adopted at International Red Cross and Red Crescent meetings.

To meet its legal and regulatory obligations and to effectively discharge its duties, the National Board may delegate nominated functions to specialised board committees, or individual board members. Delegation does not, however, discharge the National Board from its duties and responsibilities. The National Board, at all times, must bear in mind its fiduciary duties and responsibilities under the Incorporated Societies Act 2022 and Charities Act 2005.

3. Responsibilities and functions of the Board

The National Board shall add significant value to New Zealand Red Cross and ensure its long-term success and shall:

- Ensure that the strategic goals of New Zealand Red Cross are clearly established and align with the international components of the Movement and refer these to the National Council for approval.
- Determine and uphold New Zealand Red Cross values and Code of Conduct, adhere to high moral standards and ethical behaviour, and fulfil the Board's role with diligence while striving to gain trust and respect at all times.
- Bring independent and informed judgment to bear in making decisions for New Zealand Red Cross.
- Appoint the Secretary General, set the terms of the Secretary General's employment contract and, where necessary, terminate the Secretary General's employment with New Zealand Red Cross.
- Establish and approve significant policies that support the effective functioning of the organisation. Oversee the prudent management of New Zealand Red Cross' assets and ensure the financial health and sustainability of New Zealand Red Cross, ensuring all funding is used in accordance with the aims of New Zealand Red Cross.
- Protect and grow the New Zealand Red Cross Foundation assets and appoint the Trustees
- Approve major capital expenditure, the New Zealand Red Cross annual plan and

- budgets, and review and monitor implementation of such.
- Accept responsibility to grow the organisation, develop its people and by so doing enhance the effectiveness and value of New Zealand Red Cross to the wider community.
- Support the governance functions of New Zealand Red Cross through Area Councils, who have operational responsibility for Branches and local Groups.

At intervals no less than 12 months the Board will:

- Approve the Annual Report, consolidated financial statements, and Auditors' Report, then refer them for adoption by the National Council.
- Approve the annual budget and National Business plan following its consideration by the Audit and Risk Committee.
- Approve the Area plans relating to Area Councils (including activities for Branches and Groups).
- Make decisions on changes to the Regulations.
- Oversee the execution of the Budget and the New Zealand Red Cross financial operations undertaken by the Secretary General and management in accordance with delegated authorities.
- Review the financial and non-financial delegations of authority to the Secretary General and senior staff.
- Review any deviation from the National Business Plan or Budget, or any unforeseen impact.
- Review the performance of the Secretary General.

At intervals of no more than 3 years the Board will:

- Review and approve New Zealand Red Cross risk management policy framework
- Ensure compliance with applicable national laws and regulations.
- Review the governing documents (including the Constitution and supplementary governing documents) every three years or as required by law.
- Review the Code of Conduct, and any other significant policies agreed by the National Board.

4. Composition of the National Board

Refer Constitution Article 4.1

The National Board has a maximum of 11 members. This includes six ordinary (elected) members, the National President, and a National Youth Representative (NYR), all elected by the National Council, and not more than three co-opted members.

The National Board should, from time to time, determine any skill gaps to ensure, through co-option that the Board retains appropriate skills and competencies.

New Zealand Red Cross will provide opportunities to ensure that all members fully understand their role on the National Board.

5. Induction of new board members

New candidates are encouraged to understand their obligations and the financial and legal status of New Zealand Red Cross before accepting nomination. This will help to ensure that candidates understand the roles and responsibilities, and the time commitment required, both at National Board meetings and between such meetings.

When a new board member is elected or appointed, an induction programme will be provided to enhance the member's understanding of New Zealand Red Cross, the National Board's governance role, and the Movement. New members are expected to attend these induction sessions.

The new member will be introduced to the Secretary General and Executive Leadership Team, familiarised with the facilities, systems and processes required to conduct their duties. The new member will also be introduced to Area Council Chairs and if they are allocated a Board Liaison role will be introduced and inducted to the Area Council, Branches, Local Groups and other New Zealand Red Cross aspects of the Area.

Members will be expected to keep themselves up to date with changes and trends in the sector and the Movement, as well as with general trends in the economic, political, social, environmental, and legal climate.

6. Chairing and the role of the National President and Vice-President

The President shall lead the National Board as Chair.

The Chair shall facilitate discussion, ensure that all members present participate, and that deliberations result in clear decisions.

The Chair represents New Zealand Red Cross in its relations with the Movement, the Government, other organisations and the media, and as Head of Delegation at international meetings.

When necessary, the Chair may delegate some of these functions to another board member, or with the consent of the National Board, to any other member of New Zealand Red Cross or the Secretary General.

In the absence of the National President, the Vice-President will be Acting President. The Vice-President may also undertake other duties at the National President's request.

All National Board communications with media will be through the Chair or Secretary General, or alternatively their delegated authority.

7. Board/management relationship

The Secretary General is appointed by the National Board and is accountable to the Board, through the National President for the day-to-day operation of the organisation and the effective implementation of the Board's strategic direction and achievement of objectives.

Any requests for additional information from the organisation or senior management shall be channeled as described in the communications matrix to ensure the effective governance and management of New Zealand Red Cross, and that board members do not at any time undermine the authority of the National President or Secretary General.

An exception to this is the administration of the Audit and Risk Committee. These queries are authorised through the Chair of the Audit & Risk Committee and General Manager Organisational Services.

The National Board sets annual performance targets for the Secretary General based on the strategic plan. The People and Remuneration Committee assesses the performance of the Secretary General and reports back to the National Board.

8. Board / Area Council relationship

The National Board oversees Area Councils, which are elected in accordance with the Constitution and Regulations. Area Councils have responsibility to support their Areas and operational responsibility for Branches and Local Groups.

The National Board approves and reviews the annual plan for Area Councils, Branches and Local Groups.

9. Board Code of Behaviour

National Board members are at all times representing New Zealand Red Cross.

Each Board member is expected to lead by example and demonstrate the Code of Conduct, working with trust, integrity, honesty, sound judgment, respect, accountability, diligence, and commitment.

It is crucial to the success of the National Board's work that members work together cooperatively while at the same time exercising sound, independent judgement. All members should participate fully and frankly in discussions and should ensure that they have a sound working knowledge of the matters under discussion.

10. Board meeting operation

The National Board will meet at least quarterly, with further meetings called at the discretion of the National President. The Board annual forward plan includes a focus on strategic issues at the governance level including but not limited to health, safety and wellbeing, culture and risk management, financial/budget oversight and the Secretary General's performance review.

The agenda, reports, minutes of previous meetings, and any other pertinent Board papers should be circulated at least seven calendar days before each meeting.

11. Board Committees

The National Board has the power to appoint board committees who report back to the full Board.

Currently, the National Board has four permanent committees: Audit and Risk, People and Culture, International, and Honours and Awards. The Board may establish other committees as required, including Sub Committees for Complaints and Disputes Resolution.

The terms of reference of permanent board committees are available through the Office of the Secretary General, in the Diligent Resource Centre and on the intranet.

Unless otherwise agreed by the National Board, there will be a minimum of three board members appointed to each board committee. When not a full committee member, the National President shall be an ex-officio member of board committees (and when attending is able to vote). The Board will appoint the Chair of each committee.

The National Board may co-opt specialists for their knowledge, to any Board committee.

The minutes of all Board committee meetings will be circulated to the full National Board. The Committee Chair will report back on those proceedings at the next board meeting.

Appointments to permanent Board committees will be confirmed by the National Board, on the National President's nomination, at the first board meeting following the New Zealand Red Cross National Council.

Any costs of Board committees will be identified and provided for in the annual budget.

12. Disclosure and Register of Interests

The National Board will maintain an Interests Register, recording and detailing the individual interests of each board member.

The purpose of this register is to ensure that the National Board is aware of any potential, perceived or actual conflict of interest that may arise in any matter before the National Board of New Zealand Red Cross.

All the interests of individual members should be recorded, including their appointments to, or membership of, any other organisation. It is the board member's obligation to ensure the accuracy and completeness of their declared interests.

This Register will be maintained by the secretariat to the National Board (Office of the Secretary General), included in board papers and will be updated by the National Board at the commencement of each meeting.

Board members are obliged to notify the National President or the National Board where matters for discussion may result in a possible conflict of interest for the board member.

Determination of a conflict of interest will be made by the National President, who will also determine whether a board member may deliberate on a matter of possible conflict and/or vote on any resolution required. Any challenge to the National President's adjudication will require a full National Board vote, which is final.

13. Board budget and members' reimbursement of expenses

An allocation for reasonable and actual expenses forecast to be incurred by board members in properly carrying out their duties will be included in the annual budget. These expenses might include, air and taxi fares, accommodation, telecommunications, vehicle expenses, postage,

stationery, and other such incidentals approved by the National Board.

The allocation for National Board expenses will also include provision for professional development, Board functions including national meetings of the membership, the National Council, and special meetings, plus any functions that the Board may determine appropriate in the year ahead, with a modest contingency allowance for unexpected expenses.

Expenses incurred by board members in carrying out their duties are reimbursed following submission of a claim form approved by the delegation process and supported by relevant evidence or receipts to the Office of the Secretary General. All board members with access to a New Zealand Red Cross credit card must follow the Purchase Card Policy.

Where a submission for expenses is subject to query, the National President shall be the sole arbitrator.

14. Services to the Board

New Zealand Red Cross employees will provide support to the National Board as necessary. The Office of the Secretary General will:

- Provide secretariat services to the National Board, its committees and working groups as required.
- Ensure that board meetings are appropriately minuted and that draft minutes are provided for confirmation at the next Board meeting. (Appropriate action items are also circulated and included in the board pack for the next meeting.)
- Manage the process for the collation and distribution of board papers, for timely consideration by the National Board, committees, or working groups.

The National Board should take time annually to review the content, size, and timeliness of board papers and the style of board minutes.

15. A responsible employer

The National Board will always seek to ensure that New Zealand Red Cross is a responsible employer and volunteer leader.

All Red Cross people are valued and important to New Zealand Red Cross. They will be treated in accordance with the Fundamental Principles, Values, New Zealand Red Cross policies, and the laws of New Zealand.

Policies will encompass fair and equitable treatment of all Red Cross people regardless of age, sex, ethnicity, or ability.

The health, safety and wellbeing of all Red Cross people, are paramount. Work and activity practices and requirements will reflect that priority.

The National Board will seek to ensure that all employees receive compensation in keeping with their services and responsibilities, having regard to New Zealand Red Cross' ability to pay such compensation, and to the non-profit sector within which New Zealand Red Cross operates.

Where there is compensation for volunteer members the National Board will seek to ensure that

this is in keeping with their services and responsibilities, having regard to New Zealand Red Cross' Fundamental Principle regarding voluntary service, the ability to pay such compensation, and to the not for profit sector within which New Zealand Red Cross operates.

16. Provision of professional services by board members

It is generally accepted that board members will not provide paid professional advice or service to the National Board on board-related business, or to the national society on society-related business.

Board members may suggest members of the appropriate profession to provide such advice or service, which can be accepted or rejected by the National Board.

17. Independent professional advice

With the agreement of the National President, or failing that, the agreement of the National Board, any board member is entitled to seek independent professional advice.

New Zealand Red Cross may seek such advice in regard to any matter or commitment where independent professional advice would assist the National Board to reach a decision. Similarly, appropriate IT, legal, financial or other specialist advice may be sought where there is a possible conflict of interest with employees.

New Zealand Red cross will reimburse approved independent professional advice and such advice will be made available to all board members.

18. New Zealand Red Cross Foundation

The New Zealand Red Cross Foundation financially protects, promotes and encourages the work of New Zealand Red Cross by establishing separate investment funds, which can be used, from time to time, as the Trustees grant on National Board request. The purpose, terms, and rules are incorporated in a Trust Deed. The Board accepts and endorses the Statement of Investment Policy and Objectives (SIPO).