

February 2015



Governance policies handbook

www.connexis.org.nz

Welcome

Welcome to this handbook which contains all the current policies adopted by the Connexis Board.

These policies have been derived and reviewed to express the way the Connexis Board fulfills its responsibilities.

Policies are formulated under one of four categories:

- Governance Process policies: describe the way the board carries out its governing role.
- Board – Staff Linkage policies: define the nature of the interrelationship between the board and the Chief Executive and staff.
- Chief Executive Limitations policies: limit the Chief Executive's freedom to use means unacceptable to the board in the achievement of the Strategic Results policies.
- Strategic Results policies: describe the outcomes the board wants to be achieved. Strategic results policies define the benefit provided, who is to benefit, and the cost or worth of the benefit.

There are two companion handbooks:

- a) the Board members Operational Handbook which contains all the current policies derived by the Board relating to operational guidelines for Board members; and.
- b) the CEO's Operational Handbook which contains policies derived by the CEO relating to the operation of Connexis.

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Introduction

Board Authority

The Rules of Connexis are the legal authority for the organisation. Under that Rules, the governance of Connexis is vested in the Board, clause 11.1. Board members are trustees representing the interests both constitutional and moral of the organisation's members. As such, both the Board and its members are entrusted to ensure that the organisation is soundly managed for the benefit of all. Wherever there is a conflict between the Rules and these Governance Policies, the Rules shall always prevail.

The Board, having ultimate responsibility for all decisions taken, not only by the Board in matters of governance, but also by its employees and volunteers in matters of management, shall have an overriding authority in all matters of policy contained or implied in this document.

Board of Governance

The role of the Board is governance rather than management which is the preserve of the Chief Executive Officer. Governance focuses on the organisation's wider issues of organisational purpose, including the setting and monitoring of strategic direction, and the establishment and monitoring of Board-level policies. The Board works in close partnership with the Chief Executive to ensure that its objectives and goals are achieved, supporting and resourcing the Chief Executive to carry out his/her responsibilities. In order for Board members to carry out their governance role they must be familiar with the organisation's policies, plans and priorities and be able and prepared to demonstrate this familiarity through discussion and participation in all areas of the Board's responsibilities.

Specified Policies

1. Governing Process (GP)

GP 1.1 Board Responsibilities

GP 1.1.1 Criteria for becoming a Board member of Connexis

Refer to the following Director Competency matrix:

Connexis Director Competency Matrix

COMPETENCY	DIRECTOR 1 CHAIR	DIRECTOR 2	DIRECTOR 3	DIRECTOR 4	DIRECTOR 5	DIRECTOR 6	DIRECTOR 7
PERSONAL/INTERPERSONAL COMPETENCIES							
Integrity, honesty, purpose:							
<ul style="list-style-type: none"> High ethical standards and integrity in all personal and business dealings. Perceived by the business community and Membership as being credible and of having a good reputation. Possesses a commitment to the mission, values and objectives of the Organisation 							
A Can Do Attitude:							
<ul style="list-style-type: none"> A solution orientated approach to resolving issues. Sound practical sense in everyday matters. Change Awareness - The ability to be alert and responsive to the need for change, to encourage new initiatives and to implement new policies, structures and practices. 							
Communication:							
A capable communicator and a personal style which does not detract from a Board culture of high performance, capability, can do, trust and professionalism.							
Informed Business Judgment and Critical Thinking:							
<ul style="list-style-type: none"> The ability and intelligence to make sensible, astute, business decisions and recommendations based on reasonable assumptions and factual information, including the ability to deal with uncertainty, risk, incomplete information and complexity, both in the present and extending out several years. The ability to probe the facts, challenge assumptions, identify the advantages or drawbacks of proposals, provide counter-arguments and ensure discussions are penetrating and constructive. The confidence to ask for information on matters of significance and relevance. 							
Financial Literacy:							
The ability to interpret financial statements and statistical information such as balance sheets, profit and loss accounts and cash flow statements, and to understand the use of financial ratios and other indices for evaluating the Organisation's performance, and to recognise their significance, quality and timeliness.							
Team Player							
Exhibits Co-operation and collaboration in a team environment.							

<p>Governance Orientation: The ability to distinguish between issues and actions of governance as distinct from management and to not directly be involved in management matters.</p>																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																															
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GP 1.1.2 Board member Induction

All Board members are expected to contribute to Board meetings to the best of their ability. To facilitate this, Connexis will guarantee a thorough orientation into the affairs of both the Board and Connexis at large, its issues, current concerns, staff, current financial position etc.

1. All prospective Board members will be provided with all relevant information.
2. Prior to attendance at their first Board meeting, new Board members will:
 - (i) Receive a copy of the Board members Policy Handbook which includes a copy of the Rules of Connexis, the Board adopted governance policies, the previous year's accounts, an up-to-date copy of year-to-date financial statements, and the strategic and annual plans.
 - (ii) Meet with the Chair for a governance familiarisation. This meeting may be held as a group session or with individual new Board members.
 - (iii) Meet with the CEO for an operational familiarisation.

GP 1.1.3 The Board's Job Description

The Board is responsible for establishing organisation purpose, clarity of direction and organisation sustainability.

The Board charts the direction of Connexis and monitor's management's performance on behalf of stakeholders.

The Board fulfills its responsibilities by ensuring:

- (i) the relevance of its policies and the appropriateness of the ways in which programs and services are provided;
- (ii) that Connexis has the capacity to implement policy and to manage its affairs;
- (iii) risks regarding type, level and quality of programs and services provided (or not provided) are understood and that means are in place to manage these risks;
- (iv) that what Connexis set out to accomplish, what it accomplished, and the choices that were made and why are adequately aligned to Board purpose and direction.

GP 1.1.4 Linkage to Stakeholders

The Board will at all times recognise the trust placed in it by the stakeholders and their requirements and expectations of the Board of Connexis, demonstrating this:

- (i) Through their attitudes expressed as appropriate behaviours towards the stakeholders (and the community at large);
- (ii) By demonstrating loyalty to the stakeholders;
- (iii) By gathering information from the stakeholders about their concerns, needs, demands and issues;
- (iv) By remaining up-to-date in matters concerning the stakeholders' interests;

- (v) By reporting to the stakeholders including Industry Advisory Groups on a regular basis on the performance of the organisation.

GP 1.1.5 Policy Making

Policies are designed to provide clear, unambiguous guidelines for the implementation of the various operational elements of Connexis. Policies provide continuity and a consistent point of accountability.

Once a policy is adopted the Board will speak with one voice around that policy.

- (i) The Board at a formally constituted Board meeting will approve all governance policies.
- (ii) Individual Board members, the CEO, staff members or stakeholders of Connexis may notify the need for new policies or alterations to existing policies.
- (iii) All governance policies will be systematically reviewed by the Board as a whole.
- (iv) All governance policies shall be available to all Board members, the CEO and to staff as appropriate via the CEO.

GP 1.1.6 Code of Ethics and Proper Behaviour

Connexis is committed to the adoption of the following code of ethics in all areas of its responsibilities and authority.

Board members:

- (i) Shall act honestly and in good faith at all times in the interest of Connexis 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 Connexis carries out its business in accordance with the law and the terms of its own Rules;
- (iii) Shall act in accordance with the principles of the Treaty of Waitangi;
- (iv) Shall avoid conflicts of interests in as far as this is possible. Where such conflicts arise, the Board member/s concerned will act within the terms of the Board's Conflict of Interests policy;
- (v) 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;
- (vi) Shall observe the confidentiality of non-public information acquired by them in their role as Board members and not disclose to any other person such information;
- (vii) 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;
- (viii) Shall interact with the Board and Connexis in a positive and constructive manner;
- (ix) Shall be loyal and supportive to the Board, abiding by Board decisions once reached;
- (x) Shall not do anything that in any way denigrates Connexis or harms its public image.

The Board:

- (i) Shall meet regularly to monitor the performance of management and Connexis 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 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;
- (iii) Shall ensure that the independent views of Board members are given due consideration and weight;
- (iv) Shall ensure that stakeholders and in particular Industry Advisory Groups are regularly provided with an accurate and balanced view of Connexis performance including both financial and service provision;
- (v) Shall regularly review its own performance as the basis for its own development and quality improvement;
- (vi) Shall carry out its meetings in such a manner as to ensure fair and full participation of all Board members.

GP 1.1.7 Governance Philosophy

The Board will govern with an emphasis on:

- (i) the strategic environment;
- (ii) encouragement of diversity of opinions and views;
- (iii) strategic leadership rather than administrative detail;
- (iv) collective rather than individual decisions;
- (v) future rather than present focus;
- (vi) a clear distinction between Board and CEO roles;
- (vii) pro-activity rather than reactivity;
- (viii) modeling desired behaviours.

The Board will:

- (i) Cultivate a sense of group responsibility with a close attention to achieving a high level of governance excellence;
- (ii) Govern Connexis through careful design and review of 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 work to the code of ethics and proper practice that is binding on all Board members;
- (iv) Not allow any officer, individual or committee of the Board to hinder or be an excuse for not fulfilling Board commitments.

GP 1.1.8 Work Planning and Agenda Setting

To achieve its governance outcomes in a manner consistent with its policies, the Board will follow an annual work plan that (1) focuses on issues in its Strategic Direction and (2) continually improves Board performance through education and evaluation of effectiveness. Ongoing CEO monitoring will be included in the work plan. CEO remuneration will be decided after a review of monitoring reports.

GP 1.1.9 Conflicts of Interest

The Board places great importance on making clear any existing or potential conflicts of interest for its Board members. All such conflicts of interest shall be declared by the Board member concerned and officially documented in a Conflicts of Interests Register. Accordingly:

- (i) Any business or personal matter which is, or could be, a conflict of interest involving the individual and his/her role and relationship with Connexis must be declared and registered in the Conflicts of Interest Register;
- (ii) All such entries in the Register shall be presented to the Board and minuted at the first Board meeting following entry in the records;
- (iii) Where a conflict of interest is identified and registered, the Board member concerned shall not vote on that issue. Only with the unanimous agreement of all other Board members present may the Board member concerned participate in any Board discussion on that topic. Failing such agreement being reached, the individual shall either refrain from participation or leave the room;
- (iv) When the Chair is aware of a real or potential conflict of interest involving one of more Board members, the Chair must take whatever steps are necessary to ensure that the conflict is managed in an appropriate manner according to this policy;

Individual Board members, aware of a real or potential conflict of interest of another Board member, have a responsibility to bring this to the notice of the Board

Examples of conflicts of interest are:

- (i) When a Board member or his/her immediate family or business interests stands to gain financially from any business dealings, programmes or services of Connexis
- (ii) When a Board member offers a professional service to Connexis
- (iii) When a Board member stands to gain personally or professionally from any insider knowledge if that knowledge is used for personal or professional advantage.

GP 1.1.10 Confidentiality

The objective of meetings of the Board is to bring together ideas of Board members in free and open discussion. However, there will be times when an issue arises which may need to be treated with discretion. These are handled as outlined below:

Directors Only Time or "In Committee" Sessions:

When necessary, it is general business practice that "In Committee" Sessions are held during meetings. This is used when issues which need to be discussed are sensitive, and Board members need to be totally comfortable that what is said in the confines of the meeting room will not be repeated outside the meeting.

"In Committee" sessions are held to:

- (i) Discuss commercially sensitive matters
- (ii) Discuss personal and personnel issues
- (iii) Enable an open and frank discussion
- (iv) Discuss matters where the CEO is conflicted.

GP 1.1.11 Media Policy

Only the Chair and the CEO are authorised to comment publicly on the affairs and policies of Connexis.

Generally the Chair may comment on matters that are the responsibility of the board and the CEO will comment on matters of operational significance. The Chair and CEO may delegate comment to Board members and Staff on strategic and operational matters respectively.

The Chair, CEO and representatives of Connexis shall not support any action or public statement that is derogatory or in any way damaging to Connexis.

GP 1.1.12 Board Evaluation – Cost of Governance

The Board members recognise that governance is a cost to the organisation which therefore will increase its governance capability and performance. The board will carry out a formal evaluation on its activities annually. This will be done in two parts:

Internal Evaluation:

- (i) This will look at how the Board works together and will include the following assessments:
- (ii) Assessment of Chair by all other Board Members.
- (iii) Assessment of each Board Member by all other Board Members.
- (iv) Self-assessment by each Board Member.

Assessment of Board by Industry Advisory Groups.

GP 1.1.13 Chair's Role Description

The Chair assures the integrity of the Board's process and represents Connexis to outside parties.

Accordingly,

- (i) The Chair ensures that the Board behaves consistently with its own rules and those legitimately imposed upon it from outside Connexis.

- (ii) Meeting discussion content will be only those issues which, according to Board policy, clearly belong to the Board to decide, not the CEO.
- (iii) Deliberation will be fair, open, and thorough but also timely, orderly, and kept to the point.
- (iv) The authority of the Chair consists in making decisions that fall within topics covered by Board policies on Governance Process, except where the Board specifically delegates portions of this authority to others. The Chair is authorised to use any reasonable interpretation of the provisions in these policies.
- (v) The Chair is empowered to chair Board meetings, with all the commonly accepted power of that position (for example, ruling, recognising).
- (vi) The Chair has no authority to make decisions (such as creating, recreating or varying) about policies created by the Board.
- (vii) The Chair acts as the conduit between the Board and the CEO.
- (viii) The Chair may represent the Board to outside parties in announcing Board-stated positions and in stating chair decisions and interpretations within the area delegated to her or him.
- (ix) The Chair may delegate this authority but remains accountable for its use.

GP 1.2 Board Committees

The Board has the authority to establish both standing and ad-hoc committees to assist in its work. Standing Committees will be limited to the following:

- (i) Audit / Finance and Risk Committee
- (ii) Remuneration and CEO Management Committee

Committees shall develop their own terms of reference, endorsed by the Board, clearly defining their role, procedures and functions, and the boundaries of their authority.

Committees may co-opt outside members from time to time in order to bring additional skills, experience or networks.

Committees cannot exercise authority over staff nor shall they delegate tasks to any staff unless the CEO has specifically agreed to such delegations.

All ad-hoc committees are automatically disestablished once they have completed their work and have reported to the Board.

All standing committees shall review their terms of reference annually including their membership and the results of their work and so report to the Board.

Unless explicitly empowered by the full Board, committees cannot make binding Board decisions. For the most part the function of committees is to solve problems for and/or make recommendations to the Board on which the latter, and only the latter, has the power to make decisions or policy.

GP 1.3 Board reimbursement

Connexis may reimburse Board members and any others co-opted to assist in the governance process for actual and reasonable expenses incurred on activities authorized by the board.

Claims for Expenses must be approved by the CEO and/or Chair of the Board, who are in a position to confirm the claims are valid in terms of the organisations policies and procedures.

The Chair cannot approve his/her own expenses and are approved by the Chair of the Audit and Risk, or the Chair of other Standing Board Committees.

2. Board – Staff Linkage (BSL)

BSL 2.1 Board Responsibilities

The Board's sole official connection with the operations of Connexis, its achievement, and conduct will be through the CEO.

Only decisions of the Board acting as a body are binding on the CEO.

In the case of Board members or committees requesting information or assistance without Board authorisation, the CEO can refuse such requests that require, in the CEO's opinion, a material amount of staff time or funds, or are disruptive.

The Board's resolutions describing the organisational Results to be achieved will be the basis for the CEO to develop the organisational means to achieve the Results.

The Board will develop policies that limit the latitude the CEO may exercise in choosing the organisational means. These policies will be developed systematically from the broadest, most general level to more defined levels and they will be called Chief Executive Limitations policies (CEL).

As long as the CEO uses any reasonable interpretation aligned to strategic direction and purpose of the Board's Results resolutions and Executive Limitations policies, the CEO is authorised to establish all further practices (or procedures, protocols or rules), make all decisions, take all actions, and develop all activities.

The CEO is not restricted from using the expert knowledge of individual Board members.

The Board will view the CEO's performance as the same as organisational performance so that achievement of the Board's Strategic Results resolutions and non violation of CEO limitation policies will be viewed as part of CEO performance evaluation.

BSL 2.2 Monitoring CEO performance

Systematic and rigorous monitoring of CEO job performance will be against the expected CEO job outputs of:

- (i) organisational accomplishment of Board policies on Results and;
- (ii) organisational operation within the boundaries established in Board policies on Chief Executive Limitations.

The Board will acquire monitoring data by one or more of three methods:

- (i) by internal report, in which the CEO discloses compliance and performance information to the Board;
- (ii) by external report, in which an external, third party selected by the Board assesses compliance with Board policies; and
- (iii) by direct Board inspection, in which a designated member or members of the Board assess compliance with the appropriate policy criteria.

In every case, the standard for compliance shall be any reasonable CEO interpretation of the Board policy being monitored.

All policies that instruct the CEO will be monitored at a frequency and by a method chosen by the Board. The Board can monitor any policy at any time by any method, but will ordinarily depend on a routine schedule as shown at the foot of each policy page.

There will be established an agreed-upon date when the CEO and the Chair and the Remuneration Committee meet regularly to carry out a formal appraisal based on the criteria agreed to and set at the beginning of the monitoring period. The format and process for this meeting will be negotiated and agreed upon between the CEO and the Chair and the Remuneration Committee. In the absence of one of these officers, another Board member will act for them.

3. CEO Limitations (CEL)

CEL 3.1 CEO Responsibilities

The job of the CEO is to manage Connexis in accordance with Board policy and commonly accepted business and professional practice and ethics.

Accordingly the CEO shall not:

- (i) fail to operate at all times within the Rules and regulations of Connexis;
- (ii) cause or allow any practice, activity, decision, or organisational circumstance that is in any way unethical, unlawful, imprudent, or which violates any Board policy or expressed Board values;
- (iii) conduct any business activity which is clearly outside Connexis competency areas;
- (iv) fail to keep the Board informed of the true and accurate position of the outcomes of programmes and services, financial position, significant management issues and all matters having real or potential legal / organisational risk considerations for the organisation;
- (v) fail to submit data in a timely, accurate and understandable fashion addressing the various issues to be monitored by the Board;
- (vi) 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 Results policies are based;
- (vii) fail to present information in a manner which enhances Board members' understanding of the issues contained therein;

- (viii) fail to keep Board members informed when for any reason there is actual or anticipated non-compliance of a Board policy;
- (ix) fail to marshal for the Board as many staff and external points of view, issues and opinions as needed for fully informed Board choices;
- (x) fail to inform the Board of such occasions when the Board violates one of its own policies;
- (xi) fail to seek Board approval on all matters having real or potential legal considerations for Connexis;
- (xii) fail to ensure that there are effective communication channels relevant to the Board's task;
- (xiii) fail to deal with the Board as a whole except when responding to individual requests for information or requests from Board committees or working parties;
- (xiv) fail to have a complete manual of sound operational practices in line with industry norm and best practice;
- (xv) fail to seek board approval for position descriptions of all new staff and/ or changes to existing position descriptions of senior management;
- (xvi) fail to involve the board in the appointments process of senior management positions and significant changes in functional structure of the organisation.

CEL 3.2 Budgeting, Business and Financial Planning

Financial planning for any financial year or the remaining part of any financial year must be materially consistent with the Board's Strategic Results priorities.

Accordingly, the CEO shall not fail to ensure that the budget:

- (i) contains sufficient information to enable credible projection of revenues and expenses, separation of capital and operational items, cash flow, and disclosure of planning assumptions;
- (ii) demonstrates current assets at any time to be greater than the current liabilities at a ratio of 2:1;
- (iii) provides for Board expenditure in accordance with the Cost of Governance policy if applicable;
- (iv) is adopted by the Board in accordance with Board's Strategic Results policies if applicable.

The process for Budget and Business Plan approval will be developed by the CEO and signed off by the Board within the established business planning cycle and reported at regular Board meetings.

CEL 3.3 Financial Condition

With respect to the actual and ongoing financial condition and activities, the CEO shall not cause or allow the development of financial harm or material deviation of expenditures from board priorities. Accordingly the CEO shall not:

1. Cause Connexis to incur indebtedness that cannot be funded within sixty days or within an agreed contract period.

2. Use any organisational funds, or enter into any contracts or accept other liabilities, other than for the furtherance of its purposes and priorities as approved by the Board.
3. Expend more funds than have been received in the financial year unless offset by approved borrowings or approved withdrawals from reserves.
4. Allow undisputed invoices from suppliers of goods and services to Connexis to remain unpaid beyond trade credit terms agreed with those suppliers.
5. Use restricted or 'tagged' contributions for any purposes other than those designated.
6. Fail to pay staff in accordance with their employment agreements.
7. Make a single purchase or commitment of greater than \$250,000
8. Allow tax payments or other government ordered payments and filing to be overdue or inaccurately filed.
9. Violate applicable accounting standards.
10. Acquire, encumber or dispose of real property.
11. Neglect to ensure that there are limitations on expenditure and adequate controls on the use of credit cards by card holding staff.
12. Fail to assertively pursue receivables overdue.

Accordingly, the CEO shall report to the Board:

- (i) any deviation from the projected Statement of Financial Performance (Budget) which is greater than plus or minus 10% of total revenue and or 10% of total expenditure and or 5% of the surplus on a trend basis;
- (ii) any deviation from the projected Cash Flow Statement which is greater than plus or minus 5% of the projected bank balance on a trend basis;
- (iii) and shall provide the Board with a monthly bank certificate of the closing bank balance if so required.
- (iv) to guard against any situation whereby Connexis is unable to function effectively and to provide essential services, the CEO shall maintain as appropriate assessments and evaluations of risk factors which could conceivably disrupt Connexis, and ensure there are current and operable plans and systems in place that, in the event of disruptive events, will allow continuity of Connexis business.
- (v) a monthly updated forecast adjusted to accommodate any changes to expenditure and/or income

CEL 3.4 Investments -

The investments of Connexis are to be invested in a manner that does not threaten Connexis' financial security. Therefore the CEO shall not undertake any investments other than term deposit at registered trading banks. The CEO shall also:

- (i) ensure that investments maximise long term total returns consistent with prudent levels of risk, whilst maintaining sufficient liquidity to enable Connexis to meet its day-to-day financial commitments;

- (ii) ensure that returns on investments enhance the real value of the assets after the funds have been released to meet Connexis needs.

CEL 3.5 Protection of Assets

The CEO shall not fail to take all prudent and reasonable actions to ensure Connexis' assets – physical, financial and intellectual – are protected against all foreseeable damaging circumstances. Therefore, the CEO must not:

- (i) Fail to protect intellectual property, information, and files from loss, significant damage or improper use;
- (ii) Make or allow any purchase of goods or services without protection against conflict of interest;
- (iii) Permit any unauthorized person to handle cash or other easily realizable assets;
- (vi) Allow assets to be insured for less than is considered necessary for prudent risk management;
- (v) Allow premises to be subjected to unauthorized or improper use, wear and tear or insufficient maintenance;
- (vi) Fail to ensure that there are appropriate and effective security systems in place to adequately safeguard against loss, common damage or theft of staff, member or Connexis property;
- (vii) Fail to maintain an appropriate up-to-date Asset Register;
- (viii) Fail to ensure that premises used by Connexis meet appropriate local and/or central government standards and/or any other statutory or minimum code requirements.

CEL 3.6 Remuneration and Benefits

With respect to employment, compensation and benefits to employees, consultants, contract workers and volunteers, the CEO must ensure that Connexis' financial integrity or good name in the community is maintained at all times.

Therefore the CEO must not:

- (i) change his/her own remuneration or benefits without the approval of the Board;
- (ii) fail to establish remuneration or benefits which are consistent with industry norms in the sector having regard for the employee's skills, experience and the market conditions for such skills and conditions;
- (iii) cause unfunded liabilities to occur or in any way commit the organisation to benefits which incur unpredictable future costs.

CEL 3.7 Public Affairs

The CEO shall not approve or in any way support any public affairs action or activity that in any way brings the Connexis name into disrepute.

Therefore the CEO shall not:

- (i) Make, or knowingly allow to be made, any statements to the public media or in any public situation that are derogatory or in any way damaging to Connexis;
- (ii) Engage personally, or allow staff to engage, in any public role or activity that is inconsistent with the achievement of Connexis Strategic Results policies.
- (iii) Make, or knowingly allow to be made any statements about Connexis which are reserved to the Chair under the Chair's role policies.

CEL 3.8 Treatment of Trainees, Customers and Stakeholders

With respect to interactions with clients or those applying to be members, the CEO shall ensure that the conditions, procedures or decisions applying are safe, dignified, not necessarily intrusive, and provide appropriate confidentiality or privacy.

Accordingly, the CEO shall not fail to:

- (i) use application forms that only require information for which there is a clear necessity;
- (ii) use methods of collecting, reviewing, transmitting or storing client information that protect against improper access to the material elicited;
- (iii) maintain facilities that provide a reasonable level of privacy, both visual and aural;
- (iv) establish with clients a clear understanding of what may be expected and what may not be expected of them;
- (v) inform clients of this policy and provide a grievance process to those who believe they have not been accorded a reasonable interpretation of their rights under this policy.

CEL 3.9 Treatment of Staff

With respect to the employment and treatment of staff, the CEO shall provide an environment that is fair, culturally safe, dignified, not intrusive, and that provides appropriate confidentiality or privacy.

Accordingly, the CEO shall not:

- (i) deny to any employees their right to personal dignity, safety (including cultural safety), ethical position-related dissent and to an approved and fair internal grievance process;
- (ii) operate without written personnel policies that make clear rules for staff and protect against unfair practices such as preferential treatment for personal reasons;
- (iii) discriminate against any staff member expressing an ethical dissent;
- (iv) violate any part of relevant workplace employment legislation;
- (v) deny the right of any staff member to join a relevant professional association or union or to have access to the services of that union as these relate to the workplace and related conditions;

- (vi) fail to keep the Board fully informed about impending disputes and grievances that may lead to termination of employment or action against the Board;
- (vii) prevent staff from bringing a grievance to the Board (via the Chair) when (a) a Board policy has been violated to his/her detriment; or (b) a Board policy does not adequately protect his or her human rights; or (c) when a matter which the staff member(s) considers poses a serious threat to the viability and/or reputation of the organisation occurs, has occurred or is imminently to occur. (Such matters may relate, but not be limited to, for example, financial wrong doing, serious ethical breaches, and conflicts of interest);
- (viii) fail to ensure that all staff members are acquainted with their rights under this policy.

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