



# TASMAN ENVIRONMENTAL TRUST

## GOVERNANCE POLICY

Policy number	1	Version	2
Drafted by	Marios Gavalas	Approved by Board on	11 April 2022
Responsible person	Sky Davies	Scheduled review date	April 2025

## 1. INTRODUCTION

Governance in the community sector is concerned with the systems and processes that ensure the overall direction, effectiveness, supervision and accountability of an organisation.

The Tasman Environmental Trust Trustees take ultimate responsibility for the governance of their organisation. However, governance is not a role for Trustees alone. Governance is also concerned with the way Trusts work with managers and staff, volunteers, service users, members and other stakeholders to ensure the organisation is effectively and properly run and according to the Trust's agreed values, meets the needs for which the organisation was set up.

This Governance Policy is intended to compliment the content of the Trust Deed by making explicit the underlying principles of governance approved by the organisation.

## 2. POLICY

### 2.1 THE TRUST BOARD

The Trust Board of Tasman Environmental Trust is an elective, representative, and collective body.

- It is **elective**, in that the determination of Trustees is the prerogative of Trustees through the election process.
- It is **representative**, in that no Trustee can be mandated by their constituency to adopt a particular position if they do not believe it to be in the best interests of the Trust. Whatever the constituency of any Trustee, all Trustees are committed to acting **selflessly** and making decisions and voting on governance decisions solely in the best interests of the Trust.
- and each Trustee has the right to argue for their own point of view and to *vote* for that position, once a collective decision has been taken Trustees are required to support that decision.

The function of the Trustees of Tasman Environmental Trust is to collectively ensure the delivery of the Trust's objects, to set its strategic direction, and to uphold its values (refer to the Trust Deed). The Trustees should collectively be responsible and accountable for ensuring

that the Trust is performing well, is solvent, and is complying with all its legal, financial, and ethical obligations.

The responsibilities of the Trustees that cannot be delegated to any other person or body include:

- Compliance monitoring – ensuring compliance with the objects, purposes and values of the Trust, and with its Deed
- Trust governance – setting or approving policies, plans and budgets to achieve those objects, and monitoring performance against them
- Strategic planning – reviewing and approving strategic direction and initiatives
- Regulatory monitoring – ensuring that the Trust complies with all relevant laws, regulations and regulatory requirements
- Financial monitoring – reviewing the Trust’s budget, monitoring management and financial performance to ensure the solvency, financial strength and good performance of the Trust
- Financial reporting – considering and approving annual financial statements and required reports to government
- Trust structure – setting and maintaining a framework of delegation and internal control
- Leadership selection – selecting, evaluating the performance of, rewarding and, if necessary, dismissing the Trust’s Manager
- Succession and remuneration planning – planning for Trustee and Manager succession, and determining management remuneration
- Risk management – reviewing and monitoring the effectiveness of risk management and compliance in the organisation; agreeing or ratifying all policies and decisions on matters which might create significant risk to the Trust, financial or otherwise
- Dispute management – dealing with and managing conflicts that may arise within the Trust, including conflicts arising between Trustees and the manager or the manager and staff/users, where these are not able to be resolved otherwise.
- Social responsibility – considering the social, ethical and environmental impact of all activities and operations and ensuring that these are acceptable
- Te Tiriti o Waitangi Treaty of Waitangi - recognising and actively promoting the principles of Te Tiriti o Waitangi The Treaty of Waitangi (the Treaty) is an important part of being an effective community Trust in New Zealand
- Trustee performance and composition – evaluating and improving the performance of the Trustees

*Exceptions for committees established by the Trust/Trustees are detailed in section 2.5.1,*

## **2.2 RELATIONSHIP WITH MANAGEMENT**

The Trustees will focus on the strategic direction and the core policies of the organisation and avoid becoming involved in day-to-day operational decisions. Where individual Trustees do need to become involved in operational matters, they should separate their strategic role (where they operate independently of any direction) from their operational role (where they act at the direction of management).

## 2.3 CODE OF CONDUCT

Trustees shall:

- Observe the provisions of the Trust Deed, and the Trust’s policies
- In all business conducted under the aegis of Tasman Environmental Trust, place the interests of the Trust over their own interests or those of any other person or persons
- As far as possible, attend all meetings of the Trust, and, in the event that they are prevented from attending any meeting of the Trust, shall notify the manager or chair of their absence in advance of the meeting
- Devote to their duties the amount of time required to carry them out thoroughly and effectively
- Undertake any training necessary for the performance of their duties
- Treat other Trustees, the executive and the staff of the Trust, with respect and according to the Trust’s Values.
- Not act as to bring the Trust or its objects into disrepute
- Will respect the confidentiality of issues identified as such.

## 2.4 DECISION MAKING

The Trustees will make decisions by a process of careful deliberation, seeking out the knowledge and experience of many voices as appropriate, which may include funding partners, regulatory bodies, government departments, other organisations, staff, volunteers, and others with knowledge of the trust’s activities.

The Trust Executive members are there to provide valuable advice to the Trustees but so not have voting rights.

The Trustees will strive for consensus of opinion in decision making. If consensus isn’t reached after a reasonable period of deliberation, to be determined by the Chair, then a majority of members present for a quorum will make the final decision. *A quorum is defined in the Trust Deed as a ‘majority of the Trustees for the time being holding office shall form a quorum’<sup>1</sup>.*

### 2.4.1 Decision making procedures

#### QUORUM

At any meeting of the Trustees a majority of the Trustees for the time being holding office shall form a quorum

At any point after the opening of a meeting, any Trustee may call attention to the lack of a quorum. The meeting shall then terminate.

#### VOTING

- The Chair should not allow any motion to be put to a general meeting that is vague or ambiguous.

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<sup>1</sup> Tasman Environmental Trust – Trust Deed Amended 2018, Section 7(c), pg. 5

- The Chair has discretion to allow any motion or initiate a subject for discussion even if members were not notified that the subject would be covered at the meeting.
- *All questions/motions before the Trustees shall be decided by a majority vote<sup>2</sup>, where consensus is not reached after a period of discussion.*
- Only Trustees may vote for any question/motion or they may abstain.
- *At any meeting of the Trust the Chairperson shall have a deliberative vote and in the case of an equality of votes shall also have a casting vote<sup>3</sup>.*

## 2.5 TRUST COMMITTEE PRINCIPLES

Trust committees (management or technical committees) are created to do Trust work and should never interfere with delegation from Trustees to Manager.

- Committees will be used sparingly and ordinarily in an ad hoc capacity.
- Committees will assist the Trust by preparing policy alternatives and implications for Trustee deliberation.
- Trust committees may not speak or act for the Trustees except when formally given such authority. Expectations and authority will be carefully stated in order not to conflict with authority delegated to the Manager.
- Trust committees cannot exercise authority over staff.

### 2.5.1 Committees Procedure<sup>4</sup>

*The Trustees may from time to time appoint a Management Committee which may be composed of Trustees or persons who are not Trustees or both and may delegate to such Management Committee such of the functions and powers of the Trustees as they may determine.*

*The Trustees may form a Technical Committee which may be composed of Trustees or persons who are not Trustees or both and may delegate to such Technical Committee such of the functions and powers of the Trustees as they may determine. The Trustees shall have regard to the recommendation of any such Technical Committee before reaching any final decision in matters of a technical nature and in matters of research.*

*The Trustees shall, upon the appointment of any such Management or Technical Committee, decide upon a discharge date and time for any such Committee.*

## 2.6 COST OF GOVERNANCE

The Trust will invest in and develop its governance capacity. This investment may include training, third-party monitoring (e.g. audit), administrative costs, and other activities as needed

<sup>2</sup> Tasman Environmental Trust – Trust Deed Amended 2018, Section 7(d), pg. 5

<sup>3</sup> Tasman Environmental Trust – Trust Deed Amended 2018, Section 7(g), pg. 5

<sup>4</sup> Tasman Environmental Trust – Trust Deed Amended 2018, Section 16, pg. 7

to ensure the Trusts ability to fulfil its ethical, environmental and legal obligations. The cost of governance will be integrated into strategic planning and annual budgeting.

## 2.7 TRUSTEE RECRUITMENT

The nomination and selection of Trustees is the prerogative the Trustees of Tasman Environmental Trust. At all times the composition of the Trust Board must adhere to the Trust Deed.

*The Trustees shall at all times be comprised of<sup>5</sup>:*

1. *The Mayor of the Tasman District Council or his/her nominee*
2. *The Chairperson of the Nelson Marlborough Conservation Board or his/her nominee*
3. *The Chairperson of the Nelson Federated Farmers or his/her nominee*
4. *The Chairperson of the Queen Elizabeth the Second National Trust of his/her nominee*
5. *Up to three (3) representatives nominated by iwi with manawhenua in Tasman Region*
6. *Such additional Trustees as shall from time to time be appointed by the trustees, being not less than one and not exceeding four in number*

Within the framework above, the Trustees should attempt, using their network of contacts within and without the Trusts membership, to identify appropriate individuals with needed skills and interests as potential Trustees. When vacancies arise among the Trustee positions, such individuals should be encouraged to nominate themselves or be nominated by existing Trustees for election. Such individuals may also be appointed by the Trustees, where the Constitution provides, to a vacant Trustee position.

### **2.7.1 Procedure for Trustee recruitment:**

The Trust shall regularly assess its composition by reference to:

- The Trust Deed
- Necessary areas of expertise
- The ideal balance between experience and freshness
- Desirable diversity in relevant areas
- Contributions from relevant stakeholders

The Trust shall identify areas where existing Trustee composition does not meet the requirements of the Trust Deed or falls short of the ideal. Trustee members shall attempt to recruit from their networks Trustee candidates who would fill those gaps.

The Trust seeks to recruit individuals as Trustee members who are committed to the objects of the Trust and the governing processes of Tasman Environmental Trust.

The Trust seeks out candidates who possess the following characteristics:

- Demonstrated passion for the objects of the Trust as listed in the Trust Deed
- A reflection of the diversity of cultures, and geography of our region
- Support the Trust's governing structure and can meet board work expectations
- Will engage in deliberative and collegial decision-making
- Are committed to their stewardship responsibilities
- A knowledge of organisational growth and development and of strategic legal and nonprofit issues

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<sup>5</sup> Tasman Environmental Trust – Trust Deed Amended 2018, Section 2(a), pg. 1

## 2.8 TRUSTEE INDUCTION

The Trust is responsible for ensuring that new members are provided with all the information and training necessary to enable them to contribute appropriately to the operations of the Trust from the time of their election.

### **2.8.1 Trustee Induction Procedure:**

#### *Initial Contact*

As soon as possible after the Trust has confirmed the appointment of a new member the Chair shall make contact with the new Trustee to let them know the outcome. The Chair will also write a letter of congratulations and welcome.

The Chair shall forward to the new Trustee copies of the following:

- Relevant organisational documents such as the Trust Deed, constitution/rules, strategic plan, policies, current year-to-date budget, and the most recent annual report
- Basic biographical and contact information about other Trustees and senior staff
- Meeting schedule and calendar of upcoming events
- Introduction to the group's operational and committee structure
- Information about the Trust and Trustee roles and responsibilities
- An overview of insurance cover held by the Trust and the Trusts risks and Trustee liabilities
- Any other necessary background information

#### *Introductions*

The Chair or Manager shall introduce the new Trustee to other Trustees (and senior staff, if appropriate) as soon as possible after their appointment.

The Chair shall nominate a Trustee to act as mentor to the new Trustee. The assigned mentor shall take the new Trustee through the minutes of recent meetings and brief them on the issues the Trust is dealing with at the moment or will be looking at in the future.

#### *Briefing*

The Chair shall engage in a face-to-face induction session with the new Trustee, that will draw the new Trustee's attention to the roles and responsibilities of the Trust in general, and the roles and responsibilities they will be expected to undertake as an individual. At the induction session the Chair will also discuss any concerns either party may have.

## 2.9 TRUST MEETING ATTENDANCE

Regular attendance at Trust meetings and committee meetings is essential in order to maintain continuity and cohesion in the management and governance of Tasman Environmental Trust. Trustees and committee members are expected to demonstrate their commitment to the organisation by unbroken attendance at the Trust meetings or committee meetings on which they sit, except when prevented by unforeseeable events.

### **2.9.1 Trust Meeting Attendance Procedure:**

It is the responsibility of the Trust Chair to monitor the attendance of each member and to discuss nonattendance as appropriate.

The Manager shall notify members of forthcoming meetings no sooner than ten days before the set date of the meeting.

Where Trustees are prevented from attending any Trust meeting, they should notify the Chair of their intended absence.

Where a meeting is to be held either in the form of a teleconference or online, the Chair should notify members accordingly. Participation in these meetings shall be equivalent to attendance at a regular meeting.

#### *Attendance requirements*

If a Trustee is absent for two consecutive meetings without first notifying the chair of their absence, or if a Trustee is absent for three consecutive meetings having notified the chair of their absence, that Trustee is in breach of their obligations and is liable to be removed from the Trust, subject to the following processes.

#### *Process*

If a Trustee is in breach of their attendance requirements, then the Chair shall consult them to discuss this matter.

If the Trustee's difficulties are resolvable, then the chair shall attempt to resolve them.

If no mutually satisfactory resolution is possible, and if the Trustee wishes to continue on the Trust Board, then the Trustee's response will be put to the Trust Board at its next meeting. The Trustee shall be entitled to speak to this item, and to vote on it with the other Trustees. The Trust Board will then decide what actions to take regarding that trustee's future membership on the Trust. If the Trust decides that termination is justified, the Trust may suspend that person's membership of the Trust.

The Trust may remove any person from any Trust sub-committee for any reason, including (but not limited to) non-attendance.

When any person has been removed from the Trust or from any committee under this provision, the Trust or committee will promptly initiate a process to recruit a new Trustee. The person whose membership has been terminated retains the right to self-nominate for Trustee positions in the future.

## **2.10 CONFLICT OF INTEREST**

The Trustees of Tasman Environmental Trust are committed to high standards of ethical conduct and accordingly place great importance on making clear any existing or potential conflict of interest. A conflict of interest may occur if a financial interest or a relationship influences or appears to influence the ability of a Trustee to exercise objectivity.

All such conflicts of interest shall be declared by the Trustee concerned, and shall be recorded in the interests register.

'Conflict of interest' is defined as applying, where a Trustee stands to gain financially from any business dealings, programs or services of the organisation, other than where:

- a. the Trustee falls into the class of people benefited by the organisation and the financial gain is of a nature common to other beneficiaries, or
- b. the person is an employee of the organisation, and the financial gain is of a nature common to other employees.

'Close relationship' is defined as any relationship that might reasonably give rise to an apprehension that the Trustee might place the interests of the other party above the interests of the organisation.

The Trust may further supplement the definition of conflict of interest from time to time if it so wishes and may specify the procedures to apply in such cases.

Trustees are not barred from engaging in business dealings with the Trust, provided that these are negotiated at arm's length without the participation of the Trustee concerned.

#### **2.10.1 Conflict of Interest Procedure:**

Trustees shall declare any conflicts of interest of which they become aware as soon as possible either at the start of the Trust Board meeting concerned or when a relevant issue arises. The nature of this conflict of interest should be entered in the interests register.

If a person alleges that another person has a conflict of interest, whether existing or potential, and that person does not agree, and if the Trust cannot resolve this allegation to the satisfaction of both parties, the matter shall be referred to the Chair for a final decision or the Deputy Chair in the case where allegation of conflict involves the chairperson.

##### **Financial Conflicts of interest**

Where a Trustee has an actual or perceived financial conflict of interest, that Trustee shall not initiate or take part in any Trust discussion on that topic (either in the meeting or with other Trustees before or after the Trust meetings), unless expressly invited to do so by unanimous agreement by all other Trustees present.

Where a Trustee has an actual or perceived financial conflict of interest, that Trustee shall not vote on that matter. The Trustee's abstinence should be recorded in the meeting minutes.

##### **Relationship conflict of interest**

Where a Trustee has an actual or perceived conflict of interest related to their relationship with an employee, contractor or volunteer of the organisation, or any other person having dealings with the organisation, that Trustee shall not initiate or take part in any Trust discussion on that topic (either in the Trust meeting or with other Trustees before or after the Trust meetings), unless expressly authorised to do so by the Trust.

Where a Trustee has an actual or perceived conflict of interest related to their relationship with an employee or volunteer of the organisation, or any other person having dealings with the Trust, that Trustee shall not vote on that matter, unless expressly authorised to do so by the Trust. The Trustee's abstinence should be recorded in the meeting minutes.

## **2.11 TRUST CONFIDENTIALLY**

Trust meeting transparency and openness is important.

Any matters that need to be treated as confidential need to be identified as such before discussion or during the trust meeting. Trustees must keep confidential all information identified as such.

The obligation to maintain confidentiality continues to apply even after a person has left the Trust.

Maintaining confidentiality as a general rule will also help ensure observance by Trustees of the following legal duty:



*A person who obtains information because they are, or have been, a member of the Board must not improperly use the information to:*

- *gain an advantage for themselves or someone else; or*
- *cause detriment to the organisation.*

Any person [such as Manager] who is not a member of the Trust Board but is present at a Trust meeting (or part of a meeting) must maintain in confidence all information obtained as a result of their participation in the meeting.

## **2.12 TRUST DISPUTE RESOLUTION**

Tasman Environmental Trust is committed to reaching a speedy and just resolution of any disputes or grievances between Trustees, that may arise and that may threaten the harmonious functioning of the Trust. All disputes should first attempt to be resolved through respectful debate in Trust meetings.

### **2.12.1 Trust Dispute Resolution Procedure:**

It is the responsibility of the Chair to ensure that disputes are handled respectfully, confidentially, and in accordance with natural justice.

The parties to the dispute must notify the Chair and meet to discuss the matter in dispute, and, if possible, resolve the dispute within 14 days after the dispute comes to the attention of all of the parties.

If the parties are unable to resolve the dispute at such a meeting, or if a party fails to attend that meeting, then the parties must, within 10 days, hold a meeting in the presence of a mediator. The mediator must be a person chosen by agreement between the parties; or in the absence of agreement, a person appointed by the Trust.

The mediator:

- (a) may be a member or former member
- (b) must not be biased, or reasonably be perceived to be biased
- (c) must not have a personal interest in the dispute

The parties to the dispute must, in good faith, attempt to settle the dispute by mediation.

The mediator, in conducting the mediation, must give the parties to the mediation process every opportunity to be heard; and allow due consideration by all parties of any written statement submitted by any party; and ensure that natural justice is accorded to the parties to the dispute throughout the mediation process. A mediated agreement should be made once the mediation is completed. The mediation must be confidential and without prejudice.

## **2.13 RISK MANAGEMENT**

Tasman Environmental Trust will endeavor to minimize the risk any particular operation poses to our organisation, our staff, our volunteers, our clients, or the general public. A risk register is held by the trust and will be reviewed and updated annually. Any risks that are identified as high after mitigation will be reviewed monthly.

“Risk” analysis should consider the likelihood of an event, its consequences and mitigation actions to minimize the risk. Risk includes events that may impact the organization, trustees

and staff, volunteers, collaborating agencies and the general public. It includes, but is not limited to:

- Physical risk including workplace Health & Safety
- Financial risk
- Reputational risk to the Trust and collaborating agencies
- Legal risk and liability hazards

Tasman Environmental Trust has a duty to provide a safe workplace for its staff, contractors and volunteers, a safe environment for its clients, and a reliable development path for the organisation. Tasman Environmental Trust will put procedures in place that will as far as possible ensure that risks are minimized, and their consequences averted.

## 2.14 CONDUCT OF MEETINGS

It is important to ensure that meetings are conducted well so that:

- In making decisions, proper regard can be had to the views of all the Trustees
- Decisions can be made efficiently and expeditiously, with due respect for the time and commitment of the Trustees

Primary responsibility for this rests with the Chair. To achieve this, broad discretion and authority is given to the Chair to make rulings on questions of meeting procedure, and any other resolution of the Board.

### 2.14.1 Conduct of meetings procedure

#### NOTICE OF MEETING

- Wherever possible, 10 working days notice shall be given of the date, time and place of Trust meetings. Where urgent matters arise, shorter notice may be given.
- Where possible, meeting agendas and any papers to be discussed at the meeting should be circulated in advance of the meeting.
- *The Chairperson or any two (2) Trustees may at any time call a special meeting of the Trustees<sup>6</sup>.*

#### CHAIRPERSON

- *The Chairperson shall preside as Chairperson at all meetings of the Trust at which he or she is present<sup>7</sup>.*
- *In the absence of the Chairperson from any meeting of the Trust the Deputy Chairperson if present shall preside as Chairperson. In the absence from any meeting of both the Chairperson and the Deputy Chairperson, the Trustees present shall appoint one of their number to be the Chairperson of that meeting<sup>8</sup>.*

#### MINUTES

Minutes of the proceedings of all meetings of the Trustees shall be recorded and shall be approved by the Trustees at the next Trust meeting.

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<sup>6</sup> Tasman Environmental Trust – Trust Deed Amended 2018, Section 7(b), pg. 5

<sup>7</sup> Tasman Environmental Trust – Trust Deed Amended 2018, Section 7(e), pg. 5

<sup>8</sup> Tasman Environmental Trust – Trust Deed Amended 2018, Section 7(f), pg. 5

Minutes of any meeting of the Board shall be circulated to all members as soon as possible after that meeting, and before the scheduled date of the next meeting. The minutes shall record:

- The date, time and venue of the meeting
- The names of those members and officers present
- The name of the meeting Chair
- Any apologies tendered
- Any failure of a quorum
- A list of items considered
- Any resolutions pertaining to those items
- Details of any declarations of interests recorded in the interests register
- The risks register

Any other matters may be recorded at the discretion of the Chair.

*Subject to the provisions hereof the Trustees may regulate their procedure in such manner as they think fit<sup>9</sup>.*

## 2.15 TET TRUST VALUES

**We show care and respect** –for each other and the environment. Through our actions, we aim to strengthen the life force, resilience, and integrity of ecosystems, including the people that are a part of those. We aim to tread lightly and enhance the natural environment.

**We collaborate** – We develop enduring relationships through shared experiences and a sense of common purpose. We are approachable, fun, and inclusive. We embrace diversity and treat differences and conflict as an opportunity to learn and grow.

**We are trustworthy and transparent** – We show integrity and accountability with what we say and what we do. We create trust by being fair and honest in our interactions. We are focused on adding value and delivering outcomes.

**We support leadership** – We don't 'take over' – instead we support and amplify community voices and action. We push boundaries and aim higher, whilst weaving communities together. We are professional, nimble and able to respond to emerging opportunities.

**We are treaty allies for te taiao** - We acknowledge mana whenua iwi in our region as major land holders and holding ahi kā status. We actively seek opportunities to work in partnership with iwi, forging relationships based on mutual respect and trust.

## AUTHORISATION

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<sup>9</sup> Tasman Environmental Trust – Trust Deed amended 2018, Section 7(h) pg.6

Signature of Chair

**Date of approval by the Board:** April 2022  
Tasman Environmental Trust