



New Zealand Institute of Surveyors

Governance Manual

FOR: COUNCIL, BOARD AND GOVERNANCE COMMITTEE

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Purpose of this manual

This manual describes for members of the various governance bodies of the New Zealand Institute of Surveyors (NZIS), their roles, expectations and the various governance processes and policies that apply to the achievement of their roles. It also provides an overview of NZIS and the environment in which it operates to further assist them in performing their role effectively.

Nothing in this manual shall conflict with the New Zealand Institute of Surveyors Practices' Rules.

Document control

This manual is kept current to reflect amendments and developments in governance policies and procedures. It is the responsibility of the Governance Secretary to ensure that the manual is reviewed and updated regularly with appropriate consultation, and that all members of NZIS's governance bodies are provided with the latest version of the manual. Approval of the Governance Manual will be the responsibility of Council (for substantive changes, for example strategic direction and governance) and Board (for administrative and other minor amendments, for example updating policy details).

The following sections will be reviewed at least annually and updated as appropriate:

- Overview of NZIS
- Appendix A – Current Councillors
- Appendix B – Current Board members
- Appendix C – Current Permanent Body members
- Appendix D – Annual governance calendar
- Appendix H – Delegations of authority.

PART A: OVERVIEW OF THE NEW ZEALAND INSTITUTE OF SURVEYORS AND GIS/SPATIAL PRACTICE (NZIS)

Section 1: NZIS

1.1 Statutory authority

The New Zealand Institute of Surveyors (NZIS) was established in 1888 as a national body to preserve and develop the integrity of the profession of surveying and spatial practice. It now operates as an incorporated society established to monitor and maintain the professional and ethical conduct of surveyors and spatial practitioners in New Zealand.

1.2 Objects

The objects of NZIS are as follows:

- a. to promote quality, expertise and integrity in Surveying and Spatial;
- b. to be the representative body for Surveying and Spatial professionals in New Zealand;
- c. to promote training, education and certification of people involved in Surveying and Spatial;
- d. to promote the benefits of Surveying and Spatial to the public

Within these prescribed objects, NZIS has full powers, jurisdiction and authority and may do all and any things to carry out its Objects, including:

- a. acquire or receive the benefit of any property and deal with property in any way (including borrow, invest, lend and give or obtain security);
- b. raise, levy and receive Fees and money by any lawful method;
- c. establish, acquire or have interests in incorporated entities, trusts or other entities and utilise the assets of NZIS in, through or with them;
- d. produce, create, licence, use and protect intellectual property;
- e. determine who are its Members and others involved in NZIS and their entitlements, and withdraw, suspend, terminate or restrict Membership and other benefits;
- f. determine the methods and structures to deliver national, regional and local benefits;
- g. make, alter, rescind and enforce rules, policies, plans, charters and procedures to effect the Objects, or for the governance and operation of NZIS;
- h. determine, implement and enforce disciplinary, disputes and appeal procedures including make decisions, conduct hearings and impose sanctions and penalties;
- i. engage and dismiss employees and contractors;
- j. delegate powers of NZIS to any person, committee or sub-committee, advisory group, (the composition of any of which is not limited to Members) and for that purpose to establish, fund and set the terms of reference and structure;
- k. contract, engage or make any arrangements with any person to fulfil the Objects;

- l. be a member of or affiliate to and/or be associated in any way with any person which has objects which are similar in whole or in part to the Objects in New Zealand and/or internationally;
- m. produce, publish and distribute any communications, newsletters or publications; and
- n. do any other acts or things which NZIS determines are incidental to or conducive to the attainment of the Objects.

1.3 Rules of NZIS

NZIS's Rules is the primary document regarding NZIS's governance, quality assurance, conduct functions, and aspects of general operation.

Nothing in this manual shall conflict with the rules of the New Zealand Institute of Surveyors practices.

The old Rules (prior to 2013) specify policy and procedures. The new NZIS Rules give the Council the ability to set policy as outlined in the powers but specifically in the following areas:

- 5.1.e - membership and partner admissions, entitlements, restrictions & benefits
- 5.1.g - make, alter, rescind and enforce policies, rules, penalties or similar to effect objects
- 5.1.h - determine, implement and enforce disciplinary outcomes
- 5.1.j - delegate powers of NZIS
- 6.2 - member benefits and obligations
- 7 - certification policy and register
- 10 - Special Interest Group terms
- 12.12 - remuneration policy
- 19.1 & 2 - code of conduct and supporting policies

Under Rule 13.2.h, amendments to the NZIS Rules are authorised either through member vote at an annual or special general meeting.

1.4 Ethics and Conduct of Members

Within the Rules of the Institute there are benefits and obligations that guide the professional behaviour of members:

“All Members must conduct themselves in an ethical and professional manner and must comply with these rules, any requirements arising from these rules and with any code of conduct or other policy or process adopted by NZIS.”

Stated in the NZIS Strategic Plan are the NZIS values, as follow:

Integrity - Truthfulness and honesty of a member's actions in support of our communities.

Environmental sustainability - Members are aware of and consider environmental options available to our profession.

Excellence - Customers expect an excellent and measurable pattern of innovation, knowledge, skills, abilities, behaviours, accuracy and other competencies that members deliver by way of business and service to the community.

Respect for the profession - Valuing our community and other member's points of view.

Ethical behaviour - Performing in accordance with the accepted principles of appropriate behaviour that govern the conduct of our profession.

The NZIS Professional Membership is also governed by a Code of Ethics that is reviewed regularly. The Code sets out fundamental principles and provides guidance on professional conduct needed to sustain public confidence in the profession. Compliance with the Code is mandatory for all professional NZIS members. Members must be able to demonstrate at all times that their actions; behaviour and conduct comply with the terms and spirit of the Code. Non-compliance with the Code of Ethics may expose a member to disciplinary action.

The code of ethics is based on the following fundamental principles:

- Integrity – members must behave with integrity in all professional and business relationships. Integrity implies not merely honesty but fair dealing and truthfulness.
- Objectivity and independence – members must be fair, impartial and intellectually honest, and must not allow prejudice or bias, conflict of interest or influence of others to override objectivity. Members undertaking certain types of engagements (where real conflict exists) must be, and be seen to be, independent.
- Competence – members must only undertake professional work in which they have the competence necessary to perform the work to the technical and professional standards expected.
- Quality performance – members must perform their professional work with due care and diligence, ensuring that all professional obligations are completed in a timely manner and are carried out in accordance with the relevant technical and professional standards appropriate to that work.
- Professional behaviour – members must act in a manner consistent with the good reputation of the profession and refrain from any conduct which might bring discredit to the profession.
- Conditions of Engagement - Every engagement is required to be properly constituted and acknowledged in writing (email is appropriate) prior to commencement. The acknowledgement should contain the details of the instructions received, the date of the commencement, the basis of the payment of fees and any other matter that may be appropriate to the circumstances. Any variation to the conditions as may be agreed to from time to time during the term of the engagement is to be confirmed and acknowledged in writing (email is appropriate).
- Communication - Clients are to be kept fully informed and advised on a regular basis concerning the progress of the engagement, of any action required of either the client or the client's other advisers, including any further instructions or variation of instructions which may be appropriate under the circumstances.
- Conflict of Interest - Members are not to accept or proceed with any engagement before fully declaring to the client the existence of any conflicting business or other interests which could be deemed to be prejudicial to the interest of the client.

- Fees - Fees may be charged on the basis of time plus materials plus disbursements or may be derived from lump sums or quotations or tenders as agreed with the client. In all cases the fees charged are to be fair and equitable and should reflect the extent and the circumstances of the work.
- Completion of Unfinished Work - Members are not allowed to review or undertake to complete the work of a fellow member or a member of any other profession for the same client without the knowledge of the member and unless it has been ascertained that the connection of the member with the work has been properly terminated in writing and: all fees due to the member have been paid; or arrangements, which are suitable to both parties, have been made to pay all fees; or written notice has been received by the member from the client that the extent or the competence of the work or the fees are in dispute.

The full Code of Ethics may be found on NZIS's website at www.surveyors.org.nz

Section 2: Strategic setting

Mission

To lead and foster a vibrant environment for members that allows the surveying and spatial professions to grow, and positively influence our communities.

Values

Integrity, Environmental Sustainability, Excellence, Respect for the profession and Ethical behaviour

Vision

An internationally recognised professional organisation that promotes growth, innovation, excellence and community needs for all facets of surveying and spatial science in New Zealand.



2014 – 2017 Strategic Objectives and Priority Areas

Strategic Objective 1

Support the sector

Strategic Objective 2

Professional standards

Strategic Objective 3

Leadership

Strategic Objective 4

Advocacy

Strategic Objective 5

Enhanced recognition and understanding

Strategic Objective 6

Grow the Sector

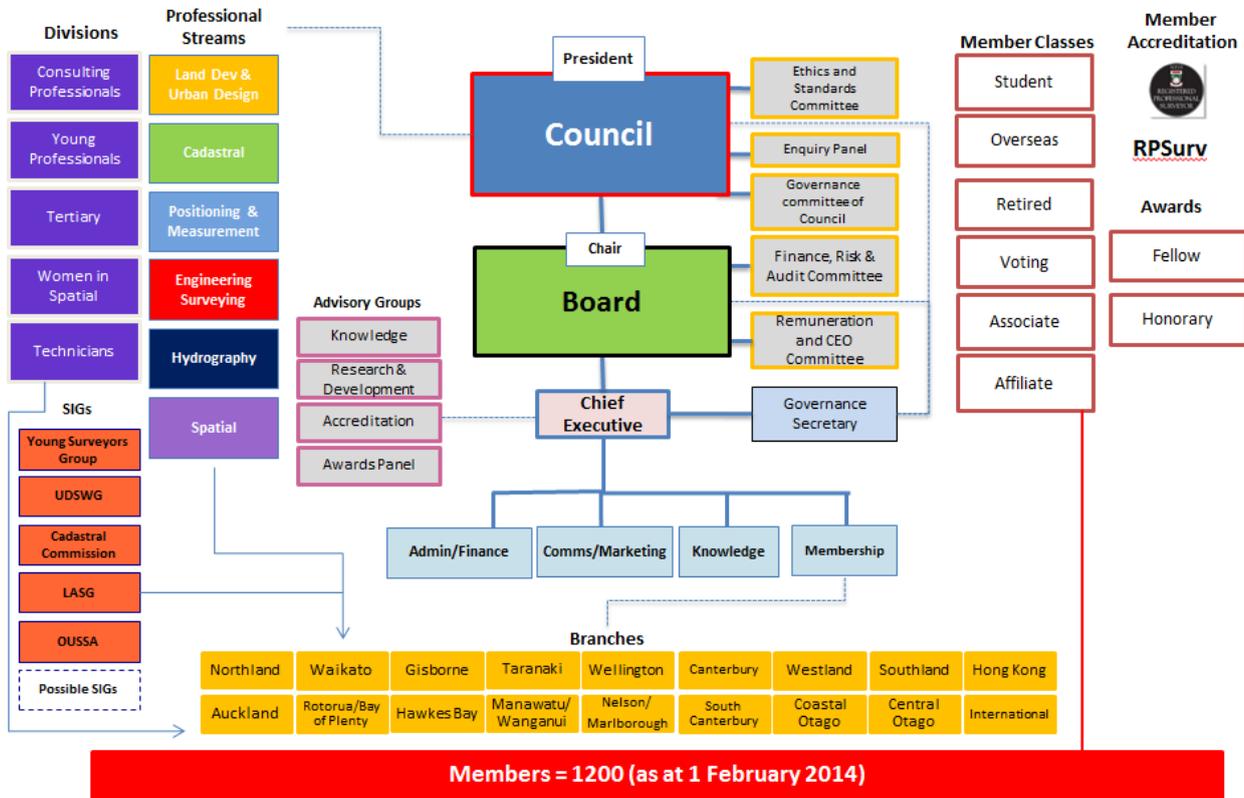
Strategic Objective 7

Create a sustainable, vibrant organisation

Section 3: Overview of NZIS

NZIS governance structure is:

NZIS Governance Model 2014



A brief overview of each of these bodies is provided below. Please note that detail on Council, Board and Governance Committee is contained in Parts B, C and D of this manual.

3.1 Council (see Part B for detail)

Responsibility for the direction of NZIS's affairs is vested in the Council. Council appoints the Board to govern operations of the Institute, however Council has the ultimate source of authority. Within the responsibilities of the Rules, Council's role is:

- represent members' interests
- set the long-term strategic direction for NZIS
- develop and maintain a clear set of governance principles that will guide the Board and management in the development and implementation of strategy.
- provide stewardship for the organisation

Council comprises up to 15 members (a combination of: professional stream representation, division representation and members at large representation to balance geographic, sector, demographic and skills representation. Council meets at least twice a year.

3.2 Board (see Part C for detail)

The Board is responsible for strategic planning, policy and operational matters to achieve the strategy agreed with Council. The Board is appointed by Council to use collective professional and business skills to govern the Institute. The Board's functions encompass:

- strategy and planning
- appointing the CEO
- approval of business plans and budgets
- monitoring performance and risk management
- policy development and approval
- oversight of member communication and external relations
- providing authorisations to management
- board processes.

The Board has a close working relationship with Council and the Chief Executive in carrying out its functions. The Board comprises six members including the Chair and two independents, and meets six times a year. The President is an ex-officio member of the Board, without voting rights.

3.3 Governance Committee

The Governance Committee is appointed by Council to ensure that there is sufficient talent available for governance roles within NZIS. The Governance Committee's functions are to:

- nominate candidates for appointment to the Board, and the appointed Councillors to provide a balance of sector, demographic and skills on Council
- ensure the effectiveness of NZIS's governance
- facilitate the performance evaluation of Council and Board
- advise Council on remuneration matters for those holding governance roles within NZIS.

The Governance Committee has up to six members, which may include one or more independents. Meetings are held as required. *Refer to Section 8.1 for more details.*

3.4 Governance Secretary

The Governance Secretary facilitates NZIS's governance processes and undertakes many of the governance tasks on behalf of the President, Council, Chair, Board, Chief Executive and Board committees. His or her purpose is to:

- operate as a member of the Executive Management Team, contributing to the strategic direction of NZIS by applying his or her own area of expertise
- provide proactive support for the Board, Council and the Governance Committee, including providing secretarial support and advice, recommendations and coordination of agenda material, and ensuring consistency across Board and Council governance processes on an ongoing basis
- ensure that NZIS complies with all its statutory obligations and provide advice on governance.

3.5 NZIS Branches

NZIS has 16 branches throughout New Zealand and two branches overseas (Hong Kong and International).

Region	Branches
North Island	Northland Auckland Waikato Rotorua/Bay of Plenty Gisborne Hawkes Bay Taranaki Manawatu/Wanganui Wellington
South Island	Nelson/Marlborough Canterbury South Canterbury Central Otago Coastal Otago Southland Westland
International	Hong Kong International (members in all other offshore locations)

Branches offer a wide range of opportunities to their local members, including professional development, special interest groups (SIGs) and networking. Members of the branches are responsible for ensuring the effective running of each Branch and that the branch provides a high standard of service and support to members.

3.6 Permanent Bodies

Council and Board Committees

Committees of Council and the Board will be established to enable use of specialist expertise to deal with particular issues and provide representation/engagement with members. Each Committee will have a charter which guides their operations.

The Committees of Council are as follows:

- **Ethics and Standards Committee**
This Committee deals with membership, discipline, ethics, appeals, policy & process. It is appointed by Council. This committee establishes the Enquiry Panel when required (subcommittee – see below). This Committee makes recommendations to Council.
- **Enquiry Panel**
This sub-committee is an ad hoc panel of Council to deal with disciplinary issues within NZIS. It is established by Council when required by the Ethics and Standards Committee

- Governance Committee
This Committee is appointed by Council and reviews the governance process and selection for Council, the Board and Committees. See Section 8.1 for more information.

The Committees of the Board are as follows:

- Finance, Risk and Audit Committee
This Committee facilitates the audit, monitors risk, reviews and approves the financial statements of the organisation for approval by the Board
- Remuneration and CEO Committee
This Committee sets and reviews the CEO remuneration, approves remuneration policies for the organisation and approves movement in staff salaries.

Professional Streams

There are six professional streams within NZIS and members will nominate one stream that they associate with; in which they will have voting rights. Members can belong to as many streams as they wish, however they only have the right to vote in one Professional Stream. There will be one representative from each Professional Stream on Council who is voted by those members of that Professional Stream who nominated it for voting purposes.

Professional streams will organise professional development events, and be the source of knowledge on that specialisation for the Institute and the public.

The Professional Streams established to date are as follows:

1. Land Development & Urban Design
2. Cadastral
3. Positioning & Measurement
4. Engineering Surveying
5. Hydrography
6. Spatial

Professional Streams: specialisations/interests

Stream	Specialisation/Interest
Land Development & Urban Design	<ul style="list-style-type: none"> Urban Design Land Development Engineering Land planning Contract Administration Land Investigation Development Economics Project Management Spatial Planning
Cadastral	<ul style="list-style-type: none"> Cadastral Surveying and Spatial practice Land law Land tenure Land administration Land information systems
Positioning & Measurement	<ul style="list-style-type: none"> Geodesy GNSS Laser Scanning Remote Sensing Photogrammetry Spatial Data Infrastructure
Engineering Surveying	<ul style="list-style-type: none"> Engineering surveying Mining surveying Positioning and measurement Monitoring structures
Hydrography	<ul style="list-style-type: none"> Hydrography Marine construction Marine exploration
Spatial	<ul style="list-style-type: none"> Geographic Information Systems Cartography Spatial Analysis

The Role of Professional Streams

- Act as an advisory group to Council, Board and the CEO
- Develop policies for standards, admissions and qualifications for Council approval
- Set standards
- Provide assessment and certification
- Point of contact for CPD – identify requirements/need
- Co-ordinate Professional Stream
- Co-ordinate Special Interest Groups which are attached to their Stream
- Provide a forum for members
- Develop and retain relevant knowledge
- Source information for voice of the Institute
- Liaise with tertiary institutions
- Provide leadership for Branch related stream support
- Update the Terms of Reference for each individual stream

Leadership of Professional Streams

- Nominations are sought from members for 2 – 5 appointees
- Members are appointed by the Council for a 2 year period
- The Councillor will be a member of the Leadership Team
- The Leadership team appoint their Professional Stream Leader

Divisions

A Division's role is to build and maintain a group of members with a common interest. Divisions provide a forum for members with similar interests to have a voice in the Institute on the interests of their division and network. They promote the interests of the Institute and its members. Divisions also provide advocacy on behalf of the Institute on matters of public interest. There are five Divisions to date:

1. Consulting Professionals
2. Young Professionals
3. Tertiary
4. Women in Spatial
5. Technicians

There will be one representative from each division on Council. Representatives will be recommended to Council by their Divisions. Council will appoint at their discretion. There are a maximum of three appointees.

Role of Divisions

- Provide a forum for members with similar interests
- Provide a voice to the Institute on divisional interests
- Represent the Institute within these divisions to promote the interests of the Institute and members
- Advocate on behalf of the Institute on matters of public interest
- Provide networking opportunities

Advisory Groups

Advisory Groups are established to inform the senior executive team on specific aspects of the profession. There are four advisory groups:

Advisory Group	Role
Research and Development	<ul style="list-style-type: none"> • Research grants & bursary • Projects funding
Accreditation	<ul style="list-style-type: none"> • Considers and advises on the tertiary institutes seeking accreditation • Considers tertiary education policy • Considers undergraduate courses provide technical advice for the above • Membership exemptions
Knowledge	<ul style="list-style-type: none"> • Defines the body of knowledge • Technical and practice support of publication requirements • Considers new directions in knowledge • CPD and Training Advisory Board
Awards Panel	<ul style="list-style-type: none"> • Formally established and works when required

Special Interest Groups

Special Interest Groups (SIGs) are volunteer groups of members who create a SIG around an area of the profession in which they have a common interest. SIGs are usually aligned to Professional Streams and:

- Have a common charter provided by the Institute which guides their operations
- Are typically not funded directly by the Institute but the Institute may from time to time provide a grant to stimulate development or prevent failure of a SIG
- Are entirely voluntary
- If charging members they must provide a set of cash accounts to ensure appropriate handling of monies.

There are a number of SIGs within NZIS. To date these include:

- Young Surveyors Group
- Urban Design and Sustainability Working Group (UDSWG)
- Cadastral Commission
- Local Authority Surveyors Group (LASG)
- Otago University Surveying Students Association (OUSSA)

3.7 Chief Executive

The Chief Executive fulfils a leadership role with management, and is a strategic partner of the Board.

The Chief Executive has delegated powers from the Board in order to lead the Institute. He/she attends all Council and Board meetings and report on strategic issues, operations and performance against plans. The Chief Executive is responsible for all staff and their performance.

The Chief Executive's role is to:

- Lead the organisation with management
- Develop the 5 year, 3 year, annual plans and annual budget for approval
- Attend all Council and Board meetings and report on strategy issues, operations and performance against strategic objectives
- Manage the Institute according to Policy, Plans & Budget approved by Board
- Manage the risk and compliance according to policies and plans
- Recruit, develop and manage staff to achieve the Institute's goals
- Speak on behalf of the Institute
- Preserve and protect the reputation of the Institute

It is expected that the Chief Executive will:

- Act in the best interests of the Institute at all times. In doing so, he/she acts in the best interests of members.
- Use the delegated authorities from the Board, act on behalf of the Institute and of members.
- Achieve the approved annual plan and budget.
- Ensure the Institute acts for the public good.
- Manage staff.
- Ensure there are no surprises for the Board.

3.8 Executive Management

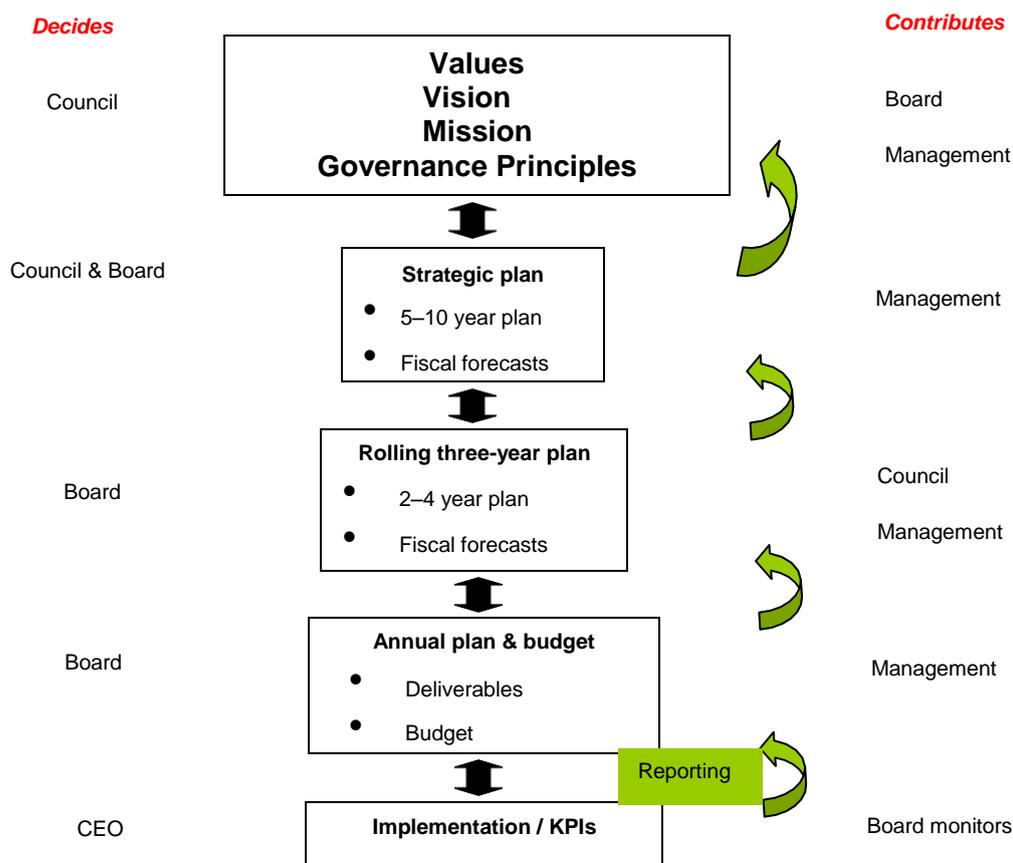
The executive team provide support to the organisation through the Chief Executive. The executive will be a specialist staff with expertise in Finance, Administration, Marketing, Knowledge and Membership. These specialists will interface with member groups to ensure they have a sound understanding of member needs; deal with external matters; and are accountable for implementing the Board's strategy.

Function	Role
Administration	Reception Office Management Financial Management Governance Secretary
Marketing/Comms	PR Communications Events Website Annual Conference
Knowledge	CPD & training Education Research and development
Membership	Services Support Admissions Accreditation Examinations Public complaints Branch liaison

3.10 Governance accountability framework

The division of roles between Council, Board, Chief Executive and management is based on accountability for decision-making. The diagram and matrix below clearly show where accountabilities lie.

Governance accountability framework



GOVERNANCE ACCOUNTABILITY FRAMEWORK							
	Values	Vision	Mission	5–10 year plan	Rolling three-year plan	Annual plan & budget	Implement
Council	Contribute & approve	Contribute & approve	Contribute & approve	Jointly approve	Provide feedback	Informed	Informed
Board	Contribute	Contribute	Contribute	Jointly approve	Approve	Approve	Monitor & authorise
Chief Executive	Contribute	Contribute	Contribute	Develop	Develop	Develop	Deliver
Managers	Contribute & manage process	Deliver					

PART B: COUNCIL

Section 4: Role and functions of Council

4.1 Council

Responsibility for the direction of NZIS's affairs is vested in the Council. The Council shall be responsible for the good and proper governance of the institute.

4.2 Role of Council

The roles of Council are as follows. To:

- set the long-term strategic direction for NZIS
- develop and maintain a clear set of governance principles that will guide the Board and management in the development and implementation of strategy
- provide stewardship for the organisation
- be the ultimate source of authority for NZIS and unless otherwise stated in these rules may exercise all powers of NZIS;
- control Membership of NZIS and NZIS Membership Policy;
- represent the interests of Members;
- appoint Board members in accordance with rule 12;
- elect the President and Vice President from among the Councillors excluding the Appointed Councillors who are not eligible for those positions;
- develop and maintain a governance manual defining the roles of the Council, the Board and the CEO and which includes the process for approval of governance policies by the Council and for approval of operational policy by the Board;
- appoint Stream leaders in accordance with rule 8;
- appoint auditors;
- have final veto of the five year plan, including the fiscal policy, developed by the Board;
- be consulted on the three year plan developed by the Board;
- set the policy for any aspect of NZIS including:
 - for ensuring compliance with ethics and standards within NZIS;
 - for distinctions and awards; and
 - for recruitment and admission of new Members;
- at its discretion, delegate authority to the Board; and
- evaluate the Board and set remuneration (if any) for Board members.

Strategic planning function

Council is responsible for setting the vision, mission and governance principles which provide parameters for strategic plans within which Council, Board and management operate. This process commences at the last Council meeting of the financial year when the previous strategic plan setting (vision, mission and governance principles) is reviewed and amended if necessary, following appropriate consultation.

The 5 year strategic plan is developed through joint planning between Council and Board with input from management and other stakeholders. This input occurs annually.

The Board, within the parameters already agreed, develop a business plan with input from Council, Board, management and other stakeholders.

The Chief Executive submits an annual plan and budget to Board for approval.

The Board is accountable for decision-making and monitor execution of the annual business plan. The Board also provides regular reports to Council on progress on achieving the strategy.

All strategic and planning documents must adhere to the governance principles outlined above Council may adopt a set of fiscal responsibility principles (based on Public Finance Act) set out below:

- surpluses – that total revenue will exceed expenses over time
- debt – prudent levels of debt will be maintained
- net worth – will be reported and maintained
- risks – prudent management of fiscal risks
- tax – predictability of level and stability of tax payments
- subscriptions – projections of proposed subscription levels.

This requires the Board to provide a three-year fiscal forecast to Council as part of the three-year business plan.

Input to topical policy issues

Council will discuss and debate strategic and topical issues facing NZIS to form a point of view that informs the Board's decision-making. This will be done through a mix of discussion and debate at Council meetings. This may incorporate, for example:

- briefings from management
- briefings from external experts and stakeholders
- structured sessions using techniques such as S.W.O.T (Strengths, Weaknesses, Opportunities and Threats), P.E.S.T (Political, Economic, Social and Technological analysis) and stakeholder analysis.

Councillors are expected to contribute to the debate on topical issues that face NZIS and the profession by gathering their own information in addition to the material presented by management. The outcome of these sessions will inform Board and management and enable them to incorporate these views in the strategic direction of NZIS.

Representation of members' interests

Council has a fundamental role of representing members. This means:

- being aware of issues facing and affecting the membership, NZIS and wider profession, both nationally and internationally
- communicating key messages to the membership and ensuring that members are made aware of issues affecting membership and/or the profession in order to give them the opportunity to comment
- identifying member issues within particular constituencies; these may be communicated from individual members, Professional Streams, Divisions or SIGs
- the President and Vice President ensuring the Board is advised of member matters.

In making decisions on behalf of the membership, Council balances many factors, including public interest, member interests, strategic objectives and financial imperatives. Member opinion feeds into this process. Council makes strategic decisions on behalf of the membership as a whole, and diversity of ideas is encouraged in this process. It should be remembered, however, that Council is not a forum for lobbying. Representation functions should support decision-making processes by ensuring that individual decision-makers are informed, through objectively canvassing and communicating member opinion on issues and ensuring that this information is taken into consideration in decision-making processes. It is vital therefore that member views on pertinent issues are identified and communicated to appropriate forums within NZIS and the Board.

The following provides some practical suggestions for carrying out the Councillor role.

- Being aware of issues facing and affecting the membership, NZIS and wider profession, both nationally and internationally:
 - attending all Council meetings, and any meetings of any other NZIS forum of which they are a member
 - reviewing information reports in Council agendas and from the Board and CEO on occasional issues
 - keeping up to date with information in relevant publications
 - through the CEO and staff, keeping up to date with issues that have potential to affect the membership or particular sections of the membership.
- Communicating key messages to the membership and ensuring that members are made aware of issues affecting membership and/or the profession in order to give them the opportunity to comment:
 - identifying and raising issues at appropriate forums that require member input
 - attending branch meetings and other Local forums and/or appropriate Professional Stream, Division and SIG meetings
 - contributing through written forums, in particular regional newsletters, the Survey Quarterly and the NZIS website

- Identifying member issues within particular constituencies; these may be communicated from individual members, groups of members, or through formal groups and committees such as Professional Streams, Divisions and SIGs:
 - having visibility within the membership, with each Councillor making themselves known to members in the branches in their region as their local representative
 - Councillors being easily contactable if members want to voice their views
 - Councillors being aware of whom, within NZIS, relevant member queries should be passed on to
 - Councillors being proactive in arranging and attending discussion groups for members (if/when required) to discuss key issues amongst the membership
 - attending branch, relevant Professional Stream, Division, SIG and other meetings in order to be accessible to the membership and to become aware of issues needing action
 - liaising and working with appropriate staff when a major consultation initiative is underway.
- Councillors being responsible for objectively communicating member viewpoints at decision-making forums:
 - being prepared to provide a verbal summary of member viewpoints and representation activities at Council
 - working with staff to ensure that consultation statements are prepared for discussion papers where required.

A Councillor is often consulted by members in their region about matters affecting the Council and the profession generally. The handling of such matters must be a matter for judgement by each Councillor, but if the matters touch on professional conduct or discipline, Councillors must encourage the member to write to the Chief Executive. This is particularly important if the matter is likely to culminate in a complaint being lodged. The same considerations apply if a Councillor is approached by a member of the public.

Appointment of the Board and Governance Committee

At the national conference each year, the Council will consider and approve new candidates for appointment to the Board and the Governance Committee when vacancies arise (such vacancies may be due to retirements/rotation or “casual vacancies” for other reasons).

Conferment of Life Memberships and Fellowships

The pinnacle award of NZIS is of Fellowship of NZIS which is conferred by NZIS upon individuals who:

- have rendered eminent service to NZIS; and
- have been nominated in writing to NZIS by at least two Members; and
- have been approved by an Ordinary Resolution of the Council; and
- at the time of conferment are a Member; and
- have received approval by Ordinary Resolution of Voting Members at a GM or by Electronic Vote as may be required by the Council.

Fellows receive such benefits as may be determined by NZIS policy.

Fellowship status may be removed at any time by the Council.

Evaluation of governance processes

Council is responsible for ensuring there is an annual evaluation of the effectiveness of each governance forum – Council, Governance Committee and Board.

Each governance forum is responsible for its own evaluation, led by:

- Council – President
- Governance Committee - Chair
- Board – Chair.

The evaluation criteria, process and timelines are all matters for Council to determine, but will be maintained and facilitated by the Governance Committee on behalf of Council.

Governance relationships

The relationship between Council, Board and management is critical to the successful governance of NZIS. The essence of this relationship is good faith, trust and no surprises. However, it is conceivable that in certain circumstances Council may fundamentally disagree with the proposed direction or actions of the Board.

In the event of such disagreement, it is expected that the President and Chair will discuss and resolve the issue. If a resolution cannot be reached, a joint meeting of Council and Board will be required. If this still does not resolve the matter, Council is required to consult with the membership. If after this process there is still fundamental disagreement between Council and Board, Council has the power to either:

- not reappoint individual Board members once their term comes to an end, or
- call a special general meeting and propose to the membership that the Board is removed. This would be a last resort action, only in extraordinary circumstances.

Refer NZIS Rules date Oct 2014:

https://www.surveyors.org.nz/Attachment?Action=Download&Attachment_id=10

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Section 5: Members of Council

5.1 Composition of Council

Council comprises 8 elected Councillors and up to seven appointed Councillors. The composition of Council is designed to ensure that the voice of members is heard at a governance level through well and widely balanced geographic, sector, demographic and skills representation.

Role	Number of Councillors	Elected by
President	1*	Council
Vice President	1*	Council
Professional Stream representatives	6	Electoral college <ul style="list-style-type: none"> • 1 vote per member • Concurrent terms
Divisions	5	<ul style="list-style-type: none"> • Nominated by Divisions as recommendations to Council • Appointed by Council • Maximum of 3 appointees
At large	2	Electoral college (2 votes per member)
Appointees	0-2	Council

* Council as a whole vote

Professional Stream representation – Elected Councillors

Councillors are elected by members through the six professional streams comprising:

	Professional Stream	Number of Councillors
1.	Land Development & Urban Design	1
2.	Cadastral	1
3.	Positioning & Measurement	1
4.	Engineering Surveying	1
5.	Hydrography	1
6.	Spatial Information & Management	1
	Total Elected Councillors	6

Councillors Elected Direct by Members

Two Councillors are appointed by the total membership “at large”. Members have two votes to appoint these Councillors.

Division Representatives – Appointed Councillors

These Councillors are appointed by Council through the five Divisions comprising:

	Division	Number of Councillors
1.	Consulting Professionals	1
2.	Young Professionals	1
3.	Tertiary	1
4.	Women in Spatial	1
5.	Technicians	1
	Total Appointed Councillors	5

Appointees of Council

Council reserves the right to appoint two additional appointees to Council if a ‘top-up’ is required to balance the skills mix and representative nature of Council. These appointees must be members of NZIS. In making these appointments it is the responsibility of Council to ensure diversity and representation on Council. In appointing members to Council the following must be considered:

- Geographic location
- Age
- Skill
- Gender
- Ethnicity

Term of Councillors

Councillors hold office for a term of two years and are eligible for re-election for further term or terms. Appointed Councillors are also eligible for re-appointment for a second or third term but must break service after the third consecutive term.

Council may amend the term of any Council member, on recommendation from the Governance Committee to ensure appropriate staggering of terms. New Councillors commence their term at the first Annual General Meeting following their election/appointment. New elected Councillors are invited to attend as observers at the Council meeting held prior to the AGM (note this does not apply to appointed Councillors)

Nomination process

All NZIS Voting members are eligible to stand as a Councillor.

Casual vacancies

Councillors appointed by professional streams will be replaced by an election held by the relevant professional stream. If vacancies arise among appointed Councillors, these positions will be filled by approval from Council based on a recommendation from the Governance Committee.

Office Bearers

President

The President chairs Council in its debate and consideration of strategic goals and issues facing NZIS, and must ensure good communication between Board and Council. The President represents NZIS members in the role as Chair of Council and also through engagement with the membership in ceremonial and other events. In addition, the President represents NZIS in national and international relations.

The term of the President is two years with the opportunity for one further term as determined by Council. At the end of a term of office the President is eligible for appointment to other offices in NZIS, including Council, Board and committees.

Vice President

There is one Vice President to ensure adequate provision for succession. The Vice President's term of office is up to two years. The Vice President deputises for the President as required.

Office Bearers' authority

The President and Vice President are ex-officio members of Council with full speaking and voting rights. The President attends Board meetings and has speaking rights but not voting rights.

Election of Office Bearers

Council elects bi-annually the President and Vice President at the National Conference. Nominations for these positions are called for at a time set in NZIS's annual governance calendar. Any New Zealand-based member may stand for election.

While the President may serve a repeat term if willing and elected, the same Vice President is not automatically re-elected in the event of re-election of the same President.

Honoraria

No honoraria are paid at this point in time.

5.2 The role of Councillor

To ensure the ongoing strength of the Institute, members of the NZIS Council must focus on the following three key elements:

- The public interest;
- The needs of members;
- The need to encourage healthy competition for involvement in the governance of the Institute.

Member representation involves:

- being aware of issues facing and affecting the membership, NZIS and wider profession, both nationally and internationally
- communicating key messages to the membership and ensuring that members are made aware of issues affecting the membership and/or the profession in order to give them the opportunity to comment
- identifying members' concerns within particular constituencies
- being responsible for objectively communicating member viewpoints at decision-making forums.

Decision-making includes:

- providing constructive input into debate and decision-making at Council
- contributing to decision-making via circular resolution when required
- supporting Council decisions once made.

In addition to the performance expectations listed in section 4.1, Councillors should also have regard to the following:

- regular and full attendance at branch meetings and other regional events as required, when possible
- availability to members (within reason).

Councillors should ensure they have sufficient time to prepare for Council and branch meetings, and before committing themselves to additional duties should ensure they have the necessary time available.

If for any reason Councillors have difficulty undertaking their duties or cannot attend to a task on time, they should seek advice from NZIS through either the Governance Secretary or the President.

Collective responsibility

The principle of collective responsibility is a requirement for Councillors and this is covered at their induction. This means that although they might bring viewpoints to the table to feed into discussion, decisions must be made on behalf of NZIS as a whole. Councillors are required to support decisions of Council once made.

Please see Appendix I for detailed Councillor competencies and performance requirements.

PART C: BOARD

Section 6: Role and functions of the Board

6.1 Overview

The Board is responsible for strategic, policy and operational matters through key governance functions.

Strategy and planning:

- jointly approve, with Council, the 5 year strategic plan
- develop and approve, with input from Council, the three-year business plan, including fiscal forecasts aligned to the strategic plan and governance principles determined by Council
- approve the annual plan and budget.

Policy:

- approve member subscriptions
- approve NZIS policies except those to be approved by Council
- set authorisations for management within delegated authorities.

Performance monitoring:

- monitor overall performance of NZIS
- monitor policies and compliance
- ensure effective risk management policies and procedures are applied.

Oversight:

- appoint, monitor and evaluate Board committees:
 - Finance, Risk & Audit Committee
 - Remuneration and CEO Committee
 - Communications (including PR), Education (CPD), Membership, Research & Development and Legislation Committees
- appoint the Chief Executive and evaluate their performance
- oversee management through the Chief Executive
- ensure senior management succession
- determine remuneration of the Chief Executive and staff.

Reporting, communication and external relations:

- ensure effective reporting to Council, branches and members
- ensure effective communication to members and stakeholders
- ensure effective relationships with external parties are maintained.

Board processes:

- appoint the Board Chair
- manage effective Board governance processes
- evaluate Board performance.
- Manage Board reporting and record keeping

Strategy development and business planning

The Council and Board jointly approve the 5 year strategy of NZIS. The Board is responsible for development of the strategy while ensuring the involvement of Council and membership in its various forums. The Board is also responsible for:

- developing and approving the business plan, including fiscal forecasts aligned to the strategic plan, and seeking feedback from Council on this
- approving the annual plan and budget
- monitoring and reporting on progress against the strategy and business plans.

Organisational performance monitoring

Performance monitoring is an essential Board task that aims to achieve two objectives:

- ensuring that NZIS's performance (both financial and non-financial) is consistent with achieving the agreed 5 year strategy, and annual business plan
- ensuring that NZIS and its officers are complying with their legal obligations.

Effective performance measures should be easily verifiable from readily available data. With this principle in mind, the Board monitors both financial and non-financial key performance indicators. The Chief Executive is responsible for overseeing the production of reports and other information necessary for the Board to fulfil its obligation of reviewing financial and strategic performance. Progress on the business plan will constitute part of the Chief Executive's regular reporting to the Board. The Board's monitoring system is subject to continual review and refinement.

Risk management

The Board is responsible for setting the tolerance to risk and risk culture of NZIS. The Chief Executive is charged with implementing appropriate risk management systems within NZIS.

The primary objectives of the risk management system of NZIS are to ensure:

- the safeguarding of assets
- all major sources of potential opportunity for and harm to NZIS (both existing and potential) are identified, analysed and treated appropriately
- business decisions throughout NZIS appropriately balance the risk and reward trade-off
- regulatory compliance and integrity in reporting are achieved
- all Board members and senior management understand the risk profile of NZIS

- NZIS undertakes an annual review of strategy and operations to update its risk profile.

While the responsibility for risk lies with the Board, oversight of the processes to manage risk within NZIS is delegated to the Finance, Risk & Audit Committee (FRAC). The Board receives periodic reporting on those areas of risk identified by FRAC

Compliance

The Board is charged with overseeing, reviewing and ensuring the integrity and effectiveness of NZIS's compliance systems. Compliance is a quality control system that is part of a proactive risk management strategy. To carry out its compliance function, the Board commits to the following.

- The Finance, Risk & Audit Committee (FRAC) is responsible for overseeing NZIS's compliance systems (including risk management) and reporting to the Board on those systems.
- NZIS's external auditor must be independent. The Board is also encouraged to develop an open, unimpeded and constructive relationship with the external auditor in line with the Board's responsibilities. The Board must also be satisfied that the scope of the audit is adequate and carried out thoroughly with the full cooperation of management.
- The Board ensures that systems, processes and procedures are adopted to provide the necessary data it requires to make a reasoned judgment and so discharge duties of care and due diligence.
- Exception reporting on matters of non-compliance forms part of regular Board reporting.

The Board views compliance as an integral function and recognises that for the compliance system to succeed it must be championed by the Board along with senior management.

Policy Development

A key role of the Board is to set the boundaries, or policies, within which the organisation must operate. This includes policies around membership matters (such as admission, conduct which Council approve) and internal operational policies for NZIS (such as media policy, travel policy). NZIS will develop policies through due process and submit them to the Board for approval.

Chief Executive Appointment, Mentoring and Performance Evaluation

It is recognised that a key duty of a Board member is to act as a mentor to the Chief Executive, providing a sounding board for the Chief Executive's ideas and challenges. Recognising that the Chief Executive–Board relationship is critical to effective governance, the Chief Executive must be encouraged to provide free and frank advice to the Board. It is expected that the Chair will play a key part of this role and will maintain regular contact with the Chief Executive.

The Chief Executive is the key employee of NZIS and, therefore, the Board should undertake regular performance monitoring of the Chief Executive. This will culminate in a formal annual evaluation of the Chief Executive. This will be undertaken by the Chair of the Board and the Remuneration Committee.

Through the Chief Executive, the Board has a role of ensuring senior management succession.

Networking

Developing effective networks and working to promote the reputation of NZIS are important ways for Board members to add value to NZIS. Board members are expected to act as advocates for NZIS and are expected to develop and maintain connections for its benefit.

Oversight

The Board has oversight of Board committees; Finance, Risk & Audit, Remuneration & CEO Committee, Divisions, SIGS and Advisory groups. This means that the Board is responsible through the CEO for ensuring they discharge their functions appropriately.

Reporting, Stakeholder Communication and External Relations

The Board is accountable for:

- ensuring effective reporting to Council, Branches and members
- ensuring effective communication to members and stakeholders
- ensuring effective relationships with external parties such as international surveying and spatial practice bodies and regulators.

Key Expectations of the Board

- Act in the best interest of the organisation at all times. In so doing, they are acting in the best interests of their members.
- Use the delegated authorities from Council, act on behalf of the Institute and of members.
- Ensure the Institute acts for the public good
 - Speak on members behalf
 - Be accountable/responsible to public
- Stewardship of the Institute
- Meet no less than six times a year. More often if required during transition to the new governance model.

6.2 Division of Roles between Council and Board

The 5 year strategic plan is developed through a joint planning session between Council and Board. The President chairs the session to jointly agree the 5 year strategic plan with Council and Board.

Member and Stakeholder input and a planning session occurs annually through the Annual Conference.

The Board develops and approves a business plan with input from Council. The Board approves the annual plan and budget.

The Board is accountable for decision-making and execution of the annual business plan. The Board also monitors performance and provides regular reports to Council on progress against plans.

The success of this approach is contingent upon the following:

- the existence of a high level of trust between management, Board and Council
- involvement of Council early in the process of planning
- transparent information flow and effective reporting
- clearly defined, documented and approved processes for strategy and business plan development.

6.3 Delegation of Authority

Board members are responsible for any delegations of their responsibilities with regard to NZIS's operations. They decide as a Board what matters are delegated to specific Board members, committees or management. In addition, they outline what controls are in place to oversee the operation of these delegated powers.

Consequently, individual Board members have no authority to participate in the day-to-day management of NZIS, including making any representations or agreements with member companies, suppliers, customers, employees, or other parties or organisations.

The exception to this principle occurs if the Board through resolution explicitly delegates an authority to an individual Board member. If the Board decides to delegate any of their powers to another party, the delegation must be recorded in the Board's minutes and in NZIS's delegations record.

Similarly, committees and their members require specific delegations from the Board, and these will be contained in each committee's charter.

The Delegations of Authority Policy is contained in Appendix H. This policy sets out the framework of authorisations and clearly shows what level of decision must be referred to other NZIS parties.

Section 7: Members of the Board

7.1 Composition of the Board

The Board is appointed by Council based on nominations received from Governance Committee, within the following boundaries:

- there are six members including the Chair and two independents
- an independent is not a member or provisional member of NZIS
- any full member of NZIS is eligible for appointment with the exception of the current President, Vice President, Immediate Past President, Chief Executive and staff members.
- appointees are chosen on the basis of their knowledge, skills, attributes and experience. The Governance Committee balances these factors when recommending appointees.

Role	Number	Member/Non-Member
Chair (elected by Board)	-	Member of Board
President (ex officio)	1	Member of NZIS
Councillors appointed by Council	2	Member of NZIS
Professional Stream expert	1	Member of NZIS
Division expert	1	Member of NZIS
Independents	2	Non member
Total	7	

Board Chair

The Board elects the Chair. The role of the Chair is that of "first among equals" and includes the following functions:

- Set the agenda for Board meetings
- Chair Board meetings
- Speak on behalf of the Board
- Speak on behalf of NZIS as required
- Mentor and act as "critical friend" of the Chief Executive
- Ensure effective communications and reporting between Board and Council.

Appointment of the Chair

The Chair is appointed for a term of three years (renewable for a further term) with an annual vote by the Board to confirm the appointment. The Board may change the Chair during the Chair's term by a vote of the Board. The Board Chair is appointed as the best person for the job from among Board members, including independents.

Governance Secretary

The Governance Secretary acts as secretary to the Board and undertakes the range of duties determined by his/her role description and as requested by the Chairman and Chief Executive.

Board members' fees

Board members are not currently remunerated for their services.

Expenses

Board members are entitled to be paid travel, accommodation and out-of-pocket expenses, as determined by the Board, incurred in connection with their attendance at Board meetings, meetings of members or otherwise in connection with the performance of their duties.

7.2 Term of Board members

Board members serve for a term of three years. They can serve a maximum of two terms unless otherwise decided by Council. Co-option is not permitted to Board positions as the Governance Committee is responsible for securing the right skills mix on the Board. Members of the Board who are Council representatives will remain to serve a similar period as other Board Members; or until their term on Council ends.

Retirement and removal

The Board as a whole may be removed from office by members at a special general meeting called by Council for that purpose. In other situations, Council may choose not to reappoint individual Board members for further terms if considered necessary.

Casual vacancies

The Council will fill casual Board vacancies as required based on recommendations from the Governance Committee.

7.3 Performance expectations of Board members

In addition to the performance expectations outlined in section 4.1, it is also expected that each Board member will be available to the Chief Executive and will attend NZIS events as appropriate.

Board members are expected to meet their fiduciary duties, which involve devoting their skills and attention to acting in the best interests of NZIS. In doing so they must always act in good faith, apply their skills in a diligent manner and make proper enquiry into the matters addressed by the Board. In making decisions they must consider the long-term future of NZIS and act as a competent steward of the assets and resources of NZIS.

Board and Board member evaluations

The Board undertakes an annual evaluation of Board and Board member performance. The review is based on progress against a number of goals for the Board and individual Board members that are established in the preceding year's review. The process will be facilitated by the Governance Committee through the Governance Secretary. This is in conjunction with the evaluation of the Board performed by Council.

Board committee evaluations

Each year, the Board sets a number of expectations of its own Board committees, and permanent bodies. These expectations are derived after considering the results of previous reviews, an assessment of NZIS's current and future needs, and a review of the terms of reference for each permanent body.

7.4 Board member development

Board members are expected to develop themselves and update their knowledge base continuously to attain levels of competence demanded of them. Ways to bridge identified professional development gaps are discussed and agreed as part of the annual performance review process.

PART D: GOVERNANCE COMMITTEE

Section 8: Role and functions of the Governance Committee

8.1 Role of the Governance Committee

The Governance Committee is a committee of Council which is in place to ensure that there is sufficient talent available for governance roles within NZIS and ensure effective governance. The Governance Committee's functions are to:

- nominate candidates for appointment to the Board and Appointed Councillor roles
- ensure the effectiveness of NZIS's governance
- facilitate the performance evaluation of Council and Board
- advise Council on remuneration matters for those holding governance roles within NZIS
- Periodically review the governance processes of Council, Board and Committees
- Ensure diversity and balance in the Board

The Governance Committee is appointed by Council and its performance is evaluated by Council. The Governance Committee members share responsibility for the overall successful operation of NZIS through performance of members on the key governance bodies.

The Governance Committee shall comprise:

- (a) The President.*
- (b) The Chair of the Board.*
- (c) Up to four members of the Institute, excluding members of Council and the Board, appointed by the Council in consultation with the Chair of the Board.*

The Council may also appoint lay members from time to time at its discretion.

The term of office of members of the Governance Committee shall be the period of office for the President and Chair of the Board, and a term of up to three years (renewable, at the discretion of Council, for a further period of up to three years allowing a maximum term of office of six years) for other members.

The Governance Committee shall elect its own Chair, provided that the President and Chair of the Board are not eligible to be Chair.

The Governance Committee may delegate any of its functions and regulate its own procedures as it thinks fit.

The Chief Executive Officer may attend and speak at meetings of the Governance Committee but is not entitled to vote.

Nominations and succession planning

The Governance Committee will undertake a rigorous and transparent process to identify and recommend candidates to Council for both Council and Board positions. The Governance Committee must demonstrate to Council that due process has been followed in the identification, assessment and recommendation of candidates and other processes. A variety of sources will be employed to identify appropriate candidates, including but not limited to:

- a targeted search of NZIS's member database
- advertising amongst the membership (and wider) for interested individuals

- use of search services where appropriate
- calling for suggestions from members of existing governance bodies within NZIS.

The Governance Committee will provide to Council a recommendation regarding the number of candidates for Appointed Councillors or Board members (this will be a number greater than the number of available or required positions and may vary depending on the roles and individuals involved) and priority of these. The Council meeting will determine whether to vote for the candidate group as a whole or by individual.

Particular aspects of the nominations process are explained in more detail below.

Council

To ensure effective nominations for Council and effective succession planning over time, the Governance Committee will:

- develop and maintain a competency matrix for Council to ensure the correct mix of skills, knowledge and attributes among members of Council
- develop and maintain a position description for Councillors identifying the required functions and performance expectations
- identify development opportunities for members in governance and/or committee roles
- develop a process and means to identify future Councillors with the support and input of branches
- facilitate a process to identify candidates for nomination by branches and election by members
- manage a process to identify preferred candidates for direct appointment to Council
- evaluate and recommend suitable candidates to Council.

Board

To ensure effective nominations and succession planning for the Board, the Governance Committee will:

- develop and manage a rotation cycle for the Board
- develop a competency matrix for Board members to ensure the correct mix of skills, knowledge and attributes across the Board
- develop a position description for Board members identifying the behaviours required and the contributions expected of them
- develop a process to identify potential Board members
- evaluate and recommend suitable candidates to the Council.

It is expected that effective succession planning will develop over time with the Governance Committee being proactive in identifying opportunities for competent and appropriate individuals for available governance roles, including the positions of President and Vice President.

Effective governance processes

To ensure the ongoing quality of governance processes across NZIS, the Governance Committee will:

- identify the key governance processes of NZIS's various governance bodies required to be monitored
- review these core governance processes at least annually and identify requirements for process improvement or development

- revise or develop governance processes in a timely manner in line with identified needs in order to prevent disruption of effective governance across NZIS
- ensure documentation of governance policies, process and procedures (manuals) is current and accessible

Performance evaluation

The Governance Committee is responsible for facilitating evaluation of the Council (including President and individual Councillors) and the Board (including the Chair and individual Board members). This will include the establishment of frameworks for performance evaluation, which will be utilised by Council and the Board in the evaluation process.

Council

To facilitate the annual evaluation of Council, the Governance Committee will develop a performance assessment framework including the following elements:

- development of NZIS's strategy and contribution to business plans
- reporting to members and stakeholders
- engagement of branches
- stakeholder communication and engagement
- effectiveness of governance processes
- relationships with relevant external organisations
- interaction as a team.

President

To facilitate the annual evaluation of the President, the Governance Committee will develop a performance framework including the following elements:

- leadership
- representation of NZIS
- stakeholder relations internationally and locally
- relations with regulatory authorities and other professional bodies, locally and internationally
- relations with Chair, Board and Chief Executive.

Board

To facilitate the annual evaluation of the Board, the Governance Committee will develop a performance framework including the following elements:

- development of strategy and business plans
- Board reporting to Council
- Board reporting to stakeholders
- monitoring the performance of NZIS
- performance management of the Chief Executive
- risk management
- compliance
- policy frameworks
- stakeholder communication

- decision-making
- managing effective Board governance processes
- Board evaluation
- senior management succession planning
- management of permanent bodies
- relationships with regulators and government
- relationships with international surveying and Spatial practice organisations
- interaction as a team

Board Chair

To facilitate the annual evaluation of the Chair, the Governance Committee will develop a performance framework including the following elements:

- leadership
- representation of the Board
- representation of NZIS as required
- mentoring, support of and relationship with Chief Executive
- stakeholder relations
- relationships with President and Vice President
- Board and Board committee processes
- communication and reporting between Council and Board

8.2 Remuneration review

The Governance Committee is responsible for the review and recommendation of appropriate remuneration levels for the President, Vice President, Board members and the Chair by:

- developing and maintaining a remuneration policy for approval by Council, including comparisons with external market levels
- recommending appropriate remuneration levels based on above policy and assessment.

8.3 Role of Governance Secretary

The Governance Secretary facilitates the Governance Committee's processes and ensures that outcomes of the Governance Committee's reviews and revisions are appropriately documented and communicated to affected parties.

Section 9: Governance Committee members

9.1 Composition

The Committee comprises:

- the President
- the Chair of the Board
- up to four members based on reputation, which may include one or more independent (external to NZIS) members.

Governance Committee Chair

Governance Committee members elect their own chair, who cannot be the President or the Chair of the Board. The Governance Committee Chair, who is responsible for leading the committee, has a deliberate but not a casting vote.

Term

Governance Committee members are appointed by the Council, at National Conference, after consultation with the Board Chair, for a term of three years. The President and the Board Chair serve for the period of their office. Other members may be reappointed for a further term at the discretion of Council.

Retirement and removal

Members of Governance Committee may be removed at any time by the Council by way of a majority vote.

Casual vacancies

When vacancies arise on the Governance Committee these will be filled by Council from time to time as required.

9.2 Required attributes of Governance Committee members

Knowledge:

- the profession – familiarity with the profession of surveying and Spatial practice in New Zealand, and internationally, including developments affecting the surveying and Spatial practice profession and the environment in which the profession operates
- NZIS – understanding of NZIS's strategic direction, functions and activities and how governance roles contribute to the achievement of these, and particularly the operation of Council and Board
- governance – knowledge of or significant experience in corporate governance.

Technical:

- ability to clearly identify and understand what is required for the various roles, both in terms of individual competencies and the skill mix
- ability to assess candidate skills and match candidates to the requirements
- performance evaluation
- systems and process focus.

Personal:

- critical thinking – the ability to probe the facts, challenge assumptions, identify advantages or disadvantages, provide counter arguments and ensure discussions are penetrating and constructive
- integrity – high ethical standards and integrity in all personal and business dealings
- independence and objectivity – impartiality in decision-making, intellectually honest, and the ability to recognise when conflicts of interest must be disclosed
- sound judgment and judge of character
- capacity and commitment to contribute fully to the role – the energy, commitment and motivation for the time and contribution necessary to fully meet the Governance Committee's requirements and discharge its responsibilities

- teamwork – the ability to work harmoniously within a group, to recognise and value the contributions of other Governance Committee members in a diplomatic manner, and to support and accept majority committee decisions
- excellent communication – the ability to effectively articulate opinions, rationales and points clearly, logically and concisely.

Section 10: Effective governance

10.1 Performance expectations

Members of the Council, Board, Governance Committee and other committees/boards are expected to meet the requirements of this *Governance Manual* and their own obligations to the governance body to which they are elected or appointed, as well as to comply with NZIS's Code of Ethics, values and Rules. It is expected that they will discharge their duties with regard to the following:

- regular and full attendance, and active contribution at meetings;
- turnaround of decisions by circular resolution within specified timeframes;
- sufficient preparation for meetings, including familiarity with agenda material and background of issues to be raised;
- display the core Institute values particularly as specified in the Code of Ethics (including Integrity, Objectivity, Independence);
- full disclosure of conflicts of interest;
- confidentiality of deliberations and decisions;
- willingness to participate in/be subject to an individual performance assessment process on an annual basis;
- awareness of issues and developments affecting the surveying and Spatial practice profession and the environment in which the Institute operates;
- awareness of good governance principles and practice, as well as the governance framework of the Institute.

Decision-making

Effective decision-making means that:

- decisions are made at the appropriate level of the organisation
 - full information regarding the issue is provided to and assimilated by all appropriate persons
 - those responsible for decision-making have adequate analytical and decision-making skills
 - adequate time is provided for debate, and debate is effectively ordered
 - all views relating to the decision are objectively considered
 - goals are clearly identified
 - options are identified and considered
 - pros and cons are thoroughly considered
 - impacts are identified and considered
 - risks are identified and considered
 - decisions are made in a timely manner
- the results of decisions are adequately and appropriately communicated.

10.2 Advice and information

Dependence on information supplied

It is reasonable for any member of the Board, Council or Committees to rely on reports, statements, and financial data and other information prepared or supplied, and on professional or expert advice given, by any of the following:

- an employee of NZIS who is believed to be reliable and competent in relation to the matters concerned
- a professional advisor or expert in relation to matters for which their advice has been sought
- any other board or committee members in relation to matters within that board's or committee's designated authority.

Board members are encouraged to do this by ensuring that NZIS has the right people and capabilities in its management, and that there is a management culture of accountability and performance.

Information seeking protocol

Board, Council and Committee members must follow the information seeking protocol when they require specific information, which is:

- approach the Governance Secretary to request the required data
- if the information is not provided, approach the Chief Executive and then the Chair
- if the information is still not provided, notify in writing all Board members and the Chief Executive detailing the information that is required, the purpose of the information, and whom the member intends to approach in order to obtain the information.

When considering an application from a Board, Council or Committee member to access NZIS's information, it is reasonable to question the member requesting it in order to establish that the information is required for NZIS's benefit and not for personal reasons. Information obtained by a member in the course of that member's duties should be made available to all members of the Board, Council or Governance Committee.

Access to professional advice

Board, Council and Governance Committee members are expected to exercise careful and independent judgement on the matters before them. To allow members to discharge this expectation, a member may from time to time need to seek independent, expert opinion on matters before them.

Before seeking professional advice a member must inform the Board or Council or Governance Committee (as appropriate) about the nature of the opinion or information sought, the reason for the advice, the terms of reference for the advice and the estimated cost of the advice. Only the Chair of each governance body is able to seek professional advice for the Board, Council or Governance Committee. If the Chair withholds authorisation, the member has the right to seek authority from the Board, Council or Governance Committee at the next meeting of that body. The governance body as a whole must be the recipient of such advice.

10.3 Indemnity

All members of NZIS's governance bodies are fully indemnified by NZIS against all costs, expenses and liability incurred in the due conduct of duties or engagement, unless incurred as a result of a wilful or reckless act, default or neglect. The Governance Secretary will ensure that indemnity policies for Board, Council and Governance Committee members are maintained and regularly reviewed.

10.4 Operations

Frequency of meetings

The Rules require:

- Council to meet at least twice a year;
- the Board to meet as often as required but in practice the Board will meet approximately six times a year;
- Governance Committee to meet at annually or by special arrangement as required.

Meetings of the Board, Council and Governance Committee are set and aligned to NZIS's overarching annual governance calendar. The governance calendar is contained in Appendix D. The location, time and date of the meetings will be confirmed in the agenda, which will be distributed to members by the Governance Secretary prior to the meeting.

Except in the case of emergency, at least 10 days' notice of meetings must be given to members. Meetings held electronically are deemed to have been held at the location of the Chair.

Annual governance calendar

The governance calendar is set annually in advance in consultation with the President, Council and Board Chair, and distributed to all members of NZIS's governance bodies. The calendar incorporates meetings of Council, Board and all NZIS committees, as well as activities of the Office Bearers and other relevant events. It also includes the timeframe for the strategic planning and other governance processes. Identifying the sequence of meetings enables effective and timely reporting and decision-making. See Appendix D for the current calendar.

Attendance at meetings

Meetings are normally to be attended in person at the time and place appointed, but for practical reasons, the Chair may accept the presence of a member electronically and they are deemed as part of the quorum as long as the quorum can be heard by all meeting attendees. Electronic attendance is defined as attendance by telephone, video-telephone, internet or satellite link or by other similar means approved by the Chair. No attendee may leave the meeting without the approval of the Chair.

The Chief Executive and Chair of the Board attend Council meetings and have speaking rights by virtue of their office.

The President and Chief Executive attend Board meetings and have speaking rights by virtue of their office.

Convening

If any meetings additional to those in the annual governance calendar are required, these will be convened at the direction of the Chair, or in the Chair's absence, a member appointed by the Chair, or in the absence of both of them, the Chief Executive.

Papers and agendas

10 days written notice of a meeting is required. Papers and agendas for meetings will be dispatched from NZIS's offices, either electronically or in hard copy, 7 days prior to a Council meeting, Board or Governance Committee meeting.

Agenda

The agenda will be included with notice of the meeting, setting out items of business to be dealt with in the meeting. The Governance Secretary, together with the Chair and the Chief Executive, is responsible for preparing an agenda for each meeting.

The Chair of the Board, Council or Committees must ensure that meeting content will be only those issues that, according to this *Governance Manual*, clearly belong to the governance body to decide. However, any member may request items or notices of motion be added to the agenda for upcoming meetings. This request should be made in writing to the Chair and copied to the Governance Secretary.

If the Chair or President declines to include this item on the agenda, for whatever reason, normal protocol would suggest that the Chair of a meeting would note the issue raised and reasons for rejection, and accept contests on this decision if any arise. This process will be explained further in Appendix L (Standing orders and meeting protocols), which is currently under development.

Papers

The Governance Secretary, in consultation with the Chief Executive, is responsible for the preparation and circulation of Board and Council papers.

The Chair should review papers or any other information supporting each agenda item to ensure they adequately inform the debate, add to the discussion and help members reach a decision.

If a paper relates to a matter in which there is a known conflict of interest with a particular member, the relevant paper will be removed by the Governance Secretary, on the instructions of the Chair, from the set of papers sent to that member. In the case of the Chair having a conflict of interest, the Board or Council will appoint another member to make final decisions on the forwarding of papers to the Chair.

Any correspondence addressed to the Board or Council should be presented with an appropriately drafted reply prepared by management.

Minutes

Minutes of the Board, Council or Governance Committee meeting will be prepared by the Governance Secretary following each meeting. These will be submitted to the Chair for approval, and then distributed, usually within 10 days of the meeting.

Circular resolution

Some decisions for consideration will be carried out via circular resolution. In general, circular resolutions are not encouraged but it is recognised that these may be necessary occasionally. Circular resolutions will be actioned either by electronic voting or by returning (by fax or post) a hard copy form signed by the individual and recording their vote. Members are required to give their immediate attention to such requests, completing them as soon as possible – a deadline/closing date is always specified in this regard.

A simple majority is required to approve a circular resolution, and if passed the resolution comes into effect immediately after the closing date.

Quorum

In order for decisions to be valid, a quorum of members must be present at the meeting.

- The quorum of Council is 50% of the total number of Councillors.
- The quorum of the Board is four Board members, excluding ex-officio members.
- The quorum of Governance Committee is four members.

Voting

Voting is on the basis of one vote per member. No proxies are permitted. Provided there is a quorum present at a meeting, a majority of votes by members present and entitled to vote will resolve questions arising at meetings. The President, Board Chair and Governance Committee Chair does not have a casting vote.

11.5 Induction

An important aspect of ensuring that Councillors and Board and Governance Committee members discharge their responsibilities effectively is that they commence their role with sufficient information on:

- NZIS, staff, structure, activities, operating environment, and key issues facing NZIS and the wider profession
- the Council, Board or Governance Committee, its members, its workings and the type of issues that it deals with
- the duties, responsibilities and performance expectations of a Council, Board or Governance Committee member.

In order to ensure that new Council, Board and Governance Committee members receive this information, the following induction process will be carried out.

- Incoming Councillors will be invited to attend as observers at the Council meeting just prior to the AGM at which their term commences. (Note that this will not be available for appointed Councillors who are confirmed at the AGM.)
- The *Governance Manual* will be provided to new Council, Board and Governance Committee members on election or appointment.
- Existing members will liaise with incoming members to familiarise them with information about Council, Board and NZIS. (Branches will assist in arranging meetings between Councillors if required.)
- New members will be introduced to key NZIS Office Bearers/staff (as appropriate), to familiarise them with staff responsibilities, key issues and activities.
- Past agenda papers and minutes for the appropriate governance body (providing they are not confidential) may be made available at the request of the incoming member.

The Governance Secretary will be responsible for coordinating the above induction in association with President/or the Chair as appropriate, the CEO and the respective incoming members.

APPENDICES

Appendix A: Council Membership as at 4 October 2013

Role	Member	Term
President	Jeff Needham (Wgtn)	2015
Vice President	Phil Rhodes (Wgtn)	N/K
Professional stream rep: Land development	Phil Rhodes (Wgtn)	2014
Professional stream rep: Cadastral	Stefan Kiss (Tara)	2014
Professional stream rep: Positioning & Measurement	Rachelle Winefield (Wgtn)	2014
Professional stream rep: Engineering Surveying and Spatial practice	Steve Odinot (Nn)	2014
Professional stream rep: Hydrography	Bruce Walker (Ak)	2014
Professional stream rep: Spatial Information & Management	Simon Jellie (Wgtn)	2014
Division rep: Consulting Professionals	Geoff Bates (Dn)	2014
Division rep: Young Professionals	Matt Ryder (Taupo)	2014
Division rep: Tertiary	Christina Hulbe (Dn)	2014
Division rep: Women in Spatial	Rebecca Strang (Ak)	2014
Division rep: Technicians	Nil appointed to date	
At large	Mark Allen	2014
At large	Daniel Williams	2014
Appointee	Nil appointed to date	

Governance Committee Membership as at [Date]

Role	Member	Term
President		
Chair of the Board		
Member		

Appendix B: NZIS Board Membership as at December 2013

Office Bearers ex-officio:

Role	Member	Term
Chair	Andrew Stirling	3 years
President	Jeff Needham	2 years
Councillor	Daniel Williams	2 years
Councillor	Mark Allan	1 year
Professional Stream expert	Simon Jellie	1 year
Division expert	Andrew Stirling	3 years
Independent	Lynda James	3 years
Independent	Bruce Anderson	2 years

Appendix C: Permanent Bodies – Membership as at [Date]

Committees

Ethics and Standards Committee

Members	Term
Ralph Jorgenson (Chair)	Not stipulated
Graham Wigley	Not stipulated
Bruce Manners	Not stipulated
Mime Morris	Not stipulated

Enquiry Panel

Members	Term

Finance, Risk & Audit Committee

Members	Term
Jeff Needham (Chair)	2014
Graham Wigley (Independent)	2014
Lynda James	2014
Andrew Stirling	2014

Remuneration and CEO Committee

Members	Term
Jeff Needham (Chair)	2014
Lynda James	2014
Andrew Stirling	2014

Appendix D: Council & Board Workplans & Governance Calendar

DRAFT BOARD WORK PLAN FOR 2014/15

Board meeting date	Essential Topics
22 nd August	Strategic Plan; Business Plan; NZIS Conference; Governance Manual
29 th October	Strategic Plan
2015	TBC

Appendix E: Policies, guidelines and procedures applicable to NZIS governance bodies

Conflicts of interest

The general principle is that a member of a governance body must not allow personal interests or the interests of an associated person to conflict with the interests of NZIS. In other words, a member of a governance body must not take improper advantage of their position, including use of privileged information, to gain (directly or indirectly) a personal advantage or an advantage for any associated person, which might cause detriment to NZIS.

The personal interests of members of governance bodies and those of an associated person must not be allowed to prevail over those of NZIS's members generally. A member of a governance body should seek to avoid conflicts of interest whenever possible. Full disclosure of any conflict or potential conflict must be made to NZIS.

If a conflict does arise, a member of a governance body must consider whether to:

- refrain from participating in the debate and voting on the matter
- be absent from discussion of the matter
- arrange that the relevant papers are not sent
- (in an extreme case) resign from the Council, Board or committee.

Hospitality and gifts

While NZIS recognises the need from time to time to give or accept customary business courtesies in accordance with ethical business practices, members of governance bodies will not solicit such courtesies and will not accept gifts, services, benefits or hospitality that might influence, or appear to influence, their conduct in representing NZIS.

Professional integrity

Members of a governance body should recognise that their position is particularly sensitive. They must be prepared, if necessary, to express constructive disagreement with colleagues including the Council, Board or Chief Executive. However, in the absence of a need to express disagreement, a member of a governance body should be prepared to implement the decisions of that body and the instructions of the Chief Executive, Board or Council.

If there is any doubt whether a proposed course of action is inconsistent with a member of a governance body's fiduciary duties, then the course of action should not be supported. Independent advice should be sought as soon as possible to clarify the issue.

When a member of Council, Board or Governance Committee feels so strongly as to be unable to acquiesce in a decision of that body, some or all of the following steps should be considered:

- making the extent of the dissent and its possible consequences clear to the body as a means of seeking to influence the decision
- asking for additional professional advice

- asking that the decision be postponed to allow time for further consideration and informal discussion
- tabling a statement of dissent and asking that it be minuted
- writing to the Chair, or all members of the Committee and asking that the letter be filed with the minutes
- if necessary, resigning, and considering advising the appropriate regulator.

Confidentiality

It is expected that members of a governance body will respect the confidentiality of NZIS matters, including agendas and attachments, and will not disclose this information to other parties or members without the appropriate permission.

At each meeting the Chair will review the matters covered in the meeting and agree the level of confidentiality required for matters and the levels of information that can be released and to whom.

Collective responsibility

Members of a governance body have collective responsibility for decision-making, which means:

- contributing to decisions on strategy and topical issues which arise at meetings
- providing constructive input into debate and decision-making at meetings
- contributing to decision-making via circular resolution when required.

The principle of collective responsibility is a requirement for members of governance bodies. This means that although they might bring viewpoints to a meeting, decisions must be made on behalf of NZIS as a whole.

Once a decision has been made, members of the governance body will present a uniform view outside the Council, Board or Committee and must support the actions of NZIS.

If a member of any governance body believes they are unable to support a decision made by that body, they must immediately advise the Chair and agree to either:

- resolve the matter with the Chair in order to be able to then support it, or
- resign.

Media policy

In order to ensure that NZIS is represented consistently and correctly it is necessary to ensure there are clear guidelines on who has the authority to speak or appear on NZIS's behalf.

The material produced must represent the views of NZIS rather than those of the individual(s) submitting the information. This necessarily applies to both members and staff of NZIS, and extends to others working with or associated with NZIS. Examples of situations where an individual may wish to represent NZIS include, but are not limited to, media comment, meetings and conferences, whether locally, nationally or internationally, verbal or written.

Key elements of the policy are summarised as follows.

- The Chief Executive is responsible for representing the views of NZIS and no individual or group is permitted do this without prior approval under the terms of this policy.
- The Chief Executive is the primary spokesperson for NZIS.
- The roles and responsibilities of the President and Vice Presidents as spokespersons for NZIS will be agreed each year in consultation with the Office Bearers.
- The Chief Executive will determine a list of those people authorised to speak to the media on behalf of NZIS in relation to specific issues.
- Only authorised media spokespersons are permitted to make comment to the media or issue media releases.
- Authorised media spokespersons are encouraged to make themselves available to the media.
- The Chief Executive retains the right to amend or withdraw the authority to act as a media spokesperson at their discretion.
- Any other NZIS staff member who is approached by the media, during or outside of work hours, should refer them promptly and without any informal or “off the record” comments to the appropriate authorised spokesperson or to the Communications Manager.
- All formal media releases must be reviewed by the Communications Manager – and then approved by the Chief Executive before being submitted to the news media.

Appendix F: Fiduciary responsibilities

Persons appointed to a governance body in NZIS must be aware of their fundamental duties with regard to their fiduciary responsibilities. The fiduciary principle is:

One who having been entrusted with powers for another's benefit is under a general equitable obligation when dealing with those powers to act honestly in what they consider to be in the other's interests.

The principle is founded on the following values:

- **“fides”**, meaning trust, faith, belief, truth, confidence
- **independence**, meaning probity, honesty, diligence
- **duty** and **responsibility**, meaning:
 - the duty of **good faith**
 - the duty of **care**
 - the duty of **skill**
 - the duty of **diligence**.

In testing their adherence to these values, those in governance roles must continually ask themselves the following questions.

- Is there a conflict? (*good faith*)
- Is this a rational business decision based on all the facts? (*care, skill and diligence*)
- Is the decision in the best interests of the organisation? (*good faith, care and skill*)
- Is the communication to stakeholders transparent? (*good faith, care and skill*)
- Is the organisation acting in a socially responsible manner? (*care, skill and diligence*)
- Am I acting as a good steward of the organisation's assets? (*care, skill and diligence*)
- Would the governance forum be embarrassed if its decision and the process employed in arriving at the decision appeared on the front page of the national newspaper? (*the “Sunday morning paper test”, care*)

Appendix G: Principles for governance

The principles below have been developed by the New Zealand Securities Commission and have been recognised by a wide range of organisations as helpful. They are included here to assist organisations in their governance practices, not to be prescriptive.

- Board members should observe and foster high ethical standards.
- There should be a balance of independence, skills, knowledge, experience and perspectives among Board members so that the board works effectively.
- The Board should use committees where this would enhance its effectiveness in key areas while retaining board responsibility.
- The Board should demand integrity both in financial reporting and in the timeliness and balance of disclosures on entity affairs.
- The reimbursements to Board members should be transparent, fair and reasonable.
- The Board should regularly verify that the entity has appropriate processes that identify and manage potential and relevant risks.
- The Board should ensure the quality and independence of the external audit process.
- The Board should foster constructive relationships with stakeholders that encourage them to engage with the entity.
- The Board should respect the interests of stakeholders within the context of the entity's ownership type and its fundamental purpose.

Appendix H: Delegations of authority

Financial delegations to Directors and Managers



NZIS DELEGATED AUTHORITIES POLICY

Authority	Authority to order items outside approved NZISSS Budget, including Capital Expenditure Budget	Authority to incur NZISSS related debt or expenses.	Authority to enter into MOU's.	Authority to enter into contracts and new commercial agreements.	Authority to enter into correspondence (provided within budget constraints).	Auth to appoint.	Authority to agree employment conditions and approve salary increases.	Authority to approve performance payments (within Individual Employment Agreements)	Authority to terminate employment.
Council	Yes. Must be noted in the Annual Report.	Not to exceed \$1,000 in any month.	President or delegate	No	President or delegate	As per constitution	No	No	No
Board	Yes. Must be noted in the Annual Report.	Not to exceed \$1,000 in any month.	Chair or delegate (operational)	Chair or delegate (operational MOU's only)	Yes as per their position TOR (i.e. chair of the Audit Committee)	Yes.	Yes	Yes	Yes
CEO	10% above budget for all budget line items.	Not to exceed \$10,000 of budgeted expenses in any month.	No	Yes up to \$10,000, anything higher must be counter signed by Chair	Yes	Yes – as per approved EFT level	Yes – after approval from Board	Yes – after approval from Board	Yes (in all such cases the Chair must be informed prior to any action)
Office Manager	None, except up to \$1,000 for emergencies (CEO must be advised)	Not to exceed \$10,000 of budgeted expenses in any month.	No	No, except for office contracts.	Yes	No.	No, except for casual employees with approval of the CEO.	No, except for casual employees with approval of the CEO	No (except with approval of the CEO with regard to casual employees)
Support Manager	None, except with CEO approval or in emergencies (CEO must be advised)	Not to exceed \$10,000 of budgeted expenses in any month.	No	No	Yes.	No	No, except for casual employees with approval of the CEO.	No, except for casual employees with approval of the CEO	No (except with approval of the CEO with regard to casual employees)
Comms Manager	None, except with CEO approval or in emergencies (CEO must be advised)	Not to exceed \$5,000 of budgeted expenses in any month.	No	No	Yes.	No	No, except for casual employees with approval of the CEO.	No, except for casual employees with approval of the CEO	No (except with approval of the CEO with regard to casual employees)

Bank Authority (2 signatures required)	Authority to sign cheques and direct credit payments on behalf of NZISSS
Approved Signatories	Number
Council and selected members	Three as approved by Council. Only two will retain electronic authorities but all will be signatories. For all external payments an approved member of staff must also countersign.
Board	All six (7) – the usual order is for the Chair and Deputy Chair to sign but in extraordinary circumstances we should retain an ability for all directors to be signatories, if required. For all external payments an approved member of staff must also countersign.
CEO	Yes, for internal transfer (NZISSS accounts only). For all payments second signatory must be Board/Council member.
Support Manager	Yes, for internal transfer (NZISSS accounts only). For all payments second signatory must be Board/Council member.
Office and Comms Manager	No.

Operation	Special Conditions
1 st Signatory	CEO, Support Manager, Council 3 or any Board Signatory CEO and Support Manager may not sign together for any external transaction without permission of the Audit Committee Chair. The Office Manager is not a cheque signatory. All electronic payments must be approved by one member of Council and the Support Manager (to evolve to the CEO).
2 nd Signatory	CEO, Support Manager, Council 3 or any Board Signatory As above. This expansion of authorities should include impromptu checks from the A & R Committee and the development of a Fraud Risk Policy.
3 Payment Schedules	The Office Manager may set up Internet Payments, with CEO to sign off (electronic approval currently rests with the Support Manager) along with the Audit Committee representative. A schedule of all payments each month to be supplied to the NZISSS Audit Committee along with other documents as requested.

Variation reporting	Special Conditions
CEO	Variations to budget will occur. Where the variation is greater than \$500 or 10% plus or minus budget the explanation must be reported. Where a non-budgeted expense has been approved it must be added to the variation report. Other items of note that are known or likely to be occurring that may impact on our loss/surplus beyond the 10% threshold should also be reported.

Policy created: December 2012
 Current as at: February 2014
 Next update: February 2015}

Appendix I: Councillor Competencies

Introduction

NZIS annually holds elections for positions on its Council that have become available due to the retirement or resignation of existing Councillors.

Thirteen Councillors are elected by members and up to eight further individuals may be appointed by Council (on recommendation from the Governance Committee) to balance sector, demographic and skills factors.

Required competencies for individual Elected Councillors will be the same as those for individual Appointed Councillors, albeit that the Appointed Councillors are not elected as “attached” to a particular branch. They will however have a branch connection by virtue of their own NZIS membership and location.

Consideration of the overall mix on Council will be taken into consideration by the Governance Committee in the process of recommending the Appointed Councillors to Council.

Role and functions of Council is stated in the NZIS rules.

Responsibilities of individual Councillors

Councillors will continue to have a dual role. This encompasses decision-making as well as member representation.

Decision-making

- Contribute to decisions on matters of strategy, planning and other issues which arise at Council.
- Provide constructive input into debate and decision-making at Council.
- Contribute to decision-making via circular resolution where required.

Representation

- Be aware of issues facing and affecting the membership.
- Communicate key messages to the membership.
- Identify member issues and concerns within their particular constituency(ies), remembering that Councillors are a direct channel for member communication to Council.
- Communicate member opinion on key issues at decision-making forums.

Representation functions should support decision-making processes by ensuring that individual decision-makers are informed, through objectively canvassing and communicating member opinion on issues and ensuring that this information is taken into consideration in decision-making processes. It is key, therefore, that member views on pertinent issues are identified and communicated to appropriate forums within NZIS.

Competencies and attributes of individual Councillors

- full NZIS membership (not independents)
- awareness of good governance principles and practice, as well as the governance framework of NZIS
- sound business judgement and up-to-date awareness of business management practices
- effective debate and decision-making skills
- strategic thinking – strategy development skills and the awareness of and commitment to NZIS’s strategic objectives
- ability to take a balanced view of issues, considering the interests of members/the profession/the public
- awareness of the diversity of NZIS’s membership, as well as the ability to understand/identify the impact of policies and actions on members
- the ability to work effectively within a team, maintain effective relationships with key stakeholders and also to show leadership
- communication – ability to identify member issues and communicate these, both to Council debate and to branches and the wider membership
- display of core NZIS values particularly as specified in the Code of Ethics (including Integrity, Objectivity, Independence)
- the ability to recognise when conflicts of interest must be disclosed
- awareness of issues and developments affecting the surveying and Spatial practice profession and the environment in which NZIS operates
- willingness to participate in/be subject to an individual Councillor performance assessment process on an annual basis
- awareness of the functions and policies of NZIS, branches and major committees, including the legal framework that NZIS operates within. *Note: it is considered that this knowledge would be useful to have prior to commencing the role as Councillor but is not seen as a requirement. It could be covered in a Councillor induction process and also through reports/discussions at Council.*

Performance Expectations

It is expected that Councillors will discharge their duties and responsibilities with regard to the following:

- commitment to the role regular and full attendance at Council meetings
- regular attendance at branch meetings and other branch events as required (where practical)
- sufficient preparation for Council meetings, including familiarity with agenda material and backgrounds of issues to be raised
- regular contribution at Council meetings

- objective communication of constituency viewpoints at Council meetings in relation to issues raised
- turnaround of decisions by circular resolution within specified timeframes
- ability to build and maintain effective relationships with other Councillors, staff, branch members, streams, SIGS, Divisions and other stakeholders
- confidentiality where required
- collective responsibility – whereby Councillors are active in bringing constituent or sector views to the table in Council debate, the decision is made on behalf of NZIS as a whole, and once a decision is made, the Council decision is supported by all Councillors.

Council will evaluate its own performance annually. This may include self and peer evaluation by Councillors.

- 4.10 [Travel Policy – Taxi Use](#)
- 4.11 [Investment and Funding](#)
- 4.12 [Authority to commit expenditure](#)
- 4.13 [Reward Principles](#)
- 7. [Health and Safety](#)**
 - 7.1 [Provision of a safe environment](#)
 - 7.3 [Emergency Procedures](#)
- 8. [Info, Comms and Technology \(ICT\)](#)**
 - 8.1 [User Behaviour](#)
 - 8.2 [Technology Refresh Policy](#)
 - 8.3 [Standard Operating Environment](#)
 - 8.4 [Access to Information](#)
 - 8.5 [Mobile Workforce](#)
- 9. [Communication](#)**
 - 9.1 [General communication standards](#)
 - 9.2 [Media](#)
 - 9.3 [Sponsorships and endorsements](#)
- 10. [Privacy](#)**
 - [Contractor’s Acknowledgement Form](#)
 - [Confidentiality Agree for users of NZIS Databases](#)
 - [Authority to commit expenditure](#)
 - [Conflicts of Interest](#)
 - [Awards Conferment Policy](#)

<i>Council</i>	<i>Board</i>	<i>Staff</i>
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<i>Council</i>	<i>Board</i>	<i>Staff</i>
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<i>Council</i>	<i>Board</i>	<i>Staff</i>
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<i>Council</i>	<i>Board</i>	<i>Staff</i>
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