New Zealand Institute of Surveyors

Trading As

Survey and Spatial New Zealand

Tātai Whenua

Governance Manual

for
Council, Board,
Governance Committee, and CEO

May 2022
Version 1.0

Contents

Version History

Date	Version	Author	Comments
2021	0.1 – 0.7	R.Fone	Revision development, incl. A.Clouston feedback
6-12-2021	0.8	R.Fone	To Council for review
15-1-2022	0.8A	R.Fone	Awaiting feedback. Embedded low-level changes leaving only key changes / questions for review
21-2-2022	0.8B	R. Fone	Further content changes following discussions, also feedback from Bruce R. (see yellow highlighted text)
26/04/2022	0.9	R.Fone	All highlighting removed, added clarifying text to Section 3.9 - CSNZ
20/05/202	1.0	R.Fone	Removed reference to CSNZ per Council request - removed "Draft", added some useful hyperlinks. FINAL version

Purpose and Use of this manual

This manual describes for members of the various governance bodies of the New Zealand Institute of Surveyors, trading as Survey and Spatial New Zealand (S+SNZ), their roles, expectations and the various governance processes and policies that apply to the achievement of their roles.   The document is located in the National Office DRMS (Document and Records Management System).

It also provides an overview of S+SNZ and the environment in which we operate, to further assist in effective governance.

The content in this manual is subject to the _Rules of the New Zealand Institute of Surveyors_ ("the Rules"), The Rules contains the principles under which S+SNZ as an organisation will be governed and will operate, and as such, can be viewed as the organisation's 'constitution'. As such, nothing in this manual can conflict with that principle foundational document, and interpretation and use of information is subject to verification against the Rules at any time.

Note that in the best and pragmatic interests of the S+SNZ organisation at a given time, there could be practices within S+SNZ governance and management that are not strictly aligned to the Rules as stated (e.g. Five-Year Plan development). These may require the Rules to be reviewed at some stage to align to new requirements.

Document Structure, Terminology & Diagrams

In this version of the Manual, extensive copy of Rules content has been minimised to reduce the likelihood of inconsistency. Instead, references to applicable sections of the Rules are made throughout the document.

To aid in the natural flow of the text and overall readability, "the organisation" is often used where it's clear that the term refers to S+SNZ.

Diagrams have now been reconstructed outside of this document using PowerPoint, Visio, etc. and imported as single objects. This facilitates the diagrams & objects being maintained as separate supporting _source_ files for both this manual and other documents. This reduces formatting complexity, and enables the manual to be updated more readily.

Document control

This manual must be kept current to reflect amendments and developments in governance policies and procedures, and to remain consistent with any changes that might take place to the Rules, either in content or formatting (which could alter paragraph numbering). There is a risk to be continually managed that this Manual does not reflect changes to the Rules, changes to S+SNZ vision and strategy, or other such governance-related changes.

The Governance Secretary is responsible for ensuring that this Manual is reviewed and updated regularly with appropriate consultation, and that all members of S+SNZ governance entities are provided with the latest version of the manual, or access to it. The Council is responsible for approving substantive changes of this manual (e.g. strategic direction and governance related matters), while the Board will approve administrative and other minor amendments.

PART A: OVERVIEW OF SURVEY AND SPATIAL NZ

Section 1: The Organisation

1.1   Statutory authority

The New Zealand Institute of Surveyors 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, trading as Survey and Spatial New Zealand, established to monitor and maintain the professional and ethical conduct of surveyors and spatial practitioners in New Zealand.

1.2   Rules of S+SNZ

S+SNZ's Rules document is located on the S+SNZ website: " *Rules of New Zealand Institute of Surveyors Amended - 15 November 2018* " in the *Governance / Constitution* section at *https://www.surveyspatialnz.org/members/governance*. (Clicking on the entry will download a PDF copy.)

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

The Rules *Section 5 – Powers* and other sections define the Council's ability to set policy and take other actions relating to:

- membership and partner admissions, entitlements, restrictions & benefits
- make, alter, rescind and enforce policies, rules, penalties or similar to effect the Objects
- determine, implement and enforce disciplinary outcomes
- delegate powers of S+SNZ
- Member Benefits and Obligations
- Certification Policy and Register
- Special Interest Group terms
- Remuneration, Code of Conduct, and other policies

However, refer to the Rules for the definitive description of the Council's powers. The process for amending the organisation's rules is described in the Rules *Section 20 – Alteration to Rules*.

1.3   Objects

The Objects of S+SNZ are prescribed in the Rules *Section 4 – Objects*, and provide the organisation with full powers, jurisdiction and authority to carry out its objects, as per Rules Section 5 – Powers. Refer to that section for a non-exhaustive listing of powers involved..

1.4   S+SNZ Policy and Quality Management

Quality Management

To assist in maintaining the integrity and professionalism of S+SNZ and its Members, the organisation has a *Quality Management System* in place. QMS is essentially an organisational discipline consisting of effective governance and operational management maintained polices and processes including the Rules and this Manual, interacting cohesively, and documented via centralised information management.

The National Office maintains a centralised document and information management repository (integral to QMS), in which all S+SNZ policy artefacts are located.

Policy Management

The Governance Secretary needs to ensure that policies are reviewed regularly and kept current and relevant. Some policies are owned by the Board, while governance-related policies are owned by the Council.

The S+SNZ *Quality Management Policy* describes QMS, and identifies all S+SNZ policies, with a link to each.

1.5   Professional Conduct

The integrity of S+SNZ, and consequent value to the NZ community is reliant on the professional conduct of Members, employees, and any other parties representing S+SNZ in any capacity.

In the Rules *Section 6 – Members*, membership obligations are defined, including the need for members to conduct themselves in an ethical and professional manner and comply with the Rules. Essentially, members are required to comply these Rules, any requirements arising from them, and with any *code of conduct* or other policy or process adopted by the organisation.

The S+SNZ Strategic Plan presents the organisation's Vision and Mission, Values, Aims, and Key Objectives. All governance members in both the Council and Board, and all employees, both permanent and contracted, need to familiarise themselves with, and adhere to, these drivers in the Strategic Plan.

S+SNZ has a *Code of Conduct Policy* 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 relevant parties - Members, associates, employees. In particular, 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 may expose a member to disciplinary action via the Ethics Committee.

The *Code of Conduct* may be found on S+SNZ's website at
https://www.surveyspatialnz.org/members/governance/code_of_conduct_for_members

1.6   Emergency Management

The Council has an Emergency Response Plan that specifies a group of S+SNZ members who will be available to help respond in a national emergency. See the link below for more information.
https://www.surveyspatialnz.org/members/governance/disaster_response_and_recovery

 (See also *Section 3.6 - Permanent Bodies*)

Section 2: Strategy and Direction

The diagram below, (updated in November 2021), presents the Mission, Vision, Values, and Strategic Aims for S+SNZ, as sourced from the *2021-2026 Strategic Plan*, located on the S+SNZ website at:

https://www.surveyspatialnz.org/members/governance

Survey and Spatial New Zealand – Strategic Setting

Mission
We provide a home which supports, develops and connects our diverse survey and spatial membership.

Values
Integrity and Ethical behaviour;   Environmental Sustainability;   Community;   Respect for the profession.

Vision
We are a globally respected organisation that sustains innovation and excellence for the benefit of our communities.

S+SNZ AIMS 2021 - 2026

1. Lead and Advocate for the Profession
2. Uphold Professional Standards
3. Promote Training, Education and Certification
4. Enhance Recognition and Understanding of Our Role
5. Growing Our Sector
6. Ensure a Sustainable S+SNZ
7. Recognise Professional Excellence
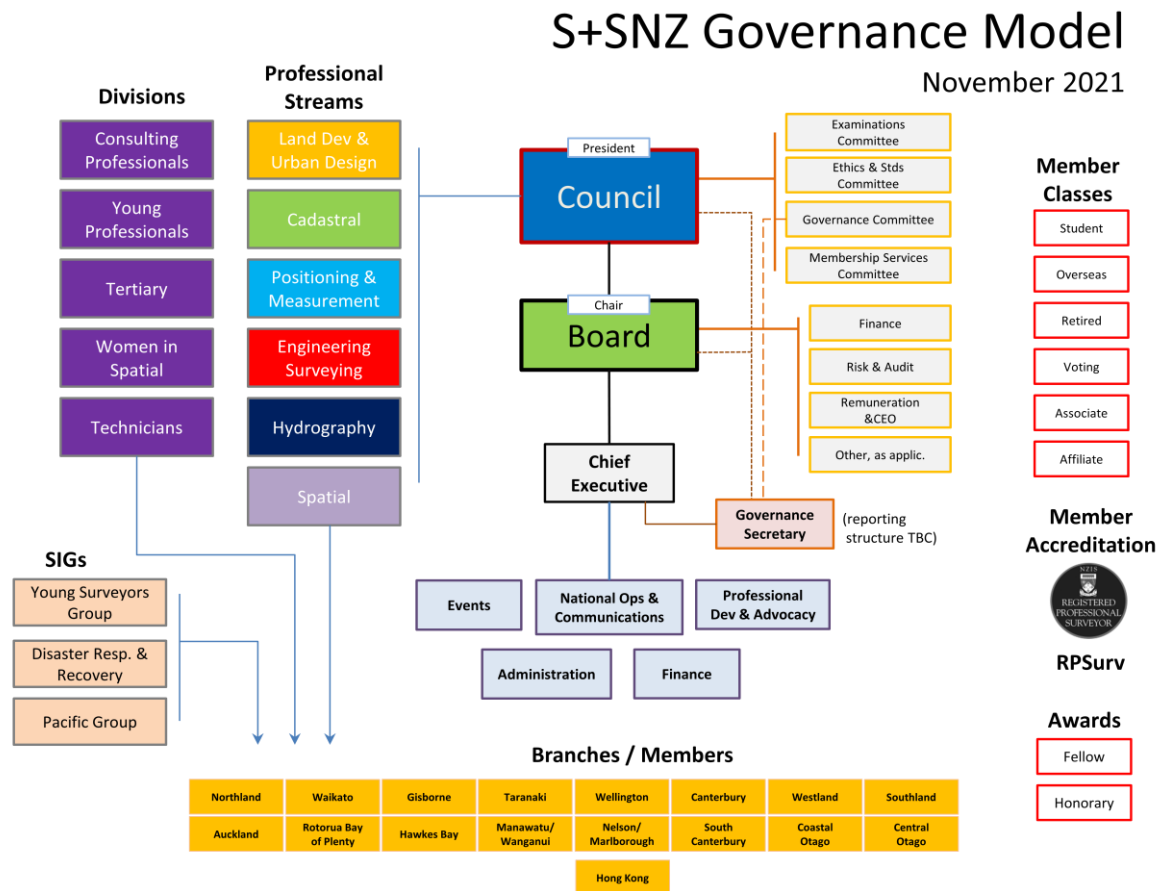8. Reflect and Support the Issues Facing Our Community

Filename: S+SNZ Strategic Setting Diagram.pptx V2   (March 2021: Reconstructed in Powerpoint, Nov2021: Updated from the 21-26 Strategic Plan- R.Fone)

Section 3: Structure of S+SNZ

3.1   Governance structure - Overview

S+SNZ Governance Model
November 2021

Divisions
- Consulting Professionals
- Young Professionals
- Tertiary
- Women in Spatial
- Technicians

Professional Streams
- Land Dev & Urban Design
- Cadastral
- Positioning & Measurement
- Engineering Surveying
- Hydrography
- Spatial

SIGs
- Young Surveyors Group
- Disaster Resp. & Recovery
- Pacific Group

President
Council

Chair
Board

Chief Executive

- Examinations Committee
- Ethics & Stds Committee
- Governance Committee
- Membership Services Committee
- Finance
- Risk & Audit
- Remuneration &CEO
- Other, as applic.

Governance Secretary   (reporting structure TBC)

- Events
- National Ops & Communications
- Professional Dev & Advocacy
- Administration
- Finance

Member Classes
- Student
- Overseas
- Retired
- Voting
- Associate
- Affiliate

Member Accreditation

RPSurv

Awards
- Fellow
- Honorary

Branches / Members

Northland	Waikato	Gisborne	Taranaki	Wellington	Canterbury	Westland	Southland
Auckland	Rotorua Bay of Plenty	Hawkes Bay	Manawatu/ Wanganui	Nelson/ Marlborough	South Canterbury	Coastal Otago	Central Otago
				Hong Kong			

File: S+SNZ Governance Model Diagram V2.2 Recreated from original using MS Powerpoint then updated following feedback Nov2021 - R. Fone

A brief overview of each of these bodies is provided below, including references to the Rules. More detail on Council, Board and Governance Committee is contained in Parts B, C and D of this manual.

3.2   Council (see Part B for detail)

The constitution and role of the Council is defined in the Rules *Section 11 – Council*. The Council is the ultimate source of authority in S+SNZ, with responsibility for the direction of S+SNZ's affairs as vested in it by the members. The Council appoints the Board to govern S+SNZ operations. Within its mandate as defined in the Rules, the Council's role is:

- represent members' interests,
- set the long-term strategic direction and governance-related policies for the organisation,
- 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.

Letter of Expectation

The Council presents an annual *Letter of Expectation* (LOE) to the Board describing the broad expectations of members, priorities, and required direction for the organisation, at that point in time. The Board uses the LOE as input to the five-year strategy and planning that it develops for the organisation, and which the Council receives.

(**Note** that the 5-year Strategic Plan may in practical reality be a joint production between Council and Board, despite Rule 11.5(i) and (j))

The LOE can be viewed at: *https://www.surveyspatialnz.org/members/governance*

3.3   Governance Committee

A Governance Committee is required by the Rules per *Section 11: Committees* and is appointed by Council to ensure that there is sufficient talent available for governance roles within the organisation. 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 the organisation's governance
- facilitate the performance evaluation of Council and Board
- advise Council on remuneration matters for those holding governance roles within the organisation.

The Council determines the composition and operational parameters of the Governance Committee (as for all other Council committees). The current Governance Committee has up to six members, which may include one or more independents. Meetings are held as required. Refer to *Section 8* in this manual for more details.

3.4   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 organisation. 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 role and constitution of the Board is defined in the Rules *Section 12 – Board*.

3.5   S+SNZ Branches

S+SNZ Branches are defined in the Rules *Section 15 – Branches*. S+SNZ has 16 branches throughout New Zealand and one overseas branch.

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
Overseas	Hong Kong

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

The Council and Board committees are established as required by the Rules or to handle situations that arise - enabling specialist expertise to deal with particular issues and provide representation/engagement with members.

Committees of Council are established by the Council per the Rules *Section 11 – Council* and as needed, and each requires a set of Terms of Reference prescribed by the Council to govern its purpose.

Committees of the Board are established as required per Rule *12.12*, and must include *Finance*, *Risk and Audit*, and *Remuneration and CEO*.

Council Committees
Current Council Committees 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 (sub-committee – 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 the organisation. It is established by Council when required by the Ethics and Standards Committee.

Emergency Response
This Council subcommittee consists of two members of Council with responsibility for, and assigned representation on, an *Emergency Response Group* drawn from the wider S+SNZ membership. These two members must reside in geographically separated regions to ensure that at least one councillor will be available in an emergency event (such as an earthquake).

See also Page 8 of the Emergency Response Plan regarding roles and responsibilities of members of the Emergency Response Group. The document can be downloaded from:

https://www.surveyspatialnz.org/Attachment?Action=Download&Attachment_id=6701

See also *Section 1.6 - Emergency Management.*

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* of this Manual for more information.

Board Committees
Each Board committee requires a policy prescribed by the Board per
Rules *Section 12 – Board.* The Committees of the Board are as follows:

Finance
This committee approves the financial statements of the organisation for approval by the Board

Risk and Audit Committee
This Committee facilitates the audit and monitors risk

Remuneration and CEO Committee
This Committee sets and reviews the CEO remuneration, approves remuneration policies for the organisation and approves movement in staff salaries.

3.7   Professional Streams
Streams are defined in the Rules *Section 8 – Streams.* This includes membership, leadership, structure, voting rights, and meeting requirements. There are six professional steams established to date within S+SNZ. Professional streams will organise professional development events, and be the source of knowledge on that specialisation for the organisation 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	• Urban Design • Land Development Engineering • Land planning • Contract Administration	• Land Investigation • Development Economics • Project Management • Spatial Planning
Cadastral	• Cadastral Surveying and Spatial practice • Land law	• Land tenure • Land Administration • Land information systems

Positioning & Measurement	• Geodesy • GNSS	• Laser Scanning
Engineering Surveying	• Engineering surveying • Mining surveying	• Positioning and measurement • Monitoring structures
Hydrography	• Hydrography • Marine construction	• Marine exploration
Spatial	• Geographic Information Systems • Cartography	• Spatial Analysis • Remote Sensing • Photogrammetry • Spatial Data Infrastructure

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 organisation
- Liaise with tertiary institutions
- Provide leadership for Branch related stream support
- Update the Terms of Reference for each individual stream

Leadership of Professional Streams

Stream leadership, including the role of Councillors is defined in the Rules *Section 8 – Streams / Leadership*, and */Councillors*.

- 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

3.8 Divisions

Divisions are defined in the Rules *Section 9 – Divisions*. This includes purpose, categories, the role, leadership, structure, voting rights, and meeting requirements. 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 organisation on the interests of their division and network. They promote the interests of the organisation and its members. Divisions also provide advocacy on behalf of the organisation 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 organisation on divisional interests
- Represent the organisation within these divisions to promote the interests of the organisation and members
- Advocate on behalf of the organisation on matters of public interest
- Provide networking opportunities

3.9   Advisory Groups
Advisory Groups are established as required to inform the Council on specific matters or aspects of the profession. These are transient in nature and as such, do not appear on the structural diagram in *Section 3.1*.

3.10   Special Interest Groups
Special Interest Groups are defined in the Rules *Section 10 – Special Interest Groups* and report to the Council. SIGs are usually aligned to Professional Streams and consist of volunteer members with an interest in a specific area.

Though not specified in the Rules, SIGs may have the following attributes, as determined by the Council:

- Have a common charter guiding their operations
- Are typically not funded, but S+SNZ may from time to time provide a grant to stimulate development or prevent failure of a SIG
- If charging members for outcomes, SIGs must provide a set of cash accounts to ensure appropriate handling of monies.
- The SIGs within S+SNZ change as the requirements dictate at the time.

3.11   Governance Secretary
The Governance Secretary assists both the Board and the Council in maintaining accuracy, relevancy, and currency in S+SNZ governance artefacts (e.g. this Manual), policies and processes.   This role is described further in *Section 10.2* in this manual.

3.12   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 organisation. 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 within the organisation is to:

- Lead the organisation with management
- Develop the Annual Business Plan and Budget for approval
- Attend all Council and Board meetings and report on strategy issues, operations and performance against strategic objectives

- Manage the organisation 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 organisation's goals
- Speak on behalf of the organisation
- Preserve and protect the reputation of the organisation

It is expected that the Chief Executive will:

- Act in the best interests of the organisation 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 organisation and of members.
- Achieve the approved annual business plan and budget.
- Ensure the organisation acts for the public good.
- Manage staff.
- Ensure there are no surprises for the Board

3.13   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 Advocacy

3.14   Governance Accountability Framework

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

Governance Accountability Framework

Approves

Council

Develops

Council (Board input)

| Values |
| Vision |
| Mission |
| Governance Principles |

Letter of Expectation

Receives from Board

Board
(Per 2018 change to the Rules: Board responsible for 5-yr plan)

5-Year Strategic Plan
- Five Year plan
- Fiscal forecasts

Board (CEO input)

Board

Annual Plan and Budget
- Deliverables
- Budget forecast

CEO (N.O. input)

Reporting to Board

CEO
(Board monitors)

Implementation / KPIs

KPIs: CEO + Staff

Filename: Governance Accountability Framework V2.pptx
(Converted to Powerpoint March 2021 & updated to reflect Rule changes, further clarification Nov 2021 – R.Fone.

Governance Accountability Framework (Matrix)							
	Values	Vision	Mission	Letter of Expectation	Five Year Plan	Annual plan and Budget	Implement - ation / KPIs
Council	Contribute & Approve	Contribute & Approve	Contribute & Approve	Develops and provides	Receives	Informed	Informed
Board	Contribute	Contribute	Contribute	Receives	Develop (and approve)	Approve	Monitor & authorise
Chief Executive	Contribute	Contribute	Contribute	n/a	Contribute	Develop	Develop
Managers	Contribute & manage process	Contribute & manage process	Contribute & manage process	n/a	Contribute & manage process	Contribute & manage process	Deliver

PART B: COUNCIL

Advisory:
Council composition, role, responsibilities, and operation are defined in the Rules *Section 11 – Council*. That is the primary authority and source of information for this **Part B** of the Manual. As such, any interpretation or use of the content here is subject to that section of the Rules.

Section 4: Role and functions of Council

4.1   Council
Responsibility for the direction of the organisation's affairs is vested in the Council. The Council is responsible for the good and proper governance of the organisation.

4.2   Role of Council
The role of the Council is as specified in the Rules *Section 11 – Council / Role of the Council*

Strategic planning function
The 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 Council provides a *Letter of Expectation* (LoE) to the Board setting priorities and direction, and outlining the broad priorities of members.

Using the LoE as input the Board develops the *Five-Year Strategic Plan* with consultation from stakeholders and management, and presents it to the Council. The Council receives this and confirms consistency with its LoE. The Board provides regular reports to the Council on progress in achieving the Strategy.

(Note that in practical terms and notwithstanding the relevant Rules, the Council and CEO may have considerable involvement in the development of the 5-year plan.)

All strategic and planning documents must adhere to the governance principles outlined above the 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.

Governance Policies

The Council is responsible for - owns - those organisational policies relating to governance, such as the Code of Conduct. Development of such policies may include input from the Board and CEO, and construction of the artefacts could involve assistance from National Office personnel (and from the Governance Secretary role).

Input to topical policy issues

The Council will discuss and debate strategic and topical issues facing S+SNZ 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 S+SNZ 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 S+SNZ.

Representation of members' interests

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

- being aware of issues facing and affecting the membership, the organisation 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 are advised of member matters.

In making decisions on behalf of the membership, the Council balances many factors, including public interest, member interests, strategic objectives and financial imperatives. Member opinion feeds into this process. The 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 the 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 the organisation and the Board.

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

- Being aware of issues facing and affecting the membership, the organisation and wider profession, both nationally and internationally:
  - attending all Council meetings, and any meetings of any other S+SNZ 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 S+SNZ 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 the organisation, 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

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).

The Council invariably makes these appointments at the national conference each year (and noting that this not a Rules requirement).

Conferment of Life Memberships and Fellowships

The pinnacle award of S+SNZ is of Fellowship of S+SNZ which is conferred by the organisation upon individuals who:

- have rendered eminent service to S+SNZ; and
- have been nominated in writing to S+SNZ 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 S+SNZ 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 the organisation. 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 also to the S+SNZ Rules - see *Section 1.2* of this manual.

Section 5: Members of Council

5.1   Composition of Council

While the Rules don't specify a membership count, the Council currently comprises 15 Councillors - 8 elected, and 7 appointed. The composition of the 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 • 1 vote per member • Concurrent terms
Divisions	5	• Nominated by Divisions as recommendations to Council • Appointed by Council • Maximum of 3 appointees
At large	2	Electoral college (2 votes per member)
TOTAL	15	
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	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 S+SNZ. 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

Appointments may be made via recommendation from the Governance Committee.

Term of Councillors
Elected Councillors hold office for a term of two years and are eligible for re-election for further term or terms.

Appointed Councillors cease office at the second AGM following their appointment date, or such earlier date for reasons as specified in the Rules *Section 11 – Council / Composition of Council*. 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 S+SNZ 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 the organisation, and must ensure good communication between Board and Council. The President represents the organisation's 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 S+SNZ in national and international relations.

The term of the President is two years, as specified by *Rule 11.13(a)*. The Rules do not specify a re-election option, but in practice there may be extenuating circumstances requiring the CEO, Board, or Council to propose an extension, with rationale, and as then voted by the Council members. At the end of a term of office the President is eligible for appointment to other offices in S+SNZ, 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. (*See Rule 11.13b for definitive statement.*) 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 S+SNZ'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 organisation, members of the 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 organisation.

Member representation involves:

- being aware of issues facing and affecting the membership, the organisation 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.

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 S+SNZ 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 the organisation as a whole. Councillors are required to support decisions of Council once made.

5.3   Councillor Competency
See the appendices for detailed Councillor competencies and performance requirements.

PART C: BOARD

Advisory:

The composition and membership of the Board, its role, responsibilities, and operation are defined in the Rules *Section 12 – Board*. That is the primary authority and source of information for this **Part C** of the Manual. As such, any interpretation or use of the content here is subject to that section of the Rules.

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:

- use the annual *Letter of Expectation* for establishing context and direction in undertaking Board responsibilities –setting priorities, developing strategy and planning, and all other responsibilities,
- develop the five year Strategic Plan and fiscal forecasts as defined in the Rules *Section 12 – Board*, for receipt by the Council
- develop other plans and policies as specified in the Rules *Section 12 – Board*.

Policy

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

Performance monitoring:

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

Oversight:

- appoint, monitor and evaluate Board committees:
  - *Finance, Risk & Audit*, and *Remuneration and CEO*
- 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.

Operation:

Ensure effective reporting and communications with Council, branches, and members, and effective relationships with external parties.

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 receives the 5 year strategic plan for S+SNZ that the Board develops. In developing the strategy the Board ensures the involvement of Council and membership in its various forums.

The Board is also responsible for:

- ensuring that the Annual Business Plan and budget are developed and submitted by the CEO to the Board
- 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 the organisation's performance (both financial and non-financial) is consistent with achieving the agreed 5 year strategy, and annual business plan
- ensuring that the organisation 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 the organisation. The Board also needs to assign risk owners for treating organisational risks. Treatment can take several forms: mitigation (taking actions to reduce the risk), acceptance of the risk as it stands, transferring the risk (e.g. insurance).

The Chief Executive owns those risks of an operational nature (e.g. disaster recovery, backup of critical records) and is charged with implementing appropriate risk management systems within the organisation.

The primary objectives of risk management in S+SNZ are to ensure:

a) the safeguarding of assets

b) all major sources of potential opportunity for and harm to the organisation (both existing and potential) are identified, analysed and treated appropriately

c) ensuring business decisions throughout the organisation appropriately balance the risk and reward trade-off

d) regulatory compliance and integrity in reporting are achieved

e) safeguarding the organisation's reputation

f) all Board members and senior management understand the risk profile of the organisation

g) S+SNZ 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 S+SNZ is delegated to the Audit and Risk Committee. 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 the organisation'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 Audit and Risk Committee is responsible for overseeing the organisation's compliance systems (including risk management) and reporting to the Board on those systems.
- S+SNZ'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 and policies relating to S+SNZ business operation.. (e.g. Media Policy, Travel Policy). The National Office may draft operational policies, which it would then submit to the Board for approval through due processl.

Policies relating to organisational governance (e.g. Code of Conduct) are owned by the Council. (*See [Section 4.2](#).*)

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 S+SNZ 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 the

organisation are important ways for Board members to add value to the organisation. Board members are expected to act as advocates for the organisation 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. This means that the Board is responsible through the CEO for ensuring they discharge their functions appropriately. The Board also has some *operational* oversight of Divisions, SIGs and Advisory Groups, which are otherwise the province of the Council, as seen in the structural diagram in *Section 3.1*.

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 S+SNZ and of members.
- Ensure the organisation acts for the public good
    - Speak on members behalf
    - Be accountable/responsible to public
- Stewardship of the organisation
- 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

As specified in the Rules and described in this manual in *Section 4.2*, the 5-year Strategic Plan is developed by the Board using the *Letter of Expectation* from the Council as guidance. This process could involve discussions with Council members and / or other relevant entities. The Council does not approve the Strategic Plan, but instead receives it (and confirms that it is consistent with the LoE)

Each year the CEO submits an *Annual Business Plan* and Budget to the Board for approval. The Board will confirm that the annual plan from the CEO is consistent with the 5-year strategy, and is accountable for decision-making and monitoring execution of this Annual Business Plan. The Board also monitors operational 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 the organisation'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 S+SNZ, 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 S+SNZ'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 S+SNZ 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, and in accordance with the composition specified in the Rules *Section 12 – Board*. That is:

- there are six members, consisting of four Voting Members including the Chair, and two independents who are not members and have no relationship to S+SNZ or conflict of interest that could influence their independent judgement.
- any full Voting member of S+SNZ 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 S+SNZ
Councillors appointed by Council	2	Member of S+SNZ
Professional Stream expert	1	Member of S+SNZ
Division expert	1	Member of S+SNZ
Independents	2	Non member
Total	7	

Note that the Stream and Division experts are not mandatory in the Rules.

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 S+SNZ 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 annually by the Board for a term of up to three years, then renewable for a further term, (per Rules 12.3 and 12.9(a).

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. See also Section 10.2 of this Manual regarding the GS role.

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
The term of appointment is as specified in the Rules *Section 12 – Board / Term of appointment*.

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 6, it is also expected that each Board member will be available to the Chief Executive and will attend S+SNZ 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 the organisation. 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 S+SNZ and act as a competent steward of the assets and resources of the organisation.

Board and Board member evaluations

Per Rule *Section 12 - Board / Evaluation*, the Council Governance Committee evaluates the Board annually prior to the AGM, and in accordance with S+SNZ policy.

Additionally, the Board itself may undertake 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 is facilitated by the Governance Committee.

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 the organisation'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 STRUCTURE

Advisory:

The Governance structure of S+SNZ is prescribed in the Rules, mainly in *Section 11 – Council / Committees*. The Rules as an entity is therefore the primary authority and source of information for this **Part D** of the Manual, and any interpretation or use of the content here is subject to that.

The National Office maintains membership listings of the various governance bodies - Council, Board, Committees, Divisions, etc. These can be found at

https://www.surveyspatialnz.org/about/meet_our_executive

Section 8: Role and Functions of the Governance Committee

8.1   Role of the Governance Committee

The Governance Committee is defined in the Rules *Section 11 – Council / Committees* with responsibility for recommending to the Council individuals for appointment to the Council and the Board. It is also responsible for undertaking annual performance reviews of both the Council and the Board.

The Governance Committee is appointed by Council and its performance is evaluated by Council. Committee members share responsibility for the overall successful operation of the organisation, through the performance of members on the key governance bodies. The Governance Committee is governed by a set of *Terms of Reference* as prescribed by the Council.

Beyond that specified in the Rules, the Governance Committee undertakes the following functions:

- ensure that there is sufficient talent available for governance roles within S+SNZ
- ensure the effectiveness of the organisation's governance
- advise Council on remuneration matters for those holding governance roles within the organisation
- periodically review the governance processes of Council, Board and Committees
- ensure diversity and balance in the Board

8.2   Composition and Tenure

The Rules *Section 11.22* specifies that the Council will approve the composition of the Governance Committee, and which is described in the ToR document.

8.3   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 the organisation'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 the organisation.

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.

8.4   Effective governance processes

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

- identify the key governance processes of the organisation'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 the organisation
- ensure documentation of governance policies, process and procedures (manuals) is current and accessible

8.5 Performance evaluation

The Governance Committee is responsible for undertaking evaluation the performance 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 undertake the annual evaluation of Council, the Governance Committee will develop a performance assessment framework including the following elements:

- development of the organisation'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 undertake the annual evaluation of the President, the Governance Committee will develop a performance framework including the following elements:

- leadership
- representation of the organisation
- 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 undertake 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 the organisation
- 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 undertake 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 the organisation 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

8.6   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.

Section 9: Governance Committee members

9.1   Required Attributes

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
- S+SNZ – understanding of the organisation'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 S+SNZ's Code of Conduct, Values and Rules.

See also *Principles of Governance* in the appendices for information provided by the NZ Securities Commission.–

It is expected that governance entity members 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 organisational values particularly as specified in the Code of Conduct (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 organisation 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   Role of the Governance Secretary

The *Governance Secretary* facilitates S+SNZ governance processes, and undertakes many of the governance tasks on behalf of the President, Council, Chair, Board, and Board committees. His/her purpose is to:

- operate as a member of the Executive Management Team, contributing to the strategic direction of the organisation by applying his or her own area of expertise
- provide secretarial services to the Board
- 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 outcomes of the Governance Committee's reviews and revisions are appropriately documented and communicated to affected parties
- ensure that the organisation complies with all its statutory obligations, and provide advice on governance - this requires policy and process knowledge
- work closely with the CEO to ensure cohesion with National Office operations
- have strong involvement in QM, assisting the CEO and N.O. in an effective QMS

10.3   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 S+SNZ 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 the organisation 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 information
- 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 member of the Board, Council or a Committee to access information that the organisation holds, it is reasonable for the CEO and N.O to confirm the relevance of that information for the member requesting it and that the information is pertinent and appropriate to S+SNZ business purpose and 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.

In any case, any acquisition and / or use of information relating to other parties is subject to any implications relating to either the *Privacy Act* and / or the *Official Information Act* (OIA).

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.

10.4 Indemnity

All members of S+SNZ's governance bodies are fully indemnified by S+SNZ 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.

10.5 Meetings

Council meeting requirements are defined in the Rules *Section 11 – Council / Meetings of the Council.*

Meetings of the Board are defined in the Rules *Section 12 – Board / Meetings.*

Frequency of meetings

The Rules require:

- Council to meet in person at least once a year;

- the Board must meet at least six times a year, and otherwise, as often as required;
- Governance Committee to undertake annual performance evaluations (of the Council and Board), or by special arrangement as required. (The Rules do not specify any meeting frequency.)

Meetings of the Board, Council and Governance Committee are set and aligned to the organisation'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 by the N.O. in consultation with the President, Council and Board Chair, and distributed to all members of S+SNZ's governance bodies. The calendar incorporates meetings of Council, Board and all S+SNZ committees. It may also include the timeframe for the strategic planning and other governance processes as applicable. Identifying the sequence of meetings enables effective and timely reporting and decision-making.

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.

Conducting Meetings

Preparation
Ten days' written notice of a meeting is required. Papers and agendas for meetings will be dispatched from S+SNZ'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 meetings are the responsibility of the CEO and prepared from each meeting as arranged by the CEO and N.O. 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.

10.6   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:

- S+S, staff, structure, activities, operating environment, and key issues facing the organisation 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 S+SNZ generally. (Branches will assist in arranging meetings between Councillors if required.)
- New members will be introduced to key S+SNZ 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.

Appendix A: Policies, Guidelines and Procedures for Governance Bodies

Advisory:

The following content is for general guidance only. The items here do not replace, and are instead subject to, any relevant and formal S+SNZ policy artefacts that the National Office maintains in a centralised document repository, and which can be viewed on the S+SNZ website. The policies are also identified in the Quality Management Policy, as part of S+SNZ's *Quality Management System* (QMS)

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 S+SNZ. 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 S+SNZ.

The personal interests of members of governance bodies and those of an associated person must not be allowed to prevail over those of S+SNZ'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 S+SNZ.

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 S+SNZ 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 S+SNZ.

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 S+SNZ 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 S+SNZ 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 S+SNZ.

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 S+SNZ is represented consistently and correctly it is necessary to ensure there are clear guidelines on who has the authority to speak or appear on S+SNZ's behalf.

The material produced must represent the views of S+SNZ rather than those of the individual(s) submitting the information. This necessarily applies to both members and staff of S+SNZ, and extends to others working with or associated with S+SNZ. Examples of situations where an individual may wish to represent S+SNZ 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 S+SNZ 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 S+SNZ.
- The roles and responsibilities of the President and Vice Presidents as spokespersons for S+SNZ 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 S+SNZ 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 S+SNZ 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 B: Fiduciary Responsibilities

Persons appointed to a governance body in S+SNZ 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 C: 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 D: Delegations of Authority

Financial delegations to Directors and Managers

NOTE: much of the information here is out of date as of March 2022

 NZIS

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
1st 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).
2nd 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 E: Councillor Competencies

Introduction
S+SNZ holds elections annually for positions on its Council that have become available due to the retirement or resignation of existing Councillors. See Section 5.1 of this manual for information on the composition of the Council and how members are elected or appointed.

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 S+SNZ 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 S+SNZ 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 S+SNZ.

Competencies and attributes of individual Councillors:
- full S+SNZ membership (not independents)
- awareness of good governance principles and practice, as well as the governance framework of S+SNZ
- 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 S+SNZ'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 S+SNZ'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 S+SNZ values particularly as specified in the Code of Conduct (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 S+SNZ 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 S+SNZ, branches and major committees, including the legal framework that S+SNZ 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 S+SNZ 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.

Note also that the S+SNZ Rules specifies the Governance Committee as being responsible for annually evaluating Council (and Board) performance.

_____