



## Policy and Planning

|                   |                                   |
|-------------------|-----------------------------------|
| POLICY TITLE:     | <b>(11) BOARD CHARTER</b>         |
| Date of Adoption: | Nov 2018                          |
| Review Date:      | Nov 2020                          |
| Version:          | 2.0                               |
| Authorised by:    | Minor P&P Committee / Major Board |

### 1. OBJECTIVES

- To provide assurance of effective governance of the Trust, including its accountability to the wider Bay of Plenty Community;
- To define the behaviours Trustees, consider most conducive to the effective governance of the Trust;
- To assist in the communication of the Board's expectations (including ethical expectations) to all Trustees;
- To promote high standards of Board conduct and practice;
- To provide a standard against which to evaluate Board and Trustee behaviours.

In addition, the process of developing and reviewing these standards periodically will provide a catalyst for the Board to consider and agree, collectively and transparently, the governance standards and expectations that will apply to the Trust Board's membership.

The Board has agreed on the fundamental principles of this policy and has delegated the responsibility for the implementation and monitoring of this policy to the Trust Chair and the Policy and Planning Committee, with all minor changes being approved by the Policy and Planning committee.

This policy must be read in conjunction with other Trust policies.

### 2. PRINCIPLES

#### Trustees

- Trustees share responsibility with the Chair and other Trustees for the governance of the organisation and the conduct of Board affairs in accordance with the Trust Deed and this policy.

- Trustees roles include:
  - a. Contributing independent judgement to all issues before the Board including matters of strategy development and planning, investment and grant-making and the performance of the Board and the organisation.
  - b. Being available to take part in all Board activities.
  - c. Attending all Board meetings and being absent only with good cause and notifying the Chair and Trust admin staff of the absence in a timely manner.
  - d. Sitting as members of Committees.
  - e. Undertaking special duties from time-to-time.
  - f. Keeping abreast of, and remaining knowledgeable about, community issues.
  - g. Building and maintaining skills relevant to the Trust's activities.
  - h. Maintaining an up-to-date working knowledge of Trust processes and procedures.
  - i. Supporting the Chair in all the roles listed above.
  - j. Complying with all Trust policies.

### **Chair & Deputy Chair**

The Trust Chair and Deputy Chair's additional roles and responsibilities are outlined in **Appendix A**.

The Trust Chair and Deputy Chair election process is outlined in **Appendix B**.

### **Committees**

#### **The following guidelines apply to all Standing Committees:**

- All Standing Committees' Terms of References are approved by the Board.
- All Standing Committee Chairs are approved by the Board.
- Every Trustee should be a member on at least one of the Standing Committees and preferably no more than two of the Standing Committees.
- Standing Committee memberships are to be reviewed annually as soon as practical post the Trustee appointments being confirmed, with the Trust Chair leading this process having regard to Trustee skills/attributes and succession planning/potential to ensure the best possible governance for the Trust.
- If it appears the quorum requirement for a Standing Committee may not be met due to Trustee absence, then the Standing Committee Chair can canvass all Trustees who are not a member of the Standing Committee to determine if any can attend that meeting. If a non-Committee member Trustee can attend then this Trustee has full Committee membership rights for the duration of that meeting to satisfy the quorum requirements.
- Trustees are entitled to attend all meetings of Standing Committees as an observer upon giving reasonable notice to the Standing Committee Chair and CEO. Reasonable notice of meetings and the business to be conducted shall be given to the members of the Standing Committee and all other members of the Board.
- Meetings of Standing Committees are to be minuted and distributed to all Trustees.
- Generally, no one should Chair more than one Standing Committee.

- All Standing Committee communications are to be copied to the Trust Chair and CEO.

**The Trust's Standing Committees are:**

- Audit & Risk
- Investments
- Policy and Planning
- HR

**The following guidelines apply to all other Committees and external Committees with designated Trustee representation that are not defined as a Standing Committee:**

- All Committees' Terms of References are approved by the Board.
- All Committee's Chairs are elected by the Committee.
- Committee memberships are to be reviewed annually at the first meeting post the Trustee appointments being confirmed, with the Chair to canvass Trustees on whether they want to be part of a Committee.
- Trustees can attend all meetings of Committees as an observer upon giving reasonable notice to the Committee Chair and CEO.
- Meetings of Committees are to be minuted and distributed to all Committee members.

**The Trust's other Committees are:**

- Scholarship Committee
- Bay Brighter Futures

**The following guidelines apply to all Chairs of Standing Committees and the Trust Chair:**

- The Trust Chair and Chairs of the Standing Committees have the ability to use a casting vote.
- The casting vote can only be used after the Chair exercises their deliberative vote (the vote they get because they are a member) and when there is a tie.
- Generally, the Chair will call for a revote if the first vote ends in a tie and only utilise their casting vote rights if the second vote also ends in a tie.
- Generally, a casting vote should be used to "preserve the status quo".

### **3. POLICY**

**The Board in accordance with the responsibilities outlined in the Trust Deed is responsible for: -**

- Delegating functions and powers generally or, in particular to Committees, Management and advisors.
- Set strategic direction and develop strategy and policy in a manner consistent with, and supportive of, the Trust Deed and statutory requirements and the broader interests of the community.
- Set the Annual Budget and Business Plan.
- Monitor progress in the implementation of strategy, plans, policies and investments.

- Monitor investments.
- Appoint and monitor the performance of and set the remuneration for the CEO based on recommendations from the HR committee.
- Ensure procedures are in place to protect the Trust's financial position.
- Ensure compliance with the law and accountability requirements.
- Take ultimate responsibility for safeguarding the Trust's public reputation.
- Monitor and review the Board's own performance.
- The Board may delegate to management any functions or powers, generally or in particular.
- Consider and make decisions on grant and other recommendations (e.g. impact investments) in accordance with the policy and the Trust's strategic direction including its Vision and Values.

#### **4. PRACTICES**

##### **Meetings**

Trust meetings and locations shall be set up and agreed for the next calendar year prior to the second to last Board Meeting of that calendar year. The CEO is to initiate this process.

The Deed requires that an Annual Public Meeting be held by 31 October. This is usually held in conjunction with the August Board meeting and key stakeholders such as Mayors and representatives of Community organisations are invited.

##### **Appointment of Trustees**

The Community Trusts Act 1999 (Sections 5-7) and the Trust Deed (Sections 6-9) specify conditions and processes for Trustee appointments.

BayTrust will comprise not more than 12 nor less than six Trustees. Trustees are appointed by the Minister of Finance through the Associate Minister of Finance and the Department of Internal Affairs who may consult with the Trust through the Chair and the CEO during the appointment process, but who are not bound by any Trust recommendations.

The Trust may submit nominees for new appointments and reappointments although the Minister accepts nominations from other persons and organisations.

The Trust may also request that the Minister consider the composition of the Trust Board in terms of gender balance, ethnic and regional representation plus an appropriate mix of skills, experience and attributes.

Having regard to populations, the Trust's view is that the most appropriate regional representation for the Trustees is:

EBOP (2)  
Rotorua (3)  
Taupo (2)  
WBOP (5)

The Trust will normally recommend first term Trustees be reappointed for a second term of 4 years but no longer.

### **Trustee Review and Development**

- The Trust encourages learning and professional development for Trustees with this process to be managed by the Trust Chair with the Trust providing an annual budget for Trustees learning and professional development. This is in accordance with the Trust's desire to ensure that Trustees are appropriately equipped to manage their duties and to ensure robust succession planning. Please see **Appendix D** for further details.
- Individual Trustee Development Programme's will be agreed outlining the key learning and development areas for the Trustee and the opportunities available.
- The Trust shall maintain a record of Trustee attendance at Training/Development opportunities and will endeavour to ensure fair opportunity for all Trustees.

### **Reporting Back After Conferences**

Trustees are encouraged to report to the next Trust meeting after each conference/PD opportunity if they believe that sharing this information has useful learnings for the Trust.

### **Biennial Survey of Trustees**

An annual survey (with every second year the review to be independently led) of Trustees and the Chair will be undertaken (co-ordinated by the Trust Chair) to:

- a. Gain agreement on the desired areas of focus for the Board.
- b. Assess the performance and effectiveness of the Board.
- c. Assess the Trustees' strengths and contributions to the Board.
- d. Identify opportunities for Trustee learning and development.

### **Treaty of Waitangi**

BayTrust desires to work with Māori in a way that is consistent with the Principles of the Treaty of Waitangi of partnership, protection and participation and in particular:

- acknowledge the partnership, protection and participation inherent in the Treaty.
- New Zealand was founded on the basis of bicultural partnerships.
- BayTrust aims to work together with Māori to ensure a true partnership exists, sharing skills and supporting one another.
- BayTrust will act in accordance with the principles of the Treaty of Waitangi.

BayTrust will ensure Māori Iwi, hapu and whanau:

- are aware of their right to make applications to BayTrust including projects relating to the advancement of Te Reo Māori and culture Tikanga; and
- are provided with relevant advice in the preparation of an application;

## 5. Board Charter

The Board is the strategic leader of BayTrust and Trustees will:

1. Look to the future and keep informed of issues and trends that may affect the mission and organisational health of BayTrust.
2. Make decisions based on knowledge of community needs and best practices and in accordance with the mission.
3. Encourage thoughtful deliberation, incorporating a diversity of viewpoints.
4. Work together as colleagues, encouraging mutual support and good humour.
5. Have the courage to lead and make difficult decisions.
6. Commit to excellence in governance.
7. Practice the Trust's values (see **Appendix F**)

As an overarching standard of Trustee behaviour: **Trustees will not act in a manner that may denigrate the Trust or bring the Trust into disrepute.**

### 5.1 Principles of Good Governance

These Guidelines are based on the following principles of good governance:

- a) **Public interest:** Trustees should serve the overall interests of the community, and should not improperly confer an advantage or disadvantage on any one person or group.
- b) **Honesty and integrity:** Trustees should not place themselves in situations where their honesty, integrity and good faith may be questioned, or behave improperly and should, on all occasions, avoid the appearance of such behaviour.
- c) **Diligence and objectivity:** Trustees should make decisions on a properly informed basis, with fairness and without bias after a thorough consideration of the merits of each proposal.
- d) **Accountability:** Trustees should view themselves as collectively accountable to, and responsible to, the Bay of Plenty community for their decisions and the manner in which they carry out their role. Decisions of the Trust are not made in public; however, the processes of decision making should be such that will retain the confidence of the public if the decisions were subject to public scrutiny.
- e) **Personal judgement:** Trustees should take account of the views of others, but should reach their own, independent, conclusions on the matters before them.
- f) **Respect for others:** Trustees should promote equality by not discriminating unlawfully against any person and by treating people with respect, regardless of their race, age, religion, gender, sexual orientation, or disability. They should respect the impartiality and integrity of BayTrust staff.
- g) **Commitment:** Trustees are expected to be diligent, attend Board meetings and devote sufficient time to preparation to enable full and appropriate participation in, and contribution to, the Board's decision making.
- h) **Governance/management distinctions:** Trustees should respect and value the distinction and complementary nature of the relationship between governance and management roles and responsibilities. (see **Appendix E** for further clarifications).

- i) **Compliance:** Trustees should ensure that the Trust always acts lawfully and in accordance with its Trust Deed and behaves in a manner consistent with the spirit as well as the letter of the law.

## 5.2 Relationships

### 2.1 Relationships with the Community

Trustees will:

- a) Be available to the community as appropriate including representing the Trust at community events / functions etc to which a Trust representative/s has been invited.
- b) Assist groups to contact the Trust in a manner that complements but does not conflict with staff responsibilities to engage with those groups (see **Appendix G** for further guidelines).
- c) Engage with and be receptive to learning about the Community.
- d) Act with impartiality.

### 2.2 Relationships with other Trustees

Recognising that Board effectiveness requires mutual respect and trust between members, Trustees shall conduct their dealings with each other in such a manner that will:

- a) Demonstrate a positive, constructive and professional attitude and a respectful manner.
- b) Be open and honest.
- c) Focus on issues and objectives rather than people and personalities.
- d) Encourage Trustees to participate actively and share their knowledge and point of view.
- e) Seek an understanding of, and demonstrate regard for, the views and opinions of others.
- f) Maintain public confidence.

### 2.3 Relationships with Staff

Trustees will:

- a) Respect and support the authority of the CEO over other staff, avoiding attempts to instruct or influence their advice or actions.
- b) Recognise that the CEO is the employer (on behalf of the Trust) of all staff, and as such only the CEO may hire, dismiss, give instructions or censure an employee.
- c) Treat all employees with courtesy and respect.



- d) Not do anything which compromises, or could be seen as compromising, the impartiality of an employee.
- e) Never publicly criticise any employee in any way.
- f) Act in accordance with the Trust's obligations to be a good employer.

## **2.4 Meetings**

- a) Trustees will always endeavour to attend meetings on time, prepared and ready to work on the agenda.
- b) Trustees will, wherever possible, give prior notice of any absence from any part of Board meetings.
- c) Trustees will not conduct other business during any meetings of the Trust.
- d) Trustees will not attempt to re-litigate previous decisions at subsequent meetings of the Trust, unless the Chair agrees to place it on the agenda and that decision is supported by a majority of Trustees or a majority of Trustees agree to re-open the debate.
- e) Trustees will **avoid** the use of i-pads, computers, cell phones and other communication devices for personal or non BayTrust business purposes during meetings unless prior approval is obtained from the Chair for a specific circumstance.
- f) Audio and/or video recording of any Trust meeting (other than for the purpose of the official Minutes) shall only occur if the approval of the Chair has first been given or the leave of the meeting obtained.

## **2.5 Confidential Information**

Trustees must not use or disclose confidential information for any purpose other than the purpose for which the information was provided to the Trustee. Things that should be regarded as confidential include (but are not limited to):

- a) All information, except any information specifically approved for wider circulation.
- b) Any emails between Trustees and/or staff, unless clearly signalled as available for wider circulation.
- c) Any personal views of Trustees as expressed around the Board table.

## **2.6 Collective Responsibility**

Once the Board has reached a decision, Trustees will abide by the principle of Board collective responsibility and accountability. When speaking externally, Trustees will reflect and support the implementation of the agreed position of the Board even though their personal views may differ.

## 2.7 Trust Policies

Trustees will abide by all BayTrust policies established and agreed to by the Board or delegated to its Committees.

## 2.8 Process for Dealing with Breaches of these Guidelines

If any Trustee becomes concerned that conduct of a fellow Trustee, (including the Trust Chair or Deputy Chair), is in breach of these guidelines, she/he should:

1. First discuss the concern with the Trustee involved. If the matter of concern persists, the matter should be raised with the Trust Chair or Deputy Chair.
2. The Trust Chair or Deputy Chair should then discuss the concern with the Trustee involved. If the matter of concern persists, the matter should be raised at a meeting of all Trustees with the Trustee concerned being given adequate notice of such meeting and of the concerns raised. The Trustee whose conduct is causing concern should have the opportunity to respond. The other Trustees should then have the opportunity to discuss the matter of concern without the presence of the Trustee involved.

## 5.3 Outcomes of the Trustees' deliberations may include:

- a) Cessation of the matter or situation causing concern.
- b) Retraction of the expression of concern.
- c) A facilitated resolution of the matter or situation causing concern.
- d) A motion of censure of the Trustee.
- e) Removal from internal office, including positions such as Chairperson, Deputy Chairperson, or Committee Chairperson.
- f) Such other actions as the Trustees are legally able to undertake including but not limited to a letter from the Trust to the Minister of Finance, informing him/her of the concerns held.

**I have read, understand and agree to abide by this and the other applicable BayTrust Policies:**

Name: \_\_\_\_\_

Signature: \_\_\_\_\_

Date: \_\_\_\_\_

## Chair and Deputy Chair Responsibilities

### BAYTRUST CHAIR ROLE DESCRIPTION

- Partners with the CEO to achieve the Trust's vision and strategies.
- Prepares the Board meeting agendas in consultation with the CEO.
- Chairs meetings in a consensus style encouraging conversation rather than debate.
- Provides leadership to Trustees.
- Facilitates the Standing Committee membership review process and Standing Committee Chair appointment process.
- Encourages strategic thinking and planning.
- Guides and mediates Trustees actions with respect to organisational priorities and governance concerns.
- Chair of the HR committee and is ex officio (which includes all rights including but not limited to debate, making formal motions and voting) on all Committees.
- Monitors financial planning and financial reports.
- Evaluates annually the performance of the Trust.
- Reviews, with the CEO, any issues of concern to the Board.
- Makes media statements as required.
- Be the first contact in employment of the CEO.
- Initiate and carry out (with assistance of an external consultant if required and with the HR committee) the CEO's annual and six-monthly Performance Reviews in a timely manner.

### BAYTRUST DEPUTY CHAIR ROLE DESCRIPTION

- Performs Chair responsibilities when the Chair cannot be available.
- Works closely with the Chair and CEO.
- Performs other responsibilities as agreed by the Board/Chair.

## Chair and Deputy Chair Election Process

The schedule to the Trust Deed provides that the Chairperson “holds that office until he or she dies or resigns, or the Trustees elect a Chairperson in his or her place”.

The Trust Chairperson and Deputy Chairperson will be elected every second year at the last monthly meeting prior to the Annual Public Meeting (with any change to take effect from the 1<sup>st</sup> day after the Annual Public Meeting), unless a majority of Trustees agree that an earlier election is required.

The Deed does not specify any particular nomination procedure. Agreed Trust practice is:

- Nominations will be called at least four weeks prior to the monthly meeting at which the election will take place. The CEO is to initiate the process.
- Nominations must be signed by a Mover and Seconder both of whom shall be sitting Trustees, and by the Nominee. See Appendix C for the nominations template.
- Nominations must be lodged with the CEO at least seven days prior to the proposed election.
- The election process will involve a secret Ballot of Trustees – facilitated by the CEO.
- The Chair and Deputy Chair roles requires the support of the majority of Trustees to be appointed.
- Voting by proxy is allowed.
- Nominees will be required to present for five minutes to all Trustees prior to voting commencing (if Trustees require)
- If there are greater than two nominations for Chair, then the Trustee(s) with the least number of votes will drop off after the first round of voting and then all Trustees will be required to vote for the remaining candidates and so on until the nominee with the majority of votes is declared Chair.
- If at any time votes are tied, ie 3 candidates have 4 votes each or 2 candidates have 6 votes each, then the CEO will ask for a revote and if after the revote there is still a tie, the current Chair and Deputy Chair will continue in their roles with the Board asked to vote again at the next Board meeting.
- If at the next Board meeting the vote is still tied, the Associate Minister of Finance who has delegated authority for the Trust through the Minister of Finance will be asked to cast the deciding vote.

**BAYTRUST: ANNUAL ELECTION OF  
CHAIR / DEPUTY CHAIR *(please circle as appropriate)*  
NOMINATION 20[ ]**

I nominate \_\_\_\_\_ for the position of Chair /  
Deputy Chair *(please circle the position that is being nominated for)* of the Bay of Plenty Community  
Trust

Nominating Trustee: \_\_\_\_\_

Signed: \_\_\_\_\_

Date: \_\_\_\_\_

I second \_\_\_\_\_ for the position of Chair/Deputy  
Chair *(please circle as appropriate)* of the Bay of Plenty Community Trust

Seconding Trustee: \_\_\_\_\_

Signed: \_\_\_\_\_

Date: \_\_\_\_\_

Accepted: \_\_\_\_\_ Nominated Trustee

Signed: \_\_\_\_\_

Date: \_\_\_\_\_

| <b>Trustee Development Programme</b>  |              |  |
|---|--------------|--|
| <b>Guidelines</b>   |              |  |
| <b>Knowledge area</b>   | <b>Level</b> | <b>Topic/Source</b>  |
|   | see note     |  |
| <b>1 Governance and Operation</b><br><br>To gain and understanding of the philanthropic, community and voluntary sectors in New Zealand and, specifically, the history and operations of BayTrust<br><br><i>This includes but is not limited to:</i> <ul style="list-style-type: none"> <li>• working effectively as a Trustee or as a Chair, Deputy Chair,</li> <li>• interpreting Board financial information,</li> <li>• understanding the granting process,</li> <li>• building a 'picture' of the region.</li> </ul> | Core         | <ul style="list-style-type: none"> <li>• New Trustees' Induction folder and initial meeting with Chair and CEO</li> <li>• Policy Manual</li> <li>• Interpretation and analysis of monthly and annual financial statements</li> <li>• Business plan and strategy resources</li> <li>• Combined Community Trust/PNZ courses on governance and history of the NZ Community Trusts</li> <li>• Buddy system for Trustees</li> </ul> |
|   | Intermediate | <ul style="list-style-type: none"> <li>• Institute of Directors <i>Not-for-Profit Governance Essentials</i><br/><a href="http://www.iod.org.nz">www.iod.org.nz</a></li> <li>• Sector conferences:               <ul style="list-style-type: none"> <li>- Philanthropy New Zealand (2 yearly)</li> <li>- Combined Community Trusts conference (2 yearly)</li> </ul> </li> </ul>   |
|   | Advanced     | <ul style="list-style-type: none"> <li>• Chair/Leadership training</li> <li>• Strategic planning and thinking</li> <li>• Overseas learning opportunities</li> </ul>  |
| <b>2 Investment Management</b><br><br>To undertake prudent and efficient management of the Trust's financial resources, specifically, safeguarding the Trust's assets for future communities and following socially responsible investment guidelines.<br><br><i>This includes but is not limited to:</i>   | Core         | <ul style="list-style-type: none"> <li>• In-house training (usually provided by investment advisors and/or combined Community Trusts) on:               <ul style="list-style-type: none"> <li>- Investment terminology and essentials</li> <li>- Interpreting and analysing investment information</li> <li>- ESG Investment principles and application</li> </ul> </li> </ul>  |

# Trustee Development Programme

## Guidelines

| Knowledge area   | Level        | Topic/Source  |
|--|--------------|---|
| <ul style="list-style-type: none"> <li><i>Understanding the Trust's investment strategies in the context of the global economic environment</i></li> </ul>   | see note     |   |
|  | Intermediate | <ul style="list-style-type: none"> <li>Local, national and global economic issues</li> <li>Financial advisors' training and conferences as appropriate</li> </ul> |
|  | Advanced     | <ul style="list-style-type: none"> <li>Overseas learning opportunities</li> </ul>   |
| <p><b>3 Cultural Diversity</b></p> <p>To build awareness of the cultural diversity within the BayTrust area and, specifically, to acknowledge the Tangata Whenua status of Maori and the commitment to Te Tiriti o Waitangi</p> <p><i>This includes:</i></p> <p><i>Honouring Maori cultural concepts and practices, for example through exposure to language and tikanga,</i></p> <ul style="list-style-type: none"> <li><i>Incorporating multi-cultural concepts and practices</i></li> </ul> | Core         | <ul style="list-style-type: none"> <li>TBC</li> </ul>   |
|  | Intermediate | <ul style="list-style-type: none"> <li>Te Reo</li> <li>Te Tiriti o Waitangi courses</li> </ul>  |
| <p><b>4. Effective Grantmaking</b></p>   | Core         | <ul style="list-style-type: none"> <li>PNZ's Essentials of Grantmaking</li> <li>PNZ and C/Trusts conferences and workshops</li> </ul>                             |

### Level of Development

- The focus for new Trustees will be on the 'core' development opportunities. The 'core' development continues to be important for all Trustees.
- Normally, Trustees with 2-3 years' experience are expected to attend an 'intermediate' level development opportunity each year.
- The Chair and Chair of the Standing Committees have first priority for 'advanced' level development.
- Trustees are expected to report to the next Trust meeting after each intermediate or advanced level course or conference if they believe that sharing this information has useful learnings for the Trust.

The cost of 'core' professional development is covered for all Trustees by the Trust with the annual budget confirmed as part of the Trust's annual budgeting process.

## BAYTRUST: Guidelines on Board/Management Relationship

| Board's Roles  | Management's Roles   |
|--|--|
| Select, evaluate, and support the CEO.   | <ul style="list-style-type: none"> <li>• Run the organisation in line with Board direction.</li> <li>• Keep the Board educated and informed.</li> <li>• Seek the Board's approval.</li> </ul>  |
| Approve high-level organisational goals and policies.  | <ul style="list-style-type: none"> <li>• Recommend goals and policies, supported by background information.</li> </ul>   |
| Make major decisions   | <ul style="list-style-type: none"> <li>• Frame decisions in the context of the Trust's Vision and strategic plan, and bring the Board well-documented recommendations.</li> </ul>  |
| Oversee management and organisational performance.   | <ul style="list-style-type: none"> <li>• Bring the Board timely information in concise, contextual, or comparative formats.</li> <li>• Communicate with impartiality and transparency.</li> <li>• Be responsive to requests for additional information.</li> </ul> |
| Act as external advocates and diplomats in public policy and stakeholder/community relations (see <b>Appendix G</b> for further guidelines). | <ul style="list-style-type: none"> <li>• Keep the Board informed, bring recommendations, and mobilise Trustees to leverage their external connections to support the Trust.</li> </ul>   |



## Trust's Values

| Core Value   | Demonstrated by  |
|--|--|
| <b>Kaitiaki (guardianship) of our assets, our people and our environment</b> | <ul style="list-style-type: none"> <li>• Equitably building up our investment base and ensuring granting is fair for current and future generations.</li> <li>• Supporting and advocating for BOP communities.</li> <li>• Maintaining focus on the long term, acknowledgement of role of caretakers for future generations.</li> <li>• Recognising the environment is the foundation of our communities through our granting programme and our own actions.</li> <li>• Recognising the role of Iwi as Tangata Whenua.</li> </ul> |
| <b>Together we are strong</b>  | <ul style="list-style-type: none"> <li>• Bay Trust takes a leadership role in forming innovative and transformational partnerships with shared aims for significant social impact.</li> <li>• BayTrust Trustees and staff operate as one team learning from each other through robust dialogue, sharing knowledge and expertise and empowering each other.</li> <li>• We will listen to communities and work together to strengthen and support our region.</li> </ul>   |
| <b>Innovation and Balanced solutions produce the best results</b>            | <ul style="list-style-type: none"> <li>• Ensuring risk is balanced with prudent decision making, calculated risk-taking and a brave approach to support social innovation.</li> <li>• Maintaining a balanced granting portfolio.</li> </ul>  |
| <b>Everything we do, we will do well</b>                                     | <ul style="list-style-type: none"> <li>• Professional approach in everything we do, focusing on the outcomes and making a difference to the communities we support.</li> </ul>   |
| <b>We will make a real difference</b>  | <ul style="list-style-type: none"> <li>• Making a difference in accordance with community needs as articulated by the community.</li> <li>• Focusing on impact and outcomes.</li> <li>• Ensuring evaluation is bedded into our own organisation and our significant granting programmes.</li> </ul>  |

## Trustee – Community Engagement Guidelines

Trustees play a vital role as advocate for the Trust in assisting to connect the community to the Trust. As stated under section 5.2 (2.1) Trustees have a **role to assist groups to contact the Trust** but do not **conflict with staff responsibilities to engage with those groups**. **Appendix E** also confirms part of the Trustees' role is to act as external advocates in the community. Trustees need to also bear in mind the Trust's conflict of interest policy when liaising with groups. In order to help clarify the above, the following guidelines have been developed:

1. Group approaches Trustee to ask what BayTrust does and whether what they do fits into our granting priorities:
  - Trustee provides background on BayTrust (as per BayTrust brochure/website) together with BayTrust staff contact details for more information.
  - Trustee can offer initial view on whether the group's activities fit with BT's priorities but should clearly state that for more detailed advice please contact Trust staff and no commitments should be given to the group as to likelihood or potential of funding.
2. Group approaches Trustee to ask for advice on completing their application form:
  - Trustee should advise that the group contact BayTrust.
3. Group has submitted their application and wants to discuss further details with Trustee:
  - Trustee should advise group to contact Trust staff or liaise with Trust staff to ensure staff have the full picture that they can distribute to all Trustees.
4. Post applications being closed off and distributed to Trustees prior to a grants meeting, Trustees have a question on an application or are asked by a group to discuss the application:
  - As we are now in formal consideration of the application stage, all questions should be directed to Trust staff and Trustees should not discuss the application with any group. This is to ensure any new information is distributed to all Trustees, to avoid any potential conflict of interest situations and to ensure the original applications can be updated appropriately.

## Guidelines to making Submission

Making submissions can form an important part of helping to achieve the Trust's Vision, noting the Trust can also effectively influence in other ways, that is through its support for groups that are likely to take strong positions on issues.

As such, in order to help clarify when and where the Trust may make submissions the below guidelines have been developed:

- **Submissions should only be made on topics and areas that are likely to directly** and materially impact on one or more of our outcomes areas in the BOP or on BayTrust itself, or which have implications for the philanthropic/funding sector we operate in and where BayTrust is **likely to add value to the debate**.
- Where it is a **local** issue, then **all** of the local resident Trustees and staff should be supportive of making a submission before looking at obtaining wider Trustee endorsement.
- **Neutral submissions** have little value and should not generally be considered unless they have the potential to add value by providing further information/insight.
- Generally, the Trust should **not make** submissions on the following areas:
  - Submissions clearly against the current elected local/central govt **policies of the day** (if we have concerns around these policies then we can express these directly to our key stakeholders).
  - Being involved in submissions that are part of an **election campaign**.
  - Being involved in submissions where it is likely that most of **the BOP public** would hold contrary views.
  - Being involved in highly **controversial and emotive submissions** where the full facts are available for debate in the community (ie legalising cannabis).
  - Being involved in submissions where it is likely that the submission would be **pre-determining a granting decision**.

## Leave of Absence & Apologies

### DEFINITION:

An **apology** is non-attendance by a Trustee in relation to a Board meeting.

A **leave of absence** is used when a Trustee has requested, and the Board has approved, an extended period of leave.

### Leave of Absence Request – less than 2 months

- Leave of absence is granted at the Trust Chair's discretion.
- Access to Board papers and other Trust communications continue.
- The Trust's quorum (including Standing Committees quorums) will be reduced over the period of leave by the number of Trustees on leave of absences.

### Leave of Absence Request – between 2 months and 6 months

- Leave of absence granted at the Board's discretion.
- Access to Board papers and other company communications continue.
- The Trustee's monthly fees will be discontinued for the period that they are on the leave of absence.
- The Trust's quorum (including Standing Committees quorums) will be reduced over the period of leave by the number of Trustees on leave of absences.

### Leave of Absence – greater than 6 months

- Leave of absence for greater than 6 months will generally not be approved by the Board.