

Heart Kids New Zealand Incorporated

Board Responsibilities

1 Introduction

- 1.1 Heart Kids New Zealand Incorporated (**HKNZ**) is committed to increasing its credibility by professionalising and up-skilling the organisation.
- 1.2 Board members have a critical role in achieving this goal by leading by example.
- 1.3 The purpose of this note is to set out the framework that we are required to operate within to provide a basis for discussion and agreement among Board members of the expectations we have of ourselves and each other.

2 Duties

- 2.1 Like company directors, the officers of an incorporated society owe it duties of a fiduciary character, even if they are not paid for their services. Consequently, HKNZ Board members have the following responsibilities:
 - (a) **Duty to act lawfully:** Duty to ensure compliance with all applicable laws and act in accordance with ethical practices. Board members must ensure that HKNZ is faithful to its purposes, and that its activities advance its purposes.
 - (b) **Duty of care:** Duty to take care and exercise the judgment that any reasonable and prudent person would exhibit in the process of making informed decisions. Board members may not always be correct in their choices or decisions, but they must be attentive, diligent, and thoughtful in considering and acting on a policy, course of action, or other decision. An integral element of the duty of care is active preparation for and participation in board meetings.
 - (c) **Duty of loyalty:** Board members must always act in good faith in the best interests of HKNZ, including never using information gained through their position for personal gain (whether financial or otherwise). Board members must raise and actively and appropriately manage any conflicts of interest.

3 Responsibilities

- 3.1 The HKNZ Board has the ultimate responsibility and accountability for the conduct and performance of HKNZ. The Board can delegate the work of the HKNZ to executives, staff, and volunteers, but it cannot delegate its responsibility for that work.
- 3.2 Consequently, the fundamental responsibilities of the HKNZ Board are to:
 - (a) Set the strategic plan and policies governing HKNZ's operations including policies to:

- (i) govern the acquisition and use of financial and other resources;
- (ii) manage conflicts of interest; and
- (iii) address safety issues.
- (b) Establish a budget that allocates financial resources to the programmes and activities that will accomplish HKNZ's purposes (in alignment with the strategic plan).
- (c) Develop and implement ongoing systems for monitoring and holding staff and volunteers accountable for their performance with regard to the policies and budgets.
- (d) Develop and implement ongoing systems to monitor, assess, and report on the overall performance and condition of HKNZ.
- (e) Commission independent external review processes (such as an independent audit) as appropriate.

4 Expectations

4.1 The following are standard expectations of board members for consideration and discussion:

- (a) Participate actively:
 - (i) Attend all meetings of the board.
 - (ii) Serve as a member of one or more board committees or task forces.
 - (iii) Prepare in advance for meetings and other key board activities.
 - (iv) Engage in independent and critical thought in all areas of board work.
 - (v) Attend special events and other key organisational activities as requested.
- (b) Be knowledgeable and ensure understanding of:
 - (i) the mission, vision, and overall work and strategic direction of the organisation;
 - (ii) the bylaws and policies that guide the work of the board; and
 - (iii) the board's expectations of them as a member of the board.
- (c) Do homework to ensure appropriately informed about:
 - (i) issues and matters that will be the subject of board deliberation or decision making; and
 - (ii) important issues that are likely to have an impact on the success of the board and organisation.
- (d) Provide active support for the fundraising and other resource development activities of the organisation, including assisting the organisation to connect with other people and organisations that may be able to assist in funding and supporting the organisation.
- (e) Serve as an ambassador and advocate on behalf of the organisation, including active

support for networking and the development of connections with community and other leaders.

- (f) Provide encouragement and active support for the work of the staff and volunteers, taking care that board activities do not interfere with staff roles or functions.
- (g) Serve with integrity:
 - (i) Help enhance the image and credibility of the organisation, taking care that personal behaviour reflects well on the work and reputation of the organisation.
 - (ii) Treat sensitive matters in confidence and with discretion.
 - (iii) Respect and actively support all board decisions, once they have been made, and treat the content of board deliberations with confidence and discretion.
 - (iv) Avoid actual and perceived conflicts of interest to the greatest degree possible.
- (h) Support and actively contribute to the board's efforts to work effectively as a team:
 - (i) Play an active and constructive role in helping the board to do its work, embracing the challenges and opportunities of board work with a positive attitude and energy.
 - (ii) Bring a sense of perspective and humour to the work of the board.
 - (iii) Provide support to fellow board members, and take time to celebrate the successes and accomplishments of the organisation and the board.