

Heart Kids NZ Board Capability framework

Background

Heart Kids NZ Incorporated “HKNZ” is a charity primarily governed by a Board of Directors who are appointed by the members. Co-opted on Directors are also able to be appointed by the Board under the terms of the HKNZ Constitution. Under HKNZ’s Constitution there are a number of requirements around the appointment of a director which, amongst other things, primarily relate to the Director being a Category 1 Heart Child (aged 18 or older) or Parent of a Heart Child.

Composition of the Board

The Board of Heart Kids NZ shall comprise:

(a) six Category 1 Members elected at an Annual General Meeting as follows:

One Category 1 Member shall be elected to represent each of the Central North Island, Lower North Island, Upper South Island, and Lower South Island Regions Two Category 1 Members shall be elected to represent the Upper North Island. All member representatives are elected by Members entitled to vote (or who will be entitled to vote on the day of the Annual General Meeting) and who reside in the relevant Region.

If no Category 1 Member is nominated to represent a Region, or a vacancy arises for any reason during an elected member of the Board’s term of appointment, the Board may appoint a Category 1 Member from that Region to the Board.

(b) at least one other person, and up to four other persons, possessing skills of value to HKNZ additional to those of the elected members, co-opted by the elected members of the Board; and

(c) if applicable, a Category 1 member appointed in accordance with either of the following:

- (i) If six Category 1 Members are elected to the Board and they are all Parents of a Heart Child, then (in addition to the co-opted members provided for in (b)) a Heart Child (who is 18 years of age or older) shall be co-opted as a member of the Board; or
- (ii) If six Category 1 Members are elected to the Board and they are all Heart Children, then (in addition to the co-opted members provided for in clause (b)) a Parent of a Heart Child shall be co-opted as a member of the Board.

In addition, at least one other person, and up to four other persons, possessing skills of value to Heart Kids additional to those of the elected members may be co-opted by the elected members of the Board.

Member appointed Directors must retire by rotation every two years, and can serve a maximum of five terms. The term of service for co-opted Directors is set by the Board at the time of appointment but must not exceed two years.

The Board acknowledges and confirms the members rights to appoint the Directors in accordance with the Constitution. In doing so it is understood that such appointees will come to HKNZ with a background of what it is like to live with a child with a congenital heart condition/live with own heart condition and other skills / abilities.

Whilst recognising the individual skills, strengths and weaknesses of those appointed as Directors, HKNZ and Board as a whole, has a desire that there is a wide range of capabilities, competency, diversity and skills around the Board table to meet the organisation's needs. Diversity can be achieved by a number of means and covers many elements – HKNZ is looking to achieve a diversity of thought, experience and an appropriate skill base / capabilities around the board table in the context of those that the members elect to the Board.

As such the Board has not set prescriptive rules for matters such as gender, ethnicity or other diversities but is working with the general principle - that in order to optimise the Board capabilities, gaps will be filled through the appointment of special directors.

The desired core capabilities for the HKNZ Board are as detailed below which will be considered in the context of the Institute of Directors "Four Pillars of Governance Best Practice – key competencies for non-executive directors". This framework is to be read in conjunction with the HKNZ Constitution.

Governance Experience

Experience and knowledge in governing an entity. Including an understanding of key aspects of the governance processes, boardroom dynamics, decision-making, liability and member representation.

Governance Aptitude

Potential for operating as an effective director including logical thought processes / reasoning, a decision-making approach, interpersonal skills and an ability to deal with a range of communication styles, personality traits, and relevant business expertise in order to contribute to board discussions, give direction to and mentor management.

Business Strategy and Transformation

The development, planning and execution of a wide range of strategies to meet specific organisational objectives. Includes the development of a long-term strategy framework and business transformation including people and culture change.

Finance/Commercial/Legal

Provide oversight and input into our organisation's processes, procedures, controls, and records for the conduct and management of all aspects of financial transactions, events, and situations. This may include financial planning and analysis, risk, audit, tax, accounts payable, accounts receivable, general ledger and accounting. Involves direct professional applications of knowledge of regulations, related principles and tactics to the conduct of the organisation's commercial affairs. This may also include compliance, contracts, legal, insurance / risk management experience.

Marketing/PR/Communication

Experience in driving successful fundraising and marketing campaigns – awareness of funding sources, such as fundraising events, grants, bequests, donations. Skilled in external and internal communications and media relations.

Member Relations

Lived experience with a heart child or own heart condition with a focus on protecting, maintaining, and enhancing HKNZ's reputation and interests amongst members. This includes communication and providing an interface for HKNZ with various individuals and relevant like-minded charities / governmental bodies.

Māori or Pacific Island Culture

Direction and guidance on issues affecting Māori and Pacific peoples to help improve HKNZ's responsiveness to issues including utilising tikanga practises from Te Ao Māori (the Māori world) in decision making.

In addition to the above, the HKNZ Board will, from time to time on an as required basis, look for other skills such as technology, etc.