

Board Responsibilities

Becoming a Board Member

The makeup of the Board is determined by the Constitution and will outline the number of members required, representation and processes for co-opting additional Board members. Refer to [Constitution](#).

Whakatureture | Legislation

Pursuant to the Incorporated Societies Act 2022 officers, or in the case of PENZ, Board members must:

- Consent in writing and certify that they are not disqualified.
- Be 16 years of age or older.

A Board member (officer) cannot be:

- an undischarged bankrupt
- prohibited from being a director or promoter of a company
- disqualified from being an officer of a charitable entity
- convicted and sentenced for certain offending (for example, a crime involving dishonesty)
- subject to particular orders (for example, a banning order)
- unable to comply with any qualifications for officers contained in the society's constitution.

Board members (officers) will also have defined duties similar to those of company directors including, such things as acting in good faith and in the best interests of PENZ.

Mahi | Our Work

In addition to meeting legislative requirements, PENZ places a high value on trust and collaboration. Each Board member brings a unique perspective and our diversity enables us to better serve our community. Board members will bring a range of capabilities and will strive to develop and demonstrate the following competencies:

Experience & Knowledge	Leadership	Strategic Thinking	Commitment to Excellence	Adding Value
Knowledge and experience of physical education, an enthusiasm and commitment to PENZ, our members, stakeholders and to the development of the profession.	Demonstrate leadership skills both in governance and leading our people.	An ability to think and plan strategically and consider the 'big picture' for physical education. An ability to distinguish governance and operational matters.	A commitment to excellence, both personally and for our organisation as a whole.	A broad interest in physical education and a willingness to commit time and effort to governance. The Board aims to add value to PENZ and move forward strategically.
Decision-Making	Honesty and Integrity	Interpersonal & Communication Skills	Organisational Awareness	Financial Understanding
The ability to consider a wide range of perspectives and make decisions which benefit PENZ and for the 'greater good' of physical education.	Demonstrate honesty and integrity at all times.	Demonstrate effective interpersonal skills, including the ability to interact with and listen to others' viewpoints respectfully, communicate opinions clearly, and advocate for physical education.	A broad knowledge of the organisation is important for effective governance. Board members will develop knowledge of structure, history and constitution as well as contemporary issues important to the physical education community.	An understanding of financial matters related to good governance and related implications for our organisation is essential.

Preparation for Board Service

Individuals nominated for election or being appointed to the PENZ Board should understand the obligations they will be taking on and be adequately prepared to take up the role of PENZ Board member.

Pukumahi | Due Diligence

Individuals considering nomination as a PENZ Board member, are advised to complete the following due diligence.

Prior to accepting nomination, an individual should gain an understanding of:

- The personal accountabilities and obligations of being a PENZ Board member
- The constitution of PENZ
- The responsibilities they are undertaking
- The risks of being a PENZ Board member
- The organisation, what it does and its objectives
- The last annual report
- The current financial position
- Board member expenses reimbursement policy
- Any potential conflicts of interest

An individual should discuss, with the President, the time commitment required, including the time outside Board and committee meetings, reading Board papers and other material, and resolve any concerns they may have about serving as a PENZ Board member.

Board Member Induction

Ngā Kaitohu | Board Members

Board members are expected to contribute to Board meetings to the best of their ability. To facilitate this PENZ will provide orientation into the affairs of both the Board and PENZ as an organisation, its issues, current concerns, staff, current financial position etc...

In addition:

- 1) All prospective Board members will be provided with all relevant information.
- 2) Prior to attendance at their first Board meeting, new Board members will:
 - (i) Receive a copy of the previous year's accounts, an up-to-date copy of year-to-date financial statements, and the strategic and annual plans.
 - (ii) Meet / teleconference / video conference with the President for governance familiarisation. This meeting may be held as a group session or with individual new Board members.
 - (iii) Meet / teleconference / video conference with the CE for operational familiarisation

Board Member Role Description

The Board is responsible for the long-term health and prosperity of PENZ. The Board charts the direction for and monitors the operational performance of PENZ on behalf our members and stakeholders. The Board fulfils its responsibilities by ensuring:

- 1) Effective implementation of organisational policy;
- 2) The appropriateness of the ways in which programmes and services are provided;
- 3) That PENZ has the capacity to implement policy and to manage its affairs;
- 4) Risks regarding type, level and quality of programmes and services provided (or not provided) are understood and that means are in place to manage these risks;

Effective communication with members and stakeholders about our goals, accomplishments, and choices.

Code of Ethics & Proper Behaviour

PENZ is committed to the adoption of ethical conduct in all areas of its responsibilities and authority.

Ngā Kaitohu | Board Members:

- i) Shall act honestly and in good faith at all times in the interest of PENZ and its members, ensuring that all stakeholders, particularly its members, are treated fairly.
- ii) Shall carry out their duties in a lawful manner and ensure that PENZ carries out its business in accordance with the law and the terms of its own constitution and policies.
- iii) Shall act in accordance with the principles of the Treaty of Waitangi and Te Tiriti o Waitangi.
- iv) Shall avoid conflicts of interests in as far as this is possible. Where such conflicts arise, the Board member/s concerned will act within the terms of the PENZ Conflict of Interests Policy.
- v) Shall be diligent, attend Board meetings and devote sufficient time to preparation for Board meetings to allow for full and appropriate participation in the Board's decision making.
- vi) Shall observe the confidentiality of non-public information acquired by them in their role as Board members and not disclose to any other person such information.
- vii) Shall act in accordance with their fiduciary duties, complying with the spirit as well as the letter of the law, recognising both the legal and moral duties of the role.
- viii) Shall interact with the Board and Management of PENZ in a positive and constructive manner.
- ix) Shall be loyal and supportive to the Board and to PENZ, abiding by Board decisions once reached; shall accept the principle that the Board speaks with one voice, that no one member shall publicly express his/her opinion should this deviate from an agreed Board position or decision.
- x) Shall not do anything that in any way denigrates PENZ or harms its public image.