



GOVERNANCE PROCESS POLICIES.

CODE OF ETHICS POLICY

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

Procedures: Board Members shall:

1. Act honestly and in good faith and honesty at all times in the best interests of Swimming Bay of Plenty as a whole.
2. Declare all interests that could result in a conflict between personal and organisational priorities.
3. Exercise diligence and care in fulfilling the functions of office.
4. Make reasonable enquiries to ensure that Swimming Bay of Plenty is operating efficiently, effectively, legally and ethically in the pursuit of its organisation goals and strategies.
5. Maintain sufficient knowledge of Swimming Bay of Plenty's business and performance to make informed decisions.
6. Not agree to Swimming Bay of Plenty incurring obligations unless he or she believes that such obligations can be met when required.
7. 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. Refer Swimming Bay of Plenty Constitution section 3 Governance 8.9(f) regarding absences.
8. Ensure scrupulous avoidance of deception, unethical practice or any other behaviour that is, or might be construed as, less than honourable in the pursuit of Swimming Bay of Plenty's business.
9. Not disclose to any other person confidential information other than as agreed by the Board or as required under law.
10. 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.
11. Abide by Board decisions once reached notwithstanding a Board Member's right to pursue a review or reversal of a Board decision.
12. Not to make, comment, issue, authorise, offer or endorse any public criticism or statement having or designed to have an effect prejudicial to the best interests of Swimming Bay of Plenty.

The Board shall:

13. Make every reasonable effort to ensure that Swimming Bay of Plenty does not raise community, supplier or member expectations that cannot be fulfilled.
14. Meet regularly to monitor the performance of Swimming Bay of Plenty. To do this the board will ensure that appropriate monitoring and reporting systems are in place and that these are maintained and utilised to provide accurate and timely information to the board.
15. Ensure that there is an appropriate separation of duties and responsibilities between itself and senior management and that no one has unfettered powers of decision making



16. Ensure that the independent views of board members are given due consideration and weight within the Board room but that personal views will not be expressed outside of the Board room.
17. Ensure that members are provided with an accurate and balanced view of the organisation's performance including financial.
18. Regularly review its own performance as the basis for its own development and quality assurance. Individual board members should also review their own performance with a view to ensuring a suitable contribution to board deliberations and decision making and, if found lacking, should either pursue training or assistance to improve their performance or resign.
19. Carry out its meetings in such a manner as to ensure fair and full participation of all board members.
20. Ensure that the organisation's assets are protected via a suitable risk management strategy.

STRATEGIC DIRECTION AND PLANNING POLICY

An essential element in the board's leadership role is its responsibility to set the strategic direction for Swimming Bay of Plenty. Accompanying this is an ongoing responsibility to identify organisation priorities, stakeholder agreements and expectations, monitor progress against the strategic goals and objectives and view and approve annual business plans and the annual budget.

The Board shall:

1. Tri-annually establish and review Swimming Bay of Plenty's Purpose, vision, organisation strategies and priorities.
2. Annually review annual plan to ensure alignment with the strategic direction, priorities and strategies.
3. Schedule a programme of strategic dialogue at board meetings that reflects the priorities as defined by the board and that creates opportunities for the board and management to think strategically about future issues of strategic importance to Swimming Bay of Plenty's wellbeing and success.
4. Create a 3 Year Board Work Plan.

Procedures – Board-level policies:

1. All board-level policies will be approved by the board at a formally constituted board meeting.
2. The need for new policies can be notified by individual board members or members of the organisation.
3. Whenever possible, policies should be developed in response to the potential for future use or in advance of an event rather than in response to an event, crisis or problem.
4. Except in unique circumstances, a policy cannot be introduced and approved by the board at the same board meeting.
5. Typically a subcommittee or board working party may research and draft new policies.

These will then be circulated to all board members and other interested parties for comment prior to presentation to the board for approval.

6. All policies shall follow the same format as follows:
 - a. Policy name (and file reference as appropriate)
 - b. Policy statement
 - c. Procedures
 - d. Split of responsibilities (as appropriate)
 - e. Review date
7. All policies will be programmed for review to be carried out as per annual work plan.
8. All board-level policies shall be available to all board members.



FINANCIAL GOVERNANCE POLICY

The Board has a core duty to ensure the financial integrity and viability of Swimming Bay of Plenty. This entails oversight of all financial processes and systems, regular review of financial results and, annually, approving Swimming Bay of Plenty's financial plan and budget and financial announcements.

Procedures: The Board shall:

1. Develop, review and monitor the implementation of governance level financial policies.
2. Provide guidance on budget parameters and priorities and approve the annual budget and financial plan including capital expenditure.
3. Approve expenditure outside budget parameters.
4. Review and approve the full year financial statements, reports and outcomes.
5. Review and approve regularly scheduled financial statements and reports, i.e. for each board meeting or at the Board's request.
6. Ensure the Financial results are audited as per Swimming Bay of Plenty Constitution, and a report is received.

CONFLICT OF INTERESTS POLICY

The Board places great importance on making clear any existing or potential conflicts of interest for Board Members. Conflicts of interest may occur:

1. When a Board Member, or his/her immediate family or business interests, stands to gain financially from any business dealings, programmes or services provided Swimming Bay of Plenty.
2. When a Board Member offers a professional service to Swimming Bay of Plenty.
3. When a Board Member stands to gain personally or professionally from any insider knowledge if that knowledge is used for personal or professional advantage.

Procedures:

1. Any business or personal matter which could lead to a conflict of interest of a material nature involving a Board Member and his/role and relationship with Swimming Bay of Plenty, must be declared and registered in the Register of Interest.
2. All such entries in the Register shall be presented to the Board and minuted at the first Board meeting following entry in the records.
3. All conflicts of interest must be declared by the Board Member concerned at the earliest time after the conflict is identified. Normally there will be the opportunity at the commencement of each board meeting for conflicts of interest to be declared.
4. The Board shall determine whether or not the conflict is of a material nature and shall advise the individual accordingly.
5. Where a conflict of interest is identified and/or registered, and the Board has declared that it is of material benefit to the individual or material significance to the organisation, the Board Member concerned shall not vote on any resolution relating to that conflict or issue.
6. The Board Member shall only remain in the room during any related discussion with Board approval.
7. The Board will determine what records and other documentation relating to the matter will be available to the Board Member.
8. All such occurrences will be minuted.
9. Individual Board Members, aware of a real or potential conflict of interest of another Board Member, have a responsibility to bring this to the notice of the Board.
10. Where a Board Member has an ongoing material conflict of interest, this Board Member must consider resignation from the Board. However, resignation should not occur where this will result in serious detriment to the Board or to Swimming Bay of Plenty



RISK MANAGEMENT POLICY

The Board will identify and evaluate the principal risks faced by Swimming Bay of Plenty and ensure that appropriate systems are in place to avoid or mitigate these risks.

Procedures:

The Board shall:

1. Ensure that suitable internal controls are in place and are enacted and monitored to ensure effective and efficient operation and management of the organisation's resources.
2. Ensure that proper accounting records are kept.
3. Ensure prompt investigation of any material shortfalls or breaches in compliance or risk management standards.



BOARD COMMITTEE'S POLICY

The Board will establish committees and working parties only to support it in its governance work.

Procedures:

1. Committees and working parties shall have Terms of Reference defining their role, life span, procedures and functions, and the boundaries of their authority, reviewed annually.
2. Committees and working parties may co-opt outside members from time to time in order to bring additional skills, experience or networks.
3. Unless explicitly empowered by the Board, committees or working parties cannot make binding Board decisions or speak for the Board. For the most part the function of committees and working parties, in fulfilling their role, is to make recommendations to the Board.
4. Management Sub-Committees must submit a written report to each Board Meeting to report on their progress.