

5. Code of Ethics & Proper Practice

A. Background

The NZSTA governing Board has high expectations of all its stakeholders, and leads by example.

This policy identifies the Board's expectations of the Board and its members as they discharge their duties.

This policy should be read in conjunction with 1a – Policy definitions.

B. Strategic direction

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

C. Operational requirements

(1) High Expectations

1. Board Members:

- a. **Act honestly and in good faith** at all times in the interests of NZSTA, its member boards and their trustees. This means member boards and their trustees are treated fairly according to their rights.
- b. **Carry out their duties in a lawful manner** and ensure that NZSTA carries out its business in accordance with the law and the terms of its own Constitution.
- c. Are **diligent**, attend Board meetings and devote sufficient time to preparing for Board meetings to allow for full and appropriate participation in the Board's decision making.
- d. Review their own individual performance with a view to ensuring a suitable contribution to Board deliberations and decision making. If the self review identifies a lack of performance, the Board member either pursues, or is provided with, training by the Board to improve their performance.
- e. Must seriously consider resigning their position as a Board member if they consistently cannot or do not meet the Board's performance expectations.

(2) High Trust

2. Board Members:

- a. Observe the **confidentiality** of non-public information acquired by them in their role as Board members and not disclose to any other persons such information that might be harmful to NZSTA.
- b. Are **loyal to NZSTA and to the Board**, abiding by the Board decisions once reached.

(3) High Transparency

3. Board Members:

- a. Meet to monitor the performance of management and of NZSTA as a whole. To do this the Board will ensure that appropriate monitoring and reporting systems are in



NZSTA POLICY FRAMEWORK INTEGRATED POLICIES

place and that these are maintained and utilised to provide accurate and timely information to the Board.

- b. Ensure there is an appropriate separation of roles and responsibilities between itself and the General Manager.
- c. Ensure that member boards and their trustees are provided with an **accurate and balanced view of the organisation's performance** including both the financial and strategic goals.
- d. Carry out Board meetings in such a manner as to ensure **fair and full participation** of all Board members.
- e. **Avoid conflicts of interests** in as far as this is possible. Where such a conflict arises, the member/s concerned must act within the following terms of this policy.

Conflicts of Interest

The Board places great importance on making clear any existing or potential conflicts of interest for its members.

4. Any potential conflict of interest must be declared by the member concerned before discussion on a related agenda item begins.
5. Any business or personal matter, which is or could be a conflict of interest, must be declared.
6. Where a conflict of interest is identified the Board member may be asked for clarification prior to the Board discussion or decision making.
7. A Board member who declares or is found to have a conflict of interest is not permitted to participate in any Board decision on that topic or topics felt by the Board to be closely related.
8. The Board decides on a case-by-case basis whether a Board member who has a conflict of interest remains in the room.
9. Examples of conflict of interest are:
 - a. When a Board member or his/her immediate family or business interests stand to gain financially from any business dealings, or services of NZSTA.
 - b. When the Board member himself, or herself, offers a professional service to the organisation, or any other organisation that may be viewed as a competitor.
 - c. When a Board member stands to gain personally or professionally from any insider knowledge if that knowledge is used to advantage.

(4) **High Accountability**

10. Board Members:

- a) Act in accordance with their **fiduciary duties**, complying with the spirit as well as the letter of the law, recognising the legal and moral duties of their role.
- b) Ensure that the **independent views of Board members** are given due consideration and weight.
- c) **Review the Board's own performance** as the basis for its own development and quality assurance.
- d) Ensure that **NZSTA's assets are protected** via a risk management strategy.

NZSTA POLICY FRAMEWORK INTEGRATED POLICIES

- e) Foster a **safe cultural environment** for all Board members and this is the responsibility of all its members.

Reviewed and approved by the Board

On this date: 15 April 2016

Signed on behalf of the Board Lorraine Kerr
President

