Board Governance Process

Role of the Board

1) The primary object of Swimming Taranaki is to support the growth and performance of competitive swimming in its regions, from entry level club competitive swimmers to elite high performance swimmers.

2) The governance of Swimming Taranaki and the exercise of all powers of Swimming Taranaki (except where restricted by this constitution) are delegated without further restriction to be undertaken by the Board. Such powers may also be delegated by the Board to persons as it determines.

3) The role and responsibility of the Board is to act in the best interests of Swimming Taranaki and to provide good governance to Swimming Taranaki including through the following:

   a) procuring the implementation of the Purposes of Swimming NZ in the Swimming Taranaki Region.
   b) monitoring and reviewing performance against the Purposes of Swimming NZ;
   c) monitoring and reviewing performance against the annual business plan and budget;
   d) addressing the ongoing viability and sustainability of Swimming Taranaki;
   e) monitoring regulatory compliance for Swimming Taranaki;
   f) establishing, reviewing, and monitoring policies to guide and govern Swimming Taranaki;
   g) fostering interaction and communication across and within Swimming Taranaki, Regional Associations and Member Clubs and with Swimming Taranaki Associates;
   h) adopting and communicating a continual best practice performance culture; and
   i) preparing an annual report and procuring an annual statement of accounts.
   j) Improve and monitor the strategic direction and operating performance of Swimming Taranaki.

4. Having regard to its role, the Board will direct, and monitor the affairs of Swimming Taranaki including, in particular:

   a) Strategy

      - ensuring that the strategic goals of Swimming Taranaki are clearly established, and that strategies are in place for achieving them;
      - deciding on the steps necessary to protect Swimming Taranaki's financial position and its ability to meet its debts and obligations as and when they fall due, and ensuring that such steps are taken;
      - establishing policies for strengthening the performance of Swimming Taranaki,
      - ensuring that the Management is pro-actively seeking to develop and strengthen Swimming Taranaki through innovation and initiative.

5. Governance Philosophy and Approach

   a) remaining up to date in terms of key stakeholders' concerns, needs and aspirations;
   b) developing a future focus rather than being preoccupied with the present or past;
   c) providing leadership in the exploration of strategic issues rather than becoming distracted by administrative detail;
   d) behaving proactively rather than reacting to events and others' initiatives
   e) bringing a diversity of opinions and views to bear on its decisions;
   f) the development and expression of a collective responsibility for all aspects of the organisation; and
   g) ensuring there are positive conditions for the motivation of the Administrator and ensure that there is adequate training to support her/him in their role.

6. Management

   a) reviewing the performance of the Administrator; and

7. Reporting and Disclosure

   a) approving and monitoring Swimming Taranaki's financial statements and other reporting;
   b) preparing annual performance statements and being accountable to stakeholders for achievement of them;
   c) ensuring that Swimming Taranaki adheres to high standards of ethics and organisational behaviour in all its activities;
   d) shall avoid conflicts of interest in so far as this is possible. Where such conflicts arise, the board member/s concerned will act within the terms of the regions conflict of interest policy; and
   e) 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.

8. People

   a) approving and monitoring Swimming Taranaki health and safety procedures with a view to ensuring the safety of Swimming Taranaki's members and employee(s), and
   b) approving and monitoring Swimming NZ's membership protection and code of conduct policies with a view to ensuring they are best practice and promote the safety and wellbeing of Swimming Taranaki's members.

9. Risk Management

   a) ensuring that Swimming Taranaki has appropriate risk management/compliance policies in place and monitoring the integrity of those policies.

10. The Board's Relationship with Stakeholders

a) The Board will use its best endeavours to familiarise itself with issues of concern to its stakeholders, including staff, member clubs, swimmers, funders and the communities in which it operates.
b) The Board will regularly evaluate economic, political, social and legal issues and other relevant external matters that may influence or affect the development or operation of Swimming Taranaki or the interests of stakeholders.
c) The Board will regularly report to stakeholders on the performance and strategies of Swimming Taranaki.

11. Board Procedures

a) The conduct of Board Members will be consistent with their duties and responsibilities to Swimming NZ and, indirectly, to its stakeholders. The Board will be disciplined in carrying out its role, with emphasis on strategic issues and policy. Board Members will always act within procedures put in place by the Board on its activities.
b) Board Members will use their best endeavours to attend Board meetings and to prepare thoroughly. Board Members are expected to participate fully, frankly and constructively in Board discussions and other activities, and to bring the benefit of their knowledge, skills and abilities to the Board table. Board Members unable to attend a meeting will advise the Administrator at as early a date as possible.
c) Board discussions will be open and constructive, recognising that differences of opinion can, in such circumstances, bring greater clarity and lead to better decisions.
d) Board meetings may be held in person or by teleconference or by other means by which the participating may hear each other simultaneously.
e) A resolution signed by all Board members is as effective as if passed at a Board Meeting.
f) A Board meeting may be called by the Chair or by written request of four Board Members.
g) Decisions are by Ordinary Resolution (unless otherwise required by the Constitution) by voice, or if requested by the Chair by show of hands, and if requested by any Board Member, by secret ballot.
h) Minutes will be taken at each Board meeting and the meetings of each Board Committee.
i) All discussions and their record will remain confidential unless there is a direction from the Board to the contrary, or disclosure is required by law.
j) The Board has sole authority over its agenda and exercises this through the Chair. Any Board member may, through the administrator or Chair, require the addition of an item to the agenda. The agenda will be set by the Administrator in consultation with the Chair.
k) The Board will hold at least five meetings in each year. At each normal meeting, the register of Board Member's interests will be tabled and updated as necessary and the Board will consider:
    - the minutes of previous Board meetings;

- a report from the Administrator;
- the financial accounts, variances from budget and forecasts;
- reports on the implementation of any initiatives currently underway;
- reports from any meetings of Board Committees; and
- policy matters that require decision by the Board

l) Additional Board meetings are held when necessary in order to prioritise and respond to issues as they arise.

m) In the normal course of events, day-to-day management of Swimming NZ will be the responsibility of the Administrator.

n) the Board will at least annually:
- review and approve the strategic goals of Swimming Taranaki;
- review the operational plans for achieving the strategic goals of Swimming Taranaki;
- approve the annual budget;
- approve the annual financial statements, associated reports to members and stakeholders and associated public statements;
- approve the annual report;
- review Swimming Taranaki's audit requirements;
- review the terms of reference of, performance of, necessity for and composition of Board

o) The Board must at periods of not more than three years review all Swimming Taranaki policies.

p) Board members are entitled to have access, at all reasonable times, to all relevant Swimming Taranaki information.

12. Chair and Deputy Chair

a) The Board will annually following the AGM elect from among the Board Members:
- the Chair being the person that the Board considers to be the best person to fill the role; and
- the Deputy Chair who is to undertake the role of the Chair in the absence of the Chair.

b) The Chair is responsible for:
- representing the Board to stakeholders;
- ensuring the integrity and effectiveness of the governance process of the Board as set out in this Board charter;
- maintaining regular dialogue with the Administrator over all operational matters;
- consulting with the rest of the Board promptly over any matter that gives cause for significant concern;
- acting as facilitator at meetings of the Board;
- exercising an additional casting vote in the event of a tie; and
- ensuring that Board discussion are efficient and result in logical and understandable outcomes.

13. Board Committees

a) Board Committees will be formed only when it is efficient or necessary to facilitate efficient decision-making.
b) The Board may establish the following committees with functions, processes and protocols as determined by the Board:
c) Award/Blazer Committee
d) Audit, Risk & Policy Committee
e) Technical Advisory Committee
f) Board Committees will, as far as is appropriate, observe the same rules of conduct and procedure as the Board unless the Board determines otherwise.
g) Board Committees will only speak or act for the Board when so authorised. The authority conferred on a Board Committee will not derogate from the authority delegated to the responsibility of the Chair.
h) The members of each Board Committee will be appointed by the Board.

14) Induction of New Board Members

a) Upon appointment/election at attendance at their first Board meeting, new Board Members will receive a copies of Constitution, Policies and any other relevant documentation,
b) Meet with the Chairperson for a governance familiarisation. This meeting may be held as a group session or with individuals.
c) Meet with the Administrator for an operational familiarisation.

15) Board Members' Expenses

a) Board Members are entitled to be reimbursed for the actual and reasonable expenses they incur associated with the performance of their role of Board Members, including travel costs.
b) The Chair approves all other Board Members' expenses and the Deputy Chair approves the Chair's expenses.

16) Provision of Business or Professional Services by Board Members

a) Because a conflict of interest (actual or perceived) may be created, Board Members should not, generally, provide business or professional services of an on-going nature to Swimming Taranaki.
b) Notwithstanding the general rule, Swimming Taranaki is at liberty to:
c) For the purpose of a special assignment, engage the services of any Board member having special expertise in a particular field; or
d) Engage the services of another member of the Board Members' organisation.
e) No Board Member or any person associated with a Board member shall participate in or materially influence any decision made by Swimming Taranaki in respect of the payment to or on behalf of the Board member or associated person of any income, benefit or advantage whatsoever.

f) Any payments made must be for goods or services that advance the Objects of Swimming Taranaki and must be reasonable and relative to payment that would be made between unrelated parties.

17) Media Policy

a) Only the Chair and the Administrator are authorised to comment publicly on the affairs and policies of Swimming Taranaki.
b) Generally, the Chair may comment on matters that are the responsibility of the Board and the Administrator will comment on matters of an operational nature.
c) The Chair and Administrator may delegate comment to Board Members or staff on strategic or operational matters, respectively.

18) Indemnity

a) No current or former member of the Board has any liability to Swimming Taranaki or its Members for any act or omission in their capacity as a Board Member except in the case of their own
b) fraud, dishonesty, breach of fiduciary duty or the commission of any act know by them to be a breach of duties owed by them at law.
c) Each current or former member of the Board is indemnified by and out of the assets of Swimming Taranaki against:
d) any liability arising out of any act or omission in their capacity as a Board member excluding criminal liability arising out of their own fraud, dishonesty, breach of fiduciary duty or the commission of any act known by them to be a breach of duties owed by them at law; and
e) costs incurred by them in any proceedings relating to such liability.

Signed by the members of the Board on 10/11/25

Chair DANIEL HANCOCK.

Deputy Chair PAUL FELTOE

Board Member BRENDAN ROCHE

Board Member KIM TREWEEK

Board Member S. VENABLES

Board Member MARIANO NANI