

# **WasteMINZ Board Charter**

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## **Board Charter and Governance Policies**

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### **1. Responsibilities of the WasteMINZ Board**

The Board governs WasteMINZ and is responsible for the effective and efficient stewardship of the organisation and for the assurance of its future wellbeing.

The Board's first duty is to act in the best interests of the organisation.

The Board also has a responsibility to its stakeholders to ensure that all available resources will be used in an accountable and equitable way to deliver its services.

In the exercise of its governance responsibilities particular expectations of the Board are that it must:

1. Establish and promote WasteMINZ's purpose, strategic direction, and priorities within which all further planning and decision-making takes place.
2. Ensure there is an organisational culture which supports the organisation's purpose and associated values and that stakeholders both within and external to the organisation are treated in a respectful and transparent manner.
3. Establish and implement policies that direct and control implementation and operational activity.
4. Identify, characterise and set expectations for the management and monitoring of organisational activity and risk.
5. Ensure that the organisation acts lawfully and in compliance with all internal and externally imposed legal and other compliance requirements.
6. Establish and maintain constructive, effective and appropriate relationships with key stakeholders.
7. Employ the Chief Executive in a manner consistent with 'Good Employer' principles.
8. Monitor management and organisation performance against board-set criteria.
9. Take active steps to ensure the Board has a diverse mix of Board members whose collective skills, knowledge and experience, and personal attributes equip the board to meet the expectations set out in this charter.

### **2. Responsibilities of Board members**

Board members' responsibilities are in one sense collective and follow those of the board but, as individuals, Board Members also have personal legal obligations. These include:

1. A Board member must exercise a power for a proper purpose.
2. A Board member must not act, or agree to the organisation acting, in a manner that contravenes relevant legislation or the constitution of the organisation.
3. A Board member must not agree to the business of the organisation being carried on in a manner likely to create a substantial risk of serious loss to the organisation's creditors.

4. A Board member must not agree to the organisation incurring an obligation unless the Board member believes at that time on reasonable grounds that the organisation will be able to perform the obligation when it is required to do so.
5. A Board member when exercising powers or performing duties as a Board member, must exercise the care, diligence, and skill that a reasonable Board member would exercise in the same circumstances.
6. A Board member when exercising their powers or performing duties as a Board member, is entitled to rely on reports, statements, and financial data and other information prepared or supplied, and on professional or expert advice but in doing so must also exercise independent thought and judgement.
7. A Board member must ensure that personal interests (including relationships and memberships as well as pecuniary interests) that could in some circumstances be considered by independent third parties to conflict with those of the organisation, are recorded in the interests register and as appropriate declared in relation to the particular business of a board or board committee meeting.
8. A Board member who has information in that capacity, being information that would not otherwise be available to him or her, must not disclose that information to any person or entity, or make use of or act on the information, except -
  - (a) for the purposes of the organisation; or
  - (b) as required by law.

### **3. Governance philosophy and approach**

The Board will govern WasteMINZ with an emphasis on:

- Serving the legitimate collective interests of the present members, stakeholders, and other beneficiaries of WasteMINZ and accounting to them for the performance of WasteMINZ and for the Board's stewardship.
- Remaining up to date in terms of key stakeholders' concerns, needs and aspirations.
- Learning from the past and having aspirations for the future.
- Providing leadership in the exploration of strategic issues rather than becoming distracted by administrative detail.
- Articulating an effective strategic direction and policy framework as a basis for delegation to the Chief Executive and to guide and, as appropriate, direct all operational resource allocation and activity.
- Active monitoring of organisational performance in relation to board set performance expectations.
- Behaving proactively rather than reactively, particularly in terms of the operating, funding and public health environments.
- Bringing a diversity of opinions and views to bear on its decisions.
- The development and expression of a collective responsibility for all aspects of the organisation.
- Active succession planning for both board and management.

- Ensuring there is a positive and safe working environment for management, staff, and volunteers and that they are supported to do their best work.

As well as identifying and applying itself to those matters to which it can add the greatest value, the Board will diligently carry out such other functions as are prescribed by law or assigned to the Board under WasteMINZ's governing documents.

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## Governance Process Policies

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### 4. Code of Ethics

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

**Board members shall:**

1. Act honestly and in good faith at all times.
2. Always act in the best interests of the whole organisation.
3. Declare all interests (including relationships) that could result in a conflict between personal and organisational priorities.
4. Exercise diligence and care in fulfilling the functions of the Rules.
5. Make reasonable enquiries to ensure that WasteMINZ is operating efficiently, effectively, legally and ethically in the pursuit of its planned outcomes and strategies.
6. Maintain sufficient knowledge of WasteMINZ's business and performance to make informed decisions.
7. Not agree to WasteMINZ incurring obligations unless they believe that such obligations can be met as and when they fall due.
8. Attend board meetings and devote enough time to preparation to enable full and appropriate participation in the board's decision making.
9. 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 WasteMINZ's business.
10. Not disclose to any other person or entity confidential information other than as agreed by the board or as required under law.
11. 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.
12. Abide by board decisions once reached notwithstanding a Board member's right to pursue a review or reversal of a board decision.
13. Not 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 WasteMINZ.
14. Demonstrate respectful and civil behaviour towards both colleagues, management and those they encounter in the course of carrying out board-related business.
15. Make every reasonable effort to ensure that WasteMINZ does not mislead nor raise community, supplier or stakeholder expectations that cannot be fulfilled.

**The Board shall** exercise ongoing oversight of the management of ethics and ensure that it results in the following:

1. Application of the appropriate organisational policies to ensure ethical practice regarding recruitment, evaluation of performance and reward of employees, as well as the sourcing of supplies.
2. Having sanctions and remedies in place for when the organisation's ethical standards are breached.

3. The use of protected disclosure or whistle-blowing mechanisms to detect breaches of ethical standards and dealing with such disclosures appropriately.
4. The monitoring of adherence to the organisation's ethical standards by employees and other stakeholders.
5. Maintain awareness of legislation whilst ensuring adherence to best practices, regulatory frameworks and new developments.

If there are any complaints about a Board member, the complaint will be escalated appropriately according to Clause 7 of the *Rules of the Waste Management Institute New Zealand*.

## 5. Strategic Direction and Planning

**An essential element in the board's leadership role is its responsibility to establish a strategy for WasteMINZ. Accompanying this is an ongoing responsibility to identify organisational priorities, monitor progress towards the achievement of the stated outcomes and approve the annual budget and lead the development of longer-term financial planning. Accordingly, the Board will annually:**

1. In partnership with the Chief Executive establish and review WasteMINZ's purpose, key results and governance-level strategies.
2. Review annual business plans to ensure alignment with WasteMINZ Strategic Foundations Document, priorities and strategies.
3. Schedule a programme of strategic dialogue at board meetings that reflects the priorities as defined by the board and creates opportunities for the board and Chief Executive to think strategically about future issues relevant to WasteMINZ's wellbeing and success.

## 6. Financial Governance

**The Board has a core duty to ensure the financial integrity and viability of WasteMINZ. This entails oversight of all financial processes, systems, longer-term forecasting, regular review of financial results and annually approving WasteMINZ's financial plan and budget and financial announcements. Accordingly, the Board will:**

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 that the board determines to be material.
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.

## 7. Conflict of Interests

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

1. Any business or personal matter which could lead to a conflict of interest of a material nature involving a Board member and his/her role and relationship with WasteMINZ, must be declared and registered in the Interest Register.
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 each board meeting for conflicts of interest to be declared.
4. The Board shall determine whether 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 where the Board member has a conflict of interest 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.

## 8. Health and Safety at Work

**The Board has a core duty to ensure that all relevant elements in the Health and Safety at Work 2015 Act are met. Accordingly, the Board will:**

1. Ensure that all Board members understand and discharge their duties and responsibilities under the Act.
2. Ensure that robust systems are designed so that the board will receive regular information in the form of written and verbal reports necessary to exercise its duties under the Act.
3. Verify that records are maintained in a timely and accurate fashion enabling tracking of events, trends and responses/actions.
4. Understand the hazards and risks that employees and volunteers are, or might be, exposed to in carrying out their duties.
5. Annually undertake a formal assessment of compliance with Board members' duties and responsibilities under the Act.
6. Ensure that budget planning takes account of all requirements under the Act, such as Board/staff training.

## 9. Risk Management

**The Board will identify and evaluate the principal risks faced by WasteMINZ and ensure that appropriate systems are in place to avoid or mitigate these risks including the protection of intellectual capital. Accordingly, the Board will:**

1. Engage actively in characterising and monitoring risks associated with the achievement of its overall objectives.
2. Ensure that robust risk management policies and processes are developed and monitored addressing all areas of organisational risk and that the board is kept abreast of all key risks areas and strategies in a timely manner.
3. Develop a 'risk aware' culture in which both Board members and staff are encouraged to identify risks and respond to them quickly and effectively.
4. Make clear the reporting required to enable it to keep abreast of all organisation risk areas.
5. 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.
6. Ensure that the organisation is governed and managed in accordance with its Rules and policies.
7. Ensure that proper accounting records are kept.
8. Ensure prompt investigation of any material shortfalls or breaches in compliance or risk management standards.

## 10. Board Committees and Working Parties

**The Board will establish committees and working parties where and when appropriate to support it in its governance work as needed. The work of committees and working parties should not conflict with the Chief Executive's delegated responsibilities.**

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. Committees and working parties shall not exercise authority over staff nor shall they delegate tasks to any staff unless the Chief Executive has specifically agreed to such delegations.
4. 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.

## 11. Board Meetings

**The majority of Board business will be conducted in board meetings. In order to ensure effective meetings, the following principles apply:**

1. The Board will make the best possible use of its meetings by dealing primarily with matters that have governance-level significance, by focusing primarily on the future and, within a defined policy framework, by delegating as much as possible to the Chief Executive.
2. The Board will develop an annual work plan that (1) ensures the board regularly addresses relevant strategic and risk-related issues and reviews progress towards the achievement of the statement of strategic direction/strategic plan, (2) provides assurance that all relevant compliance requirements are addressed, and (3) improves board performance through education and continuous focus on its governance effectiveness.
3. The Board Chair will, in consultation with the Chief Executive, establish the agenda for each board meeting although each Board member is free to suggest the inclusion of item(s) on the agenda. The focus of the meeting will be a topic(s) drawn from the work plan.
4. The Board will normally meet quarterly; however, board meetings may be scheduled at other times or at other frequencies as determined by the Board.
5. Board meetings will be conducted in an open and constructive manner, recognising that genuinely held differences of opinion can bring greater clarity and lead to better decisions.
6. Board members will receive their board papers at least 5 working days prior to the meeting.
7. Board members will be provided with adequate opportunity to contribute to board deliberations.
8. Others (e.g., staff, sector group chairs) may participate in board meetings at the Board's discretion. Such attendees will respect the Board's integrity and accountability and will thus accept any constraints imposed by the Board or the Board Chair on their participation and presence.
9. The Board may hold 'board only' sessions at its discretion. Such sessions which will usually be scheduled prior to or at the commencement of the meeting and should not exclude the Chief Executive from deliberations on matters to which their role as the board's chief adviser would be compromised.

## 12. Monitoring Operational Performance

**The Board has a duty to oversee and monitor the performance of the operational organisation.**

1. The Chief Executive will report to the Board on the performance of WasteMINZ at a frequency and to a standard specified by the Board.
2. All such reporting should be targeted at the Board's interests and duties, rather than a description of management actions.

### **13. Media Statements**

**Interaction with the media, radio, press TV and other media outlets, shall at all times be designed to present an accurate and positive expression of WasteMINZ -related matters. It shall be consistent with WasteMINZ policy and board decisions and free from personal opinions and interpretations.**

1. The Board Chair shall be the spokesperson for governance-related matters and all other matters that the Board determines are best presented by the Board Chair.
2. The Chief Executive shall be the spokesperson for all operational matters and all other matters that the Board deems are best presented by the Chief Executive.
3. The Chief Executive may permit specified staff or WasteMINZ members (e.g., chairs of WasteMINZ sector groups) to act on their behalf but remains accountable for such delegation.

### **14. Board Member Induction**

**The Board Chair and Chief Executive will provide all newly appointed Board Members with a thorough induction into the affairs of both the Board and WasteMINZ at large, using the ‘WasteMINZ Board member induction procedure’ as a guide.**

1. All prospective Board Members will be provided with all relevant information.
2. Upon appointment and prior to attendance at their first board meeting, where practical, new Board members will:
  - a. Receive a copy of the Board Charter and Governance Policies, the Rules and other relevant legal governance documentation, current and recent meeting papers, contact details for other Board members and key staff, the current year’s meeting schedule and the annual agenda.
  - b. Meet with the Board Chair for a governance familiarisation. This meeting may be held as a group session or with individuals.
  - c. Meet with the Chief Executive for an operational familiarisation.

### **15. Board Chair Role**

**The Board Chair provides leadership to the board, ensuring that the Board’s processes and actions are consistent with its policies. As appropriate, the Board Chair represents the Board and the organisation to outside parties. It is expected that the Board Chair will promote a culture of stewardship, collaboration and co-operation, and role-modelling the behaviours that define sound directorship.**

1. The Board Chair will chair board meetings ensuring that:
  - a. Meeting discussion content is confined to governance matters as defined in the board’s policies.
  - b. All Board members are treated even-handedly and fairly.
  - c. All Board members are encouraged and supported to contribute to the Board’s deliberations.
2. The Board Chair has no authority to unilaterally change any aspect of board policy.

3. The Board Chair will ensure that board meetings are properly planned, including the development and distribution of board papers in a timely manner and that the minutes accurately reflect the deliberations and decisions of the board.
4. The Board Chair is responsible for ensuring that board meetings are focused on matters worthy of its attention and that time is allocated to allow sufficient attention to those.
5. The Board Chair will ensure that all board decisions are understood by Board members and accurately recorded.
6. With the approval of the Board, the Board Chair may establish a regular communication arrangement with the Chief Executive in which there is an exchange of information. This might also provide an opportunity for the Chief Executive to use such sessions as a sounding board for proposed actions or to check interpretations of board policy. However:
  - a. The Board Chair will recognise that such sessions are not used to ‘personally’ supervise or direct the Chief Executive.
  - b. The Board Chair will maintain an appropriate professional distance from the Chief Executive to ensure objectivity and attention to governance matters and concerns,
  - c. The Board Chair will not inhibit the free flow of information to the board necessary for sound governance. Therefore, the Board Chair will never come between the board and its formal links with the Chief Executive.
7. The Board Chair may delegate aspects of the authority accompanying the position but remains accountable for the overall role.

## **16. Indemnities and Insurance**

**WasteMINZ will provide Board members with, and will pay the premiums for, indemnity and insurance cover while acting in their capacities as Board members, to the fullest.**

## **17. Provision of Additional Services by a Board Member**

**When a Board member has special skills or experience relevant to the organisation’s operational needs and employment of the Board member is the best option for the business, the Board may grant approval provided that:**

1. It is satisfied that neither the Board member concerned, nor the organisation would be vulnerable to perceptions of a conflict of interest.
2. The work proposed will be of relatively short-duration and would not in normal circumstances constitute full-time or part-time employment.
3. The conduct of the work will be contracted by and be accountable to the Chief Executive on terms and conditions that would apply to any other contractor who is not a Board member. The work to be undertaken may be supervised or managed by an agent appointed by the Chief Executive.
4. Within reasonable boundaries, the Board member concerned shall estimate the quantum and potential cost of such work; this to be approved by the board.
5. If the work needs to expand beyond that originally approved by the board, the Chief Executive must submit a further proposal for board approval.

6. Invoices for payment of services provided by Board members shall be itemised in such a way as to make clear the costs incurred.
7. Report to the Board of actual and final outcome.

## **18. Reimbursement of Board Members' Expenses**

**WasteMINZ will reimburse all reasonable expenses incurred by Board members in the carrying out of their role.**

1. Invoices for expenses submitted by the Chair shall be authorised by the Deputy.
2. Third party invoices shall be made available upon request by the Board.

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## Board - Chief Executive Interrelationship Policies

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### 19. Delegation to the Chief Executive

**The Board delegates to the Chief Executive responsibility to deliver the outcomes stated in WasteMINZ Strategic Foundations Document and in compliance with the Chief Executive Delegation policies. For the sake of clarity this delegation is based on the following expectations.**

1. The Chief Executive is the sole linkage and point of accountability between the Board and the operational organisation.
2. The Board will view Chief Executive performance as identical to total management performance so that the achievement of successful organisation outcomes will be regarded as successful Chief Executive performance.
3. Instructions to the Chief Executive may be given only by the Board (typically codified as policy) unless authority to do so has been explicitly delegated to a committee or an individual Board member to act on behalf of the Board.
4. The Board will make clear WasteMINZ's strategic direction and priorities including the performance measures that will be applied by the Board when reviewing the organisation's and the Chief Executive's performance.
5. The Chief Executive's authority to act in pursuit of the organisation's objectives is not unbounded. The Board will make clear in writing any limitations on the Chief Executive's decision-making autonomy (further defined in the Delegated Authority Schedule). Typically, these will reflect conditions and circumstances that the Board deems unacceptable.
6. The Chief Executive is entitled to exercise a reasonable interpretation of board-set expectations both as to what is to be achieved and what conditions and circumstances are to be avoided. Provided this condition is met, the Board will respect and support the Chief Executive's choice of actions.
7. The Chief Executive is responsible for the employment, management and performance management of all staff employed (either in a paid or unpaid capacity)/contracted to the organisation.
  - a. Neither the Board nor individual Board members will 'instruct' staff in any matters relating to their work.
8. The expert knowledge and experience of individual Board members is available to the Chief Executive at their initiative. Advice offered by Board members when sought by the Chief Executive will not be construed as instruction. The Chief Executive remains accountable for their judgements and actions.
9. The Chief Executive has delegated financial authority for expenditure as defined in the delegated authority schedule.
10. The Chief Executive will maintain appropriate relationships with industry and regulatory bodies and other appropriate organisations and will keep the Board informed as needed.

## 20. Chief Executive Authority

1. As long as the Chief Executive applies 'any reasonable interpretation' of the Board's policies, i.e., does not set out to defeat their stated intent or spirit, they are authorised to establish all operational policies, make all operational decisions and design and implement and manage all operational practices and activities.
2. Acknowledging a Board member's right to have access to information necessary to meet their duty of care to the organisation, the Chief Executive may nevertheless refuse instructions or requests from individual Board members or groups of Board members if, in their opinion, such requests or instructions are:
  - a. Inconsistent with the Board's policies, delegation of authority, and prior decisions;
  - b. are deemed to make unjustifiable intrusions into the Chief Executive's or other staff members' time; or
  - c. are an unjustifiable cost to the organisation.
3. The Chief Executive must notify the Board Chair as soon as possible following any refusal of instructions or requests by Board members or groups of board members under this policy.

## 21. Chief Executive Remuneration

**Chief Executive remuneration will be decided by the Board based on terms and conditions that reflect the organisation's performance and executive market conditions.**

1. Remuneration will be competitive with similar performance within the marketplace based on achievement of the Board's strategic direction and strategic goals while complying with the Chief Executive Delegation Policies.
2. A committee process may be used to gather information and to provide options and recommendations for the Board for its consideration and decision.

## 22. Chief Executive Performance Assessment

**The Chief Executive's performance will be continuously, systematically and rigorously assessed by the Board against achievement of the Board-determined strategic outcomes and compliance with Chief Executive Delegation policies. The Board will provide regular performance feedback to the Chief Executive.**

1. Organisation performance will be defined in terms of the Board's policy criteria and as identified through monitoring those criteria.
2. The standard applied to all facets of the performance assessment shall be that the Chief Executive has met or can demonstrate compliance with the intent or spirit of the Board's policies.
3. The Board shall monitor any policy at any time using any method but will normally base its monitoring on a predetermined schedule outlining the regularity and method of monitoring for each policy.
4. The Board shall use any one or more of the following three methods to gather information necessary to ensure Chief Executive compliance with board policies and thus to determine its satisfaction with that person's performance:
  - a. Chief Executive reporting,

- b. Advice from an independent, disinterested third party, or
- c. Obtained by a board-appointed Board member, board committee or working party.

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## Chief Executive Delegation Policies

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### 23. Overarching Chief Executive Limitation

**As the Board's principal officer, the Board holds the Chief Executive accountable for ensuring that neither they or any organisational employees take, allow or approve any action or circumstance in the name of WasteMINZ that is in breach of the law, is imprudent, which contravenes any organisation specific or commonly held business or professional ethic or is in breach of generally accepted accounting principles.**

### 24. Financial Management

**The Chief Executive is responsible for the day-to-day financial management of the organisation. In carrying out this duty they must take all reasonable steps to ensure that nothing is done, or authorised to be done, that could in any way cause financial harm or threaten the organisation's financial integrity. Without limiting this scope of requirement, the Chief Executive must not allow situations and circumstances in which:**

1. Organisational funds are committed, contracts entered into, or liabilities incurred other than for the implementation of board-approved purposes and priorities.
2. Expenditure exceeds the revenue received in the financial year or annual budget or policy parameters unless offset by approved borrowings or board-approved withdrawals from reserves.
3. Undisputed invoices from suppliers of goods and services remain unpaid beyond trade credit terms agreed with those suppliers.
4. Land and buildings are acquired, encumbered or disposed of.
5. Staff have access to credit or other purchasing cards without limitations on expenditure or adequate controls on their use.

### 25. Budgeting and Financial Planning

**Budgeting and financial planning for any financial year or the remaining part of any financial year shall be designed to ensure the achievement of the board-determined outcomes with no risk of harm to the organisation. Without limiting this scope of requirement, the Chief Executive must not allow situations and circumstances in which:**

1. There is too little available information to enable (a) a credible projection of revenues and expenses, (b) separation of capital and operational items, (c) projection of cash flows, and (d) disclosure of planning assumptions.
2. Financial risks are created that exceed board-determined parameters.
3. Expenditure is incurred within any financial year that could result in default under any of WasteMINZ's financing agreements, or risk insolvency.
4. Could result in the achievement of a materially different 'bottom line' from that determined by the board, e.g., a predetermined surplus, acceptable deficit or balanced budget.
5. Omits Board developmental and other governance related expenditure.

## 26. Remuneration and Benefits

**In managing the setting and review of salaries and benefits, the Chief Executive must not make or allow decisions or promises that would in any way cause or threaten financial harm to the organisation. Without limiting this scope of requirement, the Chief Executive must not allow situations and circumstances in which:**

1. There is any change to their remuneration or benefits other than explicitly approved by the Board.
2. Obligations are created that cannot be met over the projected period of an employee's or contractor's term of employment or over a period for which revenues can realistically be projected.
3. Unfunded employee/contractor related liabilities occur that in any way commit WasteMINZ to unpredictable future costs that could harm the organisation.
4. Promises or offers of guaranteed long-term employment are made under circumstances when such guarantees or promises cannot realistically be honoured.

## 27. Protection of Assets

**In managing the protection of WasteMINZ's physical and intellectual assets, the Chief Executive shall take all prudent and reasonable actions necessary to ensure that these are protected against all foreseeable damaging circumstances. Without limiting this scope of requirement, the Chief Executive must not allow situations and circumstances in which:**

1. Unauthorised persons are permitted to handle cash.
2. Organisation funds are processed or dispersed outside of controls acceptable to the organisation's official auditor.
3. Assets are insured for less than is necessary for prudent risk-management.
4. Board members and/or staff are unprotected against claims of liability.
5. Goods or services are purchased without protection against conflicts of interest.
6. There is inadequate protection against theft, improper use or significant damage to intellectual property and organisation information or information systems.
7. The organisation's good name and reputation is harmed to the extent that the achievement of its Purpose and Strategic Intent are impeded.
8. The organisation lacks a 'best-state-of-preparedness' necessary for the maintenance of effective and efficient operation in the event of conceivable or unanticipated risk.

## 28. Communication & Support to the Board

**The Board must not be allowed to be uninformed about issues and concerns, an awareness of which is essential to meeting its legal duties, discharging its moral responsibilities and meeting its accountabilities to stakeholders. Without limiting this scope of requirement, the Chief Executive must not allow situations and circumstances in which:**

1. The Board is uninformed about matters critical to its timely and effective governance of the organisation.

2. Financial reports lack adequate detail to enable the Board to interpret and assess the significance of:
  - a. significant trends;
  - b. data relevant to agreed benchmarks and board-agreed measures; and
  - c. data and information relating to all further financial matters as determined by the board from time-to-time.
3. The Board is placed in the position of being uninformed about significant external environmental trends, breaches of Acts relating to the organisation's performance and the board's duties and responsibilities, significant internal issues, adverse media publicity, achievement of, or progress towards the achievement of, the Organisational Outcomes as stated in WasteMINZ Strategic Foundations Document or changes in the basic assumptions upon which the board's policies are based.
4. Board members are uninformed when, for any reason, there is actual or anticipated non-compliance with a board policy.
5. The Board is uninformed about health and safety in the workplace matters that fall within the Board members' duties and responsibilities, or about any related matter the Board has made clear it wishes to be informed of, including the results of all internal and external health and safety audits.
6. The Board is uninformed of any serious legal conflict or dispute or potential serious legal conflict or dispute that has arisen or might arise in relation to matters affecting WasteMINZ.
7. The Board is unaware of any occasion, action or decision that results in it being in breach of its Governance Process policies particularly when this relates to the Chief Executive's ability to carry out their responsibilities.
8. Board members are treated as individuals rather than as part of the board-as-a-single-entity, except when responding to individual requests for information or requests from board committees or working parties.

## 29. Emergency Chief Executive Succession

**The Board recognises that one of its major risks is the loss of key personnel, particularly its Chief Executive. To this end the Chief Executive must not neglect to ensure that there is an emergency management regime that can operate in the event of unexpected loss of his or her services. There must also be at least one person capable of responding to board concerns and requirements at a level necessary to support effective governance.**

## 30. Employment Conditions

**In the management of the organisation's staff and volunteers, the Chief Executive must ensure that the workplace environment is conducive to ethical behaviour consistent with WasteMINZ's core values, and sound workplace practices consistent with workplace legislation or its common understanding. Without limiting this scope of requirement, the Chief Executive must not allow situations and circumstances in which:**

1. Employees work under adverse conditions or are managed in a manner that may invite behaviour contrary to WasteMINZ's values or that might undermine WasteMINZ's trust and reputation with its stakeholders.

2. There are no clear guidelines as to employee rights, entitlements and workplace obligations.
3. Employees are placed in 'inequitable', 'unsafe', 'undignified' or 'unfair' working conditions or circumstances as defined in relevant workplace legislation.
4. Employees and volunteers and others to whom WasteMINZ owes a duty of care, are exposed to, unprotected from, or unprepared-for hazardous and risky situations or circumstances that could result in harm as specified in the Health and Safety at Work Act.
5. Staff are denied engagement in planning and review of health and safety policies and procedures.
6. Continuous improvement protocols are omitted in the design and execution of health and safety systems and processes.
7. Employees are denied the right to an approved and fair internal grievance process.
8. Employees are uninformed of their rights under this policy.

### **31. Stakeholder Engagement**

**In engaging with WasteMINZ's key stakeholders, the Chief Executive must take all reasonable steps to ensure that the relationships created and maintained are in the best interest of both the organisation and the stakeholder. Without limiting this scope of requirement, the Chief Executive must not allow situations and circumstances in which:**

1. The good name of the organisation is placed at risk as the result of poor quality interpersonal or interorganisational communication.
2. Unrealistic expectations are created or implied that could cause hardship to either party, i.e., deviation from organisation policy.
3. WasteMINZ is unaware of the expectations, needs and aspirations of key stakeholders as these relate to the organisations' planning and programme delivery systems.
4. The Board is uninformed of any significant change in relationship status with any key stakeholders.

### **32. Public Affairs**

**As the Board's principal officer, the Board holds the Chief Executive accountable for ensuring that neither they or other organisation personnel undertake, approve or in any way support any action or circumstances that are directly or indirectly demeaning or derogatory or in any way damaging to WasteMINZ.**