

Code of Conduct – Board of Trustees



Trustees will uphold the Mana of Rangitāne o Wairau by maintaining exemplary standards at all times in alignment with the Moemoeā and Ngā Uaratanga of Rangitāne o Wairau.

1. Kaupapa (Purpose)

As stated in Section 3 of the Trust Deed, the purpose of the Trust:

“The purposes for which the Trust is established are to receive, hold, manage and administer the Trust Fund for every Charitable Purpose benefiting Rangitane o Wairau whether it relates to the relief of poverty, the advancement of education or religion or any other matter beneficial to the Community of Rangitane o Wairau and all the Members of Rangitane o Wairau irrespective of where those Members reside.”

2. Moemoeā (Vision)

He waka uruuru moana, he waka uruuru whenua, he waka uruuru kapua

A canoe that braves the vast oceans, seeking endless opportunities, whose vision is limitless

3. Ngā Uaratanga (Values)

RANGATIRATANGA Chiefly Behaviour	KOTAHITANGA Unity	KAITIAKITANGA Guardianship	MANAAKITANGA Care	WHANAUNGATANGA Relationships
<p>Kia pono, kia ngākau māhaki, kia mana-ā-kī</p> <p>Leading with honour, humility and integrity</p>	<p>Kia mahi tahi, kia kauuanuanu tētahi ki tētahi</p> <p>Working together, respectfully, as one</p>	<p>Tiakina ā tātou taonga kei ngaro</p> <p>Embracing our responsibility to protect, preserve and enhance our taonga</p>	<p>Kia tangata marae, kia manaaki tētahi i tētahi</p> <p>Upholding mana with hospitality, generosity and service</p>	<p>Kia renarena te taukaea tangata, tātou, tātou!</p> <p>Valuing our relationships and ensuring a shared sense of belonging</p>

4. Trustee Meetings – Roles and Responsibilities

To help ensure the Moemoeā for Rangitāne o Wairau is realised with Ngā Uaratanga for guidance, Trustee Meetings are convened at least 4 times a year and are conducted as follows:

Chairperson and Deputy Chairperson

- The Chairperson and Deputy Chairperson are elected in accordance with the provisions of Schedule 4.11 of the Trust Deed. The Chairperson is responsible for the convening and chairing of Trust Meetings. The Deputy Chairperson is responsible in the absence of the Chairperson.

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Meeting Requirements

- Are convened with 15 working days notice of date, time, venue and business to be transacted
- Require a quorum of 4 Trustees

Board Secretary

- The Board Secretary is appointed in accordance with the provisions of Schedule 4.11 of the Trust Deed and holds the following responsibilities:
 - Schedules and communicates the meeting schedule and attendance
 - Distributes the Agenda Packs to Trust Board members 7 days prior to the Trust Meeting
 - Prepares and distributes draft Minutes within 7 days of the Trust Meeting for review
 - Finalises the draft Minutes for distribution in the Agenda Pack for the next Trust Meeting
 - Arranges for storage of all Trust Meeting documentation

Trust Meeting Management

- The Chairperson manages the agenda and chairs the Trust Meeting
- The Chairperson provides guidance for the Board Secretary
- Trustees speak to the business of the Trust through the Chair
- The Chairperson will clarify the Trustee who has the right to speak if required
- The Chairperson will call the discussion to order if required
- Trustees may object to words used and desires his/her objection to be recorded in the minutes, the Chairperson may order the objection to be recorded
- Trustees remarks shall be respectful and reflective of the concept of rangatiratanga
- The Chairperson may adjourn the meeting for a time specified by the Chairperson. At the end of that period the meeting shall resume the Chairperson decides whether the meeting shall proceed or be adjourned. The Chairperson may also take such action in relation to disorder from other sources or in the event of an emergency.

Chairperson to exercise discretion

In any matter regarding conduct of Trustee meetings where this policy and Trust Deed make no provision or insufficient provision, the Chairperson shall exercise their discretion.

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Role & Responsibilities - Chairperson

Election of the Chairperson

The Chairperson is elected in accordance with the provisions of Schedule 4.11 of the Trust Deed: “The Trustees shall elect one trustee to act as Chairperson from year to year.”

Role of the Chairperson

The Chairperson is the leader of the Board of Trustees and carries overall responsibility for the integrity of the Board’s processes and decision making. The guiding principle for the Chairperson is his/her fiduciary duty (legal obligation) to act in the best interests of The Trust.

Responsibilities of the Chairperson

The role and responsibilities of the Chairperson are:

1. *Leadership*

- Provide leadership and guidance to the Board
- Ensure behaviours and decisions of the Board align with the strategic objectives and values of Rangitāne o Wairau
- Ensure policies, processes and decisions of the Board are consistent with the Trust Deed, relevant regulations and in line with best practice governance
- Ensure the Board members are inducted to both know and operate within their governance role. Oversee a programme for professional development and succession planning of the Board

2. *Performance*

- Support and encourage a high performance organisational culture
- Oversee the general performance of the Board and ensure the Board regularly reviews its own performance as the basis for its own development and quality assurance
- Ensure that there is an appropriate separation of duties and responsibilities between the Board and the General Manager
- Ensure General Manager’s performance is reviewed against defined Key Performance Indicators and as part of the Performance Management Framework
- Deal with disputes and conflicts referred to the Chairperson

3. *Meeting Management*

- Set the Board meeting schedule and agenda for each meeting
- Ensure information is available and flows to the Board
- Conduct effective and efficient Board meetings, developing and adhering to meeting processes and procedures

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4. Relationships (Internal and External)

- Maintain the confidence of the whānau of Rangitāne o Wairau
- Create and maintain an environment of unity and common purpose within the Board
- Establish and build a strong working relationship with the General Manager
- Establish and build a strong working relationship with the Chairperson of the Board of Directors of the asset holding companies
- Maintain effective relationships across Te Tauihu iwi
- Communicate with key stakeholders

5. Representation

- Represent the Trust where required
- The Chairperson shall be the Board spokesperson on any media issues to do with the leadership, governance and/or strategic direction
- Ensure the collective voice of the Trustees and Rangitāne o Wairau is presented
- The Chairperson shall act on behalf of the Trust within the agreed delegated authority
- Ensure Rangitāne o Wairau is represented at all times with integrity

In any matter regarding the roles and responsibilities of the Board where this policy and Trust Deed make no provision or insufficient provision, the Chairperson shall exercise their discretion.

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Role & Responsibilities - Trustee

Election of Trustees

The Trustees are elected in accordance with the provisions of Schedule 1 of the Trust Deed.

Role of the Trustees

The Trustees are responsible for the administration, management and investment of the Trust Fund. They exercise strategic governance over the Trust's assets including the cultural assets, fisheries assets and asset holding companies.

Trustees have a fiduciary duty (legal obligation) to act in the best interests of the Trust.

The Trustees will conduct all affairs of the Trust in a professional manner.

Responsibilities of the Trustees

1. *Meeting Preparation and Decision Making*

- Attend all trustee meetings unless excused
- Have a working knowledge of the Trust Deed and the Trust's obligations under the Act
- Adhere to the Trust's procedures
- Articulate personal and responsible views in Trust discussions
- Have a basic understanding of the issues presented to the Trust at each meeting
- Be able to analyse and prioritise issues and be willing to make informed decisions for the benefit of all Rangitane o Wairau
- Be prepared to actively participate in development workshops and opportunities
- At all times apply the Tikanga of Rangitane o Wairau in their Trust role
- Have a thorough understanding of the strategic governance of the Trust including its Strategic Plan, Objectives and Values
- Accept the importance of compliance requirements in decision making eg. the Trust Deed, Trust Law and Employment Law and other relevant legislation when making decisions

2. *Relationships*

- Maintain the confidence of the whānau of Rangitāne o Wairau
- Create and maintain an environment of unity and common purpose within the Board
- Maintain a commitment and be supportive of the Trust Board, its decisions, trustees and Chairperson
- Interact with the Trust members and other stakeholders in a positive and constructive manner

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3. Performance and Development

- Have a clear understanding of and be accountable for your responsibilities as a Trustee
- Take an active role as a Board member and attend other required activities of the Board
- Be informed and participate in professional development to enhance governance ability within the context of The Trust
- Plan for the development and future proofing of Rangitāne o Wairau

4. Conduct

- Represent the Trust in a positive, professional and appropriate manner
- Be loyal to the Trust, abiding by Board decisions once reached. If Board members find themselves in a situation where according to their conscience they cannot agree with the Board's decision or actions they should discuss their circumstances and options with the Chairperson who may seek independent advice
- Observe the confidentiality of non-public information acquired in a Board member role
- Advise the Board of any potential conflict of interest which would compromise that Board member's ability to contribute on any issue before the board, in accordance with the Conflicts of Interest Policy
- Accept that they have a duty to exercise care when carrying out Board functions. The standard of care required is that Board members exercise the degree of care, skill and diligence reasonably expected from a person of his or her experience or knowledge
- Accept a commitment to act in a manner befitting Board membership status. This principle requires that members consider whether conduct in professional or private life will reflect adversely on the Board. Any matters that may bring the Trust into disrepute or jeopardise its relationship with The Trust's stakeholders should be reported to the Chairperson at the earliest opportunity.

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