



Te Tēnehi o Aotearoa

TENNIS NEW ZEALAND

Board Charter

GOVERNANCE POLICY Nr 1

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This policy forms part of Tennis New Zealand's governance framework.

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1. Board Charter

On behalf of the key stakeholders, the board of Tennis NZ is responsible for the stewardship and future well-being of the organisation. Board Members should exercise leadership, enterprise, integrity and judgement in directing the organisation so as to provide assurance of its continuing and lasting prosperity.

In discharging their responsibilities Board Members have a duty to act in the best interests of Tennis NZ as a whole, irrespective of personal, professional, commercial or other interests, loyalties or affiliations. Board Members' first duty and loyalty must be to the legal entity.

In summary the board:

- A. Provides leadership to Tennis NZ ensuring that it achieves continuing prosperity in the best interests of Tennis NZ and its stakeholders.
- B. Takes active steps to ensure an appropriate mix of Board Members resulting in the appointment and/or election of appropriately skilled personnel.
- C. Establishes Tennis NZ's purpose, values and sets the strategic direction as the basis for further planning, e.g. annual and longer-term planning.
- D. Determines the appropriate culture for Tennis NZ and models behaviours that both reflect and promulgate the desired culture.
- E. Establishes governance policies that provide the framework for the management of Tennis NZ e.g. financial, human resource, asset management policies, and ensures that internal processes and procedures are designed to provide effective controls and serve as the basis for reporting to the board as required.
- F. Employs the Chief Executive and monitors management and organisation performance against board-established criteria.
- G. Identifies and monitors the management of organisational risks.
- H. Ensures that the organisation complies with all internal and externally imposed compliance requirements.
- I. Establishes and maintains an effective interrelationship with stakeholders.

1.1 Responsibilities of the Board

(1) Meeting legal requirements

- (a) The board's first duty is to the legal entity. In meeting this duty Board Members must ensure that all legal requirements under the relevant Acts are met (refer Appendix 1) and that the entity is protected from harmful situations and circumstances in the interests of current and future stakeholders.
- (b) The board also has a responsibility to its various stakeholders to ensure that the available resources are used to deliver the 'right outcomes' to the 'right people' in the 'right way'.
- (c) In particular Board Members have the following legal obligations:
 - (i) A Board Member must exercise a power for a proper purpose.
 - (ii) A Board Member must not act, or agree to the organisation acting, in a manner that contravenes relevant Acts or the constitution of the organisation.
 - (iii) 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.

- (iv) A Board Member must not agree to the organisation incurring an obligation unless the director believes at that time on reasonable grounds that the organisation will be able to perform the obligation when it is required to do so.
- (v) 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.
- (vi) A Board Member, when exercising powers or performing duties as a Board Member, may rely on reports, statements, and financial data and other information prepared or supplied, and on professional or expert advice.
- (vii) A Board Member must, forthwith after becoming aware of the fact that he or she is interested in a transaction or proposed transaction with the organisation, cause this to be entered in the interests register.
- (viii) A Board Member who has information in his or her capacity as a Board Member or employee of the organisation, being information that would not otherwise be available to him or her, must not disclose that information to any person, or make use of or act on the information, except –
 - 1. for the purposes of the company; or
 - 2. as required by law.Board Members, either individually or collectively, are potentially liable if they act illegally or negligently.

(2) Governance Philosophy and approach:

The board will govern Tennis NZ with an emphasis on:

- (a) Serving the legitimate collective interests of the present members, stakeholders, and beneficiaries of Tennis NZ and accounting to them for the performance of Tennis NZ and for the board's stewardship;
- (b) Remaining up to date in terms of key stakeholders' concerns, needs and aspirations;
- (c) Developing a future focus rather than being preoccupied with the present or past;
- (d) Providing leadership in the exploration of strategic issues rather than becoming distracted by administrative detail;
- (e) Behaving proactively rather than reacting to events and others' initiatives;
- (f) Bringing a diversity of opinions and views to bear on its decisions;
- (g) The development and expression of a collective responsibility for all aspects of the organisation; and
- (h) Ensure there are positive conditions for the motivation of the Chief Executive and that there is adequate training to support her/him in their role.

(3) **Additional Powers and duties:**

- (a) The Elected Board Members shall use their best efforts to consult widely with the Regional Centres and others in the tennis community to keep abreast of the issues facing them provided that this rule shall not waive the duty of confidentiality in respect of information disclosed to them as Board Members under Rule 13.15i of the Constitution.
- (b) To appoint a Chief Executive and enter into a contract with such remuneration and on such terms and conditions as the Board thinks fit;
- (c) To adopt clearly defined delegations of authority from the Board to the Chief Executive and to confirm delegation from the Chief Executive;
- (d) To adopt and regularly review a strategic plan for Tennis NZ, which shall include goals and objectives for tennis in New Zealand and measures for short and long term success;
- (e) To facilitate national and regional forums for Tennis NZ, Regions, Associations and Affiliates, other than General Meetings;
- (f) To work with Members to act collectively in the interests of the game of tennis in New Zealand;
- (g) To make, repeal and amend any Regulations (in accordance with Rule 22 of the Constitution), and any policies and procedures as it thinks appropriate;
- (h) To make, repeal and amend rules for the regulation and control of any tournaments or events under its jurisdiction including conditions of entry;
- (i) To control expenditure and raise any money to fulfil the objects of Tennis NZ;
- (j) To determine the criteria and procedures to apply in respect of the appointment of coaches, selectors, managers of national tennis squads and teams;
- (k) To ensure that Tennis NZ has in place all the necessary internal reporting systems and controls together with the means of monitoring performance and results;
- (l) To open and operate in the name of Tennis NZ such banking accounts as deemed necessary;
- (m) To regularly agree performance indicators and standards with management;
- (n) To establish such corporate and other entities to carry on and conduct all or any part of the affairs of Tennis NZ or to enter into any agreement for sharing revenue or for the mutual assistance with any person or persons or body corporate that is considered by the Board to be capable of directly or indirectly benefiting Tennis NZ;
- (o) To co-opt, engage, contract or otherwise agree to obtain the assistance or advice of any person or organisation for the Board;
- (p) To determine the yearly calendar for international, national tournaments, events and competitions in New Zealand and, subject to Rule 3.2h of the Constitution, regional tournaments, events and competitions in New Zealand;
- (q) To appoint and administer an Audit and Risk Committee, a Judiciary Committee, a Performance and Remuneration Committee and such other committees as it considers appropriate;

- (r) To discipline Members as specified in this Constitution and the Regulations including holding an enquiry or appointing a person or persons to hold an enquiry into and imposing such penalty as it thinks fit in case of misconduct, other than for any anti-doping violation under the anti-doping rules or Regulations of Tennis NZ, by any team, player or official while under the direct control of Tennis NZ or for such other reason as the Board shall decide;
- (s) To fill any casual vacancy on the Board as specified in the Constitution;
- (t) To call SGMs;
- (u) To resolve and determine any disputes or matters not provided for in this Constitution; and
- (v) To review its own processes and effectiveness.

(4) **Other**

The board will perform such other functions as a prescribed by law or assigned to the board under Tennis NZ's governing documents.

1.2 Expectations of Board Members

To execute these governance responsibilities, Board Members must, so far as possible, possess certain characteristics, abilities and understandings:

- (1) **Enacting legal duties**
Board Members must fulfil their fiduciary duty to act lawfully and in Tennis NZ's best interest at all times regardless of personal position, circumstances or affiliation. They should be familiar with Tennis NZ's constitutional arrangements.
- (2) **Strategic orientation**
Board Members should be future oriented, demonstrating vision and foresight.
- (3) **Integrity and accountability**
Board Members must demonstrate high ethical standards and integrity in their personal and professional dealings and be willing to act on - and remain collectively accountable for - all board decisions and speak with one voice on all policy and directional matters.
- (4) **Informed and independent judgement**
Each Board Member must have the ability to provide wise, thoughtful counsel on a broad range of issues.
- (5) **Financial literacy**
Board Members are jointly accountable for the financial performance of the organisation therefore all Board Members must be financially literate.
- (6) **Industry and sector knowledge**
Each Board Member is expected to bring or acquire a level of industry and sector knowledge sufficient to contribute to the board's deliberations and considerations on behalf of the organisation and its owners.
- (7) **Participation**
Each Board Member is expected to enhance the board's deliberations by actively engaging in value adding board dialogue and decision-making.