

Biodiversity Hawke's Bay Incorporated – Strategy Stewardship Group Charter and associated policies and procedures June 2022

On behalf of members, key stakeholders and the public, the Strategy Stewardship Group (SSG) of Biodiversity Hawke's Bay Incorporated is responsible for the stewardship and future well-being of the organisation.

In summary, the SSG in discharging its responsibilities:

- Provides effective stewardship for the Hawke's Bay Biodiversity Strategy 2015 - 2050 (the Strategy).
- Motivates, enables, facilitates and supports stakeholders to accelerate progress towards achieving the objectives of the Strategy.
- Provides leadership to Biodiversity Hawke's Bay, ensuring that it achieves continuing success in the best interests of the organisation, its stakeholders and the public.
- Takes active steps to ensure an appropriate mix of SSG members, whether through interaction with members and stakeholders resulting in the election of appropriately diverse and skilled people, or through the appointment of such individuals. This includes a balanced membership of Māori and non-Māori upheld over time in line with Biodiversity Hawke's Bay's commitment to partnership with Māori.
- Establishes Biodiversity Hawke's Bay's purpose, values and sets the strategic direction.
- Determines the appropriate culture for Biodiversity Hawke's Bay and models behaviours that both reflect and promulgate the desired culture.
- Establishes governance policies that provide the framework for the management of Biodiversity Hawke's Bay and ensures that internal processes and procedures are designed to provide effective controls and serve as the basis for reporting to the SSG as required.
- Contracts or employs appropriate personnel and monitors management and organisation performance against SSG-established criteria.
- Identifies and monitors the management of organisational risks.
- Ensures that the organisation complies with all internal and externally imposed compliance requirements.
- Establishes and maintains an effective interrelationship with members and stakeholders.

Responsibilities of the SSG

1. Meeting legal requirements

The SSG's first duty is to the organisation. In meeting this duty SSG members must ensure that all applicable legal requirements are met and that the organisation is protected from harmful situations and circumstances in the interests of current and future stakeholders.

The SSG 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'. All actions and outcomes should be consistent with achieving the objectives of the Strategy.

SSG in discharging its responsibilities:

Should exercise leadership, integrity and judgement in directing the organisation in order to provide assurance of its continuing and lasting success, with the enhancement of indigenous biodiversity and public interest always at the forefront of their minds.

Have a duty to act in the best interests of Biodiversity Hawke's Bay as a whole, irrespective of personal, professional, commercial or other interests, loyalties or affiliations. SSG members' first duty and loyalty must be to the legal entity.

In particular, SSG members have the following legal obligations:

- A SSG member can only exercise a power for a proper purpose.
- A SSG member must not act, or agree to the organisation acting, in a manner that contravenes relevant Acts or the Rules of the organisation.
- A SSG member cannot agree to the business of the organisation being carried on in a manner likely to create a substantial risk of serious loss.
- A SSG member cannot agree to the organisation incurring an obligation unless the SSG 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.
- A SSG member, when exercising powers or performing duties in that role, has to exercise the care, diligence, and skill that a reasonable person would exercise in the same circumstances.
- A SSG member, when exercising powers or performing duties in that role, can rely on reports, statements, and financial data and other information prepared or supplied, and on professional or expert advice.
- A SSG member must, as soon as they become aware of the fact that they have a personal interest in a transaction or proposed transaction with the organisation, make sure this is noted in the interests register.
- A SSG member who has information in their capacity as a SSG member, being information that would not otherwise be available to them, must not disclose that information to any person, or make use of or act on the information, except for the purposes of the organisation or as required by law.

SSG members, either individually or collectively, are potentially liable if they act illegally or negligently.

2. Governance philosophy and approach

The SSG will govern Biodiversity Hawke's Bay with an emphasis on:

- Serving the legitimate collective interests of the present members / stakeholders of Biodiversity Hawke's Bay and accounting to them for the performance of the organisation and for the SSG's stewardship
- Remaining up to date about members' and key stakeholders' concerns, needs and aspirations
- Developing a future focus
- Providing leadership in the exploration of strategic issues
- Behaving proactively
- 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
- Ensuring there are positive conditions for effective operations.

Principles

- All our actions will be consistent with accelerating progress towards achieving the objectives of the Strategy
- Our aspiration is to embody a treaty-based relationship by engaging with Māori in a true partnership reflected in the composition of the SSG
- We are committed to the region-wide biodiversity community to have their biodiversity outcomes enhanced through the work of Biodiversity Hawke's Bay.

- While our focus is local, we acknowledge that Hawke’s Bay is part of a national/international ecosystem that we contribute to and draw on, growing the collective knowledge and approach to biodiversity enhancement
- Success will be achieved through the coordinated efforts of many and it is our role to support that coordination and collaboration
- The multi-stakeholder approach to biodiversity will be reflected in the composition of the SSG
- Our operations will be undertaken in an open and transparent manner, being efficient in our use of resources to advance our purpose.

Accountabilities

- The SSG will be accountable to members, partners affiliated to the Strategy, and to the Hawke’s Bay Regional Council (HBRC), as a cornerstone funder of the Strategy and Biodiversity Hawke’s Bay.
- The SSG’s accountabilities will include motivating, enabling, facilitating and supporting biodiversity-related activity for the benefit of the indigenous biodiversity of the Hawke’s Bay region, by:
 - Holding and promoting a region-wide understanding of Hawke’s Bay biodiversity, including (i) who’s doing what, where and how, (ii) critical issues, risks and opportunities, and (iii) monitoring progress across the Strategy’s five strategic objectives
 - Actively attracting investment, for both short-term (e.g. project) and long-term (endowment) funding
 - Setting priorities and highlighting opportunities for others to participate and contribute
 - Providing resources (e.g. best practice guidance)
 - Supporting project design, funding and delivery
 - Connecting and coordinating across the biodiversity network
 - Appointing trustees to the Biodiversity Hawke’s Bay Trust
 - Regularly reviewing the Strategy and an associated Action Plan
 - Celebrating biodiversity success throughout the region.

Composition

- The SSG will comprise between five and nine officers made up by:
 - Hawke’s Bay Regional Council CEO or nominee
 - Department of Conservation HB Operations Manager or nominee
 - Four SSG officers elected by Biodiversity Hawke’s Bay members (on a ‘one member, one vote’ basis)
 - Up to three appointed SSG officers may be appointed by the SSG to balance the skill composition of the group.
- Elected SSG officers will be for two-year terms with two officers elected each year. An elected officer can serve a maximum of three consecutive terms
- Appointed SSG officers will be for a one-year term and can serve a maximum of four terms.

Election and appointment of SSG members

Elected SSG positions are filled as part of the Annual General Meeting (AGM) of Biodiversity Hawke’s Bay Incorporated.

There will be a process calling for nominations starting before the AGM with nominees listed on the website together with a brief biography setting out their skills and experience for members to consider when voting. Voting will only be required when the number of nominees exceeds the number of places on the SSG up for election. Voting will be on a ‘one member, one vote’ basis.

Appointed SSG positions will be made by the SSG to ensure an appropriate mix of skills and experience across the SSG and taking into account the priorities identified as lacking in the SSG Skills Matrix. Any member or stakeholder is able to put names forward to the SSG for consideration. The Governance Committee of the SSG, or an agreed alternative, will make recommendations to the SSG for appointment.

SSG and the Biodiversity Hawke's Bay membership

It is the responsibility of members to have overall control of the organisation by electing the officers to the SSG and by passing appropriate rules to ensure the effective operation to achieve the Strategy's objectives.

- All those involved in or with an interest in enhancing indigenous biodiversity in Hawke's Bay will be eligible for membership of Biodiversity Hawke's Bay; however, this is not a requirement for engagement with, or support from, Biodiversity Hawke's Bay. Everyone is encouraged to be part of the Biodiversity Hawke's Bay network, even if they are not a member
- All members are eligible to vote in elections, based on the rule, 'one member, one vote'
- There will be various classes of membership each with an associated fee
- The membership fee will generally be waived where the entity, or person involved has contributed financially or in kind to Biodiversity Hawke's Bay
- At the start of the new financial year, July 2021, all current members will be invoiced for a new membership year
- Any member not paying the membership fee will relinquish their membership of Biodiversity Hawke's Bay, but this does not mean that their relationship with us lapses, only that they will not have a vote in any elections for SSG officers.

Operations

- The SSG officers will be required to act in the best interests of the Strategy and not in the interests of a particular Strategy partner or stakeholder. It is acknowledged that the interests of the Strategy partners are legitimate concerns for the Strategy, and SSG members may legitimately raise them for consideration by the SSG
- The SSG will contract and be supported by an executive, providing, at a minimum, General Management and Administration services. The executive may include additional capability as determined from time-to-time by the SSG, within resources available for such capability
- The SSG reports to the members of Biodiversity Hawke's Bay under their responsibilities as an Incorporated Society but is also responsible for reporting regularly to the broader biodiversity community, including publishing reports and articles on biodiversity and issuing press releases as appropriate
- The SSG will oversee legal responsibilities including health and safety and privacy and risk management, including maintaining appropriate internal policies. They will also maintain a bank account, accounting policies and procedures, and accurate financial records relating to its activity
- The SSG will meet a minimum of four times a year, including the annual general meeting
- In addition to their usual meetings, the SSG will convene an annual general meeting for members, to enable review of, and/or seek endorsement for, at least the following:
 - Annual review of activity, achievements, and progress towards the Strategy objectives
 - Financial performance (P/L, Balance sheet) for the previous financial year
 - Operational priorities for the year ahead
 - Election of SSG officers (when required)
- At their first meeting following the annual general meeting, the SSG will select their Chair/Co-Chairs and appoint any appointed officers for the year
- SSG members are expected to prepare for and attend each SSG meeting and participate in biodiversity actions and discussions throughout the year.

GOVERNANCE PROCESS POLICIES

Code of Ethics

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

SSG members shall:

- Act honestly and in good faith at all times and in the best interests of Biodiversity Hawke's Bay as a whole.
- Declare all interests that could result in a conflict between personal and organisational priorities.
- Exercise diligence and care in fulfilling the functions of office.
- Make reasonable enquiries to ensure that Biodiversity Hawke's Bay is operating efficiently, effectively, legally and ethically in the pursuit of its planned outcomes and strategies.
- Maintain sufficient knowledge of Biodiversity Hawke's Bay's operations and performance to make informed decisions.
- Not agree to Biodiversity Hawke's Bay incurring obligations unless they believe that such obligations can be met as and when they fall due.
- Attend SSG meetings and devote sufficient time to preparation for SSG meetings to allow for full and appropriate participation in the SSG's decision making.
- 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.
- Abide by SSG decisions once reached notwithstanding a SSG member's right to pursue a review or reversal of a SSG decision.
- Not to 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 Biodiversity Hawke's Bay.
- Demonstrate respectful behaviour towards all those they come into contact within the course of enacting SSG business.

The SSG collectively shall:

- Make every reasonable effort to ensure that Biodiversity Hawke's Bay does not raise community or stakeholder expectations that cannot be fulfilled.
- Meet its responsibility to ensure that all those contracted by Biodiversity Hawke's Bay are treated with due respect and reasonable working conditions.
- Carry out its meetings in such a manner as to ensure fair and full participation of all SSG members.

Financial Governance

The SSG has a core duty to ensure the financial integrity and viability of Biodiversity Hawke's Bay. This entails oversight of all financial processes and systems.

Accordingly, the SSG will:

- Develop, review and monitor the implementation of governance-level financial policies.
- Provide guidance on budget parameters and priorities
- Approve expenditure outside budget parameters that the SSG determines to be material.
- Review and approve the full-year financial statements, reports and outcomes.
- Receive and approve the Audit and Risk Committee's annual plan and scheduled reports

- Receive and review regularly scheduled financial statements, reports and projections to ensure consistency with SSG-set parameters

Conflict of Interests

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

- Any business or personal matter that could lead to a conflict of interest of a material nature involving a SSG member and their role and relationship with Biodiversity Hawke's Bay, must be declared and registered in the Register of Interests. All such entries in the Register shall be presented to the SSG and minuted at the first SSG meeting following entry in the records.
- All conflicts of interest must be declared by the SSG member concerned at the earliest time after the conflict is identified. Normally there will be the opportunity at the commencement of each SSG meeting for conflicts of interest to be declared.
- The SSG shall determine whether the conflict is of a material nature and shall advise the individual accordingly.
- Where a conflict of interest is identified and/or registered, and the SSG has declared that it is of material benefit to the individual or material significance to the organisation, the SSG member concerned shall not vote on any resolution relating to that conflict or issue.
- The SSG member shall only remain in the room during any related discussion with SSG approval.
- The SSG will determine what records and other documentation relating to the matter will be available to the SSG member.
- All such occurrences will be minuted.
- Individual SSG members, aware of a real or potential conflict of interest of another SSG member, have a responsibility to bring this to the notice of the SSG.
- For the sake of completeness possible conflicts of interest are outlined and may include:
 - When a SSG member, or their immediate family or business interests, stands to gain financially from any business dealings, programmes or services of Biodiversity Hawke's Bay
 - When a SSG member themselves offers a professional service to Biodiversity Hawke's Bay
 - When a SSG member stands to gain personally or professionally from any insider knowledge if that knowledge is used to his or her personal or professional advantage
 - Where a SSG member is on another body that may have competing or conflicting interests or where knowledge of Biodiversity Hawke's Bay views or information might unduly favour the member's other appointment/organisation.

Health and Safety at Work

The SSG has a core duty to ensure that all relevant elements in the Health and Safety at Work 2015 Act are met.

Accordingly, the SSG will:

- Ensure that all SSG members understand and discharge their duties and responsibilities under the Act.
- Ensure that robust systems are designed so that the SSG will receive regular information in the form of written and verbal reports necessary to exercise its duties under the Act.
- Verify that records are maintained in a timely and accurate fashion enabling tracking of events, trends and responses/actions.
- Understand the hazards and risks that staff and volunteers are, or might be, exposed to in carrying out their duties.

- Design a system that ensures that all SSG members have the opportunity of personal exposure to workplace processes where there is exposure to risk.

Risk Management

The SSG will identify and evaluate the principal risks faced by Biodiversity Hawke's Bay and ensure that appropriate systems are in place to avoid or mitigate these risks including the protection of intellectual capital.

Accordingly, the SSG will:

- Engage actively in characterising and monitoring risks associated with the achievement of its overall objectives.
- Ensure that robust risk management policies and processes are developed and monitored addressing all areas of organisational risk.
- Develop a 'risk aware' culture in which both the SSG and staff are encouraged to identify risks and respond to them quickly and effectively.
- Make clear the processes required to enable it to keep abreast of all organisation risk areas.
- 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.
- Ensure that the organisation is governed and managed in accordance with its constitution and policies.
- Ensure that proper accounting records are kept.
- Ensure prompt investigation of any material shortfalls or breaches in compliance or risk management standards.

SSG Committees

The SSG will establish committees to support it in its governance work.

- The work of committees should not conflict with the General Manager's delegated responsibilities.
- Committees may co-opt outside members from time-to-time in order to bring additional skills, experience or networks.
- The SSG will determine and agree the skills and expertise required to be on a committee.
- Committees shall not exercise authority over staff nor shall they delegate tasks to any staff unless the General Manager has specifically agreed to such delegations.
- Unless explicitly empowered by the SSG, committees cannot make binding SSG decisions or speak for the SSG. For the most part the function of committees, in fulfilling their role, is to make recommendations to the SSG.

SSG Meetings

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

- The SSG will make the best possible use of its meetings by dealing only with matters that have governance-level significance, by focusing primarily on the future.
- The SSG / General Manager interactions are supported by clear papers that maintain an appropriate governance-level information and analysis style, supporting the SSG in doing its work effectively.
- The SSG will develop a work plan covering the next 12 months that:
 - Ensures the SSG regularly reviews progress towards the achievement of the strategic direction/strategic plan and relevant strategic issues,

- Provides assurance that all relevant compliance requirements are addressed, and
- Improves SSG performance through education and continuous focus on its governance effectiveness.
- The Chair/co-Chair will, in consultation with the General Manager, establish the agenda for each SSG meeting although each SSG member is free to suggest the inclusion of item(s) on the agenda. All SSG members have the opportunity to contribute to the agenda.
- The SSG will normally meet four times a year; however, SSG meetings may be scheduled at other times or at other frequencies as determined by the SSG.
- SSG 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.
- SSG members will receive their SSG papers at least five working days prior to the meeting.
- Others (e.g. staff) may participate in SSG meetings at the SSG's discretion. Such attendees will respect the SSG's integrity and accountability and will accept any constraints imposed by the SSG or the Chair on their participation and presence.
- The SSG may hold 'SSG only' sessions at its discretion. Such sessions, which will usually be scheduled prior to or at the commencement of the meeting, should not exclude the General Manager from deliberations on matters to which his/her role as the SSG's chief adviser would be compromised.

Monitoring Operational Performance

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

- The General Manager will report to the SSG on the performance of Biodiversity Hawke's Bay at a frequency and to a standard specified by the SSG.
- All such reporting should be targeted at the SSG's interests and duties rather than a description of management actions.

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 Biodiversity Hawke's Bay-related matters. It shall be consistent with Biodiversity Hawke's Bay policy and SSG decisions and free from personal opinions and interpretations.

- The Chair shall be the spokesperson for governance-related matters and all other matters that the SSG determines are best presented by the Chair.
- The General Manager shall be the spokesperson for all operational matters and all other matters that the SSG deems are best presented by the General Manager.
 - The General Manager may permit specified staff to act on his/her behalf but remains accountable for such delegation.

SSG Induction

The SSG will provide all newly appointed SSG members with an induction into the affairs of both the SSG and Biodiversity Hawke's Bay at large.

- All prospective SSG members will be provided with all relevant information.
- Upon appointment/election and prior to attendance at their first SSG meeting, new SSG members will:
 - Receive a copy of appropriate documents including contact details for other SSG members and key staff.
 - Meet with the Chair for a governance familiarisation. This meeting may be held as a group session or with individuals.

- Meet with the General Manager for an operational familiarisation.

Chair / co-Chairs

The Chair (or co-Chairs as applicable) provides leadership to the SSG, ensuring that the SSG's processes and actions are consistent with its policies. As appropriate, the Chair represents the SSG and the organisation to outside parties. It is expected that the Chair will promote a culture of stewardship, collaboration and co-operation, modelling and promulgating behaviours that define sound directorship.

- The Chair will chair SSG meetings ensuring that:
 - Meeting discussion content is confined to governance matters.
 - All SSG members are treated even-handedly and fairly.
 - All SSG members are encouraged and enabled to contribute to the SSG's deliberations.
- The Chair has no authority to unilaterally change any aspect of SSG policy.
- The Chair will ensure that SSG meetings are properly planned to include the development and distribution of SSG papers in a timely manner and that the minutes accurately reflect the deliberations and decisions of the SSG.
- The Chair is responsible for ensuring that SSG meetings are focused on the right matters and that time is allocated to apply sufficient attention to those.
- The Chair will ensure that all SSG decisions are understood by SSG members and accurately recorded.

The Chair may delegate aspects of the authority accompanying the position but remains accountable for the overall role.

Reimbursement of SSG members' expenses

Biodiversity Hawke's Bay will reimburse all reasonable expenses incurred by SSG members in the carrying out of their role.

Remuneration of SSG members

At this time, SSG members are not remunerated.

SSG-GENERAL MANAGER INTERRELATIONSHIP POLICIES

The SSG delegates to the General Manager responsibility for delivering the agreed outcomes.

- The General Manager is the sole linkage and point of accountability between the SSG and the operational organisation.
- The SSG will view General Manager performance as identical to total management performance so that the achievement of successful organisation outcomes will be regarded as successful General Manager performance.
- The SSG will make clear Biodiversity Hawke's Bay's strategic direction including performance indicators to be applied by the SSG when reviewing the organisation's and the General Manager's performance.
- Neither the SSG nor individual SSG members will 'instruct' staff in any matters relating to their work.
- Provided that the General Manager achieves the outcomes sought by the SSG and does so in a manner consistent with the SSG's policies and Biodiversity Hawke's Bay's values, the SSG will respect and support the General Manager's choice of actions.
- The expert knowledge and experience of individual SSG members is available to the General Manager at their initiative.

General Manager Authority

- As long as the General Manager applies 'any reasonable interpretation' of the SSG'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.
- Acknowledging a SSG member's right to have access to information necessary to meet his/her duty of care to the organisation, the General Manager may refuse instructions or requests from individual SSG members or from unofficial groups of SSG members if, in their opinion, such requests or instructions are:
 - Inconsistent with the SSG's policies;
 - Deemed to make unjustifiable intrusions into the General Manager's or other staff members' time; or
 - An unjustifiable cost to the organisation.

The General Manager must notify the Chair of the use of the above and the General Manager at their own discretion may notify the SSG.

General Manager Remuneration

General Manager remuneration will be decided by the SSG based on terms and conditions that reflect the organisation's performance and market conditions.

General Manager Performance Assessment

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

General Manager Delegation Policies

Overarching General Manager Limitation

As the SSG's principal officer, the SSG holds the General Manager accountable for ensuring that neither he/she or any organisational employees take, allow or approve any action or circumstance in the name of Biodiversity Hawke's Bay 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.

Financial Management

The General Manager 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 General Manager must not allow situations and circumstances in which:

- Organisational funds are committed, contracts entered into or liabilities incurred other than for the implementation of SSG-approved purposes and priorities.
- Expenditure exceeds the revenue received in the financial year or annual budget or policy parameters unless offset by other approved funding.
- Undisputed invoices from suppliers of goods and services remain unpaid beyond trade credit terms agreed with those suppliers.

- A transaction is entered into that affects more than 10% of budgeted annual revenue without SSG approval.

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 SSG-determined outcomes with no risk of harm to the organisation.

Remuneration and Benefits

In managing the setting and review of contracts the General Manager must not make or allow decisions or promises that would in any way cause or threaten financial harm to the organisation. The SSG will approve contracts but will not be involved in the selection and appointment.

Protection of Assets

The General Manager shall take all prudent and reasonable actions necessary to ensure that assets are protected against all foreseeable damaging circumstances. Without limiting this scope of requirement, the General Manager must not allow situations and circumstances in which:

- Unauthorised persons are permitted access to funds.
- Organisation funds are processed or dispersed outside of controls acceptable to the organisation's official auditor.
- The organisation's good name and reputation is harmed to the extent that the achievement of its purpose are impeded.

Communication & Support to the SSG

The SSG must be informed about issues and concerns where 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 General Manager must not allow situations and circumstances in which:

- The SSG is uninformed about matters critical to its timely and effective governance of the organisation.
- SSG members are uninformed when, for any reason, there is actual or anticipated non-compliance with a SSG policy.
- The SSG is uninformed about health and safety in the workplace matters that fall within SSG members' duties and responsibilities, or about any related matter the SSG has made clear it wishes to be informed of, including the results of all internal and external health and safety audits.
- The SSG 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 Biodiversity Hawke's Bay.

Employment Conditions

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

- Staff work under adverse conditions or are managed in a manner that may invite behaviour contrary to Biodiversity Hawke's Bay's values or that might undermine Biodiversity Hawke's Bay's trust and reputation with its stakeholders.
- Staff and volunteers and others to whom Biodiversity Hawke's Bay 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.

Stakeholder Engagement

In engaging with Biodiversity Hawke's Bay's key stakeholders, the General Manager 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 General Manager must not allow situations and circumstances in which:

- The good name of the organisation is placed at risk as the result of poor quality interpersonal or inter organisational communication.
- Unrealistic expectations are created or implied that could cause hardship to either party.
- Biodiversity Hawke's Bay is unaware of the expectations, needs and aspirations of key stakeholders as these relate to the organisations' planning and programme delivery systems.
- The SSG is uninformed of any significant change in relationship status with a key stakeholder.

Public Affairs

The SSG holds the General Manager accountable for ensuring that neither he/she 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 Biodiversity Hawke's Bay.

COMMITTEE TERMS OF REFERENCE

Strategy Stewardship Group (SSG)

Governance Committee – Terms of Reference

v1.0 Adopted by the Pending SSG 8 June 2021

The Governance Committee (the Committee) is a committee of the Strategy Stewardship Group (SSG) with specific delegated powers as set out in this Terms of Reference.

Objectives

The purpose of the Committee is to assist the SSG to ensure the effective governance and operation of the Society. The committee is also responsible for oversight and development of non-financial policies at the governance level including processes around the appointment of SSG members and Hawke's Bay Biodiversity Trust trustees.

The Committee does not relieve any SSG members of their responsibilities for these matters.

Roles and Responsibilities

The role of the Governance Committee is to support the SSG in the effective governance and operation of the Society. Committee members will assist in setting the direction and goals for Biodiversity Hawke's Bay, monitor progress towards those goals and act when those goals are not being met. The Committee will:

- Understand the objectives, and desired outcomes of the Hawke's Bay Biodiversity strategy
- Ensure the Society's objectives and goals are clear
- Set management the task of delivering a viable strategy
- Monitor the progress of the work plan through the operations reports
- Understand and represent the interests of Biodiversity Hawke's Bay stakeholders
- Act on opportunities to communicate positively about Biodiversity Hawke's Bay and biodiversity initiatives in the region
- Ensure systems and policies are successfully incorporated into operations
- Ensure effective and efficient meetings

Membership

The Committee shall consist of between two and four SSG members who have, between them, relevant skills and experience.

SSG shall appoint members and a Chair ("the Chair") of the Committee and review these appointments annually at its first ordinary meeting after the Annual General Meeting of the Society.

Members of the Committee shall be SSG members. Any member who ceases to be an SSG member ceases to be a member of the Committee.

Any policy of SSG on conflicts of interest also applies to the Committee. At its discretion, the Committee may exclude a SSG member who, in the Committee's view, has a conflict of interest with an item of business before the Committee or who is the subject of an investigation by the Committee from proceedings that are relevant to that conflict or investigation.

Attendance

The General and Administration Managers shall normally attend meetings of the Committee but shall not be members of the Committee. Other staff may be invited to attend meetings at the discretion of the Committee.

At its discretion, the Committee may choose to meet in whole or in part without staff or advisers present.

SSG members who are not members of the Committee shall have the right of attendance (except in the case of a conflict of interest, as determined by the Committee).

Meetings

The Committee shall meet at least three times each year but shall otherwise itself determine the frequency of its meetings.

Meetings of the Committee shall be scheduled by agreement with the Chair and with due regard to reasonable notice, the availability of Committee members and staff and so as to avoid unnecessary re-scheduling of meetings.

Any member of the Committee may request that a meeting of the Committee be convened. A majority of Committee members, present in person or by using any technology, shall constitute a quorum.

The Administration Manager shall distribute an agenda and any related papers in advance of a meeting to members of the Committee and to other SSG members who are not members of the Committee.

Meetings will be minuted in line with the usual practice of Biodiversity Hawke's Bay.

Reporting

After each Committee meeting, the Chair shall report the Committee's findings and recommendations to the SSG.

Review

This Terms of Reference document and the performance of the Committee shall be subject to regular review by the SSG.

Strategy Stewardship Group (SSG)

Projects Committee – Terms of Reference

v1.0 Adopted by the SSG July 2021

The Projects Committee (the Committee) is a committee of the Strategy Stewardship Group (SSG) with specific delegated powers as set out in this Terms of Reference.

Objectives

The purpose of the Committee is to oversee the Society's processes in identifying and supporting appropriate biodiversity projects.

The Committee does not relieve any SSG members of their responsibilities for these matters.

Roles and Responsibilities

The role of the Projects Committee is to support the SSG by overseeing activities relating to biodiversity projects supported in any form by Biodiversity Hawke's Bay. The Committee will:

- Understand the objectives, and desired outcomes of the Hawke's Bay Biodiversity strategy
- Review and reconfirm the process for projects to be considered by Biodiversity Hawke's Bay
- Review and reconfirm the criteria by which projects can be objectively and subjectively assessed
- Review and reconfirm the decision-making process by which projects are considered appropriate to partner with others, and which projects should be driven and project managed by Biodiversity Hawke's Bay
- Continually refine the criteria and matrix for assessing projects to be funded through the Biodiversity Hawke's Bay Project Fund
- Undertake appropriate funding rounds relating to the Biodiversity Hawke's Bay Project Fund
- Identify suitable projects to seek corporate funding for
- Ensure that the process and criteria clearly states that Biodiversity Hawke's Bay will not decline to support a funding application purely on the basis that it could reduce the chances of Biodiversity Hawke's Bay gaining funds for their projects

Membership

The Committee shall consist of a minimum of two SSG members, or their nominees, and two Hawke's Bay Biodiversity Trustees, or their nominees. Other members can be appointed from outside these groups if necessary to obtain the skills of knowledge necessary for any particular activities.

SSG shall appoint members and a Chair ("the Chair") of the Committee and review these appointments annually at its first ordinary meeting after the Annual General Meeting of the Society.

Any member of the Committee who is a member of the SSG and who ceases to be an SSG member, ceases to be a member of the Committee.

Any policy of SSG on conflicts of interest also applies to the Committee. At its discretion, the Committee may exclude a SSG member who, in the Committee's view, has a conflict of interest with an item of business before the Committee.

Attendance

The General and Administration Managers shall normally attend meetings of the Committee but shall not be members of the Committee. Other staff may be invited to attend meetings at the discretion of the Committee.

At its discretion, the Committee may choose to meet in whole or in part without staff or advisers present.

SSG members who are not members of the Committee shall have the right of attendance (except in the case of a conflict of interest, as determined by the Committee).

Meetings

The Committee shall meet at least three times each year but shall otherwise itself determine the frequency of its meetings.

Meetings of the Committee shall be scheduled by agreement with the Chair and with due regard to reasonable notice, the availability of Committee members and staff and so as to avoid unnecessary re-scheduling of meetings.

Any member of the Committee may request that a meeting of the Committee be convened. A majority of Committee members, present in person or by using any technology, shall constitute a quorum.

The Administration Manager shall distribute an agenda and any related papers in advance of a meeting to members of the Committee and to other SSG members who are not members of the Committee.

Meetings will be minuted in line with the usual practice of Biodiversity Hawke's Bay.

Reporting

After each Committee meeting, the Chair shall report the Committee's findings and recommendations to the SSG.

Review

This Terms of Reference document and the performance of the Committee shall be subject to regular review by the SSG.

Strategy Stewardship Group (SSG)

Engagement Committee – Terms of Reference

v1.0 Adopted by the SSG July 2021

The Engagement Committee (the Committee) is a committee of the Strategy Stewardship Group (SSG) with specific delegated powers as set out in this Terms of Reference.

Objectives

The purpose of the Committee is to assist the SSG in membership and community engagement activities. This includes increasing the membership of the Society and identifying appropriate engagement opportunities with members and the community.

The Committee does not relieve any SSG members of their responsibilities for these matters.

Roles and Responsibilities

The role of the Engagement Committee is to support the SSG in the effective engagement with the Society's members and the general community. The Committee will:

- Understand the objectives, and desired outcomes of the Hawke's Bay Biodiversity strategy
- Develop and implement an appropriate Membership and Engagement strategy including engagement with Strategy and Accord Partners
- Oversee the recruitment and retention of members and maximise engagement opportunities for the members
- Identify and develop engagement opportunities and events for the community
- Review on an ongoing basis communication methods for members and the community
- Connect the members and the community to the SSG and their activities
- Assist the SSG in generating increased public awareness of biodiversity and its importance to our wellbeing
- Review the effectiveness of any membership recruitment activities and engagement events

Membership

The Committee shall consist of a minimum of two SSG members and a minimum of two general members of the Society as appointed by the SSG with reference to the capability and availability to fulfil the responsibilities.

SSG shall appoint members and a Chair ("the Chair") of the Committee and review these appointments annually at its first ordinary meeting after the Annual General Meeting of the Society.

Members of the Committee shall be Society members. Any member who ceases to be a member of Biodiversity Hawke's Bay ceases to be a member of the Committee.

Any policy of SSG on conflicts of interest also applies to the Committee. At its discretion, the Committee may exclude a SSG member who, in the Committee's view, has a conflict of interest with an item of business before the Committee or who is the subject of an investigation by the Committee from proceedings that are relevant to that conflict or investigation.

Attendance

The Biodiversity Community Facilitator and Administration Manager shall normally attend meetings of the Committee but shall not be members of the Committee. The General Manager is also able to attend any meeting.

At its discretion, the Committee may choose to meet in whole or in part without staff or advisers present.

SSG members who are not members of the Committee shall have the right of attendance (except in the case of a conflict of interest, as determined by the Committee).

Meetings

The Committee shall meet at least three times each year but shall otherwise itself determine the frequency of its meetings.

Meetings of the Committee shall be scheduled by agreement with the Chair and with due regard to reasonable notice, the availability of Committee members and staff and so as to avoid unnecessary re-scheduling of meetings.

Any member of the Committee may request that a meeting of the Committee be convened. A majority of Committee members, present in person or by using any technology, shall constitute a quorum.

The Administration Manager shall distribute an agenda and any related papers in advance of a meeting to members of the Committee and to other SSG members who are not members of the Committee.

Meetings will be minuted in line with the usual practice of Biodiversity Hawke's Bay.

Reporting

After each Committee meeting, the Chair shall report the Committee's findings and recommendations to the SSG.

Review

This Terms of Reference document and the performance of the Committee shall be subject to regular review by the SSG.

Strategy Stewardship Group (SSG)

Finance and Risk Committee – Terms of Reference

v1.0 Adopted by the SSG July 2021

The Finance and Risk Committee (the Committee) is a committee of the Strategy Stewardship Group (SSG) with specific delegated powers as set out in this Terms of Reference.

Objectives

The purpose of the Committee is to assist the SSG in the effective discharge of its responsibilities for financial reporting, internal controls, risk management, statutory compliance, external audit, and health and safety. The committee is also responsible for oversight and development of financial policies at the governance level – those related to expenditure control, investment and treasury functions and delegated authorities.

The Committee does not relieve any SSG members of their responsibilities for these matters.

Roles and Responsibilities

The Committee shall consider any matters it thinks relevant to the audit, financial affairs, health and safety, and risk management of the Society and the policies applicable to these.

The duties of the Committee include:

- Review the Annual Report and financial statements, and recommend for approval by the SSG.
- Review and agree terms of engagement for the auditor and ensure appropriate audit outcomes including monitoring management's responsiveness to audit findings.
- Continual review and assessment of the appropriateness of the Society's accounting policies and principles including compliance with statutory responsibilities.
- Review and assess risks facing Biodiversity Hawke's Bay and ensure there is effective risk management systems in place and appropriate levels of risk mitigation, including around Health and Safety.
- Review and monitor the Society's processes and policies to ensure compliance with statutory requirements and update or amend as required.
- Consider any matters that are referred where they are consistent with the Committee Terms of Reference.

Membership

The Committee shall consist of between two and four SSG members who have, between them, relevant skills and experience, including finance, risk management and accounting. They do not have to be financial or accounting experts as they are not personally required to conduct accounting audits or reviews. Up to two Hawke's Bay Biodiversity Trust Board members, or nominees, may also form part of this committee.

SSG shall appoint members and a Chair ("the Chair") of the Committee and review these appointments annually at its first ordinary meeting after the Annual General Meeting of the Society. Members of the Committee shall be SSG members. Any member who ceases to be an SSG member ceases to be a member of the Committee.

Any policy of SSG on conflicts of interest applies to the Committee. At its discretion, the Committee may exclude a SSG member who, in the Committee's view, has a conflict of interest with an item of business before the Committee or who is the subject of an investigation by the Committee from proceedings that are relevant to that conflict or investigation.

Attendance

The General and Administration Managers shall normally attend meetings of the Committee but shall not be members of the Committee. Other staff may be invited to attend meetings at the discretion of the Committee.

At its discretion, the Committee may choose to meet in whole or in part without staff or advisers present. SSG members who are not members of the Committee shall have the right of attendance (except in the case of a conflict of interest, as determined by the Committee).

Meetings

The Committee shall meet at least two times each year but shall otherwise itself determine the frequency of its meetings.

Meetings of the Committee shall be scheduled by agreement with the Chair and with due regard to reasonable notice, the availability of Committee members and staff and so as to avoid unnecessary re-scheduling of meetings. Any member of the Committee may request that a meeting of the Committee be convened.

A majority of Committee members, present in person or by using any technology, shall constitute a quorum. The Administration Manager shall distribute an agenda and any related papers in advance of a meeting to members of the Committee and to other SSG members who are not members of the Committee.

Meetings will be minuted in line with the usual practice of Biodiversity Hawke's Bay.

Authorities

The Finance and Risk Committee is an advisory body with no executive powers. The Committee shall have the authority to seek any information it requires and is authorised to obtain such independent professional advice as it considers necessary at the expense of the Society.

Reporting

After each Committee meeting, the Chair shall report the Committee's findings and recommendations to the SSG.

Communication

The General Manager shall be responsible for drawing to the Committee's immediate attention any material matter that relates to the financial condition of the Society, any material breakdown in internal controls, and any material event of fraud or malpractice.

The committee shall maintain direct lines of communication with the external auditors, the General Manager, the Society's accountants and with staff generally including those responsible for non-financial risk management.

Review

This Terms of Reference document and the performance of the Committee shall be subject to regular review by the SSG.