



Version 3

# GOVERNANCE POLICY MANUAL

---

Adapted with permission from a Miriam Carver Consulting resource.

Policy Governance® is the registered service mark of John Carver

POLICY TYPE: GOVERNANCE PROCESS ..... 3

Last reviewed Oct 2019

Policy 1: Global Governance Commitment.....	3
Policy 1.1: Governing Style .....	3
Policy 1.2: Board Job Description .....	4
Policy 1.3: Agenda Planning.....	4
Policy 1.4: Chief Governance Officer’s Role .....	5
Policy 1.5: Board Secretary’s Role .....	6
Policy 1.6: Board Members’ Code of Conduct.....	6
Policy 1.7: Board Committee Principles.....	7
Policy 1.8: Board Committee Structure .....	8
Policy 1.9: Cost of Governance .....	8
POLICY TYPE: BOARD-MANAGEMENT DELEGATION .....	9
Policy 2: Global Governance-Management Connection.....	9
Policy 2.1: Unity of Control .....	9
Policy 2.2: Accountability of the CE .....	10
Policy 2.3: Delegation to the CE.....	10
Policy 2.4: Monitoring CE Performance.....	11
Policy 2.5: CE Remuneration.....	11
POLICY TYPE: ENDS .....	12
Policy 3: Ends Temporary ‘Plug’ .....	12
POLICY TYPE: MANAGEMENT LIMITATIONS.....	12
Policy 4: Global Management Constraint.....	12
Policy 4.1: Safety and Wellbeing .....	12
Policy 4.2: Treatment of Local Groups and Specialist Teams .....	13
Policy 4.3: Treatment of Staff .....	13
Policy 4.4: Interactions with Other Agencies and Supporters .....	14
Policy 4.5: Financial Planning/Budgeting.....	14
Policy 4.6: Financial Condition and Activities .....	15
Policy 4.7: Asset Protection .....	15
Policy 4.8: Emergency CE Succession .....	16
Policy 4.9: Remuneration and Benefits .....	16
Policy 4.10: Communication and Support to the Board .....	17
Policy 4.11: Sponsorship and Fundraising .....	18
Policy 4.12: Ends Focus of Grants or Contracts .....	19

## **POLICY TYPE: GOVERNANCE PROCESS**

### **Policy 1: Global Governance Commitment**

The purpose of the Board, on behalf of LandSAR New Zealand's Groups/Key Stakeholders, is to see to it that LandSAR New Zealand achieves appropriate results, for appropriate persons, at an appropriate worth (as specified in Board Ends policies), and (b) avoids unacceptable actions and situations (as prohibited in Board Management Limitations policies).

## **POLICY TYPE: GOVERNANCE PROCESS**

### **Policy 1.1: Governing Style**

The Board will govern lawfully with an emphasis on (a) outward vision rather than an internal preoccupation, (b) encouragement of diversity in viewpoints, (c) strategic leadership more than administrative detail, (d) clear distinction of Board and management roles, (e) collective rather than individual decisions, (f) future rather than past or present, and (g) being proactive rather than reactive.

Accordingly

1. The Board will cultivate a sense of group responsibility. The Board, not the staff, will be responsible for excellence in governing. The Board will be the initiator of governance policy, not merely a reactor to staff initiatives. The Board will not use the expertise of individual Board members to substitute for the judgment of the Board, although the expertise of individual Board members may be used to enhance the understanding of the Board as a body.
2. The Board will direct, control and inspire the organisation through the careful establishment of broad written policies reflecting the organisation's values and perspectives. The Board's major policy focus will be on the intended long-term impacts outside the staff organisation, not on the administration or programmes for achieving those impacts.
3. The Board will enforce upon itself whatever discipline is needed to govern with excellence. Discipline will apply to matters such as attendance, preparation for meetings, policymaking principles, respect of roles, and ensuring the continuance of governance capability. Although the Board can change its governance process policies at any time, it will rigorously observe those currently in force.
4. Continual Board development will include succession planning and orientation of new Board members in the Board's governance process and periodic Board discussion of process improvement and training.
5. The Board will not allow any officer, individual, or committee of the Board to hinder or be an excuse for not fulfilling Board obligations.
6. The Board will monitor and discuss the Board's process and performance at each meeting. Self-monitoring will include comparison of Board activity and discipline to policies in the Governance Process and Board-Management Delegation categories. The Board will conduct a formal annual self or externally facilitated evaluation of Board performance.

## **POLICY TYPE: GOVERNANCE PROCESS**

### **Policy 1.2: Board Job Description**

Specific job outputs of the Board, as an informed agent of the Groups/Key Stakeholders, are those that ensure appropriate organisational performance.

Accordingly, the Board has direct responsibility to create

1. The link between the Groups/Key Stakeholders and the operational organisation.
2. Written governing policies that address the broadest levels of all organisational decisions and situations.
  - a. Ends: Organisation's outcomes, recipients, and their priority (what good, for which recipients, at what level of investment/priority).
  - b. Management Limitations: Constraints on management authority that establish the prudence and ethical boundaries within which all management activity and decisions must take place.
  - c. Governance Process: Specification of how the Board conceives, carries out and monitors its own task.
  - d. Board-Management Delegation: How responsibility is delegated, and its proper use monitored, including the CE role, authority, and accountability.
3. Assured successful organisation performance on Ends and Management Limitations.

## **POLICY TYPE: GOVERNANCE PROCESS**

### **Policy 1.3: Agenda Planning**

To accomplish its job with a governance style consistent with Board policies, the Board will follow an annual agenda which (a) completes a re-exploration of Ends policies annually and (b) continually improves Board performance through Board education and enriched input and deliberation.

1. The cycle must commence in July and will conclude each year by June so that administrative planning and budgeting can be based on accomplishing a one-year segment of the Board's most recent statement of long term Ends.
2. The cycle will start with the Board's development of its agenda for the next year.
  - a. Consultations with Key Stakeholders, or other methods of gaining 'moral ownership' input, will be determined and arranged in the first quarter, to be held during the balance of the year.
  - b. Governance education, and education related to Ends determination (e.g. presentations by futurists, demographers, advocacy groups, staff, etc.), will be arranged in the first quarter, to

be held during the balance of the year.

3. Throughout the year, the Board will attend to 'required approvals' items as expeditiously as possible.
4. At any meeting following the circulation of a monitoring report, the Board will ascertain by majority vote of members present who judge the individual reports to have demonstrated fulfilment of a reasonable interpretation of the applicable policy.
5. CE remuneration will be decided after a review of monitoring reports received in the last year during the month of June in accordance with the CE's employment agreement.

## **POLICY TYPE: GOVERNANCE PROCESS**

### **Policy 1.4: Chief Governance Officer's Role**

The Chief Governance Officer (CGO) assures the integrity of the Board's process.

Accordingly

1. The assigned results of the CGO's job are that the Board behaves consistently with its own rules and those legitimately imposed upon it from outside the organisation.
  - a. Meeting discussion content will be on those issues which, according to Board policy, clearly belong to the Board to decide or to monitor.
  - b. Information that is for neither monitoring performance nor Board decisions will be avoided or minimised and always noted as such.
  - c. Deliberations will be fair, open and thorough, but also timely, orderly, and kept to the point.
2. The authority of the CGO consists in making decisions that fall within topics covered by Board policies on Governance Process and Board-management Delegation, except for (a) employment, discipline or termination of a CE and (b) where the Board specifically delegates portions of this authority to others. The CGO is authorised to use any reasonable interpretation of the provisions in these policies.
  - a. The CGO is empowered to chair Board meetings with all the commonly accepted power of that position, such as ruling and recognising.
  - b. The CGO has no authority to make decisions about policies created by the Board within Ends and Management Limitations policy areas. Therefore, the CGO has no authority to supervise or direct the CE. The CE reports to the Board through the CGO.
  - c. The CGO may represent the Board to outside parties in announcing Board-stated positions and in stating chair decisions and interpretations within the area delegated to her or him.
  - d. The CGO may delegate this authority, but remains accountable for its use.

## **POLICY TYPE: GOVERNANCE PROCESS**

### **Policy 1.5: Board Secretary's Role**

The Board Secretary is an officer of the Board whose purpose is to ensure the integrity of the Board's documents.

1. The assigned result of the Secretary's job is to see to it that all Board documents and filings are accurate and timely.
  - a. Policies will be current in their reflection of Board decisions. Decisions upon which no subsequent decisions are to be based, such as 'required approvals,' agenda decisions, motions to adjourn, and staff or Board member recognitions need not be placed in policy.
  - b. Policies will rigorously follow Policy Governance principles.
  - c. Elements of the organisation's Rules necessary for legal compliance and for consistency with the principles of Policy Governance will be known to the Board.
2. The authority of the Secretary is access to and control over Board documents, and use of staff time not to exceed 40 hours per year.

## **POLICY TYPE: GOVERNANCE PROCESS**

### **Policy 1.6: Board Members' Code of Conduct**

The Board commits itself and its Board members to ethical, business-like, and lawful conduct, including proper use of authority and appropriate decorum.

1. Board members must have loyalty to the ownership, un-conflicted by loyalties to staff, other organisations, and any personal interest at an operational level.
2. Board members must avoid conflict of interest with respect to their fiduciary responsibility.
  - a. There will be no self-dealing or business by a Board member with the organisation. Board members will disclose at the beginning of each meeting their involvements with other organisations, with vendors, or any associations that might be or might reasonably be seen as being a conflict.
  - b. When the Board is to decide upon an issue, about which a Board member has an unavoidable conflict of interest, that member shall bring attention to the conflict and absent herself or himself from the deliberation and vote. The Board may invite the member to re-join the meeting for the deliberation but not the vote. The discussion/decision regarding the conflict must be recorded.
  - c. Board members will not use their Board position to obtain employment in the organisation for themselves, family members, or close associates. Should a Board member apply for employment, he or she must step aside from the Board for the duration of the application period relating to that employment.

3. Board members may not attempt to exercise individual authority over the organisation.
  - a. Board members' interaction with the CE or with staff must recognise the lack of authority vested in individuals except when explicitly Board authorised.
  - b. Board members' interaction with public, media or external entities outside of LandSAR must recognise the same limitation and the inability of any Board member except the CGO to speak for the Board, unless CGO authority to speak has been formally delegated.
  - c. Board members will not express individual judgments on performance of staff except for participation in Board deliberation about whether the CE has achieved any reasonable interpretation of Board policy.
4. Board members will respect the confidentiality appropriate to issues of a sensitive nature.
5. Board members will be prepared properly for Board deliberation.
6. Board members will support the legitimacy and authority of Board decisions, irrespective of the member's personal position on the issue.
7. Board members will attend all meetings (at least 50% of meetings in person) or tender apologies as soon as they are aware they are unable to attend any meeting and will respond to monitoring reports within advised timeframes.

## **POLICY TYPE: GOVERNANCE PROCESS**

### **Policy 1.7: Board Committee Principles**

Board committees, when used, will be assigned so as to reinforce the wholeness of the Board's job and so as never to interfere with delegation from Board to CE.

Accordingly

Board committees are to help the Board do its job, not to help or advise the staff. Committees ordinarily will assist the Board by preparing policy alternatives and implications for Board deliberation. In keeping with the Board's broader focus, Board committees will normally not have direct dealings with current staff operations.

1. Board committees may not speak or act for the Board except when formally given such authority for specific and time-limited purposes. Expectations and authority will be carefully stated in order not to conflict with authority delegated to the CE.
2. Board committees cannot exercise authority over staff. Because the CE works for the full Board, he or she will not be required to obtain approval of a Board committee before a management action.
3. Board committees are to avoid over-identification with organisational parts rather than the whole.
4. This policy applies to any group which is formed by Board action, whether or not it is called a committee and regardless whether the group includes Board members. It does not apply to committees formed under the authority of the CE.

## POLICY TYPE: GOVERNANCE PROCESS

### Policy 1.8: Board Committee Structure

A committee is a Board committee only if its existence and charge come from the Board, regardless whether Board members sit on the committee. The only Board committees are those which are set forth in this policy. Unless otherwise stated, a committee ceases to exist as soon as its task is complete.

1. Audit & Risk Committee
  - a. **Structure:** Craig Wells, Ian Watson, and Dave Robertson
  - b. **Product:**
    - i. Recommendation of scope of audit prior to outside audit – by no later than June each year.
    - ii. Options and implications for board consideration from assessing risk in all policy areas.
    - iii. Initial level of monitoring of risks.
  - c. **Authority:** To incur no direct charges and use of no more than 40 person-hours of staff time per annum.
  - d.

#### Awards/Life Members Committee

- e. **Structure:** Board Members
  - f. **Product:** Recommendation of awards, travel scholarships, and life memberships to the board – by no later than 30 days before the AGM/conference.
  - g. **Authority:** To incur no direct charges and use of no more than 40 person-hours of staff time per annum.
2. CE Appointment Committee
    - a. **Structure:** TBC
    - b. **Product:** Recommendation of a new CE to the board, including prior approval of the Job Description (with a person specification) and the short-list of candidates to be interviewed and then post interview a final recommendation to the Board.
    - c. **Authority:** To incur no direct charges.

## POLICY TYPE: GOVERNANCE PROCESS

### Policy 1.9: Cost of Governance

Because poor governance costs more than learning to govern well, the Board will invest in its governance capacity.

Accordingly

1. Board skills, methods, and supports will be sufficient to assure governing with excellence.
  - a. Training and retraining will be used to orientate new Board members and candidates for membership, as well as to maintain and increase existing Board member skills and understandings.

- b. Outside monitoring assistance will be arranged so that the Board can exercise confident control over organisational performance. This includes, but is not limited to, financial audit.
  - c. Strategic Planning Day, Meet-The Locals, focus groups and surveys will be used as needed to ensure the Board’s ability to listen to Key Stakeholder viewpoints and values.
2. Costs will be prudently incurred, though not at the expense of endangering the development and maintenance of superior Board capability.
- a. Directors will be paid an honorarium of **\$2,500 per year from the date of their appointment unless they advise the Chair that they decline to receive it. All decisions to decline or subsequently take up the payment must be recorded in writing.** The Chairman will be paid \$25,000 per year, The Deputy Chair and Chairman of the Audit and Risk Committee will be paid \$5,000 per year. These fees shall be reviewed by the Board every three years. Director/CGO credit card(s) are not to exceed \$3,000 in any month.
  - b. Up to \$4000 in financial year 2020/21 for governance development, expert speakers, sector analysis, governance evaluations.
    - i. Included within this provision for ensuring the Board can meet its obligations of the Healthy and Safety at Work Act (especially Section 44.4).
  - c. Up to \$37,000 in fiscal year 2020/21 for travel and meeting costs (and potentially some staff time).
  - d. Up to \$30,000 in financial year 2020/21 for audit and other third-party monitoring of organisational performance.

## **POLICY TYPE: BOARD-MANAGEMENT DELEGATION**

### **Policy 2: Global Governance-Management Connection**

The Board’s sole official connection to the operational organisation, its achievements and conduct will be through the Chief Executive (CE). (In the interests of clarity, it is acknowledged that a number of the Board Members will engage operationally in a different capacity, e.g. SAR volunteers.)

## **POLICY TYPE: BOARD-MANAGEMENT DELEGATION**

### **Policy 2.1: Unity of Control**

Only officially passed resolutions of the Board that make or amend Management Limitations or Ends policies are binding on the CE.

Accordingly

1. Decisions or instructions of individual Board members, officers, or committees are not binding on the CE except in rare instances when the Board has specifically authorised such exercise of authority.
2. In the case of Board members or committees requesting information or assistance without Board authorisation, the CE can refuse such requests that require, in the CE's opinion, a material amount of staff time or funds or is disruptive.

## **POLICY TYPE: BOARD-MANAGEMENT DELEGATION**

### **Policy 2.2: Accountability of the CE**

The CE is the Board's only link to operational achievement and conduct, so that all authority and accountability of staff, as far as the Board is concerned, is considered the authority and accountability of the CE.

Accordingly

1. The Board will never give instructions to persons who report directly or indirectly to the CE.
2. The Board will not evaluate, either formally or informally, any staff other than the CE.
3. The Board will view CE performance as identical to organisational performance, so that organisational accomplishment of Board stated Ends and avoidance of Board proscribed Means will be viewed as successful CE performance.

## **POLICY TYPE: BOARD-MANAGEMENT DELEGATION**

### **Policy 2.3: Delegation to the CE**

The Board will instruct the CE through written policies which prescribe the organisational Ends to be achieved, and proscribe organisational situations and actions to be avoided, allowing the CE to use any reasonable interpretation of these policies.

Accordingly

1. The Board will develop policies instructing the CE to achieve specified results, for specified recipients at a specified relationship between cost and results. These policies will be developed systematically from the broadest, most general level to more defined levels, and will be called Ends policies. All issues that are not Ends issues as defined above are Means issues.
2. The Board will develop policies that limit the latitude that the CE may exercise in choosing the organisational means. These limiting policies will describe those practices, activities, decisions and circumstances that would be unacceptable to the Board, even if they were to be effective. These policies will be developed systematically from the broadest, most general level to more defined levels; they will be called Management Limitations policies. The Board will never prescribe organisational means of the CE.
3. As long as the CE uses *any reasonable interpretation* of the Board's Ends and Management Limitations policies, the CE is authorised to establish all further policies, make all decisions, take all actions, establish all practices and

develop all activities. Such decisions of the CE shall have full force and authority as if decided by the Board.

4. The Board may change its Ends and Management Limitations policies, thereby shifting the boundary between Board and CE domains. By doing so, the Board changes the latitude of choice given to the CE. But as long as any particular delegation is in place, the Board will respect and support the CE's choices.

## **POLICY TYPE: BOARD-MANAGEMENT DELEGATION**

### **Policy 2.4: Monitoring CE Performance**

Systematic and rigorous monitoring of the CE performance will be solely against the Board's required CE job outputs: organisational accomplishment of any reasonable interpretation of Board policies on Ends and organisation operation within the boundaries established in Board policies on Management Limitations, reasonably interpreted.

Accordingly

1. Monitoring is simply to determine whether or not expectations expressed in Board policies have been met. Information that does not disclose this will not be considered to be monitoring information.
2. The Board will obtain disclosure about the CE's interpretations of the Board policy being monitored from the CE herself or himself.
3. The Board will obtain data disclosing whether or not the CE's interpretations have been accomplished using one or more of three methods:
  - a. by internal report, in which the CE discloses the data to the Board;
  - b. by external report, in which an external, disinterested third party selected by the Board collects the data; and
  - c. by direct inspection, in which the data are collected by the Board, a designated Board member or by designated Board members.
    - i. the Board will proactively diarize direct inspections in relation to compliance with the Safety and Wellbeing policy (Policy 4.1)
4. In every case, the Board will determine: (a) the reasonableness of the CE's interpretations, using a 'reasonable person test' and is the final arbiter of reasonableness. The Board will also assess: (b) whether data demonstrates the accomplishment of the interpretation.
5. All policies that instruct the CE will be monitored at a frequency and by a method chosen by the Board. The Board can monitor any policy at any time by any method, but will normally use a routine schedule. (See Appendix 1 the Board's 12-month rolling calendar of governance tasks).

## **POLICY TYPE: BOARD-MANAGEMENT DELEGATION**

### **Policy 2.5: CE Remuneration**

CE remuneration will be decided by the Board as a body and based on organisational performance and executive market conditions and the Management Limitations Policy - Remuneration and Benefits.

## POLICY TYPE: ENDS

### Policy 3: Ends Temporary 'Plug'

Pending further Board determinations, *Ends* of the organisation will remain as previously stated explicitly by the Board or as found implicitly in previously adopted Board documents, (such as The Object clauses in the New Zealand Land Search and Rescue Inc. Rules, funder agreements, strategic plans, business plans, budgets, etc.)

*This policy is intended only to hold the Board's previous intentions in place while it sets out on the long, never-ending task of exploring, debating and adopting actual Ends policies. Since your CE has been given authority to make Ends decisions as long as they are consistent with the boards Ends policies (see 'Delegation to the CE' policy), it would be an oversight – a 'hole' in the system – for the Board not to have even one broad Ends policy in place. It is very important, however, for the Board to commit itself to begin immediately on the Ends journey. That will not be quickly done as in this Blitz process, but may take months to have a useful product and in a larger sense will go on in perpetuity. Once operating on the system, as you are now in a position to do, linking with the ownership, Ends development, and continual skill-maintaining practice and training are virtually the only time-consuming work of the Board.*

## POLICY TYPE: MANAGEMENT LIMITATIONS

### Policy 4: Global Management Constraint

The CE will not cause or allow any organisational practice, activity, decision or circumstance which is either unlawful, imprudent or in violation of commonly accepted business, professional ethics and practices.

## POLICY TYPE: MANAGEMENT LIMITATIONS

### Policy 4.1: Safety and Wellbeing

*Reviewed April 2020*

Regarding the fullest extent of the organisation's control and influence, the CE will not cause or allow decisions or activities to proceed without regard to volunteer wellbeing, psychological recovery, safety laws and applicable codes (e.g. explosives, mountain safety, etc.)

The CE will not fail to

1. Develop, formalise and test annually a disaster recovery plan.
2. Publish the Board's health and safety vision and beliefs statement.
3. Provide the Risk register for review at each Audit & Risk Committee meeting.
4. Meet their obligations as a PCBU under the Health & Safety Legislation.

## **POLICY TYPE: MANAGEMENT LIMITATIONS**

### **Policy 4.2: Treatment of Local Groups and Specialist Teams**

*Reviewed Jan 2020*

With respect to interactions with Local Groups and Specialist Teams, the CE will not cause or allow conditions, procedures, or decisions that are unfair, disempowering, unclear, or unnecessarily intrusive.

The CE will not

1. Elicit information for which there is no clear policy or necessity.
2. Use methods of collecting, sharing, using, transmitting, or storing or destruction of agency or personal information that fail to protect against improper access to that information.
3. Operate facilities and services without appropriate consideration of accessibility and privacy.
4. Allow unauthorised control of monies or possessions of Local Groups and Specialist Teams (or their members.)
5. Fail to promote and respect the autonomy and interests of Groups and Specialist Teams.
6. Allow Local Groups and Specialist Teams to be unaware of what may or may not be expected from National Support services.
7. Leave Local Groups and Specialist Teams uninformed of this policy, or without a way to be heard for persons who believe they have not received a reasonable interpretation of their protections under this policy.

## **POLICY TYPE: MANAGEMENT LIMITATIONS**

### **Policy 4.3: Treatment of Staff**

*Reviewed Oct 2019*

With respect to the treatment of staff the CE will not cause or allow conditions, procedures, or decisions that are unfair, unsafe, disrespectful unclear or contrary to the principles of natural justice.

The CE will not

1. Operate without written employment agreements or HR policies.
2. Disadvantage any staff member for non-disruptive expression of dissent.
3. Fail to respect diversity and encourage a more diverse staff.

4. Leave staff uninformed of this policy or without a way to be heard for persons who believe they have not received a reasonable interpretation of their protections under this policy.

## **POLICY TYPE: MANAGEMENT LIMITATIONS**

### **Policy 4.4: Interactions with Other Agencies and Supporters**

*Reviewed Sep 2019*

With respect to interactions with other agencies and supporters, the CE will not fail to consider options to work collaboratively and to maximize the full potential of SAR across NZ.

The CE will not

1. Fail to make publicly available the latest strategic plan via the LandSAR website.
2. Allow other agencies and stakeholders to be unaware of what may be expected and what may not be expected from services and/or interactions with the organisation.
3. Leave other agencies and stakeholders uninformed of this policy, nor without a way to be heard.

## **POLICY TYPE: MANAGEMENT LIMITATIONS**

### **Policy 4.5: Financial Planning/Budgeting**

*Reviewed Feb 2020*

Financial planning for any financial year or the remaining part of any financial year will not

- deviate materially from the Board's Ends policies,
- risk financial jeopardy or impropriety,
- fail to address the requirements in the NZ Financial Reporting Framework,
- fail to be derived from a multi-year, stakeholder co-designed, strategic plan.

The CE will not allow budgeting that

1. Risks incurring those situations or conditions described as unacceptable in the Board policy (4.6) '*Financial Condition and Activities*'.
2. Omits credible projection of revenues, expenses and cash flow; separation of capital and operational items; and disclosure of planning assumptions.
3. Omits sufficient funds for the effective implementation and maintenance of the Health & Safety management system and for improvement programmes.
4. Provides less for Board funding during the year than is set forth in the Cost of Governance policy (1.9).

## **POLICY TYPE: MANAGEMENT LIMITATIONS**

---

## Policy 4.6: Financial Condition and Activities

*Reviewed March 2020*

With respect to the actual, ongoing financial condition and activities, the CE will not cause or allow the development of financial jeopardy, impropriety, or material deviation of actual expenditures from Board priorities established in Ends policies.

The CE will not

1. Expend or commit funds outside the approved budget.
2. Incur debt in an amount greater than can be repaid by certain, otherwise unencumbered revenues within 60 days.
3. Fail to maintain reserves of at least \$400,000 for LandSAR Inc and \$100,000 for LandSAR Training Ltd.
4. Allow payroll, disbursements and debts to be settled in an untimely manner.
5. Allow tax payments or other government ordered payments or filings to be overdue or inaccurately filed.
6. Allow receivables to be un-pursued after a reasonable grace period.

### **POLICY TYPE: MANAGEMENT LIMITATIONS**

## Policy 4.7: Asset Protection

*Reviewed June 2020*

The CE will not cause or allow assets to be unprotected, inadequately maintained, or unnecessarily risked.

The CE will not

1. Fail to maintain a talent management plan.
2. Expose the organisation, its Board or staff to claims of liability.
3. Allow Board members, staff, and the organisation itself to be inadequately insured.
4. Allow staff access to funds for personal use.
5. Subject property, vehicles and equipment to improper wear and tear or insufficient maintenance.
6. Make any purchase: (a) wherein normally prudent protection has not been given against conflict of interest; (b) of over \$15,000 without having obtained comparative prices and quality; (c) of over \$20,000 without a thorough method of assuring the balance of long term quality and cost. Orders shall not be

split to avoid these criteria.

7. Fail to proactively manage the digital/technological capability and capacity across the organisation, including the reciprocity of best practice.
  - a. Allow, information and files to be exposed to loss or significant damage.
8. Receive, process or disburse funds under controls that are insufficient to meet Audit and Assurance Standards.
9. Compromise the independence of the Board's external monitoring or advice. Engaging parties already chosen by the Board as consultants or advisers is unacceptable.
10. Invest or hold operating capital in insecure instruments, including accounts and bonds of less than AA-rating at any time, or in non-interest-bearing accounts except where necessary to facilitate ease in operational transactions.
11. Endanger the organisation's public image, credibility, or its ability to accomplish Ends.
  - a. Be without a media policy.
12. Change the organisation's name or substantially alter its identity in the community.
13. Create or acquire any subsidiary entity.
14. Acquire, encumber or dispose of assets with a higher book value of \$5,000.

## **POLICY TYPE: MANAGEMENT LIMITATIONS**

### **Policy 4.8: Emergency CE Succession**

*Reviewed Jul 2019*

To protect the Board from sudden loss of CE services, the organisation will not be without at least one other staff member sufficiently familiar with Board and CE issues and processes to enable them to take over with reasonable proficiency as an interim successor.

## **POLICY TYPE: MANAGEMENT LIMITATIONS**

### **Policy 4.9: Remuneration and Benefits**

*Reviewed Nov 2019*

With respect to employment, remuneration, and benefits to staff, the CE will not cause or allow jeopardy to financial integrity or to the public image of the organisation.

The CE will not

1. Change the CE's own remuneration and benefits.
2. Promise or imply on-going employment that is not within the scope of the formal organisational structure.
3. Establish current remuneration and benefit scales that deviate materially from the not-for-profit sector for the skills employed.
4. Fail to honour commitments for performance and remuneration reviews as set out in individual employment contracts.
5. Establish or change benefits so as to cause unpredictable or inequitable situations.
  - a. Treat the CE differently from other key employees.
  - b. Approve performance payments that are not detailed within individual employment agreements.
  - c. Allow credit cards issued to staff (including the CE's) to exceed \$5,000 of budgeted expenses in any month.

## **POLICY TYPE: MANAGEMENT LIMITATIONS**

### **Policy 4.10: Communication and Support to the Board**

*Reviewed Aug 2019*

The CE will not permit the Board to be uninformed or unsupported in its work.

The CE will not

1. Withhold, impede, or distort information relevant to the Board's accomplishment of its job.
  - a. Neglect to submit monitoring data required by the Board in Board-Management Delegation policy 'Monitoring CE Performance' in a timely, accurate and understandable fashion, directly addressing provisions of Board policies being monitored, and including CE interpretations consistent with Board-Management Delegation policy 'Delegation to CE', as well as relevant data.
  - b. Allow the Board to be unaware of any actual or anticipated non-compliance with any Ends or Management Limitations policy, regardless of the Board's monitoring schedule.
  - c. Allow the Board to be without decision information required periodically by the Board or let the Board be unaware of relevant trends.
  - d. Present information in unnecessarily complex or lengthy form or in a form that fails to differentiate among information of three types: monitoring, decision preparation, and other.

- e. Let the Board be unaware of any incidental information it desires including anticipated media coverage, threatened legal action and material internal changes.
    - i. nor be unaware of actual or potential serious harm hazards, accidents, and near miss incidents.
  - f. Let the Board be unaware if, in the CE's opinion, the Board is not in compliance with its own policies on Governance Process and Board-Management Delegation, particularly in the case of Board behaviour that is detrimental to the work relationship between the Board and the CE.
2. Withhold from the Board and its processes logistical and clerical assistance.
  3. Impede the Board's holism, misrepresent its processes and role, or impede its lawful obligations.
    - a. Deal with the Board in a way that favours or privileges certain Board members over others except when (i) fulfilling individual requests for information or (ii) responding to officers or committees with respect to duties charged to them by the Board.
    - b. Allow the Board to do its work without the necessary items on its 'Required Approvals' agenda. Necessary items are those decisions delegated to the CE yet required by law, regulation or contract to be Board-approved, along with applicable monitoring information.
    - c. Hinder access to the Board for any person who alleges fraud, unethical or unlawful action or circumstance in the organisation or by its representatives.

## **POLICY TYPE: MANAGEMENT LIMITATIONS**

### **Policy 4.11: Sponsorship and Fundraising**

*Reviewed Sep 2019*

The CE will not be without a national Sponsorship and Fundraising plan.

The CE will not

1. Fail to inform and consult Local Groups and Specialist Teams about any areas of discrepancy between this plan and any Local Groups and Specialist Team's plans.
2. Allow people to be pressured into contributing funds or volunteering.
3. Allow sponsorship and fundraising activity that conflicts with the organisation's values.
4. Enter into a sponsorship contract over \$10,000 per year without Board approval.

## **POLICY TYPE: MANAGEMENT LIMITATIONS**

### **Policy 4.12: Ends Focus of Grants or Contracts**

*Reviewed Feb 2020*

The CE will not enter into any grant or contract arrangements that are inconsistent with the production of the Ends and/or avoidance of unacceptable Means.

The CE will not

1. Allow other parties to be unaware of restrictions on methods and activities, to preclude funds from being used in unsafe, imprudent, unlawful or unethical ways.
2. Fail to formally assess if service providers have, in the CE's opinion, the capacity to produce appropriately targeted, efficient results.