

# Tuia Pito Ora New Zealand Institute of Landscape Architects - Board Charter

## 1.0 Defining Governance Roles

### 1.1 Purpose

The Board of Tuia Pito Ora New Zealand Institute of Landscape Architects (NZILA) is responsible for overseeing the governance of the organisation in compliance with the NZILA Constitution.

This Board Charter provides guidelines for the operation of the Institute and defines the roles, key responsibilities, functions, and processes of the Board Members and Chief Operating Officer (COO).

The Board operates within a statutory legal framework of the Incorporated Societies Act 2022 and other relevant New Zealand Legislation. Within this framework, the Board has the authority and responsibility to set policies and direct the affairs of NZILA.

### 1.2 Governance Philosophy and Approach

The Board governs NZILA with an emphasis on:

- Monitoring and understanding the social and economic environment in which the Institute and its members operate.
- Setting strategic direction, rather than operational details
- Defining desirable outcomes for members.
- Setting priorities and allocating resources.
- Articulating policy including in relation to the management of risk.
- Delegating implementation of policy and programmes to a chief operating officer along with the authority necessary to make decisions relevant to the execution of the executive function.
- Actively monitoring operational (and executive) performance.
- Accounting for organisational performance to members.
- Being proactive in decision-making.

- Embracing diversity of opinions and experiences.
- Continuous improvement in Board effectiveness.

## 2.0 Roles and Responsibilities

### 2.1 Role of the Board

The role of the board on behalf of members is to see that the Institute achieves the objects set out in the Constitution. The responsibilities and powers of the Board are contained in the Constitution.

1. Governance: The Board Members are responsible for the governance of the institute. This includes setting policies, ensuring compliance with laws and regulations, and providing assurance of the financial wellbeing of the organisation.
2. Strategic intent: The board should articulate the Institute's purpose, the related outcomes to be achieved and its priorities, to guide the preparation and approval of a strategic plan that ensures that the organisation is achieving what it should.
3. Organisational wellbeing: The board should identify situations and conditions that might impede or prevent the institute from fulfilling its purpose and delivering its intended outcomes, ensuring these are managed and mitigated.
4. Financial oversight: The board should ensure the allocation and utilisation of the Institute's financial resources are consistent with the organisation's purpose, the board's priorities and the authority the board has delegated to management and any other parties for expenditure and the creation of financial liability.
5. Legal and ethical compliance: The board should ensure that the institute complies with all legal and ethical requirements, including regulations related to fundraising, tax-exempt status, and governance.
6. Board development and evaluation: The board should regularly evaluate its own performance and ensure that it has the skills and expertise necessary to fulfill its responsibilities.
7. Program and service oversight: The board should oversee the development and implementation of programs and services offered by the institute, ensuring that they are aligned with the institute's statement of purpose and intended outcomes.
8. Communication and outreach: The board should ensure that the institute is communicating effectively with its members and stakeholders, and that it is engaging in outreach efforts to promote membership of the institute and the best interests of the profession.

9. Leadership and advocacy: The board should provide leadership and advocacy for the institute, promoting its purpose and intended outcomes and ensuring that it is fulfilling its obligations to its members and the broader community.

10. Holding management to account through informed, astute, effective, and independent oversight of performance and conformance matters. It does not do the job of management but ensures purpose and strategy are understood by management and implemented.

## 2.2 Responsibilities and Duties of Board Officers

NZILA's Board Officers are empowered to manage the affairs of the New Zealand Institute of Landscape Architects Tuia Pito Ora Incorporated (NZILA).

Directors have the duty to act with fidelity and trust, to act honestly, in good faith and to the best of their ability in the interests of NZILA. They must not allow conflicting interests or personal advantage to override the interests of NZILA. Board Members owe their duty to the membership as a whole, not to any individual member or group. Officers are bound by a duty of confidentiality to NZILA. A Officer may be held personally liable for any damage caused to NZILA by breaching this duty.

Officers must disclose at their first Board meeting or as they arise any conflicts of interest that they may have in contracts, proposed contracts, property, or in positions that may affect their position within NZILA.

Officers are to be familiar with the Incorporated Societies Act 2022 and comply accordingly.

The Incorporated Societies Act 2022 defines 6 specific duties.

If you're an officer of a society, it's very important for you to understand these duties and follow them.

As an officer you must:

1. Act in good faith and in the best interests of the society.
2. Exercise powers for proper purposes only.
3. Comply with the Act and your society's constitution.
4. Exercise reasonable care and diligence.
5. Not create a substantial risk of serious loss to creditors.
6. Not incur an obligation the officer doesn't reasonably believe the society can perform.

These duties have always existed, but they have now been set out clearly in the Incorporated Societies Act 2022.

## 3.0 Position Descriptions of the Board

### 1) The Chair

The Board Chair is responsible for the integrity of the governance process and the functioning of the Board, most specifically to oversee the flow of information between management and the Board, and NZILA members. This contrasts with the role of the Chief Operating Officer (“COO”) who is responsible for the functioning of NZILA, implementation of the Board’s decisions and policies and the day-to-day conduct of the affairs of NZILA business.

#### **Two main aspects to the Chair’s role:**

1. The Chair’s role within the context and decision making of the NZILA Board; and
2. The President’s role with the general membership and the public.

#### **Within the Board context, the chair shall:**

- Ensure that the Board acts in accordance with the constitution and applicable legislation;
- Ensure there is clarity on the Board’s strategic objectives and priorities;
- Plan and manage meetings of the board to ensure a productive use of the board’s time and ensure that board discussions result in clear, logical and understandable outcomes.
- Ensure focus of actions and responsibility for NZILA, its officers and its employees and provide guidance to other Directors on the performance of their governance roles in particular;
- Ensure that all Directors have equal opportunity and input; and ensure decisions of the Board are recorded and explained within the minutes; and
- Work with the COO to ensure the Board’s priorities are achieved and there is a productive and mutually respectful relationship between the Board and the COO.
- Account to General meetings of members for the performance of the Board

#### **Outside the boardroom, the chair shall act as President and shall:**

- Provide leadership for NZILA;
- Act as the principal public ‘face’ of the organisation nationally;

- Represent NZILA in accordance with the objectives set out within the constitution;
- Foster and maintain working relationships with associated organisations and Institutes; and
- Actively strengthen the Institute's brand and reputation.

**The duties include:**

- To be familiar with NZILA's Aims, Objectives, Articles, Policies, activities and procedures.
- Attend and preside at general meetings and meetings of the Board;
- Represent NZILA as the IFLA delegate (The Chair may agree to appoint another Board member to fill this role)
- Act as the key point of communication between NZILA staff and the Board. Keep the Board fully informed on the conditions and operations;
- Maintain contact with the membership through events and media.
- Support staff in developing and implementing the strategic plan(s)
- Oversight of arrangements for the Annual General Meeting including presenting an annual report at the Annual Meeting;
- In conjunction with the Board, ensure that elections are held in accordance with the constitution and budgets are prepared and monitored; Act as spokesperson for NZILA to the media, legislative bodies, and related organisations in collaboration with the COO and if required national office employees.

Note: The chair may delegate some of their duties to other board members or NZILA staff but remains accountable for their performance.

The COO can support the Chair by carrying out the following duties with the assistance of National Office staff:

- Prepare Notices and Agendas for the Board and General meetings;

- Prepare the Annual Report;
- Record and produce minutes of all Board and General meetings;
- Be responsible for all correspondence made on behalf of the Board;
- Monitor administrative procedures and advise the Board about improvements;
- Prepare and circulate material to the Directors for up-date information;
- Prepare and circulate amended information annually as directed by the Board.
- Undertake any other work as requested by the Board; and
- Ensure all Health and safety records are properly maintained.

## **2) Deputy Chair**

The Deputy Chair is responsible for providing ‘second in command’ leadership for NZILA. The Deputy Chair will accept the role and responsibilities of the Chair when requested by the Chair or when the Chair is unable to accept them.

### **Two main aspects to the Deputy Chair role:**

1. The Deputy Chair role within the context and decision making of the NZILA Board; and
2. The Vice President’s role with the general membership and the public.

### **The duties of the Deputy Chair are to:**

- Be conversant with NZILA’s Aims, Objectives, Articles, Policies, Activities, and procedures.
- Accept initiating and/or supporting roles as directed by the Board or at the request of the Chair.
- Represent NZILA in accordance with the objectives set out within the constitution;
- Convene and chair meetings when the Chair is unable to do so.

- Undertake any other work or duties as requested by the Board.

### 3) Board members duties are to include:

- To be familiar with NZILA's Aims, Objectives, Articles, Policies, activities and Procedures;
- In cooperation with NZILA Employees operate within an annual budget, and see that the finances are managed appropriately and in line with the NZILA Financial Policies and Procedures;
- Accept positions on working groups;
- Convene and chair meetings of working groups if required;
- Act as a signatory on the Institute's bank accounts;
- Undertake any other work or duties as requested by the Board;
- Liaise with committees and personnel as designated by the Board; and
- Liaise with branch chairs.
- Use their best endeavours to attend Board meetings and to prepare thoroughly. At Board meetings, Officers are expected to participate fully, frankly and constructively in Board discussions and other activities and to bring the benefit of their particular knowledge, skills and abilities to the Board table.

## 4.0 Key Board Functions

### 4.1 Strategy and Policy Development

The Board will:

- Develop and oversee the Mahere Rautaki | Strategic Plan in consultation with members.
- Regularly review progress against strategic priorities and adjust plans as necessary.

## 4.2 Monitoring and Risk Management

- Convene an audit and risk committee from a selection of board members
- Review the risk management policy and risk register quarterly.
- Monitor compliance with laws, regulations, and internal policies.
- Oversee the financial integrity of the Institute, including the audit process.

## 4.3 Engagement with Members and Stakeholders

The Board commits to an open, transparent relationship with members, prioritising:

- Regular communication of strategic developments through quarterly newsletters, social media, and working group member meetings.
- Engagement with stakeholders, including government bodies and allied organisations, to advocate for the landscape architecture profession.
- Listening and responding to member feedback to align activities with their needs.

## 4.4 Decision-Making and Reporting

- The Board will aim for consensus-based decision-making, but each member has one vote. In case of a tie, the Chair has a casting vote.
- The Board receives monthly, quarterly and annual reports from working groups, panels and branches which include updates on activities, progress on objectives, financial status, and risks.

# 5. Working Groups and Panels

## 5.1 Role of Working Groups and Panels

Working groups and panels provide expert advice and support on key strategic priorities, such as environmental legislation, climate action, advocacy, awards, accreditation, registration, wānanga | conference themes, and professional development. Each working group reports directly to the COO and provides quarterly and annual updates to the Board, ensuring alignment with the strategic direction of NZILA.



## 5.2 Board Support for Working Groups and Panels

The Board ensures working groups and panels have the necessary resources, including access to funding, and if capacity permits administrative support from NZILA employees. . A designated Board member may serve as a liaison for each working group, facilitating communication and ensuring strategic alignment.

## 5.3 Review of Working Group Effectiveness

The Board will conduct a 3-year review of the performance and impact of each working group, considering their contributions to NZILA's strategic goals. This process helps identify opportunities for improvement and ensures ongoing relevance.

The Board will review the Working Group Framework every 3 years.

# 6. Branches

## 6.1 Role of Branches

The role of Branches is to support the overall mission and strategic objectives of NZILA while focusing on the needs and interests of members within their specific regions.

NZILA Branches provide a platform for regional engagement, fostering communication, professional development and community building among members. They also serve as a forum for discussing local issues and advancing the landscape architecture profession within their area.

## 6.2 Establishing Branches

(a) The Board is empowered to establish Branches and may, subject to these Articles, make special by-laws for the regulation of such Branches.

(b) Branch boundaries shall be determined from time to time by the Board.

## 6.3 Objectives of Branches

The objectives of the Branches are similar to those expressed in Article 1.2. Branches are established to provide a common purpose for members residing within a region who may meet from time to time to discuss matters of relevance or significance to the profession, to hold Branch or CPD events or for social activities to promote good relationships (whanaungatanga) and friendliness (manaakitanga) among the members of the profession and to foster unity (kotahitanga) within the landscape architecture community.

## 6.4 Board Support for Branches

The Board is committed to supporting Branches by providing resources, guidance, and oversight. This support may include:

- Access to funding and administrative resources.
- Guidance on aligning Branch activities with the national strategic objectives of NZILA.
- Facilitating communication between the Board and Branches to ensure consistent messaging and coordination of initiatives.
- Offering training opportunities for Branch leadership to enhance governance skills and operational effectiveness with online resources

### 6.5 Review of Branch Effectiveness

- The Board will conduct a review every 3 years of the performance and impact of each Branch, assessing their contributions to the overall goals of NZILA, member engagement, and local impact. This process includes:
  - Evaluating the success of Branch activities and events in promoting professional development and networking.
  - Assessing the alignment of Branch goals with the national strategic direction of NZILA.
  - Identifying opportunities for improvement and providing feedback to Branch leadership.
  - Ensuring that Branches maintain financial accountability and effective use of resources.

## 7. Board Development and Evaluation

### 7.1 Induction and Training

The Board will provide a comprehensive induction program for new Officers, covering NZILA's strategic objectives, governance responsibilities, and current issues. Ongoing professional development will be encouraged to ensure officers stay informed about best practices in governance which will be at an officer's own expense.

### 7.2 Board and COO Performance Review

The Board will conduct an annual performance review of the COO. This review considers progress against strategic goals, member satisfaction, stakeholder engagement, and operational performance. A board review performance and processes will be reviewed every 3 years or when required.

### 7.3 Board Skill Evaluation Matrix

The Board will conduct a board matrix which is a tool used to evaluate the composition of a board of officer, including various attributes such as skills, experience, demographics and other relevant criteria for each board member.

The purpose is to ensure the board has a diverse and balanced mix of skill and perspectives, which can enhance decision-making and governance.

## 8. Code of Conduct and Values

### 8.1 Commitment to Values

The Board is committed to upholding the values of manaakitanga (care and respect), kotahitanga (unity and collaboration), kaitiakitanga (guardianship), and auahatanga (innovation). Officers are expected to demonstrate integrity, professionalism, and a commitment to advancing the interests of the profession.

### 8.2 Managing Conflicts of Interest

Officers must disclose any conflicts of interest as soon as they arise and abstain from decision-making where a conflict exists. The Board ensures transparency and accountability in handling such matters.

## 9. Charter Review and Amendment

This Charter will be reviewed annually by the Board to ensure it remains relevant and aligned with the evolving needs of Tuia Pito Ora New Zealand Institute of Landscape Architects. Amendments may be made as needed to enhance the governance practices of the Institute.

**Approved by the Board on:**

**Signed:** \_\_\_\_\_

**President, Tuia Pito Ora New Zealand Institute of Landscape Architects**

This charter has been tailored to emphasis the values and strategic priorities of Tuia Pito Ora New Zealand Institute of Landscape Architects, aligning with its governance practices and the importance of engaging members and stakeholders in advancing the profession. It outlines clear roles for the Board, working groups, panels, branches and the COO, effective oversight and strategic leadership.

References:

[NZILA Constitution 2024](#)

[NZILA Strategic Plan | Mahere Rautaki 2024](#)

[NZILA Organisational Structure 2024](#)