



## Board Charter

**Vision:** Aotearoa's unique natural heritage is valued, cared for, and sustained by us all

### Governing Style

The board will govern lawfully with an emphasis on:

- Sustaining Aotearoa's unique natural heritage while protecting the rarest of the rare
- Upholding the Treaty of Waitangi / Tiriti o Waitangi,
- Outward vision rather than an internal preoccupation,
- Encouragement of diversity in viewpoints as a means of creative problem solving,
- Strategic leadership more than administrative detail,
- Clear distinction of board and executive roles,
- Collective rather than individual decisions,
- Proactive rather than reactive.

The board will cultivate a sense of group responsibility and kaitiakitanga. As a source of governing excellence, the board, not the staff, will be responsible for good governance. The board will be the initiator of governance policy, not merely a reactor to staff initiatives. The board actively seeks knowledge and fosters innovation. The board will not use the expertise of individual board members to substitute for the judgment of the board, although of course such expertise can support board decision making and ensure robust due diligence.

The board will direct, control and inspire the organisation through policies and guidance which reflect the ESF's goals. The board's major policy focus will be on the long-term monumental mindshifts outside the staff organisation, not on the administration or programmes for achieving those impacts.

The board will harness our collective passion as a drive of our actions, and as part of this, 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. The board will rigorously observe governance policies and our commitment to Te Tiriti at all times.

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. The board makes things happen- so will not allow any officer, individual, or committee of the board to be an excuse for not fulfilling group obligations.

Led by the chair, 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 outlined in this charter, as well as our strategic plan and impact metrics. The board will conduct annually either a self or externally facilitated evaluation of board performance.

### **Social Responsibility**

Although the board accepts as its primary obligation to operate in the best interests of endangered species, that loyalty is balanced against our general obligations to act as good citizens within our society.

The board will act lawfully, culturally, ethically, transparently, and be mindful of environmental and organisational sustainability.

### **Board Job Description**

Specific job outputs of the board, are those that ensure appropriate organisational performance.

Accordingly and without limitation, the board has direct responsibility to:

- Dedicate sufficient time and effort to advancing its work in between board meetings,
- Create and foster relationships between key stakeholders and the operation organisation,
- Develop governing policies that address the broadest levels of all organisational decisions and situations,
- Develop and observe its governance process: specification of how the board conceives, carries out and monitors its own tasks,
- Plan for deliverables: establish organisational outcomes, recipients, and their priority (what good, for which recipients, at what level of investment/ priority),
- Establish executive limitations: Constraints on executive authority that establish the prudence and ethical boundaries within which all executive activity and decisions must take place
- Monitor board-executive delegation: How responsibility is delegated and its proper use monitored, including the CEO role, authority, and accountability.