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TUTAKI YOUTH INCORPORATED

BOARD GOVERNANCE POLICIES

Tūtaki Youth Inc. Trust

POLICY: BOARD GOVERNANCE POLICIES

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1. CHARTER

On behalf of the key stakeholders, Tūtaki Youth Inc. is responsible for the stewardship and future well-being of the organisation.

1.1. Responsibilities of the Board of Trustees

Strategic Leadership

The role of the Board of Trustees is to exercise strategic leadership through the establishment and monitoring of necessary controls and strategic direction setting so that the organisation is equipped to respond to the changing circumstances and situations in the external and internal environments in order to meet its requirements in law and the expectations and requirements of clients, funders and other key stakeholders.

Meeting legal requirements

The Board's first duty is to the legal entity. In meeting this duty the Board must ensure that all legal requirements under the relevant "Acts" are met and that the entity is protected from harmful situations and circumstances in the interests of current and future stakeholders.

In particular Trustees have the following legal obligations:

1. To act in good faith in the interests of all stakeholders of Tūtaki Youth Inc.
2. To exercise their powers for a proper purpose.
3. To act honestly and treat all with respect.
4. To act with reasonable care and diligence.
5. To not make commitments that cannot reasonably be met.
6. Not to make improper use of either their position on the Board or information gained while in that role.
7. Ensure that the organisation does not trade while insolvent.
8. Ensure that all employment obligations and requirements are followed.
9. Ensure all health and safety, and compliance obligations are being met.

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

Adherence to Tūtaki Youth Inc. Governing documents

In addition to the adherence to all relevant and necessary legislation, trustees shall act in accordance with the founding documents ("Deed of Trust") and governance policies and procedures of the organisation.

Governance philosophy and approach

The Board will govern Tūtaki Youth Inc. with an emphasis on:

- Providing leadership and strategic direction.
- Establishing strategic priorities.
- Developing strategic policy, plan and financial frameworks to guide the purpose and direction of the organisation.
- Serving the legitimate collective interests of all parties directly involved with Tūtaki Youth Inc.
- Providing stewardship over organisational performance.
- Being accountable to stakeholders for the performance of Tūtaki Youth Inc.
- Remaining up to date about the concerns, needs and aspirations of Tūtaki Youth Inc. stakeholders, partners and service users.
- Balancing future focus alongside present performance and operational requirements.
- Exploring strategic issues and opportunities that encourage strategic efficiency and effectiveness.
- Encouraging robust discussion and bringing a diversity of opinions and views to bear on its decisions;
- Create a culture of collective responsibility for all aspects pertaining to the ongoing direction of Tūtaki Youth Inc.
- Provide positive conditions and support to the General Manager enabling them to be effective in delivering the purpose, aims and priorities of Tūtaki Youth Inc.

Interaction with the media

The Chairperson or their nominated delegate shall speak to the media on governance related matters.

The General Manager will typically speak to the media about operational matters.

1.2. Expectations of Trustees

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

Fiduciary duties

Trustees must trust and have confidence in their collective ability to act in the best interest of Tūtaki Youth Inc. regardless of personal position, circumstances or affiliation.

Strategic orientation

Trustees should be future oriented, demonstrating vision and foresight. Their focus should be on strategic leadership and goals and policy requirements and implications.

Integrity and collective accountability

Trustees must demonstrate high ethical standards and integrity in their personal and professional dealings, and be willing to act on - and remain collectively accountable for all Board decisions even if these are unpopular or if individual members disagree with them. Trustees must be committed to speaking with one voice on all policy and directional matters.

Informed and independent judgement

Each trustee must have the ability to provide informed, thoughtful counsel on a broad range of issues.

Financial literacy

The Board should be able to read financial statements and understand the use of financial data and information used for evaluating Tūtaki Youth Inc. financial performance.

Knowledge

Each trustee is expected to bring a level of knowledge and acumen sufficient to contribute to the board's deliberations and considerations on behalf of the organisation.

Participation

Each trustee is expected to enhance the Board's operations and deliberations through their attendance and participation by actively offering insights, questions, comments and perspectives that add value to the discussion.

2. GOVERNANCE PROCESSES AND POLICIES

2.1. The Board of Trustees

Nomination and Appointment of Trustees

Nominations for trustees of the Tūtaki Youth Inc. shall be called for at least 28 days before an Annual General Meeting. Each candidate shall be proposed and seconded in writing and the completed nomination delivered to the Secretary.

Nominations shall close at 5pm on the fifth (working) day before the Annual General Meeting.

As per the Constitution all retiring members of the Committee shall be eligible for re-election.

In the event that there are a greater number of candidates than positions available, the persons present at the Annual General Meeting shall be entitled to vote for the candidates who have been nominated and seconded. The person(s) with the highest number of votes amongst those present shall be duly elected.

If any position on the Governance Board becomes vacant between Annual General Meetings, the Committee may appoint another member to fill that vacancy until the next Annual General Meeting.

Code of Ethics

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

Trustees shall:

1. Act honestly and in good faith and honesty at all times in the best interests of Tūtaki Youth Inc. as a whole.
2. Declare all interests that could result in a conflict between personal and organisational priorities (in accordance with the Register of Interests Policy).
3. Exercise diligence and care in fulfilling the functions of office.
4. Make reasonable enquiries to ensure that Tūtaki Youth Inc. is operating efficiently, effectively, legally and ethically in the pursuit of its organisation goals and strategies.
5. Maintain sufficient knowledge of Tūtaki Youth Inc's business and performance to make informed decisions.
6. Attend Board meetings and devote sufficient time to preparation for Board meetings to allow for full and appropriate participation in the Board's decision making.

7. Ensure scrupulous avoidance of deception, unethical practice or any other behaviour that is, or might be construed as, less than honourable in the pursuit of Tūtaki Youth Inc's business.
8. Not disclose to any other person confidential information other than as agreed by the Board or as required under law.
9. 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.
10. Abide by Board decisions once reached notwithstanding a Board Member's right to pursue a review or reversal of a Board decision.
11. Treat all people with courtesy and respect.
12. Not make issue, authorise, offer or endorse any criticism or statement designed to have an effect prejudicial to the best interests of Tūtaki Youth Inc.

The Board shall:

13. Make every reasonable effort to ensure Tūtaki Youth Inc. meet the needs of all youth without overstating its capacity.
14. Not agree to Tūtaki Youth Inc. incurring obligations unless trustees collectively believe that such obligations can be met when required.
15. Meet its responsibility to ensure that all employees employed by Tūtaki Youth Inc. are treated with due respect and are provided with a working environment and working conditions that meet all reasonable standards of employment and health and safety as defined in relevant workplace legislation.
16. Carry out its business in such a manner as to ensure fair and full participation of all Trustees.

Board Member Induction

1. The Board will provide to all new Trustees a thorough induction into the affairs of both the Board and Tūtaki Youth Inc. at large.
2. All prospective Trustees will be provided with all relevant information (e.g. constitutional documents, governance policies, strategies and plans).
3. Upon appointment/election and prior to attendance at their first Board meeting, new Trustees will receive a copy of the Board Manual including Governance policies, Articles/Constitution and other relevant legal governance documentation, current and recent meeting papers, an organisational chart, contact details for other Trustees and key staff, a glossary of key terms, definitions and acronyms, the current year's meeting schedule and the annual agenda.
4. Meet with the Chairperson and as required other members of the board of trustees, for a governance familiarisation.
5. Meet with the General Manager for an operational familiarisation.

Board Meetings

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

1. The Chairperson will, in consultation with the General Manager, establish the agenda for each Board meeting although each Board member is free to suggest the inclusion of item(s) on the agenda. All Trustees will have the opportunity to contribute to the agenda.
2. The Board will normally meet once every month; however, board meetings may be scheduled at other times or at other frequencies as determined by the Board.
3. Trustees will receive their Board papers at least three working days prior to the meeting. Board papers may be sent electronically (at the request or acceptance of the trustee).
4. Staff and outside personnel may be invited to participate in Board meetings at the Board's discretion. Such attendees will respect the Boards' integrity and accountability and will thus accept any constraints imposed by the Board or the Chairperson on their participation and presence.
5. The Board may hold 'Board only' sessions at its discretion. Such sessions will be scheduled at the board's discretion and may be attended by those parties as the board see fit to attend.
6. All matters requiring a decision shall be decided by a majority vote. Where a matter is tied, the decision is not passed. '
7. Decisions on matters, that have already been put forward to the Board of Trustees and discussed at a meeting and which require attention before the next scheduled meeting can be made without meeting – by either signing of the relevant documents by all Trustees or via email. For decisions by email, Trustee members must record their decision by 'reply to all'. Decisions must be minuted and tabled at the next meeting of the Trustees.

Chairperson Role

The Chairperson provides leadership to the Board, ensuring that the Board's processes and actions are consistent with its policies. As appropriate, the Chairperson represents the Board and the organisation to outside parties. It is expected that the Chairperson will promote a culture of stewardship, collaboration and co-operation, modelling and promulgating behaviours that define sound Trusteeship.

1. The Chairperson will chair Board meetings ensuring that:
 - a. Meeting discussion content is relevant to the vision of Tūtaki Youth Inc. And addresses the accountability the board has for the organisation.
 - b. All Trustees are treated respectfully and fairly.
 - c. All Trustees are encouraged to have a voice and enabled to make a contribution to the Board's deliberations.

2. The Chairperson has no authority to unilaterally change any aspect of Board policy.
3. With the approval of the Board the Chairperson may establish a regular communication arrangement with the General Manager in which there is an exchange of information. This might also provide an opportunity for the General Manager to use such sessions as a sounding board for proposed actions or to check interpretations of Board policy. However;
 - a. The Chairperson will recognise that such sessions are not used to 'personally' supervise or direct the General Manager.
 - b. The Chairperson will maintain an appropriate professional distance from the General Manager to ensure objectivity and attention to governance matters and concerns,
 - c. The Chairperson will not inhibit the free flow of information to the Board necessary for sound governance.
4. The Chairperson may delegate aspects of the authority accompanying the position but remains accountable for the overall role.

Board Committees and Working Parties

The Board may from time to time establish committees and working parties to support it in its governance work. The work of committees and working parties should not conflict with the General Managers delegated responsibilities.

Accordingly:

1. Committees and working parties shall have Terms of Reference defining their role, life span, procedures and functions, and the boundaries of their authority, reviewed annually.
2. Committees and working parties may co-opt outside members from time to time in order to bring additional skills, experience or networks.
3. Committees and working parties shall not exercise authority over employees nor shall they delegate tasks to any employees unless the General Manager has specifically agreed to such delegations.
4. Unless explicitly empowered by the Board, committees or working parties cannot make binding Board decisions or speak for the Board. For the most part the function of committees and working parties, in fulfilling their role, is to make recommendations to the Board.
5. Committees and working parties will not mirror operational divisions, departments or employees functions.

Board and Board Member Performance Assessment and Professional Development

The Board's value-adding role requires that the board as a whole and all Trustees regularly review their performance and have access to professional development relevant to the role and duties of Trusteeship.

1. The Board will undertake a bi-annual structured assessment of its performance (review and reflection).
 - a. The criteria for assessing the Board's performance will draw from the documented policies of the board together with any further criteria agreed by the board from time-to-time. The outcomes of the assessment will establish the upcoming requirements for the effective governance and board leadership of the organisation.
 - b. A suitably qualified independent specialist may be used to assist the board in this process.
2. The Board will make every reasonable effort to facilitate training for all Trustees and for the Board as a whole to maximise its value-adding contribution to the organisation.
3. An annual budget will be established that provides for both Board review and reflection, and trustee professional development.

Indemnities and Insurance

Tūtaki Youth Inc. will provide Trustees with, and will pay the premiums for, indemnity and insurance cover while acting in their capacities as Trustees, to the fullest extent permitted by the relevant legislation.

Reimbursement of Trustees' expenses

Tūtaki Youth Inc. will reimburse all reasonable expenses incurred by Trustees in the carrying out of their role.

Reimbursement of Trustee expenses is subject to approval by the Chairperson.

Reimbursement of expenses incurred by the Chair is subject to approval by the Vice Chair of the Board

2.2 Duties of the Board of Trustees

Strategic Direction and Planning

An essential element in the board's leadership role is its responsibility to set the strategic direction for Tūtaki Youth Inc. Accompanying this is an ongoing responsibility to identify organisation priorities, stakeholder agreements and expectations, monitor progress against the strategic goals and objectives and view and approve annual business plans and the annual budget.

Accordingly the board will annually:

1. In partnership with management, establish and review Tūtaki Youth Inc. purpose, vision, and strategic direction (“the strategic plan”).
2. In partnership with management establish strategic goals and priorities for the coming years.
3. Review other strategic plans and documents to ensure alignment with the strategic direction and priorities.

Financial Governance

The board has a core duty to ensure the financial integrity and viability of Tūtaki Youth Inc. This entails oversight of all financial processes and systems, regular review of financial results and, annually, approving Tūtaki Youth Inc. financial plan and budget and financial announcements.

Accordingly the board will annually:

1. Provide guidance to the General Manager on budget parameters and financial priorities.
2. In partnership with management develop and approve the annual budget and strategic plan.
3. Review and approve the full year financial statements, reports and outcomes.
4. Receive and approve the Audit and Risk Annual plan
5. Review and approve financial policies (as required).

Accordingly the board will regularly:

6. Review and approve scheduled financial statements and reports, i.e. for each board meeting or at the board’s request.
7. Monitor organisational risk.

Risk Management

The Board will identify and evaluate the principal risks faced by Tūtaki Youth Inc. and ensure that appropriate systems are in place to avoid or mitigate these risks including the protection of intellectual capital.

Accordingly the Board will:

1. Ensure that robust risk management policies and processes are developed and monitored addressing all areas of organisational risk.
2. Ensure that they are kept abreast of all key organisation risks areas and strategies in a timely manner.
3. 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.

4. Ensure that proper accounting records are kept.
5. Ensure prompt investigation of any material shortfalls or breaches in compliance or risk management standards.

Monitoring Operational Performance

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

1. The General Manager will report to the Board on the performance of Tūtaki Youth Inc. at the board of trustee meetings.
2. All such reporting should be targeted at the board's strategic interests and duties and presented in a context and format that is accessible and understood by all Trustees.
3. The General Manager will report at the board of trustee meetings future events and strategies over and above the day to day operation of Tūtaki Youth Inc. for board perusal, discussion and support.

3. BOARD-GENERAL MANAGER INTERRELATIONSHIP POLICIES

The Board of Trustees is accountable for the governance of the Trust by ensuring that Tūtaki Youth Inc. achieves its goals, and other strategic priorities through good practices and performance.

The Board delegates the day-to-day management of the organisation to the General Manager according to the following delegations.

Delegation to the General Manager

The Board delegates to the General Manager responsibility for implementation of its strategic direction/strategic plan while complying with the General Manager Delegation policies.

1. The General Manager is the sole linkage and point of accountability between the board and the operational organisation.
2. The Board will view General Manager's performance as identical to total management performance so that the achievement of successful organisation outcomes will be regarded as successful General Manager performance.
3. Only the Board acting as a body can instruct the General Manager.
4. The Board will make clear Tūtaki's strategic direction including performance indicators to be applied by the Board when reviewing the organisation's and the General Manager's performance ("the strategic plan").
5. The Board will make clear to the General Manager in writing any limits it chooses to place on his or her freedom to take actions or make decisions that the Board deems to be unacceptable within the delegation, provided that such limits do not contravene the General Managers Individual Employment Agreement or other legal rights.
5. Provided that the General Manager achieves the outcomes sought by the Board and does so in a manner consistent with the Board's policies and Tūtaki Youth Inc. values, the Board will respect and support the General Manager's choice of actions.
6. The expert knowledge and experience of individual Trustees is available to the General Manager.

The General Manager is authorised by their Individual Employment Agreement to establish all operational policies, make all operational decisions and design and implement and manage all operational practices and activities, and is responsible for the employment, management and performance evaluation of all organisation employees or contractors. Neither the Board nor individual Trustees will 'instruct' employees in any matters relating to their work.

General Manager Remuneration

General Manager Remuneration will be decided by the Board as a body based on terms and conditions that reflect the organisation performance and executive

market conditions and in accordance with the process set out in the General Manager's Individual Employment Agreement.

Remuneration will be competitive with similar performance within the marketplace based on achievement of the Board's strategic direction and strategic goals while complying with any documented limitations.

The remuneration review shall be undertaken in accordance with Remuneration Review Policy.

General Manager's Performance Assessment

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

An Annual Performance Assessment shall be undertaken in accordance with the Appraisal Policy.

4. GENERAL MANAGER DELEGATION POLICY

Overarching General Manager Limitation

The General Manager must not take, allow or approve any action or circumstance in the name of Tūtaki Youth Inc. 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.

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 board-determined outcomes. Accordingly, in developing the operational financial plan and budget the General Manager must not:

1. Fail to demonstrate (a) a credible projection of revenues and expenses, (b) separation of capital and operational items, (c) projection of cash flows, and (d) disclosure of planning assumptions.
2. Create financial risk beyond Board-determined parameters.
3. Plan expenditure in any financial year that would result in default under any of Tūtaki Youth Inc. financing agreements or cause insolvency.
4. Design a financial plan that anticipates the achievement of a 'bottom line', materially different from that determined by the Board, e.g. a predetermined surplus, acceptable deficit or balanced budget.
5. Fail to provide for the Board's developmental and other expenditure.

Financial Management

The General Manager is responsible for the day-to-day financial management of the organisation. In carrying out this duty he/she must 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. Accordingly the General Manager must not:

1. Use any organisational funds, or enter into any contracts or accept other liabilities, other than for the furtherance of Board-approved purposes and priorities.
2. Expend more funds than have been received in the financial year unless offset by approved borrowings or approved withdrawals from reserves.
3. Allow undisputed invoices from suppliers of goods and services to remain unpaid beyond trade credit terms agreed with those suppliers.
4. Authorise expenditure beyond the level established by the Board.
5. Fail to meet all government imposed compliance requirements or payments on time and to standard.

6. Acquire, encumber or dispose of land or buildings.
7. Neglect to ensure that there are limitations on expenditure and adequate controls on the use of credit or other purchase cards by card holding staff.

Remuneration and Benefits

In managing the setting and review of salaries and benefits, the General Manager must not make decisions or promises that would in any way cause or threaten financial harm to the organisation. Accordingly, the General Manager must not:

1. Change his/her remuneration.
2. Create obligations that cannot be met over the projected period of the individual's term of employment or over a period for which revenues can realistically be projected.
3. Cause unfunded liabilities to occur or in any way commit Tūtaki Youth Inc. to benefits that incur unpredictable future costs.
4. Make promises or offer guarantee of long-term employment under circumstances when such guarantees or promises cannot realistically be honoured.

Protection of Assets

The General Manager shall not fail to take all prudent and reasonable actions to ensure that Tūtaki Youth Inc. assets, physical and intellectual, are protected against all foreseeable damaging circumstances. Accordingly, the General Manager must not:

1. Allow the assets to be insured for less than is considered necessary for prudent risk-management.
2. Fail to protect the organisation, its Trustees or employees against claims of liability.
3. Make any purchase of goods or services without protection against conflict of interest.
4. Fail to protect intellectual property, information, and files from loss, improper use, improper purposes, or significant damage.
5. Fail to ensure that there are appropriate and effective security systems in place to adequately safeguard against loss, common damage or theft of staff, customer and organisation property.
6. Fail to maintain a current assessment and evaluation of the risk factors that could conceivably disrupt Tūtaki Youth Inc. effective and efficient operation and ensure that there are plans and systems that, in the event of disruptive events, will allow continuity of business.

Stakeholder Relations

The General Manager shall not fail to ensure that sound relations are maintained with all key stakeholders, especially those with whom the organisation has a funding relationship. Accordingly, the General Manager must not:

1. Neglect to ensure that there is a formal process for addressing stakeholder expectations and contractual relationships.
2. Fail to meet all compliance requirements relating to stakeholder/funder contracts.

Communication & Support to the Board

The General Manager shall not permit the Board to remain uninformed about issues and concerns essential to the meeting of its duty of care, the carrying out its responsibilities and the meeting of its accountabilities to its owners and key stakeholders. Accordingly, the General Manager must not:

1. Neglect to provide support and information in a timely, accurate and understandable fashion addressing the various issues to be monitored by the Board.
2. Neglect to provide financial reports that make clear:
 - a. significant trends
 - b. data relevant to agreed benchmarks and Board-agreed measures
3. Fail to provide the Board with financial data as determine by the board, from time to time.
4. Fail to inform the Board of significant external environmental trends, adverse media publicity, achievement of, or progress towards the achievement of, the Board's Strategic Direction and annual plan or changes in the basic assumptions upon which the Board's policies are based.
5. Fail to inform Trustees when for any reason there is actual or anticipated non-compliance with a Board policy.
6. Neglect to inform the Board 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 Tūtaki Youth Inc.
7. Fail to ensure that the Board is provided with the necessarily wide range of views and perspectives in support of effective decision-making.
8. Fail to deal with the Board as a whole except when responding to individual requests for information or requests from Board committees or working parties.

Employment Conditions

In exercising the delegation for the management of staff, the General Manager must not fail to ensure that there is provided a workplace environment conducive to

sound workplace practices, consistent with employment legislation and Tūtaki Youth Inc. core organisation values. Accordingly, the General Manager must not:

1. Fail to provide employees with clear guidelines as to their rights, entitlements and workplace obligations.
2. Fail to provide employees with 'equitable', 'safe', 'dignified' and 'fair' working conditions as defined in relevant employment legislation.
3. Deny to any employees their right to an approved and fair internal grievance process.
4. Refuse employee access to the Board to express a grievance.
5. Fail to ensure that all employees' members are acquainted with their rights under this policy.

6. AUDIT AND RISK COMMITTEE TERMS OF REFERENCE

Purpose

The purpose of the Audit and Risk Committee is to assist the Board in discharging its responsibilities with respect to overseeing all aspects of financial and non-financial reporting, control and audit functions and organisational risk.

Membership

1. The Audit and Risk Committee shall be appointed by the Board and shall consist of up to four members.
2. The Audit and Risk Committee may include Tūtaki Youth Inc. board members and / or external appointees.
3. The convenor of the Audit and Risk Committee shall be appointed by the Board.
4. The Chair of the Tūtaki Youth Inc. Board is not eligible to serve as Convenor of the Audit and Risk Committee.
5. The Committee shall be structured to include members with (1) financial skills including the ability to read and analyse financial statements, (2) a good understanding of business and financial risks and related controls and control processes (3) a sound knowledge of the industry and a commitment to and knowledge of core service delivery principles and practices.
6. A quorum shall be 3 members, one of whom shall be the convenor.

Operating Principles

1. The Committee may have in attendance such members of management and such other persons as it deems necessary to provide appropriate information and explanations.
2. All Trustees shall be entitled to attend all meetings of the Audit and Risk Committee.
3. The Committee shall have the right to go 'in committee' as required.
4. The convenor shall call a meeting of the Audit and Risk Committee if so requested by any Committee member, the Board, the internal audit manager or the external auditors.
5. The convenor shall draw up an agenda to be circulated at least one week prior to each meeting. The agenda shall be distributed to the members of the Committee, the external auditors and other invitees.
6. The financial controller, programme managers and the external auditors shall be given adequate notice of all meetings and shall have the right to attend and speak.

7. Meetings shall be held at once each year or as and when necessary. Meetings may be held:
 - a. at the planning stage of the external audit,
 - b. prior to the Board meeting approving the annual report and financial statements, or
 - c. at scheduled times during the year in accordance with the committee's planned programme.
8. The Committee may develop an annual audit plan that shall be reviewed and authorised by the Board.
9. The Committee is authorised to obtain external resources as required to assist with its work.
10. The Committee will give notice to management of its programme and requirements for access to key financial and other personnel and all relevant records.
11. Committee meetings shall be minuted, a copy to be tabled at the following Board meeting. Additionally the Committee shall submit an annual report to the governing body summarising the committee's activities during the year and the related significant results and findings.
12. The Committee shall annually conduct an assessment of its effectiveness. Changes in personnel, roles or responsibilities shall be determined by the Board.

Responsibilities of the Committee

To bring to the Board's notice all such risks as the Committee feels necessary to protect the organisation, including:

1. Assessment of any risk management programme;
2. liaison with internal and external auditors;
3. review of the annual audit plan with the auditors;
4. review of audit findings and the annual financial statements;
5. review of the integrity of the General Manager financial and non-financial reporting to the Board;
6. oversight of compliance with statutory responsibilities relating to financial and non-financial disclosure;
7. review of internal financial systems and accountabilities;
8. ensuring that recommendations highlighted in the internal audit reports are actioned by management;

9. Supervision of special investigations in areas of financial and non-financial performance when requested by the Board.

In addition, the Audit and Risk Committee shall examine any other matters referred to it by the Board.

Authority

1. The Committee is authorised by the Board to investigate any activity covered by its functions and responsibilities. It is authorised to seek any information it requires from the General Manager who shall co-operate with any request made by the Committee.
2. The Committee shall have the authority of the Board to obtain legal or other independent professional advice, and to secure the attendance at meetings of third parties with relevant experience and expertise if it considers this necessary.
3. The Audit and Risk Committee shall have no executive powers with regard to its findings and recommendations other than those bestowed by the Board.