



# NZPI Board Manual

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## What is NZPI?

Incorporated in 1949 as a Charitable Trust, the New Zealand Planning Institute (NZPI) is the professional organisation representing planners, resource managers, urban designers, and environmental practitioners throughout New Zealand. NZPI promotes professional excellence and works in partnership with planners to shape the future according to the changing and diverse needs of all New Zealanders. See [www.planning.org.nz](http://www.planning.org.nz) for more information.

## Who are NZPI Members?

NZPI currently has over 2000 members that belong to one of twelve membership categories ranging from student, to full, to associate, graduate etc. Full details of the membership categories, subscription fees and criteria can [be found on our website](#)

## How does NZPI add value to its membership?

NZPI provides a large and diverse range of membership benefits including advocacy, education, accreditation, scholarships, exchange programs and networking opportunities. Full details of membership benefits can be found on our website [via this link ...](#)

## How is NZPI Governed?

In 2010 the leadership of NZPI recognised the need for a review of the organisation's governance framework.

That recognition followed a report prepared by Dr Peter Phillips for the NZPI Council in February 2009. Dr Phillips report reflected the results of a Strategic Planning workshop conducted by the Council in December 2008 and called for a review of NZPI's constitution.

Yet another catalyst for review of the NZPI governance was a recognition of the evolving context in which not for profits operated and the need to ensure maximum effectiveness [evaluation of governance practice and process](#).

The final catalyst for governance change related to NZPI's evolution over its long and esteemed history. From its early and largely voluntary beginnings NZPI has now emerged as a multi-million dollar operation servicing a growing membership. In short, the governance arrangements that were appropriate in past decades were no longer considered appropriate for the organisation.

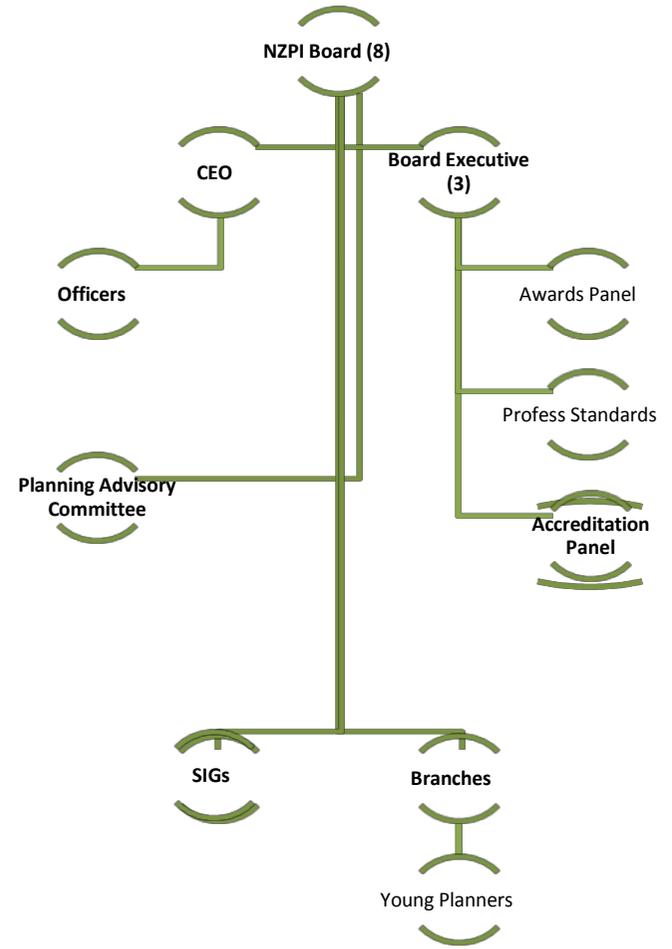
## Governance Change

In late 2010 NZPI leadership resolved to change both the governance structure and constitution to reflect a [Policy Board model](#).

That decision was informed by best practice, world wide research on good governance and consultation with members. The membership of NZPI adopted both the proposed governance and constitutional changes in a formal ballot in August 2011.

### Governance Structure

The following graphic depicts how the above component parts of NZPI relate to one another and form a cohesive governance framework.



### What does the NZPI Board do?

Under the new governance framework and constitution the role of the Board is to:

- Determine the Organisation's Mission, Vision and Goals
- Select the CEO
- Support the CEO and Review His or Her Performance
- Ensure Effective Organisational Planning
- Ensure Adequate Resources
- Manage Resources Effectively
- Determine and Monitor the Organisation's Programs and Services
- Enhance the Organisation's Public Image
- Serve as a Court of Appeal
- Assess Its Own Performance

### How do you become a Board member?

As a result of the above governance review and its subsequent implementation the NZPI Board is made up of eight elected members elected from across New Zealand. The map below indicates the boundaries from which the eight Board Members are elected.



3 Board members from  
Auckland/Northland  
region

2 Board members from  
Rest of North Island  
(excepting Wellington)

1 Board member from  
Wellington region

2 Board members from  
South Island

### Regional Boundary Map for NZPI Voting



The eight Board members are elected by eligible voting members of NZPI for a three year term. Those eight elected members then select a Chair by simple majority from amongst their number. Please note that all Board nominees must be full members of NZPI.

The Chair is empowered to then select from the remaining board members both a Deputy Chair and Treasurer/ Secretary.

Collectively, the Chair, Deputy Chair and Treasurer/Secretary form the Executive. The Executive has responsibility for day to day decision making within the strategic and policy framework established by the Board.

The NZPI Board is supported in its work by 5 full time equivalent officers

### Is NZPI an Umbrella Organisation

NZPI has a number of groups/committees that sit under its constitutional, administrative and financial umbrella. These include:

- 11 Branches (including the London Branch)
- Young Planners Group
- Maori Special Interest Group

NZPI also has a number of sub-committees. These include:

- The Executive
- Planning Advisory Committee
- NZPI Professional Standards Committee
- NZPI Membership Working Party
- NZPI Awards Panel
- NZPI Accreditation Panel

### NZPI Branches

There are 10 NZPI branches throughout New Zealand and an overseas branch based in London. Each branch holds its own events, activities and funding and is governed by a local Chair and Committee. The Chairs are full members of NZPI and are elected for a twelve month term at the Branch Annual General Meeting.

### NZPI Young Planners Group

The Young Planners Group is made up of Young Planner reps and members throughout all of the Branches of NZPI. Further information on the Young Planners group can be [accessed here](#). ....

### NZPI Maori SIG

The Maori SIG is a Special Interest Group of NZPI.

### The Executive

The Executive of NZPI is made up of the Chair, Deputy Chair and Hon Secretary/Treasurer. The Executive Board shall deal with matters of a routine business nature or with matters on which a clear policy has been established by the Board. At every meeting of the Executive Board a quorum shall be a number not less than three.

## Planning Advisory Committee

The Board is supported in its work by an advisory committee that is made up of the following

- The Chair of all NZPI Branches (or his/her delegate) Please note that if the Chair elects to delegate this role then the chosen delegate must be a full member of NZPI and have at least 10 years planning experience
- A representative of all Special Interest Groups (SIGS)
- The national representative of the Young Planners Group

The role of the Planning Advisory Committee is to:

- Annually review the report on progress against Strategic Plan objectives
- Provide input on development of the planning policy and submissions program
- Advise NZPI Board on potential additions/revisions to the Strategic Plan
- Advise NZPI Board on potential issues through reports to NZPI Board
- Communicate with NZPI Board at least twice annually
- Communicate regularly with other PAC Committee members

The Senior Policy Advisor provides administrative support to the PAC. The Chair of the NZPI Board is an ex-officio member of PAC. The relationship between PAC and the Board is guided by the PAC Protocol. PAC meeting notes can be [found here ...](#)

## NZPI Awards Panel

The Awards Panel is typically made up of the Executive of NZPI. It's role is to recommend Award categories/criteria and winning nominees to the NZPI Board for endorsement. More on the NZPI Awards can be [accessed here ...](#)

## NZPI Professional Standards Committee

The PS Committee is made up of three Board members selected by the Chair of NZPI and assisted by the CEO and NZPI Lawyer to consider and resolve ethics complaints. More information on NZPI Ethics guidelines and procedures can be [accessed here ...](#)

## Accreditation Review Panel

The Accreditation Review Panel is responsible for review of all Universities undergoing accreditation or reaccreditation. It is selected by the Executive and reports to the Board.

## Membership Interviews

There are membership interview panels established within each region. These panels serve to consider membership applications to NZPI. Board members typically serve on the Interview Panels

## What are the Roles and Responsibilities of NZPI Board?

The NZPI Board is entrusted to work on behalf of all members and is accountable for NZPI's performance. It emphasises strategic leadership,

sets the vision for the organisation and ensures that it complies with legal and policy requirements.

Service on NZPI's board of directors is without remuneration, except for administrative support, travel, accommodation and other costs directly incurred in meeting members' duties.

Policies are at a governance level and outline clear delegations to the CEO. The Board and CEO form the leadership team with the role of each documented and understood. The CEO reports to the board as a whole with committees used sparingly and only when a need is identified in order to contribute to Board work. The Board is proactive rather than reactive in its operations and decision making and does not involve itself in the administrative details of the day to day running of NZPI.

- Set and, as needed, modify the vision, mission and values
- Protect the special character/values of the organisation
- Ensure a sensible and feasible Strategic Plan
- Approve and monitor the Annual Plan
- Develop and review the general policy direction
- Monitor and evaluate outcomes of product and services
- Support and contribute to the performance review of the CEO
- Act as good employers and have an understanding of how NZPI operates
- Provide financial stewardship
- Contribute / lead to Committees such as the Professional Standards Committee and the Membership Working Party.
- Oversee, conserve and enhance the NZPI's resource base
- Account to members for the products and services of NZPI
- Approve major policies and program initiatives
- Manage risk
- The Board is committed to a program of professional

development that includes the induction of new Board members

- Build a broad base of community support
- Enhance the NZPI's public image through a proactive media profile and attendance at Branch meetings
- Assess its own performance
- Exercise governance in a way that fulfils the intent of the Treaty of Waitangi by valuing and reflecting New Zealand's dual cultural heritage



### Does NZPI have a Strategic Plan?

The NZPI drafted and endorsed its first Strategic Plan in late 2010. The Strategic Plan can be accessed via [this link ...](#) This document guides the focus of the NZPI, informing every decision that is made and the development of all annual plans. The Strategic Plan is regularly reviewed to ensure currency. It is due for review in 2015/2016.

### Does NZPI have an Annual Plan

The NZPI Annual Plan has been endorsed and will be provided as part of the Board's induction package. It is a reflection of the priorities to be found within the NZPI Strategic Plan.

### NZPI also has a Constitution and Regulations

The NZPI Constitution was reviewed and revised in 2011 to align with the new governance arrangements. These are two of the foundation documents of NZPI and should be read and understood by all Board members. The Constitution and companion regulations can be found [here ...](#)

### What is NZPI currently involved in?

Informed by the NZPI Strategic Plan, all formal decisions taken by Council are accessible on the NZPI website [via this link .](#)

Another useful document for incoming Board members is the 2010 Annual Report which can be [accessed here ...](#)

### Board Policies

NZPI has a number of operational policies that Board members will need to be aware of i.e.:

- Travel Policy
- Credit card use
- Delegations
- Membership Service Commitment

These policies will be provided to all new Board members as part of the induction program.

### What are the Roles and Responsibilities of the Chair

As a partner to the Board members and Chief Executive Officer (CEO), the Board Chair provides leadership to NZPI as it transitions from a Council into a sustainable National Policy Board. The Board Chair supports and sustains the work of NZPI, and provide governance leadership and strategic support.

Specific responsibilities of the Chair include:

### Leadership, governance, and oversight

- As a Board member set and, as needed, modify the vision, mission, goals and values of NZPI
- Appoint and lead the Executive, i.e. Hon Secretary/Treasurer
- Protect the special character/values of the organisation
- Being a trusted advisor to the CEO as s/he develops and implements NZPI's strategic plan

- Developing and managing relationships and communications with: funders, partners, and other stakeholders
- Approving NZPI's annual budget, audit reports, and material business decisions; being informed of, and meeting all, legal and fiduciary responsibilities
- Reviewing outcomes and metrics created by NZPI for evaluating its impact, and regularly measuring its performance and effectiveness using those metrics
- Acting as a good employer
- Managing risk
- Enhancing the NZPI's public image
- Commitment to a program of professional development for Board members that includes the induction of new Board members
- Helping the Board to undertake a formal assessment of its own performance
- Coordinating and undertaking an annual performance evaluation of the CEO
- Periodically consulting with board members on their roles
- Planning, presiding over, and facilitating board and committee meetings; partnering with the CEO to ensure that board resolutions are carried out
- Acting as an ambassador for the organisation
- Exercise governance in a way that fulfils the intent of the Treaty of Waitangi by valuing and reflecting New Zealand's dual cultural heritage.
- Acting in accord with all Board Policy.

### Board and Chair terms

NZPI's Board Chair (and Board members) serve a three-year term and are eligible for re-election. Board meetings are held quarterly. The Board Chair is in the first instance **elected** by the membership as a Board member and then **selected** by a simple majority of the eight Board members.

### Qualifications for the Role of Chair

This is an opportunity for an individual who is passionate about the success of the planning profession and who has a track record of Board/Council leadership. The selected Board Chair may have achieved leadership stature in business, government, philanthropy, or the non-profit sector.

Ideal nominees may have the following attributes:

- Extensive professional experience with significant executive leadership accomplishments in business, government, philanthropy, or the non-profit sector
- Demonstrated success as a non-profit board member or board chair
- Track record of building credibility in the funding community that has resulted in major gifts to a non-profit
- A commitment to and understanding of the planning profession preferably based on experience
- Diplomatic skills and a natural affinity for cultivating relationships and persuading, convening, facilitating, and building consensus among diverse individuals
- Excellent written and oral communication skills coupled with natural affinity for public speaking
- Personal qualities of integrity, credibility, and a passion for improving the planning profession



## What are the Roles and Responsibilities of Board Members

The Board Members of NZPI support the work of the organisation and provide mission-based leadership and strategic governance. While day-to-day operations are led by NZPI's chief executive officer (CEO), the Board-CEO relationship is a partnership, and the appropriate involvement of the Board is both critical and expected.

Service on NZPI's Board of Directors is without remuneration, except for administrative support, travel, and accommodation costs in relation to Board Members' duties.

Specific Board Member responsibilities include:

### Leadership, governance and oversight

As a Board member set and, as needed, modify the vision, mission, goals and values of NZPI

- Protect the special character/values of the organisation
- Develop and manage relationships and communicating with: funders, partners, and other stakeholders
- Approve NZPI's annual budget and material business decisions; being informed of, and meeting all, legal and fiduciary responsibilities
- Review outcomes and metrics created by NZPI for evaluating its impact, and regularly measuring its performance and effectiveness using those metrics
- Act as a good employer
- Managing risk
- Enhance the NZPI's public image

- Commit to a program of professional development for Board members that includes the induction of new Board members
- Act as an ambassador for the organisation
- Exercise governance in a way that fulfils the intent of the Treaty of Waitangi by valuing and reflecting New Zealand's dual cultural heritage.
- Act in accord with all Board Policy
- Attend local branch meetings
- Be active in media commentary
- Be involved on local interview panels

### Board terms/participation

NZPI's Board Members are elected to serve a three-year term and are eligible for election. Board meetings are held quarterly.

### Qualifications for the Role of Board Member

This is an opportunity for individuals who are passionate about NZPI's mission and who have a track record of board leadership. Nominated Board Members may have achieved leadership stature in business, government, philanthropy, or the non- profit sector.

Ideal nominees may have the following attributes:

- Extensive professional experience with significant executive leadership accomplishments in business, government, philanthropy, or the non- profit sector
- A commitment to and understanding planning and the planning profession, preferably based on experience
- Diplomatic skills and a natural affinity for cultivating relationships and persuading, convening, facilitating, and building consensus among diverse individuals



- Personal qualities of integrity, credibility, and a passion for improving the planning profession.

### What is the role of the Hon Secretary/Treasurer?

The Hon Secretary/Treasurer is selected by the Chair from the members of the Board for a three year term. S/he is a member of the Executive and is tasked with the following:

- Monitors and oversees the finances, income and expenditure of NZPI in partnership with the CEO
- Works with the CEO to draft the annual budget for Board members' approval
- Ensures development and review of financial policies and procedures in partnership with the CEO
- Signs off on the audited annual accounts
- Participates in all Executive decision making
- Maintains records of the Board and ensures effective management of NZPI records
- Ensures minutes are distributed to members within two weeks after the Board meeting

### What is the role of the CEO?

The CEO is selected by the Executive and approved by the Board. The relationship between the Chair and the CEO is one of partnership and is critical to the success of the organisation. The CEO undertakes the following:

- Advises and supports the Board in its decision making
- Advocates/promotes NZPI and stakeholder change related to NZPI mission
- Supports motivation of employees
- Ensures staff and Board have sufficient and up to date information
- Looks to the future for innovation change

- Interfaces between the Board and employees
- Facilitates development of the Strategic and Annual Plans
- Interfaces between NZPI and the community
- Formulates policies and planning recommendations to the Board
- Decides or guides courses of action in operations by staff
- Oversees operations of organisation
- Implements agreed plans  
Manages human financial and physical resources of NZPI
- Makes recommendations, supports Board during orientation and self – evaluation
- Support's Board's evaluation of the CEO
- Works in alignment with all NZPI policies
- Oversees elections and referendums

### What is the role of the Branch Chairs?

The 11 branch chairs are elected at the local AGM of the respective Branches. To be eligible for the role of Chair nominees must be a full member of NZPI.

The role of branch chairs includes the following:

- Participation on the Planning Advisory Committee
- Strategic leadership of Branch in alignment with broader NZPI strategy
- Ensuring GST reports are provided to NZPI officer in timely manner
- Ensuring end of year financial and audit reports are provided to NZPI officer in timely manner
- Keeping records of branch meetings
- Acting in accord with a standardised branch manual



## Does NZPI have a Code of Ethics for Board Members

NZPI has endorsed the following code of Ethics for all Board members of NZPI. Nominees for the role of Board member must be willing to commit to, and sign, the ethics statement below.

### Ethics Statement

“In establishing policy for and on behalf of NZPI’s members, I am a custodian in trust of the assets of their Institute. The members recognise the need for competent and committed elected board members to serve their organisation and have put their trust in my sincerity and abilities. In return, the members deserve my utmost effort, dedication, and support.

“Therefore, as a board member of *NZPI*, I acknowledge and commit that I will observe a high standard of ethics and conduct as I devote my best efforts, skills and resources in the interest of *NZPI* and its members. I will perform my duties as board member in such a manner that members’ confidence and trust in the integrity, objectivity and impartiality of *NZPI* are conserved and enhanced. To do otherwise would be a breach of the trust which the membership has bestowed upon me.”

### General

I will always hold the betterment of the membership of the organisation as my priority, including during all participation in discussions and voting matters.

I recognize that I am obligated to act in a manner which will bear the closest public scrutiny.

It is my responsibility to contribute to the board of directors any suggestions of ways to improve the organisation’s policies, standards, practices or ethics.

I will not abuse my position as a board member by suggesting to any organisation employee that I am entitled to or expect any special treatment beyond regular members of the organisation.

I will declare any conflict of interest, be it real, potential, or apparent, which is not immediately obvious with regard to any matter being discussed in my presence during a meeting.

If the board decides at any time during a meeting that I have a conflict, I will accept their request that I refrain from participating in the discussion and I will leave the meeting at the board’s request. I understand that the board’s decision will be recorded in the minutes, either with or without the reasons for the decision being also recorded

I understand that the following activities are considered by the organisation to be conflicts of interest, and that conflicts of interest are not limited to the following situations:

- where a director makes a decision or does an act motivated by other or additional considerations than “the best interests of the organisation
- where a director personally contracts with the organisation or where he/she is a director of other organisations which are contracting with this organisation
- where a director learns of an opportunity for profit which may be valuable to him/her personally or to another organisation of which he/she is a member, or to other persons known to the director

- where a director, in any circumstance as related to the organisation, puts his/her personal interests ahead of the best interests of the organisation
- being disloyal to the not-for-profit organisation and its members
- Examples of potential conflict of interest include:
  - A board member makes a decision motivated by considerations other than the “best interests of the not-for-profit organisation”
  - A board member or close family member personally contracting with the organisation
  - A board member learns of an opportunity for profit which may be valuable to him/her personally or to another organisation of which he/she is a member
  - A board member assists a third party in their dealings with the organisation, where such assistance could result in favourable or preferential treatment being granted the third party, by the not-for-profit organisation
  - A board member receives gifts or loans from the organisation

### *Information*

I will not knowingly take advantage of or benefit from information that is obtained in the course of my official duties and responsibilities as a board member, and that is not generally available to membership

I will be alert to information which the organisation can use to develop improved policies and strategies

I will protect the organisations information closely and will not release or share confidential information without the permission, preferably in writing, of the person who provided it

I will maintain confidentiality of all information which the board deems ought to be kept confidential

### *Resources*

I be mindful of resources which are in my trust on behalf of the organisation, and will help establish policies which ensure the maximization of secure and protected resources

I expect to be reimbursed for legitimate expenses incurred by myself for the sake of the organisation. I will keep all such expenses reasonable and justifiable and will discuss expenses which may be in question with the organisation's Chair.

### *Representing the Organisation*

As part of my duties as a board member, I represent the organisation informally and formally to other associations, institutes, government officials, and business representatives. I recognize that it is important that I represent the organisation in such a way as to leave others with a positive impression of the organisation. In my duties I will preserve and enhance the good reputation of the organisation and will avoid behaviour which might damage its image.

### *Interpretation*

The Chair of NZPI shall ensure that the practice of this ethics policy will be fair, just, and equitable in all situations of interpretation and application.



**Enforcement**

The Chair is ultimately responsible for immediate interpretation, application and enforcement of the board members' code of ethics policy. All complaints concerning a possible code of ethics violation shall be made in writing to or by the Chair with a copy provided to the complainant.

The Chair shall make an initial determination of the issue and shall attempt initial resolution of the problem with the complainer and the complainant.

If this initial attempt at resolution is not successful, the president shall appoint a tribunal composed of three board members to investigate the complaint. The tribunal is required to investigate as required and submit a written report to the president within 30 days. The Chair will render his/her decision within ten days of receiving the tribunal's report.

The Chair's decision may be appealed in writing to the board of directors for consideration the board's next regular meeting at the organisation's next regular scheduled meeting for a final decision. The final decision shall be delivered in writing to the complainer and complainant.

**Delegation and Penalties**

Should the Chair be the subject of a written complaint, the Deputy Chair shall perform the duties normally assigned to the Chair in this matter.

Penalties imposed for breach of the code of ethics may include, but are not limited to, the following:

- excluding the Board member from portions of all future meetings and discussions which relate to the stated conflict of interest, and/or
- censure of the Board Member, in private, in public, or both, and/or
- removal of the Board Member from office by a resolution passed by a vote of two-thirds of the members voting at an annual or special general meeting of the not-for-profit organisation's members, provided that notice of such a proposed resolution is given with the notice calling the meeting.

I have read and I accept NZPI's Code of Ethics for all Board Members

\_\_\_\_\_

Date

-

Signature of Nominee

## Branch Chair and Group Contacts

<b>Chairperson</b> Graeme McCarrison Ph: (09) 357 7042 x97042 <a href="mailto:graeme.mccarrison@chorus.co.nz">graeme.mccarrison@chorus.co.nz</a>	<b>Treasurer</b> Luke Hinchey Ph: (09) 357 2709 <a href="mailto:luke.hinchey@chapmantripp.com">luke.hinchey@chapmantripp.com</a>	<b>Secretary</b> Christina Robertson and Hannah Thomson <a href="mailto:christina.robertson@aucklandtransport.govt.nz">christina.robertson@aucklandtransport.govt.nz</a> <a href="mailto:hannah@planning-plus.co.nz">hannah@planning-plus.co.nz</a>
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