

Code of Conduct – Board of Trustees

Trustees will uphold the Mana of Rangitāne o Wairau by maintaining exemplary standards at all times in alignment with the Moemoeā and Ngā Uaratanga of Rangitāne o Wairau.

1. Kaupapa (Purpose)

As stated in Section 2 of the Te Rūnanga a Rangitāne o Wairau Trust Deed¹, the purpose of the Trust is:

“The Trust was established to receive, hold, manage and administer the Trust Fund for every Charitable Purpose benefiting Rangitāne o Wairau, whether it relates to the relief of poverty, the advancement of education or religion or any other matter beneficial to the community of Rangitāne o Wairau and all the Members of Rangitāne o Wairau.”

2. Moemoeā (Vision)

He waka uruuru moana, he waka uruuru whenua, he waka uruuru kapua

A canoe that braves the vast oceans, seeking endless opportunities, whose vision is limitless

3. Ngā Uaratanga (Values)

RANGATIRATANGA Chiefly Behaviour	KOTAHITANGA Unity	KAITIAKITANGA Guardianship	MANAAKITANGA Care	WHANAUNGATANGA Relationships
Kia pono, kia ngākau māhaki, kia mana-ā-kī	Kia mahi tahi, kia kauuananu tētahi ki tētahi	Tiakina ā tātou taonga kei ngaro	Kia tangata marae, kia manaaki tētahi i tētahi	Kia renarena te taukaea tangata, tātou, tātou!
Leading with honour, humility and integrity	Working together, respectfully, as one	Embracing our responsibility to protect, preserve and enhance our taonga	Upholding mana with hospitality, generosity and service	Valuing our relationships and ensuring a shared sense of belonging

4. Trustee Meetings – Roles and Responsibilities

To help ensure the Moemoeā for Rangitāne o Wairau is realised with Ngā Uaratanga for guidance, Trustee Meetings are convened at least 4 times a year and are conducted as follows:

¹ Te Rūnanga a Rangitāne o Wairau Trust – Deed of Amendment and Restatement (approved by way of Special Resolution at an Annual General Meeting held on 27 January 2024)

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Chairperson (or Co-Chairpersons)

- The Trustees must elect one or two persons from among their number to act as either the Chairperson or as Co-Chairpersons, at the Trustees discretion, in accordance with the provisions of section 3.9 of the Trust Deed. The Chairperson (or Co-Chairpersons) is responsible for the convening and chairing of Trust Meetings.

Meeting Requirements

- Are convened with 15 working days notice of date, time, venue and business to be transacted
- Require a quorum of a majority of Trustees (i.e. 4 Trustees)

Board Secretary

- The Kaiwhakahaere Matua shall appoint a Board Secretary, who shall hold the following responsibilities:
 - Schedules and communicates the meeting schedule and attendance
 - Distributes the Agenda Packs to Trust Board members 7 days prior to the Trust Meeting
 - Prepares and distributes draft Minutes within 7 days of the Trust Meeting for review
 - Finalises the draft Minutes for distribution in the Agenda Pack for the next Trust Meeting
 - Arranges for secure storage of all Trust Meeting documentation

Trust Meeting Management

- The Chairperson (or Co-Chairpersons) manages the agenda and chairs the Trust Meeting
- The Chairperson (or Co-Chairpersons) provides guidance for the Board Secretary
- Trustees speak to the business of the Trust through the Chairperson (or Co-Chairpersons)
- The Chairperson (or Co-Chairpersons) will clarify the Trustee who has the right to speak if required
- The Chairperson (or Co-Chairpersons) will call the discussion to order if required
- Trustees may object to words used and express if they wish for their objection to be recorded in the minutes, in which case the Chairperson (or Co-Chairpersons) may order the objection to be recorded
- Trustees remarks shall be respectful and reflective of the concept of our Ngā Uaratanga (Values)
- The Chairperson (or Co-Chairpersons) may adjourn the meeting for a time specified by the Chairperson (or Co-Chairpersons). At the end of that period, the meeting shall resume and the Chairperson (or Co-Chairpersons) decides whether the meeting shall proceed or be adjourned. The Chairperson (or Co-Chairpersons) may also take such action in relation to disorder from other sources or in the event of an emergency.

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Chairperson (or Co-Chairpersons) to exercise discretion

In any matter regarding conduct of Trustee meetings where this policy and Trust Deed make no provision or insufficient provision, the Chairperson (or Co-Chairpersons) shall exercise their discretion.

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Role & Responsibilities – Chairperson (or Co-Chairpersons)

Election of the Chairperson (or Co-Chairpersons)

The Chairperson (or Co-Chairpersons) is elected in accordance with the provisions of section 3.9 of the Trust Deed.

Role of the Chairperson (or Co-Chairpersons)

The Chairperson (or Co-Chairpersons) is the leader of the Board of Trustees and carries overall responsibility for the integrity of the Board's processes and decision making. The guiding principle for the Chairperson (or Co-Chairpersons) is their fiduciary duty (legal obligation) to act in the best interests of The Trust.

Responsibilities of the Chairperson (or Co-Chairpersons)

The role and responsibilities of the Chairperson (or Co-Chairpersons) are:

1. *Leadership*

- Provide leadership and guidance to the Board
- Ensure behaviours and decisions of the Board align with the strategic objectives and values of Rangitāne o Wairau
- Ensure policies, processes and decisions of the Board are consistent with the Trust Deed, relevant regulations and in line with best practice governance
- Ensure the Board members are inducted to both know and operate within their governance role. Oversee a programme for professional development and succession planning of the Board

2. *Performance*

- Support and encourage a high performance organisational culture
- Oversee the general performance of the Board and ensure the Board regularly reviews its own performance as the basis for its own development and quality assurance
- Ensure that there is an appropriate separation of duties and responsibilities between the Board and the Kaiwhakahaere Matua/Kaiwhakahaere Matua
- Ensure Kaiwhakahaere Matua's performance is reviewed against defined Key Performance Indicators and as part of the Performance Management Framework
- Deal with disputes and conflicts referred to the Chairperson (or Co-Chairpersons)

3. *Meeting Management*

- Set the Board meeting schedule and agenda for each meeting
- Ensure information is available and flows to the Board
- Conduct effective and efficient Board meetings, developing and adhering to meeting processes and procedures

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4. Relationships (Internal and External)

- Maintain the confidence of the whānau of Rangitāne o Wairau
- Create and maintain an environment of unity and common purpose within the Board
- Establish and build a strong working relationship with the Kaiwhakahaere Matua
- Establish and build a strong working relationship with the Chairperson of the Board of Directors of the asset holding companies
- Maintain effective relationships across Te Tauihu iwi
- Communicate with key stakeholders

5. Representation

- Represent the Trust where required
- The Chairperson (or Co-Chairpersons) shall be the Board spokesperson on any media issues to do with the leadership, governance and/or strategic direction
- Ensure the collective voice of the Trustees and Rangitāne o Wairau is presented
- The Chairperson (or Co-Chairpersons) shall act on behalf of the Trust within the agreed delegated authority (as set out within this Trustee Code of Conduct, any Rangitāne o Wairau policy documents or decisions of the Board)
- Ensure Rangitāne o Wairau is represented at all times with integrity

In any matter regarding the roles and responsibilities of the Board where this policy and Trust Deed make no provision or insufficient provision, the Chairperson (or Co-Chairpersons) shall exercise their discretion.

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Role & Responsibilities - Trustee

Election of Trustees

The Trustees are elected in accordance with the provisions of Schedule 1 of the Trust Deed.

Role of the Trustees

The Trustees are responsible for the administration, management and investment of the Trust Fund. They exercise strategic governance over the Trust's assets including the cultural assets, fisheries assets and asset holding companies.

Trustees have a fiduciary duty (legal obligation) to act in the best interests of the Trust.

The Trustees will conduct all affairs of the Trust in a professional manner.

Responsibilities of the Trustees

1. *Meeting Preparation and Decision Making*

- Attend all trustee meetings unless excused
- Have a working knowledge of the Trust Deed and the Trust's obligations under various Acts and legislation
- Adhere to the Trust's policies and procedures
- Articulate personal and responsible views in Trust discussions
- Have a basic understanding of the issues presented to the Trust at each meeting
- Be able to analyse and prioritise issues and be willing to make informed decisions for the benefit of all Rangitāne o Wairau
- Be prepared to actively participate in development workshops and opportunities
- At all times apply the Tikanga of Rangitāne o Wairau in their Trust role
- Have a thorough understanding of the strategic governance of the Trust including its Strategic Plan, Objectives and Values
- Accept the importance of compliance requirements in decision making eg. the Trust Deed, Trust Law and Employment Law and other relevant legislation when making decisions

2. *Relationships*

- Maintain the confidence of the whānau of Rangitāne o Wairau
- Create and maintain an environment of unity and common purpose within the Board
- Maintain a commitment and be supportive of the Trust Board, its decisions, trustees and Chairperson (or Co-Chairpersons)
- Interact with the Trust members and other stakeholders in a positive and constructive manner

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3. Performance and Development

- Have a clear understanding of and be accountable for your responsibilities as a Trustee
- Take an active role as a Board member and attend other required activities of the Board
- Be informed and participate in professional development to enhance governance ability within the context of The Trust
- Plan for the development and future proofing of Rangitāne o Wairau

4. Conduct

- Represent the Trust in a positive, professional and appropriate manner
- Be loyal to the Trust, abiding by Board decisions once reached. If Board members find themselves in a situation where according to their conscience they cannot agree with the Board's decision or actions they should discuss their circumstances and options with the Chairperson (or Co-Chairpersons) who may seek independent advice
- Observe the confidentiality of non-public information, including any personal or private information, acquired in a Board member role
- Advise the Board of any potential conflict of interest which would compromise that Board member's ability to contribute on any issue before the board, in accordance with the Conflicts of Interest Policy and the requirements of the Trust Deed
- Accept that they have a duty to exercise care when carrying out Board functions. The standard of care required is that Board members exercise the degree of care, skill and diligence reasonably expected from a person of their experience or knowledge
- Accept a commitment to act in a manner befitting Board membership status. This principle requires that members consider whether conduct in professional or private life will reflect adversely on the Board. Any matters that may bring the Trust into disrepute or jeopardise its relationship with The Trust's stakeholders should be reported to the Chairperson (or Co-Chairpersons) at the earliest opportunity.

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