

# Male Survivors Aotearoa

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New Zealand

# MSA

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# Governance Charter

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## Roles & Responsibilities

### 1. Role of the Board

- 1.1. The members of the Board [the Trustees] of Male Survivors Aotearoa<sup>1</sup> [MSA], are explicitly responsible to MSA stakeholders<sup>2</sup> for the stewardship and future well being of MSA. The Trustees are expected to understand the business of MSA and exercise leadership, enterprise, integrity and judgement in directing MSA to provide assurance of its continuing and lasting prosperity. The Board and individual Trustees have a duty to act with due care and diligence, in a transparent, responsible and accountable manner, and in the best interests of MSA irrespective of any personal, professional, commercial or other interests, loyalties or affiliations.
- 1.2. The Board is ultimately responsible for the successful operation of MSA, setting strategies and monitoring performance and responding to changing circumstances in the best interests of MSA stakeholders. The Board 's role is to govern rather than manage MSA, determining the policies, practices, and compliance frameworks necessary to achieve MSA objectives. It should endeavour to apply and achieve the highest standards of organisational governance.
- 1.3. Without intending to limit this general role of the Board, the principal functions and responsibilities of governance will include the following:
  - 1.3.1. Representing the collective interests of MSA stakeholders, being aware of their needs, concerns and aspirations, and communicating with them as appropriate regarding the affairs and performance of MSA in an effective and timely manner;
  - 1.3.2. Providing future focused and proactive strategic leadership, approving all organisational plans and budgets and monitoring progress to evaluate organisational performance;
  - 1.3.3. Determining the nature and function of any Board Committee required to assist the effective discharge of the Board's governance obligations and responsibilities;
  - 1.3.4. Determining the policies and compliance processes and control systems necessary to assure the effective operation of MSA;
  - 1.3.5. Identifying and characterising MSA principal organisational risks and ensuring that there are adequate mitigation strategies in place to manage those risks;

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<sup>1</sup> Formerly Male Survivors of Sexual Abuse Aotearoa New Zealand

<sup>2</sup> Stakeholders in this context include survivors, relevant professional organisations, relevant Government agencies, business partners, funders, sponsors and philanthropic supporters, and MSA staff.

- 1.3.6. Appointing and monitoring the performance of any MSA staff including setting and reviewing performance expectations, approving and reviewing remuneration, and facilitating their professional development;
- 1.3.7. Establishing such delegations of authority as are considered necessary for the effective and efficient management of MSA including adequate approval processes for any significant extraordinary transactions;
- 1.3.8. Reviewing and enhancing the performance of the Board;
- 1.3.9. Acting individually and collectively to enhance the reputation of MSA .

## 2. Board Structure:

- 2.1. The Board consists of not less than eight and not more than twelve Trustees<sup>3</sup>, comprising the Chair, Deputy Chair, Treasurer, Secretary and up to eight other Trustees, all appointed in accordance with the provisions of the MSA Trust Deed<sup>4</sup>.
- 2.2. The Board may directly appoint replacement Trustees to fill any Board vacancies<sup>5</sup> and may also from time to time appoint additional temporary Trustees for special purposes.
- 2.3. Each Trustee is appointed for a two-year term and is eligible for reappointment for subsequent terms<sup>6</sup>. In making any Trustee appointments the Board will have due regard to the mix of skills and experience necessary to provide effective governance for MSA.

## 3. Role of Trustees:

- 3.1. The Trustees have an obligation to act collectively and in the best interests of MSA to assure its success. In particular individual Trustees have the following obligations and responsibilities:
- 3.2. To be aware of their governance obligations and act in accordance with the attached Code of Conduct, which expects high ethical standards and integrity in their personal and professional dealings and fulfilling their fiduciary duty to act in MSA 's best interest at all times regardless of personal position, circumstances or affiliation.
- 3.3. To disclose in a timely manner any actual or potential conflicts of interest which may exist or might be thought to reasonably exist between their interests or any associated party's interest and the interests of any other party in carrying out the activities of MSA and to remove any such conflict as determined by the Board.

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<sup>3</sup> Refer Trust Deed 8.1

<sup>4</sup> Refer Trust Deed Schedule A

<sup>5</sup> Refer Trust Deed Schedule A (16)

<sup>6</sup> Refer Trust Deed 8.2

- 3.4. To ensure that any related party transaction between them or any of their associated parties and MSA is notified in writing to MSA in a timely manner.
- 3.5. To possess relevant skills, experience and motivation to make a significant and particular contribution to the Board's governance role.
- 3.6. To contribute effectively to the strategic direction of MSA by being future oriented and focussing on strategic issues rather than operational detail. Trustees should have a good understanding of MSA and its operating and regulatory environment, an ability to take a conceptual view and synthesise complex information and ideas.
- 3.7. To participate effectively in Board activities, preparing effectively for and attending on and contributing in a forthright and business manner to all Board meetings, making all necessary enquiry and providing considered and constructive questioning, comment and independent advice in a manner which encourages and respects a diversity of opinions and views and adds value to the Board's deliberations.
- 3.8. To actively foster the development of MSA by effectively representing and profiling MSA to its stakeholders and to reasonably assist the Board and management to action agreed strategies and initiatives.
- 3.9. To respect the confidentiality of all Board discussions and deliberations and confidential information and accept and respect the collective decision-making processes of the Board by supporting the spirit and letter of all Board decisions in any discussions with third parties.

#### 4. Role of the Chair:

The Chair will:

- 4.1. Establish the agenda for all Board meetings and chair all Board meetings provided that in his or her absence the Deputy Chair or in his or her absence a Trustee elected by the Board will chair the meeting.
- 4.2. Be an ex-officio member of all Board Committees.
- 4.3. Be the official spokesperson for MSA unless otherwise agreed with the Board from time to time or concerning specific matters.
- 4.4. Be the primary point of contact between the Board and any MSA staff; be kept fully informed by Trustees and staff of all matters that may be of interest to the Board; and conduct regular reviews with Trustees and staff regarding progress on important initiatives and significant issues facing MSA.
- 4.5. Lead the annual process of the Board's performance review and evaluation.
- 4.6. Chair the Board's process for the evaluation of staff performance.

## 5. The Role of the Deputy Chair:

- 5.1. The Deputy Chair will deputise for the Chair in his or her absence performing all or any of the above roles of the Chair, except without the express agreement of the Chair, the performance evaluation of staff, or the review of Board's performance.

## 6. The Role of the Treasurer:

The Treasurer will:

- 6.1. Act as the financial advisor to the Board.
- 6.2. Ensure that MSA establishes and maintains proper and accurate accounting records to enable the timely preparation of true and fair accounts and facilitate those accounts to be properly and conveniently audited<sup>7</sup>.
- 6.3. Ensure, in consultation with the Governance Committee of the Board, that MSA establish and maintain financial management policies and accounting practices in accordance with relevant regulations and best practice standards.
- 6.4. Manage MSA 's financial reporting and compliance function.

## 7. The Role of The Secretary

The Secretary will:

- 7.1. Act as the secretary to the Board.
- 7.2. Ensure, in consultation with the Governance Committee of the Board, that MSA establishes and maintains:
  - 7.2.1. Proper and accurate statutory records in accordance with relevant legislation and regulations; and
  - 7.2.2. Effective governance policies and practices in accordance with relevant regulations and best practice standards.
- 7.3. Manage MSA 's statutory reporting and compliance functions and facilitate the appropriate management of any legal matters.

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<sup>7</sup> Refer trust Deed 15.3

## Board Process

### 8. Board Meetings

- 8.1. Board meetings are a fundamental governance process and provide a critical opportunity for Trustees to obtain and exchange information with each other; brainstorm about opportunities; assess issues and challenges; review performance, goals and strategies; exercise delegations and make decisions.
- 8.2. The following processes are relevant to these meetings:
- 8.2.1. The Board meetings will be structured to focus on the future and deal primarily with matters of governance level significance subject to the need to monitor MSA strategic and operational performance and compliance activities. The meeting agenda and reports will be prepared to support this focus;
- 8.2.2. Board meetings will be held at least three times a year<sup>8</sup> and require a quorum of at least 50% of Trustees<sup>9</sup> to make decisions. Three Trustees may request a special Board meeting at any time. Trustees calling a special meeting of the Board should advise the subject matter of the meeting and provide a minimum of 5 days notice of the meeting;
- 8.2.3. The Board meeting agenda will be prepared and circulated at least five working days prior to the meeting with the following information attachments:
- Statutory Matters (minutes of last meeting, matters arising therefrom, significant correspondence)
  - Operational activities requiring Board approval
  - Board Committee submissions and plan performance reports
  - Treasurer's report on financial performance.
  - Board committee and working party reports
  - Special reports
  - General Business
- 8.2.4. Board minutes, which will be in a format that highlights decisions made [in the form of resolutions approved] and actions required or outstanding, will be circulated for approval within five days of the meeting;
- 8.2.5. The Board will maintain and circulate to members a twelve-month rolling calendar of all Board meetings and events.

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<sup>8</sup> Refer trust Deed 9.1

<sup>9</sup> Refer Trust Deed 10.1

## 9. Board Committees

- 9.1. The Board may appoint the following six Board Committees<sup>10</sup> all of which shall have Terms of Reference [TOR]<sup>11</sup> approved by the Board and their Chair and members appointed by the Board:
- 9.1.1. Governance Committee;
  - 9.1.2. Committee for Survivors;
  - 9.1.3. Ethics & Standards Committee
  - 9.1.4. Education & Training Committee;
  - 9.1.5. Marketing & Development Committee;
  - 9.1.6. Research & Publications Committee;
  - 9.1.7. Complaints Committee.
- 9.2. The membership of any Board Committee must include a minimum of two Trustees and the Chair of the Board Committee (Committee Chair), with the exception of the Complaints Committee, must be a Trustee appointed by the Board.
- 9.3. The Chair of the Complaints Committee, who will also be appointed by the Board, shall not be a Trustee, and will have the appropriate qualifications and independence from the Board and MSA to act professionally and impartially in dealing with matters of complaint.
- 9.4. Subject to the approval of the Board, Board Committees can appoint additional advisory members to assist them with the discharge of their obligations and responsibilities. An advisory member:
- 9.4.1. Does not have any of the duties, powers or obligations of a Trustee;
  - 9.4.2. May be appointed for a term not exceeding two-years and is eligible for reappointment for one subsequent term;
  - 9.4.3. Can be retired at the pleasure of the Board;
  - 9.4.4. Is entitled to participate as a full member of the committee provided that they cannot vote on any resolution that involves the exercise of any Board delegated authority;
  - 9.4.5. Is expected to act in accordance with the attached Code of Conduct, which expects high ethical standards and integrity in their personal and professional dealings and to act in MSA 's best interest at all times regardless of personal position, circumstances or affiliation.
- 9.5. The core functions of Board Committees will be detailed in their approved Terms of Reference.

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<sup>10</sup> Refer Trust Deed 6.1, 6.2

<sup>11</sup> Refer Board Committee Terms of Reference appended to this Charter

## 10. Conflicts of Interest

- 10.1. Trustees have an obligation in respect of this Charter and the attached Code of Conduct to declare all interests that could result in a perceived or actual conflict between personal<sup>12</sup> and organisational interests. The Board has agreed the following process for the management of any conflicts of interest.
- 10.2. Any business or personal matter which could lead to a conflict of interest of a material nature involving a Trustee and her or his role and relationship with MSA must be:
  - 10.2.1. Declared by the Trustee to the Chair or the Board at the earliest time after the conflict is identified;
  - 10.2.2. Reported to the first Board meeting following the date of declaration and recorded in the minutes of the Board meeting.
- 10.3. Any Trustee, aware of any real or potential conflict of interest of another Trustee, has a responsibility to notify the Board at the earliest time they became aware of the conflict.
- 10.4. The Board will determine whether or not the conflict is of a material nature and shall advise the Trustee accordingly.
- 10.5. Where the Board determine that an identified, declared or minuted conflict of interest is of material benefit to the personal or organisational interest of a Trustee, then:
  - 10.5.1. The Trustee shall not vote on any resolution relating to that conflict;
  - 10.5.2. The Trustee shall only remain present during the discussion of the conflict with Board approval;
  - 10.5.3. The Board will determine what records and other documentation relating to the conflict will be available to the Board member; and
  - 10.5.4. All such occurrences will be duly minuted.

## 11. Dispute Resolution

- 11.1. A dispute exists if:
  - 11.1.1. Two or more Trustees have difficulty working together (e.g. due to a conflict of personalities or ideological differences);
  - 11.1.2. The situation is unduly affecting the ability of Trustees, or the Board collectively, to perform their duties in an effective and efficient manner.
- 11.2. A difference of opinion in relation to a strategic, business, policy, or other decision that is to be made by the Board is not a dispute and should be resolved in

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<sup>12</sup> Personal interests are defined to include the interest of any persons or organisations with which the Trustee is closely affiliated.

accordance with the decision making provisions of this Charter and the MSA Trust Deed.

- 11.3. Trustees have an obligation to treat one another with respect and courtesy and to perform their duties in a constructive manner. Where disputes arise between Trustees, they must act in good faith to resolve the dispute as soon as possible, by making a reasonable, thorough and conscientious attempt to resolve the dispute on an informal basis;
- 11.4. Where, in the opinion of the Board, the dispute cannot be resolved by the Trustees involved (the parties), the Board may invoke the following resolution process:
  - 11.4.1. The Board will appoint an independent, suitably qualified mediator who is acceptable to all parties. If the parties cannot agree on a mediator, the dispute will be referred to (organisation TBD);
  - 11.4.2. The parties will co-operate with the mediator, provide all reasonable assistance and actively work in good faith to resolve the dispute;
  - 11.4.3. The Board will actively support the dispute resolution process and, where appropriate, actively contribute to it;
  - 11.4.4. If the dispute is resolved, the outcome, recorded by the mediator and signed by all parties will be delivered to the Board;
  - 11.4.5. If the dispute is not resolved, and in the opinion of a majority of Trustees who are not parties to the dispute, the dispute is continuing to adversely affect the governance or operations of MSA , then the Board will be entitled, by majority vote of those Trustees not involved, to require the parties to resolve the matter as they determine appropriate including requiring any of parties to resign as a Trustee of MSA .

## Board Functions & Accountabilities

### 12. Strategy Formulation

- 12.1. The Board has the ultimate responsibility for the strategic leadership of MSA and should be fully involved in the development of a strategic business plan, which clearly articulates the longer-term future direction for MSA , defines the key strategies and outcomes required.
- 12.2. The Board's involvement in the planning process should include significant participation in the following activities:
  - 12.2.1. A critical review and evaluation of MSA 's current situation including the identification of all relevant trends and issues and establishing the broad framework within which the strategic business plan will be prepared;
  - 12.2.2. Setting the strategic business plan parameters by agreeing the overall direction and focus of MSA, identifying the key strategic goals and related strategies and relevant performance measures;
  - 12.2.3. Approval of the resulting documented strategic business plan including action strategies, performance measures, and resource requirements including all operating and capital budget commitments.

### 13. Monitoring Performance

- 13.1. A fundamental responsibility of the Board is to monitor MSA 's performance in achieving its planned objectives and in complying with its regulatory and other compliance frameworks. To discharge this responsibility the Board should establish and monitor a range of relevant key performance indicators that reflect the strategic business plan focus and agreed outcomes. Those indicators should typically include the following:
  - 13.1.1. Financial KPI's – statements of financial performance and position with appropriate revenue and expenditure variance and forecast analysis, financial ratios and benchmarks, statement of cash flows and reserves, liquidity, capital and operating commitments etc.
  - 13.1.2. Non-financial KPI's – relevant service engagement and performance statistics, strategic projects status (key milestones and outcomes), relevant revenue analysis and cost & resource monitoring, compliance measures etc.

### 14. Service and Representation

- 14.1. There is an expectation that members have joined the Board to make an active personal contribution to the successful development of MSA. To achieve an effective collective contribution from Trustees, the following requirements are necessary:

- 14.2. An appropriate and relevant mix of Trustee expertise and experience to:
  - 14.2.1. Contribute constructively to the development, implementation and monitoring of MSA 's strategic business plan; and
  - 14.2.2. Provide an effective forum for discussion, responding to ideas, initiatives and challenges with frank, honest and constructive advice and where possible suggesting alternative strategies.
- 14.3. An effective collegial partnership between the Trustees and any MSA staff evidenced by:
  - 14.3.1. An effective working relationship between all Trustees and with any MSA staff.
  - 14.3.2. A willingness of Trustees to actively participate and assist MSA including active participation in Board Committees and other specific projects and initiatives.
- 14.4. The active involvement of Trustees in the promotion of MSA 's interests within their relevant circles of influence including where appropriate the engagement of their personal business and cultural contacts and associations in furthering the development of MSA.

## 15. Compliance and Integrity

- 15.1. The Board are ultimately and publicly accountable for the ethical and regulatory compliance of MSA ensuring that at all times Trustees, MSA 's staff, associates, contractors and agents comply with all aspects of the law and act ethically at all times. This function, which is monitored by the Governance Committee, has two objectives:
  - 15.1.1. To ensure compliance with MSA 's governance requirements (Trust Deed, Charter and Code of Conduct), all relevant laws and regulations, audit and accounting principles and practices and any stated values of MSA .
  - 15.1.2. To ensure the integrity of MSA 's internal control and management information systems so that its decision-making capacity and the quality of its compliance and performance reporting are maintained at a high level at all times.

## 16. Risk Management

- 16.1. The Board is required to be aware of MSA 's risk profile and satisfied that appropriate management strategies are in place and that risks are effectively monitored. To discharge this obligation the Governance Committee on behalf of the Board should:

- 16.1.1. Ensure MSA has a current and comprehensive risk profile which identifies and ranks all relevant risks and details appropriate mitigation processes; and
- 16.1.2. Ensure that there are adequate Board processes in place to subject the risk profile to regular scrutiny and review, report effectively on risk status to the Board, and action Board directives in respect of risk management.

## 17. Decisions and Delegations

- 17.1. The Board's decision-making process and delegations of authority are fundamental to the governance process.
- 17.2. Board (and Board Committee) decisions or resolutions will be approved by consensus of those present and entitled to vote.
- 17.3. In the event that a consensus cannot be reached the decision or resolution will require the approval of 80% of the Board, or Board Committee, members present and entitled to vote<sup>13</sup>.
- 17.4. The Board retains all powers and authorities required to carry out MSA 's business effectively and efficiently except where specific authority has been delegated to Trustees, Board Committees or MSA staff.
- 17.5. Trustees are responsible for any delegations of their responsibilities with regard to the operation of MSA . In addition to deciding what matters are to be delegated Trustees must also ensure that there are adequate controls in place to ensure the effective operation of these delegated powers.
- 17.6. The Board authorities delegated to the Trustees and staff are approved by the Board and recorded in MSA 's Delegations Framework<sup>14</sup>, and any Board Committee delegations are also specified in their relevant terms of reference.
- 17.7. Unless specifically authorised by the Board, individual Trustees have no authority to participate in the day-to-day management decisions of MSA .
- 17.8. The Governance Committee is responsible for developing effective internal control processes to ensure that all management decisions are compliant with Board delegations of authority.

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<sup>13</sup> Refer to Trust Deed 10.3

<sup>14</sup> This Delegations Framework has not yet been defined. Therefore, except as provided in Committee Terms of Reference, all delegations of Board authority require Board resolution.

## Board Performance

### 18. Board Member Protection

- 18.1. The Trustees have two key areas of protection in respect of the requirement to perform adequately in their role. They have the right to adequate and timely information and the ability to insure against the specific risk of being a Board member.
- 18.2. Members are entitled to have access to all relevant MSA information necessary for them to effectively discharge their obligations as Trustees of MSA . This includes access to all Board papers and supporting information for the period when they were a Trustee and the right to make specific and reasonable requests for additional information where the nature of the information and purpose of the request has been made explicit to either the Chair or the Board.
- 18.3. MSA will provide each Trustee with an appropriate level of Trustees and Officers insurance and provide each Trustee with a copy of the policy and any changes to that policy. MSA will maintain each member's Trustees and Officers insurance policy for a period of at least one year from the date they ceased to be a Trustee or a longer period if they have continuing liability.

### 19. Board Evaluation

- 19.1. As a matter of principle the Board is committed to the ongoing development of both individual Trustees and the Board as a whole. Each year the Board will assess its own effectiveness in fulfilling this Charter and other Board responsibilities including the effectiveness of individual members. The objective of this review is to enable continuous improvement in the standard of governance provided to MSA. The review process will observe the following requirements:
  - 19.1.1. The review will be initiated and coordinated by the Chair with the support of the Governance committee
  - 19.1.2. The review process will use an appropriate process to obtain the confidential input of all Trustees and to assess the performance of the Board as a whole and to report to Trustees in an agreed format
  - 19.1.3. The results of the Board reviews will be confidential to members and will not disclose the views expressed by individual members without their permission
  - 19.1.4. At the conclusion of the Board review the members will update the Strategic business plan to address any issues or opportunities for improvement in their governance frameworks, documentation or activities

## 20. Board Member Appointment

- 20.1. Trustees should have the requisite experience and expertise to effectively discharge their obligations. It is the intention of the Board that the Trustees collectively should represent an appropriate mix of experience and expertise and have appropriate personal qualities to enable the Board to contribute effectively to the development of MSA.
- 20.2. The Board aims to ensure effective Trustee appointments by:
- 20.2.1. Setting the expectation that all Trustees will have the necessary credentials to participate effectively as a Trustee and will make a significant personal contribution to the development of MSA during their tenure. Essential credentials include:
- Relevant and demonstrable experience and expertise which has the potential to enhance the Board's collective ability to add value by providing expert counsel and independent advice about MSA's activities;
  - A reputation that reflects high standards of professionalism and personal integrity and an ability to work collaboratively and effectively with colleagues and key stakeholder groups;
  - A work history that reflects an ability to operate at a strategic level and demonstrates the potential to add value by participating effectively in Board activities;
  - A broad understanding of and interest in the provision of services to males who have suffered sexual assault/abuse, a reasonable level of financial literacy and good communication skills;
  - A commitment to MSA and to working constructively with other members in accordance with the Provisions of the MSA Trust Deed and the spirit of this Charter;
- 20.2.2. Ensuring that prospective Trustees are fully conversant with the requirements and responsibilities of their role, and have the necessary expertise to assist the Board to discharge its governance and Strategic business plan obligations.
- 20.2.3. Assisting the Board to make appropriate temporary appointments by identifying the expertise, experience and representational requirements of the Board
- 20.2.4. Providing an effective induction process for new members to assist their understanding of MSA and establish the Boards expectations in terms of their particular role and contribution opportunity.

## Trustee's Code of Conduct

In accordance with all relevant legal and regulatory requirements and ethical standards and guidelines, all Trustees of MSA shall:

1. Owe a duty of trust to MSA as a whole and act honestly in good faith at all times.
2. Always act in the best interests of MSA and not allow personal interests, or the interests of any associated person, to conflict with the interests of MSA.
3. Use their powers of office for good and proper purpose and not make improper use of any information gained through their position as a Trustee nor take improper advantage of their position as a Board member.
4. Disclose in a timely manner:
  - 4.1. Any conflict of interest and abide by any requirements of the Constitution or Charter and the direction of the Board in respect of the removal of any such conflict; and/or
  - 4.2. Any related party transaction and enable the recording of the transaction in the Board minutes.
5. Not disclose to any other person any confidential information otherwise than agreed by the Board or as required by the law in a relevant jurisdiction.
6. Act with the level of skill, prudence, due diligence and care of a reasonable person and demonstrate commercial reasonableness in their decisions.
7. Make all reasonable enquiries to ensure that MSA is operating efficiently, effectively and legally towards achieving its goals and undertake diligent analysis of all proposals placed before the Board.
8. Participate fully in the activities of the Board, preparing diligently for and attending punctually for the duration of all meetings and contributing constructively to all Board deliberations.
9. Comply with the spirit, as well as the letter of the law and with the principles of this Charter and not engage in any conduct likely to bring discredit upon MSA .
10. Provide their specific expertise generously to assist the Board in furthering the purposes of MSA .

## Committee Terms of Reference

### 1. Context

- 1.1. The Board [the Trustees] of Male Survivors of Sexual Abuse Aotearoa, New Zealand [MSA] has the power to establish or dissolve Board Committees, appoint and retire the Chair and members of those Board Committees, and establish and alter the Terms of Reference [TOR] of those Board Committees.
- 1.2. The MSA Governance Charter [Charter] currently provides for the appointment of the following seven Board Committees:
  - 1.2.1. Governance Committee;
  - 1.2.2. Committee for Survivors;
  - 1.2.3. Ethics & Standards Committee;
  - 1.2.4. Education & Training Committee;
  - 1.2.5. Marketing & Development Committee;
  - 1.2.6. Research & Publications Committee;
  - 1.2.7. Complaints Committee.
- 1.3. These TOR are intended to establish the objectives, obligations and responsibilities of those Board Committees and govern and guide their activities.
- 1.4. The obligations and responsibilities of Board Committees will also be guided by the MSA strategic business plan which will:
  - 1.4.1. Define the expected contribution of each Board Committee;
  - 1.4.2. Include any specific initiatives identified and agreed by the Board as appropriate for action by any Board Committee; and
  - 1.4.3. Include any specific initiatives identified by a Board Committee relating to the discharge of their general responsibilities as defined in Clause 5 of this TOR.

### 2. Membership

- 2.1. As provided in the Charter, the Board determines the membership of Board Committees, including external members, and appoints the Board Committee Chair. The Charter also provides that:
  - 2.1.1. The Board Chair is an ex-officio member of all Board Committees;
  - 2.1.2. The membership of each Board Committee includes a minimum of two Trustees;

- 2.1.3. The Chair of any Board Committee is appointed by the Board and must be a Trustee, with the exception of the Chair of the Complaints Committee who shall be an appropriately qualified and independent person;
- 2.1.4. The Complaints Committee membership shall be the Committee Chair appointed by the Board, the Chair and one other Trustee appointed by the Board provided that in the event that the Committee is dealing with a matter of complaint relating to one of its members, that member shall withdraw from the Committee and be replaced by another Trustee appointed by the Board.
- 2.1.5. The Chair, Deputy Chair, Treasurer and Secretary shall be members of the Governance Committee;
- 2.1.6. The Board Committee members are appointed for a minimum of two years;
- 2.1.7. All Trustees are expected to serve on at least one Board Committee.
- 2.2. The Charter provides for the appointment of external [non-Trustee] members to any Board Committee subject to the approval of the appointment and the term of appointment by the Board. Board Committees may invite other people, including non-Trustees, to attend their meetings as appropriate

### 3. Authority

- 3.1. Board Committees do not have executive powers or authority in relation to any areas of MSA management responsibility.
- 3.2. Unless specifically provided in these TOR, Board Committees have no delegated authority and act in an advisory capacity to the Board.
- 3.3. All Board Committees have authority, within the scope of their functions, to
  - 3.3.1. Obtain expert advice where necessary if approved by the Chair;
  - 3.3.2. Obtain any information they require from MSA staff or from any external parties;
  - 3.3.3. Request the attendance of any MSA staff at any meetings of the Committee.
- 3.4. The **Governance Committee** has the following delegated authorities:
  - 3.4.1. Invest surplus MSA funds (Approval: Two Trustees);
  - 3.4.2. Authorise EFT and Cheque payments and any Payroll payments (Approval: Two Trustees)

### 4. Meetings

- 4.1. A quorum for any Board Committee meetings shall be 50% of the Board Committee members provided that quorum includes two Trustees.

- 4.2. Board Committee members may not appoint an alternate to attend on their behalf.
- 4.3. Board Committee meetings should be held at least twice per annum or in the case of the Complaints Committee as required to deal in a timely manner with matters of complaint.
- 4.4. The Board Committee Chair may convene special meetings.
- 4.5. The Board Committee will keep minutes of all meetings and make copies of such minutes available to all Trustees in a timely manner.
- 4.6. All matter referred by Board Committee to the Board or to another Board Committee will be included as agenda items in the next scheduled Board or Board Committee meeting.

## 5. Functions

The core functions of each Board Committee are defined as follows:

- 5.1. The **Governance Committee**, which will include the Chair, Deputy Chair, Treasurer and Secretary as members, is responsible for:
  - 5.1.1. Developing and monitoring, in consultation with the Board, the strategic business plan;
  - 5.1.2. Managing the procurement of Government grants to secure the funding for operational and development requirements as defined in the MSA strategic business plan;
  - 5.1.3. Working collaboratively with the Board to review and maintain MSA 's governance arrangements as defined in the Provisions of the MSA 's Trust Deed and this Charter;
  - 5.1.4. Providing assurance to the Board in respect of the integrity of financial management including the effectiveness of management and internal control and compliance frameworks, practices and reporting and financial policies, practices and reporting;
  - 5.1.5. Developing and monitoring on behalf of the Board, the MSA risk management policies, practices and reporting [Refer Charter Clause 16];
  - 5.1.6. Overseeing and appraising the focus and quality of the external audit and any internal audit projects as required;
  - 5.1.7. Managing, in consultation with the Board, the employment relationships with staff including their appointment, remuneration, performance development and retirement;
  - 5.1.8. Facilitating the annual performance review of the Board [collectively and individually] and Board Committees.
  - 5.1.9. Taking responsibility for the achievement of Governance outcomes as defined in the strategic business plan.

- 5.2. The **Committee for Survivors** is responsible for working with the Board and other relevant Board Committees to:
- 5.2.1. Enable and assist the engagement of the NZ survivor community with MSA and its Member Organisations (MMO's);
  - 5.2.2. Assure that MSA service strategies, priorities, policies and protocols are relevant to, appropriate for, and generally in the best interests of, the NZ survivor community;
  - 5.2.3. Help assure the quality, integrity and safety of the MSA and MMO services provided to survivors and their whanau by providing constructive feedback on service delivery and consumer experience to inform ongoing service improvement;
  - 5.2.4. Provide input and feedback on any policies or practices that influence access to MSA and MMO survivor services including access to service information and the capture of service experience feedback;
  - 5.2.5. Provide a sounding board, and considered source of advice, for the discussion and resolution of national issues and concerns requiring a 'survivor voice'; and
  - 5.2.6. Ensure regular communications and networking with the NZ survivor community and other relevant interest groups and organisations to inform the efficacy of Committee opinions and advice.
- 5.3. The **Ethics & Standards Committee** is responsible for working with the Board and to:
- 5.3.1. Collaborate with appropriate stakeholders:
    - To develop and maintain the ethics and standards that underpin the delivery of support services for male survivors of sexual abuse; and
    - To apply those ethics and standards to the development of appropriate competency and service-model frameworks to deliver professional support services for male survivors of sexual abuse.
  - 5.3.2. Collaborate with the Governance Committee to develop and maintain an appropriate funding framework to enable and support the delivery of support services for male survivors of sexual abuse;
  - 5.3.3. Take responsibility for the achievement of Ethics & Standards outcomes as defined in the strategic business plan.
- 5.4. The **Education & Training Committee** is responsible for working with the Board to:
- 5.4.1. Develop and maintain the MSA Operating Manual;

- 5.4.2. Develop and maintain MSA 's education and training curriculum including the development of related course material;
  - 5.4.3. Take responsibility for the achievement of Education & Training outcomes as defined in the strategic business plan.
- 5.5. The **Marketing & Development Committee** is responsible for working with the Board to:
  - 5.5.1. Manage, in consultation with other Trustees the procurement of non-government grants, sponsorship and philanthropic revenues to secure the funding for research and development and special project initiatives as defined in the MSA strategic business plan;
  - 5.5.2. Develop and implement MSA 's marketing and communications plan as an integrated element of the MSA strategic business plan;
  - 5.5.3. Take responsibility for the achievement of Marketing & Development outcomes as defined in the strategic business plan.
- 5.6. The **Research & Publications Committee** is responsible for working with the Board to:
  - 5.6.1. Recommend relevant research projects, work with the Marketing & Development Committee to obtain funding and facilitate the effective management of those projects and the delivery of project outcomes;
  - 5.6.2. Take responsibility for the achievement of Research & Publications outcomes as defined in the strategic business plan.
- 5.7. The **Complaints Committee**, which is responsible for dealing with matters of complaint about the professional misconduct of Trustees and/or managers and staff employed by MSA or any of their member organisations, shall:
  - 5.7.1. Develop and maintain a complaints protocol and process, including appropriate disciplinary proceedings, approved by the Board, which shall provide, inter alia, for the Committee:
    - To receive directly all complaints about professional misconduct;
    - To deal with all matters of complaint in an expedient and professional manner;
    - Subject to privacy and confidentiality constraints, to keep the Board informed about the nature of complaints received and their manner of resolution.
  - 5.7.2. Take responsibility for the achievement of Complaints outcomes as defined in the strategic business plan.