

Introduction

The Board adopts the objectives of the New Zealand Sport Fishing Council Constitution as being essential for the future of NZSFC, and that NZSFC as a whole performs consistently in the manner expected of a leading advocate for NZ recreational anglers.

This Charter sets out the governance requirements for the NZSFC Board.

1. Role, Responsibilities and Obligations

1.1 The role of the NZSFC Board is to govern NZSFC on behalf of its members and to promote and protect the interests of NZSFC. In doing so, the Board has regard to the interests of its members and other relevant stakeholders.

1.2 The Board's roles and responsibilities include the following:

- (a) Overseeing NZSFC, including its control, accountability, decision-making and compliance procedures.
- (b) Ensuring that strategies are clearly established, executed, and monitored for achieving NZSFC's objectives.
- (c) Establishing policies for strengthening and sustaining the performance of NZSFC,
- (d) Establishing performance criteria for NZSFC and monitoring the performance of committees and staff.
- (e) Adopting appropriate procedures to oversee compliance with all applicable laws, regulations, codes and accounting standards.
- (f) Establishing NZSFC's risk profile and ensuring that NZSFC has appropriate risk management and regulatory compliance policies in place and that these are monitored on a regular basis, including in relation to health and safety obligations.
- (g) Safeguarding the reputation of NZSFC and the NZSFC and LegaSea brands.
- (h) Approving NZSFC's strategy, business plans and policies.
- (i) Approving and monitoring the progress of capital expenditure, capital management, and acquisitions and divestments.
- (j) Ensuring that adequate procedures are in place for succession planning in relation to the Board and the President.
- (k) Overseeing progress towards meeting the objectives described in the Council Policy document.
- (l) Ensure all Policy recommendations made by the Board are submitted for ratification at the next Annual General Meeting
- (m) Organise and determine the rules of the National Fishing Competition
- (n) Deal with all correspondence and accounts
- (o) The Board shall at all times be responsible to the membership of the NZSFC and shall report to its membership fully upon its activities at the AGM and any special general meetings

1.3 Each Board Member will conduct himself or herself in accordance with his or her legal duties and other obligations, which include the following:

- (a) Board Members must act honestly and in good faith in what the Board Member believes to be the best interests of NZSFC.
- (b) Board Members must carry out their duties in a lawful manner and use reasonable endeavours to ensure that NZSFC carries out its business in accordance with applicable laws and with a high standard of commercial integrity.
- (c) Board Members must act in accordance with their fiduciary duties and exercise any powers for proper purposes. They shall comply with the spirit as well as the letter of the law, mindful that in addition to purely legal requirements the proper discharge of their duties as Board Members requires high ethical and moral standards of behaviour.
- (d) Board Members must avoid conflicts of interest, and where these do arise, declare and manage them in accordance with legal requirements and the intent and content of this Charter. If a known conflict exists, the President will take all reasonable steps to avoid any relevant papers being circulated to the affected Board Member prior to any Board discussion taking place. The affected Board Member should excuse themselves from discussion and should not vote on matters in which they have an interest.
- (e) Board Members will not take for themselves any opportunity discovered through the use of NZSFC property, information or position, or use NZSFC property, information or position for personal gain.
- (f) Board Members will not accept gifts or personal benefits of any value from external parties if that could be perceived as compromising or influencing any decision by the Board Member or NZSFC.
- (g) Board Members will maintain and protect the confidentiality of information of or held by NZSFC, except where disclosure is allowed or required by law or a relevant regulatory body or the information is otherwise in the public domain.
- (h) Board Members shall receive and understand information regarding the issues and concerns of member clubs and to ensure high quality and frequent communication from NZSFC to its member clubs. Board Members will refer requests for advice from member clubs and other stakeholders to NZSFC management for an appropriate response.
- (i) Board members should communicate with an intent to understand and assume positive intent when receiving other viewpoints

2. Board Composition

2.1 The size and composition of the Board are determined in accordance with NZSFC's Constitution.

2.2 The Board may from time to time appoint independent directors as it sees fit. Such appointments shall be submitted to the AGM for ratification. The number of such appointees shall not exceed two at any given time.

2.3 Board Members will advise the President at the first opportunity of any intention to retire from the Board or to not stand for another term as a Board Member.

3. Board Procedures

3.1 The Board will be disciplined in carrying out its role, with the emphasis on strategic issues and policy. Board Members will make proper use of their authority and will demonstrate appropriate decorum when representing NZSFC, always acting within any limitations imposed by the Board on their activities.

3.2 The Board has sole authority over its agenda and exercises this through the President. Any Board Member may, through the President, request the addition of an item to the agenda. The agenda will be set by the President in consultation with the President and the Administration Officer.

3.3 Written minutes of each meeting are prepared, and presented for approval at the next normal meeting of the Board. In addition, an official record of papers and presentations submitted to the Board is kept and made available to Board Members at all times.

3.4 Board Members will use all reasonable endeavours to prepare thoroughly for, and to attend, all Board meetings. Board Members are expected to participate fully, frankly and constructively in Board discussions and other activities and to bring the benefit of their particular knowledge, skills and abilities to the Board. Board Members unable to attend a meeting should advise the President as soon as possible.

3.5 Board Members commit to the collective, group decision-making processes of the Board. Board discussions will be open and constructive, recognising that genuinely-held differences of opinion can bring greater clarity and lead to better decisions.

3.6 Once decisions have been made by the Board, all Board Members are expected to support the letter and spirit of those decisions outside the Board.

3.7 Board Members will keep confidential all Board information, discussions, deliberations and decisions that are not publicly known. Board Members' obligations of confidentiality continue after they have ceased to be Board Members.

4. President

4.1 The President is responsible for leading the Board and ensuring that it is operating to the highest governance standards, including encouraging a culture of openness and debate to foster a high performing and collegial team of Board Members that operates effectively.

4.2 The President will provide advice and mentoring to Board Members, and is encouraged to provide both motivational and developmental feedback where the President considers this necessary to ensure the proper performance of the Board or to address any performance or other issues involving an individual Board Member or as between Board Members or any non-conformance with this Charter.

4.3 The President has authority to act and speak for the Board between its meetings. The President will report to the Board as appropriate on decisions and actions taken between meetings of the Board.

4.4 An Honorarium shall be paid to the President annually reviewed and approved as part of the Annual Budget.

5. Relationship with Management

5.1 The President will be the primary point of accountability and link between the Board and operational management functions.

5.2 All Board authority conferred on management is delegated through the President. The President is accountable to the Board for the authority that is delegated and for the performance of NZSFC.

5.3 Management reports to the Board through the President, and the President reports to the Board directly at Board meetings and in written updates and through the President.

5.4 The Board will from time to time meet without management attendance, where this is appropriate.

5.5 Board Members are entitled to have access, at all reasonable times, to all relevant information and to management. In the normal course, this access will be directed through the President.

7. Evaluation and Compensation

7.1 The Board will periodically evaluate its own performance, and its own processes and procedures to ensure that they assist the Board in effectively fulfilling its role and meetings its duties. This may be carried out with the assistance of an independent, suitably qualified external party. The Board will note its processes and procedures in each Annual Report to Shareholders.

7.2 The President will ensure that a regular programme of peer review of individual Board Members occurs. Feedback from senior management will be incorporated into these processes as appropriate.

7.3 Expenses related to the performance of the Board Members' role will be paid or reimbursed by NZSFC. Such expenses include:

- (a) Travel expenses associated with Board or Committee meetings, or other Board business;
- (b) Costs associated with the attendance by a Board Member at functions where the Board Member is representing NZSFC;

- (c) Travel expenses for the Board Member's spouse or partner, where such travel has been approved;
- (d) Telephone, IT and related communications costs.

7.4 Board Members are to certify the appropriateness of any expenses claimed, and where any uncertainty as to their validity exists the President, and Vice presidents shall judge the appropriateness of the claim.

8. Induction and Training

8.1 Board Members new to the Board will have the benefit of an induction programme aimed at deepening their understanding of NZSFC. As part of the programme Board Members will receive a folder of essential Board and company information and meet key management.

8.2 Board Members are expected to keep themselves abreast of changes and trends in the industry, businesses and environment in which NZSFC operates, and to keep abreast of general changes and trends in economic, political, social and legal environments.

8.3 Board Members will be provided with formal and informal opportunities to assist with their ongoing development, including through rotation of the membership and Presidentship of Board committees.

9. Assessing the Board's Performance

9.1 The Board annually considers its performance against its role and this Charter.

9.2 The Board reports to Council Members through the Annual Report at the Annual General Meeting.

10. Independent Advice

10.1 Any Board Member is entitled to obtain, at NZSFC's cost, independent professional advice relating to the discharge of his or her other responsibilities as a Board Member. Board Members are expected to consult the President and the Group Board Member Governance and Legal prior to obtaining the advice, to ensure independence and to avoid duplication. A copy of any advice will be made available to all Board Members.

11. Indemnities and Insurance

11.1 NZSFC indemnifies Board Members under the Constitution, and provides Board Members with insurance cover while acting in their capacities as Board Members, to the fullest extent permitted by New Zealand legislation.

12. Administration Officer

12.1 The Administration Officer, who is appointed by the Board, is accountable to the Board, through the President, on all governance matters. The Administration Officer plays a

significant role in monitoring compliance with Board policy and procedures, and with timely completion and despatch of the Board agenda and briefing material. All Board Members have access to the Administration Officer.

13. Committees

13.1 Board Committees will be formed when it is efficient or necessary to facilitate decision making by providing for a sub-group of Board Members to focus on areas or issues and to develop recommendations to the full Board.

13.2 Committees will only speak or act for the Board when authorised to do so. Committees have no authority to commit the Board unless specifically authorised to do so by the full Board.

13.4 Standard administrative matters are governed by a Terms of Reference that applies to all Committees and the scope and responsibilities of a Committee may be further defined in the Charter for that Committee. The Terms of Reference and, if applicable, Charters of all Committees will be published on NZSFC's external website.

13.5 The Board reviews each Committee's performance against its Terms of Reference and any Charter on an annual basis. The Board also reviews the Terms of Reference and any Charter for each Committee annually.

13.6 The Board makes appointments to Committees, having regard to the skills and expertise of the Board Members, and the functions of the Committee.

13.7 Committees observe the same rules of conduct and procedure as the Board unless the Board determines otherwise.

13.8 The Board may from time to time constitute Sub Committee's comprising Board Members and advisors, to prepare recommendations for the Board. These Working Groups operate under Terms of Reference, and other criteria as Committees, but have no authority to commit NZSFC or the Board to any course of action.

14. Review

14.1 This Charter is reviewed annually by the Board. (preferably at the April Board Meeting)