

## Motorcycling New Zealand Protocol for Board Members

### **Purpose and Authority:**

This Board protocol has been adopted by the Board of Motorcycling New Zealand to outline the expectations, conduct and practical working arrangements of Board members.

This protocol operates in accordance with the Constitution of Motorcycling New Zealand and is intended to support good governance where the Constitution allows discretion or does not provide detailed guidance. In the event of any inconsistency, the Constitution prevails.

This protocol applies to all Board members for the duration of their appointment.

### **Acceptances of the Protocols:**

Every Board Member shall agree to this protocol prior to taking part in any Board Meeting with such agreement being included in the minutes as conclusive evidence of acceptance.

### **Protocol:**

This document determines the protocol that applies to members or personnel appointed to the Board of Motorcycling New Zealand. The document does not define rules to cover every situation that Board members may encounter during their time on the Board but sets the standard that must be applied. Many of the principles that are set out in the protocol are general in nature and can be applied to a variety of situations as they arise.

The main principle is that members must act in the best interests of Motorcycling New Zealand and the Board itself above personal interests.

All Board members agree that to the best of their abilities they will abide by the following principles:

#### **1. Commitment to collective responsibility:**

Members agree that they will maintain a commitment to the collective responsibility of the Board.

Free and frank expression is encouraged during Board meetings and all viewpoints will be heard.

Board minutes are routinely written in a format, which does not disclose individual views. Board members should discuss matters amongst themselves prior to a meeting to clarify or resolve any matters of concern. If any member still has concerns, they should feel free to raise the issue with the President.

After the Board has made decisions after full discussion, the decision is noted in the minutes which shall be a confirmation record of the meeting.

Once a decision is made or policy agreed, the final decision or policy is by the Board as a whole. Members accept the principle that publicly the Board speaks with one voice and that individual members do not express dissenting views on an agreed Board policy or decision.

However, where a Board member is strong in their view, that member may request the minutes record that there was a dissenting view but the individual will not be named.

Unless otherwise authorised, all contact with the news media on Board business is to be by the President or Operations Manager who will express only the Board views and not their own.

## **2. Duty of Loyalty:**

Members agree that they have a duty of loyalty to the Board and its policies. Members will act in good faith and in the best interests of the Board. 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 President who may seek independent advice.

## **3. Conflict of Interest:**

The Board places great importance on making clear any existing or potential conflicts of interest for its members. All such conflicts of interest shall be declared by the member concerned and documented in the Conflicts of Interests Register.

Examples of conflicts of interest are:

- When a Board member or their immediate family or business interests stands to gain financially from any business dealings, programmes or services of MNZ.
- When a Board member offers a professional service to the organisation for which they receive remuneration.
- When a Board member stands to gain personally or professionally from any inside knowledge, if that knowledge is used to advantage.
- When an issue under consideration concerns the Board members own club, team, sponsors or business.

Where any personal or business matter is or could be deemed a conflict of interest involving the relationship between MNZ and that Board member, the member must declare such interest and ensure it is registered in the Conflicts of Interests Register.

The Conflicts of Interests Register shall be tabled at each Board meeting and new entries shall be entered in the minutes of that meeting.

Where a conflict of interest is identified and/or registered, the Board member concerned is not permitted to participate in any Board discussion on that topic or topics that are closely related to the declared interest. Preferably, the member concerned should leave the room during such discussions.

## **4. Confidentiality:**

Members accept that they have an obligation of confidentiality in relation to the business of the Board and MNZ in order to encourage free and frank discussions and to enable the Board to carry out its functions. The Board's policy on the release of information is set out in this code under clause 6.

A wide range of material comes before the Board in discussion. Sensitive information and issues will be raised and finance matters are discussed. All Board discussions shall remain confidential to Board members only. Such discussion shall not be released under any circumstances.

## **5. Duty of Care:**

Board members accept that they have a duty to exercise care when carrying out Board functions.

The standard of care required is the degree of care, skill and diligence reasonably expected from a person of their experience or knowledge.

**6. Media Responsibility:**

All media correspondence with regard to MNZ business will generally be issued through the MNZ office. If Board members are contacted by media for comments about MNZ or motorcycling, they must direct the inquiry to the MNZ office which will either handle the enquiry or alert the President for comment on the issue.

**7. Board membership status:**

Board membership requires a commitment act in a manner befitting the position. This requires that members consider whether conduct in professional or private life will reflect adversely on the Board or MNZ. Any matters that may bring the Board into disrepute or jeopardise its relationship with stakeholders should be reported to the President at the earliest opportunity.

**8. Board Papers:**

All Board papers and agendas issued to members including reports from the Operations Manager, Office and Board members on various issues are **classified as confidential**.

The Board may receive papers of a confidential nature from other organisations which must be treated with special care and confidentiality to ensure we continue co operation with those organisations.

**9. Accountability for organisational matters:**

Board members accept that they are accountable for all MNZ organisational matters. The Board is accountable to the members as stakeholders for its actions and decisions. As part of this accountability, Board members will have to follow certain administrative rules and procedures as laid down from time to time.

**10. Attention to Board Business:**

Board members accept a commitment to attend Board meetings and participate in the business before the Board unless a conflict of interest exists. If a member has other pressing commitments leave of absence should be sought from the Board prior to a meeting or from the President if the Board does not meet prior to the date of absence. If a member is absent for more then two consecutive meetings then consideration should be given to reassessing priorities to allow the member to properly fulfil his or her position as a Board member.

**11. Respect for the Rights of Others:**

Board members will respect the rights of other members, MNZ employees and the motorcycling community. Members recognise that they have a duty to contribute to the smooth running of the Board and of the MNZ office by treating others with courtesy and respect. In meeting this obligation Board members will not discriminate against, or harass others because of their sex, marital status, ethnicity, disability or religious or ethical beliefs. The cultural background of all persons will also be respected when involved on Board business.