



**Community  
Governance**

Supporting community  
governance in Aotearoa

# Good Governance Code

Waehere Whakahaere Tika



# Community Governance Aotearoa Trust

## Good Governance Code initiative

Tēnā koutou katoa, Talofa lava, Namaste,

It is really heartening to see how far we have come with our National Strategy and National Action Plan in a very short period from when we started in 2020. We are delighted to see one of our key programmes “Good Governance Code” complete and fully developed by the sector. No doubt this will be a great resource for all not-for-profit organisations irrespective of their size or sector.

We would like to say a big thank you to everyone who has contributed to this work, to all of you who shared your wealth of knowledge in our co-design sprints and co-design workshops. This is a milestone achievement by the sector for the sector.

Heartiest congratulations and let’s feel proud of our sector and all it may offer Aotearoa. Nā tou rourou, nā taku rourou, ka ora ai te iwi – with your contribution and mine, the sector will thrive.

Ngā mihi ki a koutou,



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Co-Chair Community Governance Aotearoa

## Supporting good governance in Aotearoa

We have enjoyed working with the many community governance participants who contributed their expertise, experience, and passion to develop this Code. We were determined that the Code was grounded within the principles of te ao Māori and drew on the best of global and local governance research and experience. As not-for-profit/NGO governance Chairs, and board members we know first-hand how challenging it can be to govern community organisations. Our hope is this Code makes the valuable work that you do in your communities easier by outlining what good governance looks like. Community Governance Aotearoa looks forward to helping you and our not-for-profits/NGO’s govern well. Ngā mihi ki a koutou.

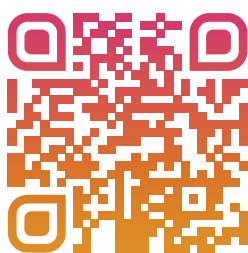
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## Explore the web version

The web version of the Good Governance code includes links to helpful resources & downloads. Scan the QR code to get there

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**Good governance  
is fundamental  
to the success of  
your community  
organisation.**



# The Good Governance Code

Waehere Whakahaere Tika



Principle 1

**Rangatiranga and Impactful, Purposeful Leadership**



Principle 2

**Whanaungatanga / Whakawhanaungatanga and Connected Leadership**



Principle 3

**Tuakiritanga and Diverse and Inclusive Leadership**



Principle 4

**Manaakitanga and Integrity and Accountability**



Principle 5

**Kaitiakitanga and Transparent and Open Leadership**



Principle 6

**Pono and Effective Governance Processes**



# About the code



## Good governance is fundamental to the success of your community organisation.

Getting your governance right means you will be best placed to achieve the ambitions of your organisation and serve your community. You will have capable, diverse, and engaged board members. You will have a strategy for achieving your organisation's ambitions and operate legally and ethically.

More than half a million people serve on the boards of community organisations in Aotearoa New Zealand. Your governance roles are complex: you are often serving vulnerable communities with increasing demands, with funding challenges and you often try to work out what is best practice with little support or guidance.

### What is the Code?

The Good Governance Code is a set of six principles that define good governance for community organisations in Aotearoa. It includes suggestions on the actions boards can take to implement the principles. On the [Code website](#) there are also [links to resources](#) to help you apply the Code.

### How was it developed?

The Code was developed by the community sector, for the community sector. It draws on the experiences and wisdom of more than 80 community sector leaders across Aotearoa. We appreciate the work and effort of those who contributed to the Code. They are acknowledged on the final page of this document.

The six principles in the Code were identified from the leadership principles of te ao Māori and an analysis of governance codes developed in other countries.

Between March and June 2022, co-design workshops were held to develop each principle. There was an open invitation to community leaders to join the workshops. The Code was then drafted and extensively peer reviewed and tested.



# About the code



## Who is the Code for?

The Code has been designed with small-to medium-sized community organisations in mind. Regardless of turnover, number of staff, or type of activity, the principles of the Code apply equally to all boards in the community sector as the governance obligations are similar. What will differ is how you implement the principles in your organisation.

When reading the Code, think about what is appropriate for your organisation. Community organisations are incredibly diverse. Some organisations have formal, paid board roles, others have few or no paid staff, so board members often do the operational work, as well as govern.

## The Code can be used:



By boards to review and discuss their own practices, policies, and impact.



By individuals to consider their governance development needs.



By funders and donors interested in the governance capabilities of those they support.



By boards to identify areas of strength and areas for development.



By those providing support and advice to boards, so they can better align training and resource development with the needs of boards.

## Compliance

Compliance with the law is a fundamental part of good governance. The Code does not set out all the legal requirements of community organisations. It assumes that you already manage these accountabilities or are working to do so.

Instead, the Code aims to outline what good governance looks like and recommends specific practices. For each principle there is:



### A rationale

The reason the principle is important.



### An outline

Of what the principle looks like in practice – what good practice is.



### Recommendations

Recommended actions and ideas about how to implement the principle.





# Rangatiratanga and Impactful, Purposeful Leadership





**Good boards are leaders. They are clear about the purposes of their organisations, and their leadership is focused on ensuring the organisations deliver maximum impact. Good boards provide strong foundations for their organisations and the communities they serve.**



### **Why Rangatiratanga and Impactful, Purposeful Leadership matters**

Good boards collectively come together (like a woven mat) to focus on serving their kaupapa. They focus on making the most impact for their communities with the resources they have. They seek members with the right skills and relevant experience.

## What the principle looks like in practice

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### Shared view

Have a shared view of the future and focus on fulfilling their mission, and serving their communities, with aroha.



### Plan

Make plans for achieving their goals and use those plans to prioritise how they spend the organisation's money.



### Focus

Use their plans in board discussions so they are focused on understanding the extent of the difference they are making, now and in the future.



### Team

Lead without egos and personal agendas, instead seeing themselves as teams focused on serving their communities.

## Actions boards can take

Boards who lead are Rangatira; and are impactful and purposeful leaders:

- ✓ **Good boards work as teams and take time to build their teams.** Work on yourself. As a start, make sure you understand each other's skills and perspectives. Ensure there is good communication between members and management.
- ✓ **Be clear about the purpose and values of your organisation.** Use your foundation documents (like your trust deed, constitution, board policies, mission, vision, and strategic plan) to drive your board work. Create your strategic plan to achieve them. Set goals. Document them. Find ways of measuring how well you are doing against your goals.
- ✓ **Create an annual board work plan.** Make sure you make time to discuss not only the pressing issues of the day but also longer-term risks and opportunities.
- ✓ **Ask at each meeting, have we added value?** Review your board performance honestly by asking: what leadership does your board show and what impact do you make? Seek the views of management and stakeholders.
- ✓ **Understand your role as board members and what leadership in a governance role means.** It is different from being in a management or technical role. Get governance training for yourself and your whole board so you are all working together towards your vision, mission and goals.
- ✓ **Make sure you have the right people on your board.** Spend time on board recruitment: getting people with the right skills nominated for elections, or approach people with the right skills. Focus on getting the right mix of diverse board members. Ensure board members understand the needs and aspirations of the communities you serve.
- ✓ **Think about the long-term goals of your organisation** and the implications of current decisions for your community in the future.
- ✓ **Make sure you have a good Chair.** A good Chair should make sure meetings are productive and all board members contribute.



# Whanaungatanga / Whakawhanaungatanga and Connected Leadership



**Good boards understand the importance of relationships and connections. Board members unite to fulfil the purposes of their organisations, building strong relationships with each other and those they serve.**



**Why Whanaungatanga / Whakawhanaungatanga and Connected Leadership matters**

Good boards identify and acknowledge the mana of all. They seek to build positive, strong relationships among board members and with the communities they serve. They come together to focus on common purposes and value the contribution of each board member.

## What the principle looks like in practice



### Connect

Work towards meaningful connections with the communities they serve.



### Relationships

Seek to have meaningful relationships with mana whenua and local iwi and hapū.



### Understanding

Look for ways to understand each other and the contribution each board member makes.



### Diverse

See fellow board members as diverse individuals with board work based on genuine engagement.



### Respect

Trust and respect each other, even though they may not agree with each other.



### Expectation

Establish clear expectations of each other.



### Collaborate

Use these strong relationships to deliver on the purpose of the organisation: to make good collective decisions, to challenge each other respectfully when needed, and to work together with mana and integrity.

## Actions boards can take

Board members demonstrating Whanaungatanga / Whakawhanaungatanga and Connected Leadership:

- ✓ **Warmly welcome new members** through pōwhiri, mihi whakatau, or other appropriate greetings, to grow connections quickly.
- ✓ **Ensure Te Tiriti o Waitangi partnerships are built on meaningful partnerships** with local iwi and hapū, without expectations of active participation. Engage with Te Tiriti training to support boards' responsiveness to te ao Māori.
- ✓ **Have reasonable expectations of Māori board members.** Their roles in governance are the same as those of any other members of the board, don't expect your Māori board member/s to advise and solve all te ao Māori world view and operational matters.
- ✓ **Support new members to get up to speed through a planned induction process.** This can include sharing information, arranging meetings with relevant people, and appointing mentors or board buddies for new members.
- ✓ **Include dedicated time and practices in board meetings focused on growing relationships,** such as starting and closing each meeting with a karakia and discussing the relevance of the karakia to the meeting.
- ✓ **Create space outside formal meetings to get to know each other.** Sharing kai/ food is a good connector. Find ways to stay meaningfully connected between formal meetings.
- ✓ **Show your board members that their contributions are appreciated and valued.** Where appropriate consider Chair honorarium or paid board roles.
- ✓ **Good boards share workloads across all board members.** Divide board responsibilities (by establishing committees) to draw on and recognise the skills and passions of board members.
- ✓ **Develop a Code of Conduct that outlines board members' expectations of each other.** Codes can cover board behaviours such as: board members committing to active listening and seeking to understand each other's different communication styles; showing respect; and treating each other like whānau. A code of conduct policy should be a living document and guide all board work.



# Tuakiritanga and Diverse and Inclusive Leadership



**Great boards are diverse as the communities they serve. They draw on the experiences of all board members and seek to enhance the integrity and leadership of all individuals who are members of the boards. They understand the importance of people and identity.**



### **Why Tuakiritanga and Diverse and Inclusive Leadership matters**

Good boards know that communities are made up of people with different aspirations and needs. To serve their communities well and make good decisions, boards need insight into their communities. They should aim to be connected and trusted by those they serve.

## What the principle looks like in practice

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### Membership

Make sure memberships are as complex and diverse as the community they serve. There are no “token” appointments.



### Knowledge

Board members bring unique and valuable knowledge but are not appointed to push their own agendas.



### Skills

Understand the skills and experience each board member brings. Board members wear many hats.



### Meetings

Meetings are inclusive; board members listen to and seek to understand each other’s views and make collective decisions.



### Debate

Challenge and debate with each other in respectful and constructive ways and always in the best interests of the organisation.



### Recognition

Recognise everyone has unconscious biases and take the time to work out what that means for decision-making.



### Plan

Plan for the succession of board members and build a strong, diverse pipeline of potential board members.

## Actions boards can take

Boards demonstrating Tuakiritanga and Diverse and Inclusive Leadership:

- ✓ **Ensure board meetings are safe and welcoming.** The Chair has a key role in building trust among members and finding ways to manage different views. Continually emphasising the kaupapa of the organisation can help keep debate between board members positive and constructive.
- ✓ **Analyse the skills and experience needed on your board** so that you can make good decisions for all your community. Identify any gaps in skills, knowledge and experience. Recruit for them. Take time to recruit, focus on finding the person with the right skills. You may wish to create a nomination sub-committee to run the recruitment.
- ✓ **Have a plan for replacing board members when they step aside.** Good boards think about and plan for the skills they may need in the future.
- ✓ **Create a pathway for future leaders to join your board,** with a specific interest in creating pathways for Māori.
- ✓ **Seek to remove any barriers to being on your board,** such as childcare needs, transport costs, and language barriers.
- ✓ **Understand your community** in terms of its diversity, demographics, needs, and aspirations.
- ✓ **Include diversity and inclusion in your board trust deed, constitution, policies, and strategy.** Set targets, put diversity and inclusion on the agenda for each meeting, and measure your progress.
- ✓ **Widely share board vacancies,** including details of the skills, knowledge, and experience you are looking for. This will make your recruitment process open and transparent.
- ✓ **Consider adopting a Co-Chair model.** For many organisations, this is part of their commitment to Te Tiriti o Waitangi, with a tangata whenua and tau iwi Chair working together.
- ✓ **Provide opportunities for board members to workshop complex decisions.** Workshops allow time for board members to work collaboratively.
- ✓ **Consider creating board observer roles** to build a strong, diverse pool of future board members. Potential board members can join meetings before committing to full board roles.



# Manaakitanga and Integrity and Accountability



**Good boards understand their accountability to each other and their accountability to those who support and fund their kaupapa and those they serve. They seek and gain trust by always working with care, integrity, reciprocity, and respect.**



### **Why Manaakitanga and Integrity and Accountability matters**

Good boards understand their responsibility to uphold the highest standards of governance. Their positive reputation attracts committed board members. They care deeply for their members, the kaupapa of the organisation, and as a result, energy and impact are sustained over time.

## What the principle looks like in practice



### Respect each other

They demonstrate this through celebrating the contributions of board members and the time and value board members give. They welcome the differing views of board members. They ensure all members are equally encouraged to contribute.



### Respect those who support them

They take their accountability to funders seriously. They regularly acknowledge the work of their management teams, staff and volunteers. They demonstrate manaakitanga to partners and other organisations they connect with.



### Respect those they serve

They listen to their communities and regularly seek community feedback on their performance and activities.



### Respect their governance roles

They understand their accountabilities and make sure they are capable of serving their communities by ensuring they have all the skills and experience they need to do so. They respect the private nature of board conversations, and do not talk badly of board decisions or board members outside the boardroom.

## Actions boards can take

Board members demonstrating Manaakitanga and Integrity and Accountability:

- ✓ **Take time at the beginning of each meeting to check in** with each other to demonstrate manaakitanga. Consider sharing kai regularly at meetings.
- ✓ **Get to know your new team member.** Whenever a new member joins the board, recognise that the board becomes a new team, so take time to rebuild and invest in team development.
- ✓ **Take your accountability reports to funders seriously.** Understand how you have used resources and ensure all funding is used to achieve the greatest impact for your communities.
- ✓ **Take time to thank those who support your board** management, volunteers, funders, and each other.
- ✓ **Make sure your constitution and policy documents uphold the value of manaakitanga,** by allowing board members to suspend their board roles if they need to take time out for personal reasons.
- ✓ **Care for your Chair.** The Chair role is demanding and can be lonely. Ensure you respect this role and provide wellbeing support.
- ✓ **Take time as a board for regular self-reflection and review.** Ask: "Are we still capable of serving our community?" "Do we have all the skills and experience we need?" Invest in board development and seek advisors to help if needed.
- ✓ **Have a clear process for resolving conflict.** Identify tensions early and seek to resolve them as soon as possible, ask if they need a support person and act in an open and transparent manner.
- ✓ **Ensure all board members understand the principle of collective responsibility** and the importance of board confidentiality. As a board member you are responsible for upholding board decisions, whether you agree with the decisions or not. Discussions and debates in board meetings should remain confidential unless you all agree to share. Boards often share their minutes or key messages but not the details of debate.

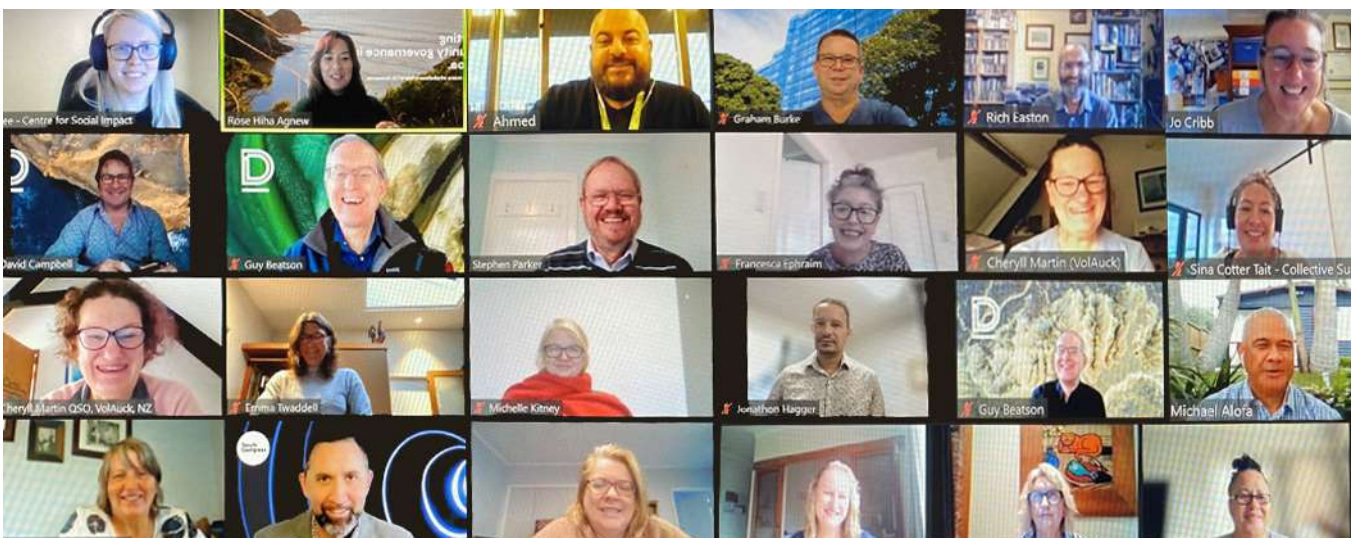


# Kaitiakitanga and Transparent and Open Leadership





**Good boards are trusted by the communities they serve, their staff and volunteers, and their funders. They seek to ensure their kaupapa is sustainable over time. They are open and accountable for their impact and use of resources. They seek genuine feedback and are willing to adapt and learn to best serve their communities.**



### **Why Kaitiakitanga and Transparent and Open Leadership matters**

Good boards build strong foundations for future growth. They know they are looking after a kaupapa on behalf of their communities and seek to maintain the kaupapa through transparency and engagement. They ensure their values and purposes align with their strategies and service delivery.

## What the principle looks like in practice



### Community

Build relationships with community and iwi leaders and learn about long-term plans for communities and iwi. Good boards seek the voices of their communities and iwi as well as the views of other key stakeholders to guide their major decisions.



### Respect

Respect the critical role of management or operational staff and seek their input to board discussions.



### Feedback

Develop effective mechanisms for receiving community feedback and complaints, anonymously when needed.



### Reporting

Find appropriate ways of reporting to their communities, funders and stakeholders. Good boards ensure their reporting is well documented and easily understood so they can engage effectively with their communities. They share information about their financial and operational performance, the impact they make and how they have upheld their values. This could include transparency around their environmental impacts.



### Goals

Invest time in identifying long-term goals. Evaluate their current work programmes against how much impact they will have today and how much impact they will make in the future.



### Meetings

Ensure their meetings and decisions are open and transparent. When appropriate, they hold their meetings in public and share their plans, budgets, and decisions (acknowledging that some information will be kept confidential).



### Relationships

Seek open, relationships with their staff and volunteers, recognising that these relationships are two-way. Good boards respect the critical role of the Chief Executive or General Manager and seek their input to board discussions.

## Actions boards can take

Board members demonstrating Kaitiakitanga and Transparent and Open Leadership:

- ✓ **Make a map of your key stakeholders.** Work out who is most important to you to work with to achieve your goals and focus on building strong relationships with them.
- ✓ **Take time to work out who is best to engage with iwi,** hapū, or Māori organisations in a mana enhancing way. Seek partnerships with Māori organisations and trusts.
- ✓ **Be visible and accountable to the communities you serve** by creating meaningful opportunities to talk and listen. Review how your board is perceived by stakeholders and your community.
- ✓ **Regularly engage with community members** so you understand their issues and concerns, especially leading up to major decisions.
- ✓ **Seek feedback** from management on how the board can be more effective and supportive.
- ✓ **Seek meaningful input from community and iwi leaders** on your strategic planning processes. Co-design and strategy workshops with community members and iwi leaders can be an authentic way of engaging with your community.
- ✓ **Be prepared to pay people with skills** in te ao Māori just as it would if you were sourcing other specialist advice.
- ✓ **Prepare annual reports and regular updates for your community,** stakeholders, and funders. Reports should reflect your current financial position and stories of your organisation's impact and achievements.
- ✓ **At the end of each board meeting, decide who needs to be informed** and share the responsibility for communicating with your community, staff, stakeholders, and funders.



# Pono and Effective Governance Processes



## Great boards do things right.

They have good internal governance processes and policies in place so that they operate legally, ethically, and effectively. Having streamlined processes means boards can focus on strategy and impact.



### Why Pono and Effective Governance Processes matter

Having the right processes in place matters. It means the board is well-run and board members' time is used efficiently and effectively. Good processes will also help build the trust and confidence of staff and funders. Good board processes assist the board to operate their organisation legally and ethically.

## What the principle looks like in practice



### Process

Think and review processes and policies that are needed in relation to the size and complexity of your organisation. They have enough processes and policies to be effective, but not too much to be bogged down.



### Work Plan

Have an annual board work plan that sets out what the board needs to do and timeframes. Allocate sufficient time over the year for strategic thinking as well as legal compliance.



### Guidelines

Understand the importance of good recruitment, induction, board evaluation and development processes. Provide clear guidelines for the oversight of management.



### Document

Clearly document in a governance manual or policy how the board will operate. Ensure all board members are clear about board processes and policies and can access board documents easily.



### Agenda

Create clear meeting agendas that balance the need for compliance and monitoring with strategic conversations, and ensure there is plenty of time to focus on the most important issues and decisions.

## Actions boards can take

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Board members demonstrating Pono with Effective Governance Processes:

- ✓ **Use templates!** Look for examples of policies and processes that have worked for others and adapt them for your needs.
- ✓ **Take good minutes of your meetings** and share them with board members soon after the board meetings. This ensures you will have accurate records of what you discussed, what decisions you made, and who has responsibility for the resulting actions.
- ✓ **Use your strategy and goals to structure your meetings.** Focus your time together as a board on the matters that have the most impact.
- ✓ **Take time to understand your legal and regulatory accountabilities** and work out efficient ways of ensuring you comply. Ask for help from experts. Ask members of other boards how they manage their accountabilities.
- ✓ **Get assurance that the policies you set are being followed in your organisation.** Ask for information and evidence about how policies and processes are adhered to.
- ✓ **Use templates and checklists to streamline board work.** Make sure all board information is easy for your board to access and review.
- ✓ **Try using collaborative sharing tools and tech platforms** (Google Workspace, Slack, or WhatsApp as examples) to share information and keep in touch between board meetings. Board work does not have to be confined to meetings.

# Good Governance Code: Self-Assessment Guide

The Good Governance Code outlines six principles that help define good governance of a community organisation. As a board member, or collectively around the board table, consider your own practices and policies against these guiding questions.

## Guiding Questions to ask

### Principle 1

#### Rangatiratanga and Impactful, Purposeful Leadership

- ✓ Can you clearly articulate your organisation's mission? Is there a clear plan to achieve the mission? With measurable goals?
- ✓ Do you have people with the right mix of skills and experience on the board?
- ✓ Do you have an annual work plan for the board and regularly review board performance?

### Principle 3

#### Tuakiritanga and Diverse and Inclusive Leadership

- ✓ How well does your board work together to make difficult decisions?
- ✓ How do you ensure you have a diverse and inclusive board?

### Principle 2

#### Whanaungatanga / Whakawhanaungatanga and Connected Leadership

- ✓ What protocols do you have in place to make sure new board members are welcome and supported to get up to speed quickly?
- ✓ How well do you know each other as board members? Do you understand the skills and experience other board members bring?
- ✓ Do you have and regularly refer to a Code of Conduct or Charter that outlines expectations of board members?

### Principle 4


#### Manaakitanga and Integrity and Accountability

- ✓ What practices do you have in place to build relationships and understanding between board members?
- ✓ How well do you account to your funders and stakeholders?
- ✓ Do you invest in board development? Do all board members understand their governance responsibilities?





# Good Governance Code: Self-Assessment Guide



## Guiding Questions to ask

### Principle 5

#### Kaitiakitanga and Transparent and Open Leadership

- ✓ Do you understand who your key stakeholders are? How well do you engage with them?
- ✓ How well do you understand the aspirations and needs of the communities your organisation serves? How do the needs and aspirations of your community inform board decision-making?

### Principle 6

#### Pono and Effective Governance Processes

- ✓ Do you and your board understand what your legal and ethical obligations are? Do you have processes in place to ensure you comply with relevant laws and regulations?



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### Explore the web version

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