

# **EO New Zealand**

**Draft**

## **Presidents Council Charter**

Version 3 110519

## **The Presidents Council**

The Presidents Council (PC) was created to provide a forum style environment where the current Chapter President can share ideas and gain learnings from past Presidents. The members have all been Chapter Presidents who volunteer their time & receive no remuneration or benefits outside of those available to other paid members.

### **Section 1: DEFINING ROLES**

#### **1. The Role of the Presidents Council**

The primary purpose of Presidents Council (PC) is to ensure experiences and learnings of the past presidents are shared and passed onto the incumbent President & ensures the chapter has good financial governance & has strong future leadership. The day to day operational matters of the chapter are the responsibility of the Chapter President and their Board.

The PC is focused on these key activities:

- Providing a sounding board for the current Chapter President where past experience and learnings can be shared in a forum style format
- Appointing the Chapter President
- Participating in and maintaining an ongoing strategic dialogue
- Approving and monitoring the implementation of the annual budget
- Making decisions in respect to powers reserved to the Council
- Providing constructive feedback about chapter performance

#### **2. General Expectations of Council Members**

Council Members have no individual authority to participate in the day to day running of the organisation, including making any representations or agreements with any other party including members, employees, unless such authority is expressly delegated by the Council, through resolution, to the Council Member (Including the Chair) either individually or as a member of a Council committee.

Council members are always expected to act with care, diligence, skill & honesty in the best interests of the Chapter always. PC Members should demonstrate reasonableness in their decisions and not allow personal interests or the interest of any associated person, to conflict with the interests of the organisation.

Unless otherwise agreed Council Members will keep forum confidential Council discussions and deliberations.

Council members are expected to be forthright in council meetings and have a duty to question, request information, raise any issue, fully canvas any aspects of any issue confronting the organisation and to cast their vote on any resolution according to their own decision. However,

outside the Council members, will support the letter and spirit of Council decisions in discussions with all external parties including staff.

A Council Member shall not engage in any conduct likely to bring discredit upon the organisation.

A Council Member always has an obligation to comply with the spirit as well as the letter of the law and with the principles of this charter.

A Council Member shall in good faith conduct herself or himself in a manner that is consistent with generally accepted procedures for the conduct of meetings at all meetings of the Council.

Council Members must be transparent about personal interests that may overlap with those of the organisation & disclose to the Council any actual or potential conflicts of interest which may exist or might reasonably be thought to exist between the interests of the organisation and the interests of the Director.

#### **4. Role of the Chairperson**

The role of the Chairperson is to lead the PC and as such he or she is expected to fulfil the following responsibilities:

- Appoint members to the council each year which provide a balanced composition within the confines of the resources available and the appointment process.
- Ensure that there is adequate monitoring of the pursuit and attainment of the goals of the organisation.
- Ensure that the Council has a thorough understanding of the assets of the organisation including its human resources.
- Make certain that the Council has adequate information to evaluate the performance of the organisation and to undertake effective decision making.
- Ensure that administrative tasks such as the circulation of Council papers are carried out efficiently and effectively.
- Direct the content and process of Council meetings to ensure the Council 's time is focused on things that matter from a governance perspective.
- Develop a constructive and mutually respectful relationship with the President (noting that the President is accountable to the Council as a whole).
- Guide the ongoing development of the Council as a whole and of individual Directors.

## **Section 2: GUIDELINES FOR COUNCIL PROCESS**

### **1. Council Meetings**

The Presidents Council has adopted the following guidelines

- PC will meet formally once every two months generally on the first Monday of the month
- The agenda, financial report and any other papers relevant for the meeting will be circulated to all members prior to the meeting
- Agenda items will be supported by sufficient information to allow effective decision making

### **2. Conduct of Meetings**

The Chairperson will determine the degree of formality required at each meeting while maintaining the productivity and decorum of such meetings. The following guidelines shall apply

- The Chairperson shall ensure that all members are heard and that the dialogue is constructive and respectful.
- The Chairperson shall maintain sufficient control of the meeting to ensure that a more appropriate degree of formality can be adopted (more formal or less formal), when required.
- The Chairperson will take care that discussion outcomes decisions are properly understood and accurately recorded (including a formal resolution in respect of Council decisions).

### **3. Council Minutes**

- Minutes will contain a description of the content of discussion sufficient to inform council members (and any other parties entitled to the information), both present and future, of the key issues traversed and the rationale for the conclusions reached.
- All decisions will be recorded.
- Material conflicts of interest shall be recorded in the minutes.

## **Section 3: PRINCIPLES OF GOVERNANCE**

### **1. Leadership**

The PC should exercise leadership, integrity, and judgement in directing the organisation so as to achieve organisational goals, continuing sustainability and to act in the best interest of the organisation's members in a manner based on transparency, accountability and responsibility.

## **2. Direction and Control**

The main purpose of PC from a Governance perspective is to ensure the organisation has a leadership pipeline and adequate financial controls to ensure long term chapter health and member satisfaction.

The Council is accountable for identifying & developing a pool of capable, experienced, and motivated members who are willing & able to take on the Chapter President role & ensure the purpose & core values of the chapter remain aligned with those of EO Global Council & Charter.

The Council should ensure that procedures and practices are in place to protect the organisation's assets and reputation. It should approve the annual budget, policies, and basic strategies to be adopted to achieve desired results and manage risk.

## **3. Organisational Performance**

The Council should monitor and provide feedback to the Chapter President to support the implementation of strategies, policies, and plans.

## **4. Risk**

The Council must identify and characterise the key risk areas for the organisation and be active in monitoring changes in the organisation's risk profile.

## **5. Compliance**

The Council should ensure that the organisation complies with all relevant laws, regulations, and codes of best practice and that it meets both its contractual and moral obligations.

## **6. Appointments**

As far as possible within the constraints of the appointments process the PC should ensure that through a managed and effective process PC appointments are made that provide a mix of proficient director, each of whom is able to add value and to bring independent judgement to bear on the direction of the organisation and its decision making process.

## **7. Balance of Power**

The PC should ensure that no one person or block of persons has unfettered power and that there is an appropriate balance of power and authority on the PC and between the PC and the EO Council.

## **8. Internal Procedures**

The PC should regularly review key processes and procedures to ensure the effectiveness of its internal systems of control, so that legal and policy compliance is consistently achieved, and its decision making capability and the accuracy of its financial and other reporting are maintained at a high level at all times.

## **9. PC Performance**

The PC should explicitly hold itself accountable for adding value to the performance of the organisation. It should regularly assess its performance and effectiveness as a whole and that of its individual members.

## **10. Human Capital**

The PC should appoint the President and may also support & guide the appointment of senior Chapter Leaders. It should reinforce the accountability of the President for organisational operational performance but also take steps to ensure that the President is successful in the role

## **11. Infrastructure**

The PC should ensure that the necessary infrastructure, including information technology and systems, used in the organisation are adequate to properly run and grow the chapter.