

NZCER Board Policies

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NZCER: Board Policies

Policy statement

- The Board will conduct its affairs according to the NZCER Act and Amendments, the NZCER Board Charter, and in awareness of its responsibilities under the Treaty of Waitangi.
- The Board's Charter will be subject to review from time to time.
- The Board will provide new Board members with a programme of induction and supporting documentation.
- The Board will be guided in its decisions on the remuneration and reimbursement of Board members by the Cabinet Fees Framework or by notification from the Responsible Minister.
- The Board will review any and all agreed delegations to the Chief Executive from time to time, in association with the Chief Executive's regular performance review.
- The Board will negotiate a performance agreement with the Chief Executive on an annual basis which will be subject to regular review.
- NZCER's management and related policies will be reviewed on a regular basis and evidence of review will be submitted to the Board on an annual basis.
- The Board will engage in a process of self-review on a biannual basis, including any committees it may from time to time convene.
- The Board will delegate the monitoring and review of its finances to an Audit and Risk Committee which will report to every regular meeting of the Board.
- The Board will review the organisation's aims and intentions, detailed in the NZCER Strategic Plan, on an annual basis.

Health, Safety and Wellbeing Policy

Purpose

NZCER is committed to providing and maintaining a safe and healthy working environment for all staff, contractors and visitors. The Health, Safety and Wellbeing (HSW) Policy details the way NZCER provides safe management practices and complies with the relevant legislation.

Definitions

Officer – this includes Board Members of NZCER, the Director and the Senior Leadership Team.

Worker – a person who carries out work in any capacity for NZCER, including staff; contractors; subcontractors; and others as stipulated in the [Health and Safety at Work Act 2015](#).

Workplace – any physical location in which work-related activities are performed under the control of NZCER.

Policy

NZCER as the Person Conducting a Business or Undertaking (PCBU) will:

- Demonstrate health and safety practice with legal compliance as a minimum.
- Evaluate health, safety and wellbeing policy, procedures and practice within a system of continuous review and improvement.
- Implement effective consultation and communication systems for health and safety.
- Promote worker engagement and participation by providing health and safety training, skills, knowledge and resources to maintain a healthy and safe environment.
- Ensure reasonable care is taken not to cause undue stress to staff, contractors and visitors in the form of physical or psychological injury.
- Focus on preventative as well as treatment-orientated measures.
- Identify, assess and manage in an open and supportive manner any exposure to safety hazards including gradual process injury (GPI) and psycho-social factors such as stress, workplace bullying and other forms of interpersonal conflict in the workplace.
- Report, record and investigate all incidents, hazards and accidents to ensure the health and safety of individuals, and to improve practice.
- Ensure the development and regular review of the Health, Safety & Wellbeing Manual which includes Emergency Procedures and Business Continuity Planning.

Roles and responsibilities

Board Members

Board Members exercise due diligence by holding management to account for the implementation of the NZCER Health, Safety and Wellbeing Policy. Board responsibilities include:

- Policy and planning
 - Determine the health and safety policy as a full Board
 - Hold management to account
- Delivery
 - Set clear expectations that the organisation has fit-for-purpose health and safety systems
 - Ensure the system is implemented, understood, regularly reviewed and continuously improved
 - Ensure sufficient resources are allocated for the development, implementation and maintenance of the system
- Monitoring
 - Monitor the health and safety performance of the organisation and provide regular feedback and guidance to the Director / Chief Executive
 - Decide if interventions or independent advice is required
- Review
 - Undertake periodic (e.g. annual) review to determine effectiveness of the system
 - Ensure the board considers if an external review is required

Director / Chief Executive

The Director is responsible for the effective management of health and safety at work. The Director will ensure NZCER implements its Health, Safety and Wellbeing Policy with the following responsibilities:

- Policy and planning
 - Implement and manage the health and safety policy and associated operational guidelines
 - Implement and manage performance review processes for workers
 - Hold staff to account
- Delivery
 - Implement fit-for-purpose health and safety systems
 - Implement, understand, and continuously review the system looking for improvement
 - Identify resource requirements and obtain approval for their provision
- Monitoring
 - Provide the Board with regular reporting and follow up on actions
 - Ensure root cause investigations are carried out when required
- Review
 - Organise periodic (e.g. annual) review to determine effectiveness of the system
 - Report to the Board on outcomes of any external reviews

Guidelines to this policy

The Director / Chief Executive will ensure the Health and Safety management guidelines include:

- Detail of health, safety and wellbeing expectations for all job descriptions
- A list of all related health and safety documents with associated responsibilities
- Detail of specific roles and responsibilities for
 - Senior Leadership Team
 - Health and Safety committee
 - Workers

The guidelines will be reviewed annually (or more often if required).

Theft, fraud and corruption Policy

Purpose

NZCER is committed to improving effective controls that minimise risk of theft, fraud or corruption from occurring and to maintaining our integrity of an anti-fraud culture.

Organisational scope

This policy is organisation wide and applies to all employees, Board members and contractors to NZCER.

Definitions

Fraud

No precise legal definition of fraud exists; many offences referred to as fraud are covered by the Crimes Act 1961. The term is used to describe acts such as deception, bribery, forgery, extortion, corruption, theft, conspiracy, embezzlement, misappropriation, false representation, concealment of material facts and collusion. Financial fraud typically falls into four broad categories:

1. **Fraudulent financial reporting:** Most fraudulent financial reporting schemes involve earnings management, arising from improper revenue recognition, and overstatement of assets or understatement of liabilities.
2. **Misappropriation of assets:** This category involves external and internal schemes, such as embezzlement, payroll fraud and theft.
3. **Expenditures and liabilities for improper purposes:** This category refers to commercial and public bribery, as well as other improper payment schemes such as setting up fraudulent suppliers.
4. **Fraudulently obtained revenue and assets, and costs and expenses avoided:** This category refers to schemes where an entity commits fraud against its employees or third parties, or when an entity improperly avoids an expense, such as tax fraud.

Other forms of fraud include:

5. Forgery or alteration of documents
6. Identity theft or altering personal information
7. False time-keeping
8. Fabrication or falsification of data, plagiarism or other dishonest practices

Corruption

Corruption is the lack of integrity or honesty (especially susceptibility to bribery) or a person using their position of trust for dishonest activity. Examples of when corrupt conduct occurs include:

1. a worker improperly uses, or tries to improperly use, the knowledge, power or resources of their position for personal gain or the advantage of others
2. a worker acts dishonestly or unfairly, or breaches public trust
3. a member of the public influences, or tries to influence, a worker to use his or her position in a way that is dishonest, biased or breaches public trust.

Policy

The Board delegates responsibility to the Chief Executive to ensure the organisation:

- develops and maintains processes and procedures to prevent and detect theft, fraud and corruption.
- facilitates the disclosure and investigation of matters raised by any staff member through the Protected Disclosures Act 2001 (whistle-blowing) to enable the reporting of any serious wrongdoing in the workplace.
- investigates all suspected instances of theft, fraud or corruption by employees or external parties working for NZCER. Any proven allegations of theft, fraud or corruption will be treated as serious misconduct and may result in dismissal of an employee, or the immediate termination of a contract with NZCER (refer to the PPM Section 18, pp62 for disciplinary procedures).
- seeks to recover funds/assets lost through this behaviour wherever possible and practicable.
- refers allegations of illegal activity to the relevant law enforcement agency at an appropriate time during the investigation process and/or any subsequent disciplinary process.
- notifies the Auditors and Insurers of any suspected or actual illegal activity.
- provides a confidential report to the Audit and Risk Committee on any case that has sufficient evidence to support an investigation.

Any suspected or actual fraudulent activity by the Chief Executive should be reported to the GM Finance & Business who will report directly to the Board Chairperson.

Any suspected or actual fraudulent activity by Board members should be reported to the Chief Executive, Board Chairperson or Deputy Chairperson.

Guidelines to this policy

The Chief Executive will ensure the Theft, Fraud and Corruption management guidelines are reviewed annually and include:

- Good practice guidelines
- Detail on process
 - Duty to report
 - Investigations
 - Actions following investigation
 - Recovery of loss
 - Dealing with media
 - Reporting to the Audit and Risk committee

Strategic Investment Policy

1. As indicated in the NZCER financial policy the NZCER Board has decided that surplus funds will be transferred into accumulated reserves for future initiatives, innovations and the development grant. The allocation of these funds will be done in ways that are consistent with the organisation's vision, values and the goals of the NZCER strategic plan.
2. NZCER will make financial investments that will enable the organisation to undertake research and development, and to develop new products and services that enable it to meet its strategic goals.
3. Decisions about investments will seek to achieve a balance between:
 - projects that have a high potential for revenue generation (such as the PATs);
 - projects that are strategic for profile and positioning and that have a moderate prospect for revenue generation (such as the science *Thinking with Evidence* test);
 - projects that enable the organisation to provide authoritative information and advice;
 - work that is exploratory in nature, that is undertaken with the idea of generating new income streams in the future.
4. Management will be guided by agreed investment procedures in making decisions about investments and in its recommendations to the Board.
5. In order to provide for financial sustainability, the Board will hold a prudent level of cash reserves as a financial buffer. That prudent level will be calculated as equal to 3 months' operating costs.

Memoranda of Understanding Policy

1. NZCER enters memoranda of understanding (MoU) as a way to formalise its intention to collaborate with another party(ies) for specified reasons. The reasons for negotiating such memoranda include, but are not limited to:
 - To strengthen an area of existing expertise so the parties are better placed to undertake work together and/or to win larger-scale work.
 - Where each party has complementary expertise that can be used for mutual learning and again to establish the intent to seek collaborative work opportunities.
 - To signal that each party is interested in working together in the specified area, acknowledging that the partnership has potential benefits for all involved.
 - To be prepared in advance for tenders that require partnerships.
 - To settle the terms for a mutually beneficial arrangement that may include revenue from licence agreements.

2. Principles to be followed in setting up a MoU:
 - Ensure the memorandum is consistent with the vision, values and goals of NZCER and NZCER's Principles of Partnership.
 - That the memorandum has a clear purpose and time-frame.
 - That, while a memorandum may provide an umbrella for making financial commitments, no financial commitments are made within an MoU.
 - That the due diligence aspect contained in the Principles of Partnership is satisfied.

Conflicts of Interest Policy

Staff of the New Zealand Council for Educational Research (NZCER) and members of the NZCER Board are expected to perform their duties honestly and impartially, and to abide by the standards of integrity outlined in NZCER's Code of Conduct¹ NZCER recognises that its employees and members of the Board have a number of professional and personal interests and roles, and that occasionally some of those interests or roles may overlap, potentially giving rise to a conflict of interest.

Conflicts of interest: Definitions

- a) An actual conflict of interest arises when an individual's official duties or responsibilities to NZCER may be affected by some other interest or duty that they may have. The other interest or duty might exist because of their: financial affairs; relationship with another person; role outside the company; something they have said or done.
- b) Public perceptions of potential conflicts of interest, whether or not they are actual, also need to be managed under this policy.
- c) A potential conflict of interest is not confined to a situation where the exercise of powers is likely to provide pecuniary advantage to the individual concerned. It may also arise when it may prejudice open and impartial consideration of any matter before the Board or the employees of NZCER, or free and frank discussion, or prejudice the conduct of activities free of bias. Further, it may relate to situations where information gained in the performance of certain duties might be used to further personal or other interests outside the organisation.

Procedures

1. Board and staff members of NZCER will be required to complete an annual Declaration of Interest Form. The disclosure must outline the nature of the interest and the extent of the interest.
2. Disclosures will be collated into the Board or Staff Declaration of Interests Table. Board members and staff members are required to identify any relevant interests as soon as they arise and the Board (or Chief Executive for Staff interests) will decide how this is to be managed. Board members will be asked to update this at each Board meeting.
3. Conflicts of interest will be managed in accordance with the guidelines published by the Auditor General's Office.²

¹ Refer for staff to the NZCER Personnel Procedures Manual and for the Board refer to the NZCER Board Charter.

² Office of the Auditor General (2007) Managing Conflicts of Interest: Guidance for public entities.

NZCER Personnel Committee Policy

Terms of Reference

- In consultation with the full Board, to lead the process for the appointment of a new Director / Chief Executive (CE) when the position becomes vacant
- In consultation with the full Board, appoint an acting Director/CE (or acting senior management group) should there be a gap between the resignation of the incumbent CE and a new appointee taking up their role.
- Review the performance of the CE annually, with an interim formative performance review in the middle of each year.
- Determine the performance payment for the previous financial year and salary increase for the following year in accordance with State Service Commission Guidelines.
- Agree the KPIs with the CE for the following year.

Membership

- Each year the NZCER Board will confirm the membership of the Personnel Committee.
- The Personnel Committee will consist of the Board Chair and Deputy Chair (ex officio) and at least one, and up to three Board members elected by the Board.
- The Board Chair will chair the Personnel Committee.

Operating Procedures

- Members of the Committee will meet as required with a quorum. The quorum will be more than 50% of the members.

Appointment of new CE

- The Committee shall be responsible for the overall recruitment process, but shall not make a final decision on the appointee without approval of the whole Board.

Performance appraisal of the CE

- This process should be initiated as soon as possible in the new financial year once the end of year position for the organisation (subject to audit) is known.
- Prior to conducting the annual performance appraisal of the CE the Personnel Committee shall be provided with copies of the CE's self-appraisal, plus any feedback provided by stakeholders (the approach to collecting feedback shall be agreed between the CE and the Chair).
- The personnel committee shall meet in camera to discuss the key issues that they want to discuss with the CE.
- The personnel committee will then meet with the CE to discuss his/her performance. The tenor of the discussion will be as open and constructive as possible.
- Building on the appraisal discussion, the committee will then discuss the KPIs for the following year with the CE and consider any professional development plans.
- The personnel committee shall then reconvene in camera to make its decisions as appropriate. No additional issues shall be brought into the appraisal that have not been raised with the CE in their discussion.
- The Chair of the Personnel Committee shall summarise the decisions of the Personnel Committee in a draft report and communicate the outcome of the appraisal with the CE and invite further comment before finalising the report. The CE will then be asked to sign-off that the process has been completed, the CE accepts the decision of the Committee and formally agrees the KPIs.
- If either the Committee or the CE feels that further discussion is necessary, the Personnel Committee will reconvene and meet again with the CE.
- The Chair is responsible for Communication of the Personnel Committee's decisions to the State Services Commission.
- The whole Board will be advised in confidence of the general tenor of the discussions with the CE and be provided with a copy of the agreed KPIs.
- Details of the agreed performance payment and any changes to the remuneration package for the CE are confidential to the Personnel Committee and the CE.
- Mid-year appraisals will generally follow the same process, but are directed to supporting the CE fulfil their performance targets by the end of the year.

NZCER Board: Staff representative role description

The staff representative is elected by the staff to provide a direct channel of communication between Board and staff.

The Board requested the role be established to enable staff views to be put before the Board, and for responses from the Board to be reported back. Board meetings include a standing agenda item for the staff representative.

The staff representative is not a member of the Board and does not vote or attend in-committee sessions of the Board unless expressly invited to do so.

The role comes with specific responsibilities

The staff representative will attend all open meetings and participate in open discussion as appropriate. If they are not able to attend, they should offer an apology and arrange another staff member to fill in.

The staff representative will:

- be accessible to all staff members and keep up to date with emerging issues
- consult with the Director and operate on a 'no surprises' basis
- maintain confidentiality and trust
- specifically seek staff views prior to Board meetings
- fairly and accurately present staff views to the Board
- fairly and accurately report back to staff via email on the Board response
- respect Board members' opinions.

The staff representative is expected to learn about the Board

The staff representative is expected to:

- fully understand the Board's role and responsibilities
- participate in self-review sub-committees and other sub-committees as required
- undertake follow up work allocated from the Board
- participate in agreed training.

The staff representative is not expected to discuss operational or employment matters

The staff representative is not expected to answer questions on operational areas at Board meetings, beyond the views raised by staff. The exception to this is if the matters fall directly in their area of management responsibility and the Director asks them to contribute.

The staff representative is not expected to raise issues around terms and conditions of staff employment at the Board meeting, nor is it the Board's role to raise them in this forum. Employment matters are expressly delegated to the Director.