

# Council Code of Conduct

<b>Effective date</b>	1 April 2020	<b>Policy owner</b>	Chief Executive
<b>Version</b>	1	<b>Policy Section</b>	Governance
<b>Approved by</b>	NZIST Council	<b>Policy review frequency</b>	Annually
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## Purpose

As representatives of NZIST, how Council members behave is important. Council members must act with a spirit of service to the community and meet the same high standards of integrity and conduct in everything they do.

This policy provides a framework for the Council and Council members to carry out their roles and responsibilities to a standard consistent with good practice within public entities, and to provide a framework that “sets the tone from the top” within NZIST.

## Scope

This policy applies to all members of the NZIST Council.

## Principles and Expectations

The principles in this policy should guide Council members’ behaviour in performing their roles.

### Honesty, integrity and transparency

- Act with honesty and integrity in approaching their roles and responsibilities.
- Conduct the business of the Council with appropriate openness and transparency.
- Undertake Council duties and responsibilities in a manner that respects other Council members and the staff of NZIST.
- Ensure that actions taken in the performance of Council duties do not discredit themselves, any other Council member, NZIST or staff of the NZIST.
- Ensure that fees and expenses are claimed in accordance with the Cabinet Office Fees Framework and NZIST Council Fees and Expenses Guide.

### Act in the best interests of NZIST

- Diligently prepare for, and attend, Council meetings.
- Maintain a good level of competence and knowledge, including remaining familiar with NZIST activities and its operating environment to undertake the roles and responsibilities of a Council member.
- Apply their knowledge, skill and experience with reasonable care and diligence.

- Not engage in activities which could affect their judgement or objectivity as a Council member, nor engage in any activities that could damage the integrity and reputation of NZIST or its Council.
- Support the Chief Executive in the management and operation of NZIST in accordance with NZIST's functions and charter, current statement of intent and current statement of performance expectations, and as expressed in any investment and/or strategic plan and budget.

### **Act fairly and impartially**

- Observe independence and objectivity in carrying out the roles and responsibilities of the Council.
- Avoid business connections, affiliations and personal connections that could impact negatively on involvement in Council discussions and decisions.
- Declare and manage any conflicts of interest in accordance with the Education Act 1989, NZIST's Conflicts of Interest Policy and the mitigation strategies determined by the Council.
- Not be present during any deliberation, nor take part in any decision, of the Council with respect to a matter in which the Council member has an interest, unless the Council otherwise decides.

### **Use Council information and Council position appropriately**

- Respect the confidentiality of information received as a Council member and use it only for proper purposes.
- Decline gifts, benefits and positions that may compromise independence or create perceived obligations.
- Comply with NZIST's Fraud and Corruption Policy and Communication and Media Policy.
- Accept responsibility for the decisions and actions of the Council even if they are contrary to a personal view.

### **Exercise due care and diligence**

- Work to improve the performance and efficiency of NZIST and use its resources carefully and only for intended purposes.
- Properly manage and utilise the funding available to NZIST and make decisions for the educational benefit of the people of New Zealand.
- Exercise due care and diligence when considering issues and making decisions by understanding the educational, financial and strategic implications.
- Understand and enquire into the financial and other information provided to the Council.

### **Compliance with laws and policies**

- Comply with all applicable laws, including the Education Act 1989 and Crown Entities Act 2004, and public accountability obligations.
- Ensure NZIST operates in a manner that is consistent with its functions and charter, current statement of intent and current statement of performance expectations.

## Council and Chief Executive Expectations

### Chief Executive's expectations of Council

Council members:

- Demonstrate respect, trust, and openness in relationships.
- Set clear expectations of the Chief Executive articulated primarily through a position description and annual performance agreement.
- Conduct regular performance progress reviews of the Chief Executive and provide feedback against the performance agreement.
- Constructively challenge and “stretch” the Chief Executive and act as the “critical friend” of the Chief Executive.
- Are accessible and available to the Chief Executive and for NZIST activities.
- Act with a no surprises, no ambushes policy.
- Are willing to clarify matters outside of Council meetings.
- Provide the Chief Executive with a clear understanding of the scope and responsibilities of the Council's governance roles.
- Council members consider the interests of the institution of primary importance and leave personal interests outside of meetings.
- Are informed and committed in a way that ensures the Chair and Council “add value”.
- Implement and abide by good meeting processes.

### Council's expectations of Chief Executive

The Chief Executive:

- Demonstrates respect, trust, and openness in relationships.
- Provides relevant information in a timely, accurate and understandable way that enables robust Council discussion and decision making.
- Informs the Council of situations that may involve non-compliance with Council policy or involve legal conflict/dispute relating to NZIST.
- Informs the Council of significant trends, issues and their implications that may impact on Council policies, decisions and required actions.
- Includes the Council in key initiatives/decisions and ensures that proposals are fully explained and supported by objective analysis and alternative perspectives.
- Demonstrates approachability and accessibility (open door) to staff, stakeholders and Council members.
- Supports the Chair to create a structure and environment that enables effective governance to occur.
- Provides induction/orientation of Council members and ongoing support and guidance for Council members.
- Interacts with the Chair in a similar manner to that which the Chief Executive expects from his direct reports.

- Demonstrates behaviour that mirrors NZIST values and a strong commitment to NZIST's functions and charter, current statement of intent and current statement of performance expectations, and any strategic directions and Investment Plan of NZIST.
- Supports the Chair to identify skill gaps around the Council table and to proactively address these.
- Demonstrates absolute integrity and professionalism in all activities and actions as Chief Executive.