



31 May 2018

**Notice Calling for Expressions of Interest
Vacancy on the Board of New Zealand Bridge**

[Pursuant to Rule 12 (Filling of Vacancy)]

The Board of NZ Bridge is calling for expressions of interest to fill a vacancy on the Board until **31 March 2019**.

A brief role description for members of the Board is available at the end of this notice.

The existing Board members are seeking a person to lead key areas of Marketing and Fundraising. The ideal candidate will have significant experience and a proven track record in these areas. In addition the person will need to be able to work as part of an established team and contribute to the success of a number of projects / initiatives that are either underway now or are under serious consideration.

Expressions of interest, including a brief and relevant CV, and a plan (not exceeding 2 A4 pages) outlining how you would contribute to the two key areas should be sent by email to:

The Secretary of NZ Bridge (secretary@nzbridge.co.nz) no later than the close of business on 30th June 2018.

Allan Morris
Chairperson



On behalf of the key stakeholders, the Board of NZ Bridge is responsible for the stewardship and future well-being of the organisation.

Governance defined – the role of the Board

Governance might be described as:

The exercise of corporate leadership through the establishment and monitoring of necessary controls and strategic direction setting so that the organisation is equipped to respond to the changing circumstances and situations in the external and internal environments in order to meet its requirements in law and the expectations and requirements of owners (members) and other key stakeholders.

Responsibilities to the Board of Board Members

1. Meeting legal requirements

The Board's first duty is to the legal entity. In meeting this duty, the Board must ensure that all legal requirements under the relevant Acts are met and that the entity is protected from harmful situations and circumstances in the interests of current and future stakeholders.

In particular, Board Members have the following legal obligations.

- (a) To act in good faith in the interests of all stakeholders of NZ Bridge.
- (b) To exercise their powers for a proper purpose.
- (c) To act honestly.
- (d) To act with reasonable care and diligence.
- (e) Not to make commitments that cannot reasonably be met.
- (f) Not to make improper use of either their position on the Board or information gained while in that role.
- (g) To ensure that the organisation does not trade while insolvent.

Board Members, either individually or collectively, are potentially liable if they act illegally or negligently.

2. Governance philosophy and approach

The Board will govern NZ Bridge with an emphasis on:

- serving the legitimate collective interests of the present members of NZ Bridge and accounting to them fully for the performance of NZ Bridge and for the Board's stewardship of that performance;
- remaining up to date in terms of key stakeholders' concerns, needs and aspirations;
- developing a future focus rather than being preoccupied with the present or the past;
- providing leadership in the exploration of strategic issues that help to achieve the desired outcomes;
- behaving proactively rather than reacting to events and others' initiatives;
- bringing a diversity of opinions and views to bear on its decisions;
- developing and expressing a collective responsibility for all aspects of the Board's functions.

- ensuring that there are positive conditions for the motivation of employees and officers and ensuring that there is adequate training to support them in their role.

3. Interaction with the media

In all contact with the media, the Chairman shall be the sole spokesperson on all governance-related matters.

4. Other

The Board will perform such other functions as are prescribed by law or are assigned to the Board under NZ Bridge's governing documents.

Expectations of Board Members

To execute these governance responsibilities, Board Members must, as far as is possible, possess certain characteristics, abilities and understandings.

1. Fiduciary duties

Board Members must fulfil their fiduciary duty to act in NZ Bridge's best interest at all times, regardless of personal position, circumstances or affiliation.

2. Strategic orientation

Board Members should be future oriented, demonstrating vision and foresight. Their focus should be on strategic goals and policy implications as well as on keeping a watching brief on operational detail.

3. Integrity and accountability

Board Members must demonstrate high ethical standards and integrity in their personal and professional dealings, and must be willing to act on – and remain collectively accountable for – all Board decisions, even if these are unpopular or if individual members disagree with them. Board Members must be committed to speaking with one voice on all policy and directional matters.

4. Informed and independent judgement

Each member of the Board must have the ability to provide wise, thoughtful counsel on a broad range of issues.

5. Financial literacy

Board Members should be able to read financial statements and understand the use of financial ratios and other indices used for evaluating NZ Bridge's performance.

6. Sector knowledge

Each Board Member is expected to bring a level of sector knowledge that is sufficient to contribute to the Board's deliberations and considerations on behalf of the organisation and its members.

7. Participation

Each Board Member is expected to enhance the Board's deliberations by actively offering questions and comments that add value to the discussion.

Code of Ethics

The Board is committed to the adoption of ethical conduct in all areas of its responsibilities and authority.

Board Members shall:

1. act honestly and in good faith at all times in the best interests of NZ Bridge as a whole;
2. declare all interests that could result in a conflict between personal and organisational priorities;
3. exercise diligence and care in fulfilling the functions of office;
4. make reasonable enquiries to ensure that NZ Bridge is operating efficiently, effectively, legally and ethically in the pursuit of its organisational goals and strategies;
5. maintain sufficient knowledge of NZ Bridge's business and performance to make informed decisions;
6. not agree to NZ Bridge incurring obligations unless he or she believes that such obligations can be met when required;
7. attend Board meetings and devote sufficient time to preparation for Board meetings to allow for full and appropriate participation in the Board's decision making;
8. ensure scrupulous avoidance of deception, unethical practice or any other behaviour that is, or might be construed as, less than honourable in the pursuit of NZ Bridge's business;
9. not disclose to any other person confidential information other than as agreed by the Board or as required under law;
10. act in accordance with their fiduciary duties, complying with the spirit as well as the letter of the law, recognising both the legal duties and the moral duties of the role;
11. abide by Board decisions once reached, notwithstanding a Board Member's right to pursue a review or a reversal of a Board decision;
12. not to make, comment, issue, authorise, offer or endorse any public criticism or statement that has, or is designed to have, an effect that is prejudicial to the best interests of NZ Bridge.