



AGI Governance and Operational Framework

Strategy and Delivery

The Strategy document outlines the focus, priorities and basis on which AGI will govern and operate. The Board and the CE (Chief Executive) will develop and agree on the strategic objectives for the immediate, short and long term. The strategic objectives developed, reviewed and ratified for each financial year will form the basis of the annual business plan prepared by the CE for the Board. The Board will ratify the annual business plan.

Governance

The Board has a governance role but the Chair (chairperson) and the Men's and Women's presidents have operational engagements and responsibilities alongside the CE. AGI and its officers will operate according to the Constitution. The CE will carry out duties and priorities as per the annual business plan ratified by the Board. The responsibilities of the Board are as described in the Auckland Golf Incorporated Board Job Description and Expectations document. This will be reviewed and updated as and where required.

The AGI Board adopts the Institute of Directors 'The Four Pillars of Governance Best Practice' as its reference for governance and a way of measuring its performance.

The first pillar - Determining purpose

The Board adds value by leading the development of the entity's purpose, goals, and strategy. The Board must take ownership of the entity's strategic direction. Long-term business sustainability is a critical focus for the board.

The second pillar - An effective governance culture

The Board adds value by acting as a team with a high-performance culture committed to engaged, quality governance of the entity. It supports open debate, diversity, thoughtful challenge, and constructive dissent. Board members lead through high standards of ethical behaviour, commitment, candour, and integrity. This culture is characterised by effective relationships between board members and with management, shareholders and stakeholders.

The third pillar - Holding to account

A value-adding board holds management to account through informed, astute, effective and independent oversight of performance and conformance matters. It does not do the job of management but ensures purpose and strategy are understood by management and implemented. The board sets the risk appetite of the entity and oversees and monitors risk management.

The fourth pillar - Effective compliance

The Board adds value by ensuring the entity is, and remains, solvent. It ensures the probity of financial reports and processes, and a high standard of compliance with regulatory environments. Board members must comply with their duties and responsibilities in relation to the entity, its shareholders and other stakeholders. Excellence in governance is enhanced through complying with the spirit as well as the letter of the law.



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The following diagram describes the relationships, collaboration and interactions between the four key areas of Auckland Golf and the officers concerned.



Further references on not-for-profit boards and governance:

- <https://www.iod.org.nz/FirstDirectors/How-a-not-for-profit-board-works>.
- <https://www.iod.org.nz/FirstDirectors/What-do-directors-do>

Chair

- Meets with the CE on a regular basis and act as a sounding board.
- Emphasises/maintain the priorities of the Board as and where required.
- Offer advice on operational matters, as and where required, to:
 - Support/directs the CE who is responsible for the operational decisions.
 - Support the men's and women's presidents who are responsible for their respective management committees and areas of golf governance/administration.
- Works with the CE to prepare the agenda for board meeting, chairs the meeting including the board-in-committee meetings. The board-in-committee meetings may be held at the start of each board meeting or as and where required.
- Is a financial co-signatory.
- Authorises creditor and expense payments (including company credit cards). He/she may delegate this to fellow board members as and where required/appropriate.

Chief Executive

- Role and accountabilities as specified in the job position description.
- Reports to the Board.

Men's and Women's Presidents

- The roles and responsibilities are as described in the respective president's position descriptions.
- Reports to the Board.



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Men's and Women's Presidents (cont.)

- Are board members representing their respective management committees.
- Prepare and present reports on plans, activities for their respective groups.
- Involved in the preparation of the annual business plan to serve golf and its development in their respective areas.
- Work closely with the CE to set and deliver agreed objectives, events and initiatives.

Engage with the CE as and where required on golf/clubs administration, communications and delivery of events, trips and representative matters.

Management Committees

- Roles and responsibilities are as specified in the position descriptions.
- Report to the Board through their respective presidents.
- Governance over golf sub-committees.

Leadership Responsibilities of Board Members include:

- Acting with the degree of care and diligence that a reasonable person might be expected to show
- Showing integrity, tact, diplomacy, and sensitivity when dealing with all AGI matters and its members.
- Demonstrating the ability to handle and reconcile opposing views in a fair, ethical, and effective manner consistent with the rules and values of AGI.
- Recognising and respecting diversity (gender, ethnicity, etc) when interacting with officers, employees, contractors, and members, while treating them with compassion and respect.
- Leading by example to encourage, inspire, support, and motivate employees, contractors, and members of the association to be the best they can be in developing and maintaining a harmonious and progressive environment.
- Shaping the association's culture of unity, trust, integrity, and openness.
- Facilitating the development of a Strategy that is inclusive and transparent involving the Board and other relevant Committees and their members.

Core Responsibilities of Board Members include:

- To consider the strategic vision for the Association
- To act in good faith and in the best interests of the Association
- To declare all conflicts of interest with the Association
- To not take advantage of their position for personal profit
- To foster and demonstrate a culture of commitment to the Association through service, contribution in kind, and the desire to make a difference within the Association's community
- To ensure that all new board and sub-committee members receive the level of induction training necessary to empower them to contribute effectively to the Association.

Essential Attributes of Board Members include:

- To have current or recent business and/or not-for-profit governance experience
- To have the ability to access and develop networks that will contribute to the continued growth and promotion of the Association
- Be willing to commit themselves to the Association for two or more years so that they develop a strong knowledge of the business and provide continuity in the Association's governance
- To have a strong interest in promoting the game of golf and activities at the Association.



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Board Meetings

This is held every two months but special meetings may be called as and where required. Board meetings will be organised as follows:

- The CE will ask the Board for items to be included and finalise the meeting agenda with the Chair.
- The 'board pack' sent out a week prior to the meeting will be made up of the following:
 - Agenda
 - Minutes from the previous meeting.
 - Monthly financial reports (P & L, cashflow, investments, association levies, grants) with accompanying commentary (support statements/advice) from the CE.
 - The CE's operations report (this to include notes on initiatives as discussed and agreed with the various stakeholder groups).
 - The men's and women's presidents' reports.
 - Proposals for review, discussion and Board approval.
 - All information to support agenda items.
 - Incoming and outgoing AGI correspondence.
- The minutes from the board meeting to be distributed via email within a week of the meeting for feedback so action points with agreed timelines can be carried out without delay. The agreed draft to be ratified at the following meeting.
- The board-in-committee meetings allows the Chair to update the Board on governance and operational matters that had been attended to on behalf of the Board as well as discussions already had with the CE on items/proposals on the Board meeting agenda. These updates are typically geared towards preparing the Board for robust/focused discussion and or decisions required at the Board meeting.
- The Chair and a nominated Board member will meet with the CE at the beginning of each financial year to set out required outcomes, KPIs and measures.
- The Chair and a nominated Board member will meet with the CE on a quarterly basis to receive and discuss the CE's written review on year-to-date progress against the performance agreement for the year.

Constitution

From time to time changes to the Constitution may be necessary and these will be initiated and rationalised by the Board before presentation to the district association members for ratification.

Proposals for Board Discussion/Approval

These will need to be aligned with AGI's strategic objective and business plan, researched, justified, co-owned with the respective stakeholder group(s), include a change management plan, financially/resourcing sound and presented purposefully. The following process to be used as a guide to develop a proposal ready for the Board's consideration/approval:

<https://www.wikihow.com/Prepare-a-Proposal-for-a-Business-Idea>



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Engagements and Relationships with Other Parties/'Bodies'

Auckland Golf maintains strong working relationships with a number of parties to maintain and build on its position to serve its member clubs, partners (including but not limited to sponsors and supporter), representative teams and other regional and national bodies including but not limited to New Zealand Golf. Strong and effective working relationships with these parties is essential for the success of the association. AGI officers will help develop and maintain these relationships in their capacities. The following shows the key relationships to be fostered to fulfil the objectives of AGI (to be developed further).

