

Mountains to Sea Conservation Trust Board Charter

The purpose of this document is to clearly outline the roles and responsibilities (as well as any governance related delegated authority) and key documents for those involved in the governance and management of the Mountains to Sea Conservation Trust (MTSCT).

MTSCT background

The Northland-based Trust was established in 2002, as a charitable umbrella and support organisation for the Experiencing Marine Reserves (EMR) marine education and Whitebait Connection (WBC) freshwater education programmes. These are both leading models in education for sustainability in Aotearoa/New Zealand.

Trust vision

To empower and support communities to achieve marine and freshwater conservation through experiential programmes and projects.

The Trust sees education as a vital part of society and central to all environmental restoration. Our work involves providing dynamic experiential education programmes that engage schools and communities in marine and freshwater conservation.

Trust objectives (from the Deed):

- a) Environmental educational strategies, programmes, resources and community engagement activities will be created, fostered and offered to the community.
- b) Advocate directly within communities and with Government for the establishment of a system of conservation measures and biodiversity protection areas.
- c) Support and create opportunities for young environmental professionals to work and engage with schools and communities in environmental education, ecological restoration, and conservation management.
- d) Foster and support the pursuit of scientific research, understanding and traditional knowledge of aquatic ecosystems and biodiversity. Ensure that the results of the research are disseminated in the community.
- e) Provide technical, scientific assistance to the community, schools and environmental advocacy groups for the purpose of furthering the aims of the Trust.

What we do and how we do it

In addition to EMR and WBC, we provide a range of supporting projects, resources and services such as Community Guided Snorkel Days, community events for Seaweek and Conservation week, a national marine and freshwater education wananga/conference, the MarineNZ website, the Drains to Harbour Programme, Mangrove Discovery and Reef Savers projects.

The continued development of the Mountains to Sea Conservation Trust brings together a focused and passionate group of Trustees with an array of professional skills and diverse capabilities. Within our group of Trustees we aim for a balance of youth and experience, scientific, social scientific, leadership and educational accomplishment.

We embrace a philosophy of experiential learning and fostering community engagement in education for sustainability and action. Our work is unique in its simple yet powerful principles and robust scientific foundation. Through this we deliver solutions for some of New Zealand's most pressing environmental challenges.

An inspiring blend of community based social marketing; education for sustainability and community engagement principles, combined with demonstrated passion and leadership from our Trustees and coordinators provides us with a proven ability to motivate change.

In 2015, the Trust was honoured to receive a recognition award from the Tindall Foundation, presented at Government House in Auckland by Lt Gen The Rt Hon Sir Jerry Mateparae, the Governor-General of New Zealand for our outstanding contribution to New Zealand.

What our Trustees do

The MTSCT Board provides overall support and direction for the range of programmes and projects run by the Trust. The Trust meets once every two months, with Trustees providing general direction, decision-making, specialist support, opportunities for peer review and access to valuable networks for the programmes. The Trust reviews all evaluations and reports on the year's delivery. Trustees review and make recommendations and contributions to programme development and forward planning as a result.

In addition, the Trust Board plays a role ensuring appropriate and best use of the Trust's resources. This includes ensuring accountability and compliance. For more details, see below.

MTSCT Trusteeship is a volunteer role, each Trustee also volunteers their time (as relevant to their portfolio) to help with various events and activities, as and when practical, for example to assist with documentation, promotion, or delivery of events such as the community guided snorkel days.

In a nutshell, Trustees:

- Contribute to the delivery of the Trust's objectives
- Volunteer their time to attend bi-monthly trust meetings (at locations from Kerikeri to Warkworth but most often held in Whangarei)
- Contribute to the direction of programmes and projects
- Support the delivery team (contractors)
- Support decision-making around grants and funding
- Volunteer their time via email to peer review documents and any queries that come up requiring their input or speciality advice
- Support the programme director and national coordinators with the management, Health and Safety and implementation of the Trust's programmes
- Contribute in a way that is positive and supportive

What do Trustees get in return?

- Contribute to conserving Aotearoa's streams, rivers, wetlands and oceans
- Create opportunities for youth and future generations to experience healthy marine and freshwater environments
- Contribute to the strategic evolution of the Trust
- Free annual registration at our national Mountains to Sea wananga
- Contribute to a successful organisation
- Add profile to their own organisation or CV
- Satisfaction of being part of an amazing team and supporting a great bunch of national team members (contractors/coordinators)

Other governance roles:

As an alternative to the Trustee role, we have an advisory role for people offering specific services to the trust. An advisory role would be created specific to your skills. A profile would be created for your role and you would have aspects of the above benefits, without the responsibility to attend bi-monthly meetings. Your contributions would be specific to your skill set and profiled on our Trust website and documents.

MTSCT governance model

The Board of Trustees comprises a minimum of 5 Trustees and maximum of 10 Trustees. Trustees shall be appointed by the current Trustees for the time being such persons being entitled to one vote. Trustees may resign by notice in writing to the remaining Trustees delivered to the Trust's registered office.

MTSCT holds an AGM every year, for the purpose of transparency, in addition to its minimum legal reporting requirements. Minimum legal reporting requirements include annual audited accounts and an annual return to charity services. More information can be found on the [Charities Service website](#). View the MTSCT listing on the Charities website [here](#).

The functions of the MTSCT Board of Trustees are outlined below. The meeting agendas will reflect these functions:

1. **Strategic Leadership:** Strategic thinking, setting overall direction and major policies by which MTSCT operates
2. **Stewardship:** Looking after the financial, human and physical resources of the organisation. Being accountable for assets, ensuring management behaves in an appropriate & accountable way. Ensuring quality of services provided
3. **External Relationships:** Bring external relationships into the organisation
4. **Maintenance of the Board of Trustees:** Maintaining, running and developing the Board itself to ensure the governance body adds value to the MTSCT's effectiveness. A paid staff person will provide administration support to the board. Reports will be sent out a week before the meetings (including portfolio reports from Trustees).

In addition, the Board members are committed to:

- Contributing expertise and networks
- Acting as champions
- Ensuring relationships are protected and nurtured
- Participating in discussions when operations are not working
- Reviewing policies
- Fostering a culture where people feel that they can speak up

Trustees will each hold portfolios of responsibilities and will ensure reports are included on agendas when relevant.

Current Trustees and portfolios:

Dr. Olivier Ball (Science)

Manuel Springford (Chair and Te Waha Māori)

Matt Keene (Communications, Strategy and Marketing)

Geoff Butturini (Secretary, Outdoor Specialist and Health and Safety representative)

Eden Hakaraia (Deputy Chair and Education)

Hilton Leith (Business)

Jean-Louis Ecochard (Treasurer and Fundraising)

Katrina Goddard (Marine Science and Policy Advisor)

Top Management:

Samara Nicholas (Poutokomanawa/Co-Director - Marine Lead, MNZM)

Kim Jones (Poutokomanawa/Co-Director - Freshwater Lead)

Advisors:

Vince Kerr (Conservation Science)

Key Relationships and Communication

The governance structure of MTSCT is that of a partnership between the Board and the Poutokomanawa of the organisation who will lead the operations of the organisation.

This partnership is based on the principle of :

- Support
- Respect
- Transparency
- Trust
- Honest communication

The Board will:

- Ensure that Poutokomanawa role descriptions include a narrative outlining the mana inherent in the position. This is outlined in the contract and linked to the role description in the Safety Management Plan (SMP).
- Be responsible for setting the strategy and defining financial limits for the Poutokomanawa. There is delegated authority as agreed at MTSCT meeting 29/01/2020 and documented in the 'financial control' and 'fraud risk management' policies and as agreed in the contracts. New contracts must be run past the Board if revenue from one potential new contract will equal more than 10% of the annual income, or if the partnership triggers potential value clashes.

With respect to providing information and counsel to the Board, it is expected that the Poutokomanawa:

- Are responsible for implementing the strategic plan as set by the Board, ensuring the organisation operates legally and meets its fiscal obligations.
- Will report to the Board on the progress of the strategic plan. This will be a permanent agenda item at Board meetings through discussion of Programme Updates. Programme Updates include important information for Trustees including a list of new and current contractors, a list of current and new contracts and funding, events and schools/community groups worked with since last meeting and current and new (including potential) partnerships.
- Will participate in all Board meetings; Board only time will be included in meetings. The Chair can call 'Board only time' at any time.
- Ensure that the information provided is relevant to the mission, ends and strategic objectives of MTSCT.
- Ensure that the board is aware of relevant trends in the community that affect the assumptions of the current strategic objectives of MTSCT.
- Advise the board if, in the Poutokomanawa's opinion, it is not in compliance with its own policies, roles and responsibilities, especially when the board's behaviour may be detrimental to the relationship between the board and the Poutokomanawa.
- Marshal a diversity of points of view and options needed for informed board choices.
- Inform the board of any external complaints or adverse media coverage which may affect the reputation of MTSCT.
- Inform the board of any internal complaints, grievances or other conflicts which may impact on MTSCT's performance.
- Deal with the board as a whole except when responding to officers or board committees with specific responsibilities.
- Provide information relevant to the creation and review of board policies (board level operational policies).

- Report in a timely manner any actual or anticipated noncompliance with any policy of the board.

For Trustees, the principal point of contact with the Poutokomanawa is through the Chair. However, Board members may also contact poutokomanawa directly if appropriate.

Trustees from time to time will participate in organisation activities, as volunteers, outside of their governance role. In this situation they will be managed and led by the staff.

Annual Review Framework

Poutokomanawa

The Board will ensure the commitments to the partnership are regularly reviewed and management contracts are reviewed annually. This is initiated by the Chair and one other Trustee on 1 August each year. The outcomes from this review should be presented at the AGM in September to assess:

- Whether there is a soundly based documentation regarding the contractual relationship with the Poutokomanawa (i.e. contract review)
- Whether the expectations regarding the performance of the Poutokomanawa are monitored and constructive feedback is given to the Poutokomanawa.
- Do we have a policy framework in place that clearly expresses the organisational ends or outcomes to be achieved and the situations and circumstances to be avoided?

During the annual ‘Performance-to-plan’ review the Board assesses the Poutokomanawa’s strengths and weaknesses and agrees with Poutokomanawa on goals for the upcoming year. Goals should be drafted after the review and presented at the AGM in September.

MTSCT Board Self-Review

An annual board self-review should be conducted alongside the Poutokomanawa review, ideally in August. Information of the review should be compiled and presented at the AGM in September. The detailed review framework can be found in APPENDIX I and is completed online individually.

Authority to write policy

The Board delegates authority to write policy to Poutokomanawa/Co-Directors. Operational policy does not have to be approved by the Board. Governance policy must be approved by the Board. Poutokomanawa discretion can be used to decide if a typically operational policy with value based items needs to be run past a Board member with the relevant portfolio e.g. eco-sourcing policy past Science portfolio holder/s or use of full face masks past Outdoor Specialist portfolio holder.

Health and Safety Responsibilities

MTSCT is proud of its proactive culture and approach to Health and Safety. The Mountains to Sea Conservation Trust is a PCBU – A PCBU is a ‘person conducting a business or undertaking’. A PCBU must ensure, so far as is reasonably practicable, the health and safety of workers, and that other persons are not put at risk by its work. This is called the ‘primary duty of care’. **The Mountains to Sea Conservation Trust Chairperson and Trustees have the ultimate accountability for Health and Safety.** The details around this are outlined in the SMP.

The Poutokomanawa are the experts on the practical Trust operations and the Board delegates the responsibility of the day to day management of the Safety Management System (SMS) to them. Trustees will review the SMS regularly at Board meetings and when Poutokomanawa circulate any amendments, incidents and/or potential issues.

Key documents for Board:

Trust Deed

[Trust Strategy](#)

[Trust Theory of Change](#)

[Safety Management Plan](#)

[WBC SOP Manual](#)

[EMR SOP Manual](#)

Websites (EMR and WBC websites list our policies):

www.mountainstosea.org.nz

www.whitebaitconnection.co.nz

www.emr.org.nz

V1 of this charter was approved by Trustees at bi-monthly meeting on 29/01/2020

This version of the charter approved by Trustees at bi-monthly meeting on _____.

APPENDIX I: MTSCT Board Annual Self-Review

	Totally Agree	Agree	Disagree	Totally Disagree
Board members have the skills and experience needed to provide effective governance of this organisation.	1	2	3	4
The board's standards of achievement in governance are as high as it expects of the organisation.	1	2	3	4
	Regularly	Occasionally	Never	
The board reviews its governance performance	1	2	3	
The board undertakes activities designed to improve its own governance performance	1	2	3	
	Totally Agree	Agree	Disagree	Totally Disagree
The board has adopted explicit statements that spell out such matters as the organisation's purpose, values, strategic direction and priorities.	1	2	3	4
The board consults to understand their perspectives and to obtain their opinions about the organisation's direction and performance with:				
<ul style="list-style-type: none"> • Owners (partners) 	1	2	3	4
<ul style="list-style-type: none"> • Other key stakeholders (sponsors, funders, kura) 	1	2	3	4
<ul style="list-style-type: none"> • Employees 	1	2	3	4
The board has a clear understanding of the part it must play in the success of the organisation	1	2	3	4
The board has adopted policies that spell out its own role and responsibilities and define how it will operate (e.g. job description, code of conduct, etc).	1	2	3	4
The board has clearly expressed the key outcomes or results it expects the organisation to achieve.	1	2	3	4
The board formally and effectively assesses and evaluates the risks facing the organisation.	1	2	3	4
The chief executive's compliance with the board's expectations and policies is monitored regularly	1	2	3	4
The board has a comprehensive orientation programme that assists new board members to become full contributors as soon as possible. 1 2 3 4 Board meetings focus on longer -term policy and strategic issues.	1	2	3	4
The board provides proactive leadership and direction to the organisation.	1	2	3	4

Board meetings are conducted so that each member can share fully in discussion and decision -making	1	2	3	4
Conflicting views within the board are aired openly and dealt with effectively	1	2	3	4
In board deliberations members focus on the interests of the organisation	1	2	3	4
Board members leave meetings with a collective sense of achievement	1	2	3	4
The difference between governance and management roles and responsibilities is clear.	1	2	3	4
The board has a clear idea of what information it needs	1	2	3	4
The information received by the board is in a form that allows all board members to fully comprehend the organisation's situation and performance	1	2	3	4
The board has explicitly stated its performance expectations of the Poutokomanawa (and any other staff appointed directly by the board).	1	2	3	4
The board conducts a formal performance evaluation of the Poutokomanawa and any other staff it appoints directly at least once per year	1	2	3	4
Once policies and strategic direction are agreed, the board leaves the Poutokomanawa and staff to go about their business free from intrusion or interference.	1	2	3	4