



Governance Board Code of Conduct

Governance Board Policies

1 Purpose

The purpose of this policy is to outline Governance Board members:

- i. Expected professional behaviour
- ii. Declaration of conflict of interest
- iii. Complaint and Disciplinary procedure

2 Organisational Scope

- i. This policy applies to the Governance Board of The Theosophical Society in New Zealand Inc.
- ii. Each Director of the Governance Board is required to sign the attached forms in the appendix at the first Governance Board meeting they attend, or if an existing director, at the first meeting attended each year, signifying that they have read, understood and will comply with the policy.
- iii. The last section of the policy outlines the disciplinary procedure.

3 Definitions

For purposes of this policy, unless otherwise stated, the following definitions shall apply:

Board:	Is the Governance Board of the Society
Chairperson:	Is the chairperson of the Governance Board of The New Zealand Theosophical Society Incorporated.
Complainant:	Person initiating a complaint.
Complaint recipient:	Is the Director who has had a complaint made against them.
Director:	A Member of the Governance Board.
TSNZ Society:	The Theosophical Society in New Zealand Incorporated.

4 Professional Conduct

4.1 This Policy sets out minimum standards of conduct and integrity to be observed by directors. The most important obligations are summarised below:

- i. Directors will act honestly, and exercise reasonable care and diligence at all times in the performance of their functions and duties
- ii. A Director or former Director will not make improper use of information acquired by virtue of their position
- iii. A Director will not make improper use of their position to gain a direct or indirect advantage for self or any other person
- iv. Directors have a fiduciary duty to the Society and a duty to act with loyalty and in good faith.

4.2 Personal Behaviour

The standards of personal behaviour applicable to Directors are set out below:

- i. Directors will acquire a clear understanding of the role and purpose of the Governance Board as set out in the '**Governance Board Roles and Responsibilities Policy**' document. They will develop an understanding of the Governance Board's business and the environment in which it operates, and stay informed of all relevant activities affecting the Governance Board. Directors will strive to attend all Governance Board and relevant committee meetings and other scheduled activities.
- ii. Directors will treat each other with professionalism, courtesy, honesty, integrity and respect. They will work cooperatively with fellow members towards agreed goals, whilst accepting the obligation to be independent in judgment and actions. Directors will not attempt to improperly influence other Directors.
- iii. Directors will promote ethical behaviour and comply with all laws and regulations and will actively promote compliance within the Governance Board.
- iv. Directors will uphold the integrity of the TS and defend its Values, Rules and Policy.

5 Conflict of Interest (actual & perceived)

A conflict of interest involves a person or entity that has two relationships competing with each other for the person's loyalty. For example, where a person has a direct personal or pecuniary interest not common to other members of the organisation e.g. if a motion proposes that the organisation enter into a contract with a commercial firm of which a member of the organisation is an officer and from which contract they would derive personal pecuniary profit, the member should abstain from voting on the motion. Conflicts of interest can happen both personally and professionally.

- 5.1 Directors may have other responsibilities or interests which may from time to time interact with the interests of the Governance Board. This may create a situation of divided loyalties, or of temporary conflict of interest.
- 5.2 The Governance Board aspires to the highest values of ethical governance, and applies rigorous procedures to deal with actual or potential conflict situations. These rely on the total acceptance by Directors of the obligation to declare an interest, and to isolate themselves from any activity in which they may have a conflict.
- 5.3 The procedures are summarised as follows:
 - i. If a situation where an actual or potential conflict should arise, then before the meeting the Director concerned will discuss the matter with the National President and Chairperson. The Director concerned will withdraw if requested while the Board discusses the potential conflict.
 - ii. From time to time, a meeting situation may arise in which a Director could have, or could be thought to have, a personal stake in matters to be considered by the board. A director who identifies a conflict of interest must declare it before any discussion of the matter begins.
 - iii. If it is decided that a conflict does exist, then depending on its assessed significance, the director involved will be requested to take one of the following courses of action (in order of increasing significance):
 - a. the declaration of conflict of interest is recorded in the minutes;

- b. refrain from voting on a relevant matter during a Governance Board meeting;
 - c. withdrawing from discussion of relevant matter(s) during a Governance Board meeting;
 - d. taking leave of absence from the Governance Board for a period;
 - e. resigning from the Governance Board.
- iv. In the particular case where the other members of the Governance Board may decide that a director or a related party may properly supply goods or services on commercially acceptable terms to the Society, details will be reviewed by the Governance Board and appropriate disclosures will be provided in the Annual Report and Notes in the Financial Statements.

6 Board Decisions

- 6.1 Ultimately, boards should aim for consensus decision making and collective responsibility. When decisions are taken and final, the board speaks with one external voice, notwithstanding divergence of minority opinions internally.
- 6.2 Dissenting views of Directors who disagree with a decision taken will sometimes want to have their position noted. However, explicit dissent of a director should be recorded in the minutes as a matter of good practice in retaining an accurate record of the board's deliberations.
- 6.3 A director with a dissenting view should never:
- Undermine the decision by undercutting its implementation or acting defiantly
 - Try to distance themselves from their fellow Board members in private backroom discussions
 - Recruit others (including staff and members) to object to decisions

7 Confidential Information and Records

- 7.1 The National President takes prime responsibility for proper recording of Board proceedings and related matters – including storage and handling of documents, videos, tapes, etc. However, directors receive a good deal of information in various forms as a result of their Governance Board roles, and accept responsibility for careful and secure stewardship – particularly in relation to confidential material.
- 7.2 Care is to be exercised in regard to information handled via e-mail or other electronic transmission devices, to ensure that this is not inadvertently made available to unauthorised parties.
- 7.3 The obligations and procedures may be summarised as follows:
- i. Directors will cooperate fully with the National President in regard to Governance Board records and information. Any such records retained by directors will be stored with appropriate security, particularly concerning Privacy matters. Material not required for retention will be passed to the National Section Administrator.
 - ii. Directors acknowledge that confidential information received in the course of exercising Governance Board duties remains the property of the Governance Board. It will not be disclosed unless either the Board has so authorised, or disclosure is required by law or is already in the public domain.
 - iii. Directors will exercise discretion in regard to all Governance Board information which is not in the public domain.

- iv. Former Directors, within 2 years of retiring from the board can, if they so desire, exercise rights to access Governance Board records from their term, by contacting the National President.

7.4 Confidentiality is not only a matter of disclosure of information. It also requires that a member acquiring information in the course of performing the member's professional work neither uses nor appears to use that information for personal advantage or for the advantage of a third party.

8 At Completion of Term

At the completion of the term as a Director:-

- i. Immediately deliver up to the National President all property in his or her possession, belonging to the Governance Board. This does not include Board papers or other information the Director is entitled to retain;
- ii. Not represent themselves as being in any way connected with the Governance Board except as being a past member.

8. Breach of Code of Conduct

(a) A Board member who breached this code of conduct shall be given a written warning of such, including the details of the breach. For a serious breach the Board member may be suspended as a Board member for a period of six months by majority vote.

(b) If the member concerned deems the warning unfair or not warranted, they may write to the Board Chair or National President with their viewpoint with a request a re-consideration of the warning by the Board.

(c) if the Board member breaches this Code of Conduct twice (and after following (b) above), and the Governance Board meeting agrees by a two-thirds majority vote that this has taken place, then the board members will be expelled from the Governance Board.

9 Legislative Compliance

The Society is required to manage its policy documentation within a legislative framework. The legislation directing this policy is the:

- Incorporated Societies Act 2022
- Charities Act 2005
- Privacy Act

10 References

Governance Board Role and Responsibility Policy

11 Approval Agency

Governance Board

12 Contact Person

The following person may be approached on a routine basis in relation to this policy:

National President

np@theosophy.nz

13 Review Date

Approval Date: 27 July 2024

Review Date: July 2027

Appendix

Disclosure of Interest Form.

Disclosure of Interest Form

Directors of

The Theosophical Society in New Zealand Incorporated

When a Director of The Theosophical Society in New Zealand Incorporated has a relationship, financial or otherwise, with individuals or organizations that could influence the members work inappropriately, a conflict of interest may exist. Examples of potential conflicts of interest may include but are not limited to academic, personal, or political relationships; employment; consultancies or honoraria; and financial connections such as stock ownership (greater than or equal to 5 percent of a listed shareholding) and funding. Although a Director may not feel that there are conflicts, disclosure of relationships and interests that could be viewed by others as conflicts of interest affords a more transparent and prudent process.

All Directors must complete this form and disclose any actual or potential conflict of interest. The Theosophical Society in New Zealand Incorporated may publish such disclosures in reports or financial statements.

☐ I have no potential conflict of interest pertaining to The Theosophical Society in New Zealand Inc. Board

Category for Disclosure	Description of Interest/Arrangement

Name _____

Title _____

Signature _____ Date _____

Directors Confirmation Form

The Theosophical Society in New Zealand Incorporated Directors Confirmation

The Governance Board Code of Conduct and Associated Disciplinary Procedures

To be signed by any TSNZ member that sits at the Governance Board table confirming that they have read and understood the Code of Conduct prior to the meeting.

I, the undersigned confirm that I read and understood the Code of Conduct and will abide by its contents while Serving as a member of The Theosophical Society in New Zealand Governance Board.

Name _____

Title _____

Signature _____ Date _____