Upper Clutha Agricultural & Pastoral Society
Governance Manual
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BACKGROUND

The Upper Clutha A&P Society is a not-for-profit organisation operating in the Upper Clutha of Otago NZ.

The society is responsible for hosting the annual two day Wanaka A&P show. Over the years the Show has seen continued growth to the full programme of events we see today, with quality stock competitions, a growing home industry section and trade exhibitors, entertainment and agricultural displays filling every corner.

Beginning life in 1895 as the Upper Clutha A&P Show, the first Agricultural and Pastoral Show was held in Cromwell. In 1933 it was reinstated in Wanaka, with the first show being in 1934 and it has been based at the picturesque lakefront Showgrounds ever since, run by the Upper Clutha A&P Society.

To celebrate the 50th Show, Mrs Sybil Hunt, wife of the Society’s first president, Mr J S Hunt, opened the event in 1983. In 2012, Prime Minister John Key attended to mark the 75th Show.

As a member of the Royal Agricultural Society of New Zealand, the Wanaka A&P Show hosted a Royal Event in 2008. Three events – Round the Ring Equestrian, Dog Trials and Stud Sheep – were given the prestigious status and 14 RAS Royal Event medals were awarded.
The Upper Clutha A&P Society was formed in 1933 with the first show being held in 1934. The A&P Show has always been held on the current grounds in the centre of Wanaka, with the only time it was suspended was during the war years of 1942-1945.

After 81 years the show structure changed from a President to a five member Board. The section Committees are still very active ensuring that the A&P aspect is kept strong.
CONSTITUTION AND RULES

Of the Upper Clutha Agricultural and Pastoral Society
Incorporated under the Agricultural and Pastoral Society’s Act 1908
Adopted at the first General Annual Meeting of the Society held at Luggate the 22nd day of November 1935

To view this document click here
UPPER CLUTHA SOCIETY STRATEGIC PLAN – 2020/21

‘Showcasing agriculture excellence through innovation, education, & competition.’

“Our areas of focus”

COMMUNITY RELATIONSHIPS
- Effective communication
- Enhance exhibitor/competitor/visitor experience
- Attract & foster volunteers
- Engage in all constitution deliverables

EDUCATION
- Bridge rural/urban divide
- Showcase diversity through other events
- Industry representation within community

GOVERNANCE
- Effective policy & procedures
- Be financially prudent
- Effective leadership & sound decision making

ASSET PROTECTION
- Building expansion
- Develop funding opportunities
- Growth of capital assets

“We aim to deliver on”

“We champion for”

INCLUSIVENESS | INTEGRITY | INNOVATION
CURRENT BOARD

Chair: Mike Hill (re elected 2019)
Vice Chair: Grant Ruddenklau (elected 2018)
Board Member: Jan Allen (elected 2018)
Board Member: Chrissy Gibson (re elected 2019)
Board Member: Doug Stalker (elected 2018)

OFFICIALS

Event Manager: Jane Stalker
Financial: Bronwyn McCarthy
Livestock Manager: Fe Howie
Corporate Sponsorship: Grant Ruddenklau & Chrissy Gibson
Hon. Life Members: W H Gibson, P D Gordon, J C A Lucas, Mrs D Gordon, Mrs K Curtis, A R Morris
Horse Committee: Fe Howie (Chief Steward), John Lucas, Alan McKay, Dave Mackay, Dee Gordon, Ross Howie, Christine Gibson, Emma Rowe-Pledger, Jenny Calder, Emma Davidson, Ian Tippett, Brenda King, Judy Thomas, Penny Ford, Cate Howie
Cattle Committee: Rupert Power (Chief Steward) Charlie Ewing, Pip Ewing, John Osborne, Geof Brown, Dave Power, G Morris, Helena Power, Mike Elliot

Sheep Committee: Boyd Ottrey, (Chief Steward), Ben Purvis, Bill Gibson, Robbie Gibson, Murray Sheppard, Murray Pryde, Simon Maling, Tony Brent, Sam Purvis, John Templeton, Grahame Senior

Fleece Wool Committee: Martin Paterson (Chief Steward), Tom Rowley, Sandy Morris, Jack Davis, Taff Cochrane, Liz Brown, Ian Bagley, Jim Morris

Dog Trial Committee: Don Mackay (Chief Steward), Rick McNeilly, Don McRae, Duncan McRae, Hamish Mackay; Jack Mansfield

Home Industry Committee: Janice Dickey (Chief Steward) Jan Allen, Jill Bruce, Lesley Stewart, Kate Norman, Liz Buggs

Boer Goat Committee: Owen Booth, Dougal Laidlaw

Sheaf Tossing Committee: Jerry Burdon, Hugh Simmers

Trade: Paul Tamati, Hugh Simmers, Peter Williams

Parade Marshall: Richard Pledger

Announcers: Alan Kane, Tim Black, J Calder, Tony Glynn, Cate Howie, Mick Withers

Farrier: S Cooper

Hon Veterinary: VetEnt Wanaka

Emergency Services & Traffic Management: R Fegan
AGM & BOARD MEETINGS

AGM
Held annually generally in August, subject to the completion of the audit.

Board Meeting Frequency and Duration
Held on the 2nd Monday of each month except January, and the 1st Monday in March (Show Month).
Type and place of meeting confirmed as per agenda.

Meeting Protocols
- The aim of board meetings is to be forward thinking and directors should be able to add value by applying their respective experience, expertise and wisdom.
- All discussions should focus on how to support the mission, not on who is right.
- Meetings are formal
- Decisions are made through formal voting
- A clear, concise and focused board agenda, covering the right matters
- Papers delivered in good time (from the CEO and senior management) containing relevant, timely and accessible intelligence in a style and format that enables appropriate analysis
- Prepared participants
- An effective meeting chair
- Relevant, robust and respectful debate
- Minutes that accurately record information and decisions, that are finalised promptly
ROLE OF THE BOARD

- Ensure the organisation is well managed but not to do the managing.
- Is to govern strategically by providing direction and control. The chief executive’s job is to manage operations.
- Identify what is to be delegated to management.
- Is to have a duty of care and be aware of their legal duties and responsibilities and govern in the best long term interests of the whole organisation.
- Is a position of trust and the stewardship should protect the organisation from harm and steer it towards positive achievement.
- To apply independent minds to the board’s work and decision-making.
- To be externally focussed and concerned with the larger context and “setting” of the organisation.
- To oversee the operations and finances of the organisation.
- To determine, review and maintain the vision, purpose and values of the organisation.
- Set strategic organisational objectives and expectations which are aligned with the purpose.

GOVERNANCE IS THE PROCESS BY WHICH THE BOARD
- ensures the organisation complies with all legal and constitutional requirements;
- sets strategic direction and priorities;
- sets high-level policies and management performance expectations;
- characterises and oversees the management of risk; and
- monitors and evaluates organisational performance;

...in order to exercise its accountability to the organisation.
Work with management of the organisation to develop a set of plans that align with the vision, purpose and strategic objectives.
- Approve of short and long-term strategies.
- To clearly outline expectations of the chief executive and what management is expected to achieve.
- Support management in its implementation of the plans.
- Monitor and evaluate the degree of success against these plans and objectives.
- Approve of annual budgets.
- Approve of expenditure over pre specified limits.
- Appointment, performance evaluation and (if the circumstances necessitate) termination of the employment agreement of the CEO.
- Risk oversight.
- To speak in one united voice about critical matters.
- Provide a check on the integrity of external financial and non-financial reports.
- Ensure any additional monitoring of the activities of the organisation in order to satisfy itself that the not-for-profit is being properly managed.
- Supporting effective engagement with key stakeholders.

**Director Duties**

Directors have duties and responsibilities under the Companies Act 1993, other legislation and case law. The fundamental duty of directors is to act in good faith and in what they believe to be the best interests of the organisation. To reference the Upper Clutha Agricultural & Pastoral Society board members director duties please refer here.
Board Code of Conduct

- Every decision made by the board must be impartial and in the best interests of the organisation.
- Board members must communicate with the board if there is a possible conflict of interest whereby they or someone close to them may benefit in some way. Please refer to conflict of interest policy.
- If a conflict of interest is identified it must be disclosed formally and that board member is no longer invited to exercise judgement on how it should be resolved.
- The other members of the board will then decide the best course of action.
- The board member with the conflict may be excluded from any further discussion or be allowed to be present, but not permitted to vote. The board may also tailor the papers provided so that the conflicted board member receives no information on the issue.
- All board members should arrive at board meetings on time and stay until the meetings end.
- Board members should read board materials in advance of meetings.
- There should be no talking over others or monopolising board discussions.
- Give each board member the opportunity to speak.
- The asking of questions is not discouraged or frowned upon.
- Board issues will be dealt with in the boardroom and not externally.

Assessment of Board Performance

In order to ensure quality of governance, boardroom discussion and decision making a review is to be conducted bi-annually utilising an external facilitator and formal board or governance assessment tool.
Board Appointments and Reappointments

Purpose
To ensure the board is representative of its membership and the community it services, responsive to change and consistently effective the board aims to engage with people for director roles that can deliver value and provide certain relevant skills, knowledge and/or experience that fits with the current needs of the organisation in order to meet its objectives and strategic goals.

Considerations for Appointments
Personal Qualities
Skills Matrix – where are the gaps? See diagram page 14.

Term of Appointments
Board members are elected and appointed for a term of three years as per the constitution.

Additional Requirements
As per the constitution, the board has the ability to co-opt or appoint an extra trustee to undertake a specific role or to fill a specific gap.

Subcommittees
Sub committees are elected post AGM, they are to have a designated purpose and a delegated authority to either report back to the board or have full power to act on behalf of the board.
<table>
<thead>
<tr>
<th><strong>Skills Matrix</strong></th>
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<tbody>
<tr>
<td><strong>Strategic Expertise</strong></td>
</tr>
<tr>
<td>➤ The ability to guide and review strategy through constructive questioning and suggestion.</td>
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<tr>
<td>➤ The skills to engage in the development, approval, and monitoring of the societies strategy.</td>
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<tr>
<td><strong>Accounting and Finance</strong></td>
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<tr>
<td>➤ The ability to read and comprehend the NFP’s accounts, financial material presented to the board and some understanding of the organisation’s financial drivers/funding and business model.</td>
</tr>
<tr>
<td><strong>Managing People and Achieving Change</strong></td>
</tr>
<tr>
<td>➤ Provides strategic guidance and support to the CEO and management team to achieve outcomes.</td>
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<tr>
<td>➤ Shows energy, vitality and commitment to the organisation’s values and culture.</td>
</tr>
<tr>
<td>➤ Inspires others to achieve by ensuring clear understanding of goals.</td>
</tr>
<tr>
<td><strong>Managing Risk</strong></td>
</tr>
<tr>
<td>➤ Experience in managing areas of major risk to the organisation.</td>
</tr>
<tr>
<td>➤ Identifies financial, operating, market, health and safety, and legal risks.</td>
</tr>
<tr>
<td>➤ Assists with the high level development of contingency and disaster recovery plans.</td>
</tr>
<tr>
<td>➤ Is comfortable with and tolerant of reasonable risk, ambiguity and uncertainty.</td>
</tr>
<tr>
<td><strong>Legal</strong></td>
</tr>
<tr>
<td>➤ Overseeing compliance with numerous laws as well as understanding an individual directors legal duties and responsibilities.</td>
</tr>
<tr>
<td>➤ Requirement to stay up to date with government legislations, bylaws, and societies policies.</td>
</tr>
<tr>
<td><strong>NFP Sector Fundraising and Grants</strong></td>
</tr>
<tr>
<td>➤ Experience of other NFP sectors and knowledge of charitable trust and government funding.</td>
</tr>
<tr>
<td>➤ Creates and draws on professional networks within and externally of the organisation for the benefit of the society.</td>
</tr>
<tr>
<td><strong>Industry Knowledge</strong></td>
</tr>
<tr>
<td>➤ Passion for the cause, experience in similar organisations, sectors or agricultural and pastoral industries.</td>
</tr>
<tr>
<td>➤ Draws on own sector/industry and commercial knowledge to identify gaps in information, challenge assumptions, present logical arguments and provide perspective.</td>
</tr>
</tbody>
</table>
Board Process for Appointments and Reappointments

To read more about the following board process for appointments and reappointments click on the following headers.

- Phase 1 – Needs Assessment
- Phase 2 - Process for Recruitment and Nomination
- Process for Selection
- Process for Appointment
- Election/Confirmation of the Chair
- Board Assessment and Renewal
ROLE OF THE CHAIR

- To establish and maintain a productive working relationship with the CEO providing the primary interface between the board and the CEO.
- Be an efficient and effective “conductor” and preside over board meetings and annual general meetings.
- Sets annual meeting timetables.
- Define the purpose of meetings, prepare agendas and distribute papers in advance of meetings.
- To provide leadership in the recruitment of new directors.
- To provide overall strategic leadership to enhance the effectiveness of the board.
- Have the confidence of the board.
- Have a good understanding of the organisation’s purpose and operational challenges.
- Have the skills to ensure the board works as a cohesive team.
- To ensure accurate recording of meeting decisions.
- To ensure boards resources are well and appropriately used.

Role of the Chair in Board Meetings

- Facilitate the meeting process and ensure meetings start and finish on time.
- Helping to ensure important issues are included on board agendas and board members have sufficient time to read board papers.
- Keep discussions on topic. Promote inclusive debate and an appropriate tone throughout discussions.
- Guide dialogue and ensure that everyone has the opportunity to speak. Deal effectively with dissent.
● The chair must remain neutral at all times. If there is an item the Chair wishes to participate in the discussion of regarding a particular agenda someone else must adopt the chair role for the purpose of debate about the agenda item.

● If someone is dominating the discussion or diverting the agenda tactfully, draw the individual back to the agenda item at hand and seek further comment from other board members.

● Be an active listener, acknowledge speakers by their name and with appropriate facial features and gestures, clarify and summarise their point succinctly when appropriate.

● Breaking a deadlock – If an agenda item has proved more complex than initially thought the chair can.
  ➤ Extend the time for further discussion of the item
  ➤ Refer the item to a working group
  ➤ Set up an extraordinary meeting of the board to deal with item specifically

● Ensure board behaviour and actions are consistent with the board’s governance process policies.
ROLE OF CHIEF EXECUTIVE AT BOARD MEETINGS

- To be the board's primary consultant
- Provide the board with specified reports
- Have full participation in the meeting but no vote

CEO Reporting to the Board

The CEO is required to submit an operational report to the board prior to the monthly board meetings.

Purpose

To ensure an open and progressive relationship between the board and CEO whereby the board is effectively informed whether the society is performing to plan, whether there are any issues, and what is being done to remedy these issues.

Objectives

1. To provide a snapshot of operations and performance against strategic organisational plans and budgets.
2. To be forward thinking and focused on emerging solutions to any operational and performance problems.
3. Raise any concerns or provide information that the CEO would like the Board to be aware of. Identifying any important decisions that are required to be made by the board.
4. Encourage and contribute to decision based conversations between the board and chief executive about what is really important in relation to the “thrival” of the business.
5. To provide a “heads up” to the board (no surprises) about emerging opportunities or concerns.
CONFLICT OF INTEREST POLICY

Definition
A conflict of interest is any situation in which a trustee’s personal interest or loyalties could affect their ability to make a decision in the best interest of the charity.

Purpose of Policy
The purpose of a Conflict of Interest Policy is to ensure the following;
● Any decisions made are in the best interest of the charity when contemplating entering into a transaction, contract or arrangement that might benefit the private or personal interests of members of the governing group,
● The governing group acts at all times in the best interest of the charity,
● The trustees do not directly or indirectly receive and profit from his or her position,
● Any financial interest is disclosed, and
● Trustees do not use their position to obtain information to achieve financial benefit for themselves or another close family member, friend, or for another organisation. Family includes anyone related by blood, marriage or domestic partnership.

Policy
When a conflict of interest exists for a trustee, that trustee must:
1. Declare the nature and extent of the conflict or potential conflict. The trustee may provide relevant information, as would be expected to inform the decision-making process.
2. Remove themselves from the meeting while any deliberations related to decision-making take place.
3. The trustee must not be counted in the quorum required for decision-making on that matter and are required to remove themselves from the meeting while a vote takes place.
4. The minutes of meetings will record all disclosures and declarations of conflict of interest. This will include:
   a. The type of conflict of interest
   b. The trustee affected
   c. Whether the conflict of interest was declared in advance
   d. A summary of the discussion, and
   e. How it was ensured that decisions were made in the charity’s best interest, including anyone that withdrew from the discussion and decision making.

5. An interest register will be regularly maintained and monitored where officers will register any perceived, current or potential interests. The interest register will include information about:
   a. The officer affected
   b. The type of conflict of interest, and
   c. How it will be ensured that decisions are made in the charity’s best interest.