

**TE KURA TOI WHAKAARI
O AOTEAROA:
NEW ZEALAND DRAMA SCHOOL**

Board Policy Manual

December 2006

Introduction

The Board of Trustees is the legal authority for the School. As such, the Board and its members are entrusted to ensure that the School is soundly managed for the benefit of all. This will be reflected in policies that encourage best practice and compliance with the legal obligations stated in the Charities Act 2005.

Governance Policies

The Board will provide direction and boundaries for its own and the Director's functions through establishment of the following policies:

- Treaty Partnership Policy - Nga tiriti whakahoā kaupapa p. 3
- Board Membership Policy p. 4
- Board/Governance and Director/Operational Policy p. 5
- Board Conflict of Interest Policy p. 7
- Board Code of Conduct Policy p. 8
- Board Committee Policy p. 9
- Personnel Policy p.10

Financial Policies

The Board will ensure that the School operates according to accounting standards generally accepted in New Zealand (GAAP) and that the School operates within commercial parameters through establishment of the following policies:

- Budgeting Policy p.11
- Financial Management Policy p.12
- Protection of Assets Policy p.13
- Credit Card Authorisation Policy p.14
- Reserves Policy p.15
- Investment Policy p.16
- Student Fees Policy p.17
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This Policy Manual will be made available to Trustees, and to staff and students on request. It will also be available in the Nola Millar Library.

Treaty Partnership Policy - Nga tiriti whakahoā kaupapa

Matatau ahuatanga: Philosophy

The School exists to:

- Provide students with an arts education of the highest standard.
- Instill an awareness of the culture of Aotearoa New Zealand, its diversity and history.
- Initiate an awareness of the School's responsibility for sharing and furthering Maori culture.

Toi Whakaari acknowledges Te Tiriti o Aotearoa: The Treaty of Waitangi as the foundation document of Aotearoa New Zealand. Through the lens of the Treaty Partnership, the School will explore and celebrate the theatre, dance and performing arts of the cultures and races of Aotearoa New Zealand. The diverse origins of immigrants over the last 50 years will enrich the intake of students and expand the studies and productions within the School. The following guidelines provide the means for the enactment of the policy.

Te Poari Whakahaeretanga: The Board

The Board will endeavour to ensure that the School's expression of the Treaty Partnership will be reflected in all aspects of the School's operations including the curriculum, staffing, Board composition and policies, day-to-day and special practices.

Kowhiritanga nakaritenga: Selection criteria

It is important that future Board members reflect a commitment to honour Te Tiriti o Waitangi: The Treaty of Waitangi.

Te Takohanga Poari Whakahaeretanga: Board obligations

The Board will from time to time review Treaty Partnership issues relevant to the School's affairs.

It is expected that Board members will make every effort to use correct Maori pronunciation.

Nga Ropu Hura Me Nga Ropu Mangai: Working parties and deputations

Members of working parties and deputations will wherever possible reflect a partnership in accordance with Te Tiriti o Waitangi: The Treaty Partnership.

Board Membership Policy

See Trust Deed

Board/Governance and Director/Operational Policy

The Board and the Director, both exercising distinct roles and functions, provide leadership for the School.

Board/Governance Policy:

The roles and functions of the Board relate to Governance. Governance is concerned with the strategic and business direction and the achievement of realistic strategic and business goals.

The Board will:

1. Conduct its activities to ensure fair and full participation of all Board members and shall ensure that the individual views of all Board members are given consideration and weight
2. Review annually its Strategic Plan as the base document from which it takes its operational direction
3. Approve annually a business/management plan and budget
4. Make appropriate delegations to the Director to enable the Director implement the business/management plan
5. Provide guidelines to the Director on the strategic and business directions that accompanying any delegations
6. Ensure that monitoring and reporting systems are in place and maintained to provide accurate and timely information to the Board on the School's financial performance and service provision.
7. Review from time to time policies and procedures and their effectiveness in achieving the goals of the strategic plan
8. Review from time to time Treaty partnership issues relevant to the School's affairs
9. Evaluate annually the outcomes of the business/management plan and budget
10. Produce a manual of agreed policies and procedures

Director/Operational Policy

The roles and functions of the Director relate to operations. Operations is concerned with implementing strategic and business goals through procedures and practices including finance, planning, personnel, management and administration and through developing procedures that comply with legal and legislative requirements.

The Director will:

1. Establish programmes and services in accordance with the business/management plan and budget and aligned to the strategic objectives and priorities identified by the Board
2. Ensure that programmes and services are costed and can be realistically resourced, taking account of demands on staff and other physical resources.
3. Establish operational procedures and practices that comply with legal and legislative requirements for the effective operation of:
 - Budget and finance
 - Personnel and Human Resource Management

- Information and Communication Technology
 - NZQA accreditation
 - Privacy
 - Physical Resources
 - Health and Safety
 - Any other requirements for the effective running of the School.
4. Be responsible to the Board for all activities undertaken including activities delegated to individual staff
 5. Report annually on the efficiency and effectiveness of procedures and practices and revise procedures and practices on a regular basis
 6. Notify the Board of any need for new policy or strategic and business directions
 7. Keep the Board informed of changes in legislation that impact on operations.
 8. Provide sufficient information and advice to the Board to enable the Board to carry out its responsibilities effectively
 9. Keep the Board informed about impending disputes and grievances that may lead to action against the Board

Board Conflict of Interests Policy

Ethical governance demands that all potential conflicts of interest of Board members are revealed and declared and documented in the following manner:

1. Any business matter or personal matter which could be a conflict of interest involving a Board members and his/her role and relationship with the School, must be declared in writing to the Chair.
2. All declarations to the Chair will be presented to the Board and minuted at the first Board meeting following entry in the Register
3. Where a conflict of interest is declared, the Board member concerned will not take part in any deliberations or decisions on that issue unless there is unanimous agreement of the Board members present.
4. Where a conflict of Interest is registered, the Board may request the Board member concerned to stand down from membership of the Board for the duration of the conflict.

Some examples of conflicts of interest are:

- When a Board member or their immediate family or business interests stands to gain financially from any business dealings, programmes or services of the School.
- When a Board member offers a professional service to the School.
- When a Board member stands to gain personally or professionally from any insider knowledge if that knowledge is used to advantage.

Board Code of Conduct Policy

Board members operate under a code of conduct with expectations that they will:

1. Act honestly in good faith in the interest of the School.
2. Ensure that all interested parties are treated fairly and their rights respected.
3. Carry out their duties without contravening any laws of NZ or international covenants.
4. Avoid conflicts of interests.
5. Commit to regular attendance at Board meetings
6. Respect the confidentiality of information acquired by them in their role as Board members and not disclose information that might be harmful to the School.
7. Make a commitment to a collective responsibility, accepting the principle that the Board speaks with one voice and avoid publicly expressing a private opinion that is different from the Board's position or decision.
8. Accept accountable to funding bodies (e.g. Tertiary Education Commission, Ministry of Education) consumers, donors and the general community for all its actions and decisions.
9. Participate in an annual evaluation of its effectiveness and the achievement of its own goals to include a review of:
 - Achievement of strategic objectives
 - Feedback from the School's Director on the Board's effectiveness and the relationship between the Board and the Director
 - Consideration of the contribution made by individual Board members and evaluation of continuing Board membership.

Board Committee Policy

The Board may from time to time establish committees and sub-committees and appoint a Chair for each committee.

The Board will establish the following committees to advise on the regular functions of the Board:

- Board of Studies - See Appendix A
- Audit and Finance Committee - See Appendix B
- Governance and Policy Committee - See Appendix C
- Profile and Promotion - See Appendix D.
- Human Resources Committee – See Appendix E

All committees will operate under the following guidelines:

- The Board will define the roles and functions and the boundaries of the authority of all committees.
- In consultation with the Director, and if appropriate, the committee may be assisted by staff.
- The Committee will not delegate tasks to staff without the agreement and direction of the Director.
- Committees will maintain a focus on Board governance matters.
- Committees cannot make binding decisions unless delegated by the Board. The usual practice will be that committees make recommendations to the Board for its consideration.

Personnel Policy

The Director is responsible for all matters relating to the employment and management of staff in the expectation that they will be managed in a sound and fair manner. Therefore the Director will:

- 1 Ensure all employees and volunteers have the right to personal dignity, safety, and the rights to ethical job-related dissent and to a legal and fair grievance process.
- 2 Ensure the right of any staff member to join a relevant professional association or union and to have access to the services of that union in workplace related matters
- 3 Keep the Board fully informed about impending disputes and grievances that may lead to termination of employment.
- 4 Keep the Board fully informed about impending disputes and grievances that may lead to action against the Board.
- 5 Enter into a written employment contract either collective or individual, with all staff members.
- 6 Ensure that all staff have a current and relevant job description and performance agreement that accurately reflects expectations of the person in each position.
- 7 Judge the suitability of existing or new staff only on the basis of the stated criteria.
- 8 Ensure that the organisation operates an equitable and transparent remuneration policy.
- 9 Conduct for staff in all positions a regular performance review against a prior agreed performance agreement in accordance with recognised performance review and management systems.
- 10 Keep up to date with all relevant employment related legislation, keep the Board informed on such matters and ensure compliance with the requirements of all such legislation.
- 11 Ensure that all staff are acquainted with their rights under this policy, and provide fair and procedurally correct disciplinary measures.

Budget Policy

The Director will annually develop and present, for the approval of the Board, the annual budget. The budget will be presented in advance of the period to which it relates and will contain an indicative budget for the subsequent two years.

The budget will reflect the initiatives identified in the current Profile, the priorities established by the Board together with the ongoing operational requirements.

The Budget presented will:

1. Detail projections of revenue, expenditure and capital movement.
2. Identify projected revenue which does not exceed the reasonable estimate of revenues or projected expenditures which do not exceed the projected reasonable estimate of expenditure and revenue during the period covered by the Budget.
3. Reflect the School's Charter.
4. Be easy to follow and interpret

The Director, Staff Representative and Student Representative should not vote on budget matters.

Financial Management Policy

The Director is responsible for financial sustainability and will manage the finances on a prudent basis. In meeting this objective the Director will report any significant variance from budget figures to the Board at the earliest opportunity and adhere to generally accepted accounting practices including:

1. Ensure that the School does not incur unauthorised debts or debts not incurred in the approved process of running the School.
2. Ensure ordinary operating expenses do not become undischarged debts beyond a two month period from the date the debt was incurred.
3. Ensure that restricted or tagged contributions are only used for the purposes designated.
4. Ensure no single person alone has complete authority over any financial transactions.
5. Allow only authorised persons to open and operate bank accounts in the School's name.
6. Authorise expenditure only on terms within the approved budget and which is supported by approved policy:
 - If other expenditure up to \$2,000 is required it may be authorised by the Director only with the approval of the Board's Audit and Finance Committee.
 - If other expenditure over \$2,000 is required , it may be authorised by the Director only with the approval of the Board on the recommendation of the Board's Audit and Finance Committee.
7. Not approve expenditure which is beyond the School's ability to meet.
8. Pay staff on time.

Protection of Assets Policy

The Director will develop practices that ensure that assets are not either misused or uninsured:

1. All property/fixed assets will be inventoried.
2. Security systems will be in place to ensure adequate safeguards to prevent loss, damage or theft of property.
3. Intellectual property and files are protected.
4. Insurance coverage of equipment, furniture and fixtures will not fall below 90% of replacement value.
5. Insurance cover of other assets will be sufficient for what is considered necessary for prudent risk.
6. Insurance will not expire without Board notification.
7. The School, its Board and staff are not exposed to claims of liability.

Credit Card Authorisation Policy

Credit cards are provided in order to facilitate easy and convenient financial transactions.

The Director will develop and maintain operational policies and practices to ensure:

- that credit cards are only used by approved staff
- credit cards are used for specified purposes by approved staff
- there are limitations on credit card expenditure.

The Board retains responsibility for control of credit card expenditure by the Director.

Reserves Policy

A Board will establish and maintain a contingency reserve fund to provide financial protection in the event of circumstances such as:

- an unexpected or drastic reduction in income
- unexpected expenditure
- delay in the receipt of funds
- other unforeseen circumstances.

The Board will review the level of the fund from time to time.

(The contingency reserve fund is currently \$100,000.)

Investment Policy

Investment Assets will be invested to maximise long term total returns, while maintaining sufficient liquidity to enable the School to meet its day-to-day financial commitments. Returns should enhance the real value of the assets after the funds have been released to meet the School's needs.

The Board will determine the appropriate level of risk, subject to the requirements of the Trustee Act 1956. The Board will take a prudent approach, after taking into account the practical difficulties that result from capital losses, be they realised or not.

The Board delegates to the Director day-to-day investment management decisions within these guidelines. Available funds are:

1. To be securely invested to achieve the maximum long-term return consistent with a low- tolerance to risk
2. To be invested to meet the investment interest goals set in the annual Budget.
3. To maintain the real value of the School's assets after funds have been released to meet to the School's needs.

Student Fees Policy

The Board will each year establish the level of student fees for the following academic year.

Domestic student fees

Domestic student fees will be set up to the maximum level permitted by government as set out in the Tertiary Funding Guide.

International student fees

International student fees will be set, for each course, up to 20% above the aggregate of Domestic Student Fees and Student Component Funding (notional or actual).

The Board may, on the recommendation of the Director, reduce this fee if it deems the fee to be unrealistic to attract any international students.

Depreciation Policy

1. Assets are depreciated over their estimated useful life.
2. Rates for depreciation are those set down by the Inland Revenue Department.
3. Depreciation is calculated on a straight-line basis from the month proceeding the date of invoice at the following rates:

Furniture and Fittings:	7.8% - 24%
Plant and Equipment:	5.5% - 48%
Books:	10%
Other media (DVDS, videos etc)	33%

4. Depreciation is charged on a quarterly basis to the profit and loss account.
5. The Asset Register is reviewed once a year.

Board of Studies

Introduction

The Board of Studies is established to provide a flow of information between the School and external stakeholders (i.e. the profession, its infrastructure and the wider community) regarding the quality and effectiveness of its programmes.

All references to “Board’ in this case refer to Board of Studies, unless specified otherwise.

Terms of reference

The Board of Studies

- Advises and assists in the development of programmes of excellence in the performing arts
- Advises on the relevance of courses offered at the school with respect to the current issues facing the Industry that the students are preparing to enter.
- Oversees the continuing improvement of existing courses and curriculum
- Establishes assessment criteria and assessment procedures
- Participates in the evaluation of courses
- Ensures that all courses meet the requirements of accrediting body, NZQA
- Ensures that all courses are in touch with, and are meeting the needs of the professions
- Makes recommendations to the Board of Trustees on development and establishment of new programmes and associated staff and resource implications, and major educational policy issues
- Reports annually to the Board of Trustees on the adequacy of relevant resources, facilities and services for courses offered by the School.

Membership of Board of Studies

The Board of Studies maintains a balance of internal and external members in order to create a dialogue between the School and the professions and ensures a balance of representation, so that all areas of study/training are represented. The members will be:

- A representative from each Advisory Panel and at least six and not more than ten other practising theatre or screen professionals nominated by the Director.
- One Trust Board member, nominated by the Board of Trustees.
- Three Kaumatua, representing Maori, Pakeha and Pacific Island interests and nominated by the Director and approved by the Chair of the Board of Trustees
- Six (6) staff - *Ex Officio*
 - Director
 - Head of Acting Department
 - Head of Entertainment Technology Department
 - Head of Directing
 - Head of Performance Design

- Library Manager
- Five (5) elected members- Elected by staff and students
- 1 staff member
- 1 Entertainment Technology/ Management /Costume Student
- 1 Acting Course student
- 1 Directing course student
- 1 Design course Student

Appointment

1. The Chairperson will be a nominee of the Board of Studies.
2. Members appointed by the Board for a two year term.
3. The Student representatives will be appointed for up to two years provided they remain an enrolled student.
4. Retiring members are eligible for reappointment.
5. Appointment can be made at any time to fill vacancies.
6. Staff appointees retain membership during their tenure.
7. Appointed or elected members may not serve longer than four (4) continuous years.

Meetings

The Board will meet twice yearly. Extraordinary meetings may be called as required.

Specialist sub-committees may be formed to carry out specific tasks if/when it is not appropriate to return such tasks to individual Advisory Panels. Such committees will determine their own meeting schedule but as a general rule will meet once between Board meetings

Reporting

These Sub- Committees will report following each meeting including any formal recommendations to the Board.

Resources

Secretariat services will be provided by Te Whaea Management Services

Audit and Finance Committee

Introduction

The Audit and Finance Committee is established to provide a flow of information between the School and the Board and to alert the Board to any issues arising.

Terms of reference

The Audit and Finance Committee:

- Reviews costings and budget to achieve the strategic outcomes identified by the Board.
- Reviews compliance with Board policies and recommends amendments from time to time.
- Reviews the monthly accounts and identifies any issues for referral to the Board.
- Reviews the quarterly reports with recommendations adjustments to the Board.
- Tracks project management and budgets, referring any concerns to the Board
- Liaises with External Auditors and makes recommendations concerning the audit report to the Board.
- Reviews funding and banking arrangements and makes recommendations to the Board.
- Reviews investment arrangements and makes recommendations to the Board.
- Monitors the Board's reporting requirements and information needs.

Appointment

1. The Chairperson will be the Chair of the Board or nominee of the Chair
2. At least one member appointed by the Board for a two year term. Retiring members are eligible for reappointment.
3. Appointments can be made at any time to fill vacancies.

Meetings

The Committee will determine its own meeting schedule but as a general rule will meet once between Board meetings.

Reporting

The Committee will report including any formal recommendations at each Board meeting.

Resources

Secretariat services will be provided by Te Whaea Management Services.

Governance and Policy Committee

Introduction

The Governance and Policy Committee is established to ensure that the governance structure and policy matters meet the needs of the School and alert the Board to any issues that arise.

Terms of reference

- To identify skill deficits on the Board and identify prospective members
- To orient new members
- To educate members on their responsibilities
- To maintain records of Board and committee membership
- To ensure that the board engages in self-assessment
- To regularly review Board policies and recommend changes to the Board.

Appointment

1. The Chairperson will be the Chair of the Board or nominee of the Chair.
2. At least one member appointed by the Board for a two year term. Retiring members are eligible for reappointment.
3. Appointment can be made at any time to fill vacancies.

Meetings

The Committee will determine its own meeting schedule but as a general rule will meet once between Board meetings.

Reporting

The Committee will report including any formal recommendations at each Board meeting.

Resources

Secretariat services will be provided by Te Whaea Management Services.

Profile and Promotion Committee

Introduction

The Profile and Promotions Committee is established to build the profile of the school so that it is seen as pre-eminent theatre and screen training facility in Oceania in order to attract independent income, grants and scholarships.

Terms of reference

The Profile and Promotions Committee:

- To review the name and profile of the school
- To establish a plan to market the school to the private sector organisations with a view to obtaining grants
- To establish a plan to market the school to private sector organisations with a view to obtaining scholarships
- To carry out its activities according to its marketing plan

Appointment

1. The Chairperson will be the Chair of the Board or nominee of the Chair
2. At least one member appointed by the Board for a two year term. Retiring members are eligible for reappointment.
3. Appointments can be made at any time to fill vacancies.

Meetings

The Committee will determine its own meeting schedule but as a general rule will meet once between Board meetings.

Reporting

The Committee will report including any formal recommendations at each Board meeting.

Resources

Secretariat services will be provided by Te Whaea Management Services.

Human Resources Committee

Introduction

The Human Resources Committee is established to deal in the first instance with the personnel whom the Board is engaged with and alert the Board to any issues that arise.

Terms of Reference

- To identify skill deficits on the Board and recommend prospective members
- To induct new members
- To educate members on their responsibilities
- To maintain records of Board and committee membership
- To conduct recruitment of the Director
- To conduct the Director's annual performance review
- To be the point of contact for any student issues which require the Board's attention
- To ensure that the Board engages in self-assessment

Appointment

4. The Chairperson will be the Chair of the Board or nominee of the Chair.
5. Up to 2 members appointed by the Board for a two year term. Retiring members are eligible for reappointment.
6. Appointment can be made at any time to fill vacancies.

Meetings

The Committee will determine its own meeting schedule but as a general rule will meet once between Board meetings.

Reporting

The Committee will report including any formal recommendations at each Board meeting.

Resources

Secretariat services will be provided by Te Whaea Management Services.