

## Terms of Reference – PNZ Executive

### 1. Name of Group

- 1.1 Physiotherapy New Zealand (PNZ) Executive – the overarching governing body for Physiotherapy New Zealand Incorporated.

### 2. Purpose

The purpose of PNZ Executive is set out in the Rules of Physiotherapy New Zealand Incorporated (the Rules) (Rules 4, 5 and 9.5).

- 2.1 The governance role of the PNZ Executive is to provide strategic direction and leadership for the organisation. This includes overseeing the activities undertaken by other governance committees and PNZ Operations.
- 2.2 The PNZ Executive will ensure that PNZ meets its responsibilities under Te Tiriti o Waitangi and takes into consideration the needs of Aotearoa New Zealand's culturally diverse society.
- 2.3 The purpose of the PNZ Executive is to:
  - a. Set and oversee the strategic direction of PNZ, including the vision, purpose and values for the organisation;
  - b. Provide a leadership role across the organisation, to members and externally to partners and stakeholders; and
  - c. Set the policies, establish committees and delegate authority for any aspect of PNZ.

### 3. Membership

The composition of the PNZ Executive is set out in the Rules (Rule 9.1).

- 3.1 The PNZ Executive will consist of at least six (6) and not more than seven (7) individuals. This will include:
  - a. One (1) elected President;
  - b. Three (3) elected PNZ Executive members;
  - c. One (1) elected PNZ Executive member who identifies as Māori/tangata whenua and is endorsed by Tae Ora Tinana;
  - d. At least one (1) and up to two (2) appointed PNZ Executive members who may be independent to the organisation.
- 3.2 The PNZ Executive Chair shall be elected (by majority vote) annually. In the Chair's absence, any PNZ Executive member, with the agreement of the members present, may chair that particular meeting.
- 3.3 The Chief Executive Officer (CEO) of PNZ is to attend all meetings, with no voting rights, unless otherwise required by the PNZ Executive.
- 3.4 The Chair, in addition to the role of PNZ Executive member, is responsible to manage and facilitate PNZ Executive meetings. Further detail of the Chair's role and responsibilities is set out in the Chair's Job Description approved by the PNZ Executive.
- 3.5 PNZ Executive members may be remunerated in accordance with Rule 9.10.
- 3.6 Secretariat support for the PNZ Executive will be provided by the PNZ Office, with direction from the Chair.

### 4. Term

- 4.1 PNZ Executive members are generally elected/appointed for a three (3) year term, not to exceed two (2) consecutive terms, subject to the provisions set out in the Rules.
- 4.2 A Casual Vacancy may arise if a person does not serve out their full term of office. The appointment of these positions is at the sole discretion of the PNZ Executive, subject to the provisions set out in the Rules (Rule 9.4)

### 5. Role of PNZ Executive

- 5.1 The role of the PNZ Executive is set out in the Rules (Rule 9.5), and includes:
  - a. Being the ultimate source of authority for PNZ and, unless otherwise stated in the Rules, exercising all powers of PNZ;
  - b. Controlling membership of PNZ and PNZ Membership Policy;
  - c. Acting in the best interests of, and representing PNZ and its members;



- d. Setting the policies, establishing committees and delegating authority for any aspect of PNZ;
- e. Using the collective skills of PNZ Executive members to provide good governance and stewardship to PNZ;
- f. Developing a strategic plan for PNZ;
- g. Developing an annual plan, budget and key performance indicators;
- h. Appointing a CEO, setting the terms of that appointment including remuneration and key performance indicators and implementing a mechanism for assessing the performance of the CEO;
- i. Developing, reviewing and monitoring risk and compliance, risk management and health and safety policies, operational policies and terms of reference for PNZ's Branches and SIGs;
- j. Ensuring preparation of the PNZ annual report and accounts;
- k. Appointing auditors and arranging any audit required by the Rules;
- l. Appointing the Chair of the PNZ Executive.

## 6. Meetings

The procedures for conducting PNZ Executive meetings is set out in the Rules (Rule 9.5).

- 6.1 Formal meetings are to be held at least five times each year as required by the Chair of the PNZ Executive or by four (4) PNZ Executive members.
- 6.2 Except in the case of emergency, ten (10) days written notice of a meeting of the PNZ Executive must be given with the agenda and PNZ Executive papers for discussion to be distributed as early as practicable prior to the meeting (and not less than five (5) working days prior).
- 6.3 Attendance at the meeting can be virtual or by other means by which those participating may hear each other simultaneously.
- 6.4 A quorum shall comprise a majority of members of the PNZ Executive (which is no less than four).
- 6.5 Meetings are generally to be conducted in accordance with commonly accepted standards and practices, with all decisions based on a simple majority of members voting (unless otherwise required by the Rules). In the event that a particular resolution is controversial, or the vote is not clear-cut, the Chair shall have the prerogative to either defer the matter for further discussion in order to achieve a majority vote or require a secret ballot. A secret ballot may also be called by a minimum of five PNZ Executive members.
- 6.6 Minutes of meetings are to be kept and a summary of all future action items to be compiled.
- 6.7 In the event that the PNZ Executive is required urgently to give effect to a pressing decision between scheduled meetings then a resolution can be obtained in writing, including via email, and acted upon. This will be tabled at the next scheduled meeting of the PNZ Executive and formally ratified post facto.
- 6.8 If an Executive member is unable to attend a meeting, the Chairperson must be advised as soon as possible. The agenda and relevant papers will be sent to the absent Executive member and any comments to be made should be sent to Chairperson of the meeting prior to the meeting date.
- 6.9 If an Executive member is unable to attend two or more consecutive meetings they must meet with the Chairperson to discuss their role and whether a leave of absence should be requested.

## 7. Committees

- 7.1 The PNZ Executive may, by a majority vote, agree to delegate particular areas of expertise to PNZ Committees (the composition of which is not limited to PNZ members). Committees will be formed only when it is efficient or necessary to facilitate efficient decision-making. Every Committee established by the PNZ Executive shall have a Terms of Reference approved by the PNZ Executive.
- 7.2 Committees will observe the same rules of conduct and procedure as the PNZ Executive unless the PNZ Executive determines otherwise. Committees will only speak or act for PNZ when specifically authorised.



- 7.3 The PNZ Executive has two (2) standing committees, namely Finance, Risk and Audit Committee and a Rules & Policies Committee.

## **8. Confidentiality and Conflicts of Interest**

- 8.1 As a member of the PNZ Executive, there will be exposure and access to confidential information in order to perform the duties required. It is important to not share or expose any confidential information as part of performing the duties of a PNZ Executive member.
- 8.2 It is expected that advice and review of media content may be required from time to time from the PNZ Executive. Generally, it will be the President who will make comments of behalf of PNZ to the media, unless otherwise delegated. Before speaking to the media about any enquiries, any PNZ Executive member should first talk to the PNZ Marketing and Communications Manager.
- 8.3 All interests will be recorded in a register maintained by the Secretariat. PNZ Executive members are responsible for declaring a conflict of interest. In all cases where a conflict exists, or may be reasonably perceived to exist, the Executive Member may remain in the discussion, participating in the deliberations and advice at the discretion of the Executive.

## **9. Performance and Review**

- 9.1 Performance of the PNZ Executive and its members will be monitored and measured on a regular basis.
- 9.2 The Chair is responsible for performance reviews of the PNZ Executive members and the CEO of PNZ.
- 9.3 This Terms of Reference will be reviewed at least every three years to ensure alignment with the direction of the organisation. At this time, the Terms of Reference may be amended, varied or modified after consultation and agreement through a majority vote by PNZ Executive members.

## **10. PNZ Executive Liability and Indemnity**

- 10.1 In limited circumstances, Appointed and Elected members of the PNZ Executive can be held personally liable under the Incorporated Societies Act 1908, other legislation and at common law.
- 10.2 PNZ will maintain appropriate insurance cover for current and former PNZ Executive members
- 10.3 Current and former PNZ Executive members will be indemnified out of the assets of PNZ in accordance with Rule 14.

## **11. PNZ Executive/Management Relationship**

- 11.1 In the normal course of events, day-to-day management of PNZ will be delegated to the CEO.
- 11.2 The PNZ Executive will link PNZ's governance and management functions through the CEO. The CEO is expected to act within all specific authorities delegated to them by the PNZ Executive.
- 11.3 Only decisions of the PNZ Executive acting as a body are binding on the CEO. Decisions or instructions of individual members or committees should not be given to the CEO and are not binding in any event except in those instances where specific authorisation is given by the PNZ Executive.

## **12. Definition of Terms**

- 12.1 More information on descriptions and definitions of terms used in this document can be found within the Rules.
- 12.2 If any provision contained in this Terms of Reference is in conflict with, or inconsistent with, any provision in the Rules, the provision contained in the Rules shall prevail to the extent of any inconsistency.

## **13. Date Ratified**



This Terms of Reference was reviewed by the Rules and Policies Committee 28 June 2021

Reviewed September 2023

Ratified by the PNZ Executive on 09 December 2023

Next Review date: 2026