

New Zealand Alpine Club



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Board Charter

On behalf of the key stakeholders, the Board of the New Zealand Alpine Club (**NZAC**) is responsible for the stewardship and future well-being of the organisation. Board members exercise leadership, enterprise, integrity and judgement in directing the NZAC to provide assurance of its continuing and lasting success.

In discharging their responsibilities Board Members have a duty to act in the best interests of the NZAC as a whole, irrespective of personal, professional, commercial or other interests or affiliations. Board members' first duty and loyalty must be to the legal entity.

In summary the NZAC Board:

1. Provides leadership, ensuring continuing success in the best interests of NZAC and its stakeholders.
2. Actively ensures an appropriate mix of members, whether through interaction with key stakeholders, resulting in the election of appropriately skilled personnel or through the appointment of such individuals as permitted by NZAC rules.
3. Promotes the NZAC purpose, establishes NZAC values and sets the strategic direction as the basis for annual and longer-term planning.
4. Determines the appropriate culture for NZAC and models behaviours that reflect and promote the desired culture.
5. Establishes governance policies providing the framework for the management of NZAC e.g. financial, human resource, asset management policies.
6. Ensures that internal processes and procedures are designed to provide effective controls and serve as the basis for reporting to the Board as required.
7. Employs the General Manager and monitors management and organisation performance against Board-established criteria.
8. Identifies and monitors the management of organisational risks.
9. Ensures the organisation complies with all internal and externally imposed compliance requirements.
10. Establishes and maintains effective relationships with stakeholders and allied organisations.

Responsibilities of the NZAC Board

1. Meeting legal requirements

The Board's first duty is to the legal entity. Board members must ensure that all legal requirements under relevant laws are met and that the entity is protected from harmful situations and circumstances, in the interests of current and future members.

In particular, Board members have the following legal obligations:

1. Each member must exercise a power for a proper purpose.
2. Each member must only act, or agree to the organisation acting, in a manner that does not contravene relevant laws or the NZAC rules.
3. Each member must not agree to the organisation incurring an obligation unless the Board member believes at that time on reasonable grounds that the organisation will be able to perform the obligation when it is required to do so.
4. Each member, when exercising powers or performing duties as a Board member, must exercise the care, diligence, and skill that a reasonable Board member would exercise in the same circumstances.
5. Each member, when exercising powers or performing duties as a Board member, may rely on reports, statements, and financial data and other information prepared or supplied, and on professional or expert advice.
6. Each member must, after becoming aware of the fact that he or she has an interest in a transaction or proposed transaction with the organisation, cause this to be entered in the Interests Register.
7. Each member who has information in his or her capacity as a Board member, being information that would not otherwise be available to him or her, must not disclose that information to any person, or make use of or act on the information, except -
 - (a) for the purposes of the NZAC; or
 - (b) as required by law.

2. Governance philosophy and approach

The NZAC Board will govern with an emphasis on:

- serving the legitimate collective interests of the present members of the NZAC and are accountable to them for the performance of the NZAC and for the Board's stewardship;
- remaining up to date with key stakeholders' concerns, needs and aspirations;
- developing a future focus rather than being preoccupied with the present or past;
- providing leadership in the exploration of strategic issues rather than becoming distracted by administrative detail;
- behaving proactively rather than reacting to events and others' initiatives;
- bringing a diversity of opinions and views to bear on its decisions;
- the development and expression of a collective responsibility for all aspects of the organisation; and
- ensuring there are positive conditions for the motivation of the General Manager and that there is adequate training to support her/him in their role.

3. Other

The Board will perform such other functions as are prescribed by law or assigned to the Board under the NZAC rules

Expectations of Board Members

To execute these governance responsibilities, Board members must, so far as possible, possess certain characteristics, abilities and understandings:

1. Enacting legal duties

Board members must fulfil their fiduciary duty to act lawfully and in the NZAC's best interest at all times regardless of personal position, circumstances or affiliation. They should be familiar with the NZAC rules.

2. Strategic orientation

Board members should be future oriented, demonstrating vision and foresight.

3. Integrity and accountability

Board members must demonstrate high ethical standards and integrity in their personal and professional dealings and be willing to act on and remain collectively accountable for all Board decisions and speak with one voice on all policy and directional matters.

4. Informed and independent judgement

Each Board member must have the ability to provide wise, thoughtful counsel on a broad range of issues.

5. Financial literacy

Board members are jointly accountable for the financial performance of the organisation; therefore, all members must be financially literate.

6. Industry and sector knowledge

Each Board member is expected to bring or acquire a level of industry and sector knowledge sufficient to contribute to the Board's deliberations and considerations on behalf of the organisation.

7. Participation

Each Board member is expected to enhance the Board's deliberations by actively engaging in value-adding Board dialogue and decision-making.

Governance Process Policies

Code of Ethics

The Board is committed to the adoption of ethical conduct in all areas of its responsibilities and authority.

Board members shall:

1. Act honestly and in good faith at all times in the best interests of the NZAC as a whole.
2. Declare all interests that could result in a conflict between personal and organisational priorities.
3. Exercise diligence and care in fulfilling the functions of office.
4. Make reasonable enquiries to ensure that the NZAC is operating efficiently, effectively, legally and ethically in the pursuit of its planned outcomes and strategies.
5. Maintain sufficient knowledge of NZAC's business and performance to make informed decisions.
6. Not agree to the NZAC incurring obligations unless he or she believes that such obligations can be met as and when they fall due.
7. Attend Board meetings and devote sufficient time to preparation for Board meetings to allow for full and appropriate participation in the Board's decision making.
8. Act according to the NZAC Code of Conduct.
9. Protect confidentiality of relevant information and disclose only as agreed by the Board or as required under law.
10. Act in accordance with their fiduciary duties, complying with the spirit as well as the letter of the law, recognising both the legal and moral duties of the role.
11. Abide by Board decisions once reached notwithstanding a Board member's right to pursue a review or reversal of a Board decision.
12. Not make, comment on, issue, authorise, offer or endorse any public criticism or statement having or designed to have an effect prejudicial to the best interests of NZAC.
13. Demonstrate respectful behaviour towards colleagues, management and those they come into contact with in the course of enacting Board business.

The Board shall:

367148192. Make every reasonable effort to ensure that NZAC does not raise member, community or stakeholder expectations that cannot be fulfilled.
367148193. Meet its responsibility to all staff employed by NZAC, ensuring they are treated with due respect and they are provided with a working environment and working conditions that meet all reasonable standards of employment as defined in relevant workplace legislation.
367148194. Carry out its meetings in such a manner as to ensure fair and full participation of all Board members.

Conflict of Interests

The Board places great importance on making clear any existing or potential conflicts of interest for Board members.

1. Any business or personal matter which could lead to a conflict of interest of a material nature involving a Board member and his/her role and relationship with the NZAC, must be declared and registered in the Interests Register.
2. All such entries in the Register shall be presented to the Board and minuted at the first Board meeting following entry in the records.
3. All conflicts of interest must be declared by the Board members concerned at the earliest time after the conflict is identified. There will be the opportunity at the commencement of each Board meeting for conflicts of interest to be declared.
4. The Board shall determine whether or not the conflict is of a material nature and shall advise the individual accordingly.
5. Where a conflict of interest is identified and/or registered, and the Board has declared that it is of material benefit to the individual or material significance to the organisation, the Board member concerned shall not vote on any resolution relating to that conflict or issue.
6. The Board member shall only remain in the room during any related discussion with Board approval.
7. The Board will determine what records and other documentation relating to the matter will be available to the Board member.
8. All such occurrences will be minuted.
9. Board members who are aware of a real or potential conflict of interest of another member have a responsibility to bring this to the notice of the Board.

Strategic Direction and Planning

An essential element in the Board's leadership role is its responsibility to establish a Strategic Plan for the NZAC. Accompanying this is an ongoing responsibility to identify organisational priorities, monitor progress towards the achievement of the stated outcomes and approve the annual budget. Accordingly, the Board will:

1. With management, establish and review the NZAC's governance-level strategies.
2. Annually review and approve Annual Plans, ensuring alignment with the Strategic Plan.
3. Schedule a programme of strategic dialogue at Board meetings, reflecting the priorities defined by the Board and creating opportunities for the Board and management to consider future issues relevant to the NZAC's wellbeing and success.

Financial Governance

The Board has a core duty to ensure the financial integrity and viability of the NZAC. This entails oversight of all financial processes and systems, regular review of financial results and, annually, approving NZAC's Annual Plan and budget and financial report. Accordingly, the Board will:

1. Develop, review and monitor the implementation of governance-level financial policies, including policies relating to:
 - a. NZAC finances (including loans)
 - b. Section finances
 - c. Fixed assets
2. Provide guidance on budget parameters and priorities, approve the annual budget and financial plan including capital expenditure.

3. Approve expenditure outside budget parameters that the Board determines to be material.
4. Review and approve the full-year financial statements, reports and outcomes.
5. Receive and approve the Auditors report and undertake to make amendments as recommended by the Auditor.
6. Review and approve regularly scheduled financial statements and reports, i.e. for each Board meeting or at the Board's request.

Health and Safety at Work

The Board has a core duty to ensure that all relevant obligations in the Health and Safety at Work 2015 Act (HSWA) are met. Accordingly, the Board will:

1. Ensure all Board members understand and discharge their duties and responsibilities under HSWA.
2. Develop, review and monitor the implementation of appropriate governance-level health and safety policies.

Risk Management

The Board will identify and evaluate the principal risks faced by NZAC and ensure that appropriate systems are in place to avoid or mitigate these risks. Accordingly, the Board will:

1. Ensure all Board members understand their risk-related responsibilities in all areas of NZAC's activities.
2. Develop, review and monitor the implementation of appropriate governance-level risk management policies and processes, including:
 - a. A risk register, recording and prioritising key risks for NZAC;
 - b. Comprehensive risk management policies and processes;
 - c. Internal checks and controls

Board Committees and Working Parties

The Board will establish committees and working parties to support it in its governance work.

1. Committees and working parties shall have Terms of Reference defining their role, life span, procedures and functions, and the boundaries of their authority. Terms of Reference will be reviewed annually.
2. The Board shall determine the composition of all committees and working parties, in accordance with the NZAC rules.
3. Unless explicitly empowered by the Board, committees or working parties cannot make binding Board decisions or speak for the Board. Key functions of committees and working parties, in fulfilling their role, are to make recommendations to the Board, and to support the General Manager in delivery of the Annual Plan.

Board Meetings

The majority of Board business will be conducted in Board meetings. In order to ensure effective meetings, the following principles apply:

1. The Board will make the best use of its meetings, dealing only with matters that have governance-level significance, focusing primarily on the future and, within a defined policy framework, delegating as much as possible to the General Manager.
2. The Board will develop a Board work plan covering the next 12 months that:
 - (1) ensures the board regularly reviews progress of the strategic direction/strategic plan and relevant strategic issues
 - (2) provides assurance that all relevant compliance requirements are addressed
 - (3) improves Board performance through education and continuous focus on its governance effectiveness.
3. The Chairperson, in consultation with the General Manager, establishes the agenda for each Board meeting. The focus of the meeting will be a topic(s) drawn from the work plan. All Board members have the opportunity to contribute to the agenda.
4. The Board will normally meet two-monthly; however, meetings may be scheduled at other times or at other frequencies as determined by the Board.
5. Board meetings will be conducted in an open and constructive manner, recognising that genuinely held differences of opinion can bring greater clarity and lead to better decisions.
6. Board members will receive their Board papers at least 5 working days prior to the meeting.
7. Others may attend board meetings at the Board's discretion. Such attendees will respect the Boards' integrity and accountability and will thus accept any constraints imposed by the Board or the Chairperson on their participation and presence.
8. The Board will incorporate a 'Board only' session, scheduled at the commencement of each meeting. This is to discuss matters relating to Board function. Excluded are matters that the General Manager should be involved in as chief adviser to the Board.

Monitoring Operational Performance

The Board has a duty to oversee and monitor the performance of the operational organisation.

1. The General Manager will report to the Board on the performance of NZAC at a frequency and to a standard specified by the Board.
2. All such reporting should be targeted at the Board's interests and duties rather than a description of management actions.

Media statements

Interaction with the media, radio, press TV and other media outlets, shall at all times be designed to present an accurate and positive expression of NZAC-related matters. It shall be consistent with NZAC policy and Board decisions and free from personal opinions and interpretations.

1. The Chairperson shall be the spokesperson for governance-related matters and all other matters that the Board determines are best presented by the Chairperson.
2. The General Manager shall be the spokesperson for all operational matters and all other matters that the Board deems are best presented by the General Manager.

Board Member Induction

The Board will provide all newly elected Board members with a thorough induction into the affairs of both the Board and the NZAC at large.

1. Upon election and prior to attending their first Board meeting, new Board members will:
 - a. Receive a copy of the NZAC rules, Board charter, current NZAC Strategic Plan and other relevant legal governance documentation, current and recent meeting papers, an organisational chart, contact details for other Board members and key staff, a glossary of key terms, definitions and acronyms, the current year's meeting schedule and the annual agenda.
 - b. Meet with the Chairperson for a governance familiarisation. This meeting may be held as a group session or with individuals.
 - c. Meet with the General Manager for an operational familiarisation.

Board and Board Member Performance Assessment and Professional Development

The Board's value-adding role requires that the Board as a whole, and Board members individually, regularly review their performance and have access to professional development relevant to the role and duties of a Board Member.

1. The Board will undertake a structured assessment of its performance and of the performance of individual Board members, biennially.
 - a. The criteria for assessing the Board's performance will be drawn from the documented policies of the Board and any further criteria agreed by the Board from time-to-time. The outcomes of the assessment will establish the upcoming requirements for the effective governance and Board leadership of the organisation.
 - b. A suitably qualified independent specialist may be used to assist the Board in this process.
 - c. The assessment process shall culminate in a report presented to the Board analysing the data and providing recommendations for improvements.
 - d. A Peer and Self-assessment process may be included in the process, the criteria based on a set of competencies agreed by the Board.
2. All Board members are encouraged to undertake relevant professional development. The Board will consider covering all or some of the costs associated with such attendance on a case by case basis.
3. Board members are encouraged to attend conferences and workshops relevant to their governance role or conferences and workshops related to other aspects of governance of New Zealand Alpine Club. The Board will consider covering all or some of the costs associated with such attendance on a case by case basis.

Chairperson Role

The Chairperson provides leadership to the Board, ensuring that the Board's processes and actions are consistent with NZAC rules and Board policies. As appropriate, the Chairperson represents the Board and the organisation to outside parties. It is expected that the Chairperson will promote a culture of stewardship, collaboration and co-operation, modelling and promulgating behaviours that define sound governance.

1. The Chairperson will chair Board meetings ensuring that:
 - a. Meeting discussion content is confined to governance matters as defined in the Board's policies.
 - b. All Board members are treated even-handedly and fairly.

- c. All Board members are encouraged and enabled to make a contribution to the Board's deliberations.
- 2. The Chairperson has no authority to unilaterally change any aspect of Board policy.
- 3. The Chairperson will ensure that Board meetings are properly planned, including the development and distribution of Board papers in a timely manner, and that the minutes accurately reflect the deliberations and decisions of the Board.
- 4. The Chairperson is responsible for ensuring that Board meetings are focused on the right matters and that time is allocated to apply sufficient attention to those.
- 5. The Chairperson ensures that all Board decisions are understood by Board members and accurately recorded.
- 6. The Chairperson establishes regular communication with the General Manager. This also provides an opportunity for the General Manager to use such sessions as a sounding Board for proposed actions or to check interpretations of Board policy. However;
 - a. The Chairperson recognises that such sessions are not used to 'personally' supervise or direct the General Manager.
 - b. The Chairperson maintains an appropriate professional distance from the General Manager to ensure objectivity and attention to governance matters and concerns,
 - c. The Chairperson will not inhibit the free flow of information to the Board necessary for sound governance. Therefore, the Chairperson will never come between the Board and its formal links with the General Manager.
- 7. The Chairperson may delegate aspects of the authority accompanying the position but remains accountable for the overall role.

Indemnities and Insurance

The New Zealand Alpine Club will provide Board members with, and will pay the premiums for, indemnity and insurance cover while acting in their capacities as Board members, to the fullest extent permitted by the relevant legislation.

Reimbursement of Board member's expenses

The New Zealand Alpine Club will reimburse all reasonable expenses incurred by Board members in carrying out their role.

Board-General Manager Relationship Policies

Delegation to the General Manager

The Board delegates to the General Manager responsibility for delivering the outcomes stated in its Strategic Plan while complying with the General Manager Delegation policies.

1. The General Manager is the sole link and point of accountability between the Board and the operational organisation.
2. Only the Board acting as a body can instruct the General Manager. Typically, all instruction to the General Manager will be codified as policy.
3. In consultation with the General Manager, the Board will develop, review and monitor policies that define aspects of the relationship between the Board and the General Manager, including:
 - a. Responsibilities, including in relation to the matters set out Schedule 1.
 - b. Performance targets and assessment.
 - c. Remuneration.

General Manager Authority

1. As long as the General Manager applies 'any reasonable interpretation' of the Board's policies, i.e. does not set out to defeat their stated intent or spirit, she/he is authorised to establish all operational policies, make all operational decisions and design and implement and manage all operational practices and activities.
 2. Acknowledging a Board member's right to have access to information necessary to meet his/her duty of care to the organisation, the General Manager may refuse instructions or requests from individual Board members or from unofficial groups of Board members if, in his/her opinion, such requests or instructions are:
 - a. Inconsistent with the Board's policies;
 - b. Are deemed to make unjustifiable intrusions into the General Manager's or other staff members' time; or
 - c. Are an unjustifiable cost to the organisation.
 3. The General Manager must notify the Chairperson of the use of point 2.
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Schedule 1

General Manager Delegation Policies

Overarching General Manager Limitation

As the Board's principal officer, the General Manager is accountable for the management of NZAC, on the terms and in accordance with the delegations set by the Board.

Financial Management

The General Manager is responsible for the day-to-day financial management of the organisation. In carrying out this duty she/he must take all reasonable steps to ensure that nothing is done, or authorised to be done, that could in any way cause financial harm or threaten the organisation's financial integrity. Without limiting this scope of requirement, the General Manager ensures:

1. Compliance with delegation policies, as set by the Board from time to time.
2. Organisational funds are committed, contracts are entered into or liabilities incurred for the implementation of Board-approved purposes and priorities
3. Expenditure does not exceed the revenue received in the financial year or annual budget unless offset by Board approved borrowings or withdrawals from reserves.
4. Undisputed invoices from suppliers of goods and services are paid within the credit terms agreed with those suppliers.
5. Land and buildings are only acquired, encumbered or disposed of as established and approved by the Board.
6. Staff only have access to credit or other purchasing cards with limitations on expenditure or adequate controls on their use.

Budgeting and Financial Planning

Budgeting and financial planning for any financial year or the remaining part of any financial year shall be designed to ensure the achievement of the Board-determined outcomes with no risk of harm to the organisation. Without limiting this scope of requirement, the General Manager must ensure:

1. Information is sufficient to enable (a) a credible projection of revenues and expenses, (b) separation of capital and operational items, (c) projection of cash flows, and (d) disclosure of planning assumptions.
2. Financial risks are within Board-determined parameters.
3. Expenditure incurred within any financial year will not result in default under any of NZAC's financing agreements, or risk insolvency.
4. Board development and other governance related expenditure is included.

Remuneration and Benefits

In managing the setting and review of salaries and benefits, the General Manager must not make or allow decisions or promises that would in any way cause or threaten financial harm to the organisation. Without limiting this scope of requirement, the General Manager ensures:

1. There is no change to his/her remuneration or benefits other than those approved by the Board.
2. Obligations created must be met over the projected period of an employee's or contractor's term of employment or over a period for which revenues can realistically be projected.
3. No unfunded employee/contractor related liabilities occur that in any way commit the NZAC to unpredictable future costs that could harm the organisation.
4. All promises or offers of guaranteed long-term employment are only made under circumstances when such guarantees or promises can be realistically honoured.

Protection of Assets

In managing the protection of the New Zealand Alpine Club's physical and intellectual assets, the General Manager shall take all prudent and reasonable actions necessary to ensure that these are protected against all foreseeable damaging circumstances. Without limiting this scope of requirement, the General Manager ensures:

1. Only authorised persons handle cash.
2. Organisation funds are processed or dispersed within controls acceptable to the organisation's official auditor.
3. Assets are insured for a sum that is necessary for prudent risk-management.
4. Board members and/or staff are protected against claims of liability.
5. Goods or services are purchased with protection from conflicts of interest.
6. There is adequate protection against theft, improper use or significant damage to intellectual property and organisation information or information systems.
7. The NZAC good name and reputation is protected and the achievement of its Purpose and Strategic Intent are supported.
8. The organisation has a 'best-state-of-preparedness' necessary for the maintenance of effective and efficient operation in the event of conceivable or unanticipated risk.

Communication & Support to the Board

The Board must be informed about all issues and concerns, an awareness of which is essential to meeting its legal duties, discharging its moral responsibilities and meeting its accountabilities to stakeholders. Without limiting this scope of requirement, the General Manager ensures:

1. The Board is fully informed about matters critical to its timely and effective governance of the organisation.
2. Financial reports contain adequate detail to enable the Board to interpret and assess the significance of:
 - a. significant trends;
 - b. data relevant to agreed benchmarks and Board-agreed measures; and
 - c. data and information relating to all further financial matters as determined by the Board from time-to-time.
3. The Board is informed about significant external environmental trends, breaches of Acts relating to the organisation's performance and the Board's duties and responsibilities, significant internal issues, adverse media publicity, achievement of, or progress towards the achievement of the

organisational outcomes as stated in the Statement of Strategic Direction or changes in the basic assumptions upon which the Board's policies are based.

4. Board members are informed when, for any reason, there is actual or anticipated non-compliance with a Board policy.
5. The Board is fully informed about health and safety in the workplace matters that fall within the Board members duties and responsibilities, or about any related matter the Board has made clear it wishes to be informed of, including the results of all internal and external health and safety audits.
6. The Board is informed of any serious legal conflict or dispute or potential serious legal conflict or dispute that has arisen or might arise in relation to matters affecting New Zealand Alpine Club.
7. The Board is aware of any occasion, action or decision that results in it being in breach of its Governance Process policies particularly when this relates to the General Manager's ability to carry out his/her responsibilities.
8. Board members are treated as part of the Board-as-a-single-entity, except when responding to individual requests for information or requests from Board committees or working parties. (See also General Manager Authority policy point 2)

Emergency General Manager Succession

The Board recognises that one of its major risks is the loss of key personnel, particularly its General Manager. To this end the General Manager must ensure that there is an emergency management regime that can operate in the event of unexpected loss of his or her services. There must also be at least one person capable of responding to Board concerns and requirements at a level necessary to support effective governance.

Employment Conditions

In the management of the organisation's staff and volunteers, the General Manager must ensure that the workplace environment is conducive to ethical behaviour consistent with the NZAC's core values, and sound workplace practices consistent with workplace legislation or its common understanding. Without limiting this scope of requirement, the General Manager must ensure:

1. Employees do not work under adverse conditions or are managed in a manner that may invite behaviour contrary to New Zealand Alpine Club's values or that might undermine New Zealand Alpine Club's trust and reputation with its stakeholders.
2. There are clear guidelines as to employee rights, entitlements and workplace obligations.
3. Employees are not placed in 'inequitable', 'unsafe', 'undignified' or 'unfair' working conditions or circumstances as defined in relevant workplace legislation.
4. Employees and volunteers and others to whom New Zealand Alpine Club owes a duty of care, are not exposed to, unprotected from, or unprepared-for hazardous and risky situations or circumstances that could result in harm as specified in the Health and Safety at Work Act.
5. Staff are engaged in planning and review of health and safety policies and procedures.
6. Continuous improvement protocols are included in the design and execution of health and safety systems and processes.
7. Employees have access to an approved and fair internal grievance process.
8. Employees are fully informed of their rights under this policy.

Stakeholder Engagement

In engaging with NZAC's key stakeholders, the General Manager must take all reasonable steps to ensure that the relationships created and maintained are in the best interest of both the organisation and the stakeholder. Without limiting this scope of requirement, the General Manager ensures:

1. The good name of the organisation is not placed at risk as the result of poor quality interpersonal or interorganisational communication.
2. No unrealistic expectations are created or implied that could cause hardship to either party, i.e. deviation from organisation policy.
3. NZAC is fully aware of the expectations, needs and aspirations of key stakeholders as these relate to the organisations' planning and programme delivery systems.
4. The Board is fully informed of any significant change in relationship status with a key stakeholder, notably in regard to funding.

Public Affairs

As the Board's principal officer, the Board holds the General Manager accountable for ensuring that neither she/he or other organisation personnel undertake, approve or in any way support any action or circumstances that are directly or indirectly demeaning or derogatory or in any way damaging to the New Zealand Alpine Club.