



Tautoko Tāne
Male Survivors Aotearoa

*Enabling the wellbeing of
male survivors of sexual violence*

*He whakatinana i te haumanu oranga tonutanga
o ngā morehu tāne i taitōkaihia*

Governance Charter

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We recognise our bi-cultural heritage and the status of Te Tiriti o Waitangi, and we work in partnership with the Tangata Whenua.

E mōhio ana mātou ki tō mātou whakapapa kākanoruatanga me te mana o Te Tiriti o Waitangi, ā, e mahi ngātahi ana mātou ki te tangata whenua.

Guiding Kaupapa

Whakapapa reinforces the connections between all of us, and to our tūpuna, atua and tūrangawaewae. Whakapapa shapes our endeavours as we strive to better understand and contribute to recovery that binds us to one another across the generations and allows us to make connections and links to people, land in the recovery space.

Manaakitanga provides us with endless opportunities to engage with people, individually and collectively. To ensure that all of our activities are conducted in a way that is mana enhancing of all those involved and reflects values such as generosity, fairness, respect and consideration.

Wairuatanga acknowledges the existence and importance of the spiritual dimension in our lives and in recovery. Wairuatanga recognises the interdependence between present, past and future generations in the discovery, reclamation, rejuvenation in the recovery space.

Kotahitanga values the ethic of working together, with energy and enthusiasm, towards the achievement of common goals in recovery for whānau, hapū, iwi communities and their organisations; while also sharing experiences, understandings, philosophies and interests.

Rangatiratanga requires us to behave in a way that attracts favourable comment from others to the extent that we might be considered to have attributes commonly associated with a rangatira. We must nurture and promote these characteristics in the recovery space and apply them to our whānau, hapū and iwi. We must be confident and competent in the way that we do our work for the people, and we must exercise control and discipline to ensure the integrity of our pursuits in the recovery space

Whanaungatanga reminds us that our work is typically the result of collaborative effort. The full potential of our work is realised through working together as a whānau, this encourages us to celebrate our common interests, applaud our diversity and reinforce our connections with whānau, hapū, iwi and Maataa Waka in the recovery space.

Kaitiakitanga requires Pou representatives to nurture and protect its people and its place; and to preserve and enrich those things that we have inherited from generations past. It demands that we employ our resources wisely, ensuring that their utilisation contributes to our viability and reputation. Kaitiakitanga also recognises the role of stewardship to the land and the people and the importance of maintaining balance

Te Reo is a taonga which we have inherited from our tūpuna. Not only is it an invaluable source of enlightenment and innovation but it is intimately connected with mātauranga, carrying valuable clues about the way our tūpuna understood and experienced the world. Te reo Māori allows expression of Te Ao Māori in all aspects of our work.

Roles & Responsibilities

1. Role of the Board

- 1.1. The members of the Board [the Trustees] of Tautoko Tāne Aotearoa¹ [TTA], are explicitly responsible to TTA stakeholders² for the stewardship and future well-being of TTA. The Trustees are expected to understand the business of TTA and exercise leadership, enterprise, integrity, and judgement in directing TTA to provide assurance of its continuing and lasting prosperity. The Board and individual Trustees have a duty to act with due care and diligence, in a transparent, responsible, and accountable manner, and in the best interests of TTA irrespective of any personal, professional, commercial, or other interests, loyalties or affiliations.
- 1.2. The Board is ultimately responsible for the successful operation of TTA, setting strategies and monitoring performance and responding to changing circumstances in the best interests of TTA stakeholders. The Board 's role is to govern rather than manage TTA, determining the policies, practices, and compliance frameworks necessary to achieve TTA objectives. It should endeavour to apply and achieve the highest standards of organisational governance.
- 1.3. Without intending to limit this general role of the Board, the principal functions and responsibilities of governance will include the following:
 - 1.3.1. Representing the collective interests of TTA stakeholders, being aware of their needs, concerns, and aspirations, and communicating with them as appropriate regarding the affairs and performance of TTA in an effective and timely manner;
 - 1.3.2. Providing future focused and proactive strategic leadership, approving all organisational plans and budgets and monitoring progress to evaluate organisational performance;
 - 1.3.3. Determining the nature and function of any Board Committee required to assist the effective discharge of the Board's governance obligations and responsibilities;
 - 1.3.4. Determining the policies and compliance processes and control systems necessary to assure the effective operation of TTA;
 - 1.3.5. Identifying and characterising TTA principal organisational risks and ensuring that there are adequate mitigation strategies in place to manage those risks;
 - 1.3.6. Appointing and monitoring the performance of any TTA staff including setting and reviewing performance expectations, approving, and reviewing remuneration, and facilitating their professional development;

¹ Formerly Male Survivors Aotearoa New Zealand

² Stakeholders in this context include survivors, member organisations, relevant professional organisations, relevant Government agencies, business partners, funders, sponsors, and philanthropic supporters, and TTA staff.

- 1.3.7. Establishing such delegations of authority as are considered necessary for the effective and efficient management of TTA including adequate approval processes for any significant extraordinary transactions;
- 1.3.8. Reviewing and enhancing the performance of the Board;
- 1.3.9. Acting individually and collectively to enhance the reputation of TTA .

2. Board Structure:

- 2.1. The Board consists of not less than eight and not more than twelve Trustees³, comprising the Chair, Deputy Chair, Treasurer, Secretary, Pai Taituarā, and up to seven other Trustees, all appointed in accordance with the provisions of the TTA Trust Deed.
- 2.2. The Deputy Chair will be a Trustee with the appropriate background and experience⁴ to represent the operational leadership of the TTA Member Organisations (TMO)⁵.
- 2.3. The Board may appoint one of its Trustees as the Executive Trustee to assume the role of Pou Whakahaere as detailed in Clause 8 below.
- 2.4. The Board may directly appoint replacement Trustees to fill any Board vacancies and may also from time to time appoint additional temporary Trustees for special purposes.
- 2.5. Each Trustee is appointed for a two-year term and is eligible for reappointment for subsequent terms⁶. In making any Trustee appointments the Board will have due regard to the mix of skills and experience necessary to provide effective governance for TTA.

3. Role of Trustees:

- 3.1. The Trustees have an obligation to act collectively and in the best interests of TTA to assure its success. In particular individual Trustees have the following obligations and responsibilities:
- 3.2. To be aware of their governance obligations and act in accordance with the attached Code of Conduct, which expects high ethical standards and integrity in their personal and professional dealings and fulfilling their fiduciary duty to always act in TTA 's best interest regardless of personal position, circumstances, or affiliation.

³ Refer Trust Deed 8.1

⁴ This appointment would typically be a TMO Manager, and therefore a member of the Committee for Survivors, who is also a male survivor.

⁵ A TTA Member organisation is an organisation operating a TTA Policy compliant male survivor support service that has entered into a TTA Membership Agreement approved by the TTA Board

⁶ Refer Trust Deed 8.2

- 3.3. To disclose in a timely manner any actual or potential conflicts of interest which may exist or might be thought to reasonably exist between their interests or any associated party's interest and the interests of any other party in carrying out the activities of TTA and to remove any such conflict as determined by the Board.
- 3.4. To ensure that any related party transaction between them or any of their associated parties and TTA is notified in writing to TTA in a timely manner.
- 3.5. To possess relevant skills, experience, and motivation to make a significant and particular contribution to the Board's governance role.
- 3.6. To contribute effectively to the strategic direction of TTA by being future oriented and focussing on strategic issues rather than operational detail. Trustees should have a good understanding of TTA and its operating and regulatory environment, an ability to take a conceptual view and synthesise complex information and ideas.
- 3.7. To participate effectively in Board activities, preparing effectively for and attending on and contributing in a forthright and business manner to all Board meetings, making all necessary enquiry and providing considered and constructive questioning, comment and independent advice in a manner which encourages and respects a diversity of opinions and views and adds value to the Board's deliberations.
- 3.8. To actively foster the development of TTA by effectively representing and profiling TTA to its stakeholders and to reasonably assist the Board and management to action agreed strategies and initiatives.
- 3.9. To respect the confidentiality of all Board discussions and deliberations and confidential information and accept and respect the collective decision-making processes of the Board by supporting the spirit and letter of all Board decisions in any discussions with third parties.

4. Role of the Chair:

The Chair will:

- 4.1. Establish the agenda for all Board meetings and chair all Board meetings provided that in his or her absence the Deputy Chair or in his or her absence a Trustee elected by the Board will chair the meeting.
- 4.2. Be an ex-officio member of all Board Committees.
- 4.3. Be the official spokesperson for TTA unless otherwise agreed with the Board from time to time or concerning specific matters.
- 4.4. Be the primary point of contact between the Board and any TTA staff; be kept fully informed by Trustees and staff of all matters that may be of interest to the Board; and conduct regular reviews with Trustees and staff regarding progress on important initiatives and significant issues facing TTA.
- 4.5. Lead the annual process of the Board's performance review and evaluation.
- 4.6. Chair the Board's process for the evaluation of TTA staff performance.

5. The Role of the Deputy Chair:

- 5.1. The Deputy Chair will deputise for the Chair in his or her absence performing all or any of the above roles of the Chair, except without the express agreement of the Chair, the performance evaluation of staff, or the review of Board's performance.
- 5.2. The Deputy Chair will also be the Chair of the Committee for Survivors.

6. The Role of the Treasurer:

The Treasurer will:

- 6.1. Act as the financial advisor to the Board.
- 6.2. Ensure that TTA establishes and maintains proper and accurate accounting records to enable the timely preparation of true and fair accounts and facilitate those accounts to be properly and conveniently audited⁷.
- 6.3. Ensure, in consultation with the Governance Committee of the Board, that TTA establish and maintain financial management policies and accounting practices in accordance with relevant regulations and best practice standards.
- 6.4. Manage TTA 's financial reporting and compliance function.

7. The Role of The Secretary

The Secretary will:

- 7.1. Act as the secretary to the Board.
- 7.2. Ensure, in consultation with the Governance Committee of the Board, that TTA establishes and maintains:
 - 7.2.1. Proper and accurate statutory records in accordance with relevant legislation and regulations; and
 - 7.2.2. Effective governance policies and practices in accordance with relevant regulations and best practice standards.
- 7.3. Manage TTA 's statutory reporting and compliance functions and facilitate the appropriate management of any legal matters.

8. The Role of the Pou Taituarā⁸

- 8.1. Acts as advisor to the Trustees on all matters relating to Te Tiriti o Waitangi.

⁷ Refer trust Deed 15.3

⁸ Previously the development of TTA's partnership with Māori was guided by a Ropu Tautoko, which was disbanded in 2023 as the Kia Mārire strategy was integrated within the Strategic Agenda (SA26). Guidance is now provided by Māori trustees under the leadership of the Pai Taituarā

- 8.2. Provides robust advice in the areas of mātauranga Māori, kaupapa Māori frameworks, Te Ao Māori and matters concerning the interpretation and application of TTA's Guiding Kaupapa.
- 8.3. Provides advice and leadership to advance TTA's strategic engagement with relevant Māori agencies and organisations with the potential to facilitate alliances and partnerships that can assist TTA with the provision of support services that are effective for Māori;
- 8.4. Provides advice and support for the development of service frameworks, policies, guidelines, and practices that reflect mātauranga Māori and Te Ao Māori principles and practices to enable and support service alignment and potential integration with kaupapa Māori services.

9. The Role of the Executive Trustee

The Executive Trustee will:

- 9.1. Champion the TTA purpose and ambition and operate in a manner that is consistent with the TTA shared values⁹ and cognisant of the Guiding Kaupapa;
- 9.2. Act as Pou Whakahaere reporting to, and working with the Chair, acting in consultation with the Governance Committee in particular and collaborating with other Trustees and Committees as required to achieve the outcomes described in clause 9.3;
- 9.3. Collaborate with Trustees and in consultation with the Governance Committee to:
 - 9.3.1. Assume primary responsibility for implementing the TTA Strategic Agenda (SA); facilitating the actions and activities to achieve the intended outcomes in accordance with the TTA Financial Plan approved by the Board.
 - 9.3.2. Work with the Pai Taituarā, and in collaboration with Trustees and TMO leadership to strengthen our partnership with Tangata Whenua and assure the effectiveness of TTA services for Māori.
 - 9.3.3. Facilitate, in consultation with TMO leadership, the development of a cohesive and sustainable national network of support services for male survivors through the implementation of SA aligned and Board approved regional development strategies.
 - 9.3.4. Facilitate the national development, implementation and quality assurance of best practice operational frameworks, policies, and guidelines in collaboration with the Professional Practice and Education Committees, and in consultation with TMO leadership.
 - 9.3.5. Facilitate, in collaboration with the Communications Committee, the development and implementation of a national communications plan to enhance the national positioning of Tautoko Tāne and promote awareness and understanding of male survivors in Aotearoa.

⁹ As defined in the operative Strategic Agenda

Board Process

10. Board Meetings

- 10.1. Board meetings are a fundamental governance process and provide a critical opportunity for Trustees to obtain and exchange information with each other; brainstorm about opportunities; assess issues and challenges; review performance, goals, and strategies; exercise delegations and make decisions.
- 10.2. The following processes are relevant to these meetings:
- 10.2.1. The Board meetings will be structured to focus on the future and deal primarily with matters of governance level significance subject to the need to monitor TTA strategic and operational performance and compliance activities. The meeting agenda and reports will be prepared to support this focus;
- 10.2.2. Board meetings will be held at least three times a year¹⁰ and require a quorum of at least 50% of Trustees¹¹ to make decisions. Three Trustees may request a special Board meeting at any time. Trustees calling a special meeting of the Board should advise the subject matter of the meeting and provide a minimum of 5 days' notice of the meeting;
- 10.2.3. The Board meeting agenda will be prepared and circulated at least five working days prior to the meeting with the following information attachments:
- Statutory Matters (minutes of last meeting, matters arising therefrom, significant correspondence)
 - Operational activities requiring Board approval.
 - Strategic agenda performance report
 - Treasurer's report on financial performance.
 - Board committee and working party reports
 - Special reports
 - General Business
- 10.2.4. Board minutes, which will be in a format that highlights decisions made [in the form of decision made] and actions required or outstanding, will be circulated for approval within five days of the meeting;
- 10.2.5. The Board will maintain and circulate to members a twelve-month rolling calendar of all Board meetings and events.

¹⁰ Refer trust Deed 9.1

¹¹ Refer Trust Deed 10.1

11. Board Committees

- 11.1. The Board may appoint the following six Board Committees¹² all of which shall have Terms of Reference [TOR]¹³ approved by the Board and their Chair and members appointed by the Board:
- 11.1.1. Governance Committee;
 - 11.1.2. Committee for Survivors;
 - 11.1.3. Professional Practice Committee
 - 11.1.4. Education & Training Committee;
 - 11.1.5. Communications Committee;
 - 11.1.6. Research Committee;
 - 11.1.7. Complaints Committee.
- 11.2. With the exception of the Complaints Committee, the membership of any Board Committee must include a minimum of two Trustees and the Board Committee Chair (Committee Chair) must be a Trustee and is appointed and retired at the pleasure of the Board.
- 11.3. The Chair of the Complaints Committee, who will also be appointed by the Board, shall not be a Trustee, and will have the appropriate qualifications and independence from the Board and TTA to act professionally and impartially in dealing with matters of complaint.
- 11.4. Subject to the approval of the Board, Board Committees can appoint additional advisory members to assist them with the discharge of their obligations and responsibilities. An advisory member:
- 11.4.1. Does not have any of the duties, powers or obligations of a Trustee;
 - 11.4.2. May be appointed for a term not exceeding two-years and is eligible for reappointment for subsequent terms;
 - 11.4.3. Can be retired at the pleasure of the Board;
 - 11.4.4. Is entitled to participate as a full member of the committee provided that they cannot vote on any resolution that involves the exercise of any Board delegated authority;
 - 11.4.5. Is expected to embrace the TTA purpose, ambition and shared values and act in accordance with the attached Code of Conduct, which expects high ethical standards and integrity in their personal and professional dealings and to act in TTA 's best interest at all times regardless of personal position, circumstances, or affiliation.
- 11.5. The core functions of Board Committees will be detailed in their approved Terms of Reference.

¹² Refer Trust Deed 6.1, 6.2

¹³ Refer Board Committee Terms of Reference appended to this Charter

12. Conflicts of Interest

- 12.1. Trustees have an obligation in respect of this Charter and the attached Code of Conduct to declare all interests that could result in a perceived or actual conflict between personal¹⁴ and organisational interests. The Board has agreed the following process for the management of any conflicts of interest.
- 12.2. Any business or personal matter which could lead to a conflict of interest of a material nature involving a Trustee and her or his role and relationship with TTA must be:
 - 12.2.1. Declared by the Trustee to the Chair or the Board at the earliest time after the conflict is identified;
 - 12.2.2. Reported to the first Board meeting following the date of declaration and recorded in the Board meeting record.
- 12.3. Any Trustee, aware of any real or potential conflict of interest of another Trustee, has a responsibility to notify the Board at the earliest time they became aware of the conflict.
- 12.4. The Board will determine whether or not the conflict is of a material nature and shall advise the Trustee accordingly.
- 12.5. Where the Board determine that an identified, declared, or meeting recorded conflict of interest is of material benefit to the personal or organisational interest of a Trustee, then:
 - 12.5.1. The Trustee shall not vote on any resolution relating to that conflict;
 - 12.5.2. The Trustee shall only remain present during the discussion of the conflict with Board approval;
 - 12.5.3. The Board will determine what records and other documentation relating to the conflict will be available to the Board member; and
 - 12.5.4. All such occurrences will be duly minuted.

13. Dispute Resolution

- 13.1. A dispute exists if:
 - 13.1.1. Two or more Trustees have difficulty working together (e.g., due to a conflict of personalities or ideological differences);
 - 13.1.2. The situation is unduly affecting the ability of Trustees, or the Board collectively, to perform their duties in an effective and efficient manner.

¹⁴ Personal interests are defined to include the interest of any persons or organisations with which the Trustee is closely affiliated.

- 13.2. A difference of opinion in relation to a strategic, business, policy, or other decision that is to be made by the Board is not a dispute and should be resolved in accordance with the decision-making provisions of this Charter and the TTA Trust Deed.
- 13.3. Trustees have an obligation to treat one another with respect and courtesy and to perform their duties in a constructive manner. Where disputes arise between Trustees, they must act in good faith to resolve the dispute as soon as possible, by making a reasonable, thorough, and conscientious attempt to resolve the dispute on an informal basis;
- 13.4. Where, in the opinion of the Board, the dispute cannot be resolved by the Trustees involved (the parties), the Board may invoke the following resolution process:
 - 13.4.1. The Board will appoint an independent, suitably qualified mediator who is acceptable to all parties. If the parties cannot agree on a mediator, the dispute will be referred to an appropriate organisation determined by the President of the NZ Law Society:
 - 13.4.2. The parties will co-operate with the mediator, provide all reasonable assistance, and actively work in good faith to resolve the dispute;
 - 13.4.3. The Board will actively support the dispute resolution process and, where appropriate, actively contribute to it;
 - 13.4.4. If the dispute is resolved, the outcome, recorded by the mediator and signed by all parties will be delivered to the Board;
 - 13.4.5. If the dispute is not resolved, and in the opinion of a majority of Trustees who are not parties to the dispute, the dispute is continuing to adversely affect the governance or operations of TTA , then the Board will be entitled, by majority vote of those Trustees not involved, to require the parties to resolve the matter as they determine appropriate including requiring any of parties to resign as a Trustee of TTA .

Board Functions & Accountabilities

14. Strategy Formulation

- 14.1. The Board has the ultimate responsibility for the strategic leadership of TTA and should be fully involved in the development of a Strategic Agenda (SA), which clearly articulates the longer-term future direction for TTA, defines the key strategies, activities, and outcomes required.
- 14.2. The Board's involvement in the planning process should include significant participation in the following activities:
 - 14.2.1. A critical review and evaluation of TTA 's current situation including the identification of all relevant trends and issues and establishing the broad framework or context within which the SA will be prepared;

- 14.2.2. Setting the SA parameters by agreeing the overall direction and focus of TTA, identifying the key strategic goals and related strategies and relevant performance outcome measures;
- 14.2.3. Approval of the resulting documented SA including action strategies, performance measures, and resource requirements including all operating and capital budget commitments.

15. Monitoring Performance

- 15.1. A fundamental responsibility of the Board is to monitor TTA 's performance in achieving its planned objectives and in complying with its regulatory and other compliance frameworks. To discharge this responsibility the Board should establish and monitor a range of relevant key performance indicators that reflect the SA focus and agreed outcomes. Those indicators should typically include the following:
 - 15.1.1. Financial KPI's – statements of financial performance and position with appropriate revenue and expenditure variance and forecast analysis, financial ratios and benchmarks, statement of cash flows and reserves, liquidity, capital and operating commitments etc.
 - 15.1.2. Non-financial KPI's – relevant service engagement and performance statistics, strategic projects status (key milestones and outcomes), relevant revenue analysis and cost & resource monitoring, compliance measures etc.

16. Service and Representation

- 16.1. There is an expectation that members have joined the Board to make an active personal contribution to the successful development of TTA. To achieve an effective collective contribution from Trustees, the following requirements are necessary:
- 16.2. An appropriate and relevant mix of Trustee expertise and experience to:
 - 16.2.1. Contribute constructively to the development, implementation, and monitoring of the SA; and
 - 16.2.2. Provide an effective forum for discussion, responding to ideas, initiatives and challenges with frank, honest and constructive advice and where possible suggesting alternative strategies.
- 16.3. An effective collegial partnership between the Trustees and any TTA staff evidenced by:
 - 16.3.1. An effective working relationship between all Trustees and with any TTA staff.
 - 16.3.2. A willingness of Trustees to actively participate and assist TTA including active participation in Board Committees and other specific projects and initiatives.

- 16.4. The active involvement of Trustees in the promotion of TTA 's interests within their relevant circles of influence including where appropriate the engagement of their personal business and cultural contacts and associations in furthering the development of TTA.

17. Compliance and Integrity

- 17.1. The Board are ultimately and publicly accountable for the ethical and regulatory compliance of TTA ensuring that at all times Trustees, TTA 's staff, associates, contractors, and agents comply with all aspects of the law and act ethically at all times. This function, which is monitored by the Governance Committee, has two objectives:
- 17.1.1. To ensure compliance with TTA 's governance requirements (Trust Deed, Charter, Delegations Framework, and Code of Conduct), all relevant laws and regulations, audit and accounting principles and practices and any stated values of TTA.
 - 17.1.2. To ensure the integrity of TTA 's internal control and management information systems so that its decision-making capacity and the quality of its compliance and performance reporting are maintained at a high level at all times.

18. Risk Management

- 18.1. The Board is required to be aware of TTA 's risk profile and satisfied that appropriate management strategies are in place and that risks are effectively monitored. To discharge this obligation the Governance Committee on behalf of the Board should:
- 18.1.1. Ensure TTA has a current and comprehensive risk profile which identifies and ranks all relevant risks and details appropriate mitigation processes; and
 - 18.1.2. Ensure that there are adequate Board processes in place to subject the risk profile to regular scrutiny and review, report effectively on risk status to the Board, and action Board directives in respect of risk management.

19. Decisions and Delegations

- 19.1. The Board's decision-making process and delegations of authority are fundamental to the governance process.
- 19.2. Board (and Board Committee) decisions or resolutions will be approved by consensus of those present and entitled to vote.

- 19.3. In the event that a consensus cannot be reached the decision or resolution will require the approval of 75% of the Board, or Board Committee, members present and entitled to vote¹⁵.
- 19.4. The Board retains all powers and authorities required to carry out TTA 's business effectively and efficiently except where specific authority has been delegated to Trustees, Board Committees or TTA staff.
- 19.5. Trustees are responsible for any delegations of their responsibilities with regard to the operation of TTA. In addition to deciding what matters are to be delegated Trustees must also ensure that there are adequate controls in place to ensure the effective operation of these delegated powers.
- 19.6. The Board authorities delegated to the Trustees and staff are approved by the Board and recorded in TTA 's Delegations Framework¹⁶, and any Board Committee delegations are also specified in their relevant terms of reference.
- 19.7. Unless specifically authorised by the Board, individual Trustees, with the exception of the Executive Trustee, have no authority to participate in the day-to-day management decisions of TTA.
- 19.8. The Governance Committee is responsible for developing effective internal control processes to ensure that all management decisions are compliant with Board delegations of authority.

Board Performance

20. Board Member Protection

- 20.1. The Trustees have two key areas of protection in respect of the requirement to perform adequately in their role. They have the right to adequate and timely information and the ability to insure against the specific risk of being a Board member.
- 20.2. Members are entitled to have access to all relevant TTA information necessary for them to effectively discharge their obligations as Trustees of TTA. This includes access to all Board papers and supporting information for the period when they were a Trustee and the right to make specific and reasonable requests for additional information where the nature of the information and purpose of the request has been made explicit to either the Chair or the Board.
- 20.3. TTA will provide each Trustee with an appropriate level of Trustees and Officers insurance and provide each Trustee with a copy of the policy and any changes to that policy.

¹⁵ Refer to Trust Deed 10.3

¹⁶ This Delegations Framework has not yet been defined. Therefore, except as provided in Committee Terms of Reference, all delegations of Board authority require Board resolution.

TTA will maintain each member's Trustees and Officers insurance policy for a period of at least one year from the date they ceased to be a Trustee or a longer period if they have continuing liability.

21. Board Evaluation

21.1. As a matter of principle, the Board is committed to the ongoing development of both individual Trustees and the Board as a whole. Each year the Board will assess its own effectiveness in fulfilling this Charter and other Board responsibilities including the effectiveness of individual members. The objective of this review is to enable continuous improvement in the standard of governance provided to TTA. The review process will observe the following requirements:

- 21.1.1. The review will be initiated and coordinated by the Chair with the support of the Governance committee
- 21.1.2. The review process will use an appropriate process to obtain the confidential input of all Trustees and to assess the performance of the Board as a whole and to report to Trustees in an agreed format
- 21.1.3. The results of the Board reviews will be confidential to members and will not disclose the views expressed by individual members without their permission
- 21.1.4. At the conclusion of the Board review the members will update the Strategic Agenda to address any issues or opportunities for improvement in their governance frameworks, documentation, or activities

22. Board Member Appointment

22.1. Trustees should have the requisite experience and expertise to effectively discharge their obligations. It is the intention of the Board that the Trustees collectively should represent an appropriate mix of experience and expertise and have appropriate personal qualities to enable the Board to contribute effectively to the development of TTA.

22.2. The Board aims to ensure effective Trustee appointments by:

22.2.1. Setting the expectation that all Trustees will have the necessary credentials to participate effectively as a Trustee and will make a significant personal contribution to the development of TTA during their tenure. Essential credentials include:

- Relevant and demonstrable experience and expertise which has the potential to enhance the Board's collective ability to add value by providing expert counsel and independent advice about TTA's activities;
- A reputation that reflects high standards of professionalism and personal integrity and an ability to work collaboratively and effectively with colleagues and key stakeholder groups;

- A work history that reflects an ability to operate at a strategic level and demonstrates the potential to add value by participating effectively in Board activities;
 - A broad understanding of and interest in the provision of services to male survivors¹⁷, a reasonable level of financial literacy and good communication skills;
 - A commitment to TTA and to working constructively with other members in accordance with the Provisions of the TTA Trust Deed and the spirit of this Charter;
- 22.2.2. Ensuring that prospective Trustees are fully conversant with the requirements and responsibilities of their role and have the necessary expertise to assist the Board to discharge its governance and Strategic Agenda obligations.
- 22.2.3. Assisting the Board to make appropriate temporary appointments by identifying the expertise, experience, and representational requirements of the Board
- 22.2.4. Providing an effective induction process for new members to assist their understanding of TTA and establish the Boards expectations in terms of their particular role and contribution opportunity.

¹⁷ A Male survivor is a person identifying as a male who has been affected by physical, sexual, emotional, psychological and/or domestic violence, abuse or harm.

Trustee's Code of Conduct

In accordance with all relevant legal and regulatory requirements and ethical standards and guidelines, all Trustees of TTA shall:

1. Owe a duty of trust to TTA as a whole and act honestly in good faith at all times.
2. Always act in the best interests of TTA and not allow personal interests, or the interests of any associated person, to conflict with the interests of TTA.
3. Use their powers of office for good and proper purpose and not make improper use of any information gained through their position as a Trustee nor take improper advantage of their position as a Board member.
4. Disclose in a timely manner:
 - 4.1. Any conflict of interest and abide by any requirements of the Constitution or Charter and the direction of the Board in respect of the removal of any such conflict; and/or
 - 4.2. Any related party transaction and enable the recording of the transaction in the Board minutes.
5. Not disclose to any other person any confidential information otherwise than agreed by the Board or as required by the law in a relevant jurisdiction.
6. Act with the level of skill, prudence, due diligence, and care of a reasonable person and demonstrate commercial reasonableness in their decisions.
7. Make all reasonable enquiries to ensure that TTA is operating efficiently, effectively, and legally towards achieving its goals and undertake diligent analysis of all proposals placed before the Board.
8. Participate fully in the activities of the Board, preparing diligently for and attending punctually for the duration of all meetings and contributing constructively to all Board deliberations.
9. Comply with the spirit, as well as the letter of the law and with the principles of this Charter and not engage in any conduct likely to bring discredit upon TTA.
10. Provide their specific expertise generously to assist the Board in furthering the purposes of TTA.

Committee Terms of Reference

1. Context

- 1.1. The Board [the Trustees] of Tautoko Tāne Aotearoa [TTA] has the power to establish or dissolve Board Committees and retire the Chair and members of those Board Committees and establish and alter the Terms of Reference [TOR] of those Board Committees.
- 1.2. The TTA Governance Charter [Charter] currently provides for the appointment of the following seven Board Committees:
 - 1.2.1. Governance Committee;
 - 1.2.2. Committee for Survivors;
 - 1.2.3. Professional Practice Committee.
 - 1.2.4. Education & Training Committee;
 - 1.2.5. Communications Committee;
 - 1.2.6. Research Committee;
 - 1.2.7. Complaints Committee.
- 1.3. These TOR are intended to establish the objectives, obligations and responsibilities of those Board Committees and govern and guide their activities.
- 1.4. The obligations and responsibilities of Board Committees will also be guided by the TTA Strategic Agenda which will:
 - 1.4.1. Define the expected contribution of each Board Committee;
 - 1.4.2. Include any specific initiatives identified and agreed by the Board as appropriate for action by any Board Committee; and
 - 1.4.3. Include any specific initiatives identified by a Board Committee relating to the discharge of their general responsibilities as defined in Clause 5 of this TOR.

2. Membership

- 2.1. As provided in the Charter, the Board determines the membership of Board Committees, including external members, and appoints the Board Committee Chair. The Charter also provides that:
 - 2.1.1. The Board Chair is an ex-officio member of all Board Committees;
 - 2.1.2. The membership of each Board Committee includes a minimum of two Trustees;
 - 2.1.3. The Chair of any Board Committee is appointed by the Board and must be a Trustee, with the exception of the Chair of the Complaints Committee who shall be an appropriately qualified and independent person:

- 2.1.4. The Complaints Committee membership shall be the Committee Chair appointed by the Board, the Chair and one other Trustee appointed by the Board provided that in the event that the Committee is dealing with a matter of complaint relating to one of its members, that member shall withdraw from the Committee and be replaced by another Trustee appointed by the Board.
- 2.1.5. The membership of the Committee for Survivors shall comprise the Managers of each TTA Member Organisation (TMO). The Chair of the Committee will be the TTA Deputy Chair appointed by the TTA Board in accordance with the Charter. The TTA Te Kairaranga will be a member of the Committee
- 2.1.6. The Chair, Deputy Chair, Treasurer, Secretary, and Pai Taituarā shall be members of the Governance Committee;
- 2.1.7. The Board Committee members are appointed for a minimum of two years;
- 2.1.8. All Trustees are expected to serve on at least one Board Committee.
- 2.2. The Charter provides for the appointment of external [non-Trustee] members to any Board Committee subject to the approval of the appointment and the term of appointment by the Board. Board Committees may invite other people, including non-Trustees, to attend their meetings as appropriate

3. Authority

- 3.1. Board Committees do not have executive powers or authority in relation to any areas of TTA management responsibility.
- 3.2. Unless specifically provided in these TOR, or Committee-specific TOR, Board Committees have no delegated authority and act in an advisory capacity to the Board.
- 3.3. All Board Committees have authority, within the scope of their functions, to
 - 3.3.1. Obtain expert advice where necessary if approved by the Chair;
 - 3.3.2. Obtain any information they require from TTA staff or from any external parties;
 - 3.3.3. Request the attendance of any TTA staff at any meetings of the Committee.
- 3.4. The **Governance Committee** has the following delegated authorities:
 - 3.4.1. Invest surplus TTA funds (Approval: Two Trustees);
 - 3.4.2. Authorise funding grants applications, contracts and receipts and payments to suppliers, contractors, and employees within approved budgets (Approval: Two Trustees)

4. Meetings

- 4.1. A quorum for any Board Committee meetings shall be 50% of the Board Committee members provided that quorum includes two Trustees.
- 4.2. Board Committee members may not appoint an alternate to attend on their behalf.
- 4.3. Board Committee meetings should be held at least twice per annum or in the case of the Complaints Committee as required to deal in a timely manner with matters of complaint.
- 4.4. The Board Committee Chair may convene special meetings.
- 4.5. The Board Committee will keep a record of all meetings and make copies of such meeting records available to all Trustees in a timely manner.
- 4.6. All matters referred by Board Committee to the Board or to another Board Committee will be included as agenda items in the next scheduled Board or Board Committee meeting.

5. Functions

The core functions of each Board Committee are defined as follows:

- 5.1. The **Governance Committee**, which will include the Chair, Deputy Chair, Treasurer, Secretary and Pai Taituarā as members, is responsible for:
 - 5.1.1. Developing and monitoring, in consultation with the Board, the Strategic Agenda;
 - 5.1.2. Managing, in consultation with the Executive Trustee, the procurement of Government grants to secure the funding for operational and development requirements as defined in the TTA Strategic Agenda;
 - 5.1.3. Managing, in consultation with the Executive Trustee and other Trustees the procurement of non-government grants, sponsorship and philanthropic revenues to secure the funding for research and development and special project initiatives as defined in the TTA Strategic Agenda;
 - 5.1.4. Working collaboratively with the Board to review and maintain TTA 's governance arrangements as defined in the Provisions of the TTA 's Trust Deed, Delegations Framework, and this Charter;
 - 5.1.5. Providing assurance to the Board in respect of the integrity of financial management including the effectiveness of management and internal control and compliance frameworks, practices and reporting and financial policies, practices, and reporting;
 - 5.1.6. Developing and monitoring on behalf of the Board, the TTA risk management policies, practices, and reporting [Refer Charter Clause 16];
 - 5.1.7. Overseeing and appraising the focus and quality of the external audit and any internal audit projects as required;

- 5.1.8. Managing, in consultation with the Board, the employment relationships with staff including their appointment, remuneration, performance development and retirement;
 - 5.1.9. Facilitating, with the Chair, the annual performance review of the Board [collectively and individually] and Board Committees.
 - 5.1.10. Taking responsibility for the achievement of Governance outcomes as defined in the Strategic Agenda.
- 5.2. The **Committee for Survivors** is responsible for working with the Board and other relevant Board Committees to:
- 5.2.1. Enable and assist the engagement of the NZ survivor community with TTA and its Member Organisations (TMO's);
 - 5.2.2. Enable and assist TMO engagement with Māori survivors and their whanau specifically and with Māori generally and encouraging and supporting the development of kaupapa Māori services;
 - 5.2.3. Assure that TTA service strategies, priorities, policies, and protocols are relevant to, appropriate for, and generally in the best interests of, the NZ survivor community;
 - 5.2.4. Help assure the quality, integrity, safety, and cultural appropriateness of TTA and TMO services provided to survivors and their whanau by providing constructive feedback on service delivery and consumer experience to inform ongoing service improvement;
 - 5.2.5. Provide input and feedback on any policies or practices that influence access to TTA and TMO survivor services including access to service information and the capture of service experience feedback;
 - 5.2.6. Provide a sounding board, and considered source of advice, for the discussion and resolution of national issues and concerns requiring a 'survivor voice'; and
 - 5.2.7. Ensure regular communications and networking with the NZ survivor community and other relevant interest groups and organisations to inform the efficacy of Committee opinions and advice.
- 5.3. The **Professional Practice Committee** is responsible for working with the Board to:
- 5.3.1. Collaborate with appropriate stakeholders:
 - To develop and maintain the TTA codes of ethics and conduct and the other standards that underpin the delivery of support services for male survivors of sexual abuse; and
 - To apply those ethics and standards to the development of appropriate competency and service-model frameworks to deliver professional support services for male survivors of sexual abuse.
 - 5.3.2. Collaborate with the appropriate stakeholders to:

- Assure the efficacy of TTA peer support frameworks, including policies, guidelines, and practice notes, such that TTA Purposeful Peer Support¹⁸ is recognised as international best practice and an effective and credentialised support service within the sexual violence sector and by all relevant Government Agencies.
 - Develop as required relevant standards (policies, guidelines, and practice notes), including the adoption and/or adaption of other relevant practice standards, to assure the quality of any other support services offered by a TMO as approved in their Membership Agreement
- 5.3.3. Collaborate with the Pai Taituarā and other appropriate authorities and consult with TMO leadership to monitor, advise, document and quality assure the adoption of any Kaupapa Māori¹⁹ frameworks and practices including recommending the review and updating of relevant TTA policies, guidelines, and practices as required to accommodate alignment and integration of Kaupapa Māori frameworks.
- 5.3.4. Collaborate with the Governance Committee and, as relevant, the Complaints Committee to manage and resolve any significant breaches of the TTA Codes of Ethics and/or Conduct.
- 5.3.5. Take responsibility for the achievement of any Ethics & Standards outcomes as defined in the Strategic Agenda.
- 5.4. The **Education & Training Committee** is responsible for working with the Board to:
- 5.4.1. Develop and maintain TTA 's education and training curriculum including the development of related course material including, but not limited to:
- The ongoing development and presentation of Purposeful Peer Support Aotearoa training including, but not limited to, PPSA Principles & Practices, PPSA GroupWorks and PPSA Reflective Practice.
 - The development of TTA's online education programme including collaboration as required to enable and support any cultural education agendas, including but not limited to Te Tiriti o Waitangi education.
- 5.4.2. Collaborate with the Communications and Professional Practice Committees as required to enable and support the development and presentation of any TTA speaker and/or webinar programmes designed to profile and/or promote TTA and TMO support services.
- 5.4.3. Take responsibility for the achievement of Education & Training outcomes as defined in the Strategic Agenda.

¹⁸ The TTA Purposeful Peer Support Aotearoa framework was developed in consultation with the TMO leadership and was launched in 2022.

¹⁹ Kaupapa Māori frameworks in this context is intended to embrace and support services practices that are endorsed by the relevant MMO Board as an appropriate local community response to the implementation of TTA's Kia Mārire strategy.

- 5.5. The **Communications Committee** is responsible for working with the Board to:
- 5.5.1. Develop and implement TTA 's communications plan as an integrated element of the TTA Strategic Agenda;
 - 5.5.2. Take responsibility for the achievement of Communications outcomes as defined in the Strategic Agenda.
- 5.6. The **Research Committee** is responsible for working with the Board, in collaboration with relevant research organisations, to:
- 5.6.1. Identify and recommend relevant research projects that relate to TTA's Strategic Agenda including, but not limited to:
 - Clarify the incidence, nature, disclosure, causes and impacts of sexual violence involving male survivors in Aotearoa;
 - Inform the development of, and/or access to, effective support services for male survivors²⁰, including but not limited to, peer support services;
 - Inform the development of integrated (wrap-around) support and recovery services for male survivors
 - Enable and support TTA and/or TMO strategies for engagement with Māori including the potential for alignment and/or integration of Kaupapa Māori services with or within TMO support services for male survivors;
 - 5.6.2. Uphold the quality of research and limit the demand placed on TTA member groups and survivors by providing a transparent consultation process for external researchers applying to utilise TTA's resources;
 - 5.6.3. Support TTA in research that informs the sexual violence sector about matters relevant to the wellbeing of male survivors, including but not limited to:
 - Monitoring, writing, reviewing, and publishing relevant research outcomes on the TTA website (Research);
 - Identifying and enabling research-informed publication opportunities that inform and promote the kaupapa of TTA – "*enabling the wellbeing of male survivors*";
 - Providing consultation for key civic enquiries/expert panels or media enquiries
 - 5.6.4. Work with relevant Committees and research-funding organisations to obtain project funding to facilitate research that will advance knowledge related to male survivors;

²⁰ Male survivors in this context are defined to be any male that has suffered physical, sexual, emotional, mental or domestic abuse, harm or violence; this recognises the complex inter-relatedness of trauma generally in relation to the causes and impacts of sexual violence.

- 5.6.5. Where relevant, prepare tenders for competitively funded research projects and facilitate the effective management and delivery of project outcomes;
- 5.6.6. Take responsibility for the achievement of Research outcomes as defined in the Strategic Agenda.
- 5.7. The **Complaints Committee**, which is responsible for dealing with matters of complaint about the professional misconduct of the Trustees, managers and staff of TTA or any TMO where, in the opinion of the Chair it is not appropriate for the complaint to be managed by the TMO, shall:
- 5.7.1. Develop and maintain a complaints policy (protocol and process, including appropriate disciplinary proceedings) approved by the Board, which shall provide, inter alia, for the Committee:
- To directly receive all complaints about professional misconduct;
 - To deal with all matters of complaint in an expedient and professional manner;
 - Subject to privacy and confidentiality constraints, to keep the Board informed about the nature of complaints received and their manner of resolution.
- 5.7.2. Ensure that any TMO-related complaints are, in the first instance, referred to and dealt with by the relevant TMO Board and only accept national accountability for TMO-related complaints when:
- The complaint is assessed as presenting a serious reputational risk and/or to have potential serious consequences for TTA and/or the national TMO community; or
 - There is a request for engagement from the TMO that has the approval of the TTA Governance Committee;
 - In the opinion of the TTA Governance Committee in consultation with the TMO Chair, it is not appropriate for the TMO to deal with the complaint due to the particular nature of the complaint, which may include consideration of the circumstances of the complainant.
- 5.7.3. Take responsibility for the achievement of Complaints outcomes as defined in the Strategic Agenda.