

# Women in Wine



New Zealand Wine

**DEVELOPMENT SERIES**

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# Getting on Board: Governance Essentials

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# This session

- What is governance?
- Difference between Governance & Management
- High performing boards
  - The Role of the Board and its members
  - Role of the Chair
- Officer duties
- Board culture
- Getting on Board

# What is governance? Why all the fuss?

- Why do you want to be on a board or committee?
- Why do we put so much time and resources into governance?
  - The Mystic of the board
- What is governance?

# Governance / Management

**Governance:** *what, where, why?*

- Leadership role with longer term focus
- Sets strategy
- Monitors and holds staff to account to deliver it

**Management:** *How?*

- Executes board-approved strategy
- Works on the business plan
- Day to day operational focus



# How boards / committees add value

- Determining purpose and strategy of the organisation
  - Holding management to account for delivering the strategy
  - Ensuring the organisation is legal & ethical
  - Creating an effective culture
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- Note: in small organisations board and management can be the same people

# The Role of the Chair

- Providing overall leadership
- Shareholder and major stakeholder relationships
- Ensuring the board remains focused
  - Setting meeting agendas
  - Facilitating meetings
- Leading evaluation and holding the board to account
- Mentoring board members and (if one) the GM

# The role of board members

**You are the guardian of your organisation. You must:**

- Contribute to governance as part of the board
- Behave in ways that set the tone and culture of the organisation
- Identify the risks and opportunities

**To do so you must:**

- Be trustworthy (do what you say you will do)
- Show courage and challenge the status quo
- Externally, be an advocate for your organisation



# Officers' Duties

- Act in good faith and in the best interests of the society.
- Exercise powers for proper purposes only.
- Comply with the Act and your society's constitution.
- Exercise reasonable care and diligence.
- Not create a substantial risk of serious loss to creditors.
- Not incur an obligation the officer doesn't reasonably believe the society can perform.

[Incorporated Societies Act 2022]

# Board culture

- Trust
- Collective responsibility
- Inclusive decision making
- Confidentiality
- Conflicts of interest
- Conflict and debate – listening and empathy

# Getting on Board

- What do you want from your board role?
  - Contributing to an issue you are passionate about?
  - Learning new skills?
- Why would the board want you?
  - What does the board need: phase of development; issues and opportunities they are facing?
  - What technical knowledge and skills do you bring?
  - What networks do you bring?
- Governance CVs
  - Are not a work CVs
  - They focus on what you can contribute to the board - transferable skills and knowledge
  - Includes relevant board experience like previous board roles or when you reported to a board

# Getting on Board cont.

- Positions are advertised on:
  - Appoint Better Boards <https://www.appointbetterboards.co.nz>
  - Institute of Directors <https://www.iod.org.nz/vacancies/#>
- Individual organisations advertise their board elections and new roles
  - Identify what organisations you want to contribute to and contact the chair
- Cover letters and CVs should be tailored to each role

# Questions?

More resources to grow your governance career:

<https://communitygovernance.org.nz>

<https://www.governancenz.org>

<https://www.lead.org.nz>

<https://www.iod.org.nz/#>



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