



Board

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1. OBJECTIVES

- To provide assurance of effective governance of the Trust and its 100% owned subsidiary BayTrust Charities Limited (BTCL), including its accountability to Bay of Plenty Communities.
- Whenever this policy or any of the Trust's other policies refers to Trustees or the Trust, this wording also applies to BTCL Directors and BTCL.
- To define the behaviours Trustees, consider most conducive to the effective governance of the Trust.
- To assist in the communication of the Board's expectations (including ethical and cultural expectations) to all Trustees.
- To promote high standards of Board conduct and practice.
- To provide a standard against which to evaluate Board and Trustee behaviours.

In addition, the process of developing and reviewing these standards periodically will provide a catalyst for the Board to consider and agree, collectively and transparently, the governance standards and expectations that will apply to the Trust Board's membership.

The Board has agreed on the fundamental principles of this policy and has delegated the responsibility for the implementation and monitoring of this policy to the Trust Chair and the Audit and Risk Committee, with all minor changes being approved by the Audit and Risk committee.

This policy must be read in conjunction with other Trust policies.

2. Committees

Chair & Deputy Chair

The Trust Chair and Deputy Chair's roles and responsibilities are outlined in **Appendix A**.

The Trust Chair and Deputy Chair election process is outlined in **Appendix B**.

Standing Committees

The following guidelines apply to all standing committees:

- All standing committees' Terms of References are approved by the Board.
- All standing committee Chairs are approved by the Board.
- Every Trustee should be a member on at least one of the standing committees and preferably no more than two of the standing committees.

- Standing committee memberships are to be reviewed annually as soon as practical post the Trustee appointments being confirmed, with the Trust Chair leading this process, having regard to Trustee skills/attributes and succession planning/potential to ensure the best possible governance for the Trust.
- If it appears the quorum requirement for a standing committee may not be met due to Trustee absence, then the standing committee Chair can canvass all Trustees who are not members of the standing committee to determine if any can attend that meeting. If a non-committee member Trustee can attend, then this Trustee has full committee membership rights for the duration of that meeting to satisfy the quorum requirements.
- Trustees are entitled to attend all meetings of standing committees as an observer upon giving reasonable notice to the standing committee Chair and CEO. Reasonable notice of meetings and the business to be conducted shall be given to the members of the standing committee and all other members of the Board.
- Meetings of standing committees are to be minuted and recorded in the Trust's electronic board book system, and available to all Trustees.
- Generally, no one should Chair more than one standing committee.
- All standing committee communications are to be copied to the Trust Chair and CEO.

The Trust's Standing Committees are:

- Audit & Risk
- HR
- Investments

The following guidelines apply to all Chairs of standing committees and the Trust Chair:

- The Trust Chair and Chairs of the standing committees have the ability to use a casting vote.
- The casting vote can only be used after the Chair exercises their deliberative vote (the vote they get because they are a member) and when there is a tie.
- Generally, the Chair will call for a revote if the first vote ends in a tie and only utilise their casting vote rights if the second vote also ends in a tie.
- Generally, a casting vote should be used to "preserve the status quo".

3. POLICY

Board Responsibilities:

- Delegating functions and powers generally or, in particular to committees, management and advisors.
- Set strategic direction and develop strategy and policy in a manner consistent with, and supportive of, the Trust Deed and statutory requirements and the broader interests of the community.
- Set annual budgets and business plans.
- Monitor progress in the implementation of strategy, plans, policies, and investments.
- Monitor investments.
- Appoint and monitor the performance of and set the remuneration for the CEO based on recommendations from the HR committee.
- Ensure procedures are in place to protect the Trust's financial position.
- Ensure compliance with the law and accountability requirements.
- Take ultimate responsibility for safeguarding the Trust's public reputation.
- Monitor and review the Board's own performance.
- Consider and make decisions on grant and other recommendations (e.g. impact investments) in accordance with the policy and the Trust's strategic direction including its purpose and values.

4. PRACTICES

Appointment of Trustees

The Community Trusts Act 1999 (Sections 5-7) and the Trust Deed (Clause 3-4) specify conditions and processes for Trustee appointments.

BayTrust will comprise not more than 12 nor less than six Trustees. Trustees are appointed by the Minister of Finance through the Associate Minister of Finance and the Department of Internal Affairs who may consult with the Trust through the Chair and the CEO during the appointment process, but who are not bound by any Trust recommendations.

The Trust may submit nominees for new appointments and reappointments, although the Minister accepts nominations from other persons and organisations.

The Trust will also request that the Minister consider the composition of the Trust Board as outlined under cl 3.2 of the Trust Deed, which states:

The Board **must** collectively have the skills to manage the Trust, in particular:

- sufficient diversity among Trustees (for example, in relation to background, skillset, ethnicity, demographics, and gender) in order to ensure that the communities in the specified area and its needs are properly represented;
- sufficient Trustees who whakapapa Māori;
- sufficient Trustees who have the skills required to manage the Trust Fund's investments (including compliance with financial and legal requirements);
- Trustees who collectively have skills in governance, community experience and the social sector; and
- sufficient institutional knowledge of the Trust's affairs retained amongst the Trustees to enable smooth operation of the Trust.

The Trust will normally recommend first-term Trustees be reappointed for a second term of four years but no longer.

The Board has endorsed the following process and timelines to assist with making Trustee appointment recommendations to the Minister:

1) Skills Assessment Process

- A Trustee skill/diversity matrix framework (based on the Trust Deed skill sets /diversity required) is completed annually and collated by the CEO.
- Findings of the skills matrix are provided by the CEO to the Dec HR committee to inform the required skill sets/diversity that would complement the existing Board composition. The skill sets/diversity being sought for the Board is agreed upon by the Board at its June meeting.
- Advertise for Expressions of Interest outlining the skill sets and diversity required (assuming a Trustee vacancy) commencing in Dec/Jan.

2) Recruitment Process

- The HR committee discuss in February to short-list EOI's down to an appropriate number (depending on the number of vacancies).
- Recommended short-listed candidates are interviewed by the Chair/CEO and other HR committee members if desired and then, considered, and endorsed by the Board with the Board confirming its preferred candidates at its February meeting.
- Interviews /reference checking of the preferred applicants is completed by the Chair and CEO and the Trust's HR advisor. The Chair is authorised to make the final decision on the preferred candidate(s) to be notified to the Minister.
- Minister/DIA notified of Trust recommendations in March.
- The Chair and CEO meet with local Members of Parliament to discuss the process undertaken and the outcomes reached. They are also provided with the information that is sent to the Minister and asked to support the Trust.

Trustee Review, Development, and Attendance

- The Trust encourages learning and professional development for Trustees with the process managed by the Trust Chair and CEO, with the Trust providing a 4-year term budget for Trustees' learning and professional development. This is in accordance with the Trust's desire to ensure that Trustees are appropriately equipped to manage their duties and to ensure robust succession planning.
- Individual Trustee development programme's will be agreed outlining the key learning and development areas for the Trustee and the opportunities available.
- The Trust shall maintain a record of Trustee attendance at Training/Development opportunities and will endeavour to ensure fair opportunity for all Trustees.
- Trustees are encouraged to report to the next Trust meeting after each conference/PD opportunity if they believe that sharing this information has useful learnings for the Trust.
- **Factors for Approving Trustee Professional Development (PD) Applications**

The Chair will consider the following factors when reviewing individual Trustee PD applications:

- a. Trustee attendance (see details below).
- b. The potential value of the PD opportunity to both the Trustee and the Trust.
- c. The Trustee's personal PD budget, which may be accumulated over a four-year term.
- d. The Trustee's tenure. Generally, PD requests may not be approved within the first six months or the likely last six months of a Trustee's term. Exceptions may be made for specific community and collective PD opportunities, such as CT investment training or CT conferences.

Monitoring and Reviewing Attendance

Trust staff will keep track of Trustee meeting attendance and provide a quarterly update to the Chair. The Chair will then take the following actions based on the attendance record:

- a. Attendance over the past 12 months >75%; this is considered an expected level of attendance, and no action is necessary.
- b. Attendance over the past 12 months between 50-75%; this level of attendance may raise concerns regarding the Trustee's ability to fulfil senior roles, discretionary PD spending, or recommendations for re-appointment. The Chair will discuss the matter with the Trustee, who will have until the end of the next quarter to improve attendance. Any further action will be at the Chair's discretion.
- c. Attendance over the past 12 months <50%; the Chair will discuss with the Trustee whether they can continue to commit to their role. The Trustee will be given until the end of the next quarter to improve attendance. Possible actions may include limiting PD spending, removing the Trustee from senior roles, recommending against re-appointment, or in the most extreme case,

suspension (if supported by 75% of the Board) as outlined in clause 5 of the Trust Deed.

- d. Adjustment of fee; if a Trustee's attendance over the past 12 months is below 75%, their annual fee may be adjusted (at the Chair's discretion) to reflect these absences until attendance improves above 75% on a quarterly basis.

Types of Meetings and Attendance Expectations

Attendance is expected at all Board meetings, standing committee meetings, APM, and annual planning days. In-person attendance is preferred for quarterly Board meetings, APM, and annual planning days. For other meetings, online attendance may be acceptable at the Chair's discretion. If a Trustee cannot attend in person due to circumstances such as illness or being overseas, virtual attendance options will be provided at the Chair's discretion.

Annual Survey of Trustees

An annual survey of Trustees and the Chair will be undertaken (co-ordinated by the Trust Chair) to:

- Gain agreement on the desired areas of focus for the Board.
- Assess the performance and effectiveness of the Board.
- Assess the Trustees' strengths and contributions to the Board.
- Identify opportunities for Trustee learning and development.

Te Tiriti o Waitangi Commitment

BayTrust desires to work with Māori in a way that is consistent with the Principles of the Te Tiriti of Waitangi, partnership, protection, and participation and in particular:

- acknowledges that New Zealand was founded on the basis of bicultural partnerships.
- aim to work together with Māori to ensure a true partnership exists, sharing skills and supporting one another.
- will ensure Māori, iwi, hapū and whanau are aware of their right to make applications to BayTrust including projects relating to the advancement of te reo Māori and tikanga and are provided with relevant advice and support.

Climate Change Commitment

BayTrust accepts that climate change poses a serious and immediate risk to our communities which requires urgent action. We all have a role to play in helping to mitigate the most severe impacts, and that we will all have to do things differently. As a funder, BayTrust has significant flexibility to help our BOP communities understand and mitigate their climate change impacts, as well as grasp opportunities through our internal actions, our investments, and our community support.

As such, BayTrust is committed to becoming a climate responsible (tiakina te ao turoa) organisation through:

- Actively targeting a 5% annual reduction in the Trust's emissions, together with ensuring that by 2050 at the latest any residual emissions will be offset via local BOP opportunities that create co-benefits in the BOP (e.g. environmental, economic, social and cultural). Furthermore, we will continue to be a BOP active enabler and support grantees CC/sustainability journeys.

Trustee Responsibilities and Behaviours

The Board is the strategic leader of BayTrust, and Trustees will:

- Look to the future and keep informed of issues and trends that may affect the mission and organisational health of the Trust.
- Make decisions based on knowledge of community needs and best practices and in accordance with their purpose and values.
- Encourage thoughtful deliberation, incorporating a diversity of viewpoints.
- Work together as colleagues, encouraging mutual support and good humour.
- Have the courage to lead and make difficult decisions.
- Commit to excellence in governance.
- Practice the Trust's values (see **Appendix E**)
- If running for public office, Trustees will abide by the agreed guidelines (see **Appendix I**)

As an overarching standard of Trustee behaviour: **Trustees will not act in a manner that may denigrate the Trust or bring the Trust into disrepute.**

Trustees share responsibility with the Chair and other Trustees for the governance of the organisation and the conduct of Board affairs in accordance with the Trust Deed and this policy.

Trustees' roles include:

- Contributing independent judgement to all issues before the Board including matters of strategy development and planning, investment and grant-making and the performance of the Board and the organisation.

- Being available to take part in all Board activities.
- Attending all Board meetings and being absent only with good cause and notifying the Chair and Trust staff of the absence in a timely manner.
- Sitting as members of committees.
- Undertaking special duties from time-to-time.
- Keeping abreast of, and remaining knowledgeable about, community and investment issues.
- Building and maintaining skills relevant to the Trust's activities.
- Maintaining an up-to-date working knowledge of Trust processes and procedures.
- Supporting the Chair in all the roles listed above.
- Complying with all Trust policies.

Principles of Good Governance

These Guidelines are based on the following principles of good governance:

- Public interest:** Trustees should serve the overall interests of the community and should not improperly confer an advantage or disadvantage on any one person or group.
- Honesty and integrity:** Trustees should not place themselves in situations where their honesty, integrity and good faith may be questioned, or behave improperly and should, on all occasions, avoid the appearance of such behaviour.
- Diligence and objectivity:** Trustees should make decisions on a properly informed basis, with fairness and without bias after a thorough consideration of the merits of each proposal.
- Accountability:** Trustees should view themselves as collectively accountable to, and responsible to, the Bay of Plenty community for their decisions and the manner in which they carry out their role. Decisions of the Trust are not made in public; however, the processes of decision making should be such that will retain the confidence of the public if the decisions were subject to public scrutiny.
- Personal judgement:** Trustees should take account of the views of others, but should reach their own, independent, conclusions on the matters before them.

- f) **Respect for others:** Trustees should promote equality by not discriminating unlawfully against any person and by treating people with respect, regardless of their race, age, religion, gender, sexual orientation, or disability. They should respect the impartiality and integrity of BayTrust staff.
- g) **Commitment:** Trustees are expected to be diligent, attend Board meetings and devote sufficient time to preparation to enable full and appropriate participation in, and contribution to, the Board's decision making.
- h) **Governance/management distinctions:** Trustees should respect and value the distinction and complementary nature of the relationship between governance and management roles and responsibilities. (see **Appendix D** for further clarifications).
- i) **Compliance:** Trustees should ensure that the Trust always acts lawfully and in accordance with its Trust Deed and behaves in a manner consistent with the spirit as well as the letter of the law.

Trustees Relationships with the Community

Trustees will:

- Be available to the community as appropriate including representing the Trust at community events / functions etc to which a Trust representative/s has been invited.
- Assist groups to contact the Trust in a manner that complements but does not conflict with staff responsibilities to engage with those groups (see **Appendix F** for further guidelines).
- Engage with and be receptive to learning about the Community.
- Act with impartiality.

Relationships with other Trustees

Recognising that Board effectiveness requires mutual respect and trust between members. Trustees shall conduct their dealings with each other in such a manner that will:

- Demonstrate a positive, constructive, and professional attitude and a respectful manner.
- Be open and honest.
- Focus on issues and objectives rather than people and personalities.
- Encourage Trustees to participate actively and share their knowledge and point of view.
- Seek an understanding of, and demonstrate regard for, the views and opinions of others.
- Maintain public confidence.

Relationships with Staff

Trustees will:

- Respect and support the authority of the CEO over other staff, avoiding attempts to instruct or influence their advice or actions.
- Recognise that the CEO is the employer (on behalf of the Trust) of all staff, and as such, only the CEO may hire, dismiss, give instructions, or censure an employee.
- Treat all employees with courtesy and respect.
- Not do anything which compromises, or could be seen as compromising, the impartiality of an employee.
- Never publicly criticise any employee in any way.
- Act in accordance with the Trust's obligations to be a good employer.

Meetings

Trust meetings and locations shall be set up and agreed for the next calendar year at the second to last Board meeting of that calendar year. The CEO is to initiate this process.

The Deed requires that an annual public meeting be held by 31 October. Trustees will always endeavour to attend meetings on time, prepared and ready to work on the agenda.

- Trustees will, wherever possible, give prior notice of any absence from any part of Board meetings.
- Trustees will not conduct other business during any meetings of the Trust.
- Trustees will not attempt to re-litigate previous decisions at subsequent meetings of the Trust unless the Chair agrees to place it on the agenda and that decision is supported by a majority of Trustees or majority of Trustees agree to re-open the debate.
- Trustees will **avoid** the use of i-pads, computers, cell phones and other communication devices for personal or non BayTrust business purposes during meetings unless prior approval is obtained from the Chair for a specific circumstance.
- Audio and/or video recording of any Trust meeting (other than for the purpose of the official minutes) shall only occur if the approval of the Chair has first been given or the leave of the meeting obtained.

Confidential Information

Trustees must not use or disclose confidential information for any purpose other than the purpose for which the information was provided to the Trustee. Things that should be regarded as confidential include (but are not limited to):

- All information, except any information specifically approved for wider circulation.

- Any emails between Trustees and/or staff, unless clearly signalled as available for wider circulation.
- Any personal views of Trustees as expressed around the Board table.

Collective Responsibility

Once the Board has reached a decision, Trustees will abide by the principle of Board collective responsibility and accountability. When speaking externally, Trustees will reflect and support the implementation of the agreed position of the Board even though their personal views may differ.

Trust Policies & Interpersonal Relationships

Trustees will abide by all BayTrust policies established and agreed to by the Board or delegated to its committees.

Trustees and staff are required to maintain a professional boundary between themselves and other Trustees/staff including their families and to not engage in sexual or intimate behaviour or relationships with Trustees and/or staff or with those close to them. Consent is not an acceptable defence in the case of sexual or intimate behaviour within such relationships.

Process for dealing with breaches of these guidelines

If any Trustee becomes concerned that conduct of a fellow Trustee, (including the Trust Chair or Deputy Chair), is in breach of these guidelines, she/he should:

- First discuss the concern with the Trustee involved. If the matter of concern persists, the matter should be raised with the Trust Chair or Deputy Chair.
- The Trust Chair or Deputy Chair should then discuss the concern with the Trustee involved. If the matter of concern persists, the matter should be raised at a meeting of all Trustees with the Trustee concerned being given adequate notice of such meeting and of the concerns raised. The Trustee whose conduct is causing concern should have the opportunity to respond. The other Trustees should then have the opportunity to discuss the matter of concern without the presence of the Trustee involved.

Outcomes of the Trustees' deliberations may include:

- Cessation of the matter or situation causing concern.
- Retraction of the expression of concern.
- A facilitated resolution of the matter or situation causing concern.
- A motion of censure of the Trustee.
- Removal from internal office, including positions such as Chairperson, Deputy Chairperson, or committee Chairperson.
- Such other actions as the Trustees are legally able to undertake including but not limited to a letter from the Trust to the Minister of Finance, informing him/her of the concerns held.

In considering if a behaviour or decision is a breach of this Board Charter (or any of the other BayTrust policies) and how serious it is, the factors that may be considered (without limitation) are:

- The nature and circumstances.
- Intent – did the Trustee knowingly make decisions or act out of line with this code.
- The Trustee's position, duties and responsibilities.
- The Trustee's ability to fulfil your duties and responsibilities.
- The impact on the organisation and its relationships.
- The impact on the organisation and confidence BayTrust has in the Trustee.
- The impact on the organisation and confidence our communities have in BayTrust.
- How similar behaviour has been treated in the past.

For Trustees: If you are found to have breached one of the Trust's policies you may face disciplinary action which could include being suspended (clause 5 of Trust Deed), with a recommendation to the Minister for you to be removed as a Trustee. The final outcomes of the breach will depend on the seriousness of the situation.

I have read, understand, and agree to abide by this and the other applicable BayTrust Policies:

Name: _____

Signature: _____

Date: _____

Appendix A - Chair and Deputy Chair Responsibilities

BAYTRUST CHAIR ROLE DESCRIPTION

- Partners with the CEO to achieve the Trust's purpose and strategies.
- Prepares the Board meeting agendas in consultation with the CEO.
- Chairs meetings in a consensus style encouraging conversation rather than debate.
- Provides leadership to Trustees.
- Facilitates the standing committee membership review process and standing committee Chair appointment process.
- Encourages strategic thinking and planning.
- Guides and mediates Trustees' actions with respect to organisational priorities and governance concerns.
- Chair of the HR committee and is ex officio (which includes all rights including but not limited to debate, making formal motions and voting) on all committees.
- Monitors financial planning and financial reports.
- Facilitates with the Board an annual review of the performance of the Trust.
- Reviews, with the CEO, any issues of concern to the Board.
- Makes media statements as required.
- Be the first contact in employment of the CEO.
- Initiate and carry out (with assistance of an external consultant if required and with the HR committee) the CEO's annual and six-monthly performance reviews in a timely manner.

BAYTRUST DEPUTY CHAIR ROLE DESCRIPTION

- Performs Chair responsibilities when the Chair is not available.
- Works closely with the Chair and CEO.
- Performs other responsibilities as agreed by the Board/Chair.

Appendix B - Chair and Deputy Chair Election Process

The schedule to the Trust Deed provides that the Chair “holds that office until he or she dies or resigns, or the Trustees elect a Chair in their place”.

The Trust Chair and Deputy Chair will be elected every second year at the last monthly meeting prior to the Annual Public Meeting (with any change to take effect from the first day after the Annual Public Meeting), unless a majority of Trustees agree that an earlier or later election is required.

The Deed does not specify any particular nomination procedure. Agreed Trust practice is:

- Nominations will be called at least four weeks prior to the monthly meeting at which the election will take place. The CEO is to initiate the process.
- Nominations must be signed by a mover and seconder both of whom shall be sitting Trustees, and by the Nominee. See **Appendix C** for the nominations template.
- Nominations must be lodged with the CEO at least seven days prior to the proposed election.
- The election process will involve a secret ballot of Trustees – facilitated by the CEO.
- The Chair and Deputy Chair roles require the support of the majority of Trustees to be appointed.
- Voting by proxy is allowed.
- Nominees will be required to present for five minutes to all Trustees prior to voting commencing (if Trustees require).
- If there are greater than two nominations for Chair, then the Trustee(s) with the least number of votes will drop off after the first round of voting and then all Trustees will be required to vote for the remaining candidates and so on until the nominee with the majority of votes is declared Chair.
- If at any time votes are tied, i.e., 3 candidates have 4 votes each or 2 candidates have 6 votes each, then the CEO will ask for a revote and if after the revote there is still a tie, the current Chair and Deputy Chair will continue in their roles with the Board asked to vote again at the next Board meeting.
- If at the next Board meeting the vote is still tied, the Associate Minister of Finance who has delegated authority for the Trust through the Minister of Finance will be asked to cast the deciding vote.

Appendix C - ANNUAL ELECTION OF CHAIR / DEPUTY CHAIR

(Please circle as appropriate)

NOMINATION 20[]

I nominate _____ for the position of Chair /
Deputy Chair *(please circle the position that is being nominated for)* of the Bay of Plenty Community
Trust

Nominating Trustee: _____

Signed: _____

Date: _____

I second _____ for the position of Chair/Deputy
Chair *(please circle as appropriate)* of the Bay of Plenty Community Trust

Seconding Trustee: _____

Signed: _____

Date: _____

Accepted: _____ Nominated Trustee

Signed: _____

Date: _____

Appendix D - Guidelines on Board/Management Relationship

Board's Roles	Management's Roles
Select, evaluate, and support the CEO.	• Run the organisation in line with Board direction. • Keep the Board educated and informed. • Seek the Board's approval.
Approve high-level organisational goals and policies.	• Recommend goals and policies, supported by background information.
Make major decisions	• Frame decisions in the context of the Trust's vision and strategic plan and bring the Board well-documented recommendations.
Oversee management and organisational performance.	• Bring the Board timely information in concise, contextual, or comparative formats. • Communicate with impartiality and transparency. • Be responsive to requests for additional information.
Act as external advocates and diplomats in public policy and stakeholder/community relations (see Appendix E for further guidelines).	• Keep the Board informed, bring recommendations, and mobilise Trustees to leverage their external connections to support the Trust.

Appendix E - Trust's Values

Our internal values and priorities	
Kaitiakitanga	We will practice Kaitiakitanga to protect and improve our environment for current and future generations.
Tū Māori Mai	BayTrust desires to work with Māori in a way that is consistent with the Principles of the Te Tiriti of Waitangi, partnership, protection and participation and in particular: • acknowledges that New Zealand was founded on the basis of bicultural partnerships. • aims to work together with Māori to ensure a true partnership exists, sharing skills and supporting one another. • will ensure Māori, iwi, hapū and whanau are aware of their right to make applications to BayTrust including projects relating to the advancement of te reo Māori and tikanga and are provided with relevant advice and support BayTrust supports "for Māori, by Māori" services, activities and projects that support Māori aspirations for: • Tū Kainga – (Initiatives supporting the access to safe and affordable housing). • Kaitiakitanga – (Environmental initiatives with Mātauranga Māori weaved throughout). • Tū Ohanga – (Contribution towards Māori economy for district or regional benefit). • Tū Whānau – (Whanau and community wellbeing put to the forefront).
Healthy, Secure and Affordable Housing	BayTrust values healthy, secure, and affordable housing as a fundamental right. We believe everybody in the BOP should be housed in suitable, adequate, and affordable accommodation that fits their whānau and cultural requirements.
Community Wellbeing	BayTrust values community and cultural wellbeing recognising that supporting and enabling those in need is beneficial for all. We believe our communities will flourish when they are equitable, vibrant, fun and safe.

Appendix F - Trustee – Community Engagement Guidelines

Trustees play a vital role as advocate for the Trust in assisting to connect the community to the Trust. Trustees have a **role to assist groups to contact the Trust** but do not **conflict with staff responsibilities to engage with those groups**. **Appendix D** also confirms part of the Trustees' role is to act as external advocates in the community. Trustees need to also bear in mind the Trust's conflict of interest policy when liaising with groups. To help clarify the above, the following guidelines have been developed:

1. Group approaches Trustee to ask what BayTrust does and whether what they do fits into BayTrust's granting priorities:
 - Trustee provides background on BayTrust (as per BayTrust brochure/website) together with BayTrust staff contact details for more information.
 - Trustee can offer initial view on whether the group's activities fit with BT's priorities but should clearly state that for more detailed advice please contact Trust staff and no commitments should be given to the group as to likelihood or potential of funding.
2. Group approaches Trustee to ask for advice on completing their application form:
 - Trustee should advise that the group to contact BayTrust.
3. Group has submitted their application and wants to discuss further details with Trustee:
 - Trustee should advise group to contact Trust staff or liaise with Trust staff to ensure staff have the full picture that they can distribute to all Trustees.
4. Post applications being closed off and distributed to Trustees prior to a grants meeting, Trustees have a question on an application or are asked by a group to discuss the application:
 - As we are now in formal consideration of the application stage, all questions should be directed to Trust staff and Trustees should not discuss the application with any group. This is to ensure any new information is distributed to all Trustees, to avoid any potential conflict of interest situations and to ensure the original applications can be updated appropriately.

Appendix G - Guidelines to making a Submission

Making submissions can form an important part of helping to achieve the Trust's purpose, noting that the Trust can also effectively influence in other ways, that is through its support for groups that are likely to take strong positions on issues.

As such, to help clarify when and where the Trust may make submissions the below guidelines have been developed:

- **Submissions should only be made on topics and areas that are likely to impact on directly and materially** one or more of BayTrust priorities in the BOP or on BayTrust itself, or which have implications for the philanthropic/funding sector we operate in and where BayTrust is **likely to add value to the debate**.
- Where it is a **local** issue, then the local resident Trustees and staff should be supportive of making a submission before looking at obtaining wider Trustee endorsement.
- **Neutral submissions** have little value and should not generally be considered unless they have the potential to add value by providing further information/insight.
- Generally, the Trust should **not make** submissions on the following areas:
 - Being involved in submissions that are part of an **election campaign**.
 - Being involved in submissions where it is likely that most of **the BOP public** would hold contrary views.
 - Being involved in highly **controversial and emotive submissions**.
 - Being involved in submissions where it is likely that the submission would be **pre-determining a granting decision**.

Appendix H - Leave of Absence & Apologies

DEFINITION:

An **apology** is non-attendance by a Trustee in relation to a Board meeting.

A **leave of absence** is used when a Trustee has requested, and the Board has approved, an extended period of leave.

Leave of Absence Request – less than 2 months

- Leave of absence is granted at the Trust Chair's discretion.
- Access to Board papers and other Trust communications continue.
- The Trust's quorum (including standing committees quorums) will be reduced over the period of leave by the number of Trustees on leave of absences.

Leave of Absence Request – between 2 and 6 months

- Leave of absence granted at the Board's discretion.
- Access to Board papers and other company communications continue.
- The Trustee's monthly fees will be discontinued for the period that they are on the leave of absence.
- The Trust's quorum (including standing committees quorums) will be reduced over the period of leave by the number of Trustees on leave of absences.

Leave of Absence – greater than 6 months

- Leave of absence for greater than 6 months will generally not be approved by the Board.

As per Clause 5 of the Trust Deed a Trustee may be suspended where after giving the relevant Trustee a reasonable opportunity to be heard, no less than 75 per cent of the Board (excluding the affected Trustee) resolve to suspend that Trustee because that Trustee has been absent without leave from 3 consecutive ordinary meetings of the Trustees.

Appendix I - Trustee Running for Public Office - Guidelines

Outlined below are guidelines that will apply where a current Trustee elects to run for public office.

Guiding Principle

To be able to work effectively across the political spectrum and through political cycles it's important that BayTrust is seen as non-political. This is reflected by the DIA, who curates the Trustees' appointment process, and who generally do not appoint a sitting councillor / MP onto a Community Trust, due to the potential conflicts/perception of conflicts that this would create, as well as Clause 5 of the Trust Deed where Trustees campaigning for public office may be suspended.

As such, it is preferable for current Trustees to also not run for public office. That said, it is also acknowledged that Trustees have a democratic right to run for public office and if this does not create a material conflict of interest, then this process should be able to be managed by the Trustee and the Trust in alignment with the below guidelines.

Clause 5 of the Trust Deed outlines the process whereby Trustees can be suspended in accordance with Clause **Error! Reference source not found.** if:

The Trustee is campaigning for public office, and it creates a **material conflict of interest that cannot be effectively mitigated or otherwise may materially adversely affect the reputation of the Trust** as outlined under a Trust policy and where the Trust Chair and the relevant Trustee have not been able to consensually address and resolve the concerns; or

Term of suspension (campaigning): A Trustee that is suspended because he or she is campaigning for public office, is suspended with effect from the start date of the Trustee's campaign for public office. Once the results of the relevant elections are announced, the Board must consider whether the results are such that a conflict of interest would be caused by the Trustee resuming their duties, and if so, whether there are any measures that could be taken to overcome the conflict.

The following guidelines have been developed to help support the above:

- The Trustee will advise the Trust Chair and the CEO as soon as practical that they are considering running for public office, to ensure a detailed discussion on the level of potential conflict can occur before campaigning starts. This discussion will be based on the Trust's Register of Interests Policy and guidelines as well as the Trust Deed procedures associated with 'interested Trustee'.
- The Trust Chair will discuss with the Trustee the potential for conflicts and whether these can be managed, and if there is a view that they can be managed, then the following guidelines will apply (if the Chair views that these are not manageable and that there is a potential risk to the reputation of the Trust, then the process as clarified in Clause 5 of the Trust Deed will apply).

During the Campaign Period

- The “start date of the Trustee’s campaign” will be deemed to be the earlier of the date the Trustee publicly announces their candidacy or when they are formally registered as a candidate.
- The Trustee and BayTrust will ensure that they do not create any perception that BayTrust endorses or supports their candidacy.
- The Trustee, where possible, will refrain from referencing BayTrust in terms of their campaign (noting that it is public knowledge that they are a BT Trustee) and that if elected, being a BayTrust Trustee will help them in their role.
- The Trustee will ensure they understand and comply with BayTrust's Social Media policy and avoid any behaviour that could harm BayTrust's reputation or ability to have positive relationships in the community.
- If asked, the Trustee and the Trust will confirm that during the campaign any conflicts /perception /reputational issues will be closely managed and that if the Trustee is successful in their campaign, then BayTrust’s conflict of interest policy will apply (i.e. a Trustee who has been successfully appointed to a local authority will be conflicted out of any decisions related to that local authority).
- The Trustee will avoid campaigning on issues that are clearly against the values or strategic priorities of the Trust, where this could damage the reputation of the Trust.
- Where campaigning for a member of parliament position, due to the time commitment of this role and perception bias issues, the Trustees should publicly confirm that if they are successful, then they will step down as a BayTrust Trustee.
- If the campaigning Trustee is the Chair of the Trust, then the Deputy Chair will take over the Chair position for the duration of the campaign.
- If in doubt, about any of the above Trustees should in the first instance discuss with the Chair and CEO.

Post Campaign Period

- If the Trustee is successful in running for public office, then the Trustee, Chair, and CEO will discuss conflicts, time commitments/attendance requirements (as per the Board Charter), and if material issues exist, then Clause 5 process will apply.
- If the above issues are manageable, then BayTrust’s standard Conflict of Interest procedures and Trustee attendance rules, as outlined in the Board Charter and Trust Deed, will apply.
- Further, if the successful Trustee is the Chair of the Trust, then they will vacate this position, and an election will occur to appoint a new Trust Chair with the Deputy Chair acting as the interim Chair in the meantime.