TE RŪNANGA O NGĀI TAHU

CODE OF CONDUCT

FOR

TE RŪNANGA O NGĀI TAHU

RŪNANGA REPRESENTATIVES and ALTERNATE REPRESENTATIVES

Updated as at September 2014

PART ONE: INTRODUCTION

1. PURPOSE

1.1 Guidelines

This Code of Conduct ("The Code") provides guidance on the standards of behaviour expected from individual Rūnanga Representatives and Alternate Rūnanga Representatives in the exercise of their duties.

1.2 Application

The Code applies to Rūnanga Representatives and Alternative Rūnanga Representatives in the exercise of their respective roles and in their dealings with:

- each other;
- Ngāi Tahu Whānui members;
- Papatipu Rūnanga;
- the Chief Executive Officer ("the CEO");
- all staff employed by the CEO on behalf of Te Rūnanga o Ngāi Tahu ("Te Rūnanga") and its subsidiary entities;
- the media;
- any other person whilst carrying out their role; and
- general public.

The Code applies to Rūnanga Representatives, Alternate Rūnanga Representatives and the holders of any proxy votes when acting in their capacity as a Rūnanga Representative or Alternate Rūnanga Representative but not as a private citizen, and in particular during Meetings of Te Rūnanga (and its Committees).

1.3 Objectives

The objectives of the Code is to enhance the:

- effectiveness of Te Rūnanga as an iwi authority with statutory responsibilities for the good of Ngāi Tahu Whānui;
- credibility and accountability of Te Rūnanga within Ngāi Tahu Whānui, Papatipu Rūnanga and the wider community; and
- mutual trust, respect and tolerance between Rūnanga Representatives and Alternate Rūnanga Representatives as a group and with Te Rūnanga Group staff.

1.4 Scope

The Code seeks to achieve its objectives by agreeing on:

- a statement of roles and responsibilities;
- general principles of conduct for Rūnanga Representatives and Alternate Rūnanga Representatives;
- general standards of behaviour;
- specific codes of conduct applying to particular circumstances or matters.

2. NGĀI TAHU VALUES

Te Rūnanga General Behavioural Principles of Good Governance and Ngāi Tahu values underpin all Te Rūnanga behaviour. These values are the tribal values modified and adopted by Te Rūnanga in 2006 as follows:

Whanaungatanga [family]

We will respect, foster and maintain important relationships within the organisation, within the iwi and within the community.

Manaakitanga *[looking after our people]*

We will respect, foster and maintain important relationships within the organisation, within the iwi and within the community.

Tohungatanga *[expertise]*

We will pursue knowledge and ideas that will strengthen and grow Ngāi Tahu and our community.

Kaitiakitanga *[stewardship]*

We will work actively to protect the people, environment, knowledge, culture, language and resources important to Ngāi Tahu for future generations.

Tikanga *[appropriate action]*

We will strive to ensure that the tikanga of Ngāi Tahu is actioned and acknowledged in all of our outcomes.

Rangatiratanga *[leadership]*

We will strive to maintain a high degree of personal integrity and ethical behaviour in all actions and decisions we undertake.

In addition the following best practice governance principles also apply to Rūnanga Representatives, and Alternate Rūnanga Representatives.

2.1 Manaakitanga *[Respect]*

Rūnanga Representatives and Alternate Rūnanga Representatives welcome and treat all people with respect regardless of their views or background.

2.2 Pononga *[Honesty and Integrity]*

Rūnanga Representatives and Alternate Rūnanga Representatives act with honesty and integrity and on all occasions avoid any appearance of behaviour that may cause their honesty or integrity to be questioned.

2.3 Whānau Interests

Rūnanga Representatives and Alternate Rūnanga Representatives act in the best interests of Ngāi Tahu Whānui, and never improperly confer an advantage or disadvantage on any one person, whānau, hapū or Papatipu Rūnanga.

2.4 Whakapapa

Rūnanga Representatives and Alternate Rūnanga Representatives decision-making is based on the premise that those entitled by whakapapa are protected in their right to benefit from Te Rūnanga.

2.5 Whānau

Rūnanga Representatives and Alternate Rūnanga Representatives encourage an environment that creates lasting relationships, unity and cohesion but that also values constructive and rigorous debate.

2.6 Rangitiratanga *[Leadership]*

Rūnanga Representatives and Alternate Rūnanga Representatives promote and support Te Rūnanga decisions by example and take collective responsibility for decision-making.

2.7 Puatatanga and Whakawhitinga *[Transparency and Communication]*

Rūnanga Representatives and Alternate Rūnanga Representatives are as open and transparent as possible about their actions and those of Te Rūnanga and are prepared to justify their actions and provide Ngāi Tahu Whānui with the opportunity for effective redress.

2.8 Rongo *[Reputation]*

Rūnanga Representatives and Alternate Rūnanga Representatives always uphold the mana of Te Rūnanga in all their behaviour and act in accordance with the trust that Ngāi Tahu Whānui places in them.

2.9 Kaitiakitanga *[Stewardship]*

Rūnanga Representatives and Alternate Rūnanga Representatives, as kaitiaki for Ngāi Tahu Whānui, ensure that resources are managed prudently for past, present and future generations.

2.10 Pikaunga *[Accountability]*

Rūnanga Representatives and Alternate Rūnanga Representatives are accountable to each other, to Papatipu Rūnanga and Ngāi Tahu Whānui for their actions and the manner in which they carry out their responsibilities, and there is complete disclosure on all material matters, performance and governance arrangements. Conflicts of interest are recognised and managed seriously and openly.

2.11 Whakaaro tōkeke *[Objectivity]*

Rūnanga Representatives and Alternate Rūnanga Representatives make decisions on merit including making appointments, awarding contracts, or recommending individuals for rewards or benefits.

2.12 Kawenga *[Personal Responsibility]*

Rūnanga Representatives and Alternate Rūnanga Representatives understand their role and duties, and the environment that Te Rūnanga operates in. Rūnanga Representatives and Alternate Rūnanga Representatives uphold New Zealand Law.

2.13 Whakawatanga *[Personal Judgment]*

Rūnanga Representatives and Alternate Rūnanga Representatives take account of the views of others, but reach their own conclusions based on an informed and critical analysis of the issues before them, and act in accordance with those conclusions.

2.14 Whakatutukitanga *[Performance]*

Rūnanga Representatives and Alternate Rūnanga Representatives are innovative, dynamic and strive for excellence and continual improvement.

PART TWO: ROLES AND RESPONSIBILITIES

3. ROLES AND RESPONSIBILITIES

3.1 Kaiwhakahaere

The Kaiwhakahaere is elected by the Members of Te Rūnanga o Ngāi Tahu (via the Papatipu Rūnanga Representatives) in accordance with the process as set out in the Charter – Clause 6.14 and the policy adopted by Te Rūnanga in 2010 and amended from time to time. The role of the Kaiwhakahaere, in addition to that of a Rūnanga Representative, is:

- ***Effectiveness of Te Rūnanga o Ngāi Tahu***
  - To ensure behaviours and decisions of Te Rūnanga are consistent with Ngāi Tahu values.
  - To ensure policies and decisions of Te Rūnanga are consistent with relevant legislation (e.g., Te Rūnanga o Ngāi Tahu Act and the Ngāi Tahu Settlement Act), any Te Rūnanga policies and the Charter.
  - To grow the capacity of Rūnanga Representatives and Alternate Rūnanga Representatives to provide effective leadership and make effective decisions.
  - To efficiently and effectively conduct Te Rūnanga Meetings.
- ***Relationships – Internal and External***
  - To maintain an effective working relationship with the Deputy Kaiwhakahaere, the Chief Executive Officer.
  - To ensure that Te Rūnanga maintains the confidence of the members of Ngāi Tahu Whānui.
  - To effectively communicate Te Rūnanga's perspectives to Papatipu Rūnanga and Ngāi Tahu Whānui.
  - To improve communications and build effective relationships with other Iwi and Māori organisations.
  - To encourage the building and sustaining of improved relationships between Te Rūnanga and the 18 Papatipu Rūnanga, their individual members and Taura Here.
  - To build and sustain appropriate political relationships at both local and central government.

- ***Representation***
  - To represent the collective view of Te Rūnanga in public forms, including the media [Refer to Job Description for further detail].

3.2 Deputy Kaiwhakahaere

The Deputy Kaiwhakahaere is elected by the Members of Te Rūnanga o Ngāi Tahu (via the Papatipu Rūnanga Representatives) in accordance with the process as set ou in the Charter – Clause 6.14 and the policy adopted by Te Rūnanga in 2010 and amended from time to time. The role of the Deputy Kaiwhakahaere, in addition to that of a Rūnanga Representative is:

- to be willing and able to act as the Kaiwhakahaere as and when required;
- to represent and advocate for Ngāi Tahu in public forums;
- along with the Kaiwhakahaere, to maintain positive relationships with Papatipu Rūnanga and Ngāi Tahu Whānui members with the express purpose of enhancing communication and understanding prior to and between Meetings; and
- to maintain an appropriate working relationship with the Kaiwhakahaere and the CEO.

3.3 Committee Chairpersons

Te Rūnanga utilises Committees to enhance its governance effectiveness to deal with specialist issues as required. These Committees will have specified delegated authorities to act on behalf of Te Rūnanga. A Committee chairperson will:

- preside over all meetings of the Committee;
- ensure that the Committee acts within the powers delegated by Te Rūnanga; and
- report to and be accountable to Te Rūnanga on matters being dealt with by the Committee.

3.4 Rūnanga Representatives and Alternate Rūnanga Representatives

The 18 Rūnanga Representatives appointed to Te Rūnanga under clause 6 of the Charter are responsible for:

- representing the best interests of Ngāi Tahu Whānui and must not act in a manner that unfairly prejudices or unfairly discriminates against any particular Papatipu Rūnanga, unless the Rūnanga Representative believes that the action is required to satisfy the best interest of Ngāi Tahu Whānui;
- development and adoption of Te Rūnanga strategy and policy;
- monitoring the performance of Te Rūnanga and its subsidiary entities against Te Rūnanga's stated objectives and policies; and
- employment of the CEO.

Alternate Rūnanga Representatives appointed to Te Rūnanga under clause 6 of the Charter, are subject to the same obligations and requirements when undertaking their role.

No individual Rūnanga Representative or Alternate Rūnanga Representative has authority to act on behalf of Te Rūnanga unless Te Rūnanga has expressly delegated such authority (e.g., the delegations given to the Kaiwhakahaere).

3.5 Chief Executive Officer ("CEO")

The CEO is responsible for:

- relaying to Ngāi Tahu Holdings Corporation ("NTHC") directors, NTHC Group, directors and any other entity under the control of Te Rūnanga, the instructions and feedback of Te Rūnanga;
- monitoring on behalf of Te Rūnanga, the compliance by NTHC Group and any other entity under the control of Te Rūnanga with policies and the Strategic Documentation prescribed by Te Rūnanga;
- implementing the decisions of Te Rūnanga;
- provide advice to Te Rūnanga and its Committees;
- ensuring that all responsibilities, duties and powers delegated to the CEO or to any person employed by the CEO are properly performed;
- employing staff of Te Rūnanga o Ngāi Tahu;
- maintain an appropriate working relationship with the Kaiwhakahaere and the Deputy Kaiwhakahaere; and
- carrying out the functions of the Office as set out in the Charter.

PART THREE: RELATIONSHIPS AND BEHAVIOURS

4. RELATIONSHIPS

4.1 Relationships with Other Rūnanga Representatives and Alternate Rūnanga Representatives

Rūnanga Representatives and Alternate Rūnanga Representatives will conduct their dealings with each other in ways that:

- maintain tribal confidence in the office to which they have been elected;
- are open and honest;
- focus on issues rather than personalities; and
- avoid aggressive, offensive or abusive conduct.

Rūnanga Representatives and Alternate Rūnanga Representatives will make no allegations that are improper or derogatory, regarding other Rūnanga Representatives or Alternate Rūnanga Representatives.

4.2 Relationships with NTHC and other entities under the control of Te Rūnanga

Te Rūnanga is responsible for the appointment of directors to certain subsidiary boards. The details of this function are outlined in the Generic Policy for the Appointment of Directors adopted by Te Rūnanga.

It is important that Te Rūnanga expectations are clearly communicated to and adhered to by the subsidiary boards under its direct control.

To enable this, communication must occur via the formal channels, including:

- Annual planning process;
- Te Rūnanga Meetings with subsidiaries; and

- the Te Rūnanga o Ngāi Tahu Office ("the Office") relaying instructions and carrying out its monitoring functions on behalf of Te Rūnanga.

Outside these channels, Rūnanga Representatives and Alternate Rūnanga Representatives must not attempt to influence, or provide direction or instructions to employees or directors of those subsidiaries.

Rūnanga Representatives and Alternate Rūnanga Representatives must refrain from making adverse public statements about Te Rūnanga entities, any associated boards or board members or employees of those entities or any joint venture partners or partnership (or similar arrangements) entered into by those entities.

4.3 Relationships with the Office

The effective performance of Te Rūnanga requires a high level of co-operation and mutual respect between Te Rūnanga and staff. To ensure this level of co-operation and trust is maintained, Rūnanga Representatives and Alternate Rūnanga Representatives will:

- recognise that the CEO is the employer (on behalf of Te Rūnanga) of all Office of Te Rūnanga employees and as such only the CEO may hire, dismiss, instruct or censure an employee;
- avoid publicly criticising an employee in any way, but especially in ways that reflect on the competence and integrity of the employee;
- make themselves aware of the obligations that Te Rūnanga and CEO have as employers and observe those requirements at all times;
- treat all employees with courtesy and respect (including the avoidance of aggressive, offensive or abusive conduct towards employees);
- observe any guidelines that the CEO puts in place regarding contact with employees;
- respect the role of the Office staff in providing professional advice, including not doing anything which compromises, or could be seen as compromising, the impartiality of the professional advice of the staff member;
- raise concerns about employees with the CEO. Concerns about the CEO should be raised in the first instance with the Remuneration Committee; and
- raise concerns regarding the quality of any Meeting papers with the CEO before the Meeting at which the paper is to be considered takes place.

4.4 Relationships with Papatipu Rūnanga

Effective decision-making by Te Rūnanga is dependent on productive relationships between Rūnanga Representatives and Alternate Rūnanga Representatives and their respective Papatipu Rūnanga. Rūnanga Representatives have a responsibility to, in good faith, accurately and objectively communicate with their respective Papatipu Rūnanga members on the issues which are before Te Rūnanga and any resolutions taken by Te Rūnanga.

Alternate Rūnanga Representatives are subject to and assume the same obligations as Rūnanga Representatives when undertaking any of the functions or duties of a Rūnanga Representative; they are included below in the references to Rūnanga Representative to the extent relevant and necessary to give effect to this Code of Conduct.

Where a Rūnanga Representative or Alternate Rūnanga Representative has voted against a decision of Te Rūnanga the Rūnanga Representative or Alternate Rūnanga Representative is entitled to communicate that:

- the Rūnanga Representative or Alternate Rūnanga Representative did not vote in favour of the relevant decision; and
- the Rūnanga Representative or Alternate Rūnanga Representative's rationale for not voting in favour of the relevant decision.

However, unless Te Rūnanga gives permission, a Rūnanga Representative or Alternate Rūnanga Representative who voted against a decision of Te Rūnanga is not entitled to:

- advocate against a Te Rūnanga decision; or
- act in a manner that undermines a Te Rūnanga decision.

It is expressly noted that from time to time Te Rūnanga may consider it appropriate to allow Rūnanga Representative(s) and Alternate Rūnanga Representative(s) to advocate against a Te Rūnanga decision or act in a manner that undermines a Te Rūnanga decision. The onus for requesting permission to allow a Rūnanga Representative(s) and Alternate Rūnanga Representative(s)to advocate against a Te Rūnanga decision or act in a manner that undermines a Te Rūnanga decision rests with the Rūnanga Representative or Alternate Rūnanga Representative seeking to act in this manner.

4.5 Relationships with Ngāi Tahu Whānui

Rūnanga Representatives and Alternate Rūnanga Representatives should ensure that tribal members are accorded with respect in their dealings with Te Rūnanga, have their concerns listened to and decisions are deliberated on in accordance with Ngāi Tahu values.

4.6 Relationships with the Public

Rūnanga Representatives and Alternate Rūnanga Representatives should ensure that members of the public are accorded respect in their dealings with Te Rūnanga.

4.7 Contact with the Media

Rūnanga Representatives and Alternate Rūnanga Representatives must comply with any media policy which is in place from time to time.

In general Rūnanga Representatives and Alternate Rūnanga Representatives should not speak on behalf of Te Rūnanga or the Te Rūnanga Group unless there has been a specific delegation for them do so.

5. SPECIFIC BEHAVIOURS

5.1 Ethics

Whilst behaviour is in general governed by the principles covered by Ngāi Tahu Values (see Part 2.0) more specific guidelines are given in this section.

The overarching principle is one of Rūnanga Representatives and Alternate Rūnanga Representatives always acting in the best interests of Ngāi Tahu Whānui, in accordance with Ngāi Tahu Values. This means that the interests of a Representative's Rūnanga and Alternate Rūnanga Representatives and their whānau must be tempered with an awareness of acting in the interests of the collective Ngāi Tahu Whānui. Where a conflict arises then the concept of absolute transparency, and consultation with the affected parties comes into

play. Secrecy – apart from the need for confidentiality to protect individuals and staff members, and commercial interests – is to be avoided wherever possible.

Te Rūnanga seeks to promote the highest standards of ethical conduct amongst its elected members. Accordingly, Rūnanga Representatives and Alternate Rūnanga Representatives will:

- claim only for legitimate expenses;
- not influence, or attempt to influence, any Te Rūnanga employee to take actions that may benefit the Rūnanga Representatives/Alternate Rūnanga Representatives or the Rūnanga Representative/Alternate Rūnanga Representatives' whānau or business interests;
- not use Te Rūnanga resources for personal business unless it is agreed; and
- not solicit, demand or request any gift, reward or benefit by virtue of his/her position.

5.2 Confidential Information

In the course of their duties Rūnanga Representatives and Alternate Rūnanga Representatives will receive information that may need to be treated as confidential. This will generally be information that is either commercially sensitive, legally privileged or is personal to a particular individual or organisation.

Rūnanga Representatives and Alternate Rūnanga Representatives must not use or disclose confidential information for any purpose other than the purpose for which the information was supplied to the Rūnanga Representative and Alternate Rūnanga Representatives. See also Standing Orders which contain confidentiality obligations that Te Rūnanga has placed on Rūnanga Representatives and Alternate Rūnanga Representatives.

5.3 Conflict of Interest

Rūnanga Representatives and Alternate Rūnanga Representatives must maintain a clear separation between their personal interests and their duties as an elected representative to ensure that they carry out their duties as a Rūnanga Representative or Alternate Rūnanga Representative free from bias (whether real or perceived).

Rūnanga Representatives and Alternate Rūnanga Representatives shall abide by Te Rūnanga's conflict of interest policy.

5.4 Disqualification of Rūnanga Representatives from Office

Rūnanga Representatives and Alternate Rūnanga Representatives are automatically disqualified from office if they are convicted of a criminal offence punishable by two (2) or more years' imprisonment, or if they cease to be or lose their status as a Rūnanga Representative or Alternate Rūnanga Representatives in accordance with clause 6.12 of the Charter.

5.5 General Behaviour

In the performance of their duties, Rūnanga Representatives and Alternate Rūnanga Representatives should refrain from any form of conduct which may be considered unreasonable.

PART FOUR: COMPLIANCE REVIEW

6. COMPLIANCE

6.1 Rūnanga Representatives and Alternate Rūnanga Representatives must note that they are bound to comply with the provisions of this Code.

6.2 Rūnanga Representatives and Alternate Rūnanga Representatives will be bound individually and collectively by the relevant provisions of the following:

- Te Rūnanga o Ngāi Tahu Act 1996;
- Ngāi Tahu Claims Settlements Act 1998;
- Te Rūnanga o Ngāi Tahu Charter;
- Standing Orders;
- Code of Conduct;
- Any policies adopted by Te Rūnanga from time to time;
- Any decisions of Te Rūnanga;
- Trustees Act; and
- Charitable Trusts Act.

Compliance with this Code will be monitored by the Kaiwhakahaere.

6.3 Subject to clause 6.7, all breaches of the Code will be reported to the Kaiwhakahaere. Any allegation of a breach of the Code must be in writing, make specific allegation of breach of the Code and provide corroborating evidence.

6.4 The Kaiwhakahaere will investigate the alleged breach and prepare a report for the consideration of Te Rūnanga. Before, beginning any investigation, the Kaiwhakahaere will notify the Representative(s) in writing of the complaint and explaining when and how they will get an opportunity to put their version of events.

6.5 Where the complaint refers to the Kaiwhakahaere the matter will be referred to the Chair of the Remuneration Committee.

6.6 The Remuneration Committee will investigate the alleged breach and prepare a report for the consideration of Te Rūnanga. Before, beginning any investigation, the Remuneration Committee will notify the Kaiwhakahaere in writing of the complaint and explaining when and how he or she will get an opportunity to put their version of events.

6.7 If any Rūnanga Representative or Alternate Rūnanga Representative is dissatisfied with the way the Kaiwhakahaere or Remuneration Committee (if the complaint relates to the Kaiwhakahaere) has dealt with a complaint about them the Rūnanga Representative or Alternate Rūnanga Representative is entitled to ask Te Rūnanga to consider the complaint and decide whether there has been a breach of this Code and, if so, any sanctions that should be imposed accordingly.

6.8 Te Rūnanga will consider any report about an alleged breach of this Code on an In-Committee basis.

7. RESPONSES TO BREACHES OF THE CODE

7.1 If Te Rūnanga concludes there has been a breach of the Code the exact nature of the action Te Rūnanga may take depends on the nature of the breach and whether there are statutory provisions dealing with a breach however shall be limited to:

- a request to the Member to consider the removal of the Rūnanga Representative or Alternate Rūnanga Representatives;
- written reprimand by Te Rūnanga;
- the requirement that the offending party apologise to any other party, to Te Rūnanga and/or Ngāi Tahu Whānui and be suspended from Te Rūnanga Meetings until such apology is tendered (though the Member may send another person to represent it in the absence of the suspended party);
- loss of access to papers of Te Rūnanga and/or any Committees of Te Rūnanga;
- suspension from one or more Meetings of Te Rūnanga (though the Member may send another person to represent it in the absence of the suspended party);
- suspension or removal from any Committee(s) of Te Rūnanga upon which the offending party serves; and
- suspension or removal from any external body upon which the offending party serves and to which body the offending party was appointed by Te Rūnanga.

8. REVIEW

8.1 Once adopted, this Code shall continue in force until amended by Te Rūnanga o Ngāi Tahu.