

# Executive Committee Charter

## 1. Introduction

This Executive Committee Charter sets out the role, responsibilities, structure, and processes of the Executive Committee of the **New Zealand Society of Gastroenterology** (the "Organisation"). It serves as a guiding document to ensure the Executive Committee operates effectively and in compliance with the Incorporated Societies Act 2022, the organisation's constitution, and other relevant laws.

## 2. Purpose of the Executive Committee

The Executive Committee of the **New Zealand Society of Gastroenterology** is responsible for overseeing the governance and strategic direction of the organisation to ensure it achieves its purpose and objectives, as outlined in its constitution. The Executive Committee ensures the organisation operates efficiently, ethically, and in the best interests of its members.

## 3. Responsibilities of the Executive Committee

The Executive Committee's responsibilities include, but are not limited to:

- **Strategic Direction:** Setting and reviewing the strategic direction and objectives of the organisation.
- **Governance and Oversight:** Ensuring effective governance, including the monitoring and evaluation of the organisation's performance.
- **Financial Management:** Overseeing the financial sustainability of the organisation, approving budgets, and ensuring accurate financial reporting.
- **Risk Management:** Identifying and managing risks to the organisation, including legal and financial risks.
- **Compliance:** Ensuring the organisation complies with all applicable laws, including the Incorporated Societies Act 2022 and any relevant regulations.
- **Leadership and Succession Planning:** Appointing and supporting the Chief Executive Officer (if applicable) and ensuring there is a succession plan in place for key roles.
- **Executive Committee Development:** Ensuring ongoing education, evaluation, and development of Executive Committee members.
- **Stakeholder Engagement:** Engaging with members and stakeholders to ensure their interests are reflected in decision-making processes.

## 4. Composition of the Executive Committee

The Executive Committee will comprise a minimum of 5 and a maximum of 10 members, as defined in the constitution. The composition should aim to provide a mix of skills, experience, diversity, and knowledge relevant to the organisation's goals.

Version	Date	Main Edit(s)	Responsible Person
Version 1	September 2025	New Document	President/EO

- **Appointment of Executive Committee Members:** Executive Committee members shall be elected by members in accordance with the organisation's constitution. The Executive Committee may appoint up to 3 additional members to fill casual vacancies, subject to the constitution.
- **Terms of Office:** Executive Committee members will serve terms as stipulated in the constitution, typically 2 years with the possibility of re-election or re-appointment as specified.
- **Executive Committee President:** The Executive Committee shall elect a President who is responsible for providing leadership to the Executive Committee and ensuring the effective functioning of meetings.

## 5. Executive Committee Meetings

- **Frequency of Meetings:** The Executive Committee shall meet regularly, approximately 10 meetings per annum with additional meetings scheduled as required.
- **Meeting Agenda:** The President, in consultation with the Executive Officer will set the agenda for Executive Committee meetings. Agenda items may be submitted by Executive Committee members.
- **Quorum:** A quorum for Executive Committee meetings shall be 51% or 4 members as defined in the constitution.
- **Decision-Making:** The Executive Committee will make decisions by consensus where possible. In cases where consensus cannot be reached, decisions will be made by a majority vote of the Executive Committee members present.

## 6. Executive Committee Committees

The Executive Committee may establish committees to assist with specific tasks or areas of responsibility, such as finance, governance, or risk management. Each committee will have clearly defined terms of reference, specifying its role, authority, and reporting obligations to the Executive Committee.

- **Committee Composition:** Committee members may include Executive Committee members and, where appropriate, external experts.
- **Reporting:** Committees will report to the Executive Committee on their activities, findings, and recommendations.

## 7. Executive Committee Evaluation

The Executive Committee may evaluate its own performance, as well as the performance of individual Executive Committee members, to ensure the Executive Committee is operating effectively. The evaluation process may include:

- Self-assessment by Executive Committee members.
- Peer review among Executive Committee members.
- External assessment, where appropriate.

The results of the evaluation will inform future Executive Committee development and governance improvements.

## 8. Conflicts of Interest

Executive Committee members must declare any conflicts of interest in accordance with the organisation's Conflict of Interest Policy and the Incorporated Societies Act 2022. Members with a conflict of interest must abstain from any decision-making related to the matter in question.

## 9. Code of Conduct

All Executive Committee members should ensure they act with integrity, confidentiality, and in the best interests of the organisation. Executive Committee members are expected to:

- Attend and actively participate in Executive Committee meetings.
- Actively contribute to the development of the organisation's strategy.
- Treat all Executive Committee discussions as confidential, unless disclosure is required by law.
- Respect fellow Executive Committee members, staff, and other stakeholders in all dealings.

Additional Member Considerations are:

### a. Integrity and Honesty

- **Purpose:** Reinforces the expectation that Executive Committee members will act with integrity in all dealings related to the organisation.
  - Prohibits engaging in activities that bring the organisation into disrepute.
  - Requires full and honest disclosure of relevant information to the Executive Committee.

### b. Professional Conduct

- **Purpose:** Outlines the professional standards expected of Executive Committee members in meetings and interactions with staff, members, and stakeholders.
  - Executive Committee members should act with courtesy and respect in all interactions.
  - Disrespectful or unprofessional behaviour, including harassment or bullying, is prohibited.

### c. Representation of the Organisation

- **Purpose:** Clarifies how Executive Committee members are expected to represent the organisation in public, particularly when speaking to the media or at public events.
  - Executive Committee members must not make public statements on behalf of the organisation without proper authorisation.
  - Executive Committee members should not express personal opinions in a way that conflicts with the organisation's values or decisions.

### d. Commitment to Organisational Values

- **Purpose:** Requires Executive Committee members to uphold the core values of the organisation (e.g., integrity, transparency, sustainability).

- Executive Committee members should act as role models for ethical behavior.
- The Code may include specific examples of how Executive Committee members should live out the organisation's values.

## 10. Executive Committee Member Induction and Training

New Executive Committee members will receive key information including the charter, constitution and strategic plan. New members will also be paired with a senior member as a buddy for the first three meetings and can continue to seek advice as needed from their buddy for the first year of their tenure.

## 11. Delegation of Authority

The Executive Committee may delegate certain powers and responsibilities to the Executive Officer. However, the Executive Committee retains overall responsibility and oversight of all delegated activities.

## 12. Review of the Executive Committee Charter

This Executive Committee Charter will be reviewed annually to ensure it remains relevant and aligned with the organisation's constitution, governance best practices, and applicable laws. Amendments to this Charter must be approved by a majority vote of the Executive Committee.

## 13. Legal Compliance

The Executive Committee must ensure that the organisation operates in compliance with the Incorporated Societies Act 2022, as well as other applicable legislation. Any significant legal issues or potential non-compliance must be reported to the Executive Committee.