



OXFAM

Aotearoa

GOVERNANCE MANUAL

June 2025

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Key:

Green references are to clauses in the OAO Trust Deed

Black references are internal Manual cross-references

1. INTRODUCTION

This Governance Manual has been compiled to provide guidance to Board Members on Board policies and procedures and is designed to be read alongside the Oxfam Aotearoa (OAO) Trust Deed, (appended as Appendix 1 to this Manual), which sets out the details of the principles upon which the Trust was established and how it operates. The current version of the OAO Trust Deed as at the date of this manual is 24 May 2021.

For avoidance of doubt, nothing in this Manual shall take precedence over or override any provisions of the Trust Deed.

Other key documents, including Board papers and minutes of meetings, are stored electronically using BoardPro software.

In addition, Board Members may request to view OAO Finance and HR Manuals which are stored on the Oxfam Intranet.

2. VISION, MISSION AND VALUES

*Manaaki moana, manaaki whenua,
manaaki tāngata, haere whakamua.*

*Care for the oceans, care for the land,
care for the people, moving into the future.*

Oxfam is a worldwide development organisation that mobilises the power of people against injustice. At OAO, our work challenges the underlying causes of poverty and injustice through long-term development programmes, advocacy work and emergency relief.

2.1 Our Vision and Mission

Te Pae Tawhiti, Our Vision:

We believe in a just, inclusive, and sustainable world for everyone, now and for future generations.

Te Whāinga, Our Mission:

Together with you, we challenge and transform the systems that drive injustice: climate breakdown, women's inequality, and unfair economies.

Te Tikanga, How We Behave and Apply Te Kaupapa:

We understand that how we behave is as important as the issues we work on.

2.2 Our Kaupapa / Values

Manaaki / Connected We link up, between, across and most importantly, with.
We reach out respectfully, authentically, and with reciprocity.
We engage, we care, and we use knowledge drawn from diverse thinking.
We strengthen solidarity through inclusion.

Māia / Courage	We choose courage over comfort. We challenge ourselves and others. We hold ourselves and others to account. We ask brave questions and make bold decisions.
Tika / Justice	We recognise everyone’s equal value and fight for their rights. We promote what’s fair and right. We challenge those in power alongside those who feel they are powerless. We strive for power-sharing in all we do.

2.3 Our Focus Areas

Economic Justice. Climate Justice. Gender Justice.

3. COMMITMENT TO TE TIRITI O WAITANGI

Oxfam Aotearoa is committed to upholding the articles of Te Tiriti o Waitangi. Supporting self-determination here in Aotearoa, the Pacific, and beyond is fundamental to fighting injustice and achieving equity. It is foundational to our work.

Our role in this work is as haumi (allies) to tangata whenua. This means we advocate for Te Tiriti honouring change in the kāwanatanga sphere and support the autonomy and authority of the tino rangatiratanga sphere. Oxfam Aotearoa’s Te Tiriti o Waitangi Commitment Statement is attached as Appendix 2.

4. BOARD APPOINTMENTS, COMPOSITION, ROLES & DUTIES

4.1 The Trust

Oxfam Aotearoa is a trust incorporated under the Charitable Trusts Act 1957 and registered as a charity under the Charities Act 2005. The trust is governed under the Oxfam Aotearoa Trust Deed attached as Appendix 1.

4.2 Board of Trustees

The Board of Trustees (**the Board**) is established in accordance with the Constitution set out in clause 4 of the Trust Deed. The Board has set the maximum number of Board members at seven, as permitted by [clause 4.17](#). In addition, the Board also has the option to appoint two Rangatahi Māori and Pacifica under the Fran McGrath Rangatahi Governance Scholarship. These scholarship roles’ terms and remuneration rates (if any) can be set at the Board’s discretion.

Every effort will be made to maintain representation from the following three groups, to allow their lenses to be applied to Oxfam’s work and assist in bringing OAO’s commitment to Te Tiriti o Waitangi to life authentically: tangata whenua, tangata moana and tangata tiriti.

Trustees are appointed by resolution passed by not less than 75% of current Trustees in office to serve three-year terms on the Board, up to a maximum of three consecutive terms. Retired Board Members may be eligible for re-appointment after a stand-down period of three years after the completion of their last term of office.

Clause 4.6 specifies conditions under which a Board Member shall cease to hold office.

Clauses 4.1 – 4.13 specify the process for appointing new Board Members and officers (see section 4).

4.3 Eligibility

As a registered charity, Board Members must comply with the provisions of section 16 of the Charities Act 2005 relating to officers. Under those provisions a person is disqualified from holding a position as a Board Member if they are:

- an individual who is an undischarged bankrupt
- an individual who is under the age of 16 years
- an individual who has been convicted of a crime involving dishonesty (section 2(1) of the Crimes Act 1961) or tax evasion or other offence under section 143B of the Tax Administration Act 1994 and sentenced within the last seven years
- an individual who is prohibited from being a director or promoter of, or being concerned or taking part in the management of, an incorporated or unincorporated body under the Companies Act 1993, the Financial Markets Conduct Act 2013, or the Takeovers Act 1993
- an individual who is subject to a banning order under subpart 7 of Part 4 of the Incorporated Societies Act 2022
- an individual who is subject to a property order under the Protection of Personal and Property Rights Act 1988, or whose property is managed by a trustee corporation under section 32 of that Act (this relates to people who are not fully able to manage their affairs)
- an individual who has been convicted of an offence relating to the financing of terrorism under the Terrorism Suppression Act 2002, whether in New Zealand or elsewhere
- an individual who does not comply with any qualifications for officers contained in the Trust Deed
- a person who has been disqualified from being an officer by the Charities Registration Board under section 36C of the Charities Act (which relates to serious wrongdoing by an officer in connection with a charity, or significant or persistent failure by an officer to meet their obligations under the Charities Act or any other enactment).

All Board Members are responsible for promptly notifying the Chairperson (or, in the case of the Chairperson, notifying the Deputy Chairperson) if the Board Member has any reason to believe that they are or may become disqualified under section 16 of the Act from acting as an officer.

All nominees for the position of Board Member must be made aware of these restrictions as part of the nomination process and confirm they are eligible for appointment before nominations are presented to the Board.

Potential trustees are encouraged to carry out due diligence on OAo before accepting an appointment to the Board.

4.4 Role and Duties of the Board

The most important role of the Board is to provide strategic leadership and set the long-term focus of OAo. The Board sets the overall strategic direction and goals, creating a framework for the Executive Director (**ED**) and the management team to use to develop operational strategies to support the overall direction of OAo and deliver on strategic goals.

To perform its role, the Board must regularly assess the main strategic challenges facing OAo and continually review the organisation's vision, purpose and strategic goals to ensure they remain relevant.

Trustees have a range of duties by virtue of their position. These include fiduciary duties or duties of loyalty and other mandatory and default duties as set out in the Trusts Act 2019.

In addition to the above, Board roles and duties with regard to OAo in particular include:

- Monitoring and holding to account the performance of management in achieving the organisation's strategy and goals
- Appointing the ED, setting the terms of the ED's employment contract, monitoring the ED's performance against established objectives, and ensuring support for the ED in their role
- Ensuring that the organisation has appropriate risk management and regulatory compliance policies and practices in place including appropriate insurance policies
- Ensuring the effective monitoring of health, safety and wellbeing
- Safeguarding the integrity of financial reporting and forming an independent view of financial performance
- Reviewing and approving an annual business plan and budget, and monitoring progress and performance against targets. Reviewing and approving an annual report on service performance and audited financial statements
- Conserving the organisation's resources, including funds and facilities
- Promoting ethical and responsible decision-making that aligns with the organisation's values and promoting a culture which embraces diversity and inclusion
- Maintaining and developing the public profile and reputation of OAo.

4.5 Chairperson (or Co-Chairpersons)

The Board will appoint a Chairperson (or two Co-Chairpersons) by majority vote each year at the Annual Meeting of the Trust. In this Manual, all references to Chairperson may equally apply to two Co-Chairpersons if appointed.

Clauses 4.7-4.11 detail the appointment of the Chairperson/Co-Chairpersons.

4.5.1 Board Leadership

It is the Chairperson's responsibility to:

- Provide overall leadership, guiding Board actions in relation to governance and organisational priorities, without limiting collective responsibility for decision-making
- Set the agenda for Board meetings in conjunction with the ED
- Ensure that all Board Members receive timely information to allow sufficient preparation time for the meetings
- Chair meetings of the Board in such a manner that all Board Members are enabled and encouraged to participate fully
- Maintain the annual Board work plan in conjunction with the ED
- Ensure an effective induction process is provided for new Board Members
- Agree the annual Board budget (see section 7.1) in conjunction with the ED
- Lead all necessary public responses regarding critical events, particularly on matters that are not strictly operational
- Keep abreast with the key issues relating to the Objects of the Trust and being prepared to represent OAO publicly on governance matters or at the request of the ED
- Ensure the Board evaluates its own performance annually in consideration of OAO's mission and strategic plan, in accordance with section 5.6 of this Manual.

4.5.2 Chairperson and Executive Director Relationship

Providing a link between the Board and the ED is a key responsibility of the Chairperson (see 5.3 Board/ED Relationship).

The Chairperson, representing the Board, should be kept informed by the ED of all important matters such as significant emerging opportunities or concerns, risks, potentially good or bad publicity, and current performance.

The Chairperson shall meet with the ED as required and shall be available to the ED to give assistance and advice when needed.

The Chairperson, in conjunction with the Board, shall ensure that the annual performance review of the ED is conducted in a professional and timely manner.

4.6 Deputy Chairperson

The Board will appoint a Deputy Chairperson by majority vote each year at the Annual Meeting of the Trust. However, if two Co-Chairpersons have been appointed, no Deputy Chairperson will need to be appointed as stated in [clause 4.8](#).

[Clause 4.10](#) sets out the situations where the Deputy Chairperson shall serve and assume the responsibilities of the Chairperson, including when the Chairperson is not present or overseas, cannot be reached for urgent matters, or has resigned, been removed or disqualified.

[Clause 4.11](#) describes the process if neither office holder is available to carry out the responsibilities of the Chairperson. These responsibilities will be assumed by another Board Member nominated in advance by the Chairperson and whose nomination is endorsed by a majority of the Trustees. If the nominee is not so endorsed, the Chairperson must nominate another Board Member until that person is endorsed by a majority of the Trustees.

4.7 Board Treasurer

[Clause 4.7](#) states that the Board shall appoint one of the Trustees as Treasurer by majority vote annually at the Annual Meeting of the Trust.

The Treasurer shall be Chair of the Board Finance, Audit and Risk Committee (**FRAC**). Key duties are:

- To maintain a professional overview of OAO's finances, financial management, and investment portfolio.
- To play an active part in FRAC, chairing meetings, raising concerns, offering guidance and recommending action.
- To advise the Board through the Chairperson of any matters as appropriate in addition to reviewing quarterly finance and risk reporting.

More detail of FRAC's responsibilities can be found in the FRAC Terms of Reference at Appendix 3.

4.8 Board Members

The conduct of Board Members will be consistent with their duties and responsibilities to the organisation, as set out in the Board Member appointment documentation they will be asked to sign upon joining the Board.

In carrying out Board duties (as outlined in section 4.4 above) each Board Member will:

- Act in the organisation's interest and ensure they build and support the positive reputation of OAO
- Maintain the confidentiality of all Board deliberations, and not disclose to any third-party confidential information acquired by them directly or indirectly in their role as Board Members
- Commit sufficient time to the role and use their best endeavours to attend Board meetings and to prepare thoroughly

- Demonstrate a willingness to participate in Board sub-committees or working groups as required, in addition to scheduled Board meetings
- Participate fully, frankly, constructively and in good faith in Board discussions and other activities. Board Members will bring the benefit of their particular knowledge, skills and abilities to the Board table. Diversity of opinions is encouraged and respected with a focus on collective decisions. Board Members will support decisions of the Board and present a united front in public arenas, regardless of personal opinions
- Demonstrate respect for their peers at the Board table and be mindful of the impact of their communication on others
- Be familiar with and comply with all [Board policies](#) including this Manual

4.8.1 Health and Safety responsibilities

Oxfam Aotearoa is a Person Conducting a Business or Undertaking (**PCBU**) for the purposes of the Health and Safety at Work Act 2015 (the **HSWA**) and as such it is important for Board Members to understand and fulfil OAO's responsibilities in relation to the HSWA.

The Board has a standing People, Culture & Safety Committee (**PCSC**) to assist the Board to provide governance leadership, policy and monitoring related to its obligations under the HSWA and the [Oxfam Health & Safety Protocol](#). (PCSC Terms of Reference are included as Appendix 4) However, it remains the duty of all Board Members to:

- Take reasonable steps to keep their knowledge of the HSWA up to date;
- Understand OAO's operations and any associated hazards or risks; and
- Ensure OAO has the resources and processes in place to identify health and safety risks, and satisfy its HSWA obligations.

Further information and resources are available on the WorkSafe website at <https://www.worksafe.govt.nz>.

4.8.2 Independent professional advice

A Board Member may obtain independent professional advice relating to the affairs of Oxfam or their responsibilities as a Board Member.

The Board Member should discuss this with the Chairperson in the first instance and then proceed as agreed.

If the Chairperson wishes to seek independent professional advice, they should discuss this with the Deputy Chairperson in the first instance.

Whether OAO will fund such external advice should be agreed with the Chairperson (or Deputy Chairperson) before proceeding and will be determined on a case-by-case basis.

4.8.3 Insurance and indemnity

The Board shall ensure it receives independent advice on its insurance policies and cover, at least annually.

Subject to the Trust Deed, OAO will provide Board Members with, and will pay the premiums for, indemnity and insurance cover while acting in their capacities as Board Members, to the fullest extent permitted by law. Board Members should be aware that Section 40 of the Trusts Act 2019 does not permit the terms of the Trust Deed to limit or exclude a Board Member's personal liability for any breach of trust arising from that Board Member's dishonesty, wilful misconduct, or gross negligence.

4.8.4 Other Board appointments

Any Board Member is, while holding office, at liberty to accept other Board appointments so long as the appointment is not in conflict with the organisation (see Conflicts section 6) and does not detrimentally affect the member's performance as an OAO Board Member. All other appointments must first be discussed with the Chairperson or Deputy Chairperson (if the Chairperson is unavailable) before being accepted.

4.8.5 Board Member Professional Development

Board Members are encouraged to be a member of the Institute of Directors (or similar organisation) to remain current on best practice in this area. They are also strongly encouraged to engage in demonstrated professional development at least annually in the areas of OAO's operations or governance duties. This may be self-funded at their discretion, prospectively approved by the Chairperson and invoiced direct to OAO, or provided as part of funded all-Board training.

4.9 Board Secretary

The Board may appoint a Board Secretary, who shall not be a voting member of the Board.

The appointment of the Board Secretary is made on the recommendation of the ED and must be approved by the Chairperson.

The Board Secretary is responsible for ensuring that the requirements for Board proceedings are followed and for all matters associated with the maintenance of the Board or otherwise required for its efficient operation.

All Board Members, particularly the Chairperson, have access to the advice and services of the Board Secretary for the purposes of the Board's affairs.

4.10 Kaumātua and Patron(s)

Clauses 4.15 and 4.16 allow the Board to appoint other positions such as a Kaumātua and Patrons. The people appointed to these positions need not be Board Members. OAO currently has neither a Kaumātua nor Patron.

5. BOARD PROCEEDINGS

5.1 Frequency of Board Meetings

Clause 5.1.1 states that Board meetings will be held no less than three times per year and Board Members may meet in person or via other virtual meeting platforms.

The Chairperson will normally agree an annual meeting schedule with the Board in advance of the start of the calendar year, with meetings scheduled at least quarterly in alignment with the Finance reporting schedule.

Special meetings may be called at any time by the Chairperson or by a simple majority of Trustees (clause 5.1.7).

5.1.1 Annual Meeting of the Trust

Clause 5.1.7 requires an Annual Meeting of the Trust to be held within 6 months of the close of each financial year (31 March for OAO).

A report on the affairs of the Trust for the previous financial year, together with a statement of accounts for the Trust and an audited balance sheet is to be submitted to the Annual Meeting (clause 5.1.8).

OAO is under no obligation to call meetings of supporters (clause 5.5) and does not currently make the Annual Meeting public. However, within 3 months of the date of the Annual Meeting, the Board must ensure all current supporters (as defined in clause 5.3) receive a report on the activities of the Trust for the past financial year (clause 5.4).

5.2 Quorum requirements

Clause 5.1.4 states that the quorum necessary for transaction of business at meetings is four Trustees.

5.3 Meeting agendas

Agendas for Board meetings are set by the Chairperson in conjunction with the ED. Any Board Member may, through the Chairperson, request the addition of an item to the agenda.

With the exception of the Annual Meeting of the Trust (see 5.1.1), the Trust Deed does not stipulate any notice period for calling meetings or sending out meeting papers. However, in accordance with governance good practice, agenda items and related documents will be provided to Board Members at least 5 working days prior to the meeting.

Typically, the Board discusses the following items at every quarterly meeting:

- Confirmation or changes to the Interests Register
- An Operational report from the ED
- A Finance report endorsed by FRAC
- A People, Culture and Safety report endorsed by PCSC

5.4 Making decisions

The Board will endeavour to make decisions on a consensus basis.

The Chairperson shall facilitate decision-making processes ensuring individual views are heard before a decision is reached.

Where decisions cannot be agreed by consensus then matters may be decided by a simple majority of votes. In the case of an equality of votes the Chairperson or the Co-Chairperson chairing the meeting (if both present) shall have a second or casting vote (clause 5.1.3). The Trust Deed also sets out the process for situations where the Chairperson or Deputy Chairperson is not present.

Once decisions are made, Board Members will support and abide by the decision, regardless of individual positions held on the matter.

All decisions taken at every meeting will be recorded in the meeting minutes. The minutes will remain confidential unless there is a specific direction from the Board to the contrary, or disclosure is required by law.

Clause 5.1.5 of the Trust Deed allows that “A resolution in writing signed by 75% of the trustees shall be as valid and effectual as if it had been passed at a meeting of the trustees duly convened and held.”

Clause 5.1.9 covers the process for resolving urgent questions arising between meetings. OAO currently makes use of the BoardPro Flying Minute function to ensure compliance with this clause.

In making decisions Board Members will:

- Act honestly and in good faith at all times in the interest of OAO
- Ensure they have prepared sufficiently and are informed about the issues at hand
- Participate fully, openly and constructively in discussions, giving due consideration and weight to the individual views of all Board Members.
- Ensure decisions comply with law and Board policy and are consistent with the vision, values and Objects of the Trust and OAO.

The Board will decide the manner and timing of the publication of its decisions, subject to legal or regulatory requirements.

5.5 Board Committees

The Board may establish committees when deemed necessary and may delegate any of its powers and discretions to committees, however, typically Board Committees will be required to recommend actions for Board consideration and approval.

The Board can appoint anyone to a Board Committee, including non-Board Members, as required to complete the work of the Committee.

Board Committees must act in accordance with the Trust Deed, Board policies and their respective Committee Terms of Reference set by the Board.

5.5.1 Procedures for Board Committees

Each Committee is to be chaired by a Board Member who will be responsible for reporting back to the Board.

The Board will establish the Terms of Reference or Charter of a Committee prior to its first meeting:

- Membership
- Purpose, objectives, responsibilities, and Committee budget
- Delegated authorities
- Tenure
- The system and timeframes for reporting progress, and recommendations or decisions to the Board.

Minutes of all Committee meetings will be distributed with Board papers.

Each Committee will expect the ED to attend meetings as required and when appropriate.

The Board will review each Committee biennially or as provided in its Terms of Reference or Charter.

5.5.2 Standing Committees

Current standing Committees established by the Board are:

- Finance, Audit and Risk Committee (FRAC) – Terms of Reference at Appendix 3
- People, Culture and Safety Committee (PCSC) – Terms of Reference at Appendix 4

5.6 Board Evaluation

The Board will evaluate its performance regularly to identify opportunities for the Board as a whole and individual Board Members to continuously improve their governance performance.

Specifically, the Board will evaluate Board performance and procedures as a whole and individual Board Member's performance biennially and may engage external expertise to assist with the evaluation.

The Chairperson is responsible for ensuring this occurs.

The Chairperson's own performance is discussed with the Deputy Chairperson and/or the rest of the Board.

5.7 Board Induction

Prior to a new Board Member's attendance at a Board meeting, the Chairperson and the ED will conduct an orientation with them including:

- The work of Oxfam

- The Board’s structure, functions and responsibilities
- The Board’s strategic approach
- Key documents including the Trust Deed and Governance Manual, and the current strategic and annual plans
- The Board’s meeting’s schedule and work programme
- An opportunity to meet with staff.

A formal and culturally appropriate welcome to new Board Members shall occur at their initial Board meeting and a farewell at their final meeting.

All departing Board Members may be asked to participate in an exit debriefing with the Chairperson.

6. CONFLICTS

All Board Members must comply with the [One Oxfam Conflict of Interest Policy](#) and the OAO Trust Deed.

Trust Deed [clause 4.12](#) states that Trustees are required to document and declare any conflicts of interest they may have. Board Members are therefore responsible for keeping the Interests Register up to date with any changes or additions. All interests that could be perceived or potential conflicts should be declared along with actual conflicts. Interests Registers for the Board and each Committee are held in BoardPro and may be updated by individuals themselves or via the Board Secretary.

Where actual conflicts of interest exist, Board Members also have the responsibility to declare those interests at the beginning of a meeting and they will be recorded on the Interests Register. The Chairperson will act as required to manage conflicts appropriately. In accordance with [clauses 4.19 and 10.1](#), the Board Member may be asked to excuse themselves from discussions and not exercise their right to vote in respect of such matters relating to the interest. Conflicts may include but are not limited to:

- A Board Member and/or their immediate family or business interests standing to gain financially from any business dealings, programmes or services of Oxfam
- A Board Member offering a professional service to Oxfam
- A Board Member standing to gain personally or professionally from any insider knowledge if that knowledge is used for personal or professional advantage

Further examples and guidance are provided in the [Conflict of Interest Policy](#).

Any Board Member is, while holding office, at liberty to accept other Board appointments so long as the appointment is not in conflict with the organisation and does not detrimentally affect the member’s performance as an OAO Board Member – see section 4.8.4.

6.1.1 Provision of Business or Professional Services by Board Members

Because of conflicts of interest (actual or perceived) that may be created, Board Members should not, generally, provide business or professional services of an ongoing nature to the OAO. Notwithstanding the general rule, the organisation is at liberty to, for the purpose of special assignment, engage the services of any Board Member having special expertise in the particular field or engage the services of another member of a Board Member's organisation, so long as the terms of engagement are competitive, clearly recorded and all legal requirements and disclosures of the engagement are properly observed.

7. BOARD FINANCIAL POLICY

7.1 Board Annual Budget

An important role of the Board is to review and approve the Annual Budget and Annual Plan for each financial year.

As part of this process, the Board will set its own budget for Board activities. Setting the budget is the responsibility of the Chairperson as outlined above. The Board Budget shall cover:

- Board Member remuneration;
- Board Member expenses for attending meetings, including flights and accommodation;
- Induction costs;
- Board training and professional development; and
- Any other relevant matters.

7.2 Reimbursement of Expenses

OAO will pay all allowances and expense claims of Board Members which are submitted in a timely manner, accompanied by an invoice or official receipt in line with OAO finance policies.

Arrangements can be made for OAO to organise travel and accommodation for Board Members.

7.3 Board Remuneration

OAO commits to aligning Board remuneration with the recommendations for not-for-profit organisations, as advised by reputable authorities such as the Institute of Directors (IoD). A review of Board remuneration will be conducted in association with the periodic review of the [Governance of Board Remuneration Changes Policy](#), by the PCSC, or another committee appointed by the Board. This review will reference current IoD recommendations and sector benchmarks to advise on adjustments and any decisions made will be made in the context of ensuring OAO's sustainability and ability to fulfil its mission and advice from the ED.

Notwithstanding the schedule and procedure below, the Board retains the right to adjust or temporarily cease remuneration should OAO's financial circumstances require it.

Board Members can find full details of Board remuneration policies and processes attached: Appendix 5 Board Remuneration Policy, Appendix 6 Board Remuneration Give-Back Policy, and

Appendix 7 Board Member Remuneration Payment Policy. These policies are also stored in the Governance Documents folder in BoardPro.

7.3.1 Remuneration Schedule

Board Members will be remunerated on a quarterly basis. Payments will be made within 7 days of the end of each quarter, subject to the receipt of an invoice as detailed below.

7.3.2 Invoicing Procedure

Board Members must submit an invoice via email to the Board Secretary before the last day of the month in the payment quarter.

For Q1 (April-June), invoices must be submitted by 30 June.

For Q2 (July-September), invoices must be submitted by 30 September.

For Q3 (October-December), invoices must be submitted by 31 December.

For Q4 (January-March), invoices must be submitted by 31 March.

The invoice should include the Board Member's name, contact details, the quarter being invoiced for, and the amount due.

The Board Secretary can confirm the current remuneration rate, if necessary.

7.3.3 Tax Responsibilities

Board Members are responsible for all tax obligations related to their remuneration. This includes the payment of income tax, GST, and any other applicable taxes. OAO will not withhold any taxes on behalf of Board Members.

7.3.4 Opt-Out and Give-Back Policy

As per the Board Remuneration Give-Back Policy (Appendix 6), Board Members may opt to donate their remuneration directly back to OAO.

To do so, they must inform the Board Secretary of their decision on a quarter-by-quarter basis, following the same timeframe as the invoicing procedure outlined above.

A formal written notice of the decision to donate must be provided, specifying the quarter for which the donation applies.

8. EXECUTIVE DIRECTOR

8.1 Overview

The ED is accountable to the Board for achievement of the Objects of the Trust, for the implementation of and compliance with OAO policies and for the observance of the management limitations (8.5 below) and Financial Delegations (8.6 below) established by the Board.

The ED is responsible for implementing a culture and driving performance that supports the Board's approach to governance, the development and achievement of OAO's strategies and building trust in the organisation.

The ED is authorised to establish all management/operational policies, decisions and actions to effect Board policies and decisions. Note: The Board must agree to levels of sub-delegation immediately below the ED.

8.2 Appointment

The appointment of the ED is one of the Board's most important functions. The Chairperson will lead the appointment and performance review processes.

The terms of employment shall be clearly defined prior to an appointment being made. The salary package offered to the successful applicant will be recommended by the Chairperson after obtaining independent expert advice, and approved by the Board.

The Board will ensure that:

- The position of ED is always advertised
- The ED has a comprehensive individual employment contract
- A written position description is provided
- The recruitment procedure and all recruitment documents reflect generally accepted best practice.

8.3 Board / Executive Director Relationship

The Board's formal link with the operations of OAO is through the ED. Only decisions of the Board acting as a whole are binding on the ED.

The ED:

- Attends all Board meetings as requested by the Board
- Reports directly to the Board via written and verbal reports
- Ensures the Board receives all relevant, timely and accurate information pertaining to OAO as required for the Board to effectively fulfil its governance responsibilities.

8.4 Monitoring Executive Director Performance

As an employee of the Board the ED is accountable to the Board.

The Board is ultimately accountable for the monitoring and oversight of the ED and outlines its expectations through the adoption of Key Performance Indicators (KPIs), which reflect the strategic plan and business plan. This accountability is expressed through the Chairperson/ED relationship. All performance reports and feedback are channeled through this relationship. The Chairperson may invite a member of the Board with relevant expertise to participate in annual performance reviews.

The Board, as part of its oversight, will act in an advisory and coaching role to the ED and will constructively support and challenge the work and performance of the ED.

The ED's salary package is reviewed annually by the Board. The Board will obtain independent expert advice regularly (via the Chairperson) and no less than every three years.

8.5 Management Limitations

The ED will act within all specific authorities delegated to them by the Board.

The ED is expected to not cause or permit any practice, activity or decision that is contrary to commonly accepted good business practice or professional ethics. In allocating the capital and resources of OAO, the ED is expected to adhere to the Objects of the Trust. The ED is expected to not cause or permit any action without taking into account the health, safety, environmental and reputational consequences and their effect on the financial sustainability of OAO.

The ED is expected to not cause or permit any action that is likely to result in OAO becoming financially embarrassed when making financing decisions. The assets of OAO are expected to be adequately maintained and protected, and not unnecessarily placed at risk. In particular, OAO must be operated with a comprehensive system of internal control, and assets or funds must not be received, processed or disbursed without controls that, as a minimum, are sufficient to meet standards acceptable to OAO's external auditors.

The ED is expected to not permit employees and other parties working for Oxfam to be subjected to treatment or conditions that are undignified, inequitable, unfair or unsafe.

8.6 Financial Delegations

Financial delegations are set out in the [Delegations Policy](#).

9. GOVERNANCE MANUAL ADOPTION AND REVIEW PROCESS

The Governance Manual is approved by the Board. It is reviewed annually by the Board with input from management as necessary, with requested updates completed by the Board Secretary.

Approved by the Oxfam Aotearoa Board: 6 June 2025

Appendix 1

Oxfam Aotearoa Trust Deed



OXFAM

Aotearoa

TRUST DEED

OXFAM AOTEAROA

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TRUST NAME

The name of the Trust shall be **Oxfam Aotearoa** (also known as **Oxfam New Zealand**)

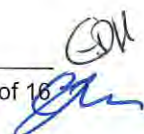
1 PRINCIPLES

1.1 The Trust is established on the basis of the following principles:

- 1.1.1 The Trust will seek to build relationships with community-based organisations in developing countries that are tackling problems of poverty and lack of resources, are willing to build self-reliance, and contributing to a process of change towards cooperative equality and independence.
- 1.1.2 Development is a process in which people are initiators as well as active participants.
- 1.1.3 This process encourages individuals and groups to participate actively in all decisions influencing their lives and through this participation, to attain greater self-reliance and access to resources.
- 1.1.4 Development is a partnership process and an inter-relationship between people in different countries throughout the world who wish to share and re-allocate resources. Its goal is to move from relationships of dependence between donors and recipients to relationships of true partnership and equality.
- 1.1.5 The most effective way to achieve long-term poverty reduction is for people and communities in developing countries to be able to demand that their governments and others in power provide the rights they are entitled to under international agreements, such as the right to a livelihood, to essential services, to freedom from suffering, to participation in decisions that affect them and to non-discrimination on the basis of gender, ethnicity, race, religion, affiliation or other characteristics.
- 1.1.6 The Trust will seek support for the carrying out of its objectives, and in particular seek to increase Aotearoa/New Zealand's commitment to international development and aid.

2 IMPLEMENTATION OF PRINCIPLES

- 2.1 The Trust will use a variety of fundraising methods including events and campaigns as a practical method of mobilising funds for development.
- 2.2 When appropriate the Trust will work with other development, environmental, and human rights organisations and bodies that hold similar aims with the intention of developing joint campaigns.



- 2.3 The Trust will work with existing development education centres and other bodies for broader, community-based development education, and will, where appropriate, use specialist agencies to broaden the Trust's base of activity in pursuit of its objects.
- 2.4 To achieve its objects, the Trust will undertake and support a range of approaches, including research, policy analysis, lobbying, campaigning, public events, education, providing information to decision makers and the public, development programmes, humanitarian relief and other means that may be decided on by the Trust.
- 2.5 The Trust will use a range of possible modes of engagement to achieve its objects, including directly undertaking activities, working with others in coalitions, providing grants to others, and developing partnerships with overseas NGOs, and other means decided upon by the Trust.

3 OBJECTS

- 3.1 The objects for which the Trust is established shall include the following:
- 3.1.1 The relief of poverty, distress and suffering in any part of the world irrespective of national or ethnic origin, race, sex, creed, political system, religion or colour.
- 3.1.2 To identify the root causes of poverty, suffering, and underdevelopment and work towards their elimination.
- 3.1.3 To encourage self-sufficiency and reduce dependency by working for the right of peoples to control their own affairs, free from outside domination.
- 3.1.4 To support the struggles of indigenous people to control their own destinies and facilitate social and cultural development.
- 3.1.5 To safeguard the interest and improve the living standards of vulnerable groups including children, people on low incomes, those in rural areas and minority groups.
- 3.1.6 To promote changes in policy, laws, and institutions only to the extent that they are ancillary to the purpose to relieve poverty, alleviate distress, and reduce suffering.
- 3.1.7 To promote the protection of the environment and support sound development practices which are sustainable both environmentally and socially.
- 3.1.8 To work in partnership with other bodies or organisations overseas to advance the above primary objects.

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- 3.1.9 To work with other development, environmental and human rights organisations in Aotearoa/New Zealand who share the above primary objects, to promote those objects and, where appropriate, develop joint campaigns.
- 3.1.10 To undertake development education within Aotearoa/New Zealand.
- 3.1.11 To co-operate with other bodies or organisations having objects similar to those of the Trust and for this purpose to enter into joint ventures or associated projects or activities which will assist in the achievement of the objects of the Trust.
- 3.1.12 To do all or any such other lawful acts or things as are incidental or conducive to the attainment of any of the above objects.

4 CONSTITUTION

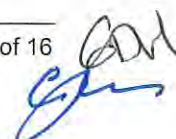
- 4.1 The Trust shall be administered and controlled by the trustees.
- 4.2 The power of appointment, substitution and removal of the trustees shall at all times remain with the trustees.
- 4.3 Upon there being a vacancy pursuant to clause 4.6, the trustees shall, by a resolution passed by not less than 75 percent of the trustees for the time being holding office, appoint further trustees who shall hold office for a term expiring three years after the date of their appointment.
- 4.4 At the expiration of the three-year term of office of a trustee, the trustees may, by resolution passed by not less than 75 percent of the trustees for the time being holding office, reappoint the trustee for a further term of three years after the date of their appointment.
- 4.5 No person shall be eligible to hold office as trustee for more than three successive terms. Retired trustees may be eligible for re-appointment to the Board three years after the completion of their last term of office.
- 4.6 Each trustee will hold office for a term of three years in accordance with clauses 4.1 - 4.13, unless that trustee:
 - 4.6.1 resigns by writing; or
 - 4.6.2 is removed from office by a resolution of 75% of the trustees; or
 - 4.6.3 becomes disqualified from holding office pursuant to section 16 of the Charities Act 2005.
- 4.7 Subject to clause 4.8, the Trust shall have, and the trustees shall, by majority decision, duly appoint the following officers:

- 4.7.1 A Chairperson or, if the trustees at their discretion appoint by a majority of trustees, two Co-Chairpersons;
 - 4.7.2 A Deputy Chairperson; and
 - 4.7.3 Treasurer.
- 4.8 In the event that two Co-Chairpersons are appointed in accordance with clause 4.7.1 and a majority of trustees approve, no Deputy Chairperson will need to be appointed.
- 4.9 Each of the officers in clause 4.7 shall retire from office at the Annual Meeting of the trust and shall be eligible for reappointment.
- 4.10 The Deputy Chairperson (if appointed) shall serve and assume the responsibilities of the Chairperson or the Co-Chairpersons (if appointed) in the following situations:
- 4.10.1 when the Chairperson or both Co-Chairpersons (if appointed) are unable to attend a meeting;
 - 4.10.2 when the Chairperson or both Co-Chairpersons (if appointed) are out of the country;
 - 4.10.3 when the Chairperson or both Co-Chairpersons (if appointed) cannot be reached on urgent matters;
 - 4.10.4 upon the resignation, removal or disqualification of the Chairperson or a both Co-Chairpersons (if appointed) pursuant to clause 4.6 above until such time as another Chairperson or Co-Chairpersons are elected; and
 - 4.10.5 any other situation where the trustees, by resolution, deem appropriate.
- 4.11 If no Deputy Chairperson is appointed under clause 4.7, or if the Deputy Chairperson appointed under 4.7 is unable to carry out any of the responsibilities of the Chairperson or Co-Chairpersons (if appointed) when required, then the responsibilities to be assumed by the Deputy Chairperson under clause 4.10 will be assumed by a trustee that is nominated in advance by the Chairperson or Co-Chairpersons (if appointed) and whose nomination is then endorsed by a majority of the trustees. If a majority of the trustees do not endorse the person that has been nominated by the Chairperson or Co-Chairpersons (if appointed), the Chairperson or Co-Chairpersons (if appointed) will be required to nominate another trustee, until such time as a trustee nominated by the Chairperson or Co-Chairpersons (if appointed) is endorsed by a majority the trustees.
- 4.12 Trustees are required to document and declare any conflicts of interest they may have.
- 4.13 Trustees must abide by the principles of good governance, including integrity, accountability and honesty, as may be specified by the Trust through a Trustee code of conduct.

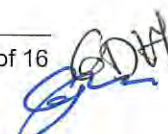
- 4.14 Overall control and responsibility for the affairs of the Trust shall be vested at all times in the trustees, including responsibility for implementing the objects and principles of the Trust, appointing and managing staff, developing and implementing policy, overseeing fund raising and controlling the finances of the Trust.
- 4.15 The trustees shall appoint such persons as they consider appropriate to carry out on a delegated basis the work of the Trust, in such manner and subject to such rules as the trustees may determine and the trustees may remit to any such groups or people any matter within their discretion with or without power to act and with power to join any person or persons whether trustees or not to such groups as may from time to time be desirable.
- 4.16 The trustees may from time to time appoint such person or persons as they may determine and who shall agree to be patrons of the Trust, who shall (subject to the other provisions of this deed) take such part in the affairs of the Trust as the trustees may from time to time determine.
- 4.17 The trustees, subject to clause 4.14, may from time to time make or alter rules for the conduct of their business and the guidance of their officers and generally may do such things as are required in the interests of the Trust.
- 4.18 The trustees are requested and empowered to register this Trust under the provisions of the Charities Act 2005 or as occasion requires under any other statute.
- 4.19 The trustees shall be entitled to act hereunder and exercise all of the powers hereby conferred upon them, notwithstanding that the trustees or some of them are or may become associated (as directors or otherwise in their private capacity or as trustees of any other trust) with any company to which the trustees sell or lease any property forming part of the trust fund or in which the trustees hold or propose to acquire shares or other investments as part of the trust fund or, with which the trustees otherwise deal as trustees of these presents and notwithstanding that the trustees or some of them may be trustees of any other trust, to or from which the trustees propose to sell or purchase shares or other property, notwithstanding that their, his or her interests or duty in any particular matter or matters may conflict with their, his or her duty to the trust fund or the beneficiaries therein PROVIDED THAT in respect of any such dealing or transaction, that trustee or trustees shall not take part in any deliberation or proceeding by which any benefit or income to any trustee or trustees is determined.

5 MEETINGS

- 5.1 The following provisions as to meetings and to decisions of the trustees shall apply:
- 5.1.1 The trustees shall, not less than three times per annum, meet together (whether in person, by telephone conference, or otherwise) for the dispatch of business adjourn and otherwise regulate their meetings as they think fit.



- 5.1.2 Each meeting of the trustees will be chaired by either the Chairperson or, if appointed, one of the Co-Chairpersons as determined between themselves. If the Co-Chairpersons cannot agree on who will chair the meeting, the trustees will be required to endorse a Co-Chairperson to chair the meeting, by majority votes. If neither Co-Chairperson can be present for a meeting, the Deputy Chairperson (if appointed) will chair the meeting. If, in the event of there being Co-Chairpersons and no Deputy Chairperson has been appointed, the trustees will by majority votes, appoint one of the trustees to chair the meeting.
- 5.1.3 Except as otherwise expressly provided for in this deed questions arising in any meeting shall where possible be resolved by consensus but in the absence of consensus, by a simple majority. The Chairperson shall have an ordinary vote and, in the event of an equality of votes on any particular question, shall have an additional casting vote. If appointed, and in the event of both Co-Chairpersons being present at a meeting, whichever of the Co-Chairpersons is chairing the meeting will have the casting vote. If both of Co-Chairpersons are not present at a meeting, the Deputy Chairperson (if appointed) will have the casting vote. If, in the event of there being Co-Chairpersons and no Deputy Chairperson has been appointed, the trustee appointed to chair the meeting under clause 5.1.2 of this deed will have the casting vote.
- 5.1.4 The quorum necessary for the transaction of business shall be four trustees.
- 5.1.5 A resolution in writing signed by 75% of the trustees shall be as valid and effectual as if it had been passed at a meeting of the trustees duly convened and held.
- 5.1.6 The trustees shall keep minutes of all meetings which shall be properly written up and forwarded to each trustee as soon as practicable after each meeting.
- 5.1.7 The annual meeting of Trust shall be held within six months of the close of each financial year. Special meetings may be called at any time by the Chairperson or either of the Co-Chairpersons (if appointed) or by a simple majority of trustees.
- 5.1.8 There shall be submitted to the annual meeting a report on the affairs of the Trust for the previous year ending on the year-end date, together with a statement of accounts for the Trust and an audited balance sheet.
- 5.1.9 Urgent questions arising in between meetings of trustees may be resolved by way of email or facsimile resolution provided:
- (a) the draft resolution and accompanying documentation, if any, are sent to all trustees at their respective e-mail or facsimile address; and



- (b) each trustee is given a reasonable period to respond;
- (c) any resolution passed by way of e-mail or facsimile communication shall be binding as if it had been made at a meeting of trustees convened in accordance with clause 5.1.1 and 5.1.5;
- (d) the provisions of clause 5.1.3 and 5.1.4 shall apply in relation to any resolution passed by e-mail or facsimile.

5.2 The trustees shall cause proper books of account to be kept which contain full, true and complete accounts of the affairs and transactions relating to the trust fund and the income thereof. Annual accounts shall be prepared as at the agreed year end date each year and shall, prior to the next annual meeting of the trustees, be audited by a chartered accountant. Without derogating from the generality of the foregoing the trustees shall ensure that proper record is kept of all monies received and expended and particulars in respect of which the receipt and expenditure takes place and all assets and liabilities of the Trust. The books of account shall be kept at such place as the trustees may from time to time direct and shall always be open to the inspection of any trustee.

5.3 The supporters of the trust shall be those individuals who:

- 5.3.1 make a donation to Oxfam within the current financial year;
- 5.3.2 or request to be a supporter of Oxfam; or
- 5.3.3 provide support to Oxfam through fundraising, event participation, campaigning, and other Oxfam activities;
- 5.3.4 who are otherwise determined to be supporters by the trustees.

5.4 The trustees shall, once per annum within three months of the date of their own annual meeting, report (via mail, e-mail, or other means) to all current supporters on the activities of the Trust up to the end of the previous financial year.

5.5 The trustees shall be under no obligation to call meetings of supporters at any time, and no supporters either individually or collectively shall have the right to convene a meeting of any or all supporters of the Trust.

6 ADMINISTRATION

6.1 In addition to the foregoing and to all other powers and authorities vested in them by law, the trustees shall and may exercise, in furtherance of any purpose of the trust, the power to carry out the day to day administration of the Trust and in particular, to appoint and remove employees of the Trust and to determine the salaries to be paid and to enter into any agreement in writing or otherwise with such persons upon such terms as may seem expedient to the trustees. The trustees may



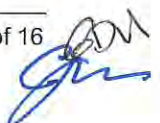
delegate any of such powers to any person or persons upon such terms and conditions as the trustees think fit.

7 TRUST FUND

- 7.1 The trust fund shall consist of an initial sum of \$100.00 and all interest thereon and of all donations, gifts, subscriptions, legacies, monies, bequests, devices, investments, income, accumulations of income and any other property real or personal contributed or paid to the trust fund or purchased, transferred, conveyed, given, devised, bequeathed or otherwise vested in or acquired by the trustees in any way whatsoever for the objects of the Trust (all of which monies and investments are hereinafter called **Trust Fund**).
- 7.2 The trustees shall invest the Trust Fund in their names in any convenient investments permitted by law for the investment of trust funds or otherwise as provided hereby and may from time to time sell, vary or transpose any such investments.
- 7.3 The trustees shall hold the Trust Fund UPON TRUST to apply both capital and income of the Trust Fund in perpetuity for any purpose which in accordance with the law of Aotearoa/New Zealand are charitable purposes and in accordance with the objects of the Trust.

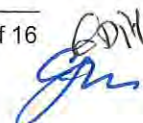
8 ADMINISTRATION OF THE FUND

- 8.1 The trustees are hereby authorised and empowered to exercise and perform all or any of the following acts, powers and discretion in addition to those conferred on trustees by law and in addition to the foregoing, namely:
- 8.1.1 To do and perform in respect of any property of the trustees anything in furtherance of the objects of the Trust as hereinbefore set out.
- 8.1.2 To collect and expend funds in such manner as the trustees shall consider most beneficial for the purposes of the Trust.
- 8.1.3 To borrow or raise money in furtherance of the objects of the Trust as hereinbefore set out upon mortgage or overdraft or otherwise (with or without security over property forming part of the Trust Fund) from any person (including a trustee or beneficiary), firm, bank, company or other corporation at such rate of interest for such term and generally on such conditions as the trustees think fit and to sign and execute any mortgage, deed, agreement or other document in connection therewith any person, firm or company, bank or corporation lending money to the trustees shall be in no manner concerned to inquire as to the application of such monies or as to the purpose for which such monies may be borrowed.
- 8.1.4 To purchase, take on lease or otherwise acquire at such price and upon such terms and conditions as they may think fit any real or personal property whatsoever (including in particular but not in limitation the



interest of any beneficiary in any Trust Fund) or any rights or privileges and whether encumbered or unencumbered or subject to any Trust or condition and may erect, maintain, improve, alter or demolish any buildings, premises, erections or works.

- 8.1.5 To purchase or otherwise acquire and take over the assets, liabilities, goodwill and business of any home or any institution or activity within the objects of the trust.
- 8.1.6 To indemnify (while negating all personal liability of the trustees and their successors in office) any vendor, transferor or assignor of any real or personal property acquired by the trustees to be held on the trusts hereof from and against any future liability to which any such property may be actually or contingently subject not only out of the property so acquired but also out of all other property for the time being forming part of the trust fund.
- 8.1.7 To sell, call in and convert into money the trust fund or any part or parts thereof at such time or times in such manner and upon such terms as the trustees think fit with power to give time for payment of the sale price with or without security and without being liable for loss to allow such portion of the sale price as the trustees think fit to remain owing on mortgage although the margin of security may not be sufficient for the purposes of the Trusts Act 2019 (or any amendment or replacement thereof) and with power also to buy any trust property offered for sale by auction or tender and to rescind any contract for sale and to sell again without being responsible for any diminution in price and generally to deal in the sale of any trust property as if the trustees were the absolute owners thereof.
- 8.1.8 To apply and invest the trust fund or any part or parts thereof available for investment in the purchase or acquisition of any real or personal property or any interest therein (whether in Aotearoa/New Zealand or elsewhere) or upon mortgage (including contributory mortgage) of freehold and leasehold land in Aotearoa/New Zealand or in any debentures or debenture stock guaranteed ordinary preference or deferred shares or stock or other securities issued or guaranteed by any limited liability company (whether public or private) carrying on business in Aotearoa/New Zealand or elsewhere bearing liability for uncalled capital or not or upon deposit at call or otherwise with any such company or any bank or in such other modes if investment (notwithstanding that they may not be such as are for the time being authorised by law for the investment of trust funds) as in the opinion of the trustees may be beneficial to the trust fund with further power to realise, vary or transpose any such investments AND in relation to any holding or any nature in any company for the time being subject to the trusts hereof to take up and accept any holding in or benefit from the same company or companies to which they may become entitled by virtue of such holding as aforesaid and to take up and accept any holding in or benefit from any company or any property



generally which may be offered to them by reason of their holding in any company or concern and accordingly the trustees shall have power to pay out of the trust fund any monies necessary in order to take up any such holding of property AND to advance monies to any person, firm or company with or without security upon such terms as the trustees may deem fit and the trustees shall not be responsible or accountable for any loss resulting or accruing to or sustained by the trust fund by reason of the trustees purchasing or acquiring any such property or investing as aforesaid any such monies.

- 8.1.9 To permit any monies, investments or property forming part of the trust fund to stand in the names of any corporation or persons as the nominee of the trustees on such terms (if any) as to the execution of blank transfers or of declarations of trust and as to the custody of the documents of title to such investments or property and otherwise as the trustees shall in their absolute discretion think fit.
- 8.1.10 For the purpose of pursuing the charitable objects hereof and to the extent that they may be promoted thereby the trustees shall have power to accept and receive or to refuse to accept or receive conveyances, transfers, gifts, devises and bequests or real and personal property of every description whatsoever and they shall hold such thereof as they shall accept or receive or the proceeds of the sale thereof upon the trusts to which the same are subject but otherwise subject to the terms and provisions of this trust and in the event of any property being subject to reservations, trusts, liabilities or obligations the trustees may nevertheless accept and hold such property subject thereto and further may make such provision or payment out of the trust fund and take such action in respect of the same as they may think fit.
- 8.1.11 To allow any property or investment coming into the hands of the trustees to remain in its existing form for such period or periods as the trustees think fit and during such postponement or conversion to make out of the trust fund any outlay the trustees may think proper for payment of calls on shares or otherwise in respect thereto for the benefit of the trust fund and in respect of any such shares in companies to exercise the same powers as the trustees might do if absolute owners thereof and the trustees shall not be liable for any loss occasioned by the exercise of their discretion in this matter.
- 8.1.12 Without prejudice to the generality of the foregoing if at any time any company in which the trustees hold shares or any other interest shall be reconstructed or rearranged or shall create a further issue of capital or shall carry into effect any scheme for capitalisation of its profits or for merger with any other company then and in every such case the trustees (in addition to any statutory or other powers vested in them) may take up further shares in such company or in any new company which may be formed in connection with the reconstruction, rearrangement or merger as



the trustees in their absolute discretion shall think fit whether such shares so taken up be wholly paid up or partly paid up and may agree to such reconstructions, rearrangement further issue of capital, capitalisation of profits or merger on such terms and conditions as the trustees think fit and may execute any deed, agreement or other document relating thereof.

- 8.1.13 From time to time renew, vary or rearrange upon such terms as the trustees think fit any mortgages, charges, debts or overdrafts payable out of the trust fund and guarantees given by the trustees and also to renew, vary or rearrange upon such terms as the trustees think fit any mortgages, charges or debts forming part of the trust fund whether or not the same shall heretofore or thereafter constitute a trustee security or an investment authorised by the Trustee Act or by these presents.
- 8.1.14 To open and maintain in their name or in the names of any of them (being not less than two) a banking account or banking accounts at such bank or banks as the trustees from time to time decide and may at any time pay or cause to be paid any monies forming part of the trust fund to the credit of any such account or accounts or place or cause to be placed the same on deposit with any banker or bankers.
- 8.1.15 For the purpose of pursuing the charitable objects prescribed therein and to the extent that they may be promoted thereby the trustees may if and when they think fit set apart any portion of the trust fund as a special endowment for such a term and upon such conditions as may be law be allowed and they may at their discretion apply the said endowment fund together with any accretions appertaining to the same for the purposes for which the same was so set aside and for the general purpose set forth in this trust.
- 8.1.16 To let or lease any property or part or parts thereof for such period or periods and at such rent and on such terms and conditions as shall be determined by the trustees including the right of purchase compulsory or optional and may accept surrender.
- 8.1.17 To agree and settle accounts with all persons, firms or companies liable to account to the trustees and to compromise all questions relating to the trust fund and to grant effectual receipts, discharges and releases.
- 8.1.18 To enter into any contract of indemnity or give any guarantee as they may think fit.
- 8.1.19 To employ and discharge such managers, servants, agents, overseers, employees, valuers, surveyors, engineers, solicitors, accountants and other persons as the trustees may think fit and to pay such fees, salary, wages or other remuneration in every case as the trustees may deem expedient AND generally at their uncontrolled discretion instead of acting personally to employ and pay any person, firm, company or corporation to



do any act of whatever nature relating to the trusts hereof including the receipt and payment of money without being liable for loss incurred thereby.

- 8.1.20 To create, establish, administer or participate in any fund or system of superannuation, retiring allowances or pensions to or for any officers, servants, employees or staff members of the trust and allow any bonus or bonuses to such persons or any of them out of the funds of the trust.
- 8.1.21 Generally to act in relation to the trust fund in all respects as though the trustees were the absolute owners thereof and the trust shall have all the powers and rights of a natural person.
- 8.1.22 In construing the foregoing powers of the trustees the consideration of any clause shall not be limited or restricted by any other clause.
- 8.1.23 To undertake fundraising activities in Aotearoa/New Zealand to advance the above primary objects, by public and/or private appeals, subscriptions, or fundraising activities, in the form of donations and gifts, as may from time to time seem appropriate or expedient or by mortgage, debenture or otherwise by borrowing and to charge all or any of the property of the Trust for any such purpose.
- 8.1.24 To accept subscriptions, donations, gifts, legacies, devises and bequests for the benefit of this Trust.
- 8.1.25 To advance money by way of gifts or loans repayable upon such terms and conditions and at such times as may be thought fit to further any of its objects and to grant pecuniary and other material aids to such needy persons as the trustee shall deem expedient, necessary or desirable.

- 8.2 The receipt of the treasurer or other proper officer for the time being of any society, institution, charitable trust or trustees or other recipient of monies from the trust fund shall be a good and sufficient discharge to the trustees PROVIDED HOWEVER that the trustees will at all times use their best endeavours to implement effective project monitoring and evaluation mechanisms in order to maximise their accountability to donors for the good stewardship of the trust fund in accordance with the charitable objects of the trust.

9 ALTERATIONS TO THE TRUST

- 9.1 Subject to the provisions of the Charitable Trusts Act 1957 or any statutory modification or re-enactment thereof and any other legislation for the time being in force relating to charitable trusts, the trustees shall have the power by resolution passed by not less than 75 percent of the Trustees for the time being holding office to amend, revoke or vary any of the provisions of this deed PROVIDED HOWEVER that any such amendment, revocation or variation shall be within and shall promote the general objects and purposes of the trust and no such amendment, revocation or variation to the terms and provisions hereof shall be made which alter the



exclusively charitable nature of the trust. Any amendment of the trust deed will also require the consent of the Charities Commission.

9.2 In the event of all the purposes or objects aforesaid being in the opinion of the trustees incapable of fulfilment or inadvisable then the trustees may apply the trust fund or any part thereof for such charitable purposes within Aotearoa/New Zealand as they may think fit provided that such action shall only be taken following the majority resolution of the trustees.

9.3 The Trustees acknowledge that the rights to ownership and use of the name "Oxfam" whether above or in combination with any other names is at all times retained by Stichting Oxfam International. Pursuant to a Licence Agreement dated 1st day of February 1997 entered into between Stichting Oxfam International, as registered proprietor and owner of the name "Oxfam", and Oxfam Aotearoa, as the licensee, Stichting Oxfam International granted Oxfam Aotearoa a right to register the name "Oxfam" as a business name in Aotearoa/New Zealand. If at any time or for any reason the Licence Agreement terminates or is lawfully terminated the trustees will cease to use the name "Oxfam" in connection with any or all of its activities or to permit itself to be associated with the name. "Upon such termination, the trustees will adopt such other name for the Trust as they see fit, provided that such change must be in accordance with any legal requirements but will not be deemed to be an amendment or variation of the Trust.

10 GENERAL

10.1 It is hereby expressly declared that any trustee who is engaged in any profession or occupation may act in their professional or occupational capacity on behalf of the trustees and be paid out of the trust fund or the income thereof for all acts done and time expended and disbursements paid in or about the business of the trusts hereof in their professional or occupational capacity PROVIDED THAT such trustee shall not take part in any deliberation or proceeding by which such remuneration is decided, nor shall such trustee be liable or entitled to determine or materially influence the amount, nature or circumstances in which such remuneration is to be paid and received by them and no such remuneration will be at greater than market rates.

10.1.1 No trustee shall be liable for any loss not attributable to their own dishonesty or to the wilful commission or omission of any action, the commission or omission of which is or should be known by them to be a breach of trust AND in particular they shall not be bound to take any proceedings against a co-trustee for any breach of trust or alleged breach of trust committed by such co-trustee.

10.1.2 Any mortgage, charge, lien or other document creating or containing any liability on the part of the trustees shall be executed by the trustees in their capacity as trustee or trustees and shall bind only the person or persons for the time being fulfilling the office of such trustees and the liability of the trustees for the observance and performance of the

covenants and conditions therein contained or implied shall at all times be construed not as a personal liability or obligation but only as a liability or obligation to pay the monies and perform and observe the covenants and conditions therein contained out of and so far as the trust fund extends all personal liability being negated hereby.

10.2 It is acknowledged and declared that until otherwise resolved by the trustees all cheques, drafts, bills of exchange and other negotiable instruments may be signed on behalf of the trustees by any such persons as the trustees may appoint. All negotiable instruments requiring endorsement may be endorsed by any such persons as the trustees may appoint.

10.3 Notwithstanding anything hereinbefore contained:

10.3.1 no provision or power herein expressed or implied shall allow or permit to be interpreted, varied or exercised to allow or permit:

(a) any purpose which in accordance with the law of Aotearoa/New Zealand it is not charitable to benefit; or

(b) any individual to receive private pecuniary profit hereunder which would be contrary to the charitable purposes hereof.

10.4 In the event of the dissolution or winding up of the trust hereby created the assets and undistributed income (if any) of the trust fund shall henceforth be paid or applied to such exclusively charitable organisation or organisations in Aotearoa/New Zealand having objectives similar to those or any of them contained in the recitals of this deed and in such shares as is determined by the trustees before such dissolution or in default as may be determined by a Judge of the High Court of Aotearoa/New Zealand.

10.5 The trustees, and the other officers and servants (if any) of the trust shall be indemnified out of the trust fund against any liability incurred by them in defending any proceedings whether civil or criminal taken against them by reason of their actions in relation to or connected with the trust in which judgment is given in their favour or in which they are acquitted or in which relief is granted to them by the Court in respect of any negligence, default, breach of duty or breach of trust, or, in the case of trustees, where they acted in good faith.

EXECUTION AND DATE

Executed as a deed.

Date: 24th MAY 2021

Signed by Garry Macdonald


Co-Chairperson of the **Oxfam Aotearoa** Board
in accordance with its constitution in the presence of:

Natalie Williams 
.....
Name

Personal Assistant
.....
Occupation

Signed by Elizabeth Huckerby

Co-Chairperson of the **Oxfam Aotearoa** Board
in accordance with its constitution in the presence of:

AARON-JAMES Bailey 
.....
Name

AIRMAN.
.....
Occupation

Appendix 2

Oxfam Aotearoa's Commitment to Te Tiriti o Waitangi

Oxfam Aotearoa – Te Tiriti commitment

20 March 2025

Oxfam Aotearoa is committed to upholding Te Tiriti o Waitangi. Te Tiriti is an agreement to an enduring relationship between tangata whenua (the first peoples of Aotearoa) and tangata Tiriti (all others who have come here) to ensure peace and mutual benefit for all.

Te Tiriti created a power-sharing relationship between existing hapū (Māori nations) authority – the tino rangatiratanga sphere, and the sphere of authority hapū provided for the British Crown – the kāwanatanga sphere.¹ As a civil society organisation, we are located within the kāwanatanga sphere as our ability to operate here in Aotearoa derives from the powers granted by hapū to the Crown in Te Tiriti. Therefore, we have a responsibility to honour Te Tiriti o Waitangi.

Since the signing of Te Tiriti, the Crown has established and exercised government in breach of this agreement. Through laws, policies, and war, successive governments have undermined the political, cultural, economic, and social power base of tangata whenua, while directly benefiting those in the kāwanatanga sphere. This has led to deep injustice, inequality, and imbalance in Aotearoa.

These acts of colonisation are ongoing and continue to cause direct harm to Māori and te taiao (the environment). The issues which Oxfam Aotearoa works to address – injustice, inequality, and poverty, are shaped by the racism, patriarchy, and extractive capitalism that is entwined with colonisation. We acknowledge that the international aid and development system has, and continues to, perpetuate power imbalances and disempowering neo-colonial relationships.

As Oxfam Aotearoa, our position in the kāwanatanga sphere means we have a responsibility to address the injustices of colonisation here in Aotearoa just as we are committed to elsewhere. **Supporting self-determination here in Aotearoa, the Pacific, and beyond is fundamental to fighting injustice and achieving equity. It is foundational to our work.**

Our role in this work is as haumi (allies) to tangata whenua. This means we advocate for Te Tiriti honouring change in the kāwanatanga sphere and support the autonomy and authority of the tino rangatiratanga sphere. We commit to upholding the articles of Te Tiriti o Waitangi:

- Kāwanatanga: Governance for mutual benefit
- Tino Rangatiratanga: Māori authority and self-determination
- Ōritetanga: Equity for Māori
- Wairuatanga /Ritenga Māori: Upholding of belief systems and Māori practices

In practice this means we will:

- Reflect our Te Tiriti commitment in our governance arrangements.
- Seek to develop long-term, high trust, and mana-enhancing relationships with tangata whenua in areas of mutual benefit.
- Advocate for justice and self-determination for tangata whenua as part of existing policy and advocacy work in Aotearoa and/or as requested by tangata whenua as appropriate.
- Advocate for Te Tiriti honouring change to government and in our relationships with the iNGO sector.
- Support all of our stakeholders to understand our Te Tiriti commitment and our role in fighting injustice, supporting self-determination, and achieving equity in the places we work.
- Promote equity for Māori, including ensuring our organisational processes support Māori to participate fully at all levels of our work.
- Work to be an organisation that better reflects Aotearoa through normalising te reo and tikanga Māori, and ensuring our people understand Te Tiriti o Waitangi and its relevance to our work.

¹ The use of 'spheres' to describe the Tiriti relationship is taken from [He Puapua](#), the report of the working group on a plan to realise the UN declaration on the rights of indigenous peoples in Aotearoa/New Zealand

Appendix 3

Finance, Risk and Assurance Committee (FRAC) Terms of Reference



TERMS OF REFERENCE

Group name: OAo Finance, Risk and Assurance Committee (FRAC)

Status of group: OAo Board Standing Committee

Document date: 30 October 2024

Review date: 30 October 2026

The Finance, Risk and Assurance Committee (FRAC) shall be a standing committee of the Board established by resolution of the OAo Trust Board.

The purpose of FRAC is to promote the highest standards of propriety and efficiency in the use of OAo funds, and to support the Board in its responsibility to ensure accountability, foster high ethical standards, and monitor and enhance performance for both short-term and long-term viability.

1. Objectives

- 1.1 The function of FRAC is to act as an advisory committee to the Board and the Executive Director to:
 - (a) recommend to the Board the principles and standards for internal controls, and corporate governance in accordance with legal requirements, Oxfam International (OI) requirements, and good practice standards;
 - (b) maintain oversight of the financial results and position of the Trust between quarterly Board meetings;
 - (c) provide the Board with an independent review of risk and legal compliance issues, and of organisational health; and
 - (d) provide assurance to the Board that sound organisational policies are in place and being implemented, in accordance with governance policy.
- 1.2 Although the relationship between FRAC and the Board is advisory, the Board may explicitly and specifically delegate authority to FRAC from time to time.

2. Membership

- 2.1 FRAC members will be appointed by the Board by resolution and reconfirmed annually.

- 2.2 FRAC is comprised of the Treasurer, the Deputy Board Chair and at least one or up to two other Board member(s). The Board Chair (or one Co-Chair) will be an ex-officio member.
- 2.3 The Treasurer of the Board will be Chair of FRAC, and the Deputy Board Chair will be Deputy Chair of FRAC.

3. Meetings

- 3.1 A quorum of members of FRAC shall be the FRAC Chair (Board Treasurer) plus one other voting Board member.
- 3.2 Management will report to and provide appropriate information and explanations to FRAC.
- 3.3 The Executive Director shall be responsible for drawing to FRAC's *immediate* attention any material matter that relates to the financial condition of OAO, any material breakdown in internal financial controls, and any material event of fraud or malpractice.
- 3.4 FRAC may have in attendance such persons it considers necessary to provide appropriate information, explanations and advice.
- 3.5 In addition to the annual meeting on the financial audit, the external auditor can request a meeting with FRAC without management present.
- 3.6 All Board members shall be entitled to attend FRAC meetings.
- 3.7 FRAC will agree a schedule, proposed by the Executive Director, of regular and specific agenda items for each meeting, so that all the Committee's specific functions receive attention during the course of the year.
- 3.8 Reasonable notice of meetings and the business to be conducted shall be given to the members of the Committee.
- 3.9 Meetings shall be held as required, but not less than four times a year (quarterly).
- 3.10 Meetings may be in person or via virtual electronic means.
- 3.11 Minutes of all meetings shall be kept.

4. Responsibilities

- 4.1 This section sets out the responsibilities of FRAC.

Financial Oversight

- 4.2 Review the quarterly financial reports and commentary provided by management.
- 4.3 Review monthly financial reports and commentary provided by management if deemed necessary by the Treasurer or the Board.
- 4.4 In the context of the overall strategy of OAO, review the annual operating budget, capital budget and cash flow forecast, and any re-forecasts prior to presentation to the Board.

- 4.5 Review the appropriateness of OAO's accounting policies, and provide recommendations to the Board on any amendments or additions.
- 4.6 Support management to provide good practice reporting to all stakeholders, including individual and institutional donors, supporters, management, staff, the Board and Oxfam International, and make recommendations to the Board on financial and non-financial reporting.
- 4.7 Maintain a good working knowledge of the responsibilities of the appointed external financial auditors. Review and endorse any recommendation for renewing or replacing the financial auditor for subsequent Board approval, having ensured the selection process for new auditors is based on professional merit.

Risk Assessment and Compliance

- 4.8 Review and make recommendations to the Board on management's policies for ensuring legal compliance and managing risk.
- 4.9 Conduct regular reviews, at least annually, of the risks register maintained by management prior to submission to the Board.
- 4.10 Review the results of internal and external programme financial audits.
- 4.11 Advise the external auditor of any specific issues that the Board wants to be included in the annual audit process.
- 4.12 Review the report of the external auditors to the Board prior to submission to the Board through a meeting with the external auditor, which may be held independently of management at the request of either the auditor or FRAC.
- 4.13 Review the result of other audits and recommendations, including for example, the OI Peer Review against Oxfam Financial Standards, social and sustainability audits, prior to submission to the Board.
- 4.14 Jointly with the Executive Director, to identify other activities, functions and processes, which require review or audit, with the aim of ensuring compliance with legal or other recognized standards and promoting the adoption of best practices by OAO.
- 4.15 Receive reports from the reviews and audits referenced above, together with management's response, and advise the Executive Director on areas and processes which require attention or revision to promote best practice within OAO.
- 4.16 Report the outcomes of reviews and audits to the OAO Board of Trustees.

Organisational Health

- 4.17 Agree the content of, and receive reports on, key HR metrics and key personnel and policy issues, and provide advice to the Executive Director.
- 4.18 Provide advice and support in respect of any other financial, risk or compliance issues that may arise between Board meetings.
- 4.19 Act as a sounding board to the Executive Director and Senior Leadership Team in respect of financial, risk, compliance and organisational health matters.

- 4.20 In the course of discussions, identify issues that are relevant to the Board's consideration of future strategic direction and selection of strategic priorities.

5. Authority

- 5.1 The Board empowers FRAC with the authority to request and obtain any information from the organisation it considers necessary to carry out the responsibilities set out in its Terms of Reference.
- 5.2 FRAC does not have the authority to make a decision in the Board's name or on its behalf, except as explicitly delegated under 1.2 of these Terms of Reference. The Committee will make recommendations to the Board on all other matters requiring a decision.

6. Reporting Procedures

- 6.1 The FRAC Chair or their delegate shall report FRAC's recommendations at the next meeting of the Board as part of the regular agenda item and highlight recommendations that require Board approval.
- 6.2 The Board, via FRAC, shall receive copies of all correspondence with OAO's external auditor, including all reports and the Letter of Representation.
- 6.3 Procedures shall be in place to ensure that Annual Report and audited Financial Statements are produced and distributed to key stakeholders in accordance with the agreed timelines before and at the AGM, and filed with Charities Services within the prescribed period.

7. Review of the Committee

- 7.1 FRAC shall undertake two-yearly self-review of its objectives and responsibilities and of these Terms of Reference, and report back to the OAO Board.
- 7.2 FRAC may at any time initiate a review of the Committee and make appropriate recommendations for its alteration to the Board.

Approved by the Oxfam Aotearoa Board on 5 November 2024.

Appendix 4

People, Culture and Safety Committee (PCSC) Terms of Reference



TERMS OF REFERENCE

Group name: OAo Board People, Culture & Safety Committee

Status of group: OAo Board Standing Committee

Document date: 26 June 2024

Review date: 26 June 2026

Background

In 2016, as part of ensuring the Board discharged its responsibilities under the Health and Safety at Work Act 2015 (HSW Act), the Board established a Health & Safety Committee.

In late 2022, it was agreed that care for and investment in the organisation's people would become a greater focus for Oxfam Aotearoa (OAo). This can be said to include collective staff culture, morale, individual staff wellbeing in its broader sense and other factors that impact our employment experience.

These Terms of Reference are a development of the Health & Safety Committee Terms of Reference and extend the scope of the Committee's governance oversight responsibilities to include people and culture. As a result, the Committee has been given a new name: People, Culture & Safety.

The People, Culture & Safety Committee replaces the Health & Safety Committee.

The Board has agreed that five pillars should guide the development and maintenance of OAo's culture. These are decolonisation, feminism, inclusion/accessibility, Te Ao Māori and sustainability.

Terms of Reference

The Board People, Culture & Safety Committee shall be a standing committee of the Board established by resolution of the OAo Trust Board.

1. Objectives

- 1.1 The role of the Board's People, Culture & Safety Committee (the Committee) is to assist the Board to provide governance leadership, policy and monitoring related to:
 - (a) The Board's health and safety duties and obligations under the Health & Safety at Work Act 2015;
 - (b) Human Resources, including but not limited to discipline, performance management, and terms and conditions of employment;

- (c) Diversity and inclusion, including but not limited to recruitment, training and development;
- (d) Accessibility, including developing and monitoring a commitment to access for citizens/disabled persons in everything we do;
- (e) Inclusive organisational culture, including but not limited to ways of working, retention, the organisation's commitment to Te Tiriti o Waitangi and our relationship with the Pacific; and
- (f) People, culture and safety as it relates to policies and processes of the Board.

2. Membership

- 2.1 Committee members will be appointed by the Board by resolution and reconfirmed annually.
- 2.2 There will be a minimum of three Board members on the Committee.
- 2.3 The Chair of the Committee will be decided by the Committee.

3. Meetings

- 3.1 A quorum of members of the Committee shall be two Board members.
- 3.2 The Committee may have in attendance such persons it considers necessary to provide appropriate information, explanations and advice.
- 3.3 All Board members shall be entitled to attend meetings of the Committee.
- 3.4 Reasonable notice of meetings and the business to be conducted shall be given to the members of the Committee.
- 3.5 Meetings shall be held as required, but not less than four times a year.
- 3.6 Meetings may be in person or via virtual electronic means.
- 3.7 Minutes of all meetings shall be kept.

4. Responsibilities

- 4.1 This section sets out the responsibilities of the Committee.

People & Culture

- 4.2 To ensure the organisation is operating effectively, efficiently, with fairness and in alignment with our values, the Committee will:
 - (a) Review and make recommendations to the Board on:
 - (i) the organisation's policies related to human resources, diversity, accessibility and inclusive organisational culture; and
 - (ii) development, reporting and monitoring of associated strategies, targets and practices.
 - (b) Provide Board-level oversight of key employment policies, including:
 - (i) performance management and discipline;

- (i) exit agreements;
 - (ii) general terms and conditions of employment;
 - (iii) diversity and inclusion; and
 - (iv) accessibility.
- (c) Provide Board-level leadership of the organisation's commitment to Te Tiriti o Waitangi, understanding of decolonisation and our relationship with tāngata whenua.
- (d) Provide oversight of key Board-related policies and processes, such as the Code of Conduct and Governance Handbook.

Safety

4.3 To ensure the organisation has clearly met its commitments to manage health and safety matters effectively, the Committee will:

- (a) Review and make recommendations to the Board on:
- (i) the organisation's health and safety risk management framework and policies;
 - (ii) strategies for achieving health and safety objectives;
 - (iii) targets for health and safety performance;
 - (iv) the organisation's structures, culture and systems that may impact effective health and safety; and
 - (v) appropriateness of resources and capability available for operating the health and safety management systems and programmes.
- (b) Monitor the organisation's:
- (i) compliance with health and safety policies and relevant applicable law;
 - (ii) effective implementation of appropriate health and safety risk systems;
 - (iii) health and safety continuous improvement practice; and
 - (iv) performance against health and safety targets.
- (c) Regularly inform the Board on matters relating to health and safety risks, and incidents.

Executive Support

4.4 With the agreement of the Committee Chair, the Committee as a whole or members of the Committee may provide support to the Kaiwhakahaere/Executive Director on matters related to its Terms of Reference (e.g. management of HR risks, commitment to Te Tiriti o Waitangi).

4.5 In providing support to the Kaiwhakahaere/Executive Director under 4.4 above, members of the Committee understand that:

- (a) the support is advisory only;

- (b) operational decision-making authority and responsibility remains with the Kaiwhakahaere/Executive Director alone, not with members of the Committee; and
 - (c) governance-level decision-making authority and responsibility (e.g. budget changes) remains with the Board and Board-delegated authorities.
- 4.6 The Committee Chair will inform the Committee and the Board Chair of support arrangements when they are agreed.

Other

- 4.7 The Committee will conduct regular performance reviews for both the Kaiwhakahaere/Executive Director and Board Chair in a fair and professional manner.
- 4.8 The Board may assign the Committee other duties from time to time by resolution of the Board.
- 4.9 The Committee will provide an Annual Report for the Board's Annual Meeting.

5. Authority

- 5.1 The Board empowers the Committee with the authority to request and obtain any information from the organisation it considers necessary to carry out the responsibilities set out in its Terms of Reference.
- 5.2 The Committee does not have the authority to make a decision in the Board's name or on its behalf. The Committee will make recommendations to the Board on all matters requiring a decision.

6. Review of the Committee

- 6.1 The Committee shall undertake two-yearly self-review of its objectives and responsibilities and of these Terms of Reference, and report back to the OAO Board.
- 6.2 The Committee may at any time initiate a review of the Committee and make appropriate recommendations for its alteration to the Board.

Approved by the Oxfam Aotearoa Board on 5 July 2024

Appendix 5

Board Remuneration Policy

Governance of Board Remuneration Changes Policy

1. **Policy Purpose:** The purpose of this policy is to establish clear guidelines for the governance of changes to the remuneration of Oxfam Aotearoa (OAo) Board members.

This policy ensures that remuneration adjustments are made transparently, based on reputable benchmarks, and with consideration to OAo's financial health.

2. **Authority and Review:** This policy is governed by the OAo Trustees. The policy will be reviewed annually, or as necessary, to ensure it remains aligned with OAo's values, mission, strategic goals, and financial circumstances.
3. **Alignment with Reputable Benchmarks:** OAo commits to aligning Board remuneration with the recommendations for not-for-profit organisations, as advised by reputable authorities such as the Institute of Directors (IoD). A review of Board remuneration will be conducted in association with a review of this policy, by the People, Culture & Safety Committee, or another committee appointed by the Board. This review will reference current IoD recommendations and sector benchmarks to advise on adjustments.
4. **Adjustment Mechanism:** Adjustments to Board remuneration may be proposed by the Committee based on the review's findings, changes in Board responsibilities, or significant shifts in the not-for-profit sector's remuneration practices. Any proposed adjustments must be approved by the Board, excluding any members who may have a conflict of interest regarding the adjustment.
5. **Financial Circumstances Consideration:** The Board retains the right to adjust or temporarily cease remuneration should OAo's financial circumstances require it. This decision must be made in the context of ensuring OAo's sustainability and ability to fulfill its mission and made given advice from the Executive Director.

Any such decision must be communicated transparently to all Board members, with clear reasoning and, when possible, an anticipated timeline for the resumption of standard remuneration practices.

6. **Transparency and Documentation:** All decisions related to the adjustment or cessation of Board remuneration will be fully documented, including the rationale, benchmarking data used, and voting outcomes. This documentation will be available to all Board members and, where appropriate, summarised in OAo's annual report to maintain transparency with stakeholders.

Approved by the Oxfam Aotearoa Board on 30 September 2024 (effective 1 April 2024)

Appendix 6

Board Remuneration Give-Back Policy

Board Member Remuneration Give-Back Policy

1. **Policy Purpose:** To provide Oxfam Aotearoa (OAo) Board members with the option to forgo their Board remuneration, allowing for those funds to be redirected as a donation to support OAo's mission and programmes.
2. **Eligibility:** All Board members, including the Chair, Deputy Chair, and Committee Chairs, are eligible to participate in this policy at any time during their tenure.
3. **Process:** The following process is to be followed to enable the Give-Back process:
 - a. **Notification:** Board members wishing to participate in the Give-Back or Donation Policy must notify the Board Secretary in writing, specifying the portion of their remuneration (partial or full) they wish to forgo and donate back to OAo.
 - b. **Documentation:** The Board Secretary will document the donation and ensure that the Board member receives acknowledgment for their contribution for tax and record-keeping purposes.
 - c. **Implementation:** The forgoing of remuneration will take effect from the date specified by the Board member in their notification and will be applied to the remuneration cycle just ended.
 - d. **Tax Considerations:** Board members participating in this policy are advised to consult with their personal tax advisor to understand the potential tax implications and benefits of their donation.
4. **Recognition:** OAo acknowledges the generosity of Board members who choose to donate their remuneration back to the organisation. Such contributions will be recognised in accordance with OAo's donor recognition policies, ensuring privacy and respect for the donor's preferences.
5. **Review and Amendment:** This policy will be reviewed regularly to ensure it continues to meet the needs of the Board and OAo. Amendments to the policy may be made with the approval of the OAo Board.

Approved by the Oxfam Aotearoa Board on 30 September 2024 (effective 1 April 2024)

Appendix 7

Board Member Remuneration Payment Policy

Board Member Remuneration Payment Policy

Purpose:

This policy outlines the procedures for the remuneration payment of Board Members, including invoicing requirements, tax responsibilities, and the option to donate remuneration to Oxfam Aotearoa.

Scope:

This policy applies to all Board Members of Oxfam Aotearoa.

Policy Details:

1. Remuneration Schedule:

Board Members will be remunerated on a quarterly basis. Payments will be made within 7 days of the end of each quarter, subject to the receipt of an invoice as detailed below.

2. Invoicing Procedure:

Board Members must submit an invoice via email to the Board Secretary before the last day of the month in the payment quarter.

For Q1 (April-June), invoices must be submitted by 30 June.

For Q2 (July-September), invoices must be submitted by 30 September.

For Q3 (October-December), invoices must be submitted by 31 December.

For Q4 (January-March), invoices must be submitted by 31 March.

The invoice should include the Board Member's name, contact details, the quarter being invoiced for, and the amount due.

3. Tax Responsibilities:

Board Members are responsible for all tax obligations related to their remuneration. This includes the payment of income tax, GST, and any other applicable taxes. Oxfam Aotearoa will not withhold any taxes on behalf of Board Members.

4. Opt-Out and Give-Back Policy:

As per the [Board Remuneration Give-Back Policy](#), Board Members may opt to donate their remuneration directly back to Oxfam Aotearoa.

To do so, they must inform the Board Secretary of their decision on a quarter-by-quarter basis, following the same timeframe as the invoicing procedure outlined above.

A formal written notice of the decision to donate must be provided, specifying the quarter for which the donation applies.

5. Compliance and Review:

This policy will be reviewed annually by the Board to ensure compliance with relevant legislation and OAO's objectives.

Any amendments to this policy must be approved by the Board.

Approved by the Oxfam Aotearoa Board on 30 September 2024 (effective 1 April 2024)