**Directors supporting management**

It is a reality in the non-profit world that specific skills of directors may add value to the management team from time to time. It is important to make clear the distinction between service as a director and providing support as a volunteer (i.e. as an unpaid staff member). That service will in most cases be either on an operational [management} committee or as an advisor to management. Such committees are convened by the chief executive and report to the board through the chief executive. Their powers are limited and should be laid in the terms of reference for the specific committee. Core governance committees are finance, audit & risk (or various combinations thereof), chief executive performance, and governance/board recruitment. There may be fixed term major project governance committees (e.g. building projects) from time to time. Generally, where a management team is in place all other committees are operational committees.

**Director as advisor outside the boardroom**

When a director provides advice to the chief executive or other members of the senior team, management is not bound by that advice, nor may the director instruct any member of staff.

The initiation, continuation or termination of advice is at the discretion of the chief executive. The director should view this contribution as requiring the same level of professionalism and diligence as that of his/her board service. The accountability is to the chief executive for the quality and timeliness of that advice.

**Board Committees and Working Parties**

*Extract from the template SportNZ board charter*

The Board may establish committees and working parties to support it in its governance work. The work of committees and working parties should not conflict with the Chief Executive’s delegated responsibilities.

1. Committees and working parties shall have Terms of Reference defining their role, life span, procedures and functions, and the boundaries of their authority, reviewed annually.
2. Committees and working parties may co-opt members from outside the Board to bring additional skills, experience or networks to bear on their work.
3. Committees and working parties shall not exercise authority over employees, nor shall they delegate tasks to any employee unless the Chief Executive has specifically agreed to such delegation.
4. Unless explicitly empowered by the Board, committees or working parties cannot make binding Board decisions or speak for the Board. For the most part the function of committees and working parties is to make recommendations to the Board.
5. Committees and working parties will not mirror operational divisions, departments or employee functions.