

**CBIP QUALITY PROCEDURE MANUAL  
REVISION 1.0**

**PROPOSED ADDITIONAL QPMs**

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*[Note: these proposed QPMs may be re- styled to be more consistent with existing QPMs.]*

**QUALITY PROCEDURE MANUAL**

TITLE:

**QPM A01 APPOINTMENT OF GOVERNANCE BOARD MEMBERS**

1. NOMINATION OF CANDIDATES FOR GOVERNANCE BOARD MEMBERSHIP
  - 1.1. When considering making a nomination, nominators should consider the Nominee Criteria set out in QPM [A02] below.
  - 1.2. Nominations must be received by the due date advised by the Governance Board, which must be not less than 15 working days after notification of Board vacancies.
  - 1.3. Nominators must complete and submit a separate nomination form for each nomination, using the form prescribed in section *[Is there a form available?]*
  - 1.4. A nomination should be accompanied by:
    - supporting (verified) evidence of how the nominee meets the nominee criteria,
    - confirmation that the nominee is eligible for appointment to the Board in accordance with section *[Insert number for "Term of office"]* of the Constitution, and that the nominee is prepared to sign the CBIP Board Member code of ethics and confidentiality statement set out in QPM [A03] below.
    - a statement of all potential conflicts of interest,
    - a statement of referral by a suitably qualified person,
    - a current curriculum vitae in support of the nomination, of not more than 300 words, suitable for distribution to voters.
2. APPOINTMENT OF NOMINATION COMMITTEE
  - 2.1. The Governance Board must appoint a Nomination Committee to screen nominations for membership of the Governance Board, before nominations are called for, in accordance with section 7.7 of the Constitution.
  - 2.2. The Nomination Committee must comprise three members, of whom at least one but not more than two must be members of the Governance Board who are either not retiring at the next AGM or, if retiring, will not be nominated for re-election.
3. ROLE OF THE NOMINATION COMMITTEE
  - 3.1. The Nomination Committee is responsible for verifying nominees' eligibility for Board membership in light of the needs of the Board and the existing and prospective business environment faced by CBIP, prior to formal voting by CBIP members.
  - 3.2. The Nomination Committee must consider each nomination against the Board Member Nominee Criteria. When considering nominations, the nomination Committee must also:
    - consider the diversity of the Board, with a view to achieving a mix of viewpoints and ideas to enhance the Board's ability to function effectively, and

- ensure that potential nominees are not discriminated against on the basis of race, religion, national origin, sex, sexual orientation, disability, or any other basis prohibited by law.
- 3.3. Having considered the nominations received, the Nominations Committee must, in the case of any nominee whom the committee considers does not adequately meet the nomination criteria:
- advise the nominator in writing of the committee’s decision, and the deadline by which an appeal may be lodged (which must be no less than 5 working days later),
  - reconsider the decision in light of any appeal, and advise the nominator of the appeal outcome,
  - remove the nominee from the list of nominations, except if the decision to remove has been successfully appealed.
- 3.4. The Nomination Committee must ensure that CVs to be distributed to voters do not exceed 300 words. In doing so, the Committee may truncate or edit CVs without consultation.
- 3.5. The nomination Committee must submit the final nominee list, CVs for distribution to voters, and any general report the Committee may wish to release to voters, to a person appointed by the Governance Board to administer voting by members.
- 3.6. The Governance Board must ensure that voting is conducted in accordance with section [*Insert number for "Election Process"*] of the constitution, and in a fair and reliable manner over a voting period of not less than 8 working days.
- 3.7. The Governance Board must take all practicable steps to ensure voting is completed and results are available at AGM from which the new Board is scheduled to take office. Board member retirements and new appointments take effect from the date and time at which the AGM closes, or if results are not known at that time, from the date and time at which the Governance Board Chairman is advised of the election results.
- 3.8. The following table shows an indicative minimum timeline for the overall nomination and appointment process. Note that dates need to take account of Easter and ANZAC day breaks.

<b>Activity</b>	<b>Time allocated (working days)</b>	<b>Completed (working days before AGM)</b>
2 months' notice to members of vacancies		-40 (approx)
Receipt of nominations	Not less than 15	-25
Notification to nominators of Committee proposal & right of appeal	5	-20
Receipt of appeal	Not less than 5	-15
Decision on appeal and notification of outcome	3	-12
Commencement of voting	1	-11
Closure of voting	10	-1
Announcement of results at AGM	1	0

# **CBIP**

## **QUALITY PROCEDURE MANUAL**

PROCEDURE NO: **QPM A02**

### **TITLE:** **QPM A02 GOVERNANCE BOARD MEMBER NOMINEE CRITERIA**

Board members are required to work as a team, bringing together a range of skills and experience to further CBIP objectives. Individual members should bring complementary competencies, and have relevant skills and experience to meet specific portfolio requirements.

The following criteria set out the skills, experience, qualifications and other abilities expected of Board members

#### **Leadership**

1. A nominee should be able to demonstrate leadership skills.

#### **Strategic Thinking**

2. A nominee should have the ability to think strategically and consider the wider perspective of issues. A nominee must have a sound understanding of governance, and be able to distinguish between governance and operational/management matters.

#### **Decision-Making**

3. A nominee should have the ability to think critically, applying good judgment, openness, a wide perspective and common sense to issues. A nominee should have independent opinions and be willing and able to express them in a constructive manner. A nominee should always put aside personal and employer interests, considering and making decisions that best achieve CBIP's objectives.

#### **Interpersonal and Communication Skills**

4. A nominee should have good interpersonal skills, including the ability to work well with all Board Members and a wide range of other people.

#### **Commitment to Excellence and Adding Value**

5. A nominee should have a commitment to excellence, both personally and for CBIP, and the passion, time and energy to make a difference.

#### **Honesty and Integrity**

6. A nominee should have a reputation for integrity, honesty, fairness, responsibility, and high ethical standards.

#### **No conflicts of Interest**

7. A nominee should neither have, nor appear to have, a conflict of interest that would impair the nominee's ability to represent the interests of all the CBIP stakeholders and to fulfil responsibilities as a Board Member.
8. A nominee should not be employed by the same organisation as any existing Board Member.

#### **Business and Financial Understanding**

9. A nominee should have demonstrated the business and financial acumen and experience and necessary to govern the affairs of CBIP, particularly in portfolio areas to be filled and to complement existing Board skills.

#### **Understanding the CBIP environment**

10. A nominee should have knowledge and experience of CBIP and its environment, including its structure, operation, and issues important to its members and stakeholders.

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**QUALITY PROCEDURE MANUAL**

PROCEDURE NO: **QPM A03**

TITLE:  
QPM A03 GOVERNANCE BOARD CODE OF ETHICS

1. This Code of Ethics for the Board Chairman and Board Members governs the conduct of the Board Chairman and Board Members—but does not replace—the Code of Ethics applicable to all CBIP certificate holders and is designed to deter wrongdoing and to promote ethical and legal behaviour by the Board Chairman and Board Members.
2. Each of the Board Chairman and Board Members is responsible for:
  - a. acting with honesty and integrity, and avoiding actual or apparent conflicts of interest involving personal and professional relationships, as described in the CBIP Code of Conduct;
  - b. disclosing to the CBIP any material transaction or relationship that reasonably could be expected to give rise to such a conflict;
  - c. ensuring that CBIP disclosure controls and procedures function properly and providing CBIP information that is full, fair, accurate, complete, objective, timely, and understandable both to CBIP and in communications with its stakeholders.
  - d. complying with laws, rules, and regulations of CBIP and of all NZ governmental entities, as well as other private and public regulatory agencies to which the CBIP is subject; and Reporting to CBIP any violations of this Code of Ethics of which each such person is aware.

**ACKNOWLEDGMENT**

This is to acknowledge receipt of the Code of Ethics for the CBIP Board Chairman and Board Members.

I understand that failure to adhere to the principles and responsibilities set forth in this Code of Ethics may result in disciplinary action, including reprimand, warnings, suspension, demotion, compensation reduction, restitution and/or discharge, as well as possible legal penalties.

Name (please print) \_\_\_\_\_

Signature \_\_\_\_\_

Date \_\_\_\_\_

TITLE:  
QPM A04 GOVERNANCE BOARD APPOINTMENTS IN 2009

## 1. CONTEXT

- 1.1. This QPM is made under the CBIP Constitution adopted on 27 May 2009. It is a transitional provision to ensure continuity through the process of changing to a new Governance Board under the Constitution adopted in May 2009, and it establishes overlapping Governance Board member terms as required in section "Term of Office" of the Constitution.

## 2. CONTINUATION OF EXISTING BOARD

- 2.1. Appointments to the Governance Board scheduled for the 2009 AGM are suspended, and the Board in place at 26 May 2009 continues in office under this constitution until the transitional arrangements associated with moving to the new Constitution have been completed.

## 3. ESTABLISHMENT OF NEW GOVERNANCE BOARD WITHIN 3 MONTHS

- 3.1. The Governance Board will, within 30 days of this Constitution coming into force, notify to all Members arrangements for the appointment of the first Governance Board, to aid continuity through the transition. The arrangements will include the following:
- (a) The chairman will continue as a Board member and Chairman for a further 2 year term, to the AGM of 2011,
  - (b) Four Governance Board members will be elected with staggered terms:
    - i. the top two polling nominees will be appointed for a three year term,
    - ii. the third highest polling nominee will be appointed for a two year term, and
    - iii. the fourth highest polling nominee will be appointed for a one year term.
  - (c) 2 members of the current Board, identified and agreed by the SGM of 27 May 2009, will be deemed to be co-opted as Governance Board members until the AGM of 2010, if not already elected under subsection (b).
  - (d) Except as provided above, all aspects of the appointment process will be in accordance with sections [*Insert numbers for "Member Nomination" to "Co-option of members"*] of this Constitution and QPM procedures QPM [A01] to QPM [A03].

# **CBIP**

## **QUALITY PROCEDURE MANUAL**

PROCEDURE NO: **QPM A05**

TITLE:  
QPM A05 CBIP GOVERNANCE BOARD PORTFOLIOS

### **1. BACKGROUND**

- 1.1. The portfolio structure for the Governance Board, is aimed at ensuring all aspects of the Governance Board's role are managed actively with a focus on accountability for governance, management, planning and deliverables.

### **2. APPOINTMENTS TO PORTFOLIOS**

- 2.1. Portfolios will be assigned by the Governance Board Chairman, subject to ratification by the Board.

### **3. THE ROLE OF PORTFOLIO HOLDERS**

- 3.1. Portfolio holders have primary responsibility strategic planning, reporting and operational execution (where appropriate) within the portfolio. Portfolio holders are expected to maintain oversight, rather than perform the portfolio functions.
- 3.2. The portfolio holder is ultimately accountable for financial and other resourcing needs, and for activities, activities within the portfolio.
- 3.3. In particular, working committees by the portfolio holder will be required to execute the mandate assigned to them within a portfolio, under the leadership of the portfolio holder. The Chairman for each working committee will be responsible for the operation, and productivity of the committee, and the Committee Chairman will be accountable to the Board member.
- 3.4. Portfolio holders will report to the full Governance Board on progress within their portfolio, including the activities of any working committee within their portfolio.

### **4. COLLECTIVE RESPONSIBILITY**

- 4.1. As a team, all Board members are equally accountable for the success of ALL portfolios.
- 4.2. While a degree of autonomy in the managing of portfolios is required for carrying out the portfolio mandate, no single Board member will take a decision which binds CBIP without gaining the agreement, through the formal decision process of motion, vote or consensual ratification.

## 5. PORTFOLIOS

*[The following portfolios are interim, to indicate the envisaged style and scope. They may evolve over the next several months, and some Board members may hold more than one portfolio.]*

Each portfolio reports to the Governance Board. Accountabilities include but are not limited to the following:

### **Portfolio 1: Governance Board Chairman**

- a Communication and internal support
  - communication and coordination between all Board members / Portfolio Holders and Members.
  - Mentoring, consulting, guidance, support to portfolio holders and the Business Manager.
  - Production of quarterly Reporting of CBIP governance Board activities to the members.
- b Meetings
  - Effectively planning and managing governance Board and General Meetings,
  - Ensuring agreement, of all CBIP governance decisions.
- c Staff liaison
  - Supervision of the Business Manager.

### **Portfolio 2: Governance, Policy and Accountability**

- Setting of strategy and policy for CBIP governance, including the strategy to introduce new certifications
- Development and monitoring of 1, 5 and 10 Year Plan - to be reviewed annually

### **Portfolio 3: Development of Quality System**

- a Maintenance of the CBIP Quality and Accreditation System including:
  - Constitution and Articles of Association
  - QPM and SOPs
  - Ethics and management standards
  - Definition and implementation of a policy and process for complaints, suggestions, requests and escalations of these from members.
  - Board protocol for meetings, public statement, motions, votes, etc
  - Election procedures
  - Definition and formalization of CBIP Principles and values
  - Code of conduct

### **Portfolio 4: Financial Policies and Accountability**

- a Setting Chart of Accounts, financial authorisation and reporting protocols
- b Budget and reporting
  - preparing the CBIP budget for approval,
  - overseeing the financial affairs including reporting monthly financial statements and issues to the Board
- c Income and expenditure policies
  - Revenues and Membership fees
  - Setting of fees and remuneration payable to staff and others
- d Other
  - Board investments, loans, insurance.
  - Financial management of contracts with third party suppliers, including the contracting of suppliers for Board activities
  - Selection of treasurer and financial auditor for approval

**Portfolio 5: Audit, Compliance and Standards, Govt and Industry liaison**

- a Assurance of Accreditation compliance
  - Review for compliance of governance, policy, portfolio responsibility, and accountability with Constitution, QPM and SOPs
  - ISO accreditation audit
  - Scheme committee and Sub committee activity
- b Other compliance objectives
  - Business management compliance with CBIP business and financial procedures
  - Official issues, complaints and arbitration activities.

**Portfolio 6: Committees**

- a Liaison and accountability for all CBIP sub committees e.g. Equipment and NDT Approvals Committees, judicial committee, and exam panels.
  - Strategic planning, reporting and operational execution of all committees.
  - Assignment of appropriate personnel to committees, panels, working groups
  - Managing Quarterly feedback to and from Board and committee Chair's.

**Portfolio 7: External liaison and marketing**

- a Membership
  - Annual (or semi-annual) survey of membership.
  - Conducting six monthly feedback gathering from members for CBIP performance review
  - Member consulting, guidance, support.
- b Other agencies
  - Liaison with Government, industry and standards groups (e.g. IANZ) to strengthen partnerships and influence.
- c Marketing
  - promotion of CBIP Services and achievements to CBIP members and other stakeholders e.g. via CBIP newsletters, CBIP website, e-mail communication

**Portfolio 8: Board Spokesperson**

- a Official communication with the CBIP stakeholders including formal complaints and complex queries which cannot be resolved by CBIP staff

**All Portfolio holders**

Communications will reside as a responsibility for all Portfolio holders. The Chair will be accountable for communication coordination to all members.