The New Zealand Institute of Medical Laboratory Science (Inc.)

Council Charter

Introduction

This Council Charter sets out the role, responsibilities, structure, and processes of the Council of the New Zealand Institute of Medical Laboratory Science (Inc.) (NZIMLS). It serves as a guiding document to ensure the Council operates effectively and in compliance with the Incorporated Societies Act 2022, the NZIMLS's constitution, and other relevant laws.

Purpose of the Council

The Council of the NZIMLS is responsible for overseeing the governance and strategic direction of the organisation to ensure it achieves its purpose and objectives, as outlined in its constitution. The Council ensures the NZIMLS operates efficiently, ethically, and in the best interests of its members. The Council is responsible for the strategic objectives of the NZIMLS, not the operational objectives (which is the responsibility of the Chief Executive Officer.)

Responsibilities of the Council

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

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

Composition of the Council

The Council will comprise a minimum of executive members (President, Vice-President and Secretary/Treasurer), the Chief Executive Officer, five regional representatives, and a technician representative, as defined in the constitution. The composition should aim to provide a mix of skills, experience, diversity, and knowledge relevant to the organisation's goals.

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

Role of the President

- Acting as the primary liaison between the Council and the Chief Executive Officer.
- Representing the organisation in public and at key events.
- Ensuring the Council remains focused on **strategic governance** rather than **operational matters**.

Council's Independence

- Council members should avoid situations where their personal interests could impair their independent judgment.
- Maintain an appropriate level of independence from management and staff.

Council and Management Relationship

- The Council provides strategic oversight, while the Chief Executive Officer manages day-to-day operations.
- The Council sets performance targets for management and evaluates their performance.

Council Meetings

- **Frequency of Meetings**: The Council shall meet regularly, at least quarterly, with additional meetings scheduled as required.
- **Meeting Agenda**: The Secretary/Treasurer, in consultation with the Chief Executive Officer, will set the agenda for Council meetings. Agenda items may be submitted by Council members.
- **Quorum**: A quorum for Council meetings shall be one-third of Council members as defined in the constitution.
- **Decision-Making**: The Council will make decisions by consensus where possible. In cases where consensus cannot be reached, decisions will be made by a majority vote of the Council members present.

Council Committees

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

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

Council Evaluation

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

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

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

Conflicts of Interest

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

Code of Conduct

All Council members must comply with the NZIMLS's Code of Conduct. This includes acting with integrity, confidentiality, and in the best interests of the NZIMLS. Council members are expected to:

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

Integrity and Honesty

- Council members must not engage in activities that bring the NZIMLS into disrepute.
- Requires full and honest disclosure of relevant information to the Council.

Professional Conduct

- Council members should act with courtesy and respect in all interactions with staff, members and stakeholders.
- Disrespectful or unprofessional behaviour, including harassment or bullying, is unacceptable.

Gifts and Hospitality

- Council members must not accept gifts or hospitality that could influence their decision-making.
- Any gifts received beyond NZD100.00 must be declared to the Chief Executive Officer.

Representation of the Organisation

- Council members must not make public statements on behalf of the organisation without proper authorisation, particularly to the media or at public events.
- Council members should not express personal opinions in a way that conflicts with the organisation's values or decisions.

Use of NZIMLS Resources

- Council members must not use resources (e.g. laptops, stationery, office space) for personal gain or purposes unrelated to the NZIMLS.
- Misuse of NZIMLS resources could result in disciplinary action.

Conflict Resolution

- Disputes should be handled professionally and confidentially and in accordance with the constitution.
- In cases of significant conflict, the Council may bring in a neutral third party to mediate.

Crisis Management and Response

- Council will work with management to respond quickly and effectively during a crisis, such as financial difficulties or reputational damage.
- Includes the requirement to communicate transparently with stakeholders during crises.

Commitment to Organisational Values

- Council members should act as role models for ethical behaviour.
- Council members are to uphold the core values of the NZIMLS (e.g., integrity, transparency, sustainability)

Confidentiality and Data Protection

- Council members must maintain the confidentiality of discussions, decisions, and sensitive information.
- Any data breaches or unauthorised disclosures must be reported immediately.
- Includes compliance with data protection laws such as New Zealand's Privacy Act 2020.

Diversity and Inclusion

- The Council should actively seek diversity in gender, ethnicity, experience, and skills.
- Council decisions should consider the impact on diverse groups within the organisation and wider community.

Council Member Induction and Training

New Council members will undergo an induction process to ensure they understand their responsibilities, the organisation's structure, and its governance processes. The Council will also ensure members receive ongoing governance training to stay up-to-date on best practices and legal requirements.

Delegation of Authority

The Council may delegate certain powers and responsibilities to the Chief Executive Officer or other staff members. However, the Council retains overall responsibility and oversight of all delegated activities.

Succession Planning

Council must establish a formal succession plan for key roles such as the President and the Chief Executive Officer to ensure continuity of leadership and stability. This must outline the process for identifying and preparing future Council leaders.

Delegation Framework

A clear delegation framework must be established, outlining the scope of delegated authority and ensuring regular reporting to the Council on delegated matters. (Appendix I (a) and (b))

Review of the Council Charter

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

Legal Compliance

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

Signed on behalf of the NZIMLS Council:

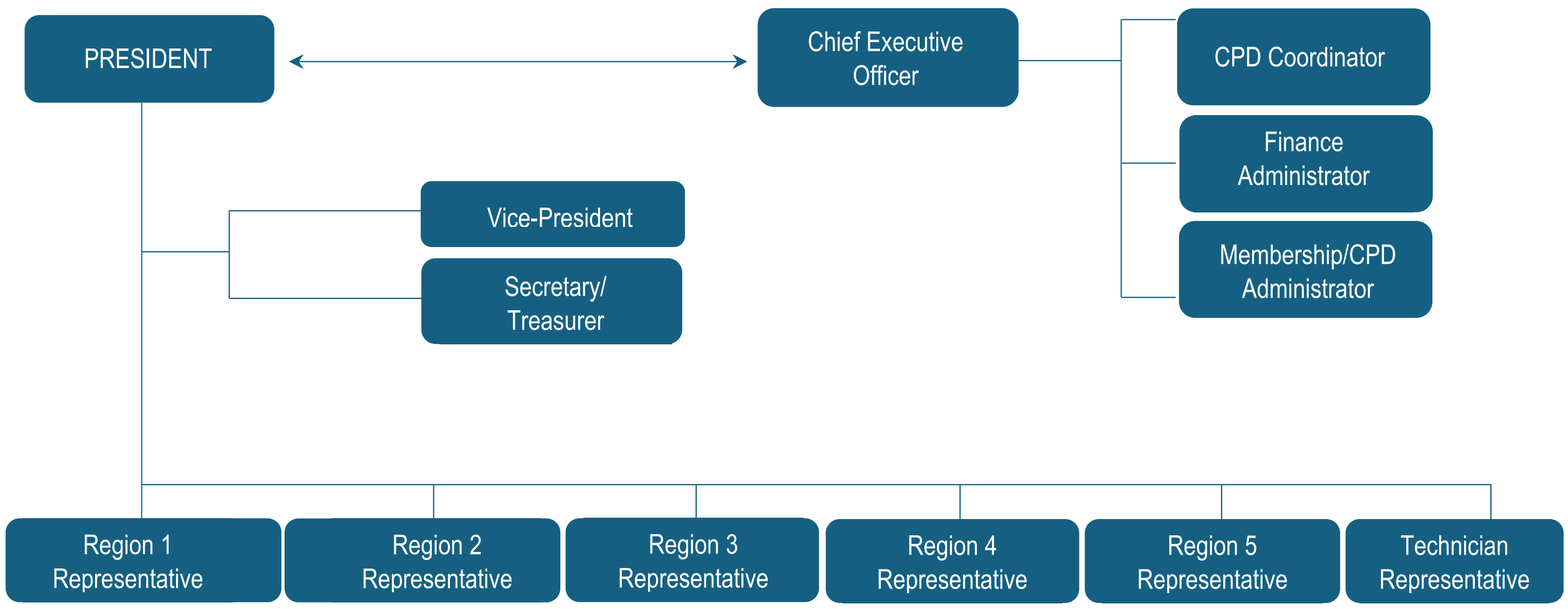
President's Name: Tony Barnett

Signature: ______________________________

Date: 20 February 2026

APPENDIX I(a)

NZIMLS ORGANISATIONAL STRUCTURE CHART



APPENDIX I(b)

NZIMLS EXECUTIVE DELEGATED AUTHORITY

PRESIDENT

- Authority to act on behalf of Council with approval of the Executive
- Authority to approve bank transactions (up to $50,000 per day)
- Authority to approve staff/sub-contractor contracts in consultation with the Chief Executive Officer and Secretary/Treasurer
- Authority to hire staff in consultation with the Chief Executive Officer
- Authority to sign off wage payments
- Authority to hold a company credit card

Chief Executive Officer

- Authority to sign contractual agreements with suppliers up to $50,000.
- Authority to sign contractual agreements with suppliers over $50,000 in consultation with the Secretary/Treasurer
- Authority to spend up to $50,000 without prior approval (any capital expenditure over $5,000 must first be approved by the Secretary/Treasurer)
- Authority to approve bank transactions (up to $50,000 per day)
- Authority to sign off wage payments
- Authority to hire staff
- Authority to hold a company credit card
- Authority to order supplies/equipment as required up to spend limit as above
- Authority to communicate with membership via email
- Authority to communicate with industry partners

Vice-President

In the absence of the President:

- Authority to act on behalf of Council with approval of the Executive
- Authority to approve bank transactions (up to $50,000 per day)
- Authority to sign off wage payments
- Authority to approve staff/sub-contractor contracts in consultation with the Chief Executive Officer and Secretary/Treasurer
- Authority to hire staff in consultation with the Chief Executive Officer
- Authority to hold a company credit card

Secretary/ Treasurer

- Authority to sign contractual agreements with suppliers over $50,000 in consultation with the Chief Executive Officer
- Authority to approve bank transactions (up to $50,000 per day)
- Authority to sign off wage payments
- Authority to hold a company credit card