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GOVERNANCE MASTERCLASS  
**FOR COMMUNITY GROUPS**

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PARRY FIELD LAWYERS



***Nā tō rourou, nā  
taku rourou ka ora  
ai te iwi.***

***With your food  
basket and  
my food basket  
the people will  
thrive.***



# GOVERNANCE MASTERCLASS *FOR COMMUNITY GROUPS*

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Paper prepared by Steven Moe

## About Parry Field Lawyers

We are one of New Zealand's leading law firms supporting purpose-led and mission focused organisations that range from charities to companies, entrepreneurs, and impact investors, as well as those with hybrid structures that combine approaches.

Our impact team works across the country providing free training, resources, articles and videos to empower the 'for purpose' sector and we have almost 100 staff across 4 offices that can support with legal set ups, charity questions, governance, property, disputes, employment, IP and more.  
Find out more at [www.parryfield.com](http://www.parryfield.com)

Compiled by the Parry Field Lawyers Impact Team

[parryfield.com](http://parryfield.com)

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The information contained in this outline is of a general nature, should only be used as a guide and does not amount to legal advice. It should not be used or relied upon as a substitute for detailed advice or as a basis for formulating decisions. Special considerations apply to individual fact situations.

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## GOVERNANCE MASTERCLASS *FOR COMMUNITY GROUPS*

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**We want to help improve governance for community groups. In this case study we provide a “could be real life” scenario, to help us draw out key principles of governance.**

When reading the facts given please try to immerse yourself in this character and then consider the questions with those around you. Don't worry, a cheat sheet of answers is also provided ... don't look until after the discussion though!

My intention for this is that you could print more copies of this and run through the scenarios one at a time at your own board meetings over a series of months. It would get each person thinking and talking about what governance really is.

To complement this masterclass, we have a lot more free resources on our website, such as the “Charities Legal Handbook”, “Charities Healthchecks”, “Social Enterprises in New Zealand: A Legal Toolkit” and “Charities & Tax: Examining the Foundations of how and why we Empower Charities to have a Positive Impact”.

NGĀ MIHI NUI



STEVEN MOE

[StevenMoe@parryfield.com](mailto:StevenMoe@parryfield.com)

Steven has been a lawyer since graduating in 2001 from Canterbury University. He practised in Wellington, London, Tokyo, Sydney and Christchurch. Steven is a Director of Christian Savings, Chair of Community Finance, Member of Charities Services Sector Group, XRB Advisory Panel and Institute of Directors' facilitator. He is the host of the IOD “Board Matters” podcast and the “Seeds Podcast”, and most importantly, Husband and Father of 4.

## What is Governance?

You may have joined a board – but what does that really mean? Being on a board means being part of the organisation’s governance. Governance has been defined in many ways but a simple one is “...the way in which an organisation is managed at the highest level, and the systems for doing this”.

If you are on a governance board, you should think about what this will mean for you. How can you add the most value to your board?

Governance contrasts with management. Management is about the details of how the organisation operates and runs – it is concerned with the practical side of what needs to be done. You must be careful not to let your governance board overstep into management.

## A Metaphor ...

When we think about our roles in governance, it can be helpful to picture a scene: imagine a boat and a helicopter. The boat represents the organisation. On board, the captain and crew—our management team—are steering it forward. They navigate based on what they can see around them, but their view is limited. Hidden icebergs or rough waters may lie just ahead, beyond their line of sight.

That’s where the helicopter comes in. Flying above, it represents governance. From an elevated perspective, governance can see the bigger picture—spotting potential threats, scanning the horizon, and helping to chart the safest and most strategic course forward through uncertain seas.

Sometimes governance can swing too far in the other direction and become overly distant or removed. Effective governance requires staying meaningfully connected to the organisation. It’s about understanding key issues such as how employees are feeling, what long-term maintenance obligations exist, the level of debt being carried, and any upcoming legislative changes that could impact the organisation. These are not just management concerns—they are governance responsibilities.



## So, how can governance go wrong?

There are several ways in which things can go wrong:

1. Blurring of lines – between governance and management.
2. Decision making- incomplete knowledge of information.
3. Conflicts of interest- that are undeclared.
4. Not understanding – what the purposes of the organisation are.
5. Roles and scope of work- confusion and lack of clarity.
6. Not asking questions- wrongful subordination to the Chair
7. Passivity- Don't just say "yes" – ask questions.
8. Strategy – or lack of it.
9. Failing to ask 'what does success look like?'
10. Passive board members who aren't engaged with the real issues.





## When should you seek legal input?

In our experience community groups – as part of their governance tool kit – should engage with legal advice more often than they do. So, when should a group seek input from a lawyer?

We see that many issues get escalated to a point where legal advice is only sought after the house is on fire. In fact, if input were sought earlier the blaze might not even have started. This may sound self-serving to say, but is confirmed by the experience and conversations with many others on this point. Why is that? What is the stigma around seeking legal advice? Let's consider this a bit more.

We think it might be a little like going to the dentist or a doctor – getting a check-up is probably a good idea, but you want to avoid the costs involved and so you often wait until there is pain or a problem which can no longer be ignored.

The scenarios where it is almost certain early legal input would have helped include:

- Privacy breaches
- Employment issues
- Governance issues
- Legal structuring for new initiatives such as setting up trusts
- Conflict of interest issues
- Fundraising from your members to support projects including how loan arrangements with members are documented
- Volunteer relationships
- Increasing donations offshore which could impact tax donee status of the entity
- Control by a group of related trusts/trustees
- Reregistering incorporated societies
- Review of founding documents
- Taking over of other groups which are winding up
- Health & safety breaches and public hiring of your facilities

And that is just a few!

It is also worth mentioning there are many types of specialties (an eye doctor would not be equipped with the knowledge to do a foot surgery). So, on behalf of fellow lawyers in your groups, don't assume they will have expertise in governance, charity law or legal structures just because they are a lawyer and you want to lean on them for some free advice. It puts them in an awkward position and ultimately isn't going to give the best results.

Don't forget, there is a lot of free material out there (we list some at the back of this guide) and we know that cost is often a barrier to seeking input. To help ease concerns about cost, we offer a free 15–20-minute conversation to determine whether we're the right fit to help, and if we are not, we will steer you in the direction of someone who can.

Community groups need to engage with legal advice more than they do. Our hope is that this guide will prompt you to think proactively about key issues and feel empowered to seek legal input earlier, when issues can be mitigated, rather than after problems have already escalated.

## PART 1

### Before you join a board

You have recently been asked to consider joining the board of a charity- and you are excited by this opportunity. After over 10 years of volunteering with this organisation, you see this as a great opportunity to serve others by taking on this role. The group has faced the challenges and impact of Covid but has made it through and has new initiatives to further support your local community such as plans to set up a preschool, café and counselling service. After speaking with others and reflecting you feel that stepping into this role is the right next step.

- 1. What questions should you be asking before you join a board of any kind?**
- 2. What documents should you be asking to see?**
- 3. What sort of duties are you subject to as a trustee and what liabilities might result if they are breached?**



## PART 1

### Before you join a board

### Answers

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#### 1. What questions should you be asking before you join a board of any kind?

- What is my motivation for joining?
- What is the expected time commitment?
- Are there specific expertise/skills that the board is seeking?
- If I was not there, who else might be?
- Can I attend a meeting ahead of being appointed to see how they run?
- Who else is on the board – Google them.
- Talk to the Chair – what is their leadership style?

#### 2. What documents should you be asking to see?

- Charitable Trust Deed
- Rules of the board or Board Charter, if there is one
- Previous meeting minutes to get a sense of common topics and tone
- Confirmation of any insurance that is in place and level of cover

#### 3. What sort of duties are you subject to as a trustee and what liabilities might result if they are breached?

- Duties include:
  - to act honestly and in good faith,
  - to know and act in accordance with terms of the trust,
  - act to further the trust's purpose,
- Other duties spelled out in the trust deed
- Personal liability for losses sustained due to breach of trustee's duties
- More on [duties](#) and [liabilities](#).



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Handwritten notes in blue ink on the left page of the notebook, including a list of items and their prices.

Handwritten notes in blue ink on the right page of the notebook, including a list of items and their prices.

## PART 2 A well-run meeting

Your appointment has gone through, and you're excited to be officially on board—friends and colleagues are congratulating you, and you're looking forward to your first meeting. You wait for some information in advance, but nothing arrives.

Then, about an hour before the meeting, you receive a hastily written email from the Chair: "See you soon – here are some financials..." There's no agenda, no strategic papers, no briefings or background reports.

You arrive for the 7:30pm start, only to spend the first 30 minutes waiting for others to turn up. Eventually, it's revealed that three of the seven board members "are busy" and won't be attending. The meeting finally begins but drifts from topic to topic without any clear structure. By the end of the meeting, it wraps up late—and without any real decisions made.

Is this how board meetings are supposed to go?

**1. What is best practise on attendance, agendas, minutes, communications, timing?**

**2. What are some ways to ensure meetings keep on track?**

**3. What should be covered in each meeting – looking at the past, thinking about the present or imagining the future?**



## PART 2

### A well-run meeting

### Answers

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Is this how board meetings are supposed to go?

#### 1. What is best practise on attendance, agendas, minutes, communications, timing?

- You should attend every meeting – you represent a voice that needs to be heard
- Set a recurring time for board meetings (first Thursday of every month, etc...)
- Circulation of agenda ahead of time along with board papers a week or more before meeting – too often they are only sent the day before
- Circulation of last meeting's minutes (ideally as soon as possible after the meeting)
- Confirmation of attendees ahead of meeting (1-2 days before meeting) – check to see if quorum is met
- Appoint someone to keep minutes (at next meeting and at next meeting confirm they are accurate)

#### 2. What are some ways to ensure meetings keep on track?

- Appoint chairperson to oversee meeting
- Indicate time set aside for each discussion point within the agenda (can run over if necessary)
- Ensure discussions do not 'stray' – trustees and chairperson to work together on this but primarily the role of a good chair
- Leave a "miscellaneous" time slot at end of agenda to allow trustees to raise other topics. It can be helpful to have "board only" time as well.

#### 3. What should be covered in each meeting – looking at the past, thinking about the present or imagining the future?

- A combination of all three but as a general rule, we focus too much on the past and not enough on the future – consider devoting 25% to the past, 25% to the present and 50% to the future.
- This sounds like a lot to have focused on the future but that is the primary role of a board – to be setting strategy and plotting the course forward.
- Past – confirmation of past minutes, review of performance (financial, social impact, etc...)
- Present – current/anticipated challenges and opportunities. Review of current management of the Entity. Keep "Risk / Opportunities" register
- Future – What is the long-term mission/purpose/strategy?



## PART 3 Governance... or Management?

After your Chair attends an evening masterclass on governance, your second board meeting already feels different—more structured, more focused. Early in the meeting, a fellow Trustee raises a thoughtful point: she wants the board to take a closer look at how the organisation uses its resources and how you, as trustees, can ensure you're acting as responsible stewards.

She brings a small but symbolic example to the table—whether the monthly notices should continue to be printed on standard white paper (at \$0.01 per sheet), or switch to recycled paper (at \$0.02 per sheet). What seems like a simple, even trivial decision quickly sparks a lively discussion. Everyone has a view, and before long, 40 minutes have passed. It feels like a lot of time—but you can also see that these conversations matter.

Next up on the agenda: should the group switch electricity providers?

- 1. What is the difference between governance and management?**
- 2. How do you ensure your board stays focused on what matters?**
- 3. What is strategy and when should a board set that?**

Commercial break in progress.



## PART 3 Governance... or Management? Answers

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Next up on the agenda: should the group switch electricity providers?

### 1. What is the difference between governance and management?

- Governance – leadership/direction/steering/strategy
- Management – day-to-day running/operations
- In smaller organisation, individuals sometimes wear both 'hats' – e.g. the senior pastor (management) who is also a trustee (governance)
- Where boards go wrong is when they get too concerned with management

### 2. How do you ensure your board stays focused on what matters?

- Effective Chair
- Creation of sub-committees comprised of both governance and management people to discuss in further detail – Audit/risk, People, Health & Safety
- Fostering mutual trust in the capabilities of management to understand and implement the direction of governance

### 3. What is strategy and when should a board set that?

- Strategy is a plan to achieve a goal
- Board should set strategy at beginning of each 'cycle' – e.g. financial year but also have long term horizons – 10 years? 100 years?
- Board should set a strategy for short-term goals, medium-term goals, and long-term goals and update the strategy at appropriate and regular intervals (e.g. shorter intervals for short-term strategy)
- Board should also pay attention to interplay of short/medium/long term strategies and how they support/enhance or conflict/detract from each other.



## PART 4

### “This is the way we do things around here”

You’re starting to feel more confident—it’s already your third meeting. Early on, someone raises a concern about a noticeable dip in giving during the recent lockdown and whether there’ll be enough income to cover staff salaries. You hadn’t realised things were running so close to the edge, and it’s the first time this issue has come up.

One of the Trustees, an accountant, looks particularly concerned and begins to suggest some ideas—maybe launching a fundraising drive, for instance. But just as the conversation starts to gain traction, the Chair raises a hand and cuts in: “We don’t need to talk about this more. There’s a certain way we do things around here. Everything is fine—we need to move on.”

The room goes quiet. And just like that, the moment passes.

- 1. What are the characteristics of a good Chair?**
- 2. Why is board culture important and how do you help it improve?**
- 3. What is your key role on a board?**



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## PART 4

### “This is the way we do things around here”

#### Answers

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#### 1. What are the characteristics of a good Chair?

- Fosters frank discussions where all voices are heard, and seeks input from those who may not have spoken yet
- Streamlines the flow of the meeting – including by ensuring that discussions are restricted to the topic at hand and helping to keep the meeting ‘on-time’.
- Being Chair is significantly more responsibility – you also need to connect management with board and communicate clearly

#### 2. Why is board culture important and how do you help it improve?

- Organisations tend to reflect the culture of their leadership – the board helps to set the tone.
- To foster the right culture in the organisation, the desired culture and traits should be modelled in the board.
- Improving board culture requires mutual respect, including the acceptance and celebration of differing viewpoints (subject to everyone’s deep commitment to the organisation’s core values).
- There may be differing opinions on how to achieve the same desired goal, but trustees should always strive to give each other the benefit of doubt.
- Board Charters can help too
- Ongoing training will help to foster a good culture on the board.

#### 3. What is your key role on a board?

- Humbly serve while remaining confident in the value of your input.
- Respect the views and opinions of fellow trustees
- Remind trustees of the larger picture and share your perspective
- Be willing to ask hard questions



## PART 5

### What Conflict of Interest?

Alongside your involvement with the group, you also run a small catering business. You pride yourself on delivering a high-quality experience—beautifully prepared cakes and platters that make events feel special. You're not the cheapest option out there, but in your view (and your clients'), the quality speaks for itself.

The group is preparing to celebrate its 50th anniversary, and plans are underway for a special ceremony with invited guests—local politicians, community leaders, and others. As trustees, you begin discussing the details of the event, and you suggest that offering some food for attendees could add a nice touch.

Another trustee quickly agrees—not just a good idea, but a great one—and asks if you could provide a quote. Before you even have a chance to respond, the Chair jumps in and says there's no need for a quote at all, then turns to you and asks if you'd like to second a motion to have your company provide the catering.

**1. Is there a conflict here?**

**2. What should you do if there is a conflict?**

**3. What should you do if you disagree with a decision that is being made?**



## PART 5

### What Conflict of Interest? Answers

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#### 1. Is there a conflict here?

- Yes
- We each wear multiple hats so conflicts are to be expected – it is how we deal with them that is important.

#### 2. What should you do if there is a conflict?

- Depends on the trust deed which may set out a process
- Best practice is to declare the conflict – disclosure is the sanitiser that cleans out conflicts
- If you have a conflict, excuse yourself from the discussions and voting of any matter which may result in a conflict of interest

#### 3. What should you do if you disagree with a decision that is being made?

- Ask that your disagreement (and reason for it) be noted in the minutes – this can be important later on if a decision was taken that you consistently spoke up against the decision.
- If you consistently object and disagree then at some point you maybe will need to resign.



## PART 6

### Structure options and Strategy

At your next board meeting, a new proposal is brought forward: to establish a counselling service focused on supporting people recovering from drug addictions. The plan is for the service to operate under the umbrella of the Trust. The Chair explains they've spoken with a local GP who highlighted a growing need for more counsellors in the community.

That's the extent of the report—just a verbal update. There's no written analysis, no market research, and no detailed breakdown of what the initiative might involve.

No one on the board has professional experience in counselling or addiction recovery, but everyone is motivated by a genuine desire to help. It feels like the right thing to do. The Chair outlines the next steps: the board will take direct responsibility for overseeing the new initiative. Premises will be leased (location to be confirmed), staff employed (details still to come), and policies developed (at some point down the line).

To keep things simple, it won't be set up as a separate legal entity. Everyone around the table nods and raises their hands in support.

You pause. Something doesn't sit quite right. You hesitate—and you notice the Chair notices.

#### **1. Should you speak up?**

#### **2. What are the dangers of this sort of approach?**

#### **3. What are the options when it comes to legal structures for new initiatives?**



## PART 6

### Structure options and Strategy Answers

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#### 1. Should you speak up?

- Yes

#### 2. What are the dangers of this sort of approach?

- At the extreme end, personal liability for breach of trust/breach of trustee's duties
- The board has not been adequately informed prior to taking a decision – there are numerous risks, such as Breaching terms of the trust and/or Not acting diligently or reasonably
- The board is designed to be a safe space for leaders to debate and discuss, if decisions are to be made in such a manner, the board really serves little purpose.
- For the legal structure itself there is a risk is that all of the assets will be liable for this initiative's obligations (rent, wages, breach of legal regulations – e.g. privacy, medical standards)
- There is also question here about the competency of the board to assess this proposal – likely a third party input with expertise would be wise to have

#### 3. What are the options when it comes to legal structures for new initiatives?

- Create a separate entity to ring-fence liability
- Wholly-owned charitable company
- Separate trust – associated with the charitable trust
- Limited Partnership – may facilitate outside funding
- Incorporated joint venture (LLC) – if partnering with a hospital, for example.
- Have a look at resources such as "[\*Social Enterprises in New Zealand: A Legal handbook\*](#)" for more on the move to combination of profit and purpose.



## PART 7 It was signed when?

Someone mentions the “Trust Deed” during your next meeting and it makes you curious about what that is – you are surprised to find you can download it for free from Charities Services where you also see your name listed as an Officer of the Trust. When you open the Trust Deed you see that it was signed in 1972 and appears to have been prepared on a typewriter. You laugh to yourself thinking of that era before computers – so much has changed since then. But reading the language it does make you wonder if it is still up to date?

It starts like this: “In witness whereof, the parties hereunto have set their hands to these presents as a deed on the day month and year hereinbefore mentioned...”. You smile at that, but then you look through and realise the entire document is similar, and you cannot see a reference to things like trustee liability or indemnities. You recall attending an evening masterclass on governance - wasn't there mention of a Trusts Act 2019 which reformed this area of law? You feel a tightening in your stomach and wonder if your Trust Deed is still even adequate.

- 1. Should you ask questions of the Chair about the Trust Deed?**
- 2. Are documents like Trust Deeds fixed moments in time, or can they be updated? What other documents should a board ensure are kept up to date?**
- 3. What are the key points you would want to ensure are covered in a revised Trust Deed?**



## PART 7

### It was signed when?

### Answers

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#### **1. Should you ask questions of the Chair about the Trust Deed?**

- Yes – you need to ensure that the document governing the board’s powers and functions is fit for purpose

#### **2. Are documents like Trust Deeds fixed moments in time, or can they be updated? What other documents should a board ensure are kept up to date?**

- They can be updated – most trust deeds (even very old ones) will contain the rules for how to amend and update the trust deed. Rarely it is best to start a new Trust and transfer assets across.
- The book of minutes for the trust should be kept up to date, as well as the record of financial reporting and different policies (privacy, health and safety, child protection, volunteers policy etc), board charter.

#### **3. What are the key points you would want to ensure are covered in a revised Trust Deed?**

- That it reflects how you actually operate...
- Purpose of the Trust
- Powers and duties of trustees and how these are different from the default powers/duties under the Trusts Act 2019
- How to appoint/remove trustees
- Rules for the board (decision-making/quorum/etc...)
- Amending the Trust Deed
- Dissolution/wind-up of the Trust



## Resources to explore more

Board Matters podcast from IOD hosted by Steven Moe

- [Season One](#)
- [Season Two](#)
- [Season Three](#)

[Institute of Directors of New Zealand NFP hub](#)

Lots of resources on governance from [Community Governance NZ](#) including this [Starting Out Board Pack](#) with sample agendas, financial statements and more

A helpful overview of [Corporate Governance Principles](#) from the UK

Good tips from Charities Services for [new Officers of a charity](#)

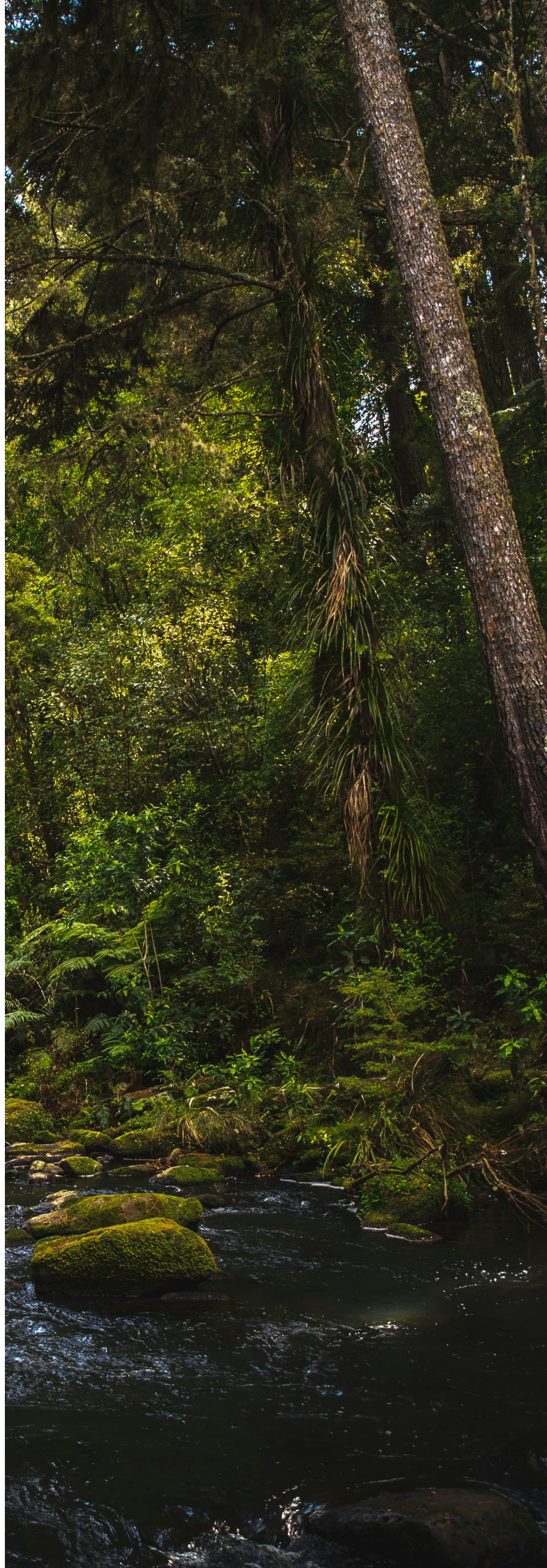
[Nine Steps to Effective Governance from Sport NZ](#)

[Sample board charter](#)

[Charities Handbook from Charities Services](#)

[NZ Navigator Information Assessment](#)

[Community Net Aotearoa](#) resources



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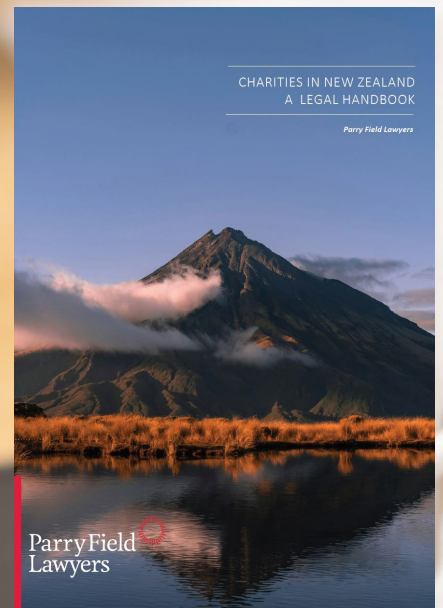
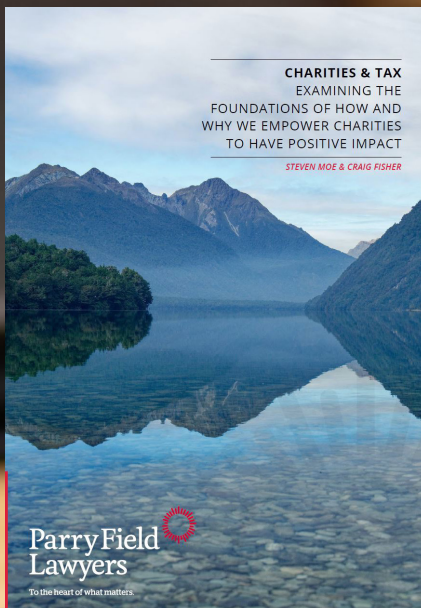


**Steven Moe**  
**Partner**

Head of Impact Team  
Co-author of Charities Law in  
Aotearoa New Zealand

[StevenMoe@parryfield.com](mailto:StevenMoe@parryfield.com)

Other free guides at [www.parryfield.com/home/publications/](http://www.parryfield.com/home/publications/) include:



## DOES YOUR CHARITY NEED A HEALTHCHECK?

Our set of free guides will help advise you on the right questions to ask and what the correct steps are to ensure your charity is as healthy as it can be!

 <p>Charities Healthcheck A collaborative guide Part 1/6 Overview Key points of the healthcheck in: - Part 1: Overview - Part 2: Assets - Part 3: Governance - Part 4: People - Part 5: Policies - Part 6: Faith Groups</p>	 <p>Charities Healthcheck A collaborative guide Part 2/6 Governance</p>	 <p>Charities Healthcheck A collaborative guide Part 3/6 People</p>
 <p>Charities Healthcheck A collaborative guide Part 4/6 Assets</p>	 <p>Charities Healthcheck A collaborative guide Part 5/6 Policies</p>	 <p>Charities Healthcheck A collaborative guide Part 6/6 Faith Groups Prepared for the Charities Sector Conference 2018</p>

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