



## Call for Expressions of Interest: Developing Director-Auckland

Cognition Education Trust Limited welcomes expressions of interest in a development opportunity for a young person aspiring to become a Director and/or Trustee on the Board of a Charitable body.

Ideally, the applicants will have first-hand experience and knowledge of the Aotearoa education sector, especially from the perspectives of Maori and Pasifika students and whanau.

The attached files give more information about the position and type of person we are looking for.

Please share this notice if you know anyone who might be interested.

The deadline for receiving expressions of interest is **31 January 2020**.

If you would like to discuss this opportunity, please contact

Raewyn Stone

Executive Officer

Email: [exec@cognitiontrust.co.nz](mailto:exec@cognitiontrust.co.nz)

Mobile" 0274642919



## Call for Expressions of Interest: Developing Director-Auckland

### 1. The Opportunity

The purpose of the Cognition Education Trust is to improve the opportunities and lives of our children and young people by funding initiatives that help them develop the capabilities and competencies for successful living and lifelong learning, address educational inequalities and increase teacher effectiveness. The Trust has a significant investment portfolio which provides the revenue to fund projects. The Trust is also the 100% shareholder of Cognition Education Limited, a company providing commercial consulting activities to schools and educational institutions. The Trust's activities are managed by a corporate trustee, Cognition Education Trust Limited (CETL).

To find out more about the work of the Trust, please visit our website:

<https://www.cognitioneducationtrust.org/>

The CETL Board is providing a development opportunity for a young person aspiring to become a Director and/or Trustee on the Board of a Charitable body. This opportunity reflects the Board's commitment to good governance practice and to increasing the capacity and range of perspectives and experiences on the Board.

The position is for 3 years renewable annually after review, with appropriate remuneration. Travel expenses, if any, will be reimbursed.

Board meetings are usually 6 full Board meetings each year held from 1-4.30pm, with additional Committee meetings and teleconferences as required. A schedule of meetings for 2020 is attached. (Note: teleconferences are on a "as required" basis and flexible).

### 2. What the role is: Position Description

#### Scope

The Developing Director is not legally a Director, formally appointed in the sense of a shareholder resolution or Board appointment to fill a vacancy. This appointment is a contractual arrangement between the CETL Board and the Developing Director, recorded in a Letter of Appointment.

The Developing Director will receive support and mentoring in a broad range of governance responsibilities as set out in the specific responsibilities of the CETL Board (attached).

The Developing Director will attend Board and Committee meetings, participate in Board discussions and receive Board documentation, but will not:

- Exercise Board powers and duties
- Vote in Board decisions
- Make up part of the quorum for a meeting
- Represent or speak on behalf of the Board.

### Responsibilities of the Developing Director

- To attend and actively participate in Board meetings and, where appropriate, Committee meetings
- To attend and contribute to mentoring sessions or other development opportunities as arranged by the Chair (or the Chair's delegate)
- With the Chair (or the Chair's delegate), identify strengths and areas for development in terms of knowledge and skills and be prepared to accept advice and support and monitor progress
- Respect Board confidentiality and not use documentation or other information gained through the developing directorship in other forums or for personal activities, except with the prior approval of the Chair.

### Responsibilities of the Chair and Board

The Chair will:

- Establish with the Developing Director a personal development programme
- Provide time for mentoring and monitoring progress
- Ensure the Developing Director is enabled and supported in contributing to meetings
- Ensure the Developing Director has access to the necessary information, contacts and other resources to fulfil their responsibilities.

The Board will:

- Provide specific advice and expertise to the Developing Director as requested by the Chair
- Support the Developing Director in contribution to discussions
- Provide constructive feedback to the Developing Director.

### 3. Who we are looking for-Person Specification

We are looking for someone who can demonstrate they are:

- Highly motivated and committed to developing skills and experience in good governance
- Receptive to guidance, mentoring and constructive feedback
- Willing and able to attend all Board, committee and other relevant meetings
- Well -prepared for meetings and willing to actively participate in discussions.

And ideally has-

- First-hand experience and knowledge of the Aotearoa education sector, especially from the perspectives of Maori and Pasifika students and whanau
- Understanding of global trends such as technological change and how they impact on the education sector and society in general.

#### 4. Application process

If you would like to be considered for this opportunity, please send a CV, covering letter and any other material, that indicates how you meet our requirements. All expressions of interest will be considered by the Board and “short-listed” applicants interviewed in person.

**Please send these by Friday 31 January 2020 to:**

Raewyn Stone

Executive Officer

Cognition Education Trust Ltd

Email: [exec@cognitiontrust.co.nz](mailto:exec@cognitiontrust.co.nz)

Mobile: 0274642919

If you would like to discuss this opportunity or have further information, please contact Raewyn.

Cognition Education Trust Board: schedule of meetings 2020 (Excludes Grants Advisory Panel)

| Date                  | Time  | Format   | Agenda sent out    |
|-----------------------|---|--|--------------------|
| Wednesday 19 February | 12-1.00pm<br>1-1.30pm<br>1.30-4.00pm                  | Investment Committee<br>Risk & Audit Committee<br>Board Meeting        | Friday 14 February |
| Wednesday 18 March    | 12-1.00pm   | Teleconference   | Friday 13 March    |
| Wednesday 8 April     | 1-4.00pm  | Board Meeting<br>Board evaluation<br>Review Committee membership & TOR | Friday 3 April     |
| Wednesday 13 May      | 12-1.00pm   | Teleconference   | Friday 8 May       |
| Tuesday 16 June       | Joint Audit Committee TBC<br><br>1-4.00pm<br>4-6.00pm | <br><br>Board Meeting<br><br>Joint Boards Meeting                      | Friday 12 June     |
| Wednesday 15 July     | 12-1.00pm   | Teleconference   | Friday 10 July     |
| Wednesday 19 August   | 1-4.00pm  | Board Meeting<br>Granting Strategy Review                              | Friday 14 August   |
| Wednesday 9 September | 12-1.00pm   | Teleconference   | Friday 4 September |
| Wednesday 14 October  | 12-1.00pm<br>1-1.30pm<br>1.30-4.00pm                  | Investment Committee<br>Risk and Audit Committee<br>Board Meeting      | Friday 9 October   |
| Wednesday 4 November  | 12-1.00pm   | Teleconference   | Friday 30 October  |
| Tuesday 15 December   | 1-4.00pm<br>4.30-6.30pm                               | Board Meeting<br><br>Joint Boards Meeting                              | Friday 11 December |

## Extracts from CET Governance manual

### 4.0 Governance

Currently, the Trustee of the Trust is a company, Cognition Education Trust Limited (Corporate Trustee). Trustees are also directors of Cognition Education Trust Ltd.

The Corporate Trustee is not itself a charity. Its only purpose is to be the Trustee of the Trust. The Trustee Company itself is governed by its Constitution. Clause 39.2 of the constitution of Trustee Company provides that the minimum number of directors of the Trustee Company is two and the maximum number is twelve. The CET holds 100% of the shares in Cognition Education Ltd (CEL) and each director holds twenty of the one hundred shares in CEL. See diagram in Appendix 1.

The role of Directors is to act in good faith in the best interest of the Trust and its beneficiaries. Directors receive an honorarium (plus expenses). Term of tenure is three years, normally renewable once.

#### 4.2 Role of CET Ltd

The role of each Director and Directors collectively as a Board is to:

- Uphold the Trust Deed and Trustee Company Constitution and act in accordance with the Trust Governance Manual, including upholding the Trustee Code of Conduct
- Ensure that granting processes and decisions are made in the best interests of beneficiaries, in accordance with the Trust deed and consistent with good philanthropic practice
- Ensure wise stewardship of all assets in the best interest of beneficiaries
- Review, modify and approve annual strategic and financial plans, including the Investment Strategy, Granting Strategy, End of Year Accounts and Annual Budget
- Be diligent in overseeing Trust finances so that the Trust meets all legal and contractual obligations
- Ensure that risks are either eliminated or actively managed
- Promote the work of the Trust with stakeholders and identify potential partnerships and opportunities for collaboration
- Ensure organisational resources, including Board resources, are adequate for the purpose and employed efficiently
- Act as a responsible 100% shareholder of Cognition Education Ltd, respecting the relevant responsibilities of the Board and management of CEL
- Prepare for and attend meetings, participate and share expertise
- Elect a Chair, Deputy Chair, Committee members and members of the Grants Advisory Panel; and to appoint external auditors and other advisors as required

- Undertake any project or committee work with due diligence, taking all reasonable steps to achieve desired outcomes within timeframes agreed to by the whole Board
- Participate in a Board performance review at least bi-annually.

#### 4.4 Shareholder responsibilities

The Shareholder objective is to enhance the value on a sustainable basis, of the 100% shareholding in Cognition Education Ltd.

The Shareholder responsibilities are to:

- Appoint the Directors of the Cognition Education Ltd Board

Negotiate and monitor a Statement of Intent (SOI) with key performance indicators that enable the CET to measure the performance of CEL. The SOI includes the requirement that CEL consult the CET on all material transactions (as defined in the Companies Act).

