Divisional Policy

POL-DIV-1

Policy Code	POL-DIV-1
Version	1.0
Effective	3 SEP 26
Authority	Board

Contents

1. Document Control

1.1 Document Identification

Type	Core Divisional Policy
Version	1.0
Effective Date	3 SEP 26
Review Period	Not more than 24 months
Identification	POL-DIV-1
Policy Owner	Division Director
Approved By	Board

1.2 Revision Records

Revision	Date	Summary of Changes	Author
1.0	3/09/2026	Initial issue.	TK

1.3 Applicability

1.3.1 This policy applies to the governance of the Division, including its Board, staff, policies, processes, records and decisions. A provision that expressly applies to a member or visiting controller shall bind that person accordingly.

1.4 Change Process

1.4.1 Proposals to amend this policy shall be made to the Division Director in writing, via email. Contact methods for Division roles are published in the Position and Role Register (Appendix B).

1.4.2 Any material amendment to this policy shall undergo community consultation for no less than 14 days before approval.

1.4.3 Non-substantive corrections that do not alter the meaning or effect of this policy may be made by the policy owner, provided the Board is notified and the correction is recorded in the revision history.

1.4.4 Where a Superior Policy relevant to this policy is amended, the Division Director shall assess this policy for ongoing compliance as soon as practicable and no later than 21 days after that amendment takes effect.

1.4.5 An amendment required solely to maintain compliance with Superior Policy, and which leaves the Division no discretion as to its substance, may be made without community consultation. The Division shall instead notify the community of the amendment and its basis through the channels used for consultation. Where the Division retains discretion as to how compliance is achieved, that discretion shall be consulted on in the ordinary way.

1.4.6 An amendment to this policy is a special decision and shall require the voting threshold set out in Clause 4.4.3.

1.5 Commencement and Transitional Arrangements

1.5.1 A person holding a Board or staff position immediately before commencement continues in that position and is not required to be reappointed under this policy.

1.5.2 A Policy, SOP or Process in force immediately before commencement continues to apply to the extent it is not inconsistent with this policy or a Superior Policy.

1.5.3 The Position and Role Register and voting register shall be established or confirmed within 30 days of commencement.

1.5.4 A person holding more than one Staff Position at commencement may continue temporarily, but the approvals required by Section 5.6 shall be obtained within 30 days.

1.5.5 Policy ownership and review dates for existing Policies shall be confirmed within 90 days of commencement.

1.6 Interpretation

1.6.1 In this policy, and in any Policy, SOP or Process made under it:

a. "shall" and "must" indicate a mandatory requirement;

b. "may" indicates a permitted action or a discretion; and

c. "should" indicates a practice which is not mandatory, but expected.

1.6.2 These meanings are consistent with the VATSIM Code of Conduct. Where a term is used in Superior Policy with a defined meaning, that meaning applies unless this policy expressly provides otherwise.

1.6.3 A reference to a Superior Policy, or to a Policy, SOP or Process, is a reference to that document and its amendments.

1.6.4 This policy operates subject to Superior Policy. Where any provision of this policy is inconsistent with Superior Policy, the Superior Policy prevails (see Section 2.3).

1.7 Definitions

"Appointment Panel"
means a multi-person panel established to assess candidates and recommend an appointment.

"Board" or "the Board"
means the Board constituted under Section 4.1.

"Board Member"
means the Division Director, Deputy Division Director, or a Portfolio Director.

"Board Position"
means a position designated as a voting Board office in the Position and Role Register.

"Core Policy"
means a Policy that sets Division-wide governance, conduct, privacy or other baseline requirements across more than one portfolio.

"Department Staff"
means a person appointed within a portfolio whose role is not designated as a Board Position or Senior Staff role in the Position and Role Register.

"Division"
means VATSIM New Zealand (VATNZ).

"DD" or "DDD"
means the Division Director or Deputy Division Director, respectively.

"Domain Policy"
means a policy that sets a governance framework for a specific portfolio.

"Eligible Board Member"
: means a Sitting Board Member who is entitled to participate in a particular decision and is not recused from it.

"Executive Session"
: means a confidential portion of Board business.

"Leave of Absence" or "LoA"
: means a temporary, approved absence from the duties of a Division role.

"Policy"
: means a Core Policy or Domain Policy adopted under this framework.

"Policy Owner"
: means the Board Member responsible for maintaining and reviewing a policy.

"Policy Waiver"
: means an approved, tightly scoped and time-bound deviation from a Policy requirement.

"Portfolio Director"
: means a Board Member responsible for a defined portfolio of Division activity.

"Position Description"
: means the published description of a Division role, including its purpose, responsibilities, authority and reporting relationship.

"Senior Staff"
: means a non-Board role designated as Senior Staff in the Position and Role Register.

"Silent Consent"
: means approval by the absence of an objection within a defined window.

"Sitting Board Member"
: means a Board Member currently holding a Board Position and not temporarily excluded from sitting-member calculations under an approved LoA or acting arrangement.

"Staff Position"
: means a Board Position, Senior Staff role or Department Staff role.

"Staff Member"
: means a person holding a Staff Position.

"Superior Policy"
: means VATSIM global policy and regulations, any applicable policy, direction or decision issued by VP APAC, and any higher Policy in the hierarchy established by Section 2.3.

"SOP" or "Process"
: means a portfolio-controlled procedure, workflow, template, standard or item of operational guidance.

2. Foundations

2.1 The Division

2.1.1 The Division is the local division of VATSIM for New Zealand and administers VATSIM activity throughout:

a. the New Zealand FIR (NZZC);

b. the Auckland Oceanic FIR (NZZO), including the McMurdo sector (NZCM); and

c. the Tahiti Oceanic FIR (NTTT).

2.1.2 The Division was established as an independent division on 1 January 2007. Its area of responsibility had previously been administered by VATSIM Australia Pacific (VATPAC).

2.1.3 Historical information, including acknowledgement of the founders of the Division, shall be maintained on the Division's website.

2.2 Purpose and Principles

2.2.1 This policy establishes the core governance framework for the Division.

2.2.2 It defines decision rights, delegation, Board composition, routine administrative processes, and the policy lifecycle of the Division. It is intended to improve consistency and accountability while preserving autonomy within each portfolio.

2.2.3 The Division shall be managed in a manner that supports a welcoming, effective and sustainable community for its members.

2.2.4 Decision-makers shall interpret and apply this policy consistently with the following principles:

a. delegation by default;

b. transparency, tempered by appropriate confidentiality and privacy;

c. fairness, impartiality and proportionality;

d. meaningful community consultation;

e. accountability and responsiveness; and

f. decisions made in good faith and for a proper purpose of the Division.

2.2.5 Governance processes shall be applied proportionately, having regard to the risk, reversibility, sensitivity, urgency and member impact of the decision.

2.2.6 Proportionality does not permit a decision-maker to dispense with an express requirement of this policy or Superior Policy.

2.3 Policy Hierarchy

2.3.1 The Division operates subject to Superior Policy.

2.3.2 No Policy, SOP, Process or decision of the Division may contradict Superior Policy. Superior Policy shall prevail to the extent of any inconsistency.

2.3.3 The policy hierarchy, from highest to lowest local authority, is:

a. VATSIM global policy and regulations;

b. applicable policies, directions and decisions issued by VP APAC;

c. this Divisional Policy;

d. Core Policies, including the Privacy and Data Policy and Staff Conduct Policy;

e. Domain Policies, including Training, Operations, Events and Technology policies; and
f. Domain SOPs and Processes.

2.3.4 A lower Policy, SOP or Process may add detail within its scope but shall not disapply, weaken or contradict Superior Policy.

2.3.5 This policy shall be read alongside all applicable Superior Policy, including but not limited to:

a. the VATSIM Code of Regulations;
b. the VATSIM Code of Conduct;
c. the Global Controller Administration Policy;
d. the Transfer and Visiting Controller Policy;
e. the VATSIM Data Protection and Handling Policy; and
f. the VATSIM Privacy Policy and User Agreement.

2.4 Voluntary Service and Proper Purpose

2.4.1 Division positions are voluntary and shall be exercised in good faith for the benefit of the Division and its members.

2.4.2 A person shall not improperly use a Division position, access or information to obtain a personal advantage or cause detriment to the Division or another person.

2.4.3 This clause does not prevent properly authorised reimbursement, provision of resources, or another incidental benefit required to perform Division duties.

2.4.4 Any future requirement for financial or asset governance shall be addressed through a separate policy adopted under this framework.

3. Governance Roles and Authority

3.1 The Board

3.1.1 The Board is responsible for governance, oversight, strategic direction, and the approval of matters reserved to it by this policy.

3.1.2 The Board operates collectively. Each Eligible Board Member shall have a reasonable opportunity to contribute to matters before the Board and to have their views considered.

3.1.3 The Board shall approve divisional policies, appointments to Board Positions and Senior Staff roles, and the other matters reserved under Section 5 and Appendix A.

3.1.4 The Board is not responsible for routine operational delivery except where a matter is escalated to it or expressly reserved. The Board governs; Portfolio Directors execute.

3.1.5 Board Members shall participate in Board business in good faith, maintain appropriate awareness of matters before the Board, observe confidentiality, and consider the interests of the Division as a whole.

3.1.6 The Board may initiate a review of a staff appointment, removal, policy, Position Description or portfolio matter where it considers review necessary for governance purposes.

3.2 The Division Director

3.2.1 The Division Director is appointed by VP APAC under Superior Policy and is accountable for the overall management and direction of the Division.

3.2.2 The Division Director retains final local appointment authority and may decline or veto any proposed appointment.

3.2.3 The Division Director may remove a Board Member or Senior Staff member and may override a Department Staff decision, subject to the procedural fairness and appeal provisions of this policy.

3.2.4 The Division Director may take emergency action on a matter otherwise reserved to the Board only in accordance with Section 3.5.

3.2.5 The Division Director may delegate functions but remains accountable for the exercise of authority retained by this policy.

3.2.6 In chairing the Board, the Division Director shall facilitate collective consideration and provide each Eligible Board Member a reasonable opportunity to contribute.

3.3 The Deputy Division Director

3.3.1 The Deputy Division Director supports the Division Director and may exercise functions delegated by the Division Director.

3.3.2 The Deputy Division Director does not hold independent veto power.

3.3.3 Acting in place of the Division Director does not, of itself, confer the Division Director's reserved veto, appointment or removal powers.

3.3.4 A reserved power may be exercised by the Deputy Division Director only where it has been expressly delegated in writing for a specific matter, or where directed by VP APAC.

3.3.5 Where the Division Director is uncontactable and a matter requiring reserved Division Director authority cannot reasonably wait, the Deputy Division Director shall refer the matter to VP APAC, who may authorise the Deputy Division Director to exercise the necessary authority for that specific matter.

3.3.6 Any action taken under an authorisation given under Clause 3.3.5 shall be recorded in the voting register and notified to the Board as soon as practicable. The Board shall note the action; oversight of the action itself rests with VP APAC, and Board ratification is not required. The authorisation is to be read as limited to the matter for which it was given and does not, of itself, extend to the Division Director's veto power.

3.4 Portfolio Directors

3.4.1 Portfolio Directors are responsible for delivery within their portfolios.

3.4.2 Each portfolio represents a function delegated by the Division Director to the relevant Portfolio Director.

3.4.3 Portfolio Directors may issue and amend domain SOPs, processes and guidance within their remit, provided they comply with all Superior Policy. They do not require Board approval.

3.4.4 Portfolio Directors may organise their teams and ways of working in a manner appropriate to their portfolio, provided they comply with this policy, Superior Policy and applicable Core Policies.

3.4.5 Portfolio Directors shall maintain effective oversight of their portfolio, respond to material issues, and provide information sufficient for Board oversight and the Division's quarterly report.

3.4.6 Portfolio Directors are accountable to the Board and Division Director for the performance, governance and sustainability of their portfolio.

3.4.7 Where a portfolio is not being effectively maintained, the Division Director may require a portfolio update, adjust delegated responsibilities, arrange acting support, or initiate an applicable appointment or removal process.

3.5 Emergency Action

3.5.1 The Division Director may take emergency action where waiting for the ordinary Board process would expose the Division, its members, its information, or continuity of an essential function to a material and immediate risk.

3.5.2 Where a Deputy Division Director is serving, the Division Director shall consult them before acting where practicable. The Deputy Division Director's agreement is not required and they hold no veto over the action.

3.5.3 The action, reasons, scope and intended duration shall be notified to the Board and entered in the voting register as soon as practicable.

3.5.4 The Division Director shall seek explicit Board ratification at the earliest practical opportunity and no later than seven days after the action was taken.

3.5.5 Where ratification is not obtained, the action shall cease. The Board shall determine any necessary reversal, transition or mitigation.

3.5.6 Where the Board has not determined ratification within seven days and the lapse of the action would reinstate the risk it addressed, the Division Director may extend the ratification window once, by up to a further seven days. The extension shall be recorded. This clause does not permit an action to continue after the Board has declined to ratify it.

3.5.7 Emergency action shall not:

a. amend this policy;

b. override Superior Policy;

c. permanently create or remove a Board portfolio;
d. disapply procedural fairness or a right of appeal; or
e. waive the safeguards in this Section.

3.6 Delegation

3.6.1 All authority not expressly reserved to the Board or Division Director is delegated to the relevant Portfolio Director within their remit.

3.6.2 Where uncertainty exists as to which portfolio holds authority, the Division Director may determine the responsible portfolio after consulting the affected Portfolio Directors.

3.6.3 A delegation may include conditions or defined limits and shall not prevent the delegating authority from exercising the function themselves.

4. Board Mechanics

4.1 Composition

4.1.1 The Board consists of the Division Director, Deputy Division Director and Portfolio Directors.

4.1.2 Only positions designated as Board Positions in the Position and Role Register confer Board membership and voting rights.

4.1.3 Portfolio Director positions are established or removed in accordance with this policy and maintained as published Position Descriptions.

4.1.4 The authoritative record of current Board Positions, Senior Staff roles and Position Descriptions is the Division's Position and Role Register described in Appendix B.

4.1.5 The Division Director shall chair the Board unless they delegate the chair for a meeting or matter.

4.1.6 Only Eligible Board Members shall be counted when calculating sitting members, quorum and voting thresholds.

4.2 Leave of Absence and Acting Board Members

4.2.1 A Board Member may request a Leave of Absence from the Division Director. Approval, duration and conditions are at the Division Director's discretion.

4.2.2 An approved LoA shall identify whether the Board Member remains a Sitting Board Member and may continue to vote.

4.2.3 Where an acting appointment is made to a Board Position, the appointment record shall state whether the acting appointee has Board voting rights.

4.2.4 The substantive office holder and acting appointee shall not both exercise a vote for the same Board Position.

4.2.5 A person acting as Division Director retains only their existing Board vote and does not acquire an additional vote or independent veto power.

4.3 Meetings and Quorum

4.3.1 The Board shall hold at least one ordinary meeting in each calendar quarter.

4.3.2 Reasonable notice and an agenda shall be provided for an ordinary meeting. Unless impracticable, notice should be given at least seven days before the meeting.

4.3.3 The Division Director may call an extraordinary meeting for a matter that should not wait until the next ordinary meeting. As much notice as practicable shall be provided.

4.3.4 Quorum is a majority of Eligible Board Members.

4.3.5 No substantive Board business may be determined at a meeting without quorum.

4.4 Voting

4.4.1 Board decisions may be made during meetings or out of meeting. Out-of-meeting voting is an ordinary and expected means of making decisions.

4.4.2 Each Eligible Board Member has one vote.

4.4.3 Voting thresholds shall be:

a. ordinary decisions - a simple majority of all Eligible Board Members;

b. urgent decisions - a simple majority of all Eligible Board Members within a compressed, explicit voting window; and

c. special or structural decisions - a two-thirds majority of all Eligible Board Members.

4.4.4 Special or structural decisions are amendments to this policy and the creation or removal of a Board portfolio. All other decisions are ordinary unless this policy states otherwise.

4.4.5 A tied vote fails. An abstention is not a vote in favour.

4.5 Silent Consent

4.5.1 Where this policy permits silent consent, a proposal is approved if no Eligible Board Member objects within the specified window.

4.5.2 An objection pauses the proposal. The proposer may withdraw or amend it, or the matter may proceed to an explicit vote.

4.5.3 A silent consent window shall not be shortened. Where urgency prevents use of the normal window, the matter shall proceed as an urgent explicit vote.

4.5.4 The following matters are not eligible for silent consent and require an explicit vote:

a. approval of an appointment to a Board Position;

b. a removal or appeal decision;

c. a Policy Waiver;

d. ratification of emergency action;

e. an amendment to this policy; and

f. creation or removal of a Board portfolio.

4.5.5 The default silent consent windows are:

a. Department Staff appointment notifications - 48 hours;

b. Senior Staff appointments, Position Description changes, and Core or Domain Policy approvals - seven days; and

c. a no-change policy review objection period - 14 days.

4.6 Voting Register

4.6.1 The Division shall maintain a voting register for Board decisions and notifications required by this policy.

4.6.2 The register shall contain sufficient information to identify the matter, decision method, eligible participants, conflicts or recusals, outcome and date determined.

4.6.3 Silent consent approvals, emergency actions and Board-notified decisions shall be recorded where required by this policy.

4.6.4 The register is not public by default. Outcomes may be referenced in minutes, quarterly reports or public communications where appropriate.

4.6.5 The form and upkeep of the register are matters for the Board under Section 4.9.

4.7 Executive Session

4.7.1 The Board may enter executive session by agreement of a majority of Eligible Board Members.

4.7.2 Material considered in executive session may be withheld from published minutes, reports or communications.

4.7.3 Where material is withheld, the relevant published record shall state that material was withheld and, where this can be done without disclosing the sensitive content or undermining the purpose of the executive session, the general nature of the matter and the reason for withholding it.

4.8 Conflicts of Interest and Recusal

4.8.1 A person involved in a Division decision shall disclose any actual, potential or reasonably perceived conflict of interest relevant to that decision.

4.8.2 The remaining Eligible Board Members shall determine whether the person may participate in discussion or voting. The outcome shall be noted with the decision.

4.8.3 A person shall not participate in determining an appeal from a decision they made or in which they were materially involved. Merely receiving notice of a matter, or voting to request that a matter be reviewed, does not by itself amount to material involvement.

4.8.4 Where recusals prevent the Board from fairly determining an appeal or reserved decision, the Division Director shall arrange an impartial review mechanism or seek guidance from VP APAC.

4.9 Administrative Process

4.9.1 Where this policy requires something to be done but does not prescribe how, the Board shall use a process it considers appropriate, having regard to the principles in Section 2.2.

4.9.2 The Board may record such a process in writing, and may approve or amend it by ordinary decision. Written procedures are not required for this policy to operate.

4.9.3 A process adopted under this Section shall not alter any authority, right, voting threshold or minimum safeguard established by this policy or Superior Policy.

5. Decision Rights, Appointments and Removals

5.1 Decision Rights

5.1.1 Decisions under this policy fall into three categories:

a. reserved decisions, which require Board approval or ratification because they establish or materially amend a governance framework or rules affecting member rights, access, eligibility, obligations or privacy, or are otherwise expressly reserved by this policy;

b. notification-only decisions, which remain within delegated authority and existing policy but require notice because they have material cross-portfolio, service-continuity, privacy, safety or reputational implications, or are otherwise identified by this policy; and

c. delegated decisions, which may be made by the relevant Portfolio Director where they are within remit, comply with Superior Policy, and do not materially alter member rights or a matter reserved to the Board or Division Director.

5.1.2 Without limiting the preceding clause, Board approval or ratification is required for:

a. appointments to Board Positions, other than the appointment of the Division Director;

b. appointments to Senior Staff roles;

c. Division nominations or endorsements for Senior Instructor (I3) and Senior Controller (C3) ratings;

d. creation or removal of Board Positions and Senior Staff roles;

e. changes to Board or Senior Staff Position Descriptions;

f. approval of Core Policies and Domain Policies;

g. Policy Waivers;

h. ratification of emergency action; and

i. other matters expressly reserved by this policy.

5.1.3 Notification-only decisions include Department Staff appointments and removals, Board and Senior Staff removals, approved LoAs and acting appointments, and other material portfolio decisions meeting the criteria in Clause 5.1.1(b).

5.1.4 A Decision Rights Matrix is maintained at Appendix A.

5.2 Appointment of the Division Director

5.2.1 Appointment, acting appointment and removal of the Division Director are governed by VP APAC and are outside the local appointment and removal processes in this policy.

5.3 Appointments to Other Board Positions

5.3.1 A vacancy in the Deputy Division Director or a Portfolio Director position shall be advertised in a manner appropriate to the role before a permanent appointment is made.

5.3.2 The vacancy shall follow the appointment process in this policy and use an Appointment Panel under Section 5.7.

5.3.3 The Appointment Panel shall submit its recommendation and supporting rationale to the Board.

5.3.4 The recommended appointment requires explicit Board approval by an ordinary decision.

5.3.5 Following Board approval, the Division Director shall appoint the recommended candidate unless they identify a material concern. If the Division Director declines the appointment, the concern and decision shall be communicated to the Board and recorded.

5.3.6 The appointment shall be recorded in the voting register and announced after any necessary confidentiality period.

5.4 Senior Staff Appointments

5.4.1 A Senior Staff vacancy shall be advertised in a manner appropriate to the role unless the Division Director approves an alternative process and records the reason.

5.4.2 A Senior Staff appointment shall be initiated by the relevant Portfolio Director.

5.4.3 The Division Director, or a delegate authorised under this policy, shall confirm the proposed appointment before Board approval is sought. This confirmation shall include any necessary conduct checks on central VATSIM services.

5.4.4 Board approval may occur by seven-day silent consent. An objection pauses the appointment, after which the proposer may address the concern, amend or withdraw the proposal, or proceed to an explicit ordinary vote.

5.4.5 A Senior Staff appointment shall be recorded in the voting register.

5.5 Department Staff Appointments

5.5.1 A Department Staff appointment may be made by the relevant Portfolio Director within their remit.

5.5.2 The Board shall be notified before the appointment is finalised.

5.5.3 The appointment becomes effective after 48 hours if no objection is raised.

5.5.4 Where an objection is raised, the appointment is paused and referred to the Division Director. The Division Director may resolve the concern, request further information, require an amended proposal, or place the appointment before the Board for an explicit vote.

5.6 Concurrent Staff Positions

5.6.1 This Section applies to appointments under Sections 5.3 to 5.5.

5.6.2 A person who holds, or is proposed for, a Board Position or Senior Staff role shall not concurrently hold another Staff Position without the explicit approval of the Division Director.

5.6.3 Where a Department Staff member is proposed for an additional Staff Position, each Board Member responsible for an existing Staff Position held by that member shall be consulted and must approve before the additional appointment is made.

5.6.4 An approval under this Section shall identify the concurrent positions and be recorded with the appointment decision. The Division Director may impose reasonable conditions on the approval.

5.6.5 An acting appointment made under this policy by the Division Director is deemed to satisfy the requirements of this Section.

5.7 Appointment Panels

5.7.1 An appointment to a Board Position shall use a multi-person Appointment Panel.

5.7.2 The Panel shall assess candidates fairly and consistently against the published Position Description, and shall produce a documented recommendation with supporting rationale.

5.7.3 The Appointment Panel shall identify its preferred candidate. Its recommendation informs the Board's decision and does not displace the Division Director's final appointment authority.

5.8 Leave of Absence, Acting Appointments and Vacancies

5.8.1 Only the Division Director may appoint a person to act in a Division role.

5.8.2 An acting appointment shall be scoped, of a fixed duration, and shall state any decision or voting authority conferred.

5.8.3 An acting appointment covering an approved LoA may continue for the duration of that LoA and does not create a vacancy or require recruitment.

5.8.4 Where an acting appointment is required due to a vacancy, recruitment shall commence within 14 days unless the Division Director directs otherwise.

5.8.5 The Division Director may hold a position vacant for longer to review the portfolio, role structure or Position Description.

5.9 Resignations and Handover

5.9.1 A Board Member or staff member may resign by giving written notice to the Division Director and, where applicable, their Portfolio Director.

5.9.2 A person should provide as much notice as reasonably practicable, and assist with handovers.

5.10 Removals

5.10.1 A person may be removed from a Division position where continued appointment is reasonably considered unsuitable having regard to the responsibilities of the role, the person's performance or conduct, the working relationship necessary for the role, or a material change in the organisational needs of the Division.

5.10.2 Removal is an administrative decision about appointment to a Division role unless it is expressly undertaken as disciplinary action under an applicable Policy or Superior Policy.

5.10.3 Except where immediate action is necessary under Clause 5.10.9, a person proposed for removal from a Board or staff position shall be provided with the substantive reasons and a reasonable opportunity to respond before the decision is made.

5.10.4 The decision-maker shall consider the response in good faith and communicate the outcome and reasons in writing.

5.10.5 Where a person who holds an Instructor (I1) or Senior Instructor (I3) rating ceases to hold the appointment for which that rating was issued, whether by removal, resignation or expiry, they shall be returned to their highest achieved ATC rating in accordance with Superior Policy.

5.10.6 Any Board Member other than the Division Director may be removed by the Division Director. The Board shall be notified and the decision recorded. The Board may also, by explicit ordinary vote, request that the Division Director review the continued appointment of a Board Member.

5.10.7 Any Senior Staff member may be recommended for removal by the relevant Portfolio Director or by an explicit ordinary resolution of the Board. The Division Director makes the removal decision and the Board is notified.

5.10.8 Any Department Staff member may be removed by the relevant Portfolio Director. The

Division Director may review, override or directly make that decision. The Board shall be notified.

5.10.9 Where serious misconduct, a privacy or safeguarding concern, misuse of access, or another material and urgent risk is alleged, the Division Director may immediately suspend or remove any person from a Division position.

5.10.10 A person suspended or removed under the preceding clause shall receive post-action written notice and an opportunity to respond. The matter shall be reviewed as soon as practicable.

5.10.11 Standards and grounds for staff conduct action shall be defined in the Staff Conduct Policy, Privacy and Data Policy, or another applicable Superior Policy.

5.11 Appeals

5.11.1 Department Staff and Senior Staff may appeal removal from a staff position to the Board within 14 days of removal.

5.11.2 A Board Member may appeal removal from a Board position to VP APAC. The appeal shall be lodged through the Division Director, who shall promptly refer it to VP APAC.

5.11.3 An appeal shall identify the decision challenged, the grounds of appeal, and the outcome sought.

5.11.4 The original decision-maker and any person materially involved in the original decision shall not vote on the appeal.

5.11.5 In determining a staff appeal, the Board shall consider applicable policy, whether the process was fair, whether the material facts were reasonably established, and whether the outcome was proportionate.

5.11.6 The Board may establish an impartial review panel to examine an appeal and make a recommendation. The Board retains final local decision authority.

5.11.7 There is no further local appeal after the Board has determined a staff appeal.

6. Policy System and Lifecycle

6.1 Policy Types and Ownership

6.1.1 Core Policies set baseline expectations across the Division.

6.1.2 Domain Policies set the rules and governance framework for a portfolio.

6.1.3 Domain SOPs and processes are controlled by the relevant Portfolio Director and do not require Board approval, provided they comply with all Superior Policy.

6.1.4 Each Policy shall identify its owner, effective date, last review date, next review due date, and approval record.

6.1.5 Core and Domain Policies shall be published in an approved public location.

6.2 Compliance Matrix

6.2.1 Superior Policy requires the Division to define, publish or maintain certain information, criteria and records. The Division shall maintain a compliance matrix identifying each such requirement, the Superior Policy provision it arises from, the Division document or publication that satisfies it, and the responsible Board Member.

6.2.2 The Division Director owns the compliance matrix. It is not a Policy for the purposes of this Section and does not require community consultation.

6.2.3 The compliance matrix shall be reviewed at least annually, and on any assessment carried out under Clause 1.4.4.

6.2.4 Where the matrix identifies a requirement that is not currently satisfied, the Division Director shall bring it to the Board with a proposed owner and timeframe.

6.3 Consultation and Approval

6.3.1 A new or materially amended Core Policy or Domain Policy shall undergo community consultation before approval.

6.3.2 The consultation period shall be no less than 14 days and shall be announced through the Division's website and Discord.

6.3.3 The Policy Owner shall consider consultation feedback and provide the Board with the proposed final text, a summary of material feedback, and the owner's response to that feedback.

6.3.4 Following consultation, a Core Policy or Domain Policy may be approved by seven-day silent consent or an explicit ordinary vote unless this policy requires a special decision.

6.3.5 A non-substantive correction that does not alter policy effect may be made without consultation under Clause 1.4.3.

6.3.6 A Policy may be revoked, or replaced by another Policy, by the same process required to approve it. A Policy that replaces or consolidates one or more existing Policies shall identify them, and those Policies are revoked from the new Policy's effective date.

6.4 Review

6.4.1 No Policy may go more than 24 months without review. A Policy may specify a shorter review cycle.

6.4.2 The Policy Owner is responsible for initiating review in sufficient time to complete any required consultation and approval before the review due date.

6.4.3 Where the Policy Owner believes no changes are required, they may notify the Board and provide a brief review record.

6.4.4 If no Eligible Board Member objects within 14 days, the review may be recorded as complete with no changes and community consultation is not required.

6.4.5 If a Board Member objects, the Policy shall proceed through the ordinary review and consultation process.

6.5 Policy Waivers and Urgent Deviations

6.5.1 A Portfolio Director or the Division Director may request a Policy Waiver where exceptional or unforeseen circumstances mean compliance cannot be achieved.

6.5.2 A Policy Waiver may apply only to a Core Policy or Domain Policy below this Divisional Policy. It shall not override Superior Policy, amend this policy, remove procedural fairness or appeal rights, or waive this waiver process.

6.5.3 A waiver request shall be in writing and shall identify the affected Policy and clause, reason, scope, duration, and why the normal amendment process is not suitable.

6.5.4 A Policy Waiver requires an urgent explicit Board vote and is not eligible for silent consent.

6.5.5 Every waiver shall have a defined start and end date. Renewal requires a new request and vote.

6.5.6 Any waiver granted shall be recorded in the voting register and disclosed at an appropriate level in the next quarterly report, at minimum noting that a waiver occurred and whether it remains in force.

6.5.7 Each waiver shall trigger a review to determine whether the underlying Policy contains a missing, incorrect, unclear or overly rigid clause and whether amendment is required.

6.6 Relationship Between Emergency Action and Policy Waivers

6.6.1 Emergency action under Section 3.5 permits the Division Director to act immediately where delay creates a material and immediate risk.

6.6.2 A Policy Waiver authorises a temporary deviation from an existing Policy through an explicit Board decision.

6.6.3 Emergency action shall not be used as a substitute for a Policy Waiver where the Board can reasonably vote before the deviation takes effect.

7. Records and Publication

7.1 Minutes and Reporting

7.1.1 Minutes shall be produced for ordinary and extraordinary Board meetings and shall record attendance, business considered and the outcomes of decisions.

7.1.2 Minutes shall be approved and published within a reasonable period, subject to executive session, privacy and confidentiality requirements.

7.1.3 Minutes may withhold material considered in executive session. Where material is withheld, the minutes shall state that material was withheld.

7.1.4 The Division shall publish a quarterly report. The report shall summarise significant governance decisions, portfolio activity, emergency action and Policy Waivers at an appropriate level of detail.

7.2 Records and Access

7.2.1 The Division shall maintain governance records sufficient to demonstrate the decisions made and compliance with this policy.

7.2.2 Governance records, including the voting register, shall be kept in a manner that complies with the Privacy and Data Policy and any applicable Superior Policy.

7.2.3 Access to governance records shall be limited according to role, purpose and sensitivity.

Appendix A. Decision Rights Matrix

This matrix is a quick reference to the authority model in the body of this policy. "SC" denotes silent consent.

Matter	Portfolio Director / Panel	Division Director	Board
Division Director appointment, acting appointment or removal	No appointment authority	Governed by VP APAC	No approval role, but may be consulted
DDD or Portfolio Director appointment	Panel identifies and recommends a preferred candidate	Appoints following Board approval, or declines for a recorded material concern	Explicit ordinary approval
Senior Staff appointment	Portfolio Director recruits and nominates	Confirms before Board consideration	Seven-day SC or explicit ordinary approval
Department Staff appointment	Portfolio Director decides	May review or resolve an objection	Notified for 48 hours
Concurrent Staff Positions	Relevant role owners approve or are consulted as required	Explicit approval where a Board Member or Senior Staff role is involved	Underlying appointment process applies
I3 or C3 rating nomination or endorsement	Relevant Portfolio Director, DDD, or DD initiates	May sponsor	Explicit ordinary approval
Board Member removal	Board may request review	Decides; appeal is to VP APAC	Notified
Senior Staff removal	Portfolio Director may recommend	Decides	Notified; hears any appeal
Department Staff removal	Portfolio Director decides	May review, override or decide directly	Notified; hears any appeal
Board Position, Senior Staff role, or associated Position Description	May propose where relevant	May propose or sponsor	Approves; Board Position creation or removal is a special decision
Core or Domain Policy	Policy Owner develops and consults	May propose or sponsor	Approves after consultation by SC or explicit vote
Domain SOP or Process	Portfolio Director decides within remit	May resolve an authority dispute or exercise retained authority	No approval unless escalated or reserved
Policy Waiver	Portfolio Director, DDD, or DD requests	May request	Urgent explicit approval
Emergency action	No routine role	Acts; seeks Board ratification	Explicitly ratifies within seven days
Amendment to this policy	Board Member or DD proposes	May propose	Consultation and special decision

Appendix B. Position and Role Register

The authoritative list of current Board Positions, Senior Staff roles, Department Staff role categories and associated Position Descriptions shall be maintained in the Division's published Position and Role Register. This policy does not reproduce a snapshot of the current structure.

The register shall identify, as applicable:

a. the role title and identifier;

b. whether the role is a Board Position, Senior Staff role or Department Staff role;

c. the responsible portfolio and reporting relationship;

d. the current approved Position Description;

e. the current status of the role, including whether it is filled, vacant or subject to an acting appointment;

f. the published contact method for the role, such as a role email address.