

Frequently Asked Questions

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Why was the All of Governance Review carried out?

The current structure of a Board of General Purposes [eight members] and the Grand Lodge Trustees [up to six members] has been in place since 2000, when the membership of Freemasons New Zealand was around 17,000. At the present time, we have fewer than 5,000 members which means that we have a smaller pool of talented Brethren to serve on the Board and as Trustees.

There have also been instances where the roles of the Board and the Trustees have conflicted which resulted in decisions taken and costs incurred against the best interests of the membership.

Having a common membership in the Board and the Trustees [seven members] should ensure that there is a positive alignment of roles and actions working in the best interests of the Brethren and of Freemasons New Zealand.

2

Why is the Grand Master not a member of the Board of Directors as proposed in the Review Report?

The Board of General Purpose conducted a review of the Disciplinary provisions of the Book of Constitution; going forward, the Board of Directors (replacing the Board of General Purposes) will focus on the overall governance of Freemasons of New Zealand without responsibility for having to deal with judicial matters [Masonic Differences, Masonic Offences] which will instead come with the oversight of the Grand Master who will also have the benefit of a group of suitably qualified and experienced Brethren comprising a Differences and Complaints Panel.

Furthermore, by not being a Director nor a Trustee, the Grand Master will retain an independence from the Board of Directors and the Grand Lodge Trustees, meaning that the Grand Master will be "the eyes and ears" of the Brethren when it comes to the impact on the Brethren of the Board's and the Trustees' decisions.

Whilst the Grand Master does not have a "right of veto" nor will he be "the judge, the jury, and the executioner" in relation to the Board and/or the Trustees, the Grand Master will have the right and responsibility to consider what the Board and the Trustees are doing to ensure that both are focussing on what is in the best interests of the Brethren and of Freemasons New Zealand.

That will then mean that the Grand Master cannot be part of the decision-making process, if he is charged with reviewing those decisions and processes.



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Why, then, is the Deputy Grand Master a member of the Board of Directors?

This provides an essential element in the ongoing development of the Deputy Grand Master within his role, especially if the Deputy Grand Master is subsequently elected to the role of Grand Master.

There is presently no “automatic right of succession” for the Deputy Grand Master to become the Grand Master in the ensuing term but there remains a possibility that the Deputy Grand Master may assume the office of Acting Grand Master in the event of a [semi-]permanent inability of the Grand Master to fulfil his role. Being a member of the Board of Directors allows the Deputy Grand Master to participate in the governance of the Craft whilst at the same time gaining an appreciation of the separate and independent role of the Grand Master.

In the event that the Deputy Grand Master becomes the “Acting Grand Master”, then the Deputy Grand Master will vacate his role on the Board during the period that he is the Acting Grand Master.

4

The current Board of General Purposes has an appointee from each Division; why has the new Board of Directors not continued with that practice?

The “Divisional appointees” on the Board of General Purposes do not represent the particular Division which the appointee comes from – rather, when around the Board table, the appointees along with the rest of the Board are required to consider what is in the best interests of Freemasons throughout New Zealand, not just those in a particular Division.

The All of Governance Review Working Group was strongly of the view (as is the Board of General Purposes) that the persons appointed as Trustees and therefore as Directors are to be “the best persons for the job” and the only way to achieve this is to allow persons from throughout New Zealand to apply for the roles, rather than limiting some positions to have to come from specific geographic areas.



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Why are the Grand Treasurer and the Grand Registrar not members of the new Board of Directors?

The current Board of General Purposes is composed of the President of the Board, the Grand Master, the Deputy Grand Master, the Grand Treasurer, the Grand Registrar, and three Divisional appointees. In terms of the Grand Treasurer and Grand Registrar, these offices are seen as being "operational" instead of "governance" and thus should not automatically be members of the Board of Directors.

Both the Grand Treasurer and the Grand Registrar will be required to provide input to the Board going forward but this will occur by way of reports or attendance at meetings from time to time as advisors, in much the same way that the Grand Secretary and the Grand Superintendent of Works do so now. As membership of the Board of Directors will be open to all Brethren, the Brethren holding the office of Grand Treasurer and/or Grand Registrar can apply to be considered for appointment as a Trustee/Director and thereby go through the interview and appointment processes. It is felt however that their roles will be more appropriately carried out by being advisors to the Board instead of being members of the Board.

6

Who can be Director?

All Master Masons and above within Freemasons New Zealand are eligible for consideration as a member of the Board of Directors. There is no rank attached to being a Grand Lodge Trustee nor a Director, nor do you have to be a Master or Past Master nor a Grand Lodge Officer in order to put your name forward. We are looking for "the best persons for the job" – experience and expertise are essential, whereas rank is not.

The Book of Constitution is to provide that if necessary, a non-Freemason may be appointed should, at any triennial Communication, there are not sufficiently qualified Brethren to fill the role of Director. It is expected that such a situation is unlikely to occur, but again, the intention is to ensure that we get "the best person for the job".



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Why will it take so long to implement a change to the governance structure?

If the Remits are successful, the Board of General Purposes will be dissolved from 18 November 2023, and in its stead, the Board of Directors will be formed. Given that the Grand Lodge Trustees will now double as Directors, the new Trustees will be elected, after a thorough interview and assessment, at the Communication in November 2024. They will assume office post this 2024 Communication.

Since Trustees must be elected during a Communication of the Grand Lodge of New Zealand, the refined governance structure will take about 12 months to come into effect. In the interim, members of the existing Board of General Purposes (excluding the Grand Master) and current Grand Lodge Trustees will form the initial Board of Directors. Their primary role will be to kick off the implementation of actions from the review.

Some items from the Review Report will be actioned immediately to ensure smooth operation of the new structure. Other actions might span a couple of years, especially those requiring collaboration with Lodges and Masonic entities. These changes won't happen instantly. Ultimately, with the backing of Brethren, Lodges, and Masonic entities, the main objective remains to uphold and bolster the Freemasonry brand.



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GOAL
TEAM

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How will the shared members of the Board of Directors and Grand Lodge Trustees differentiate their roles and responsibilities?

The "All of Governance Review Report" suggests that although the Board of Directors and the Grand Lodge Trustees comprise the same individuals, their roles remain distinct. To emphasise this distinction, there will be separate meetings and agendas for each entity, clarifying the capacity in which members are operating during a given meeting.

To further distinguish the roles, the Board of Directors and the Trustees will each elect their own chair, with one person not being able to chair both entities. The Deputy Grand Master won't chair either group.

The Grand Master won't sit on either the Board or as a Trustee but will oversee both, acting as an impartial observer for the Brethren. He'll ensure both bodies fulfil their duties without conflict. The proposed changes to the Disciplinary Provisions of the Book of Constitution will empower the Grand Master to, when necessary, review the decisions of the Board of Directors/Grand Lodge Trustees. One key change is the introduction of inquisitorial provisions, allowing swift resolution of issues before they escalate to formal Masonic disputes.

With the core values of mutual trust and Freemasons New Zealand's best interests at heart, the new governance ensures a clear separation of duties, even when the Board of directors and Grand Lodge Trustees share members.



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How will the All of Governance Review report's proposition for Grand Lodge Trustees to also be Directors of Freemasons New Zealand affect Lodge Trustees?

The All of Governance Review Report's central recommendations pertain to the overarching governance structure of Freemasons New Zealand at the national level. The proposed alterations to both the Board of General Purposes and the Grand Lodge Trustees are designed with this in mind, but they're not intended to directly affect the Lodge Trustees. However, it's pertinent to mention the evolving landscape of trustee responsibilities across various levels. Recent legislative updates have amplified the roles and responsibilities of trustees, be it at the Grand Lodge, Lodge level, or when associated with distinct Masonic trusts and charitable organisations. This has led to an imperative update to the Lodge Bylaws template, a move that underscores these fresh obligations. It's now critical for individual Lodges to ensure their Bylaws are synchronous with this updated template. To support and clarify these changes, a Special Communication is on the horizon, dedicated specifically to dissecting the roles of Trustees. Subsequent to this event, the Board has charted plans to roll out annual training sessions, ensuring all Masonic-affiliated Trustees are equipped with the latest knowledge and guidance, making sure they are continuously aligned with their evolving roles.

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Why are we transitioning from a Board of General Purposes to a Board of Directors when we're not a typical business?

At its heart, the essence of any board is governance, and Freemasonry is no exception. Though the title might evolve, the core mission—to judiciously steer the direction of Freemasons New Zealand—remains unchanged. The shift towards the "Board of Directors" moniker is a conscious choice, aligning more directly with its main governance responsibility. In contrast, the title "Board of General Purposes" might be perceived as ambiguously wide-ranging, encompassing roles that stretch beyond its central governance duties. This isn't a mere nominal shift; it encapsulates the structured, business-like mindset essential for the long-term prosperity and relevance of Freemasonry. Every organisation, regardless of its nature—whether a club, community body, or council—requires a semblance of business acumen to flourish and effectively serve its constituents. Past observations reveal organisations with the best intentions faltering, primarily due to an absence of structured governance. While the essence of Freemasonry remains unique, its operational strategies must be astute. Our ambition isn't a blind adoption of corporate techniques but the integration of apt business practices that fit our ethos. This philosophy also permeates into the selection criteria for the Directors and Trustees of Freemasons New Zealand, prioritising skills and contributions over traditional Grand Lodge ranks.



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How will the new Trustees and Directors be appointed?

How will the new Trustees and Directors be appointed? Trustees are appointed by the Grand Lodge of New Zealand meeting in Communication following interview and evaluation processes leading to a recommendation from the Board.

As the proposed new structure (Grand Lodge Trustees also being the Directors) will take effect from the closure of the Special Communication on 18 November 2023, there will need to be a process for the appointment of the new Trustees at the Annual/Special Communication scheduled for November 2024.

For the period from November 2023 until November 2024, the current Grand Lodge Trustees will join the current members of the Board of General Purposes (excluding the Grand Master) to act as the Board of Directors.

From November 2024 until the 2025 Grand Communication (scheduled for Christchurch), there will be seven new Trustees (the Deputy Grand Master and six other members appointed at the 2024 Communication) who will have an initial one-year term of office.

Three of those appointed Trustees will have an option of serving for another two periods of three years (2025-28, 2028-31) whilst the other three Trustees will have a right to serve for one period of three years (2025-28), with no right of immediate reappointment.

The intention going forward is that every three years, three Trustees will retire on a rotation basis [with a maximum of six years as a Trustee] – that should ensure that the membership of the Trustees (and the Board of Directors) retains some continuity of membership whilst at the same time, has “new blood” introduced to the membership.



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Will there be any conflict of interest if the same persons fulfil the roles of Directors and Grand Lodge Trustees?

The simple answer is “no”, as confirmed by independent legal advice sought by Freemasons New Zealand. Having said that, it is imperative that the roles and mandates of the Directors and of the Trustees are clearly defined, and this is part of the follow up work required after the Special Communication. The Working Group addressed the “big picture”, dealing with the principles of good governance, but once the new governance structure is set in place, there will be matters which have to be worked through (such as defining the respective roles and mandates of the Directors and of the Trustees) over the next 12 months so that any consequential amendments to the Book of Constitution can be addressed at the November 2024 Annual Communication

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The 1903 Act and the Book of Constitution outline the general regulatory and constitutional matters affecting the Directors and the Trustees; are there any issues if the same persons carry out the two roles?

According to the legal advice obtained, there should not be any adverse consequences arising from the Directors and the Trustees being “the one and the same” persons. Again however, there is an ongoing need to ensure that the role of the Trustees is specifically defined and it is intended that this will occur over the ensuing period when the normal rules for a Trust (appropriately amended to reflect the peculiarities of Freemasons New Zealand) are incorporated within the Book of Constitution. This will afford some clarity and protections for the Trustees.

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Is the proposed governance structure recognised as current standard practice?

Our legal advisors have indicated that Freemasons New Zealand is not a “standard” structure to start with, so it is unlikely that what is done in other contexts would work for Freemasons New Zealand given the history, culture and approach of the past.

An analogous situation would be a family trust which wholly owns a family run company so the Trustees and Directors are the same. Another picture is elders of a church (spiritual guidance) who are also the trustees (looking after property).

Taking all that into account, the legal advisors have stated that the proposed governance structure is viable for Freemasons New Zealand for the next 10 or so years but (as with all governance structures) it will continue to evolve over time.



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