

BOARD CHARTER

Board Charter – Newmarket Business Association

This board charter sets out the authority, responsibilities, membership and operation of the board of The **Newmarket Business Association** Incorporated ('society'). It is to be read in conjunction with the rules of the society.

Mission Statement

To do all things as are, or may be incidental to, or conducive to, the attainment of the objects as set out in the constitution.

1.0 Operation of the board

- 1.1 Ensure the society's actions are consistent with the aims of the mission statement.
- 1.2 Ensure the society's actions are consistent with the Auckland Council BID Policy (2022).
- 1.3 Each of the board members and all of the society's management are fully committed to high standards of corporate governance, which includes embracing the following principles:

1.4 Board member responsibilities

The primary responsibility of the board members is to exercise their business judgement to act in what they believe to be the best interests of the society and its stakeholders and members. In discharging that obligation, board members should be entitled to rely on the honesty and integrity of the society's senior staff and its outside advisors and auditors.

It is the board's responsibility to take appropriate steps to protect and enhance the value of the assets and reputation of the society in the best interests of its stakeholders and members. The board will ensure that at the heart of the organisation there is a culture of honesty, integrity and excellent performance. In furtherance of its responsibilities, the board will:

- Ensure that appropriate systems and processes are in place so that the business of the society is conducted in an honest, ethical, responsible and safe manner;
- Review and approve all policies and protocols of the society;
- Oversee the overall conduct of the business and ensure that it is being properly managed;
- Ensure that effective audit, risk management and compliance systems are in place to protect the society's assets and to minimise the possibility of the society operating beyond legal requirements or beyond acceptable risk parameters;
- Be actively engaged in directing and approving the strategic planning of the Society and monitoring management's implementation of the strategies;
- Set delegated authority levels for the BID programme manager, general manager or chief executive officer ('officer');
- Review and approve the annual plan, financial and operating budget, and monitor financial performance and integrity of reporting;
- Appoint, remove and if necessary, review the performance of the officer and oversee succession plans for the management team;
- Act in such a way that board meetings and discussion promote focused debate within a supportive team atmosphere;

- Ensure effective and timely reporting to stakeholders and members; and
- Safeguard and enhance the image and reputation of the society.

1.5 Board meetings

The board will meet at least 6 times a year and otherwise as necessary to deal with any urgent matters. The rules govern the regulation of meetings and proceedings of the board. Board members should spend the time necessary and meet as frequently as necessary to properly discharge their responsibilities

To enable appropriate review of board materials, board members will be sent materials at least five days in advance of the board meetings in either paper form or electronically. The content, presentation and delivery of papers to board members for each meeting will be in accordance with guidelines agreed by the board.

The chairperson and officer may from time to time invite employees and advisors to attend board meetings whenever deemed appropriate.

Proceedings of all meetings are minuted and signed by the chairperson of the relevant meeting.

Minutes are circulated to board members and approved by the board at the subsequent meeting.

Meeting procedures for sub-committees will be governed by the respective board approved charters.

1.6 Agenda items

The officer and chairperson will establish the agenda for each board meeting. Standing items will include the officer's written report, financial reports, health and safety report and board sub-committee reports. Each board member is free to raise items at any board meeting subjects that are not on the agenda for that meeting.

1.7 Board member orientation and education

The board will ensure that all new board members are appropriately introduced to the officer and the management/staff team and the business of the society.

All board members will be required to attend governance training from time to time as directed by the chair.

In addition it is expected that all board members will continuously educate themselves to ensure that they may appropriately and effectively perform their duties.

1.8 BID manager, general manager or chief executive officer ('officer') evaluation

The board, or delegated sub-committee, will conduct an annual review of the officer's performance to ensure that he or she is providing the best leadership for the society in the long and short-term.

1.9 Management delegations

The board delegates to the officer responsibility for implementing the board agreed strategy and for managing the day-to-day operations of the society. The officer is, in turn, expected to delegate some of those powers to the support staff as required.

When board members seek clarification regarding information provided to board members, or are seeking information about the society generally, this can be sought directly from the officer.

Board members may be invited by the officer to attend management meetings where board members have a particular interest or expertise. Board members may make their interest known to the officer.

1.10 Independent advice

The officer, with the prior approval of the chairperson, may engage professional advisers at the society's expense to advise or assist them in carrying out their responsibilities.

1.11 Conflicts of Interest (required section – BID Policy 2022)

The board, both individually and collectively, are expected to act ethically and in a manner consistent with the values of the society. Each board member will minimise the possibility of any conflict of interest. Where conflicts of interest do arise, directors will excuse themselves from the relevant discussions and will not exercise their right to vote in respect of such matters. All conflict of interest shall be recorded in a register maintained by the secretary.

2.0 Board structure

2.1 Size of the board

The rules prescribe that the board shall comprise not more than 9 and not less than 5 board members. At the first board meeting after the AGM the board key non-member stakeholders may be appointed to the board as set out in the rules of the society.

2.2 Selection of board members

The board is responsible for nominating members to the board and for filling vacancies on the board that may occur between annual general meetings. In considering potential board members, the board seeks to identify candidates with appropriate skills, knowledge and experience to contribute with effective direction of the society, who can exercise an independent and informed judgement on matters which come to the board, who are free of any business or other relationship that may interfere with the exercise of that individual judgement and can give the role the required time and commitment.

The elections of the chairperson, treasurer and/or secretary are prescribed in the society's rules.

2.3 Independence of board members

Board members are required to bring forward to the board all relevant information which may affect their independence on any matter related to the society and its operation.

2.4 Role of the chairperson

The roles of chairperson and officer are separate. The chairperson's role is to:

- Manage the board effectively and provide effective leadership in formulating strategic direction;
- Foster a constructive governance culture and apply appropriate governance principles among board members and with management;
- Make sure the board is well informed and effective and that the members, individually and as a group, have the opportunity to air differences, explore ideas and generate the collective views and wisdom necessary for the proper operation of the board and the society;
- Ensure there are processes and procedures in place to evaluate the performance of the board, its sub-committees and individual board members;
- Ensure effective communication with stakeholders and members;
- Act as a mentor or counsel for the officer; and
- Act as the link between the board and the officer on a day-to-day basis.
- Undertake, as required, an annual review of all or any board member

2.5 Retirement, rotation and resignation from the board

The requirements and procedures governing the retirement, rotation and resignation of directors are prescribed in the society's rules.

3.0 Committee

3.1 Sub-committees

The board can establish various sub-committees to handle particular analysis and work delegated by the board. These sub-committees are comprised of board members appointed by the board and the chairperson's of such sub-committees are appointed by the board.

3.2 Role of Sub-committees

Each sub-committee shall have a board approved charter defining its purpose, role and responsibilities as well as the sub-committee's membership, operations and reporting requirements. Where appropriate, the sub-committees will make recommendations to the full board.

3.3 Review of sub-committees

The sub-committees shall undertake an annual review of their objectives and activities.

The objectives and activities of the sub-committees shall also be reviewed by the board.

4.0 Other board matters

4.1 Board member performance evaluation

All board members will be required to undertake a performance evaluation. The results of the evaluation will assist in identifying training and educational support for the board.

4.2 Board interaction with media, customers and members of the public

Unless otherwise directed by the officer or the chairperson, communications on behalf of the society with the media must be made only by specifically designated representatives of the society in accordance with the society's media policy. The media policy authorises the chairperson to speak on behalf of the society on governance issues and strategic direction. The officer is authorised to speak on all aspects of the society other than governance. If any other board member receives any inquiry relating to the society, he or she should decline to comment and ask them to call the chairperson or officer.

4.3 Performance evaluation of the board

The board will conduct an annual performance review of the board as a whole to be completed after financial year-end. Individual board member views and the collated views of members of the management team will be sought on board process, efficiency and effectiveness, and discussed by the board as a whole.

4.4 Review of charter

The board will review this charter annually and as required to ensure it remains consistent with the board's objectives and responsibilities.

Signed by Newmarket Business Association Board Members:

Name	Office Held	Company	Signature
Mark Hill-Rennie	Chairperson	ANZ	
Carl Sowter	Treasurer	Marley Loft Ltd	
Kalpana Reddy	Board Member	Chow:Hill Architects Ltd	
Christina Yu	Managing Director	Chinese Herald	
Matt Harray	Board Member	Smith & Caughey's	
Chris Dodd	Board Member	Masfen Group	
Holly Bennett	Board Member	Awahi	

DATE: **23/02/2023**

