

September 2024

Our Vision: To be a **prosperous**, **vibrant** and safe town centre that celebrates its **heritage** and **location** whilst providing the needs of the **local community**.

Birkenhead Town Centre Association Inc 2025

(Trading as Birkenhead Village Association)

Board Charter

This Board Charter sets out the authority, responsibilities, membership and operation of the Board of Birkenhead Town Centre Association (Birkenhead Village Brand). It is to be read in conjunction with the Constitution of the Society.

Mission Statement

To be a prosperous, vibrant and safe town centre that celebrates its heritage and location whilst providing the needs of the local community.

1. 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 2016

1.2 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:

- (include principles identified in the BID strategic plan).

1.3 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 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.

1.4 Board and Committee Meetings

Although Board meetings are scheduled monthly, for 11 months of the year, in alignment with the Constitution the Board will meet at least 6 times a year and otherwise as necessary to deal with any urgent matters. The Constitution governs the regulation of meetings and proceedings of the Board.

Any four voting members of the Executive committee constitute a quorum for the transaction of the business of the Executive Committee.

Board members are required to attend a minimum of 6 meetings per year.

1.5 Agenda Items

The Officer and Chairman will establish the agenda for each Board meeting. Standing items will include the Officer's written report, financial reports, and Board sub-committee reports. Agenda items can be sent to the Secretary or Chief Executive officer 1 week prior to the meeting to be included on the agenda.

1.6 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.

1.7 BID Manager, General Manager or Chief Executive Officer ('Officer') Evaluation

The Board 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.

1.8 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.

1.9 Independent Advice

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

1.10 Conflicts of Interest- 2016 BID policy requirement

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 with the Society by restricting involvement in other businesses that would be likely to lead to a 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 the minutes of each Board meeting.

2. Board Member Code of Conduct

During the continuance of the term of DOB Committee membership, Board Members commit themselves to;

- Disclose any self-interest to The Executive in any transactions, projects, or activities of the Committee prior to the matter being transacted or commenced. These shall be retained in the Committee Members Register of Interests.
- Shall not be absent from the scheduled and notified meetings without registering their apology with the Secretary (or DOB office) before the commencement of the meeting.
- Professional behaviour and attitude is required in all dealings with all employees, members and other committee members.
- Use your best endeavours to promote, develop and extend Birkenhead's interests and reputation and do nothing to its detriment.
- Sexual harassment of any sort will not be tolerated whilst standing as a Board Member of the Association.
- Adhere to the regulations provided under the Privacy Act at all times. Members should respect the confidentiality of information acquired in the course of their election and should not disclose such information to a third party without specific authority or unless there is a legal or professional duty to disclose.
- Members should be straightforward, honest and sincere in their approach to their work.
- Members should conduct themselves in a manner consistent with the good reputation of the Association and refrain from any conduct that might bring discredit to the Association.

3. Board Structure

3.1 Size of the Board

The Rules prescribe that the Board shall comprise

Summary from the Constitution:

A chairperson; and

Not less than FOUR voting members but not more than NINE voting members plus the Chairperson A TOTAL of TEN

One Local Board Executive representative (non-voting position invited quarterly)

4. Committee

4.1 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 chairpersons of such sub-committees are appointed by the Board.

4.2 Review of Sub-Committees

The objectives and activities of the Sub-Committees shall be reviewed annually by the Board.

5. Other Board Matters

5.1 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.

5.2 Board interaction with Media, Customers and Members of the Public

The Officer is authorised to speak on all aspects of the Society other than governance. If any other board member or the Officer receives any inquiry relating to the governance or issues of the Society, he or she should decline to comment and ask them to call the Chairman or Officer.

5.3 Performance Evaluation of the Board

The Board will hold an annual review meeting after financial year-end to review the Boards individual board member views and the collated views of members of the management team.

5.4 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 as read and accepted by

Signature of Board members:

Chair

[Signature]

Treasurer

[Signature]

Secretary

[Signature]

[Signature]

[Signature]

[Signature]

[Signature]

[Signature]

[Signature]

Date:

9/10/24