



# **PANMURE**

## **BUSINESS ASSOCIATION**

# **Executive Committee Charter**

## **2022/23**

This Executive Committee Charter sets out the authority, responsibilities, membership, and operation of the committee of The **Panmure Business Association Incorporated** ('Society'). It is to be read in conjunction with the rules of the Society.

## **Mission Statement**

To support and enable Panmure businesses to grow, innovate and collaborate through experience-based projects and prioritised activities that have a strong contribution to the cultural and economic wealth of the area.

### **1. Operation of the committee**

- 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 committee members and all of the Society's management are fully committed to high standards of corporate governance, which includes embracing the following principles:
  - Disclosing any conflicts of interest to the Executive Committee 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.
  - Not absenting themselves from, or not being prompt for, the scheduled and notified meetings without registering their apology with the PBA office before the commencement of the meeting.
  - Professional behaviour and attitude in all dealings with all employees, members, and other committee members.
  - Using best endeavours to promote, develop and extend Panmure's interests and reputation and doing nothing to its detriment.
  - Avoiding sexual harassment of any sort whilst standing as a committee member of the Association.
  - Adhering to the regulations provided under the Privacy Act at all times. Members should respect the confidentiality of information acquired and should not disclose such information to a third party without specific authority, or unless there is a legal or professional duty to disclose.
  - Being straightforward, honest, and sincere in their approach to their work.
  - Conducting themselves in a manner consistent with the good reputation of the Association and refrain from any conduct that might bring discredit to the Association.
  - Only the Chairperson and the Town Manager have the authority to instruct the PBA Staff.

## **1.4 Executive committee member responsibilities**

The primary responsibility of the committee members is to exercise their business judgement to act in what they believe to be the best interests of the Society, its stakeholders, and members. In discharging that obligation, committee 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 committee'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 committee will ensure that at the heart of the organisation there is a culture of honesty, integrity, and excellent performance. Further responsibilities include:

- Ensuring 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 Town Manager;
- 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 Town Manager and oversee succession plans for the management team;
- Act in such a way that committee meetings and discussion promote focused debate within a supportive team atmosphere;
- Ensure effective and timely reporting to stakeholders and members;
- Safeguard and enhance the image and reputation of the Society.

## **1.5 Executive committee meetings**

The committee will meet at least **6** times a year and/or otherwise as necessary to deal with any urgent matters. The rules govern the regulation of meetings and proceedings of the committee. Members should spend the time necessary and meet as frequently as required to properly discharge their responsibilities.

To enable appropriate review of committee materials, members will be sent materials electronically in advance of the committee meetings. The content, presentation, and delivery of papers to committee members for each meeting will be in accordance with guidelines agreed by the committee.

The Chairperson and Town Manager may from time to time invite employees, members, and advisors to attend committee meetings whenever deemed appropriate.

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

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

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

### **1.6 Agenda items**

The Town Manager and Chairperson will establish the agenda for each committee meeting. Standing items will include the Town Manager's written report, financial reports, Key Stakeholder reports and committee sub-committee reports. Each committee member is free to raise items at any meeting regarding subjects that are not on the agenda for that meeting.

### **1.7 Executive Committee member orientation and education**

The committee will ensure that all new members are appropriately introduced to the Town Manager and the management/staff team and the business of the Society.

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

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

### **1.8 Town Manager evaluation**

The committee will conduct an annual review of the Town Manager's performance to ensure that they are providing the best leadership for the Society in the long, and short-term.

### **1.9 Management delegations**

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

When committee members seek clarification regarding information provided to committee members, or are seeking information about the Society generally, this can be sought directly from the Town Manager.

## **1.10 Independent advice**

The Town Manager, 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**

The committee, both individually and collectively, are expected to act ethically and in a manner consistent with the values of the Society. Each 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, members 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.

## **1.12 Complaint Procedures**

In the event where there exists any dissatisfaction in a committee member(s) or employee(s) performance of their duties, the committee member will adhere to the following procedures.

- Present the matter, in writing, to the Chairperson or Deputy Chairperson
- The Chairperson/Deputy Chairperson will refer the matter to The Executive (Chairperson, Deputy Chairperson, Secretary and Treasurer) for investigation and, where necessary, take remedial action. The outcome of this process will be reported back to the complainant.
- If the complainant is unhappy with the outcome of the investigation, that committee member may appeal to the Panmure Business Association Executive Committee.
- In dealing with any matters raised against employees, the Executive will conduct themselves in accordance with the terms of appropriate Employment Law, and existing employment contracts.

## **2.0 Executive Committee structure**

### **2.1 Size of the committee**

The rules prescribe that the committee shall comprise not more than 1, and not less than 5, voting committee members.

### **2.2 Selection of Executive Committee members**

The committee is responsible for nominating members and for filling vacancies that may occur between annual general meetings (AGM). In considering potential committee members, the committee 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 committee, 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 appointment of the Chairperson, Deputy Chairperson, Treasurer and/or Secretary shall take place at the first meeting of the Executive Committee after the AGM, as prescribed in the Society's rules.

### **2.3 Independence of Executive Committee members**

Committee members are required to bring forward to the committee 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 Town Manager are separate. The chairperson's role is to:

- Chair committee meetings;
- Clearly understand the PBA Constitution and strategy;
- Plan meetings and develop the agenda in conjunction with the secretary/manager;
- Provide leadership and ensure the effective operation of the governing body;
- Ensure decisions made at meetings are implemented;
- Work closely with the organisation's Town Manager including at least one monthly business meeting;
- Undertake the supervision and appraisal of the Town Manager;
- Provide a focus for the governing body of the organisation (please note, that the Chair has no more authority than any other committee member);
- Act as a spokesperson for the organisation and/or the governing body;
- Sign and certify documentation required for the organisation;
- Attend Council, Local Committee or CCO meetings with the Town Manager as required.

### **2.5 Retirement, rotation, and resignation from the committee**

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

### **3.2 Role of Sub-committees**

Each sub-committee shall have a committee-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 Executive Committee. Sub-committees are not to act or make decisions on behalf of the committee unless specifically mandated by prior committee authority to do so.

### 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 Executive Committee.

### 4.0 Other committee matters

#### 4.1 Committee member performance evaluation

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

#### 4.2 Executive Committee interaction with media, customers, and members of the public

Unless otherwise directed by the Town Manager 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 Town Manager is authorised to speak on all aspects of the Society other than governance.

If any other committee member receives any inquiry relating to the Society, they should decline to comment and ask them to call the chairperson or Town Manager.


#### 4.3 Performance evaluation of the Executive Committee

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

#### 4.4 Review of Charter

The committee will review this charter annually and as required to ensure it remains consistent with the objectives and responsibilities of Executive Committee.

By signing this form, you agree to work under this charter.


20/06/23