

Executive Committee Member



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Welcome to the Pukekohe Business Association Committee



Thank you for taking the first step to actively support Pukekohe businesses by joining the executive committee to support the strategic direction of the association and the economic development of our business community.

The committee meets once a month, currently on a Tuesday evening. Meetings generally take one hour and cover governance, reporting, decision making and planned activities. The President holds a short meeting which is committee only focussing on governance issues, after which the formal committee meeting begins at 5.30pm.

You will shortly be sent a link to our Committee DropBox via email where you can find more information. We look forward to working with you over the next 12 months.

Yours sincerely,

Shawna Coleman – Manager
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09 910 0137



SECTION 01

DropBox Information

The link for the DropBox folder will be sent to you shortly after you become a member of the Committee so please ensure your preferred email is indicated to the Manager who administers the DropBox.

You will find:

- The Pukekohe Business Association Constitution which are the rules that govern our organisation
- Our Current Strategic Plan
- Our Current Annual Plan and Budget
- Risk and Conflict Register
- Financial Delegations
- Auckland Council Business Improvement District (BID) Policy – Part one and two
- Confidentiality and Committee Obligations Agreements (to be signed at the first committee meeting)
- General meeting documents including monthly financial report
- Links to the Auckland Council Business Improvement District



SECTION 02

Executive Committee Information

The Pukekohe Business Association Constitution provides for:

- An uneven number of members.
- No less than five voting members.
- No more than eleven voting members and two non-voting members.

The voting members of the executive committee are:

- At least five Members of the Association;
- And other persons appointed by the Executive Board/Committee to be voting members of the Executive Board/Committee.

Consideration could be given to:

- Local Board representative
- Professional services not available within the membership
- Key stakeholders or entities valued as partners and who are located in the area
- Organisation representative – stakeholders who have a vested interest in the Business association

The decision to appoint these other persons should be considered prior to the AGM but decided and agreed at the first Executive Board/Committee meeting post the AGM, including if the ability to vote is included in the appointment.



How are the President, Treasurer and Secretary elected?

The decision on who will be the President, Treasurer and Secretary is made either by a general member vote at the AGM or by the Executive Committee at its first meeting following the AGM. This is to be decided at the Annual General Meeting. The Pukekohe Business Association currently elects these roles at the first executive committee meeting after the Annual General Meeting.

What to do if you have more than one nomination for President?

The election of the President shall be conducted by standard voting method (poll or show of hands) as is appropriate given the number of candidates and whether the election is being held at an AGM or meeting of the executive committee.

Five key functions of a Governing Board

1 FUTURE FOCUS

Working with Management on strategy development and execution, making sure that you have the right people in place for future success.

2 ISSUES IDENTIFICATION

Understanding the environment, spotting the trends, identifying and monitoring opportunities and risks, and communicating with owners, businesses and stakeholders.

3 COMPLIANCE

Ensuring you adhere to the laws, rules, regulations and best practices, and keep the organisation solvent and able to meet its obligations.

4 KPI (KEY PERFORMANCE INDICATOR) MONITORING

Analysing trends and forecasts against budgets as well as current performance, while avoiding repetitive discussions or questions.

5 SUCCESSION, SKILLS AND GOVERNANCE STRUCTURES

Making sure at all times that you have the right people in the right roles at the board table and committees, and in management.

Responsibilities of Officers

PUKEKOHE EXECUTIVE COMMITTEE

The constitution specifies the rules of the Association, and the governing body. The Pukekohe Business Association committee is a small group of business people who are volunteers on the executive committee. This is particularly helpful in sharing the decision making of the business association's strategic direction.

At times, committee members are given a specific responsibility, such as becoming the chair, treasurer, and/or secretary. From time to time there may be a subcommittee which also requires some leadership and committee member support.

Below are brief role descriptions for positions on the governing body. Please note that although the official representative may delegate some of their tasks to others, they remain responsible for ensuring that these tasks are completed.

President

TIME COMMITMENT 1 - 3 HOURS PER WEEK

The role of the president at its most basic is to preside over meetings of the organisation, but the role is normally much more varied and takes in a wide range of responsibilities.

Responsibilities

- Chair meetings
- 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 most senior member of staff
- Undertake the supervision and appraisal of the most senior members of staff
- Provide a focus for the governing body of the organisation (please note, however, that the chairperson 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 as required for the organisation
- Attend Council or Local Board meetings with the Manager as required

An effective chairperson

- Does not dominate meetings
- Listens
- Encourages and facilitates each member of the board to participate
- Is able to direct the meeting in such a way that all views are heard without the meeting becoming bogged down on one item
- Is impartial in letting all views be heard
- Understands the difference between governance, management and operational projects, and keeps the committee aligned to the governing perspective of the organisation, avoiding repetitive discussions or questions

Responsibilities of Officers Cont.

Vice President

TIME COMMITMENT 3 HOURS PER MONTH

The main role of the vice president is to preside over meetings when the president is absent.

Responsibilities

- Stand in for the president if he/she is away
- Assist the president with matters between meetings
- Attend weekly meeting with president and manager in addition to monthly meeting when required
- Deal with specific tasks or issues as defined by the governing body (for example, chairing meetings or dealing with personnel matters).

The vice president needs all of the skills that make for an effective president as described above. It is important to pay as much attention to the choice of the vice president as to that of the president. Remember that on occasion, due to illness, family circumstances, or the like, the vice president may be asked to fill the role of president on more than a temporary basis.

Treasurer

TIME COMMITMENT 3 HOURS PER MONTH

The main role of the treasurer is to maintain a financial overview of the organisation. The treasurer is good at figures, understands accounts, and can explain accounts in layperson's terms.

Responsibilities

- Oversee; the processing of accounts, approved budgets, accounts and financial statements, monthly payments from the business association's bank accounts
- Ensure that the financial resources of the organisation meet its needs
- Understand the financial reports and provide guidance and oversight to reports

- Ensure that appropriate accounting procedures and controls are in place
- Liaise with relevant people about financial matters
- Advise on the financial implications of any new projects
- Arrange / prepare the annual accounts before being passed to the independent auditor
- Present the annual accounts at the AGM

General Committee Member

TIME COMMITMENT 1 – 3 HOURS PER MONTH

The main role of the committee members is to be committed to support the committee and the activities of the organisation.

Responsibilities

- Attend monthly committee meetings
- Attend occasional extraordinary meetings or training
- Assist in the development of documents such as; the annual business plan and budget
- Attend social gatherings
- Read reports and minutes prior to meetings, gathering information, and active involvement in particular projects

- Encourage attendance and participate in events
- Act as an ambassador for the association
- Maintain communication between businesses 'on the street' and the organisation

Responsibilities of Officers Cont.

Secretary / Manager of the Association

TIME COMMITMENT 3 HOURS PER MONTH

The role of the secretary at its most basic is to keep accurate minutes of meetings, although the responsibilities are frequently wider and more substantial.

Responsibilities

- Help the president to plan meetings
- Organise the logistics of meetings
- Take and distribute minutes
- Deal with committee correspondence
- Look after the preparation of finances
- Prepare and present understandable financial reports to the treasurer and committee

This role requires a person that is efficient, pays attention to detail and has good administrative skills. Keeping accurate minutes is a learned skill; minute takers do not need to record every word said, yet they need to record more than just the decisions made. In this instance the secretary is usually the Manager of the Association.

The secretary must complete the following

- Keeping the company's registers (that is, lists of all members and committee) up to date and at the registered office
- Notifying the Incorporated Societies office of any change in director, company secretary or home address within 14 days of the Annual General Meeting
- Ensuring that all legal agreements and contracts are properly discussed, agreed and kept in a safe place
- Ensuring that the annual AGM is held within 4 months of the end of financial year
- Calling general meetings (AGMs and special general meetings, SGMs) at the request of the committee and/or members, according to the rules of the association
- Ensuring an independent auditor is appointed at the AGM
- Ensuring that the accounts are properly prepared and audited (in conjunction with the treasurer)
- Keeping the minutes of all meetings; general meeting minutes should be open for inspection by members
- Sending in the annual return to the Incorporated Societies by the annual return date.
- Notifying the Incorporated Societies within 15 days of passing special resolutions (for example, changes to the memorandum, rules, and articles of association or a change to the organisation's name)
- Keeping copies of all annual returns and accounts
- Complying with any other duties as imposed by the Auckland Council BID Policy (part one and two), the Pukekohe Business Association Rules, and the Incorporated Societies rules.

The secretary plays a very important role within the organisation, not least because s/he carries legal responsibilities to provide information management as per the constitution and rules of the association. Ensuring that the necessary returns are made (in full) needs a highly organised person who ensures that deadlines are met.

SECTION 04

Governance vs Management of the Organisation

In a well-run and successful organisation, the governing body will have found a balance between too much involvement and too little and its decision will be accepted by all members so there is unity and credibility.

Governance

Taking the responsibility for the overall direction and supervision of the business and affairs of an organisation. For example:

- Goals, plans and budgets are approved and reviewed.
- Performance against objectives are monitored.
- All matters of importance are brought to the attention of the committee through a system of prompt and comprehensive reporting.

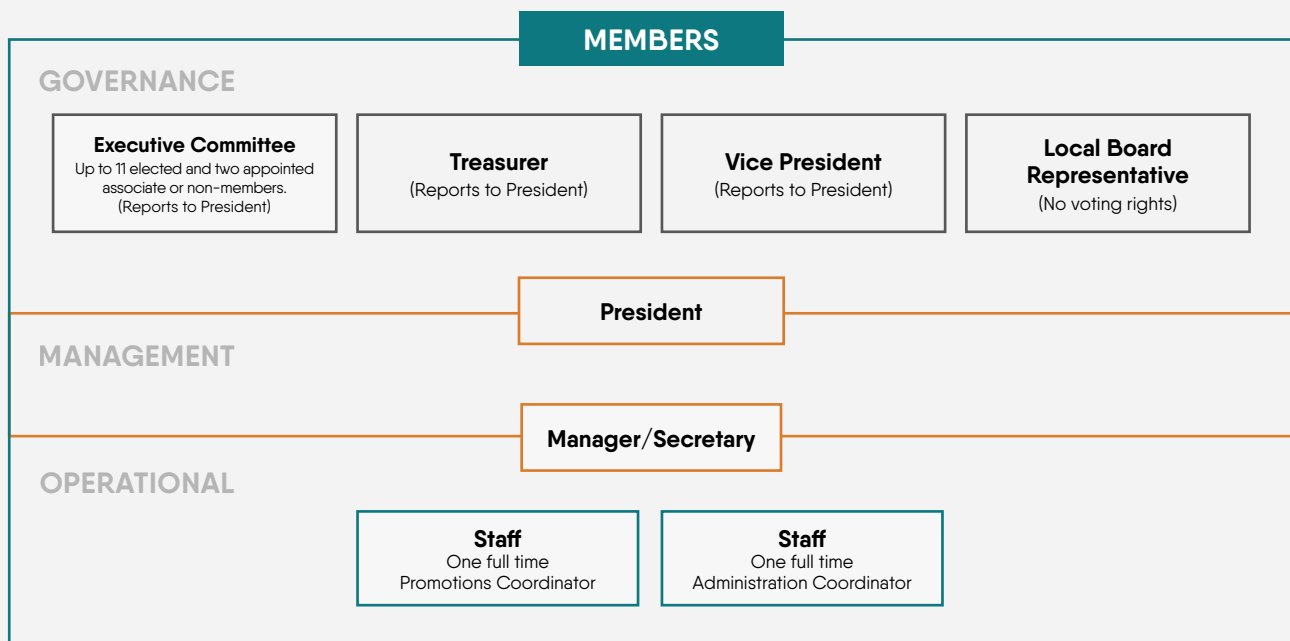
Management

Putting in place the policies set down by the committee and the coordination of the day-to-day activities, which will achieve the organisations goals. For example:

- Decide how best to achieve the goals.
- Engage the appropriate staff to undertake the necessary tasks.
- Develop practices and procedures to ensure the organisation runs smoothly.
- Report regularly to the governing body.

SECTION 05

Structure of the Organisation



SECTION 06

Current Media Policy

Purpose/Rationale

The purpose of media communications is to promote the Pukekohe Business Association's (PBA) mandate and mission with key stakeholders in the media. PBA media audiences are local, regional, in the community, and within the PBA. The role of media communications is to ensure that media communications and related activities enhance the PBA image and reputation and are supported with an effective, professional, comprehensive and relevant media communications program.

Scope

The policy applies to all employees and committee members and all print and internet-based media.

Definitions

Media: the main means of mass communication (especially tv, radio, newspapers, and the Internet) regarded collectively.

Policy

1. Media communications activities and key messages shall be projected in a professional, positive, coherent and consistent manner and be aligned with the PBA's strategic plan and marketing strategy.
2. The Chairperson and Manager shall be the primary official spokesperson for the PBA. The Chairperson and Manager may appoint a substitute spokesperson in the event of his/her absence. For specific requests, subject matter experts may be called upon to interact with the media on an as required basis.



Pukekohe Business Association Board Charter 2022/2023

This Board Charter sets out the authority, responsibilities, membership and operation of the Board of The Pukekohe Business Association (PBA) Incorporated ('Society'). It is to be read in conjunction with the Rules of the Society (ROS).

1 OPERATION OF THE BOARD

- 1.1 Ensure the PBA's actions are consistent with the aims of the Mission Statement
- 1.2 Ensure the PBA's actions are consistent with the Auckland Council BID Policy 2022
- 1.3 Each of the board members and all of the PBA's management are fully committed to high standards of corporate governance, which includes embracing the following outcomes:
 - **Strong Business Environment** – strong commercial and retail business environment that links together Pukekohe's key business areas
 - **Advocacy** – a facilitator for the Pukekohe business community and beyond, communicating a united voice on important strategic issues
 - **Build Organisational Relevance** – the local business and wider community view the PBA as a natural partner to their activities, recognising and appreciating the value and expertise the PBA provides
- 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, its stakeholders and members. In discharging that obligation, board members should be entitled to rely on the honesty and integrity of the PBA's senior staff, 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 PBA there is a culture of honesty, integrity and performance excellence. In furtherance of its responsibilities, the Board will:
 - Ensure that appropriate systems and processes are in place
 - Review and approve all policies and protocols of the PBA
 - Oversee the overall conduct of the PBA 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 including health and safety
 - 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 PBA Manager
 - Review and approve the annual plan, financial and operating budget, and monitor financial performance and integrity of reporting
 - Appoint, review the performance, and if necessary remove the PBA Manager 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.

Mission Statement

- 1 To assist and guide the development and advancement of the commercial interests of business people and businesses in Pukekohe through a co-ordinated, structured and measurable communications, marketing and economic development programme.
- 2 To foster and promote generally the welfare of the business community of Pukekohe and, in particular, to provide a forum for networking and collaboration of members, and sharing of information.
- 3 To improve the environment of Pukekohe so as to attract and retain business in order to drive employment and economic growth
- 4 To capitalise on the unique assets and profile of Pukekohe and to use that as a means of establishing an identity and positioning for the area.
- 5 To make arrangements with and/or advocate to the Government, local authorities and/or persons, corporations or associations for the improvement of amenity, streetscapes, utilities, transport, services or other infrastructure, and for lighting, surfacing, security and cleaning to the benefit of Pukekohe.
- 6 To administer the Business Improvement District Partnership Funding.
- 7 To do all things as are, or may be incidental to, or conducive to, the attainment of these objects.

- 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 ROS 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, members will be sent materials at least 2 working days ahead of the Board meetings. 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/or PBA Manager may 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 to be circulated to board members and approved at the subsequent meeting.

1.6 Agenda Items: The PBA Manager and Chairperson will establish the agenda for each Board meeting. Standing items will include the Manager's Report, Financial Reports, Health and Safety and Board sub-committee reports. Each Board Member is free to raise items that are not on the agenda for that meeting, provided advance notice has been received by the Chairperson or PBA Manager and documentation has been distributed prior to the meeting.

1.7 Board Member Orientation and Education:

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

All board members will be required to attend governance training as directed by the Chairperson. 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 PBA Manager: The Board will conduct an annual review of the PBA Manager's performance to ensure that he/she is providing the best leadership for the PBA.

1.9 Management Delegations: The Board delegates to the PBA Manager (as per delegations authority document) responsibility for implementing the Board agreed strategy and for managing the day-to-day operations of the PBA. The PBA Manager is, in turn, expected to delegate some of these 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 PBA Manager.

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

1.10 Independent Advice: The PBA Manager, with the prior approval of the Chairperson, may engage professional advisers at the PBAs expense to advise or assist them in carrying out their responsibilities.

1.11 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 PBA. Each board member will minimise the possibility of any conflict of interest with the PBA by restricting involvement in other businesses that would be likely to lead to a conflict of interest. Where conflicts of interest do arise, Board members will excuse themselves from the relevant discussions and will not exercise their right to vote in respect of such matters. All such 'conflicts of interest' shall be recorded in a register maintained by the PBA Manager.

2 BOARD STRUCTURE

2.1 Size of the Board: In accordance with the ROS the PBA Board shall comprise not more than 11, and not less than 5 voting board members. At the first board meeting following the AGM key non-member stakeholders may be appointed to the Board as set out in the ROS.

2.2 Selection of Board Members: The Board is responsible for nominating members to fill vacancies on the Board that may occur between AGMs. In considering potential new board members, the Board will seek to identify candidates with the appropriate skills, knowledge and experience who are able to:

- contribute to the effective direction of the PBA,
- 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 position the required time and commitment. The election of the Chairperson, Deputy Chairperson, Treasurer, and or Secretary (as applicable) are prescribed in the ROS.

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 PBA and its operation.

2.4 Role of the Chairperson: The role of the Chairperson is to:

- Manage the Board effectively and provide 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 PBA;
- 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 PBA Manager; and
- Act as the link between the Board and the PBA Manager on a day-to-day basis.

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 ROS.

2.6 Performance Evaluation of the Board: An annual review of Board performance is to be completed after financial year-end. The views of individual board member and members of the PBA Management Team will be sought and collated, on Board process, efficiency and effectiveness, and discussed by the Board as a whole.

3 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 members appointed by the Board. The Chairperson(s) of each sub-committee(s) will be 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, sub-committees will make recommendations to the PBA Board for consideration. Sub-committees will not take action or make decisions on behalf of the PBA Board unless specifically mandated to do so.

3.3 Review of Sub-Committees: The objectives and activities of the sub-committee are to be reviewed annually by both the subcommittee and the PBA Board.

3.4 Sub-Committee Meetings: Meeting procedures for sub-committees will be governed by the constitution.

4 OTHER BOARD MATTERS

4.1 Performance Evaluation: All Board Members will be required to undertake a performance evaluation. The results of this evaluation will assist in identifying training and educational support for the member.

4.2 Board interaction with Media, Customers and Members of the Public: In accordance with the PBAs Media Policy, only the Chairperson and PBA Manager are authorised to speak with the media.

4.3 Review of Charter: The Board will review this Charter annually and as required to ensure that it remains consistent with the Board's objectives and responsibilities. The Board Charter outlined above is to be signed by all members of the Pukekohe Business Association annually – a signing sheet will be made available at the first meeting of the executive committee.

SECTION 08

The importance of good working relationships between BIDs and Local Boards

How Local Boards impact BIDS

- The local board approves establishment and expansion of all BIDs.
- Local boards are delegated the authority to recommend to the governing body to strike the targeted rate for BIDs in its area as part of the Annual Plan process.
- Local boards maintain regular contact with the BIDs to keep their local economic development and other interests aligned.
- The board may appoint a local board representative to the executive committee of each BID/business association to serve as a conduit of information to and from council.

Local Board Plans

- Local board plans are strategic, three-year plans that are developed in consultation with the community.
- The 2020–2023 Local Board Plans were adopted in November 2020.
- More information can be found on your local board's web page about these plans.
- Ideally make sure the Association's BID Strategic Plan reflects / aligns with the Local Board Plan.
- By aligning the two plans, you increase your chances of successfully achieving projects whether through funding, consenting or just general support. E.g.: in funding, you are asked how your project aligns with Local Board outcomes. If information isn't provided, officers may not recommend funding even if Local Board members are supportive

Value of Local Boards

- Local Boards are an important source of information that can impact your business area.
- Make sure the manager reads the LB agenda each month or ask to be added to the mail out list
- Make sure you follow your LB Facebook page
- Be aware of LB funding rounds and any particular restrictions (eg: maximum applications per year)
- Most Local Boards establish non-contestable grants that are allocated to some groups each year without the need for on-going applications.
- See if your BID can be included for collaboration with key events
- Get to know LB staff – Relationship Manager, Democracy Advisor, and Strategic Broker.
- Get to know your elected members – including Chair.

Local Board BID rep

- Include a regular LB agenda item at your Committee meeting each month
- Chair and Manager include the LB rep in all communication to the Committee
- Request the LB rep working for you to let you know of any developments that affect you
- Manager has regular contact outside of Committee meetings
- Invite all Local Board members to networking events etc
- As a Committee Member, understand the role of the Local Board and the LB rep
- Understand your Local Boards position on local or regional issues that you are asked for feedback on
- Ensure you provide regular updates to full Local Board meetings (suggest minimum twice a year)

Future trends

- Increasingly Local Boards may look to use BIDs to partner with them in delivering projects.

