

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 PBAs actions are consistent with the aims of the Mission Statement
- 1.2 Ensure the PBAs actions are consistent with the Auckland Council BID Policy 2022
- 1.3 Each of the board members and all of the PBAs 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 PBAs 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.