



MT EDEN VILLAGE - BOARD CHARTER

admin@mounteden.co.nz

<https://www.facebook.com/MtEdenVillage>

www.mounteden.co.nz

<https://twitter.com/MtEdenVillage>

Date: 13 November 2020

The committee will review this charter annually.

This board/committee charter sets out the authority, responsibilities, membership, and operation of the committee of The Mt Eden Village Incorporated ('society'). It is to be read in conjunction with the rules of the society which can be viewed at www.mounteden.co.nz

1. Mission Statement

- To assist and guide the development and advancement of the commercial interests of business people and businesses in the Mt Eden Village commercial district through a co-ordinated, structured and measurable communications, marketing and economic development programme.
- To foster and promote generally the welfare of the business community of Mt Eden Village and, in particular, to provide a forum for networking and collaboration of members and sharing of information.
- To improve the environment of the Mt Eden Village so as to attract and retain business in order to drive employment and economic growth.
- To capitalise on the unique assets and profile of the Mt Eden Village and to use that as a means of establishing an identity and positioning for the area.
- To make arrangements with and/or advocate to the Government, local authorities and/or other persons for the improvement of amenity, streetscapes, utilities, transport, services or other infrastructure, and for lighting, surfacing, security and cleaning to the benefit of the Mt Eden Village.
- In further of the objects set out above, to administer the BID Programme Funding.
- To do things that attain or advance or are incidental or conducive to the attainment or advancement of, the objects set out above.

2. Association Funding and Membership

The Mt Eden Village Business Association operates a Business Improvement District (BID) programme in partnership with Auckland Council. This BID Programme is designed to support business communities to undertake marketing and promotional activities, provide support to business owners, engage and attract customers to the area and lobby and advocate on behalf of the local business and property owners. There are 48 BID programmes in operation across the Auckland Region and Mt Eden Village has been operating as a BID since 2000.

One of the key elements in the BID programme is the BID target rate funding mechanism. This BID target rate is collected from each commercial property ratepayer who owns a property located within the defined Village BID boundary. The BID target rate is collected by Auckland Council as part of the quarterly rate invoicing process and paid in the form of a BID grant to Mt Eden Village Inc. This BID grant is then used to implement the Mt Eden Village strategic plan and annual business plan which can be viewed at www.mounteden.co.nz

Each year the Mt Eden Village Business Association committee sets the income and expenditure for the following year's budget. This document is published as part of the yearly Annual General Meeting (AGM) communication and is sent to all association members.

3. Operation of the Committee

The committee is responsible for the governance of the association which is separate to the day to day management processes which are the responsibility of management. In maintaining good governance of the association, the committee shall:

Ensure the society's actions are consistent with the aims of the mission statement.



Ensure the society's actions are consistent with the Auckland Council BID Policy (2016).

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:

- Strengthen the Mt Eden Village Business Association by raising its profile and position within the Auckland region;
- Maintain Mt Eden Village's attractiveness for users and visitors;
- Ensure that Mt Eden Village is a great place to do business;
- Ensure Mt Eden Village has a best practice culture.

4. 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 and its stakeholders and members (Refer to rule 29 Mt Eden Village Inc rules of the Society). 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. In furtherance of its responsibilities, the committee must at all times:

- act in good faith in the best interests of the Association, in terms of the advancement or attainment of its objects;
- comply with these Rules of the Society, and with the Act and any other applicable law; and
- exercise the care, diligence, and skill that a reasonable and prudent person would exercise in handling the affairs of others, and not permit the operations and affairs of the Association to be carried on recklessly or imprudently.

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;
- 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 Manager, Treasurer and Secretary ('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 any officer 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;
- **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.

5. Executive Committee Meetings

Rule 18 of the Rules of the Society require the executive committee to meet at least 6 times a year and otherwise as necessary to deal with any urgent matters and a quorum for each committee meeting shall be four full members of the executive committee attending and entitled to vote.

Committee members should spend the time necessary and meet as frequently as necessary to properly discharge their responsibilities.



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

Rule 28.5 of the Rules of the Society allows the committee to deal with matters by circulating a written resolution or resolutions to all members of the Executive Committee for approval, the resolution will only be passed if it is signed or assented to in writing by more than 50% of the voting members of the Executive Committee for the time being. The resolution and approval will be included in the following committee meeting minutes.

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

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

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

6. Agenda Items

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

7. Committee member orientation and education

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

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

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

8. Management Delegations

The committee delegates to the officer responsibility for implementing the committee 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 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 officer.

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

9. 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.

10. 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 committee 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, committee 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 in accordance with rule 32 of the Rules of the Society.



11. Committee Structure

11.1 Size of the committee

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

11.2 Selection of committee members

The committee is responsible for nominating members to the committee and for filling vacancies on the committee that may occur between annual general meetings. 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 elections of the chairperson, treasurer and/or secretary are prescribed in the society's rules.

11.3 Independence of 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.

11.4 Role of the chairperson

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

Leadership – To lead and represent the organization. To be responsible for the smooth working of the committee and to ensure that delegation takes place to committee members of the organisation.

Ethics - Ensuring that the committee remains focused on high level matters and adds value to the organisation. To make sure that the standards of the organization are met.

Meeting Procedures - Checking meeting minutes, ensuring correct procedure at meetings and chairing meetings.

Representation – To represent the organization at meetings as agreed by the committee.

Succession – To ensure that the role of the Chair can easily be passed on if required. This requires the devolvement of expertise in different areas of the committee's activities.

Sub-committees – Ability to set up sub committees, when required, to report back to meetings and taking the lead from the Secretary/ Manager.

Communication - Along with the Secretary/Manager this may involve the Chair meeting stakeholders and interested parties, making speeches, media comment, meeting politicians etc. Any of these activities need to be approved by the committee and reported back to the meetings.

No surprises – Good communication between the Chair and Manager to ensure engagements and decisions are documented through the committee meetings.

11.5 Role of the Manager/Secretary (officer)

The Manager/Secretary role is to:

Development - To recommend strategic, annual, and other plans, policies, and objectives for consideration by the committee. Maintain awareness of business, economic, political, and demographic and other trends that may affect the organisation. Keep the committee informed of strategic decisions by council or other local government that may affect stakeholders.

Implementation – Of all plans approved by the committee.

Oversee - The effective operation, administration of the organisation.



Ethics - Ensure compliance by the organisation with its foundation documentation. Protect and enhance the image and reputation of the organisation. Protect and further the organisation’s interest and its relations with members and stakeholders.

Meetings - Attend all committee meetings and provide the Chair with the structure to run the meeting. Provide all relevant and current information to the meetings and to provide agendas, minutes of previous meeting along with a report of activities during the period.

Documentation – Responsible for developing the documentation for the organization. Responsible for all administration documentation including agendas, minutes, reports, inward and outward correspondence, invoices, and annual reporting requirements to stakeholders including Auckland Council. All correspondence or documentation sent to the organisation or on behalf of the organisation (whether by any officer including the Chair or Manager) should be forwarded to the secretary and tabled at the committee meetings.

No surprises – good communication between the Manager and the Chair to ensure engagements and decisions are documented through the committee meetings.

11.6 Role of the Treasurer (officer)

The Treasurer’s role is to:

Financial - Oversee the financial management of the organisation, including all invoices and financial reporting responsibilities of the organisation. Be the key contact for all suppliers. To process payments only approved by the committee and authorized by the two nominated committee members. Submit timely accurate reports, financial statements for consideration by the committee and answer any questions raised at the meetings.

Reporting - Provide all current and updated financial information to each committee meeting. To liaise and assist the association’s accountant and auditor by providing annual accounts and all other information regarding the financial activity of the association.

Note: The role of Manager/Secretary/Treasurer is undertaken by an independent contractor and is defined by a service brief and contract to be reviewed in **April 2021**.

12. Media Policy

The chairperson is the designated authority 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 committee member receives any inquiry relating to the society, he or she should decline to comment and ask them to call the chairperson or officer.

END.

Change History

Date	Change
13-Nov-20	Change contact and chair details 11.6 Change reviewed date from April 2018 to April 2021 4. Add Media Policy to final paragraph
8-Jan-21	Updated