

# Executive Committee Charter 2025

## 0. Document control

0.1 **Owner:** Chair.

0.2 **Approval:** Approved by the Executive Committee on the inaugural meeting following the Annual General Meeting.

0.3 **Version and review:** The Charter will be reviewed annually or earlier if required by law, the Auckland Council BID Policy (2022), or an Executive resolution.

0.4 **Policy hierarchy:** This Charter sits beneath the Rules of the Society and the Auckland Council BID Policy (2022), and above Sub-Committee Charters and Operating Policies.

## 1. Purpose, scope and policy incorporation

1.1 **Purpose:** The purpose of this Charter is to set out the role, responsibilities, authority, how conflicts are managed, and conduct expected of the Executive Committee (Board) in governing the Association for the benefit of members and the community.

1.2 **Scope:** This Charter applies to all Board members, Officers and Sub-Committees acting on behalf of the Association.

1.3 **Alignment:** The Board will act in accordance with the Rules of the Society and the Auckland Council BID Policy (2022).

1.4 **Annual work plan:** The Board will work with the General Manager to develop and adopt an annual work plan.

1.5 **Operating Policies:** This Charter is to be read together with the Association's Operating Policies. Where there is overlap, the relevant Operating Policy prevails. The Chair will ensure that any material policy changes affecting governance are tabled and noted on the Board agenda.

## 2. Composition and roles of the North West Country Incorporated

2.1 **Composition:** The Board will comprise elected members in accordance with the Rules, including the Officers: Chair, Treasurer, Deputy Chair and Secretary, with the support of a General Manager.

2.2 **Appointments and rotation:** Eligibility, terms and rotation are as set out in the Rules. The Governance and Nominations Sub-Committee will operate a skills-based nominations process prior to the AGM.

2.3 **Chair:** The Chair provides leadership to the Board, approves agendas and papers, facilitates high-quality deliberation, confirms action owners and timeframes at the close of each meeting, and leads the annual evaluation of the Board and of the Chair role.

2.4 **Treasurer:** The Treasurer oversees financial reporting and control, including the presentation of monthly financial statements, cash flow and forecast to year end, reserve monitoring, and compliance with Treasury and Procurement Policies.

2.5 **Deputy Chair:** The Deputy Chair supports the Chair, acts when delegated, and may be assigned specific governance projects.

**2.6 Secretary:** The Secretary ensures accurate minutes and records, and that meeting logistics and statutory filings are completed in a timely manner.

**2.7 General Manager:** The General Manager shall be a paid role responsible for the operational implementation of the annual work programmes in accordance with approved budgets and committee resolutions.

### 3. Meetings and decision-making

**3.1 Frequency:** The Board will meet in accordance with the Constitution and aligned to financial reporting and key decision points.

**3.2 Papers:** Board papers will be circulated no later than five working days prior to the meeting, unless the Chair determines an urgent matter requires a shorter period.

**3.3 Decision thresholds:** A simple majority is required for routine matters and flying minutes. A two-thirds majority is required to approve or amend strategy, the annual plan and budget, adopt or amend policy, approve or amend the Delegations of Authority, or appoint or remove the General Manager.

**3.4 Circular resolutions:** Circular resolutions may be used between meetings where timing requires. Any circular resolution will be tabled at the next meeting for noting in the minutes.

**3.5 In-committee:** The Board may move in-committee to consider confidential matters. The minutes will record resolutions and rationale while protecting sensitive information. When moving into committee to discuss the performance and contract terms of the General Manager, an interim Secretary will record the minutes.

**3.6 Standing agenda items:** Unless otherwise agreed by the Chair, each meeting will include the Chair's report, the General Manager's report, financial statements with commentary, health and safety, risk register changes, Sub-Committee reports, the action register, any BID Policy compliance items, and any material media or privacy incidents.

### 4. Accountability, conduct and removal

**4.1 Attendance:** Board members are expected to attend at least 75 percent of scheduled meetings in any rolling twelve-month period, unless leave has been approved by the Chair. Absence from three consecutive meetings without approved leave will trigger a review by the Chair and the Governance and Nominations Sub-Committee, which may recommend removal in accordance with the Rules.

**4.2 Code of Conduct:** Board members will annually affirm the Code of Conduct, including confidentiality, respectful and constructive debate, avoidance of surprises, and collective accountability for Board decisions.

**4.3 Conflicts of interest and gifts:** A standing register of interests will be maintained and tabled at each meeting. Members will declare interests prior to discussion, and will not participate in related decisions. Gift and hospitality thresholds and declarations are governed by the Conflicts and Gifts Policy.

**4.4 Evaluation:** Within sixty days of financial year end, the Board will complete an evaluation of Board effectiveness and of the Chair, and will agree an improvement plan. Progress will be monitored quarterly.

**4.5 Removal for cause:** Persistent non-attendance, repeated breaches of the Code of Conduct, or failure to disclose a material conflict of interest may result in a recommendation for removal in accordance with the Rules.

### 5. Delegations, policies and oversight

**5.1 Delegations of Authority:** Monetary limits and approval pathways for operating expenditure, capital expenditure, contracts, sponsorships and grants are set out in the Financial Policy approved by the Board. Any departure from the Delegations requires prior approval of the Chair and the Treasurer and must be recorded in the minutes.

**5.2 Financial stewardship:** Financial reporting cadence, procurement thresholds, reserve settings and payment controls will be undertaken in accordance with the Financial Policy.

**5.3 Risk management:** The Board will maintain an organisational risk register, review the top risks at least quarterly, confirm control effectiveness, and assign risk owners and due dates.

**5.4 Health and Safety:** The Board will exercise officer due-diligence duties and will receive a health and safety report at each meeting. Detailed processes are set out in the Health and Safety Policy.

**5.5 Privacy and records:** The General Manager is the Privacy Officer. Privacy management, information security and records retention will comply with any privacy and confidentiality policies.

**5.6 Media and communications:** Governance and operational spokespeople, approvals and escalation are governed by the Media and Communications Policy.

**5.7 Independent advice:** With the approval of the Chair, the Board or a Sub-Committee may obtain independent professional advice at the Association's cost to discharge its responsibilities.

## 6. Relationship with the General Manager

**6.1 Planning and performance:** The Board, through any People and Remuneration Sub-Committee, will agree the General Manager's key performance indicators within thirty days of the commencement of each financial year, conduct a mid-year checkpoint, and complete an annual performance review by [insert date].

**6.2 Support and accountability:** The Chair will provide the General Manager with clear expectations and timely feedback. Any performance concerns will be managed in accordance with the People and Remuneration Policy.

## 7. Sub-Committees

**7.1 Establishment and authority:** The Board may establish Sub-Committees to assist it. Sub-Committees operate under this Charter and their specific charters, and may not bind the Association unless authorised by the Delegations of Authority.

**7.2 Composition and quorum:** Each Sub-Committee will comprise three to five members, including at least one Officer. A quorum is a majority of appointed members.

**7.3 Work plans and reporting:** Each Sub-Committee will maintain a rolling twelve-month work plan and will provide a one-page written report to each Board meeting using the standard template.

**7.4 Procedural reference:** Where detailed process is required, the relevant Operating Policy applies.

## 8. Honourariums and expense reimbursements

**8.1 Principle:** Honourariums recognise the time and responsibility associated with Officer roles in a manner that is modest, transparent and aligned to member value.

**8.2 Policy:** Eligibility, indicative amounts, tax treatment, disclosure and reimbursement rules are set out in the Honourariums and Expense Reimbursement Policy.



8.3 **Approval and disclosure:** On recommendation of the People and Remuneration Sub-Committee, the Board will approve honourarium settings annually as part of the budget. Payments will be made in arrears and disclosed in the Annual Report.

## 9. Review and amendment

9.1 **Review cadence:** This Charter will be reviewed at least every two years, or sooner if required by law, the Auckland Council BID Policy (2022) or a Board resolution.

9.2 **Amendments:** Amendments to this Charter require the approval of at least two-thirds of Board members present and voting.

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## Sub-Committee Charters

### Appendix A: Finance and Risk Sub-Committee

**A1 Purpose:** To strengthen the Association's stewardship of finances, risk and compliance on behalf of the Board.

**A2 Scope:** The Sub-Committee will review monthly financial statements, cash flow and forecast to year end; monitor reserves in line with the Reserves Policy; oversee procurement compliance and recommend contract awards above policy thresholds; oversee the organisational risk register, including strategic, financial, health and safety, cyber/privacy and reputational risks; review insurance cover annually; and monitor fraud controls and any incidents.

**A3 Authority:** The Sub-Committee may seek information through the General Manager and, with the Chair's approval, obtain independent professional advice.

**A4 Meetings and reporting:** The Sub-Committee will meet at least bi-monthly and provide a one-page written report to each Board meeting.

**A5 Policies:** Financial, Risk Management, and Privacy Policies apply.



## **Appendix B: People and Remuneration Sub-Committee**

**B1 Purpose:** To oversee the General Manager employment relationship, remuneration settings, and the governance of Board honourariums and reimbursements.

**B2 Scope:** The Sub-Committee will set the General Manager's KPIs within thirty days of financial year start, conduct a mid-year checkpoint and an annual review; provide remuneration benchmarking and contract recommendations; review the Honourariums and Expense Reimbursement Policy annually and monitor compliance; and coordinate Board induction and ongoing governance development with the Governance and Nominations Sub-Committee.

**B3 Authority:** As for A3.

**B4 Meetings and reporting:** As for A4.

**B5 Policies:** People and Remuneration, Honourariums and Expense Reimbursement, Governance Procedures and Privacy Policies apply.



## Appendix C: Governance and Nominations Sub-Committee

**C1 Purpose:** To lift governance quality and maintain a skills-based pipeline for Board succession.

**C2 Scope:** The Sub-Committee will prepare the annual Board work plan; conduct the annual evaluation of Board effectiveness and coordinate the improvement plan; maintain a skills matrix; operate the pre-AGM nominations and candidate due diligence process; coordinate the policy review schedule and version control; maintain the conflicts register and annual re-declaration; oversee the engagement of an annual Governance Intern, and oversee Board induction and ongoing governance development.

**C3 Authority:** As for A3.

**C4 Meetings and reporting:** As for A4.

**C5 Policies:** Governance Procedures, Conflicts of Interest, Records, and Media and Communications Policies apply.



## Appendix D: Marketing, Events and Stakeholder Sub-Committee

**D1 Purpose:** To drive member value, destination marketing and stakeholder engagement consistent with the Board-approved strategy and the Auckland Council BID Policy (2022).

**D2 Scope:** The Sub-Committee will recommend an annual marketing and events plan with KPIs and budget; oversee destination marketing initiatives and the ambassador programme; maintain a stakeholder engagement plan (including Auckland Council, Police, transport, tourism, community groups and sponsors); recommend grant and sponsorship proposals within Delegations and Procurement thresholds; and ensure member insights are collected and reported.

**D3 Authority:** As for A3.

**D4 Meetings and reporting:** As for A4.

**D5 Policies:** Media and Communications, Procurement, Grants and Sponsorship, Privacy and Records Policies apply.



## Appendix E: Sub-Committee report template

E1 **Decisions sought:** Resolutions requested of the Board.

E2 **Performance:** A short summary of KPIs for the period against target.

E3 **Highlights and issues:** Up to three of each, with any required mitigations.

E4 **Financial status:** Year-to-date against budget and forecast to year end with commentary.

E5 **Risk:** Changes to risk ratings, controls and owners.

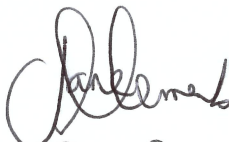

E6 **Milestones:** Upcoming deliverables and dates.

### Appendix F: Board meeting compliance checklist




- F1 Papers circulated at least five working days prior.
- F2 Conflicts register tabled and updated.
- F3 Action register reviewed and completed actions confirmed.
- F4 Financial pack received and discussed.
- F5 Health and safety report received.
- F6 Risk register changes reviewed.
- F7 Sub-Committee one-page reports received.
- F8 Decisions recorded with rationale and voting outcome.
- F9 In-committee session held where required.
- F10 Next agenda items and owners confirmed.

Signed by 2025-2026 Executive Committee.

Signed by:  
 Andrew Howard 3/18/2026  
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 Jane Clements 12/5/26  
 Diego Barrese 12/05/2026

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 Nicky Horsbrough 3/19/2026  
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 James Scott 12/05/26  
 Robbié Harmon 12/05/26  
 Teresa Nobilo-Healy 12-5-26

North West Country Incorporated – 2025 v1.3

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