Code of Conduct Business North West

Owner: Executive Committee
Approval: Executive Committee
Review: At least every two years, or earlier where required
Applies to: Executive Committee members, Officers, Sub-Committee members, employees, contractors, advisers, observers, invited attendees and other persons representing Business North West

1. Purpose

Business North West is committed to governance and organisational conduct that is professional, respectful, constructive, transparent and consistent with the interests of the Association and its members.

The purpose of this Code is to establish clear standards of behaviour for people who:

- participate in Executive Committee or Sub-Committee meetings;
- attend other meetings convened by or on behalf of Business North West;
- participate in workshops, working groups or stakeholder meetings;
- represent Business North West externally; or
- perform services for Business North West where their conduct could reasonably be associated with the organisation.

The Code is intended to support constructive debate and robust decision-making. It does not require people to agree. It requires disagreement to be handled professionally.

2. Relationship with the Constitution and Executive Committee Charter

This Code forms part of the governance framework of Business North West.

It must be read consistently with:

1. the Constitution of North West Country Incorporated;
2. the Executive Committee Charter;

3. applicable resolutions of the Executive Committee; and
4. other applicable Business North West policies.

The Charter itself sits beneath the Society's Rules and the Auckland Council BID Policy.

Where this Code conflicts with the Constitution, the Constitution prevails.

For Executive Committee and Sub-Committee members, this Code supplements rather than replaces their obligations under the Executive Committee Charter.

3. Principles of conduct

Everyone covered by this Code is expected to:

3.1 Act with integrity

Act honestly, ethically and in good faith when dealing with Business North West, its members, stakeholders and each other.

3.2 Act in the interests of the organisation

Committee members must exercise their governance responsibilities in the interests of the Association as a whole rather than advancing personal, business, geographic or other individual interests.

3.3 Treat people with respect

All participants must treat others with courtesy and professional respect, including when opinions differ.

3.4 Encourage constructive challenge

Different perspectives and robust discussion are welcomed.

A person may challenge an idea, recommendation or decision, but must not attack, belittle or intimidate the person expressing it.

3.5 Take collective responsibility

Committee members may disagree during deliberation. Once a properly authorised decision has been made, members must respect the decision and must not undermine the Committee or misrepresent the decision externally.

4. Conduct at meetings

This section applies to **all attendees**, not only Committee members.

Every person attending a Business North West meeting must:

- respect the authority of the Chair or meeting facilitator;
- allow other participants a reasonable opportunity to speak;
- listen without unnecessary interruption;
- address the matter under discussion rather than making personal criticisms;
- keep comments relevant to the business of the meeting;
- challenge ideas constructively;
- avoid aggressive, threatening, intimidating, insulting or persistently disruptive behaviour;
- not deliberately talk over, shout down or ridicule another participant;
- respect reasonable speaking limits or procedural directions imposed by the Chair;
- disclose relevant conflicts of interest where applicable;
- respect confidentiality requirements;
- not knowingly provide false or materially misleading information;
- comply with lawful and reasonable directions concerning the conduct of the meeting; and
- support the orderly completion of the meeting's business.

Executive Committee members are additionally expected to read meeting papers beforehand, attend prepared and actively participate in governance deliberations.

5. Role and authority of the Chair

The Chair is responsible for maintaining an orderly, constructive and effective meeting environment.

For the purpose of applying this Code at a meeting, the Chair may:

1. remind participants of the Code;
2. ask a participant to moderate their language or behaviour;
3. require discussion to return to the matter before the meeting;
4. require participants to speak through the Chair;
5. call a temporary adjournment;
6. issue a warning;
7. require a non-member attendee, contractor, adviser, observer or guest to leave the meeting where their behaviour materially disrupts the meeting; or
8. refer a significant or repeated conduct concern for consideration under section 13.

Any power affecting an elected Committee member must be exercised consistently with the Constitution and Executive Committee Charter.

6. Respectful disagreement

Business North West recognises that good governance requires independent thinking and constructive challenge.

Accordingly, disagreement with the Chair, General Manager, another Committee member, contractor or adviser is not a breach of this Code merely because it is strongly expressed.

A disagreement becomes a conduct issue when the manner in which it is expressed is inconsistent with this Code, including repeated personal attacks, intimidation, abusive behaviour or deliberate disruption.

7. Confidentiality and information

A person receiving confidential Business North West information must protect that information and use it only for the purpose for which access was provided.

Participants must not:

- disclose confidential meeting discussions without authority;
- distribute confidential papers outside authorised recipients;
- disclose legally privileged, commercially sensitive, privacy-protected or in-committee information;
- use confidential information for personal or commercial advantage; or
- publicly attribute comments made during confidential deliberations unless authorised.

Confidentiality obligations continue after a person ceases their role or engagement with Business North West.

8. Conflicts of interest

Executive Committee and Sub-Committee members must declare actual, potential or perceived conflicts before relevant discussion and comply with Business North West's conflict-management requirements.

Contractors, advisers and other attendees must disclose any interest or relationship that could reasonably affect, or appear to affect, the impartiality of advice or services they provide to Business North West.

9. Avoidance of surprises

Consistent with the Executive Committee Charter, Committee members, organisation members, speakers and advisors are expected to avoid unnecessary surprises in governance matters.

Where reasonably practicable, a significant issue, concern or proposal requiring Committee attention should therefore be raised in writing at least 14 days prior to a meeting, through the appropriate governance process so that relevant people have a fair opportunity to obtain information and consider the issue.

This does not prevent a member raising an urgent matter, governance concern, legal concern, safety issue, suspected wrongdoing or other matter that properly requires immediate attention.

10. External representation

Anyone representing Business North West must distinguish between:

- an authorised position of Business North West;
- their professional advice;
- their personal opinion; and
- the views of another organisation they may represent.

A person must not imply that they are authorised to speak for Business North West unless that authority has been given.

Where authorised to represent Business North West, the representative must:

- accurately convey the organisation's agreed position;
- behave professionally;
- protect confidential information;
- avoid commitments outside their delegated authority; and
- refer material matters outside their authority to the appropriate Business North West decision-maker.

The Charter separately provides that governance and operational spokesperson arrangements are governed through the Media and Communications Policy.

11. Contractors representing Business North West

A contractor performing work for or representing Business North West must comply with this Code when dealing with:

- members;
- businesses;

- Auckland Council;
- sponsors and funders;
- community organisations;
- suppliers;
- government agencies;
- media;
- visitors and members of the public; and
- other Business North West contractors, employees and Committee members.

Contractors must:

1. act professionally and courteously;
2. stay within their contracted authority;
3. follow lawful and reasonable instructions from their authorised Business North West contact;
4. protect confidential, personal and commercially sensitive information;
5. identify and disclose relevant conflicts;
6. not make unauthorised commitments on behalf of Business North West;
7. not misrepresent Business North West's policies, decisions or position;
8. separate personal views from Business North West positions;
9. use Business North West information and resources only for authorised purposes;
10. comply with applicable Business North West policies relevant to their engagement; and
11. promptly raise material risks, complaints or concerns with their Business North West contract manager.

12. Social media and public communications

People representing Business North West must exercise appropriate care in public statements and social media activity connected with their Business North West role.

They must not:

- claim to speak for Business North West without authority;
- disclose confidential information;
- knowingly misrepresent an Executive Committee decision;
- publish comments on behalf of Business North West contrary to an agreed organisational position; or
- use their association with Business North West in a manner likely to falsely imply organisational endorsement of a personal position.

Personal views should be clearly distinguishable from authorised Business North West communications.

13. Concerns and breaches of the Code

Conduct concerns should be addressed fairly, proportionately and as close as practicable to where they arise.

Where appropriate, the first response should be an informal reminder or discussion.

More serious or repeated concerns may be referred:

- to the Chair where the concern involves an attendee, Committee member or contractor;
- to the Deputy Chair where the concern involves the Chair;
- to the General Manager where the concern relates to operational contractors or service providers; or
- to the relevant Committee or governance process where formal action may be required.

A person whose conduct is the subject of a formal concern should be:

1. informed of the substance of the concern;
2. given a reasonable opportunity to respond;
3. treated impartially; and
4. advised of any resulting decision or action where appropriate.

Possible responses may include:

- discussion or guidance;
- a reminder of expected conduct;
- a formal warning;
- mediation or facilitated discussion;
- restrictions on an external attendee's participation;
- review of a contractor's engagement;
- referral under another Business North West policy; or
- for Committee members, action available under the Constitution or Executive Committee Charter.

14. No retaliation

A person must not be disadvantaged, intimidated or subjected to retaliation for raising a genuine conduct, governance, legal, health and safety or integrity concern in good faith.

Equally, the complaints process must not itself be used to intimidate another person or suppress legitimate governance challenge or disagreement.

15. Annual acknowledgement

Executive Committee members will affirm this Code annually, consistent with the Executive Committee Charter.

Sub-Committee members should acknowledge the Code on appointment.

Relevant contractors should be provided with the Code as part of their engagement and agree to comply with the provisions applicable to their role.

16. Review

This Code should be reviewed alongside the Executive Committee Charter and whenever a material change to the Constitution, governance framework or other relevant organisational policy makes amendment appropriate.

Amendments must be approved by the Executive Committee.

Acknowledgement

I have read and understood the Business North West Code of Conduct and agree to comply with it while acting for, representing, governing, advising or participating in the activities of Business North West.

Name: _____

Role: _____

Signature: _____

Date: _____