# NorthWest Country Incorporated

BOARD PACK

for

## Executive Committee Meeting

Tuesday, 10 November 2026

6:30 pm (NZDT)

Held at:

Business Hub

103c Mill Road, Helensville

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# AGENDA

## EXECUTIVE COMMITTEE MEETING

| | |
|---|---|
| **Name:** | NorthWest Country Incorporated |
| **Date:** | Tuesday, 10 November 2026 |
| **Time:** | 6:30 pm to 8:19 pm (NZDT) |
| **Location:** | Business Hub, 103c Mill Road, Helensville |
| **Board Members:** | Andrew Howard (Chair), Andy Cummings, James Scott, Jane Clements, Robbie Hannon, Diego Barrese, Andrew Parker |
| **Attendees:** | Danielle Hancock, Matt Ross |
| **Apologies:** | Nicky Horsbrough (Chair), Malhar Panchwagh, Christine Lischner |

## 1. Pre-Meeting

### 1.1 Chair's Update

6:30 pm (1 min)

Andrew Howard

**For Information**

Kia ora team,

I wanted to share a few thoughts on where we are, the progress being made, and where I believe our attention needs to be focused.

Firstly, there is a great deal to be positive about. Business North West has made considerable progress over the past year, and some genuinely important initiatives are now translating into real outcomes for our members and the wider community.

Danielle and the team deserve particular recognition. The breadth of work delivered over recent months has been exceptional, especially for such a lean organisation. From major strategic projects and stakeholder relationships to the day-to-day demands of supporting our members, the commitment and pace of delivery have been impressive. Rebecca's contribution is also adding real strength to our member engagement and communications.

We are building momentum.

**1. Strategy, productivity and member value**

Our Destination Management Plan is complete, Tourism North West is taking shape, and the opportunity to collaborate more broadly across Rodney is exciting.

The High Performance Programme is underway, with two cohort sessions completed and encouraging feedback. This is particularly important to me because it shifts our role beyond simply

promoting businesses towards actively helping them improve productivity, capability and performance.

The Business Flooding Toolkit is progressing well, with property assessments completed and engineering reports being prepared. This is another example of the Association taking on challenges that individual businesses would struggle to address alone.

These initiatives have the potential to deliver lasting value for our members and our region.

**2. Visibility, engagement and communication**

Corridor Magazine continues to develop into a valuable platform for showcasing our businesses and the people behind them. Alongside our networking events, membership engagement, growing stakeholder relationships and regional advocacy, we are building a much stronger presence across the North West.

The proposed changes to our marketing delivery model also deserve consideration. Bringing more activity closer to our members, improving responsiveness and potentially redirecting over $10,000 annually into our digital capability makes good commercial sense, provided we can maintain quality and delivery capacity.

We should continue asking how our investments translate into meaningful member value.

**3. Governance, conduct and accountability**

Our AGM highlighted some opportunities to strengthen the way we govern, communicate and conduct our meetings.

Good governance welcomes questions, scrutiny and differing opinions. In fact, we should encourage them. Equally, decorum, courtesy, respect and consideration for others are fundamental expectations, whether around the Board table or when engaging with our members.

Most of this is simply good manners. However, there are occasions where clear policies and procedures are needed to support those expectations.

Tomorrow we will consider adopting a formal Code of Conduct and Standing Orders. These are not about limiting debate or discouraging challenge. They are about ensuring everyone has a fair opportunity to contribute, that concerns are addressed through appropriate channels, and that meetings remain constructive, respectful and productive.

They also provide greater clarity and consistency for those chairing meetings and help protect the wellbeing of the people who serve our organisation.

Importantly, these are governance tools for the future, not a response to any one individual or event.

**4. Building a stronger Board**

Diego will present his governance review tomorrow, and I encourage everyone to come prepared to discuss his findings.

His work recognises the progress we have made while identifying practical opportunities to strengthen Board capability, induction, succession planning and the way we support one another as governors.

We do not need more bureaucracy for its own sake. We need a governance framework that is practical, proportionate and helps us make better decisions.

I also want to welcome Christine to the Board and acknowledge Andrew Parker's appointment as our 2027 Governance Intern. Bringing new perspectives and capability into the organisation is important to our longer-term success.

**5. Financial stewardship and sustainable delivery**

Our financial position remains sound, although some income streams are behind budget and we need to maintain discipline around expenditure and future commitments.

The proposed marketing changes are one example of where we can potentially improve both efficiency and effectiveness.

We also need to recognise the demands being placed on our small team. October was particularly demanding, and the proposed short operational hiatus later this month is intended to give our people some space to reset while maintaining essential services and meeting our obligations.

Our ambitions must remain aligned with our financial resources and the capacity of those delivering the work.

**6. Looking ahead**

As we begin this new Board year, I would like us to stay focused on three things:

- Delivering practical, measurable value to our members and improving business productivity.
- Strengthening our governance, accountability and collective capability without creating unnecessary complexity.
- Supporting the team with clear priorities, sound decisions and realistic expectations.

We have an opportunity to build something genuinely valuable for the North West business community. Much of the groundwork has now been completed, and we are beginning to see the results.

Our challenge is to maintain that momentum, remain focused on the bigger picture, and ensure the organisation continues to develop in a way that is both ambitious and sustainable.

### 1.2 Harassment Register

6:31 pm (5 min)

Andrew Howard

**For Information**

Business North West manages a Health and Safety Register. It is required of all contractors and board members to register a health and safety incident with the General Manager for any bullying, harassment or intimidation experienced in performing their roles.

The report must define:

- who is the recipient of the harassment;
- who is the perpetrator of the harassment;
- when the incident occurred;
- the nature of the incident;
- how the incident was managed;
- the effect the harassment had on the recipient.

All incidents will be discussed at the Finance and Risk Subcommittee and recommendations made as to how to respond to each incident and how to prevent further incidents occurring. The Finance and Risk Subcommittee will provide updates on the H&S Incident Register at each BNW board meeting.

### 1.3 Confirm Minutes

6:36 pm (1 min)

Andrew Howard

**For Decision**

The September meeting was cancelled due to a lack of quorum, and urgent deadlines that did not enable decisison to be made 7 days later in accordance wiht the Constitutional reequirements. To that end, it was agreed that the items would be presented as Flying Minutes under a quick turn around to enable to AGM documents to be approved and notified.

The Business North West Executive Committee accepts all flying minutes from September as true and accurate records.

## 2. Start Meeting

### 2.1 Apologies

6:37 pm (1 min)

Andrew Howard

**For Decision**

The Business North West Executive Committee accept the apologies.

### 2.2 Interests Register

6:38 pm (2 min)

Danielle Hancock

**For Noting**

Members are encouraged to announce any conflicts of interest in relation to the agenda items.

Supporting Documents:

| | | |
|---|---|---|
| 2.2.a | Interests Register | 11 |

### 2.3 Code of Conduct 6:40 pm (2 min)

Andrew Howard

**For Decision**

Business North West Executive Committee adopts the Code of Conduct 2026 to be applied immediately to all affected parties.

Supporting Documents:

| | | |
|---|---|---|
| 2.3.a | BNW Code of Conduct.docx | 12 |

### 2.4 Standing Orders 6:42 pm (5 min)

Andrew Howard

**For Decision**

Business North West Executive Committee adopts the BNW Standing Orders which are effective immediately.

Supporting Documents:

| | | |
|---|---|---|
| 2.4.a | BNW Standing Orders.docx | 21 |

## 3. Management Reports

### 3.1 Rodney Local Board Update 6:47 pm (5 min)

Matt Ross

**For Information**

Matt Ross to provide an update on Local Board matters that pertain to Business North West.

On 17 June, I voted with the rest of the board to approve the External Partnerships–Business Association work programme for 2026/2027.

There is also work relevant to BIDs within the Long-term Plan process, but that information is not publicly available yet. I can provide a further update once it is released.

### 3.2 Finance Report 6:52 pm (5 min)

Danielle Hancock

**For Decision**

The Business North West Executive Committee accepts the Financial Report for September and October 2026.

Supporting Documents:

| | | |
|---|---|---|
| 3.2.a | 20261110 Finance Board Report.docx | 35 |
| 3.2.b | North_West_Country_Incorporated_-_Budget_Variance Oct 2026.pdf | 37 |

### 3.3 Work Programme Update 6:57 pm (10 min)

Danielle Hancock

**For Decision**

The Business North West Executive Committee accepts the work programme update for September and October 2026.

Supporting Documents:

| | | |
|---|---|---|
| 3.3.a | 20261110 Manager's Report Board Report.docx | 39 |

## 3.4 Governance Intern 2027

7:07 pm (2 min)

Danielle Hancock

**For Information**

Recruitment of the Business North West Governance Intern for 2027 has been completed with Andrew Parker being the successful candidate. Andrew will be onboarded in 2026 and commence meeting attendance in February 2027.

**Basic Profile**

I've spent more than 18 years working in design, strategy and digital transformation. My career has mostly been about helping organisations make sense of complicated problems, find a way forward, and then actually build something that works. I'm currently a User Experience Lead at Land Information New Zealand, working on large and complex digital programmes with people from different disciplines and perspectives. I'm comfortable moving between the strategic and the practical: understanding the bigger picture, but also getting into the weeds when it matters. I'm also in the middle of an Executive MBA at Massey University. It has been pushing me beyond my original discipline and into strategy, finance, leadership and governance. The common thread through my career has been curiosity. I like figuring out how things work, asking why they work that way, and wondering whether there might be a better way.

**Any other volunteer or community roles**

A significant part of my community involvement has been through the Catholic Church. I've been involved in parish life and previously led a Filipino choir, which taught me a fair bit about bringing people together, finding common ground and getting a group moving in the same direction – if you're confused as to why I was the only non-Filipino in an all-Filipino choir, there an interesting story behind it. I'm also beginning to explore governance as another way of contributing to the community. I have applied for Trustee roles with organisations on a mission for social good. I want to work with people who are driving forward with a mission to make the world better, and where profit isn't just measured by money, but lives impacted.

**Reasons for joining BNW as a Governance Intern**

I joined Business North West because I wanted to get out of the classroom and learn governance by actually doing it. My EMBA has given me plenty of frameworks for thinking about organisations, strategy and decision-making. However, there is a difference between understanding governance in theory and sitting around a table where real decisions have consequences. BNW also interests me because it is deeply connected to its community. It sits between local businesses, the community, local government and economic development. That makes the organisation small enough to understand, but complex enough to be interesting. I'm hoping to bring something useful to the table, particularly my experience in strategy, digital transformation and understanding people and organisations. At the same time, I'm there to learn. I want to understand how good boards work, how experienced governors think, and how decisions get made when there isn't a simple answer.

Supporting Documents:

| | | |
|---|---|---|
| 3.4.a | Andrew Profile Pic.png | 42 |

## 3.5 Board Review Findings - Diego Barrese

7:09 pm (30 min)

Diego Barrese

**For Discussion**

The North West Country Incirporated Executive Committee accepts the board review report from Governance Intern, Diego Barrese.

Mr Barrese is thanked for the insightful report and recommendations.

Supporting Documents:

| | | |
|---|---|---|
| 3.5.a | Building Governance Capability through the Board Member Lifecycle - A Governance Review of Business North West_revised.pdf | 43 |

### 3.6 Finance and Risk Sub-Committee Update

7:39 pm (5 min)

Diego Barrese

**For Information**

The Business North West Executive Committee accepts the update from the Finance and Risk Sub-committee for September and october 2026

Supporting Documents:

| | | |
|---|---|---|
| 3.6.a | Talking Points – Board Meeting, 10 November 2026.docx | 87 |

### 3.7 Membership Ambassador and Events Coordinator Update

7:44 pm (2 min)

Danielle Hancock

**For Information**

The Business North West Executive Committee receives the Membership Ambassador and Events Coordinator report for September and October 2026.

Supporting Documents:

| | | |
|---|---|---|
| 3.7.a | North West September 2026 Report.pdf | 88 |

## 4. Major Decisions and Discussions

### 4.1 Marketing Services Review

7:46 pm (7 min)

Danielle Hancock

**For Decision**

The General Manager seeks Executive Committee approval to transition the majority of Business North West's marketing and communications activities from an outsourced provider to an internally managed model, with operational delivery undertaken by the Membership Ambassador and specialist support retained where required.

That the Business North West Executive Committee:

1. Approve the transition of Business North West's day-to-day marketing and communications functions from an external provider to an internally managed model.
2. Authorise expenditure of approximately $830 per month to support the Membership Ambassador's expanded communications responsibilities and retain access to specialist services where required.
3. Reallocate the estimated annual savings of $10,240 towards website redevelopment and strategic digital capability improvements.

Supporting Documents:

| | | |
|---|---|---|
| 4.1.a | 20261110 Marketing Services Review Board Report.pdf | 99 |

### 4.2 Draft Membership Governance Policy 7:53 pm (5 min)

Danielle Hancock

**For Decision**

A draft Membership Governance Policy is presented for approval. This policy would be included in the 2026-2027 Charter and outlines the different membership classes within Business North West and their voting rights at annual and special general meetings.

Supporting Documents:

| | | |
|---|---|---|
| 4.2.a | Executive Committee Charter 2026 DRAFT.docx | 104 |

### 4.3 Temporary Hiatus for Business North West 7:58 pm (1 min)

Andrew Howard

**For Information**

Due to the excessive workload experienced through the month of October as a result of the AGM and subsequent enquiries and complaints received, the board and team members have exceeded their monthly resource quotas.

It is moved to place the organisation into hiatus effective from 14 November to 30 November.

Board members will not be required to attend meetings or respond to communications.

Operational Team Members will only be required to manage as skeleton crew of essential services. The hiatus will be communicated through appropriate channels.

### 4.4 AGM 2026 Meeting Review 7:59 pm (15 min)

Danielle Hancock

**For Decision**

The General Manager presents a report on all issues raised at the AGM with responses and recommendations for moving forward.

Supporting Documents:

| | | |
|---|---|---|
| 4.4.a | 20261110 AGM Procedural Clarifications.docx | 117 |

## 5. Actions from Previous Meetings

### 5.1 Action List 8:14 pm (5 min)

The Committee accepts the actions from the previous minutes.

Supporting Documents:

| | | |
|---|---|---|
| 5.1.a | Action List | 123 |

## 6. Close Meeting

### 6.1 Close the meeting

**Next meeting:** Executive Committee Meeting - 9 Feb 2027, 6:30 pm

# Interests Register

## NorthWest Country Incorporated

*As of: 10 Nov 2026*

| Person | Organisation | Active Interests | Notice Date |
|---|---|---|---|
| **Andy Cummings** | Jaymer Enterprises | Directorship | 16 Jul 2024 |
| | Jaymer Enterprises | Shareholding | 16 Jul 2024 |
| | Property in Helensville | Ownership | 16 Jul 2024 |
| **Christine Lischner** | Kumeu Agricultural & Horticultural Society | Councilor and Show Committee | 15 Sept 2026 |
| **Danielle Hancock** | Lions Club of Helensville | Member | 3 Feb 2025 |
| | The Better SMB Limited | Managing Director | 14 Nov 2025 |
| **James Scott** | Burgerfuel Group, AirNZ, Kiwi Property Group, Precinct Properties NZ, Me Today, Orix Corp | Shareholding | 16 Jul 2024 |
| | Helensville District Health Trust | Employee | 16 Jul 2024 |
| **Jane Clements** | SignVilleNZ | Shareholder and Director | 18 Sept 2025 |
| **Nicky Horsbrough** | Harcourts- The Difference | Business Owner | 25 Jul 2024 |
| **Robbie Hannon** | C13, 5-19 Factory Road, Waimauku | Property Owner | 16 Jul 2024 |
| | Waimauku Shopping Village Body Corporate | Chair | 25 Feb 2026 |

# 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: _____

**NORTH WEST COUNTRY INCORPORATED**

**STANDING ORDERS FOR MEETINGS**

**Version 1.0 – Draft**

## 1. Purpose

1.1 These Standing Orders provide procedures for the orderly, fair, efficient and transparent conduct of meetings of North West Country Incorporated ("the Association").

1.2 They apply to:

a. Annual General Meetings;
b. Special General Meetings;
c. meetings of the Executive Committee; and
d. meetings of Sub-Committees,

except where the Constitution, Executive Committee Charter or terms of reference of a Sub-Committee provide otherwise.

1.3 These Standing Orders regulate meeting procedure only. They do not alter the powers, rights, obligations, voting entitlements or decision-making authority established by the Constitution.

## PART 1 – STATUS AND INTERPRETATION

## 2. Hierarchy

2.1 These Standing Orders must be read subject to:

a. the Incorporated Societies Act 2022;
b. the Constitution of the Association;
c. any applicable Auckland Council BID requirements; and
d. in relation to Executive Committee business, the Executive Committee Charter and applicable policies.

2.2 If these Standing Orders are inconsistent with the Act or Constitution, the Act or Constitution prevails.

2.3 For Executive Committee meetings, the Constitution presently provides for at least six meetings in each 12-month period, at least 48 hours' notice unless unanimously varied, electronic attendance and specified quorum arrangements. Those constitutional requirements are not replaced by these Standing Orders.

### 3. Definitions

Unless the context requires otherwise:

**Chair** means the person presiding over the meeting.

**Constitution** means the registered rules of North West Country Incorporated as amended from time to time.

**Executive Committee** means the governing committee of the Association.

**General Meeting** means an Annual General Meeting or Special General Meeting.

**Member** has the meaning given in the Constitution.

**Motion** means a formal proposal put before a meeting for decision.

**Procedural Motion** means a motion concerning the conduct or procedure of the meeting rather than the substantive business before it.

**Standing Orders** means these Standing Orders.

**Voting Member** means a voting member of the Executive Committee.

Terms defined in the Constitution have the same meaning in these Standing Orders unless expressly stated otherwise.

## PART 2 – CONDUCT OF MEETINGS

### 4. Authority of the Chair

4.1 The Chair is responsible for the orderly conduct of the meeting.

4.2 Subject to the Constitution and these Standing Orders, the Chair may:

a. determine the order in which members speak;

b. require speakers to remain relevant to the matter being considered;

c. rule on points of order;

d. determine whether a proposed motion or amendment is in order;

e. clarify the wording of a motion before it is put;

f. require a speaker to conclude their remarks where they are repetitive, irrelevant or unreasonably lengthy;

g. temporarily adjourn the meeting where necessary to restore order or obtain advice;

h. call a meeting back to order;

i. put motions to the meeting;

j. determine the appropriate voting process consistent with the Constitution; and

k. declare the result of a vote.

4.3 The Chair must exercise these powers impartially and for the purpose of facilitating fair, efficient and respectful decision-making.

4.4 A procedural ruling of the Chair applies for the remainder of the meeting unless overturned by resolution of the meeting, provided that no resolution may override the Constitution or applicable law.

**5. Quorum**

5.1 No substantive business requiring a decision may be transacted without the quorum required under the Constitution.

5.2 The Chair must satisfy themselves that a quorum is present before substantive business begins.

5.3 If quorum is lost during a meeting, substantive decision-making must cease until quorum is restored.

5.4 The constitutional rules governing the consequences of the absence of a quorum apply.

**6. Agenda**

6.1 Meetings should follow the agenda circulated for the meeting.

6.2 The Chair may alter the order of agenda items where this assists the efficient conduct of the meeting, provided this does not:

a. circumvent any notice requirement;

b. introduce business which may not lawfully be considered; or

c. materially prejudice a Member's ability to participate.

6.3 The Chair may allow reasonable discussion of procedural matters arising during the meeting.

6.4 For an Annual General Meeting, no substantive business may be introduced contrary to the notice provisions of the Constitution. The Constitution currently provides 14 days' notice for ordinary General Meeting business and 21 days where a Special Resolution is proposed, and restricts substantive business to matters identified in the notice, subject to the AGM provisions.

## PART 3 – DEBATE

### 7. Recognition of speakers

7.1 A person wishing to speak must first be recognised by the Chair.

7.2 A voting member has a right to speak at an Executive Committee meeting, non-voting members must seek permission to speak.

7.3 Only one person may speak at a time.

7.4 Speakers must address their comments through the Chair.

7.5 The Chair should, so far as reasonably practicable, ensure Members holding different views have a fair opportunity to speak.

7.6 A Member should not speak for a second time on a matter until Members wishing to speak for the first time have had a reasonable opportunity to do so.

### 8. Standards of debate

8.1 Debate must be directed to the issue before the meeting.

8.2 Members must behave respectfully and constructively.

8.3 A speaker must not:

a. personally attack another participant;

b. use threatening, discriminatory, abusive or seriously offensive language;

c. deliberately misrepresent another person's contribution;

d. repeatedly interrupt another recognised speaker;

e. persistently disregard a ruling of the Chair; or

f. otherwise materially disrupt the orderly conduct of the meeting.

8.4 Robust disagreement about ideas, proposals, expenditure, governance or Association decisions is permitted.

8.5 Criticism should be directed toward the matter, proposal, action or decision rather than the personal character of an individual.

### 9. Speaking time

9.1 The Chair may impose reasonable speaking limits where necessary to enable the meeting to complete its business.

9.2 Any speaking limit should ordinarily apply consistently to Members participating in the same debate.

9.3 The Chair may allow additional time where necessary to:

a. explain a complex proposal;

b. answer a question;

c. provide professional or technical advice; or

d. ensure fair consideration of an issue.

## PART 4 – MOTIONS

### 10. Moving a motion

10.1 A substantive decision should be expressed as a clear motion.

10.2 Except where the Chair considers it unnecessary for a procedural matter, a motion must be moved and seconded before debate.

10.3 The Chair may require a motion or amendment to be provided in writing.

10.4 Before commencing debate, the Chair should ensure that Members understand the motion being considered.

### 11. Form of motions

11.1 A motion must:

a. relate to business properly before the meeting;

b. be sufficiently clear to enable Members to understand what they are being asked to decide;

c. be capable of implementation by the Association;

d. not conflict with the Constitution or applicable law.

11.2 The Chair may assist the mover to clarify wording without changing the substantive intent.

### 12. Withdrawal of motion

12.1 A mover may seek to withdraw their motion before it has been determined.

12.2 Once the motion has been seconded and debate has commenced, withdrawal requires the consent of the meeting.

## PART 5 – AMENDMENTS

### 13. Amendments

13.1 A Member may propose an amendment to a motion.

13.2 An amendment must:

a. relate directly to the motion;

b. be sufficiently clear to be voted upon;

c. not introduce substantially unrelated business; and

d. not merely amount to voting against the original motion.

13.3 The Chair may require an amendment to be provided in writing.

13.4 Wherever practicable, only one amendment should be considered at a time.

13.5 The amendment is debated and voted upon before further consideration of the substantive motion.

13.6 If the amendment is carried, the motion as amended becomes the substantive motion.

13.7 If the amendment is lost, debate resumes on the original motion.

## PART 6 – PROCEDURAL MOTIONS

### 14. Permitted procedural motions

14.1 Subject to the Constitution, the Chair may accept procedural motions including:

**a. "That the motion now be put."**
This ends debate and moves directly to the vote.

**b. "That the meeting proceed to the next business."**
This ends consideration of the current matter without adopting the substantive motion.

**c. "That the matter lie on the table."**
This temporarily postpones consideration.

**d. "That the matter be referred to the Executive Committee or a Sub-Committee."**

**e. "That consideration of the matter be deferred until [date/event]."**

**f. "That the meeting adjourn."**

14.2 A procedural motion takes precedence over the substantive motion currently under consideration.

14.3 The Chair may refuse to accept a procedural motion that is repetitive, vexatious or clearly intended merely to obstruct the meeting.

## PART 7 – POINTS OF ORDER

### 15. Points of order

15.1 A Member may raise a point of order where they reasonably believe that:

a. the Constitution is not being followed;

b. these Standing Orders are not being followed;

c. proper meeting procedure is not being followed; or

d. proceedings have moved outside the matter properly before the meeting.

15.2 A point of order should identify the procedural issue and must not be used to make a substantive speech.

15.3 The Chair must rule on a point of order before substantive debate continues.

## PART 8 – RIGHT OF REPLY

### 16. Mover's right of reply

16.1 The mover of a substantive motion may be given a brief right of reply at the conclusion of debate.

16.2 The right of reply is intended to address matters raised during debate and should not introduce materially new matters.

16.3 Once the mover has exercised the right of reply, the Chair will put the motion to the vote.

## PART 9 – VOTING

### 17. Voting entitlement

17.1 Voting rights are determined exclusively by the Constitution.

17.2 Nothing in these Standing Orders creates an additional voting entitlement.

17.3 The Constitution currently provides that a Full Member has one vote at General Meetings, votes must be given personally, proxies are not permitted and the Chair's casting vote may only be used to defeat the question and preserve the status quo.

### 18. Voting procedure

18.1 Before putting a motion, the Chair must state or cause the final wording of the motion to be made clear to Members.

18.2 A vote may be conducted using the method permitted by the Constitution and appropriate to the circumstances.

18.3 Where required, the Secretary or another person appointed by the Chair may count votes.

18.4 The Chair must declare the result.

18.5 The result and wording of a resolution must be recorded in the minutes.

18.6 The Constitution presently provides that General Meeting resolutions are determined by show of hands unless a poll is properly demanded. A poll may be demanded by the Chairperson or by not fewer than six Full Members present in person.

### 19. Executive Committee voting

19.1 Voting at Executive Committee and Sub-Committee meetings must comply with the Constitution.

19.2 The Constitution currently provides for decisions to be determined by a majority of votes of committee members present and entitled to vote, with the meeting Chair entitled to a casting vote only to preserve the status quo.

19.3 Where the Executive Committee Charter imposes an additional approval requirement for a particular category of decision, that requirement must also be observed.

## PART 10 – CONFLICTS OF INTEREST

### 20. Declaration and management of interests

20.1 The Chair should call for declarations of interest at an appropriate stage of each meeting and again when circumstances require.

20.2 A person who becomes aware of an interest during consideration of an item must declare it promptly.

20.3 The declaration and manner in which the interest was managed must be recorded in the minutes.

20.4 Participation in discussion and decision-making must comply with the Constitution, the Act and the Association's applicable conflicts policy.

20.5 The Executive Committee Charter already provides for a standing interests register, declaration prior to discussion, and non-participation in related decisions.

## PART 11 – CONFIDENTIAL BUSINESS

### 21. In-committee business

21.1 The Executive Committee may resolve to consider appropriate business in committee where confidentiality is reasonably required.

21.2 Reasons may include matters concerning:

a. commercially sensitive information;

b. legal advice or legal proceedings;

c. contractual negotiations;

d. privacy;

e. security;

f. confidential stakeholder information; or

g. employment matters.

21.3 The resolution to move in committee should identify the general reason for doing so without unnecessarily disclosing the confidential information itself.

21.4 Only persons authorised by the Chair may remain during an in-committee session.

21.5 Resolutions made in committee must be appropriately recorded.

21.6 The Charter already authorises the Board to move in committee for confidential matters and requires resolutions and rationale to be recorded while protecting sensitive information.

## PART 12 – ELECTRONIC AND HYBRID PARTICIPATION

### 22. Electronic attendance

22.1 Where permitted by the Constitution, a participant attending electronically is regarded as participating in the meeting.

22.2 An electronic participant must, as far as reasonably practicable:

a. be able to hear the proceedings;

b. be able to communicate with the meeting;

c. identify themselves when required by the Chair; and

d. comply with directions given by the Chair concerning electronic participation.

22.3 Electronic participants should keep microphones muted when not speaking where this assists orderly conduct.

22.4 Where connection is temporarily lost, the Chair may pause proceedings where the affected Member's participation is material to the business being considered.

22.5 If loss of connection affects quorum, substantive decision-making must cease until quorum is restored.

The Constitution expressly permits Executive Committee members unable to attend in person to attend electronically.

## PART 13 – VISITORS, STAFF AND ADVISERS

### 23. Attendance by non-members

23.1 Staff, professional advisors, stakeholders, guests and other persons may attend a meeting where permitted by the Constitution or authorised by the Chair or meeting.

23.2 The Chair may invite a non-member to speak, present information or answer questions.

23.3 Attendance or speaking rights do not confer voting rights.

23.4 The Chair may require a visitor to leave for confidential or in-committee business.

## PART 14 – ORDER AND DISRUPTIVE CONDUCT

### 24. Maintaining order

24.1 Where a participant materially disrupts a meeting, the Chair should ordinarily:

a. call the meeting to order;

b. identify the conduct causing concern;

c. direct the participant to comply with meeting procedure;

d. where necessary, issue a formal warning; and

e. if disruption prevents the orderly continuation of business, adjourn the meeting.

24.2 Any further action concerning a Member must comply with the Constitution, including the Association's disciplinary and dispute procedures.

## PART 15 – MINUTES AND DECISION RECORDS

### 25. Minutes

25.1 Minutes should provide an accurate record of proceedings and decisions rather than a verbatim transcript of debate.

25.2 Minutes should record, where applicable:

a. date, time and place of meeting;

b. the person presiding;

c. attendance and apologies;

d. confirmation that quorum was present;

e. declared conflicts of interest;

f. substantive motions and amendments;

g. resolutions and voting results where it is deemed necessary to have votes recorded;

h. abstentions where required to be recorded;

i. matters referred or deferred;

j. action items, responsible persons and relevant deadlines;

k. movement into and out of in-committee sessions; and

l. the time of closure or adjournment.

25.3 The Secretary is responsible for meeting records in accordance with the Constitution.

The Charter additionally expects Board decisions to record rationale and voting outcome.

## PART 16 – RECORDING OF MEETINGS

### 26. Audio and video recording

26.1 A person must not make an audio or video recording of a meeting without the prior permission of the Chair.

26.2 The Association may make an official recording where the Chair determines this is appropriate.

26.3 Any recording must be managed consistently with applicable privacy, confidentiality and records requirements.

26.4 A recording does not replace the formally approved minutes as the Association's meeting record unless expressly resolved otherwise.

## PART 17 – ADJOURNMENT

### 27. Adjournment

27.1 General Meetings may be adjourned only in accordance with the Constitution.

27.2 The Chair may temporarily suspend proceedings where reasonably necessary for:

a. restoration of order;

b. obtaining procedural or professional advice;

c. technical difficulties;

d. a short recess; or

e. another reasonable meeting-management purpose.

27.3 No new substantive business may be introduced at an adjourned General Meeting contrary to the Constitution.

## PART 18 – SUSPENSION OF STANDING ORDERS

### 28. Suspension

28.1 A meeting may resolve to suspend one or more of these Standing Orders for a particular item or purpose.

28.2 A motion to suspend Standing Orders must identify the Standing Order being suspended; and the purpose of the suspension.

28.3 Standing Orders cannot be suspended where doing so would conflict with:

a. legislation;

b. the Constitution;

c. an applicable legal obligation; or

d. a mandatory condition applying to the Association.

28.4 Unless the meeting expressly resolves otherwise, the suspended Standing Order automatically resumes when consideration of the relevant item has concluded.

## PART 19 – ELECTIONS

### 29. Elections

29.1 Elections must be conducted in accordance with the Constitution.

## PART 20 – APPLICATION TO SUB-COMMITTEES

### 30. Sub-Committees

30.1 These Standing Orders apply to Sub-Committees with any necessary modifications unless the Executive Committee has approved alternative procedures in the applicable Sub-Committee Charter.

30.2 Sub-Committees must operate within the authority delegated to them.

30.3 A procedural decision cannot expand a Sub-Committee's delegated authority.

## PART 21 – CHAIR'S DISCRETION

### 31. Matters not provided for

31.1 Where a procedural issue arises that is not addressed by the Constitution, these Standing Orders or another applicable governance document, the Chair may determine the procedure to be followed.

31.2 In doing so, the Chair must have regard to:

a. fairness;

b. natural justice;

c. orderly and efficient conduct;

d. Members' legitimate participation rights; and

e. the objects and best interests of the Association.

31.3 The Chair's discretion cannot be exercised to override the Constitution or legislation.

## PART 22 – ADOPTION, REVIEW AND AMENDMENT

### 32. Adoption

These Standing Orders take effect on adoption by resolution of the Executive Committee, subject to any approval requirement contained in the Constitution or other binding governance document.

### 33. Review

The Executive Committee should review these Standing Orders periodically and whenever there is a material change to:

a. the Constitution;

b. applicable legislation;

c. Auckland Council BID requirements; or

d. the governance structure of the Association.

### 34. Amendment

An amendment to these Standing Orders must be approved in accordance with the Association's governance requirements and must not be inconsistent with the

# North West Country Incorporated – Board Report

## Subject: Financial Report Period September and October 2026.

### Background

This report summarises operational income and expenditure for September and October 2026.

### Current Position

| | | | |
|---|---|---|---|
| Income YTD | $157,300 | Budgeted Income YTD | $171,354 |
| Expenditure YTD | $95,850 | Forecast Expenditure YTD | $153,185 |
| Operational Account | $71,253.84 | | |
| Savings Account | $27,283.96 | | |
| **Membership Information** | | $111,340 | |
| Full Members | 479 | $107,640 | |
| Associate Members | 31 | $3,300 | |
| Partner Members | 5 | $400 | |
| Registered Address | 2 | $0 | |

### Variances

A Budget Variation report is included in the agenda. Of note are the following for this reporting period:

1. Business Hub hire remains lower than budgeted.
2. A number of associate members who signed up for the awards last year have not renewed their membership this year.
3. The Business Flooding Toolkit has commenced with half of the work delivered in September and October.
4. Waimauku toilet income is significantly down for the last two months. Vandalism to the toilet meant that the electronic lock did not work so no income was received for a month.
5. A number of Associate Members did not renew this year as we are not hosting the business awards.

## Risk Analysis

- **Operational Risk**: Low risk.
- **Strategic Risk**: Low risk.
- **Financial Risk**: Low risk due to a healthy cash balance and reassessment of expenses being undertaken in relation to marketing.

## Board Decision Required

Decision: Accept the Financial Report for period September and October 2026.

# Budget Variance

## North West Country Incorporated
## For the 2 months ended 31 October 2026

| | SEPT-OCT 2026 | SEPT-OCT 2026 OVERALL BUDGET | VARIANCE | VARIANCE % | JUL-OCT 2026 | JUL-OCT 2026 OVERALL BUDGET | VARIANCE | VARIANCE % |
|---|---|---|---|---|---|---|---|---|
| **Trading Income** | | | | | | | | |
| Associate Membership Fees [Income] | 1,400.00 | 2,400.00 | (1,000.00) ↓ | -41.67% ↓ | 4,900.00 | 9,000.00 | (4,100.00) ↓ | -45.56% ↓ |
| BID Targeted Rate Income (No Gst) | 53,820.00 | 53,820.00 | - — | - — | 107,640.00 | 107,640.00 | - — | - — |
| Business Hub Hire | 1,329.56 | 2,000.00 | (670.44) ↓ | -33.52% ↓ | 2,494.12 | 4,000.00 | (1,505.88) ↓ | -37.65% ↓ |
| Events Sponsorship Income | (500.00) | - | (500.00) ↓ | - — | (500.00) | - | (500.00) ↓ | - — |
| Grants Received (no gst) | - | - | - — | - — | 40,000.00 | 45,000.00 | (5,000.00) ↓ | -11.11% ↓ |
| Interest | 129.96 | 150.00 | (20.04) ↓ | -13.36% ↓ | 283.31 | 300.00 | (16.69) ↓ | -5.56% ↓ |
| Waimauku Toilet Income | 339.76 | 1,332.00 | (992.24) ↓ | -74.49% ↓ | 682.82 | 2,664.00 | (1,981.18) ↓ | -74.37% ↓ |
| **Total Trading Income** | **56,519.28** | **59,702.00** | **(3,182.72)** | **-5.33%** | **155,500.25** | **168,604.00** | **(13,103.75)** | **-7.77%** |
| **Gross Profit** | **56,519.28** | **59,702.00** | **(3,182.72)** | **-5.33%** | **155,500.25** | **168,604.00** | **(13,103.75)** | **-7.77%** |
| **Other Income** | | | | | | | | |
| Donation Received | - | - | - — | - — | - | 2,000.00 | (2,000.00) ↓ | -100.00% ↓ |
| Magazine Advertising Income | 800.00 | 750.00 | 50.00 ↑ | 6.67% ↑ | 1,800.00 | 750.00 | 1,050.00 ↑ | 140.00% ↑ |
| **Total Other Income** | **800.00** | **750.00** | **50.00** | **6.67%** | **1,800.00** | **2,750.00** | **(950.00)** | **-34.55%** |
| **Operating Expenses** | | | | | | | | |
| Accountancy Fees [Operating Expenses] | 171.00 | 508.00 | (337.00) ↓ | -66.34% ↓ | 684.00 | 1,016.00 | (332.00) ↓ | -32.68% ↓ |
| Audit Fees [Operating Expenses] | - | - | - — | - — | 2,135.00 | 2,100.00 | 35.00 ↑ | 1.67% ↑ |
| Bank Charges [Operating Expenses] | 3.80 | 4.00 | (0.20) ↓ | -5.00% ↓ | 6.80 | 8.00 | (1.20) ↓ | -15.00% ↓ |

Budget Variance

| | SEPT-OCT 2026 | SEPT-OCT 2026 OVERALL BUDGET | VARIANCE | VARIANCE % | JUL-OCT 2026 | JUL-OCT 2026 OVERALL BUDGET | VARIANCE | VARIANCE % |
|---|---|---|---|---|---|---|---|---|
| Business Hub Cleaning | 374.86 | 380.00 | (5.14) | -1.35% | 749.72 | 760.00 | (10.28) | -1.35% |
| Business Hub Rental | 3,000.00 | 3,000.00 | - | - | 4,500.00 | 6,000.00 | (1,500.00) | -25.00% |
| Business Hub Rental OPEX | 666.66 | 666.00 | 0.66 | 0.10% | 999.99 | 1,332.00 | (332.01) | -24.93% |
| Business Promotion Marketing [Promoting Our District] | 8,611.30 | 10,850.00 | (2,238.70) | -20.63% | 22,606.19 | 45,450.00 | (22,843.81) | -50.26% |
| Event Support & Grants Paid [Promoting Our District] | 434.78 | - | 434.78 | - | 4,434.78 | 1,000.00 | 3,434.78 | 343.48% |
| Insurance [Operating Expenses] | - | 2,300.00 | (2,300.00) | -100.00% | - | 2,300.00 | (2,300.00) | -100.00% |
| Management Fees [Operating Expenses] | 16,206.95 | 20,397.00 | (4,190.05) | -20.54% | 31,811.79 | 36,293.00 | (4,481.21) | -12.35% |
| Meeting & AGM Expenses [Operating Expenses] | 73.91 | 4,800.00 | (4,726.09) | -98.46% | 1,723.91 | 6,900.00 | (5,176.09) | -75.02% |
| New Project Funding | - | - | - | - | 1,350.00 | 3,000.00 | (1,650.00) | -55.00% |
| New Xmas Tree & Annual Storage [Promoting Our District] | 400.00 | - | 400.00 | - | 569.57 | 450.00 | 119.57 | 26.57% |
| NW Special Events Expenses [Helping Grow Business] | 16,190.00 | 20,000.00 | (3,810.00) | -19.05% | 20,177.50 | 40,000.00 | (19,822.50) | -49.56% |
| Office Expenses & Printing [Operating Expenses] | 210.79 | 300.00 | (89.21) | -29.74% | 509.55 | 600.00 | (90.45) | -15.08% |
| Phone & Internet Costs [Overheads] | 295.66 | 296.00 | (0.34) | -0.11% | 591.32 | 592.00 | (0.68) | -0.11% |
| Subscriptions [Operating Expenses] | 212.32 | 334.00 | (121.68) | -36.43% | 582.35 | 2,716.00 | (2,133.65) | -78.56% |
| Waimauku Toilet Rental/Expenses | 1,182.43 | 1,334.00 | (151.57) | -11.36% | 2,418.37 | 2,668.00 | (249.63) | -9.36% |
| **Total Operating Expenses** | **48,034.46** | **65,169.00** | **(17,134.54)** | **-26.29%** | **95,850.84** | **153,185.00** | **(57,334.16)** | **-37.43%** |
| **Net Profit** | **9,284.82** | **(4,717.00)** | **14,001.82** | **296.84%** | **61,449.41** | **18,169.00** | **43,280.41** | **238.21%** |

# North West Country Incorporated – Board Report

## Subject: Manager's Report September and October 2026

### Expected Deliverables

- Complete the Destination Management Plan and present to the Rodney Local Board for adoption
- Obtain approval of the DMP from Tataki Auckland Unlimited.
- Form Tourism North West and call for committee nominations.
- Prepare for and host the AGM.
- Host a business networking event in Riverhead.
- Commence the first High Performance Cohort workshop.
- Complete EOY processes following the AGM.

All expected deliverables were completed in the allocated timeframes.

### Additional Deliverables

The following additional activities were delivered for the period:

- Undertook a full assessment of the SEO and AEO capabilities of the website and a report has been generated showing improvements can be made.
- Published the second edition of Corridor magazine including writing three articles.
- Was interviewed by Auckland Council Climate Change grant manager to check progress of Kumeu Flooding Toolkit.
- Organised landowner access for all Engineers to complete site assessments for the Business Flooding Toolkit Project.
- Organised the first meeting of Tourism North West.
- Established an ongoing quarterly meeting with NZTA to discuss all roading projects within the area.
- Organised quarterly meetings with the Rodney Local Board Chair and Deputy Chair to share programme information and advocate on behalf of our members.
- Are supporting Golden Silk Thai Restaurant, Kumeu, with issues relating to the parking management company of the Kumeu Village. Working with Smith and Partners to deliver support.
- Supported Waimauku Shopping Village with issues relating to the payment system for the toilet.
- Undertook extensive hours of member enquiry responses leading up to and in response to the AGM.

- Hosted the second High Performance Cohort at the Business Hub.
- Identified replacement Kumeu Representative, Christine Lischner.
- Advertised, recruited and interviewed for the Governance Intern 2027, Andrew Parker.
- Onboarded Christine Lischner and Andrew Parker.
- Supported members Te Awaroa Museum and Rix Painting to apply for a heritage grant to paint the Land Court Building.
- Attended meetings to look at mural options for Regent Theatre and Caltex Helensville.




- Supported the Membership Ambassador with the organisation of three events for the remainder of 2026 as well as planning for a full 2027 event calendar.
- Met with Matakana Coast Tourism to discuss a collaboration to support all of Rodney and maximise the benefits to our respective areas. This is called Destination Rodney and will be presented to the Rodney Local Board in December. It will seek funds to deliver region-wide tourism outcomes from both organisations.
- Attended the BID Managers AEM quarterly meeting
- Attended the BID Managers half year networking in Pukekohe.
- Held a number of phone call meetings with Auckland Council BID team members to discuss complaints that had been made in relation to Business North West following the AGM. These calls covered complaints from Kumeu Courier, complaints relating to the internal management of the programme at Council in relation to BNW, and an alleged NZ Herald article.

## Points for Discussion

1. **Business High Performance Work Programme Update**
   Two cohort sessions have now been run with excellent feedback from attendees.

2. **Business Flooding Toolkit Work Programme Update**

   All properties have now been visited and the engineers are preparing the site plans and reports. Funds are 50% spent.

3. **Destination Management Plan Work Programme Update**
   The DMP is complete and it has been presented to the Rodney Local Board.
   Tourism North West nominations have been received and the first meeting is established for 11 November.

## Forecast Deliverables for November and December 2026

- Develop the operational plan for Tourism North West
- Meet with the Chair and Deputy Chair of the Rodney Local Board
- Update the constitution and file annual report with Incorporated Societies
- Host two networking events and the Executive Committee year end event
- Present a deputation to Rodney Local Board for Destination Rodney.
- Complete final stages of the Business Flooding Toolkit and report to Auckland Council.

## Upcoming Risks

- With the nomination of the General Manager as Chair for Tourism North West there will be a reduction in the hours available to support the general membership. This will reduce by 3 hours per week and will result in a reduction in levels of service.
- No other risks have been identified for this time period.






# Building Governance Capability through the Board Member Lifecycle:
# A Governance Review of Business North West

## Practical Board Assessment for the Applied Global Governance and Responsibility course of the Executive MBA

Presented to:
Andrew Howard - Business North West Board Chair

Presented by:
Diego Barrese
Business North West Board Governance Intern

Date:
6 September 2026

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## 1. Executive Summary

This report evaluates the effectiveness of the Business North West Board through the lifecycle of a Board member, examining governance practices from recruitment and appointment through to induction, development and succession planning. The review draws on governance documentation, interviews with the Chair, the General Manager and two Board members, and participant observation as a Governance Intern.

The review found that the Board has established governance foundations and is actively transitioning towards a more structured and professional governance model, supported by strong leadership from the Chair and the General Manager. Recent initiatives, including the Executive Committee Charter, governance internship programme and increased governance focus led by the current Chair, demonstrate a clear commitment to strengthening governance capability while maintaining the organisation's community-focused culture. However, opportunities remain to formalise these practices through a governance policy framework, formal induction processes, a Board Skills Matrix, structured capability development and proactive succession planning.

Five recommendations are proposed: develop a governance policy framework; adopt a Board Member Lifecycle Policy; implement a Board Skills Matrix; establish a governance talent pipeline and succession plan; and formalise Board member induction and development.

Overall, the Board is assessed as established and progressing towards mature governance. The review concludes that the Board's greatest opportunity is not to change how it governs, but to formalise and sustain the governance practices that are already emerging through an integrated Board member lifecycle approach.

## 2. Introduction

Effective governance depends not only on the quality of decisions made in the boardroom, but also on the processes used to recruit, induct, develop and renew Board members. High-performing boards deliberately build and maintain their capability over time, recognising that Board effectiveness is shaped throughout the governance lifecycle rather than at the point of appointment (Charan et al., 2014). Sport New Zealand (2021) similarly identifies Board composition, induction, development and succession planning as key components of effective governance in the not-for-profit sector.

Business North West is currently evolving from a largely volunteer-led, relationship-based governance model towards a more structured and professional Board. This review evaluates the Board's governance practices through the lifecycle of a Board member, examining recruitment, induction, development, evaluation and succession planning. Rather than assessing the performance of individual Board members, the review considers whether the Board's governance systems and processes support long-term governance capability and organisational sustainability.

The assessment draws on governance documentation, ongoing support from the General Manager, semi-structured interviews with the Board Chair and two recently appointed Board members, together with participant observation as a Governance Intern in the period March until August 2026. It concludes with practical recommendations to strengthen governance capability through an integrated Board Member Lifecycle Policy and a supporting governance framework.

## 2.1 Scope

This review focuses on the governance processes that support the lifecycle of Board members at Business North West, including recruitment, appointment, induction, development, evaluation and succession planning.

The review does not assess the operational performance of the organisation, the effectiveness of management, or the performance of individual Board members. Findings are based on governance documentation, interviews and participant observation and are intended to support continuous governance improvement.

## 2.2 Methodology

This review adopts a qualitative governance review approach. Evidence was collected through:

- review of Business North West governance documentation, including the Constitution and Executive Committee Charter;
- discussions with the General Manager; semi-structured interviews with the Board Chair and two recently appointed Board members;
- participant observation as a Governance Intern (non-voting member) between March and August 2026; and

- benchmarking against the Institute of Directors New Zealand's Four Pillars of Governance Best Practice (2021), Sport New Zealand's Nine Steps to Effective Governance (2021) and the Chartered Governance Institute UK & Ireland's Boardroom Dynamics (2021).

Methodological triangulation was used by comparing governance documentation, interview data and participant observation to assess both the Board's intended governance framework and its governance practices in operation.

## 2.3 Limitations

This review reflects governance practices observed between March and August 2026 and is based on governance documentation, participant observation and interviews with key Board members.

Observations were limited to Board meetings attended in the capacity of Governance Intern. Accordingly, the findings represent an assessment of governance systems and practices during the review period rather than a comprehensive organisational evaluation.

## 2.4 Structure of the report

This report is structured to guide the reader from the current governance environment through to practical governance improvements.

Section 3 provides the governance context, describing the organisation, its governance arrangements and the environment in which the Board operates.

Section 4 presents the governance insights and opportunities identified through the document review, interviews and participant observation, organised around the lifecycle of a Board member. Each insight concludes with governance opportunities informed by recognised governance good practice.

Section 5 brings these findings together into an overall governance assessment, while Section 6 presents recommendations that directly address the opportunities identified throughout the review. Finally, the appendices in Section 9 provide practical governance tools and draft documents, including a proposed Board Member Lifecycle Policy, Board Skills Matrix and implementation resources, to support the Board should it choose to adopt the recommendations.

# 3. Governance Context

## 3.1 Organisation overview

Business North West (North West Country Incorporated as registered legal name) is a not-for-profit incorporated society operating as the Business Improvement District (BID) for the North West Business District within Auckland. Established under the Incorporated Societies Act 2022, the organisation supports the economic development of local businesses through the Auckland Council BID Programme. Its primary role is to advocate for members, foster collaboration, administer BID funding and deliver initiatives that benefit the wider business community (North West Country Incorporated, 2024; Auckland Council, 2025).

As a member-funded organisation, receiving an annual Targeted Rate Grant, Business North West balances the administration of public funds while operating within a governance environment that requires accountability, transparency and effective stewardship (Auckland Council, 2025).

Business North West operates within a unique governance environment in which it must balance the interests of local businesses, Auckland Council and the wider community. As the administrator of public BID funding, the Board has a strong stewardship responsibility and places significant emphasis on financial accountability, regulatory compliance and the transparent use of public funds. At the same time, it is expected to promote innovation and economic development across the district. These dual responsibilities create governance challenges that differ from those of a commercial organisation and place greater emphasis on stakeholder engagement, transparency and maintaining the confidence of members, Auckland Council and the wider community.

## 3.2 Governance structure

The organisation is governed by an Executive Committee, which functions as the Board. Under the Constitution, the Board is responsible for setting strategic direction, approving plans and budgets, overseeing the General Manager, ensuring legislative compliance and monitoring organisational performance (North West Country Incorporated, 2024).

Governance is supported by an Executive Committee Charter and four standing sub-committees:

- Finance and Risk

- Governance and Nominations
- People and Remuneration
- Marketing, Events and Stakeholder

At the time of this review, however, these sub-committees had not yet been formally established. The Finance and Risk Sub-Committee was in the process of being implemented, while the remaining committees were yet to become operational. Consequently, this review assesses the Board's governance framework based on both the documented governance arrangements and the governance practices observed during the review period.

The Governance and Nominations Sub-Committee is particularly relevant to this review, as it will be responsible for Board capability, recruitment, induction, Board member development, Board evaluation, succession planning and oversight of the governance internship programme.

## 3.3 Governance context

This review was undertaken during a period of significant governance development following the adoption of a revised Constitution in 2024 and the Executive Committee Charter in 2025. The appointment of a new Chair at the 2025 Annual General Meeting marked the beginning of a more deliberate approach to governance. During the review period, the Board introduced or commenced a number of governance initiatives, including implementation of the Executive Committee Charter, establishment of Board sub-committees, consideration of Board member honorariums, greater structure in Board meetings, and clearer communication of governance objectives and strategic priorities. These initiatives demonstrate a deliberate commitment to strengthening governance capability while supporting the Board's ongoing transition towards a more structured and professional governance model, with increased emphasis on accountability, Board capability, formal governance processes and long-term succession planning.

## 3.4 Current board composition

| Characteristic | Current Position |
|---|---|
| Number of members | 10 |
| Voting members (officers) | 8 |
| Non-voting members | 2 (Intern, Local Board Representative) |

| | |
|---|---|
| Chair | Andrew Howard |
| Deputy Chair | Nicky Horsbrough |
| Treasurer | Vacant |
| Secretary / General Manager | Danielle Hancock |
| Governance Intern | Diego Barrese |
| Board meetings | Bi-monthly |
| Sub-Committees (defined but not formed yet) | Finance & Risk, Governance & Nominations, People & Remuneration, Marketing, Events & Stakeholder |
| Board member term | Three years (staggered) |
| Governance model | Volunteer Board overseeing contracted General Manager |

# 4. Governance Insights and Opportunities

## 4.1 Governance leadership and board professionalisation

One of the strongest themes emerging from the review is the Board's recent deliberate move towards more structured and professional governance. The concept of professionalisation in this report refers to greater governance discipline and consistency, not replacing the volunteer or community nature of the Board.

Interviews and participant observation indicate that governance practices have become increasingly formalised through the review of the Executive Committee Charter, clearer governance expectations and greater accountability. The Chair also provides context before each Board meeting through a pre-meeting communication outlining meeting objectives, key decisions and expectations of Board members. This practice contributes to more focused discussions and improved preparedness.

The Executive Committee Charter strengthens governance by introducing structured committee reporting, governance work planning and clearer accountability. The Board has also proposed modest honorariums for Board members, recognising the increasing governance responsibilities and supporting member recruitment, retention and succession planning.

While these initiatives provide a strong governance foundation, the review found that governance is currently supported primarily by the Constitution and Executive Committee Charter and two policies currently in place, the Financial Policy and the Honorariums Policy (subject to ratification at AGM). Good governance practice recognises that these documents perform complementary roles: the Constitution establishes the Board's authority, the Executive Committee Charter defines how the Board operates, and governance policies provide an agreed basis for consistent action and decision-making. Sport New Zealand (2021) argues that a constitution alone is not governance policy and that a coherent policy framework enables boards to govern according to predetermined values and agreements rather than through ad hoc or reactive decisions. In the absence of such a framework, governance may therefore become more reliant on informal practices and individual judgement.

The importance of maintaining strong governance systems is particularly evident within Auckland's BID sector. Auckland Council's BID Policy places responsibility on BID executive committees for governance, strategic direction, financial performance and management oversight, requiring governance practices appropriate to the level of public targeted-rate funding administered (Auckland Council, 2025). Recent experience elsewhere in the Auckland BID network demonstrates the consequences where these arrangements are insufficient. Auckland Council withheld BID funding from Hunters Corner Town Centre Society following governance, compliance and accountability concerns (Auckland Council, 2024), while similar intervention previously occurred with the Avondale Business Association (Auckland Council, 2019). These examples reinforce the importance of Business North West continuing to formalise its governance arrangements as the organisation develops.

Observation and discussion with the General Manager indicated that new governance policies are already being considered, and the proposed sub-committees, particularly the Governance and Nominations Sub-Committee, provide an appropriate mechanism for developing and maintaining these documents.

The review also identified the absence of a formal Code of Conduct. Although Board behaviour observed throughout the review was respectful and collaborative, a documented Code of Conduct would reinforce ethical governance and establish clear behavioural expectations. A code of conduct is a foundation document that supports the organisation’s culture (Institute of Directors New Zealand, 2021).

Overall, the Board demonstrates a clear commitment to strengthening governance and is transitioning from a traditional volunteer-led model towards a more structured and capability-focused approach, consistent with recognised governance good practice.

**Governance opportunities**

The Board would benefit from further developing a formal governance policy framework to complement the Constitution and Executive Committee Charter. This would provide greater consistency in governance decision-making, reduce reliance on informal practices and support the Board's continued transition towards a more mature and sustainable governance model. Refer to paragraph 6.1.

## 4.2 Board capability and composition

The review found that Business North West benefits from a committed and diverse Board that broadly reflects the communities and businesses it serves. Representation across the townships within the BID, together with diversity in gender, age and business backgrounds, provides a broad range of perspectives and supports the Board's understanding of the needs of the local business community. At the time of the review, however, one representative position for Parakai remained vacant, highlighting the ongoing challenge of attracting volunteers to governance roles.

The Chair and the General Manager consistently identified Board member recruitment as one of the Board's greatest challenges. While the Constitution establishes eligibility requirements, the practical reality is that recruitment is largely driven by the availability of willing volunteers. According to the Constitution, candidates must operate a business within the BID area and be nominated by two full members of the organisation. As a result, the Board has limited opportunity to recruit Board members based on specific governance capabilities or future Board requirements.

The Board's composition demonstrates strong commitment and diversity of representation; however, governance capability is not currently assessed in a structured manner. As described by Institute of Directors New Zealand (2021), the composition of the Board is the deciding factor in its success. Business North West does not have a Board Skills Matrix or formal process for evaluating the Board's collective strengths and capability gaps. Consequently, while the Board

understands the value of diverse business representation, it has limited visibility of the governance capabilities it currently possesses and those that may need to be developed over time.

This challenge is illustrated by the recent resignation of the Treasurer who shifted business and was no longer a member. Observations indicated that none of the existing Board members wished to assume the role, and recruiting a replacement with appropriate financial capability has proven difficult. While this vacancy presents a governance capability risk, it also reflects the broader challenge faced by volunteer organisations in attracting Board members willing to undertake specialist governance responsibilities. Similarly, although the Executive Committee Charter establishes a committee structure to strengthen governance oversight, only the Finance and Risk Sub-Committee was in the process of being established at the time of this review.

**Governance opportunities**

Develop and maintain a Board Skills Matrix to provide a structured understanding of the Board's collective governance capability. While the current recruitment environment may not allow Board members to be selected solely based on identified capability gaps, a Skills Matrix would provide valuable information to support Board development, committee appointments and succession planning. It would also help identify opportunities to develop existing Board members into specialist governance roles, such as Treasurer, through mentoring, governance education or external support where appropriate. Refer to paragraph 6.3.

## 4.3 Governance internship programme

One of the most innovative governance initiatives identified during the review was the introduction of a Governance Intern (Board Observer) programme. Although the role is non-voting, it provides exposure to Board governance, contributes an external perspective to Board discussions and creates opportunities for emerging leaders to develop governance capability before assuming formal director responsibilities.

The programme demonstrates a proactive commitment to governance capability within the wider business community. Rather than viewing recruitment only as the appointment of Board members when vacancies arise, the programme provides a practical mechanism for introducing future governors to Board processes, governance responsibilities and strategic decision-making. The programme aligns with recognised governance practice by creating a

pathway through which prospective Board members can develop governance knowledge and experience before assuming formal Board responsibilities (Leblanc, 2019).

The programme also provides benefits to the Board itself, as a potentially independent view can contribute to discussions, encourage reflection on governance practices and create opportunities to consider alternative perspectives during Board discussions.

**Governance opportunities**

The governance internship programme provides a strong foundation for developing future Board members and has the potential to become a recognised pathway into governance within the Business North West community. Although the programme has defined objectives and selection criteria, it could be strengthened through a formal induction process and mentoring arrangement with an existing Board member. Refer to paragraph 6.5.

## 4.4 Board member recruitment and appointment

Recruiting volunteer Board members remains one of the most significant governance challenges faced by the Business North West Board. At present, there is no formal process for identifying, engaging or developing these potential future members. However, both the General Manager and Chair approach individuals informally. Under the Constitution, candidates must operate a business within the BID area and be nominated by two full members of the organisation. While this process ensures legitimacy and community representation, it provides limited opportunity to recruit against the Board's future capability requirements.

The review also found that Board member recruitment is largely reactive, occurring when vacancies arise rather than through a planned process of identifying and developing future governance talent. Although this approach is common amongst volunteer organisations, it increases the risk that important governance capabilities may be unavailable when required. The recent difficulty in replacing the Treasurer provides a practical example of this challenge.

A recently appointed Board member also identified the organisation's visibility and perceived impact as important factors in attracting future Board members. The member observed that the organisation may currently be perceived as relatively inactive and questioned why prospective volunteers would seek a governance role in an organisation that is not visibly creating impact in the community. They suggested that becoming more active, demonstrating value to members and increasing community participation could itself help attract future governance talent. This suggests that recruitment and organisational performance are interdependent: as Business

North West strengthens its governance, visibility and community impact, it may become a more attractive governance opportunity, creating a stronger pool of prospective Board members.

Despite these constraints, interviews suggested there is considerable opportunity to strengthen recruitment by engaging more deliberately with the organisation's membership. The Board represents a broad network of experienced business owners and professionals who may possess valuable governance capabilities but have not previously considered Board service. At present, there is no formal process for identifying, engaging or developing these potential future members, however, both the General Manager and the Chair do approach individuals informally.

Similarly, recruitment currently focuses on eligibility and community representation, with limited consideration of behavioural attributes such as strategic thinking, collaborative decision-making, curiosity and a willingness to provide constructive challenge. Board effectiveness depends not only on technical competence, but also on behavioural attributes and boardroom dynamics such as independence of thought, trust, collaboration and constructive challenge (Chartered Governance Institute UK & Ireland, 2021; Sonnenfeld, 2002).

**Governance opportunities**

The Board has an opportunity to move from a reactive recruitment model towards a proactive governance talent pipeline. This could include:

- developing and maintaining a Board Skills Matrix to identify future capability needs and target recruitment accordingly;
- identifying prospective Board members from within the organisation's membership and engaging them before vacancies arise, such as by maintaining a talent register;
- increasing the visibility of governance, such as a branding campaign, through member engagement events, governance forums or occasional open Board sessions that demonstrate the role and value of governance;
- promoting the governance internship programme as a pathway into future Board service;
- incorporating behavioural as well as technical capability into Board member selection; and
- where specialist expertise is required, considering external recruitment support or partnerships with organisations to broaden the potential candidate pool.

Collectively, these initiatives would help position Business North West as an organisation that actively develops future governors rather than simply filling Board vacancies as they occur.

## 4.5 Board member induction

While access to Board meetings and governance documentation was readily available, interviews and participant observation identified opportunities to strengthen the induction of new Board members. Both recently appointed Board members confirmed that current induction practices were relatively informal, where the General Manager discussed with each new member the strategy, vision, mission, background and helped them with access to the Board's software (BoardPro). There is some structure, but the process is inconsistent and relies on self-directed learning, supported by discussions with existing Board members. Although this approach reflects the collaborative culture of the Board, it may result in inconsistent onboarding experiences and varying levels of preparedness among new Board members.

Neither the Constitution nor the Executive Committee Charter currently defines a structured induction process. However, discussions with the General Manager identified an initiative to create a Board induction pack to support and standardise the process. Currently, however, there is no consistent framework to ensure all Board members receive the same governance information, understand Board expectations or become familiar with the organisation's strategic priorities within a defined timeframe. There is also no means to measure the level of preparedness in the first months in the role.

Both Sport New Zealand (2021) and the Institute of Directors New Zealand (2021) identify structured induction as a critical contributor to Board effectiveness. Effective induction enables Board members to understand their governance responsibilities, contribute confidently to Board discussions and integrate more quickly into the governance environment.

**Governance opportunities**

Continue to develop a structured induction programme for all newly appointed Board members that includes:

- an induction handbook/pack;
- the Constitution and Executive Committee Charter;
- the Strategic Plan and Annual Work Plan;
- the Board calendar and committee structure;

- recent Board papers and minutes;
- an overview of key stakeholders and the BID Programme;
- allocation of a Board mentor or buddy; and
- a structured induction plan with review discussions during the first 90 days.

Although the current induction process is informal, the experience of the newly appointed Board members was positive, with access to Board papers through BoardPro, the ability to review previous minutes and a welcoming environment in the first Board meeting. The opportunity is therefore to standardise and strengthen an approach that is currently working reasonably well, rather than replace it entirely.

The induction programme should also be adapted for Governance Interns to provide a consistent introduction to governance while recognising the different expectations associated with the observer role. Refer to paragraph 6.5.

## 4.6 Board member development

The review found that Business North West places significant value on the contribution of its Board members and provides a collaborative environment in which governance capability develops through participation, discussion and practical experience. Interviews and observation confirmed that Board members are encouraged to contribute their professional knowledge, share perspectives and learn from one another during Board meetings and committee activities. This approach reflects the volunteer nature of the organisation and the diverse backgrounds of its Board members.

Interviews indicated that governance development currently occurs primarily through informal learning rather than through a structured development programme. Board members progressively develop their governance capability by participating in Board discussions, observing experienced Board members and assuming increasing governance responsibilities. While this provides valuable experiential learning, there is currently no formal process to identify collective development needs or deliberately strengthen governance capability across the Board.

Ongoing Board member development is an important component of maintaining governance capability, particularly in voluntary and not-for-profit organisations. Governance capability is not static at the point of appointment; it develops through experience, reflection, mentoring and

opportunities for continued learning. Ward and Preece (2012) highlight the importance of Board member development in voluntary and public-sector governance, while Sport New Zealand (2021) emphasises ongoing Board development as part of building and maintaining an effective governing body. Development should also extend beyond technical governance knowledge to strengthen the interpersonal behaviours, constructive challenge and collective learning that contribute to effective boardroom dynamics (Chartered Governance Institute UK & Ireland, 2021). This supports an approach in which Board development is continuous, practical and embedded within the Board's normal governance activities rather than relying solely on formal external training.

Participant observation also identified that significant governance knowledge already exists within the organisation, particularly through the Board Chair, General Manager and experienced Board members. This presents an opportunity to strengthen governance capability through structured peer learning, using the Board's existing expertise to develop current and future Board members. Contemporary governance literature recognises that high-performing boards develop not only through formal education but also through regular reflection, discussion and shared learning that strengthens Board culture, relationships and governance effectiveness.

An interview with a recently appointed Board member also reinforced the value of using the Board's existing expertise as a development resource. They observed that considerable business and professional knowledge exists across the Board and suggested that creating opportunities to discuss challenges, opportunities and different areas of expertise as a group would strengthen Board effectiveness and team cohesion.

**Governance opportunities**

Develop an annual Board Capability Development Programme that combines structured induction, regular governance learning and an annual Board governance off-site. While formal governance education through organisations such as the Institute of Directors should remain available where appropriate, the primary emphasis should be on practical, low-cost learning opportunities that leverage the knowledge already within the Board. A quarterly Governance Lunch & Learn series and an annual governance off-site would provide opportunities for Board members to strengthen governance capability, reflect on Board effectiveness, review strategic priorities and support succession planning. Refer to paragraph 6.5.

## 4.7 Succession planning and Board renewal

The review found that Business North West recognises the importance of Board renewal and continuity, but succession planning is currently undertaken in an informal manner. Board member turnover is primarily managed as vacancies arise, with recruitment focused on maintaining community representation and operational continuity rather than following a structured succession plan.

The recent resignation of the Treasurer illustrates this challenge. While the Board has continued to operate effectively, identifying a replacement with the appropriate financial capability has proven difficult. Observation suggested that none of the current Board members wished to assume the role, highlighting the vulnerability that can arise when specialist governance capabilities are concentrated in a small number of individuals.

Despite this, the Board has demonstrated a commitment to long-term governance capability through initiatives such as the governance internship programme and the ongoing professionalisation of its governance framework. These initiatives provide a foundation upon which a more deliberate approach to Board renewal can be developed.

At present, however, there is no formal process for identifying future Board leaders, planning succession for officer positions, or developing existing Board members to assume key governance roles. Similarly, without a Board Skills Matrix, the Board has limited visibility of future capability requirements and limited ability to plan recruitment and development around anticipated governance needs. The Constitution also allows Board members to be re-elected without a defined limit on consecutive terms. While this supports continuity and retains valuable institutional knowledge, it may also reduce opportunities for Board renewal and the introduction of fresh perspectives if not actively managed through succession planning.

Succession planning is an important governance responsibility because Board capability must be maintained over time rather than addressed only when a vacancy occurs. Sport New Zealand (2021) emphasises planned Board renewal and the need to balance continuity and institutional knowledge with the introduction of new skills and perspectives. Leblanc (2019) similarly treats recruitment, development, assessment and renewal as interconnected governance activities, reinforcing the importance of considering succession throughout a Board member's tenure. Charan et al. (2014) also highlight the Board's responsibility for ensuring that its composition and capabilities remain aligned with the organisation's future needs. Effective succession planning therefore extends beyond replacing departing Board members; it involves anticipating

future capability requirements, developing potential successors and maintaining a pipeline of governance talent.

**Governance opportunities**

Develop a rolling Board succession plan linked to the proposed Board Skills Matrix and Board Member Lifecycle Policy. The succession plan should identify anticipated vacancies, key governance roles, future capability requirements and potential internal and external candidates. Existing Board members should be supported to develop their competencies where appropriate. The governance internship programme is already recognised as part of a longer-term governance capability pipeline.

As part of the Board's future governance development, consideration should also be given to introducing a recommended maximum number of consecutive Board member terms, consistent with recognised governance good practice. The Board could consider a maximum of two or three consecutive three-year terms, followed by a period of stand-down before re-election. Such an approach could promote Board renewal while maintaining an appropriate balance between continuity and fresh thinking. Any introduction of term limits should be considered as the governance talent pipeline matures. Refer to paragraph 6.2, paragraph 6.3 and paragraph 6.4.

## 5. Overall Assessment

Overall, the review indicates that Business North West has established strong governance foundations and is progressing towards a more mature and professional governance model. The revised Constitution and Executive Committee Charter and stronger governance focus demonstrate a deliberate move from a traditional volunteer-led Board towards a more structured and capability-focused approach.

The Board benefits from committed members, broad geographic representation and valuable business experience. Its principal challenge is the practical reality of attracting volunteers with specialist governance capabilities, resulting in recruitment, development and succession often being driven by opportunity rather than deliberate planning. Emerging initiatives, including the governance internship programme, proposed committee structure and Board member honorariums, provide a strong platform for continued development.

The principal opportunity is therefore to formalise and integrate these initiatives across the Board member lifecycle. A Board Member Lifecycle Policy, supported by a Board Skills Matrix,

structured induction, capability development and succession planning, would enable the Board to better understand and develop its collective capability while reducing reliance on reactive recruitment. Overall, the Board is assessed as established and progressing towards mature governance, with a strong foundation for continued improvement.

# 6. Recommendations

The following recommendations build on the strengths identified by integrating existing initiatives into a coherent governance framework that supports the complete lifecycle of a Board member. Recognising the volunteer nature of the Board, the recommendations are intended to be implemented progressively over time rather than as a single programme of work. A proposed governance improvement framework is provided in Appendix 9.1, outlining the recommended sequencing, ownership and implementation timeframes.

Ongoing implementation and monitoring should form part of the Board's annual governance review process to ensure the recommendations remain aligned with the organisation's strategic priorities and evolving governance needs. This process can form part of the annual offsite suggested in paragraph 6.5.

## 6.1 Develop a governance policy framework

Develop and adopt a governance policy framework to complement the Constitution and Executive Committee Charter. The proposed framework is outlined in Appendix 9.2 and provides a structured approach to the Board's key governance responsibilities.

**Rationale**

The review identified that the Board has established a strong constitutional and governance foundation through the Constitution and Executive Committee Charter but currently has only two governance policies. While the Constitution establishes the Board's legal authority and the Executive Committee Charter defines how the Board operates, governance policies provide the mechanisms by which the Board exercises that authority consistently over time. Developing a governance policy framework will improve governance consistency, clarify expectations and support the Board's continued governance maturity.

**Expected Benefits**

- Creates a consistent governance framework supporting the Constitution and Executive Committee Charter.

- Improves governance consistency, transparency and accountability.
- Reduces reliance on informal practices.
- Supports continuous governance improvement.
- Provides a scalable governance framework as the organisation continues to mature.

**Suggested Owner:** Governance and Nominations Sub-Committee

## 6.2 Develop and adopt a Board Member Lifecycle Policy

Develop and adopt a Board Member Lifecycle Policy as the cornerstone of the governance policy framework (refer to Appendix 9.3 for a draft policy). The policy should establish a consistent framework for the recruitment, appointment, induction, development, evaluation and succession of Board members. It should apply equally to existing and newly appointed Board members and formally incorporate the governance internship programme as part of the Board's governance capability pipeline.

**Rationale**

The review identified that many of the governance practices associated with an effective Board member lifecycle already exist or are emerging within the organisation. However, these initiatives currently operate independently rather than as an integrated governance process. Bringing them together into a single Board Member Lifecycle Policy will create a consistent approach to Board capability while supporting governance continuity and long-term succession planning.

**Expected Benefits**

- Integrates recruitment, induction, development and succession planning into one governance framework.
- Supports both existing and future Board members throughout their governance journey.
- Strengthens Board capability and governance continuity.
- Formalises the governance internship programme as a pathway into governance.
- Supports long-term succession planning and Board renewal.

**Suggested Owner:** Governance and Nominations Sub-Committee

## 6.3 Develop and maintain a Board Skills Matrix

Develop and maintain a Board Skills Matrix that identifies the Board's collective governance capability and informs Board member development, succession planning, committee appointments and future recruitment priorities. The annual assessment should include self-assessment, peer validation and Chair moderation. Refer to Appendix 9.4 for a proposed matrix and Appendix 9.5 for a proposed assessment process.

**Rationale**

Given the limited pool of volunteer Board members, the Skills Matrix should not be viewed solely as a recruitment tool. Instead, it should provide a structured understanding of the Board's strengths and capability gaps, enabling the Board to make informed governance decisions and develop existing Board members into future governance leaders.

**Expected Benefits**

- Improves visibility of collective Board capability.
- Supports targeted governance development.
- Strengthens committee appointments and succession planning.
- Identifies future governance capability needs.

**Suggested Owner:** Governance and Nominations Sub-Committee

## 6.4 Establish governance talent pipeline and succession plan

Develop a rolling Board succession plan linked to the proposed Board Skills Matrix and establish a proactive governance talent pipeline. The succession plan should identify anticipated vacancies, future governance capability requirements, succession for officer positions and opportunities to develop existing Board members into future governance leadership roles.

To support long-term Board renewal, the Board should actively identify, engage and develop prospective future Board members from within the organisation's membership. This could be supported by maintaining a talent register. Additionally, the Board’s function and importance can be exposed to the membership through governance information sessions, increased visibility of Board activities, promotion of the governance internship programme and targeted engagement.

**Rationale**

The Board's greatest governance challenge is attracting suitable volunteers with the willingness and capability to serve. The recent Treasurer vacancy demonstrates the risks of reactive succession. Interview evidence also suggests that the organisation's visibility, activity and demonstrated community impact may influence people's willingness to consider Board service. A governance talent pipeline would therefore not operate in isolation: strengthening the organisation's value proposition and reputation could increase interest in Board service, creating a reinforcing cycle in which a more active and effective Association attracts more capable prospective Board members. Over time, the aspiration is to move from seeking willing volunteers to selecting from a strong pool of candidates attracted by the Board's reputation, impact and governance development opportunities.

**Expected Benefits**

- Creates a sustainable pipeline of future Board members.
- Improves continuity of governance and succession for key Board roles.
- Reduces capability risks associated with unexpected vacancies.
- Strengthens community engagement and awareness of governance opportunities.
- Supports the development of future Board leaders while encouraging Board renewal.
- Reduces reliance on reactive recruitment.

**Suggested Owner:** Governance and Nominations Sub-Committee in collaboration with the Board Chair.

## 6.5 Formalise Board member induction and development

Develop a structured Board Capability Development Programme that combines induction and ongoing governance development for all Board members. The programme should include an induction pack, governance documentation, a Board mentor, a governance calendar, structured 90-day onboarding, quarterly governance lunch & learn sessions and an annual governance off-site. Refer to Appendix 9.6 for the Board Capability Development Programme.

**Rationale**

Current governance development relies primarily on informal learning and practical experience. Bringing induction and development together into one structured programme will improve

consistency, strengthen Board members' confidence and better use the governance knowledge already held by the Chair, General Manager and experienced Board members.

**Expected Benefits**

- Improves Board member readiness and confidence.
- Creates a consistent onboarding and development experience.
- Supports continuous governance learning.
- Strengthens Board relationships and cohesion.
- Develops future Board leaders.

**Suggested Owner:** Governance and Nominations Sub-Committee

## 7. Conclusion

This review found that Business North West has established strong governance foundations and is progressing towards a more structured and professional governance model. Recent initiatives demonstrate a Board committed to continuous improvement while retaining the community focus and collaborative culture that underpin the organisation. This report represents the governance position as of August 2026, with some arrangements expected to evolve through the Annual General Meeting in October 2026.

The principal opportunity is to build on these foundations by formalising and connecting governance practices across the Board member lifecycle. Rather than proposing isolated improvements, this report recommends an integrated governance capability approach incorporating a Governance Policy Framework, Board Member Lifecycle Policy, Board Skills Matrix, capability development and proactive succession planning. Importantly, these recommendations recognise the realities of a volunteer Board and seek to build on the knowledge, commitment and experience already within the organisation.

Implementation will require careful consideration of the Board's volunteer context and existing culture. Greater structure should not create unnecessary bureaucracy or discourage existing Board members, while initiatives such as the Skills Matrix should be positioned as tools for collective development rather than individual performance assessment. Similarly, Board renewal should balance the introduction of fresh perspectives with retention of institutional knowledge. Progressive implementation, supported by clear communication and regular review, will therefore be important to maintaining Board member and stakeholder support.

Over time, stronger governance and greater organisational impact can create a reinforcing cycle: a more visible and effective organisation becomes more attractive to prospective Board members, creating a stronger pool of governance talent and, in turn, strengthening the Board's capability and impact.

Ultimately, the opportunity is not simply to improve current governance practices, but to create a sustainable governance environment that attracts, develops and retains capable Board members. Over time, Business North West has the potential to become a ‘Board of choice’ within the local business community, recognised for its governance, impact and development opportunities.

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# 9. Appendices

## 9.1 Governance improvement framework

The purpose of this implementation roadmap is to provide a practical and achievable sequence for implementing the recommendations contained within this report. Recognising that Business North West operates through a volunteer Board, the roadmap adopts a phased approach that prioritises governance foundations before introducing initiatives to strengthen Board capability, Board member development and succession planning.

The roadmap is intended to be a living governance document. It should be reviewed annually by the Governance and Nominations Sub-Committee and updated as governance priorities evolve. Successful implementation will depend on maintaining the Board's commitment to continuous improvement while balancing governance development with the operational needs of the organisation.

| Phase | Timeframe | Key Actions | Lead Responsibility | Success Measure |
|---|---|---|---|---|
| **Phase 1: Strengthen Governance Foundations** | 0-3 months | Formally establish the Governance and Nominations Sub-Committee.<br>Develop and approve the governance policy framework and Board Member Lifecycle Policy. | Executive Committee | Governance policy framework and Board Member Lifecycle Policy approved by the Board. Governance and Nominations Sub-Committee operational. |
| **Phase 2: Board Capability** | 3-6 months | Develop and complete the first Board Skills Matrix assessment. Develop the induction pack. | Governance & Nominations Sub-Committee | Board Skills Matrix completed. Induction pack documented. |
| **Phase 3: Governance Development** | 6-9 months | Commence the Governance Lunch & Learn programme. Hold | Governance & Nominations Sub-Committee | Lunch & Learn programme established. |

| | | | | |
|---|---|---|---|---|
| | | the first Annual Governance off-site. | and Board Chair | Governance off-site completed. Board development plan agreed at off-site. |
| **Phase 4: Board Renewal Maturity** | 9-12 months | Develop the first rolling Board Succession Plan and governance talent pipeline. Review implementation of the Governance Policy Framework and incorporate improvements into the Annual Board Work Plan. | Governance & Nominations Sub-Committee | Succession Plan approved. Governance talent pipeline established. Governance improvement actions incorporated into the Annual Work Plan. |

## 9.2 Proposed governance policy framework

The review identified an opportunity to strengthen Business North West's governance documentation through the development of a structured suite of governance policies.

Each governance document performs a distinct function:

- The Constitution establishes the Board's legal authority, governance structure and constitutional responsibilities.
- The Executive Committee Charter defines how the Board operates, including its roles, responsibilities, decision-making processes and relationship with management.
- Governance Policies describe how the Board exercises its authority consistently across its key governance responsibilities.

Together, these documents create an integrated governance framework that supports consistency, accountability and continuous governance improvement.

**Proposed Governance Policy Suite**

**Governance:**

| Policy | Purpose |
|---|---|
| **Code of Conduct** | Define the expected standards of behavior, ethics, confidentiality and collective responsibility of Board members. |
| **Conflict of Interest Policy** | Establish processes for declaring, recording and managing actual, potential and perceived conflicts of interest. |
| **Delegations Policy** | Clearly define governance and management responsibilities and decision-making authorities. |
| **Board Evaluation Policy** | Establish the annual Board evaluation process, including Board, Chair and committee reviews, and the monitoring of improvement actions. |

**Board Capability:**

| Policy | Purpose |
|---|---|
| **Board Skills Matrix Framework** | Establish the process for assessing the Board's collective capability, identifying capability gaps and informing recruitment, development and succession planning. |
| **Board Member Lifecycle Policy** | Establish a consistent framework for the recruitment, appointment, induction, development, evaluation and succession of Board members. |

**Finance and Risk:**

| Policy | Purpose |
|---|---|
| **Financial Governance Policy** | Define the Board's responsibilities for financial stewardship, budgeting, reserves, expenditure authorities and financial oversight. |
| **Risk Management Policy** | Establish the Board's approach to strategic risk identification, oversight and reporting. |

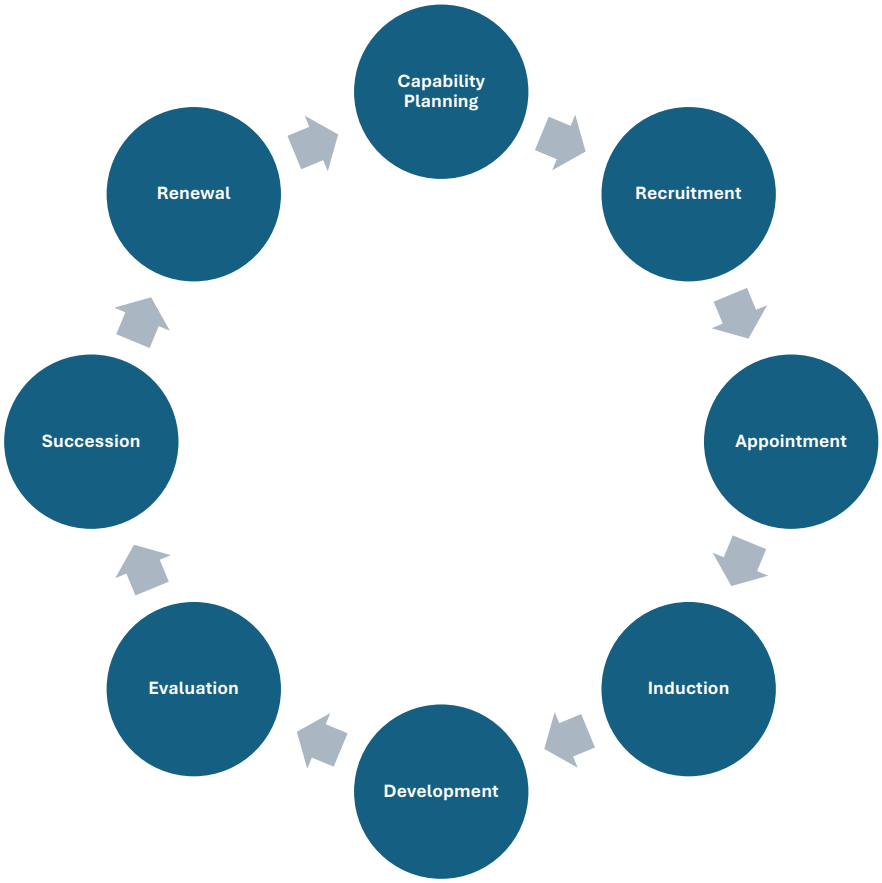
**Supporting Governance Documents**

The governance policies should be supported by practical working documents that assist implementation and ongoing governance activities. These may include:

- Board Skills Matrix
- Board Member Induction Handbook/Pack
- Governance Calendar
- Annual Board Work Plan
- Annual Succession Plan / Talent Pipeline
- Board Evaluation Template

## 9.3 Proposed Board Member Lifecycle Policy

The basis of the policy can be described in the diagram below:




The proposed text for the policy is as follows:

**0. Document Control**

**0.1 Owner:** Governance and Nominations Sub-Committee

**0.2 Approval:** Approved by the Executive Committee.

**0.3 Version and review:** This Policy will be reviewed biennially, or earlier if required by legislative, constitutional or governance changes.

**0.4 Policy hierarchy:** This Policy supports the Business North West Constitution and Executive Committee Charter and forms part of the Board's governance framework. Where any inconsistency exists, the Constitution shall prevail.

**1. Purpose, scope and policy Incorporation**

**1.1 Purpose:** The purpose of this Policy is to establish a consistent and transparent framework for the recruitment, appointment, induction, development, evaluation and succession of Board members. The Policy aims to ensure the Executive Committee maintains the collective capability required to govern Business North West effectively while supporting continuous governance development for both existing and newly appointed Board members.

**1.2 Scope:** This Policy applies to all Board members, officers, governance interns.

**1.3 Alignment:** This Policy aligns with the Business North West Constitution, Executive Committee Charter, Annual Work Plan and Board Skills Matrix.

**2. Board capability planning**

The Executive Committee shall maintain an appropriate mix of governance capability to support the strategic objectives of Business North West.

The Governance and Nominations Sub-Committee shall annually review the collective capability of the Board against:

- the Strategic Plan;
- emerging governance requirements;
- Board diversity;
- community representation;
- anticipated succession requirements.

Board capability planning shall be supported by a Board Skills Matrix.

The Board Skills Matrix shall be maintained as a live governance document and reviewed annually or whenever Board membership changes.

The Skills Matrix shall inform:

- recruitment;
- succession planning;
- Board member development;
- committee appointments;
- Board evaluation.

**3. Board skills matrix**

The Board Skills Matrix provides an assessment of the Executive Committee's collective governance capability.

The Skills Matrix shall include governance competencies, technical expertise, behavioural attributes and strategic capability appropriate to Business North West.

The annual assessment shall comprise three stages.

Stage One: Board member Self-Assessment

Each Board member shall complete an annual assessment against the agreed governance competencies.

Stage Two: Peer Validation

Each assessment shall be reviewed by another Board member to encourage consistency, reflection and constructive discussion.

Peer validation is intended to support governance development and shall not be used as an individual performance assessment.

Stage Three: Chair Moderation

The Chair shall review the completed assessments, facilitate discussion where significant differences exist and determine the final assessment in consultation with the Governance and Nominations Sub-Committee.

The consolidated Skills Matrix shall be used to identify:

- Board strengths;

- capability gaps;
- recruitment priorities;
- development opportunities;
- succession requirements.

**4. Board member recruitment and appointment**

Board member recruitment shall be undertaken in accordance with the Constitution and informed by the Board Skills Matrix.

The Governance and Nominations Sub-Committee shall identify the capabilities required before commencing recruitment.

Candidates should be assessed using a structured recruitment process that considers:

- governance capability;
- strategic thinking;
- financial literacy, where appropriate;
- alignment with the purpose and values of Business North West;
- ability to contribute constructively to Board discussions;
- independence of judgement;
- commitment to Board responsibilities;
- diversity of experience and perspectives.

Appointments shall seek to strengthen the collective capability of the Executive Committee rather than replicate existing skills.

**5. Board member induction**

All newly appointed Board members and Governance Interns shall complete a structured induction programme.

The induction programme shall include:

- Constitution;
- Executive Committee Charter;
- Strategic Plan;

- Annual Work Plan;
- Annual Budget;
- Board calendar;
- committee structure;
- recent Board papers;
- governance responsibilities;
- key stakeholders.

Each newly appointed Board member shall be assigned a Board mentor for their first six months.

The Chair shall conduct induction review meetings after approximately three months and six months.

**6. Board member development**

Business North West recognises that governance capability develops throughout a Board member's tenure.

Accordingly, Board member development shall apply equally to existing and newly appointed Board members.

Board members shall be encouraged to participate in:

- formal training programmes;
- governance workshops;
- lunch & learn opportunities;
- conferences;
- mentoring;
- committee leadership opportunities;
- governance reading and continuous learning.

Individual development priorities may be identified through the Board Evaluation Framework and the Board Skills Matrix.

**7. Board evaluation**

The Executive Committee shall undertake an annual evaluation of:

- Board effectiveness;
- committee effectiveness;
- governance capability;
- implementation of this Policy.

Evaluation outcomes shall be used to:

- improve governance performance;
- inform Board member development;
- update the Board Skills Matrix;
- support succession planning.

**8. Succession planning**

The Governance and Nominations Sub-Committee shall maintain a rolling succession plan for the Executive Committee.

Succession planning shall:

- consider Board members approaching retirement by rotation;
- identify future committee chairs and office holders;
- support succession for specialist governance roles;
- identify future recruitment priorities;
- consider Governance Interns as part of the future governance capability pipeline.

The Board shall seek to balance continuity with renewal by recognising the value of existing Board members while ensuring the Board continues to develop the capabilities required for future governance.

At the completion of a Board member's term, the Board should recognise the Board member's contribution and ensure an appropriate transfer of governance knowledge where required.

**9. Review and amendment**

**9.1 Review cadence:** This Policy shall be reviewed every two years by the Governance and Nominations Sub-Committee, or earlier where required following changes to legislation, the Constitution, governance best practice or organisational strategy.

**9.2 Amendments:** Any amendments to this Policy require approval by the Executive Committee.

## 9.4 Proposed Board Skills Matrix

The Board Skills Matrix is intended to support Board succession planning and provide a structured assessment of the Board's overall strengths and development needs. It should be treated as a living governance tool and reviewed annually, or whenever Board membership changes.

The Board should agree the desired skills, attributes and experience required for effective governance; discuss the implications of the results and use them to guide recruitment, development and succession planning.

**Proposed Board Skills Matrix**

**Skills**

| Governance capability | Weighting |
|---|---|
| Ability to think strategically | 2.0 |
| Analytical, critical reasoning and problem-solving skills | 1.5 |
| Strong financial literacy and analytical ability | 1.5 |
| Oral communication skills | 1.5 |
| Ability to understand and relate to stakeholders | 1.5 |

**Attributes**

| Governance capability | Weighting |
|---|---|
| Ethical, open, honest, trustworthy behaviour and high integrity | 2.0 |
| Independence and inquisitiveness | 1.5 |
| Ability to establish quality relationships | 1.5 |

| | |
|---|---|
| Ability to work as a team player | 2.0 |
| Preparedness to work hard and commit time and effort to the role | 1.5 |
| Outcomes focus | 1.5 |
| Strong stewardship orientation / community focus | 1.5 |

**Experience**

| Governance capability | Weighting |
|---|---|
| Corporate governance experience | 2.0 |
| Understanding of and experience in the organisation's operating environment | 1.5 |
| Community / stakeholder influence and connections | 1.5 |
| Broad business experience | 1.5 |

**Meeting Performance**

| Governance capability | Weighting |
|---|---|
| Well prepared for meetings | 2.0 |
| Adds value to Board dialogue | 2.0 |
| Able to focus at the governance level of issues | 2.0 |
| Able to disagree without being disagreeable | 2.0 |

**Rating Scale**

| Rating | Description |
|---|---|
| 5 | Exceptional competence |
| 4 | Fully competent |
| 3 | Mostly competent |

| | |
|---|---|
| 2 | Basic competence only |
| 1 | Minimal/no competence |

**Use of Results**

The consolidated results should be used to identify:

- Board strengths;
- capability gaps;
- development priorities;
- committee appointments;
- future recruitment needs; and
- succession planning requirements.

## 9.5 Proposed Skill Matrix assessment process

The Board should maintain a comprehensive Skills Matrix that assesses the collective capability of the Board against the competencies required to achieve the organisation's strategic objectives. The Skills Matrix should be reviewed annually and used as the primary input into recruitment, Board member development, board evaluation and succession planning.

The assessment process should include three stages:

1. Self-assessment
    - Each Board member completes an annual self-assessment against the agreed governance competencies.
    - Board members should consider both their level of knowledge and their confidence in applying that capability in a governance setting.
2. Peer validation
    - Each assessment is reviewed by another Board member who provides feedback and either confirms or discusses the proposed ratings. The Board member being assessed may nominate another Board member to undertake the peer validation.
    - The objective is to encourage constructive reflection and consistency across the Board rather than to "mark" one another.

3. Chair review
    - The Board Chair reviews the completed assessments, considering observed governance contributions, committee participation and Board discussions.
    - The Chair facilitates any necessary conversations to reach an agreed assessment and identifies capability gaps across the Board.

The consolidated Skills Matrix should then be considered by the Governance and Nominations Sub-Committee to inform:

- future recruitment priorities;
- succession planning;
- committee appointments;
- Board member development plans; and
- annual Board capability reporting.

## 9.6 Proposed Board Capability Development Programme

The Board Capability Development Programme provides a structured approach to developing governance capability throughout a Board member's tenure. It combines structured induction for new Board members with ongoing practical governance learning and an annual opportunity for collective Board reflection, strategic alignment and capability planning.

The programme recognises that Board members bring different levels of governance experience and that capability develops over time through experience, mentoring, peer learning and formal education. It also makes effective use of the governance knowledge already available through the Chair, General Manager and experienced Board members.

The programme consists of three components:

1. Board Member Induction, establishing the knowledge and confidence required to contribute effectively.
2. Quarterly Governance Lunch & Learn, supporting continuous governance learning and peer development.
3. Annual Governance off-site, strengthening collective Board effectiveness, capability, strategy and succession.

1. Board Member Induction

The induction process should provide every newly appointed Board member with a consistent understanding of Business North West, their governance responsibilities and the expectations associated with Board membership.

**Induction Timeline**

| Timeframe | Activity | Responsibility |
|---|---|---|
| Prior to appointment | Welcome discussion and overview of Board expectations | Chair |
| Before first Board meeting | Issue induction pack | General Manager |
| First Board meeting | Introductions and governance overview | Chair |
| First month | Meetings with Chair and General Manager | Chair / General Manager |
| First three months | Governance mentor support | Assigned Board member |
| Three months | Induction review discussion | Chair |
| Six months | Governance capability review | Chair |

**Induction Pack**

The induction pack should include:

**Organisation**

- Constitution
- Executive Committee Charter
- History of the organisation
- Mission, vision and values
- Strategic Plan
- Annual Business Plan

- Annual Budget
- Annual Report
- Auckland Council BID Policy or summary

**Governance**

- Board calendar and meeting schedule
- Committee structure
- Governance Policy Suite
- Code of Conduct
- Conflict of Interest Register
- Membership and relevant representative portfolio information

**Board Information**

- Current Board membership and biographies
- Key stakeholders
- Current strategic priorities
- Major projects
- Recent Board minutes and papers

**Practical Information**

- Meeting arrangements
- Digital platforms and document repository
- Contact information
- Communication expectations

**Governance Mentor**

Each newly appointed Board member should be allocated an experienced Board member as a mentor for their first six months. The mentor should provide context, answer governance questions, encourage participation, introduce relevant stakeholders and provide informal support and feedback.

**First 90 Days**

| Timeframe | Expected Outcome |
|---|---|
| Before first meeting | Understand Business North West's purpose and Board responsibilities |
| Month 1 | Attend first Board meeting and meet with the Chair and General Manager |
| Month 2 | Understand key governance documents, strategic priorities and committee responsibilities |
| Month 3 | Participate confidently in Board discussions and understand how they can contribute |

A six-month discussion with the Chair should review the Board member's induction experience, governance confidence, development needs, committee interests and future governance aspirations. Relevant development needs should inform the Board Capability Development Programme.

2. Quarterly Governance Lunch & Learn

The Governance Lunch & Learn provides regular, low-cost opportunities for Board members to strengthen governance capability through practical discussion and shared experience.

**Frequency**

- Quarterly
- 60–90 minutes
- Ideally scheduled around an existing Board meeting

**Suggested Annual Programme**

| Quarter | Topic | Suggested Facilitator |
|---|---|---|
| Q1 | Governance versus Management: understanding the Board's role | Board Chair |
| Q2 | Financial Governance | General Manager / External Accountant |
| Q3 | Strategic Thinking and Effective Board Decision- | Experienced Board member |

| | | |
|---|---|---|
| | making | |
| Q4 | Board Evaluation, Succession Planning and Future Board Capability | Board Chair |

Topics should remain flexible and respond to capability needs identified through the Board Skills Matrix, Board evaluation and emerging governance requirements.

Other topics could include the Incorporated Societies Act, financial reporting, risk governance, conflicts of interest, governance policy development, constructive challenge, stakeholder engagement, the Auckland Council BID Programme, governance case studies, artificial intelligence and emerging governance trends.

Sessions should emphasise discussion, practical cases, reflection and shared governance experience rather than formal presentations. External expertise should be used where specialist knowledge is required.

3. Annual Governance Off-site

The Annual Governance Off-site provides dedicated time for the Board to reflect on its effectiveness, review collective capability and consider future governance requirements.

Unlike routine Board meetings, the off-site should focus primarily on how the Board governs and develops, rather than routine organisational matters.

**Frequency**

- Annually
- Ideally within three months of the Annual General Meeting

**Participants**

- Executive Committee
- General Manager
- Governance Intern, where appropriate
- External facilitator, where beneficial

**Proposed Agenda**

| Session | Purpose |
|---|---|
| Governance Reflection | Review achievements, lessons learned and priorities for the coming year |
| Board Evaluation Review | Discuss Board effectiveness, culture and identified governance improvements |
| Board Skills Matrix Review | Review collective capability, gaps and development priorities |
| Strategic Governance Discussion | Consider strategic priorities, stakeholder expectations and emerging governance challenges |
| Succession Planning | Review future vacancies, officer succession, committee leadership and Governance Intern progression |
| Governance Policy Review | Review the governance policy suite and identify priorities for development or amendment |
| Annual Governance Action Plan | Agree governance priorities and incorporate actions into the Annual Work Plan |
| Closing Reflection | Confirm commitments, responsibilities and feedback |

**Programme Outcomes and Review**

The Board Capability Development Programme should contribute to:

- stronger collective governance capability;
- more confident and effective new Board members;
- continuous learning and knowledge sharing;
- stronger Board relationships and cohesion;
- improved understanding of governance versus management;
- development of future Board leaders;
- identified capability and development priorities; and

- improved succession readiness.

The Governance and Nominations Sub-Committee should review the programme annually using the Board Skills Matrix, Board evaluation outcomes and emerging governance requirements to determine priorities for the following year. The Governance Intern could support programme coordination, monitoring and documentation as part of their own governance development.

# Talking Points – Board Meeting, 10 November 2026

**Finance & Risk Subcommittee Update**

## Committee establishment

- Diego met with Danielle to discuss on the subcommittee's operating arrangements and priorities.
- The subcommittee will initially comprise Jane, James and Diego, with Danielle attending in her capacity as General Manager.
- Our first formal kick off meeting will take place before the end of the year to ensure we are set up for 2027.
- We have created an email address for the chair FRSchair@….

## Financial governance

- We're establishing a monthly creditors review and approval process, by which Danielle will circulate creditors to the Treasure and subcommittee.
- The Treasurer will approve, but in absence either Jane or Diego will review and approve the creditors with the Board Chair authorising bank payments, subject to confirmation of the appropriate delegations by this Board.
- We'll review financial performance and budget variances every two months as part of the subcommittee meeting.

## Board reporting

- The subcommittee will meet on the second Tuesday, ahead of the Board meeting on the third Tuesday, every two months.
- We'll introduce a structured Finance & Risk Report to support Board oversight and informed decision-making. This report will be the minutes from our subcomitte meeting. The plan is the report to be the same format as the current Financial Report, with financial current state, variance and risk profile.

## Risk management

- Diego will review the existing risk register and develop a consolidated organisational risk profile.
- The objective is to make risk a regular, meaningful Board discussion, focusing on significant exposures, mitigations and emerging risks.
- The subcommittee will also establish the oversight of harassment reporting, with confidential, appropriately aggregated updates to the Board.

## Immediate priorities

- Finalise the subcommittee agenda and reporting template.
- Hold the first formal meeting within 30 days.


BUSINESS
NorthWest
2026 SOCIAL MEDIA REPORT
1 Sep 2026 – 30 Sep 2026

# SOCIAL POSTS

1 Sep 2026 – 30 Sep 2026



















































-22.9% ⬆ **20** POSTS

# TOP CONTENT BY VIEWS

1 Sep 2026 – 30 Sep 2026

## TOP 1



**14.4K**
VIEWS

We want to offer a heart felt thanks to Teresa Nobilo-Healey of ZUBU...

Wed Sep 9, 12:58pm

| | |
|---|---|
| Likes | 160 |
| Comments | 2 |
| Share | 1 |

## TOP 2



**12.6K**
VIEWS

Business North West was honoured to be invited to the community opening of...

Tue Sep 1, 3:35pm

| | |
|---|---|
| Likes | 20 |
| Comments | 1 |
| Share | 2 |

## TOP 3



**10.9K**
VIEWS

Celebrating the people behind one of our local favourites!...

Tue Sep 1, 11:05am

| | |
|---|---|
| Likes | 88 |
| Comments | 10 |
| Share | 1 |

## TOP 4



**9.6K**
VIEWS

When our local Stihl Shop Kumeu opened it's doors one Wednesday to...

Mon Sep 11, 12:13pm

| | |
|---|---|
| Likes | 38 |
| Comments | 6 |
| Share | 3 |

## TOP 5




**9.2K**
VIEWS

💚💙 What a wonderful team at Helensville Pharmacy! 💙💚...

Fri Sep 11, 12:15pm

| | |
|---|---|
| Likes | 64 |
| Comments | 7 |
| Share | 3 |

# TOP CONTENT BY VIEWS

1 Sep 2026 – 30 Sep 2026

## TOP 1




**297**
VIEWS

Join us for a quick-fire night of speed networking. Don't worry...

**Tue Sep 8, 10:08am**

| | |
|---|---|
| Likes | 3 |
| Comments | 0 |
| Share | 1 |

## TOP 2



**214**
VIEWS

Stihl International celebrated its 100th...

**Mon Sep 14, 1:45pm**

| | |
|---|---|
| Likes | 3 |
| Comments | 1 |
| Share | 0 |

## TOP 3




**84**
VIEWS

Membership Ambassador Update. July has been an incredibly busy and...

**Thu Sep 17, 12:52pm**

| | |
|---|---|
| Likes | 1 |
| Comments | 0 |
| Share | 0 |

## TOP 4




**83**
VIEWS

Watercare is planning upgrades to parts of the wastewater network across Helens...

**Thu Sep 3, 10:22am**

| | |
|---|---|
| Likes | 1 |
| Comments | 0 |
| Share | 0 |

## TOP 5




**77**
VIEWS

Watercare is planning upgrades to parts of the wastewater network across...

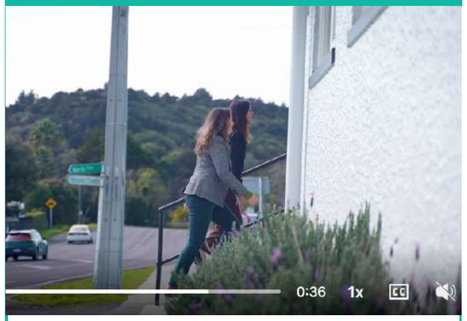
**Wed Sep 23, 12:05pm**

| | |
|---|---|
| Likes | 2 |
| Comments | 0 |
| Share | 0 |

# TOP CONTENT BY VIEWS

1 Sep 2026 – 30 Sep 2026

## TOP 1




**106**
VIEWS

Only a few weeks into the role, Rebecca Beavis is already making waves...

Thu Sep 17, 5:36am

| | |
|---|---|
| Likes | 6 |
| Comments | 0 |
| Share | 0 |

## TOP 2




**87**
VIEWS

Watercare is planning upgrades to parts of the wastewater network across Helensville...

Thu Sep 3, 10:22am

| | |
|---|---|
| Likes | 2 |
| Comments | 0 |
| Share | 0 |

## TOP 3



**63**
VIEWS

The family story starts in 1953, when David's grandfather bought...

Sat Sep 19, 3:35pm

| | |
|---|---|
| Likes | 1 |
| Comments | 0 |
| Share | 0 |

## TOP 4



**51**
VIEWS

Stihl International celebrated its 100th anniversary by launching a global...

Mon Sep 14, 1:45pm

| | |
|---|---|
| Likes | 1 |
| Comments | 0 |
| Share | 0 |

## TOP 5




**43**
VIEWS

Membership Ambassador Update. July has been an incredibly busy...

Thu Sep 17, 12:52pm

| | |
|---|---|
| Likes | 2 |
| Comments | 0 |
| Share | 0 |

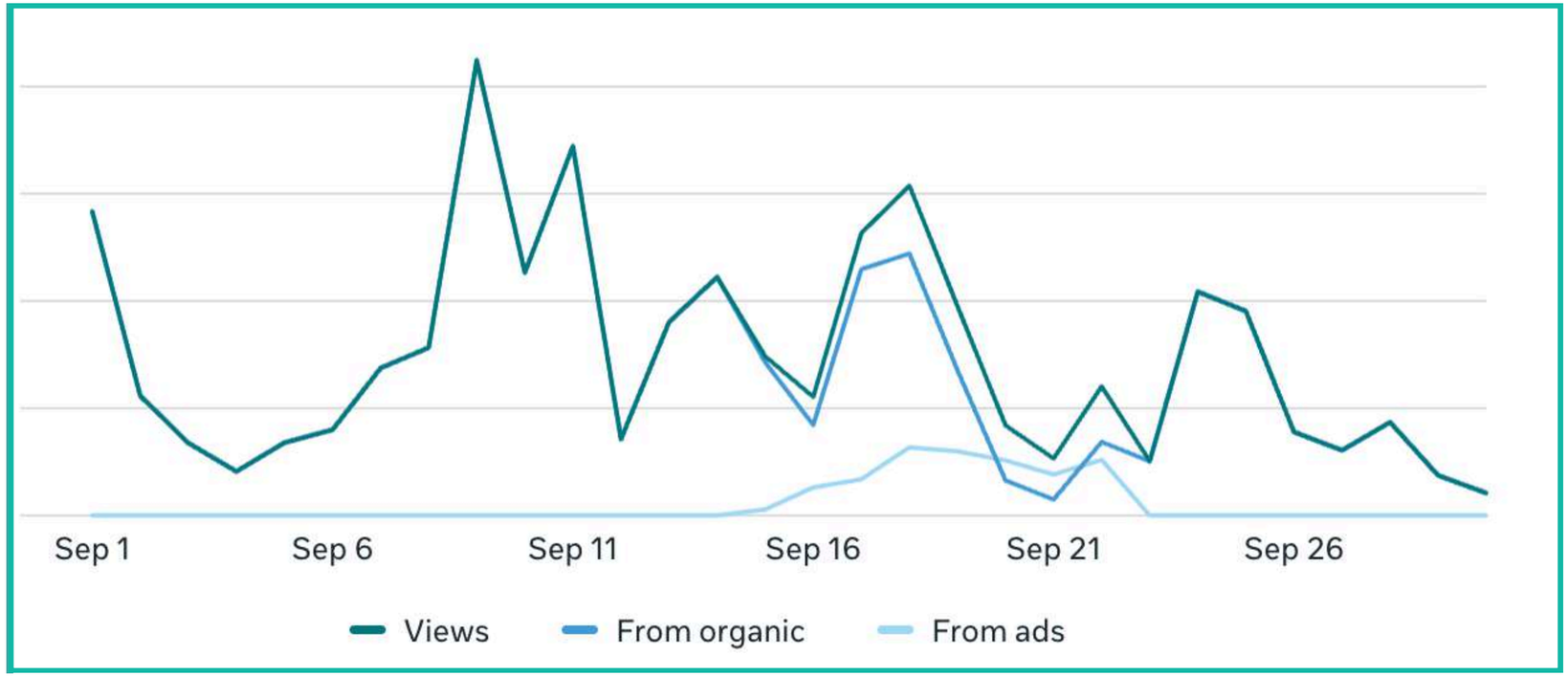
# SOCIALS REPORT - VIEWS

1 Sep 2026 – 30 Sep 2026

## VIEW BREAKDOWN

Total Views
**88.6K** 52.1% ↑

Viewers
**29,204** 32.5% ↑




Out of 88,789 total views:

**92.57%**

Came from organic reach.

Compared to last month

↑ **100%**

increase in views from paid advertising (6,596 total).

Out of 88,789 total views:

**32.89%**

views came from unique viewers (29,204 total).

# SOCIALS REPORT - PERFORMANCE

1 Sep 2026 – 30 Sep 2026

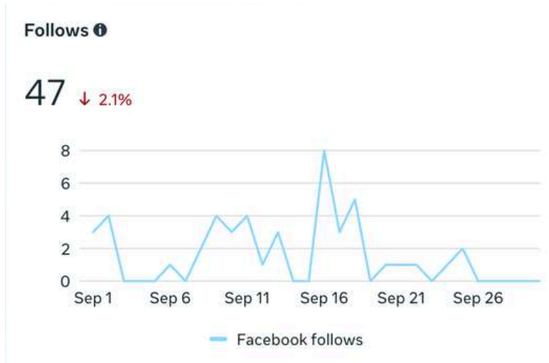
How many people engaged with our content?



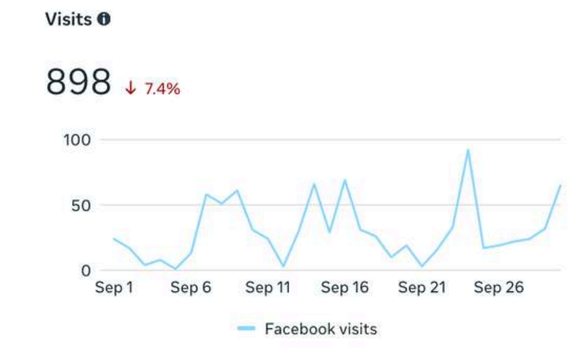

How many people clicked our links?




How many new followers did we gain?




How many people visited our Facebook page?




## Overview

- Content interactions grew (+33.1%). Recorded 719 total content interactions, showing steady engagement throughout the month with notable spikes in activity around mid-September.
- Audience growth and visits adjusted slightly. Generated 898 page visits (-7.4%) and gained 47 new Facebook follows (-2.1%), demonstrating consistent baseline interest and sustained audience engagement.
- Link clicks increased significantly (+186.5%). Recorded 106 link clicks, marking strong growth compared to previous performance and highlighting successful calls-to-action that drove traffic conversions.

# SOCIALS REPORT

1 Sep 2026 – 30 Sep 2026

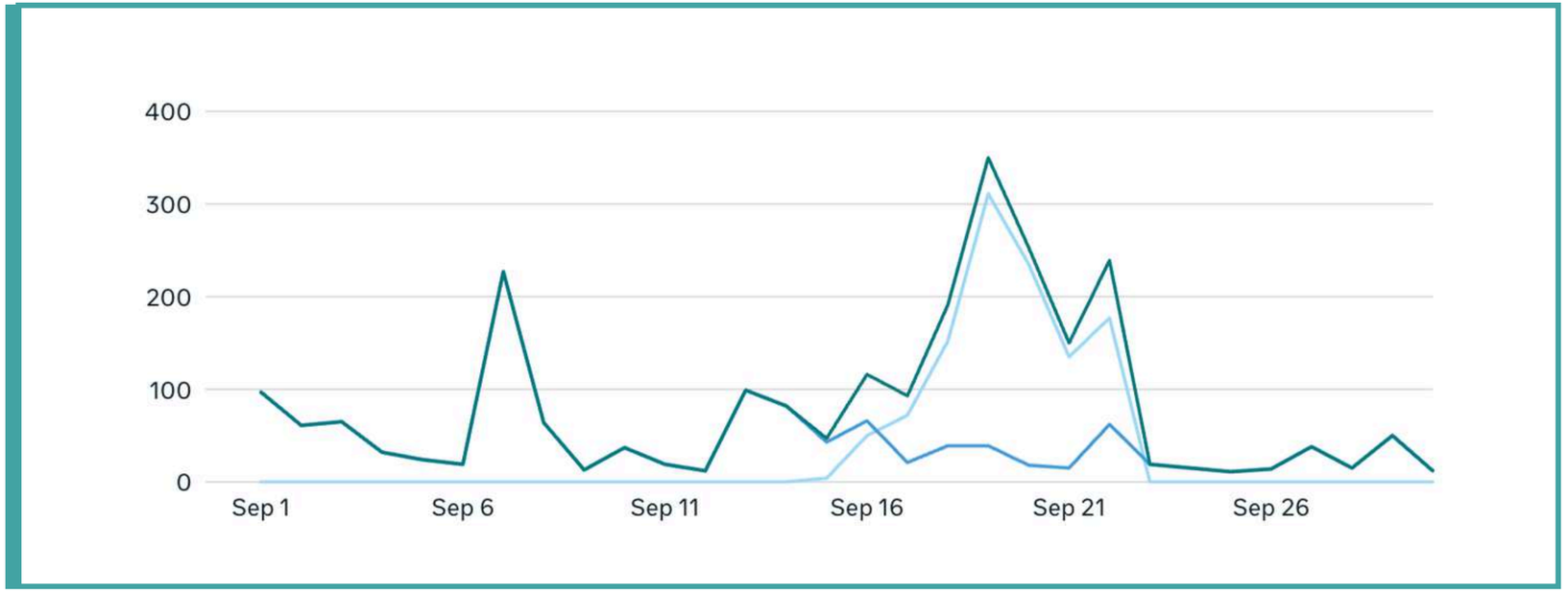
## VIEW BREAKDOWN

Total Views

**2.6K** 23.6% ↑

Viewers

**676** 261.5% ↑




## Overview

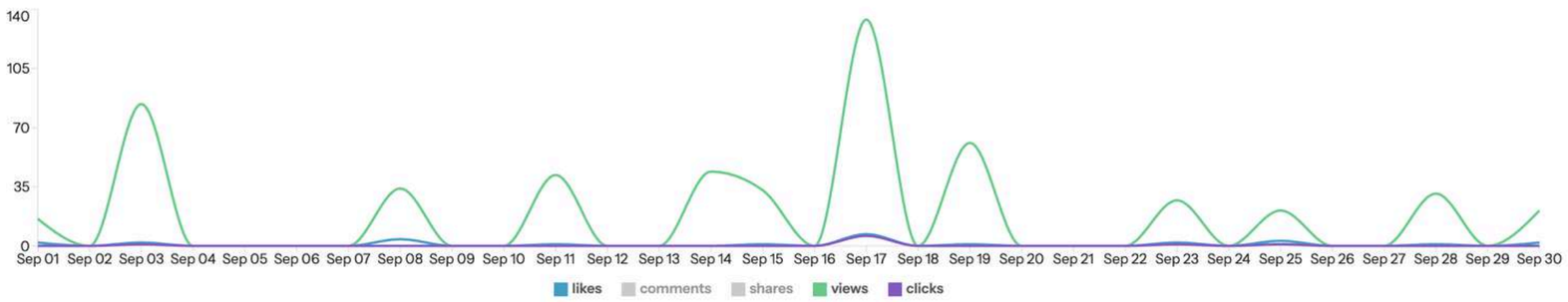
- Views reached 2,627 (2.6K, +23.6%) across content, with 2,464 Instagram views and 163 Facebook views, establishing consistent content reach and visibility across platforms during this period.
- Total reach grew to 676 (+261.5%), indicating steady audience expansion through a combination of 344 organic reach (+84%) and 355 ad reach (+100%).
- Content interactions reached 28 (+21.7%), driving key audience engagement across top-performing posts throughout the month.

# SOCIALS REPORT

1 Sep 2026 – 30 Sep 2026

## OVERVIEW

| Views | Engagement Rate |
|---|---|
| **572** 57.8% ⬇ | **5.88%** -3.9% ⬇ |
| **Followers** | **Likes** |
| **64** 1.6% ⬆ | **54** |




## Overview

- Impressions reached 572 across 14 published posts, establishing consistent content reach and visibility across the platform during this period.
- Followers grew to 64 (+1.6%), indicating steady audience growth and continued development of your core LinkedIn network.
- Profile views reached 26 while link clicks total 8, alongside 54 likes, driving preliminary traffic to your external destinations and profile

# NEWSLETTER REPORT

1 Sep 2026 – 30 Sep 2026




## OVERVIEW

### Open Rate

**31.13%** 2.3% ⬆

### Click Rate

**2.98%** 50.5% ⬇

| Top Clicked Links | Clicks |
|---|---|
| https://www.markovina.co.nz/fathers-day-2026/ | 4 |
| https://northwestcountry.co.nz/ | 3 |
| https://www.restauranthub.co.nz/for-restaurants/joining-restaurant-... | 2 |
| https://www.aucklandnz.com/destination/monthly-auckland-destinat... | 1 |

## TIME SPENT VIEWING EMAIL

| Read | Skimmed | Glanced |
|---|---|---|
| opened for more than 8 seconds | opened for 2-8 seconds | opened for less than 2 seconds |
| **30.9%** | **48.9%** | **20.2%** |


BUSINESS
NorthWest

# North West Country Incorporated – Board Report

## Subject: Marketing Services Review

### Purpose

To seek Board approval to transition the majority of Business North West's marketing and communications activities from an outsourced provider to an internally managed model, with operational delivery undertaken by the Membership Ambassador and specialist support retained where required.

This proposal aims to:

- Improve responsiveness and quality control,
- Better connect marketing activities with member engagement and events,
- Reduce annual operating costs, and
- Reinvest savings into digital capability improvements, particularly website upgrades and development.

### Executive Summary

Business North West currently contracts external marketing services at a cost of approximately $1,600 per month ($19,200 annually).

The organisation has grown and internal capability has developed, particularly through the Membership Ambassador role and direct involvement with members, events and communications.  There is now an opportunity to bring much of this work in-house.

Under the proposed model:

- Increase the Membership Ambassador workload by three hours per week to undertake the majority of day-to-day marketing activities.
- A increase of approximately $830 per month ($9,960 annually) would be added to the Membership Ambassador contract, leaving $770 per month in savings ($10,240 annually).
- Savings would be redirected towards website redevelopment and other strategic digital initiatives.

- The Videographer contract would be tightened to deliver key visual imagery to build the image library, and to cover our “Business of the Month” programme. Stockhausen and Co would continue to deliver Corridor magazine and provide high level branding and design specialist services.

The proposal represents a significant financial saving while simultaneously strengthening alignment between marketing activities, membership engagement, local business relationships and events.

## Current Situation

Business North West currently outsources most marketing and communication activities.

Typical activities include:

- Monthly newsletter production,
- Social media planning and posting,
- Member promotions,
- Marketing graphics,
- Event promotion,
- General communications support, and
- Reporting on marketing activity.

This arrangement costs approximately $19,200 annually.

Whilst the arrangement has delivered value, a number of activities are now being undertaken internally or duplicated through staff involvement, creating inefficiencies.

## Proposed Future State

The proposed model would move core marketing functions in-house. Under this model, the Membership Ambassador would deliver day-to-day marketing services such as:

- Writing and providing engaging community/business monthly content and/or a membership ambassador column for local media outlets.
- Developing and implementing a “Business of the Month” programme where businesses are nominated, enter simple information and win the monthly competition. Each business will win a photoshoot with Wylde Creative and marketing through our channels,

- Uploading regular News articles onto the website to share information when it is relevant and drive website traffic,
- Checking social media daily and share and like member posts,
- Uploading business profiles to social media to lift engagement,
- Preparing media releases for community newspapers,
- Graphic designs for events and promotions,
- Monthly reporting,
- Updating website content, and
- Changing the frequency and content of newsletters so that only key information goes out to members in this forum, and shared less frequently.

## Financial Analysis

### Current Model

| Cost Item | Monthly | Annual |
|---|---|---|
| Marketing Provider General Marketing | $1,600 | $19,200 |
| Marketing Provider Corridor Magazine | | $5,000 |
| Videographer | $500 | $6,000 |
| Total | $2,100 | $31,200 |

### Proposed Model

| Cost Item | Monthly | Annual |
|---|---|---|
| Marketing Provider General Marketing | - | - |
| Marketing Provider Corridor Magazine | | $5,000 |
| Videographer | $500 | $6,000 |
| Membership Ambassador | $830 | $9,960 |
| Total | $1,230 | $20,960 |
| **Savings** | **$770** | **$10,240** |

This represents a reduction of approximately 32% in current marketing expenditure.

## Strategic Benefits

### 1. Improved Responsiveness

Internal management allows content to be created and published immediately rather than waiting for external availability. We will create a News page on our website where we can post info throughout the month, not just once a month.

### 2. Improved Quality Control

Content can be reviewed, amended and approved quickly. Changes can be made in real time without additional costs or delays.

### 3. Better Member Engagement

The Membership Ambassador is already meeting members, recruiting members, organising events and managing relationships.  Between The Membership Ambassador and General Manager we are creating a story of value being delivered by BNW.

This places us in a stronger position than an external provider to identify and share member stories.

### 4. Better Alignment Across Activities

Currently our marketing activities are split between our external marketing provider, the General Manager and our Membership Ambassador.

The proposed model creates a single integrated approach, savings funds, making the most of the knowledge of the members that our organisation holds, and being more efficient.

### 5. Improved Community Presence

An internal model enables greater participation in community conversations, faster response to local business issues, more frequent information updates, and increased local content creation.

Using internal contractors for marketing builds on passion, dedication to the community, and using people that are familiar with all work programmes and businesses so our information is accurate and heart-felt.

### Use of Savings

It is recommended that annual savings be reinvested into digital capability. Our biggest asset is our business directory and this is where our most value is delivered. We are looking at a more accessible directory, easier updates for businesses, and paid upgrades to access new features to create an income stream.

## Risk Analysis

- Operational Risk: Low risk. This change will bring operational efficiencies and overcome delays we are experiencing using an external contractor.
- Strategic Risk: Low risk. We would like to keep a relationship with our current external provider and will need to give 2 months' notice. These arrangements can be managed through operational meetings.
- Financial Risk: Low risk due to the change resulting in cost savings.

### Board Decision Required

That the Business North West Executive Committee:

1. Approve the transition of Business North West's day-to-day marketing and communications functions from an external provider to an internally managed model.
2. Authorise expenditure of approximately $830 per month to support the Membership Ambassador's expanded communications responsibilities and retain access to specialist services where required.
3. Reallocate the estimated annual savings of $10,240 towards website redevelopment and strategic digital capability improvements.

# 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 honouraria 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 Honouraria 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, Honouraria 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.

## Appendix G: Membership Classes and Voting Rights Policy

**Purpose**
This policy establishes the membership classes, voting rights, financial management framework, and decision-making powers of members of North West Country Incorporated (BNW).
The purpose of the policy is to:

- Ensure members have appropriate influence over funds they contribute.
- Maintain fairness between different membership classes.
- Protect BID ratepayer funding for BID purposes.
- Provide transparency and accountability for all BNW activities.
- Support the operation of Tourism North West as a specialist sub-committee programme.

### 1. Membership Classes

BNW shall maintain three principal membership classes:

#### a. Full Members

Full Members are businesses located within the BID area that contribute to the BID targeted rate and are entitled to Full Membership under the Constitution.
Full Members are the primary stakeholders of the Business Improvement District Programme.

#### b. Associate and Partner Members (Associate Members)

Associate Members are organisations or individuals that are not eligible for Full Membership but choose to support BNW through membership fees.
Examples include:

- Property owners
- Community organisations
- Businesses outside the BID boundary
- Government agencies
- Industry organisations

#### c. Tourism North West Members

Tourism North West Members are organisations or individuals who have joined the Tourism North West programme and pay the annual Tourism Membership fee.

### 2. Financial Structure

BNW shall maintain separate accounting and reporting for three funding pools.

#### a. Full Member Accounts (BID Accounts)

Income sources relate to Auckland Council BID targeted rate grant, and BID-generated income directly attributable to BID operations.

Funds may only be used for the delivery of the approved BID Programme, BID strategic priorities, and BID operational costs.

**b. Associate Member Accounts**

Income sources include Associate membership fees, sponsorship, grants, donations, event ticket sales, consultancy revenue, business activities, marketing revenue, interest income, and any other non-BID and non-Tourism income.

**c. Tourism North West Accounts**

Income sources include tourism membership fees and any other income attributable to Tourism North West and its activities.

## 3. Annual Financial Reporting

At each Annual General Meeting, BNW shall present separate financial statements for Full Member accounts, Associate Member accounts and Tourism Member accounts.

## 4. Voting Rights

Each membership category has different voting rights at annual and special general meetings.

**a. Full Member Voting Rights**

Only Full Members may vote on all items allowed for in the constitution including:

- Approval of BID Accounts,
- Adoption of BID Annual Plan,
- BID targeted rate expenditure,
- BID related strategic priorities,
- BID levy-related matters, and
- Auckland Council BID programme matters.

**b. Associate Member Voting Rights**

Only Associate Members may vote on:

- Approval of Associate Member Accounts,
- Allocation of Associate Member reserves, and
- Programmes funded solely from Associate Member income.

**c. Tourism North West Member Voting Rights**

Only Tourism North West Members may vote on:

- Approval of Tourism North West Accounts,
- Allocation of Tourism reserves, and
- Tourism operational programmes.

No membership class may vote on funds that they do not financially contribute to.

### 5. Multiple Membership Classes

An organisation may belong to more than one membership class.
Where an organisation is a member of multiple classes:

- It may vote once within each membership class for matters relating only to that class, and
- It shall continue to have only one vote on general governance matters.

### 6. AGM Registration

All members are required to register for each annual and special AGM within the specified timeframes outlined in each meeting notice.

Signed by 2026-2027 Executive Committee.

**Board Paper: Governance and Procedural Matters Arising from the 2026 AGM**

**Purpose**

To confirm the governance procedures to be followed for:

1. Legality of Chair election at AGM 2025
2. Legality of Chait election at AGM 2026
3. Helensville District Health Trust status as a full member
4. Listing Member Attendance at Meetings as Members, Not Guests
5. Management of conflicts of interest and how they are defined
6. Managing budgets and expenditure throughout the year
7. Adoption of the Honoraria Policy
8. Honoraria Governance and Managing Conflicts
9. Approval and administration of individual honorarium payments
10. Sub-committee nominations at an AGM
11. Clarity Around Member Rights at AGMs
12. Recommended actions to record

1. **Legality of Chair for AGM 2025**
   A question was raised as to the legitimacy of an associate member acting as Chair for NWCI. Under the constitution:
   a. Rule 6.8 allows for associate members to be appointed to the board (they do not need to be elected at an AGM),
   b. Rule 17.5 allows for a vacancy on the board to be filled by resolution of the committee through an appointment,
   c. Rule 15.3.1 states that the Executive Committee can be up to 13 members, only 5 of which need to be full members,

   The Constitution does not prevent an associate member being elected as Chair.

2. **Legality of Chair for AGM 2026**
   A question was raised as to the legitimacy of an associate member acting as Chair for NWCI. Andrew Howard reiterated that Prime Strategies is a Full Member of NWCI.

3. **Helensville District Health Trust status as a full member**
   HDHT has been a full member of the association since their membership application. To be a full member of the association, the organisation must be on a commercially zoned parcel of land and be paying the BID Targeted Rate. HDHT is not on a commercially zoned property and is therefore not paying the BID Targeted Rate. Technically, HDHT must be an associate member.

   A mis-understanding of the BID Redline Maps may have occurred when HDHT became members, where the BID Manager at the time assumed that any business within the red line maps could be considered a full member. This is an inaccurate assumption as some properties within these maps are not zoned commercial.

   It is recommended that a full audit be undertaken of all properties within the membership and red line maps to determine the extent of these inaccuracies and report back to the Executive Committee.

4. **Listing Member Attendance at Meetings as Members, Not Guests**
   This issue has been asked and answered before, after the AGM 2025. It was explained that BoardPro will only mark a meeting attendee as a member if they are given a BoardPro license and join our subscription.

   A job was logged 12 months ago to rectify this with the response that no changes would be made.

   A job was logged after the AGM 2026 to again request a change and we were thanked for the feedback.

   All AGM documents have been edited in PDF to replace the word “Guest” with “Member”.

5. **Management of Conflicts of Interest and How They Are Defined**
   A clarification was sought over how we define “interest”. We use the Auckland Council BID Policy 2025 definition of interest as below:

   *“A situation that has the potential to undermine the impartiality of a person because of the possibility of a clash between the person's self-interest and professional interest or public interest. In terms of BID programmes, there are a number of conflict-of-interest situations that could arise (either real or perceived) that, if not addressed, have the potential to become an issue.”*

6. **Managing Budgets and Expenditure Throughout the Year**
   A concern was raised that the end of year accounts did not match the budget approved at the previous AGM, and that the budgets were reviewed mid-year, prior to the financial year beginning.

   It has always been the practice of this organisation that:
   a. Draft budgets for the future financial year are provided at each AGM (10 months ahead of the financial year starting) for approval by full members with the Executive Committee delegated the authority to oversee and govern the delivery of the work programme,
   b. Budgets are developed to align with the approved work programme for that financial year and associated 3-5 Year Strategies,
   c. As programmes evolve and quotes are obtained for the upcoming work, budgets are required to be submitted to the Executive Committee if required, for adjustment, to ensure the healthy financial management of the organisation.
   d. Any urgent, unforeseen, and contract variations are required to be resolved at board meetings and implemented. These changes may come between AGMs and decisions cannot be delayed until the next AGM. Members are required to govern the organisation through AGM voting, however the Executive Committee are bound to ensure successful operations of the work programme.

7. **Adoption of the Honoraria Policy**
   A concern was raised that due process has not been followed to introduce honoraria, and that the board has a conflict of interest in voting in the programme. A clarification was sought on the procedure to adopt the Honorarium Policy.

   The Executive Committee Charter 2025 says a two-thirds majority is required to adopt or amend any policy. It also requires interests to be declared before discussion and says members will not participate in related decisions. Therefore, the Honoraria Policy did not need to be voted on by members at the AGM, but can be adopted by the Executive Committee.

   While the Honoraria Policy was adopted by the Committee and did not need to go to the AGM, it was a recommendation of Auckland Council that this item was

included in the agenda in order to be transparent. Seeking members votes on a decision is not a breach of procedure but an extension to our rights.

8. **Honoraria Governance and Managing Conflicts**

   A concern was raised that due process has not been followed to introduce honoraria, and that the board has a conflict of interest in voting in the programme. The proposed constitutional provisions create a useful separation between the budget, allocation and individual payment.

   The approved Rule 20 of the Constitution provides that:

   - the Society may pay honoraria to Officers and Committee Members;
   - the total annual honoraria budget is approved by members at the AGM;
   - the Committee may determine allocation of the approved honoraria;
   - honoraria must be reasonable and consistent with the Society's objects;
   - a recipient does not participate in a decision relating to their payment; and
   - honoraria are disclosed in the annual financial statements and annual report.

   **Agreed approach**

   The governance model is recommended to be:

   a) Members at AGM approve total honoraria budget (COMPLETED),
   b) Executive Committee adopts the organisational Honoraria Policy (COMPLETED),
   c) Executive Committee determines the exact allocations within the approved authority (COMPLETED),
   d) Individual recipients do not participate in a decision relating to their own payment. The board members will submit invoices for meeting attendance and the General Manager will load and approve the payments,
   e) The General Manager already holds delegated authority for the payments as they are approved at the AGM and through the policy.

This interpretation separates the Board's governance responsibility from an individual member's personal financial interest.

9. **Approval And Administration of Individual Honorarium Payments**

   The adopted Constitution says that a board member recipient does not participate in the decision relating to their payment.

   Accordingly, our procedures have been designed to distinguish:

- approving the annual honoraria budget;
- adopting the general policy;
- determining the allocation framework; and
- approving/processing an individual's actual payment.

The Executive Committee has approved a delegation to the General Manager to authorise budgeted payments of up to $3,000.  This allows the organisation to independently authorise and process honoraria payments. in accordance with the approved Honoraria Policy, Financial Policy, Delegations of Authority and banking authorities. A recipient will not participate in any decision specifically relating to their own payment.

## 10. Sub-committee nominations at an AGM

A concern was raised that sub-committee could not be elected at an AGM.

The Constitution gives the Executive Committee delegated authority concerning sub-committees, including the ability for sub-committees to contain Association members or other persons considered appropriate by the Executive Committee.

The AGM does not have the constitutional power to elect a subcommittee. That power has expressly been given to the Executive Committee under Rules 14 and 26 of the Constitution.

Therefore, nominations can be received at an AGM, and then the Executive Committee can appoint those nominees onto the sub-committee at a general meeting.

## 11. Clarity Around Member Rights at AGMs

The concerns raised at the AGM have raised an important point, in that members are not clear where their rights extend at an AGM, and where the Executive Committee holds delegated authority.

It has also highlighted that currently only full members have financial decision making abilities, and other member rights are not represented within the policies and constitution.

Our constitution must be consistent with the Auckland Council BID Policy which is only focused on ratepayers as full members, and their affiliates (the businesses operating within these properties). It is silent on the rights of our associate members and other stakeholders.

A separate report has been prepared outlining a recommended way forward for Associate, Partner and Tourism Members and how they will be given rights to make decisions on how their membership fees are spent.

It is important to note that the underlying principles of the Bid Policy are that members have the right to decide what happens to how their membership fees are spent. Full members do not have the right to dictate how other income is allocated or spent, including grants, sponsorship, donations, ticket sales, asset lease income and other income.

## 12. Recommended actions to record

It is recommended that we record the following actions for the organisation based on the matters raised at the AGM and explained here:

### Actions

1. Undertake a full audit of all membership status and confirm where there are any discrepancies.
2. The Business Noth West Executive Committee forms Tourism North West with the nominees received at the AGM 2026.
3. A response is prepared to Steven Law outlining the issues discussed in this item and the agreed actions.

# Action List

## NorthWest Country Incorporated

*As of: 11 Nov 2026*

### Waimauku Toilet signage

**Not Started**

General Manager to develop small signs that can be placed in windows and distribute these to shops in wider Waimauku, letting the public know about the toilet in the shopping village.

**Due Date:** 31 Jul 2026
**Owner:** Danielle Hancock
**Meeting:** 14 Jul 2026 Executive Committee Meeting, 3.2 Work Programme Update

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### Amend previous minutes

**Done**

Previous minutes to be amended to show that Holly Southernwood and Steven Law are full members.

**Due Date:** 17 Oct 2026
**Owner:** Danielle Hancock
**Meeting:** 13 Oct 2026 AGM 2026, 1.5 Confirmation of Minutes from 2025 AGM

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### Confirmation of Chair Position

**Not Started**

Steven Law to submit in writing his concerns regarding the position of Chair and what type of member can hold that position. The Executive Committee will commit to formally responding to the concern.

**Due Date:** 30 Nov 2026
**Owner:** Danielle Hancock
**Meeting:** 13 Oct 2026 AGM 2026, 1.1 Welcome

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### Helensville District Health Trust Membership Status

**Done**

The Executive Committee to confirm the membership status of Helensville District Health Trust.

**Due Date:** 30 Nov 2026
**Owner:** Danielle Hancock
**Meeting:** 13 Oct 2026 AGM 2026, 1.2 Quorum

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### Minutes to List Full Members

**Done**

The General Manager to ensure that the minutes reflect Holly Southernwood and Steven Law as Full Members.

**Due Date:** 30 Nov 2026
**Owner:** Danielle Hancock
**Meeting:** 13 Oct 2026 AGM 2026, 1.3 Apologies

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### Definition of Interest

**Not Started**

The General Manager shall provide a defintion of "Interest" to Steven Law as defined by the organisation.

**Due Date:** 30 Nov 2026
**Owner:** Danielle Hancock
**Meeting:** 13 Oct 2026 AGM 2026, 1.4 Interests Register

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## Financial Data Transparency

**Done**

All financial data for the organisation is to be placed onto the website alongisde the minutes of each meeting.

**Due Date:** 30 Nov 2026
**Owner:** Danielle Hancock
**Meeting:** 13 Oct 2026 AGM 2026, 2.2 Treasurer's Report

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## Honoraria Decision Rights

**Done**

The General Manager is to confirm whether the Executive Committee members are legally prevented from voting in the Honoraria Policy due to their conflict of interest.

The General Manager is to confirm when the changes to the Constitution take legal effect and when the Honoraria Policy can legally come into effect.

The General Manager is to confirm whether the Honoraria payments can be backdated to 1 July 2026.

Should it be decided that the Executive Committee are prevented from voting on the Honoraria Policy, the decision of this item will be reversed.

**Due Date:** 30 Nov 2026
**Owner:** Danielle Hancock
**Meeting:** 13 Oct 2026 AGM 2026, 3.1 Honoraria