EXECUTIVE COMMITTEE CHARTER

This Executive Committee charter sets out the authority, responsibilities, membership and operation of the board of The North West Country Inc and is to be read in conjunction with the rules of the society.

MISSION STATEMENT: INSPIRING AND ENABLING BUSINESSES TO THRIVE IN AUCKLAND'S CREATIVE PLAYGROUND

1. Operation of the Executive Committee

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

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

    c. Each of the Executive Committee members and all of the society's management are fully committed to high standards of corporate governance, which includes embracing North West Countries Strategic Plan.

2. Executive Committee member responsibilities

    a. The primary responsibility of the Executive Committee members is to exercise their business judgement to act in what they believe to be the best interests of the society and its stakeholders and members. In discharging that obligation, Executive Committee members should be entitled to rely on the honesty and integrity of the society's senior staff and its outside advisors and auditors.

    b. It is the Executive Committee's responsibility to take appropriate steps to protect and enhance the value of the assets and reputation of the society in the best interests of its stakeholders and members. The Executive Committee will ensure that at the heart of the organisation there is a culture of honesty, integrity and excellent performance. In furtherance of its responsibilities, the Executive Committee will:

        i. Ensure that appropriate systems and processes are in place so that the business of the society is conducted in an honest, ethical, responsible and safe manner;

        ii. Review and approve all policies and protocols of the society;

        iii. Oversee the overall conduct of the business and ensure that it is being properly managed;

        iv. Ensure that effective audit, risk management and compliance systems are in place to protect the society's assets and to minimise the possibility of the society operating beyond legal requirements or beyond acceptable risk parameters;

        v. Be actively engaged in directing and approving the strategic planning of the Society and monitoring management's implementation of the strategies;

vi. Set delegated authority levels for the BID programme manager, general manager or chief executive officer ('officer');

vii. Review and approve the annual plan, financial and operating budget, and monitor financial performance and integrity of reporting;

viii. Appoint, remove and if necessary, review the performance of the officer and oversee succession plans for the management team;

ix. Act in such a way that Executive Committee meetings and discussion promote focused debate within a supportive team atmosphere;

x. Ensure effective and timely reporting to stakeholders and members; and

xi. Safeguard and enhance the image and reputation of the society.

3. Executive Committee meetings

a. The Executive Committee will meet at least X (enter number set out in the rules of the society) times a year and otherwise as necessary to deal with any urgent matters. The rules govern the regulation of meetings and proceedings of the board. Executive Committee members should spend the time necessary and meet as frequently as necessary to properly discharge their responsibilities

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

c. The chairperson and officer may from time to time invite employees and advisors to attend Executive Committee meetings whenever deemed appropriate.

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

e. Minutes are circulated to Executive Committee members and approved by the Executive Committee at the subsequent meeting.

f. Meeting procedures for sub-committees will be governed by the respective Executive Committee approved charters.

4. Agenda items

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

5. Executive Committee member orientation and education

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

    b. All Executive Committee members may be required to attend governance training from time to time as directed by the chair.

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

6. BID manager, general manager or chief executive officer ('officer') evaluation

    a. The Executive Committee will conduct an annual review of the officer's performance to ensure that he or she is providing the best leadership for the society in the long and short-term.

7. Management delegations

    a. The Executive Committee delegates to the officer responsibility for implementing the board agreed strategy and for managing the day-to-day operations of the society. The officer is, in turn, expected to delegate some of those powers to the support staff as required.

    b. When Executive Committee members seek clarification regarding information provided to board members, or are seeking information about the society generally, this can be sought directly from the officer.

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

8. Independent advice

    a. The officer, with the prior approval of the chairperson, may engage professional advisers at the society's expense to advise or assist them in carrying out their responsibilities.

9. Conflicts of Interest (required section – BID Policy 2016)

    a. The Executive Committee, both individually and collectively, are expected to act ethically and in a manner consistent with the values of the society. Each Executive Committee member will

minimise the possibility of any conflict of interest with the society by restricting involvement in other businesses that would be likely to lead to a conflict of interest. Where conflicts of interest do arise, directors will excuse themselves from the relevant discussions and will not exercise their right to vote in respect of such matters. All conflict of interest shall be recorded in a register maintained by the secretary.

10. Executive Committee structure

    a. Size of the Executive Committee

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

    b. Selection of Executive Committee members

        i. The Executive Committee is responsible for nominating members to the Executive Committee Executive Committee and for filling vacancies on the Executive Committee that may occur between annual general meetings. In considering potential board members, the Executive Committee seeks to identify candidates with appropriate skills, knowledge and experience to contribute with effective direction of the society, who can exercise an independent and informed judgement on matters which come to the Executive Committee, who are free of any business or other relationship that may interfere with the exercise of that individual judgement and can give the role the required time and commitment.

        ii. The elections of the chairperson, treasurer and/or secretary are prescribed in the society's rules.

11. Independence of Executive Committee members

    a. Executive Committee members are required to bring forward to the board all relevant information which may affect their independence on any matter related to the society and its operation.

12. Role of the chairperson

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

        i. Manage the Executive Committee effectively and provide effective leadership in formulating strategic direction;

        ii. Foster a constructive governance culture and apply appropriate governance principles among Executive Committee members and with management;

iii. Make sure the Executive Committee is well informed and effective and that the members, individually and as a group, have the opportunity to air differences, explore ideas and generate the collective views and wisdom necessary for the proper operation of the Executive Committee and the society;

iv. Ensure there are processes and procedures in place to evaluate the performance of the Executive Committee, its sub-committees and individual Executive Committee members;

v. Ensure effective communication with stakeholders and members;

vi. Act as a mentor or counsel for the officer; and

vii. Act as the link between the Executive Committee and the officer on a day-to-day basis.

viii. Undertake, as required, an annual review of all or any Executive Committee member

13. Retirement, rotation and resignation from the Executive Committee.

    a. The requirements and procedures governing the retirement, rotation and resignation of directors are prescribed in the society's rules.

14. Committee

    a. Sub-committee

        i. The Executive Committee can establish various sub-committees to handle particular analysis and work delegated by the Executive Committee. These sub-committees are comprised of Executive Committee members appointed by the Executive Committee and the chairperson's of such sub-committees are appointed by the Executive Committee.

    b. Role of Sub-committees

        i. Each sub-committee shall have a board approved charter defining its purpose, role and responsibilities as well as the sub-committee's membership, operations and reporting requirements. Where appropriate, the sub-committees will make recommendations to the full Executive Committee. Sub-committees are not to take action or make decisions on behalf of the Executive Committee unless specifically mandated by prior board authority to do so.

    c. Review of sub-committees

        i. The sub-committees shall undertake an annual review of their objectives and activities.

    d. The objectives and activities of the sub-committees shall also be reviewed by the Executive Committee.

15. Other Executive Committee matters

    a. Executive Committee member performance evaluation

        i. All Executive Committee members may be required to undertake a performance evaluation. The results of the evaluation will assist in identifying training and educational support for the board.

    b. Executive Committee interaction with media, customers and members of the public

        i. Unless otherwise directed by the officer or the chairperson, communications on behalf of the society with the media must be made only by specifically designated representatives of the society in accordance with the society's media policy. The media policy authorises the chairperson to speak on behalf of the society on governance issues and strategic direction. The officer is authorised to speak on all aspects of the society other than governance. If any other board member receives any inquiry relating to the society, he or she should decline to comment and ask them to call the chairperson or officer.

    c. Performance evaluation of the Executive Committee

        i. The Executive Committee may conduct an annual performance review of the Executive Committee as a whole to be completed after financial year-end. Individual Executive Committee member views and the collated views of members of the management team will be sought on Executive Committee process, efficiency and effectiveness, and discussed by the Executive Committee as a whole.

    d. Review of charter

        i. The Executive Committee will review this charter annually and as required to ensure it remains consistent with the board's objectives and responsibilities.

Signed by 2021 - 2022 Executive Committee.