



Howick Village Association Inc. Executive Committee Member Nomination Pack

- A person must be a Member of the Association to vote and stand for election to the Executive Committee

Election of members to the Executive Committee

The procedure for nominations as detailed in Rule 8.4 of the constitution is as follows:

Nomination for elected positions on the executive committee: Including office bearers, may be by way of written nomination signed by a current member and endorsed with the consent of the nominee and given to the secretary at least seven (7) days before the day fixed for the Annual General Meeting (25 October 2023). No nomination may be withdrawn after the date on which nominations close. If there are insufficient nominations to fill the vacant positions on the executive committee, oral nominations are able to be received at the AGM provided that no member will be elected who has not consented to being nominated.

***Members are able to view all relevant BID documents.
Once they are finalised, they will be uploaded to our website.**

**For additional queries, to request printed copies of the finalised documents,
and to RSVP your attendance,
please email - manager@howickvillage.co.nz or phone the office - Contact details as below.**

6/1 Central Terrace, PO Box 38124, Howick / Phone 09 534 4505/ 021 2244225

E: manager@howickvillage.co.nz

F: Howick Village Shopping / www.howickvillage.co.nz

**Nominations must be received no later than
5pm on Wednesday 18 October 2023
Up to 11 positions are available.**

Howick Village Association Inc.

Nomination to stand for election to the Executive Committee at the Annual General Meeting to be held on Wednesday 25 October 2023

I (Individual's name) _____
wish to stand for election to the Howick Village Association's Executive Committee

Signature: _____

Member Business: _____

Address: _____

Contact Phone: _____ Contact Email: _____

1st Nomination by:

Signature:	_____
Member name:	_____
Member Business:	_____
Address	_____
Contact phone/email:	_____

Seconded by:

Signature:	_____
Member name:	_____
Member Business:	_____
Address	_____
Contact phone/email:	_____

Personal Profile

Tell us about yourself, and reasons you would like to be involved. For current committee members – please outline what contributions you feel you have made to the committee during the present term. Please also include conflicts of interest (perceived or otherwise, if any) in this section.

To be considered for election please return this nomination form to the Manager by dropping **this page only** into the HVA office, emailing this form to: manager@howickvillage.co.nz, or posting to PO Box 38-124, Howick 2014

Nominations may be called from the floor at the AGM if there are insufficient nominations received by 5.00pm on Wednesday 18 October 2023.

BOARD CHARTER 2023/2024 FINANCIAL YEAR

The board charter sets out the authority, responsibilities, membership and operation of the board of the Howick Village Association Incorporated ('society'). It is to be read in conjunction with the rules of the society.

Mission Statement – Howick Village Rules of the Association

- (a) To promote the development and advancement of the commercial interests of business people and businesses in the Howick area through a co-ordinated and structured promotion, advocacy and planning programme;
- (b) To foster the welfare and economic development of Howick;
- (c) To enhance the safety and security of the Howick area and to attract and retain businesses in an effort to drive employment growth and economic, social, cultural and environment wellbeing;
- (d) To make arrangements with the Government, the Council and/or other persons, corporations, associations or local authorities for the improvement of streets, reserves, playing areas and park areas, and for lighting, surfacing, and cleaning in the Howick area;
- (e) For the purposes and objects stated in these Rules, to administer in conjunction with the Council, the BID Funding Grant;
- (f) To do all things as are, or may be incidental to, or conducive to, the attainment of these objects.

1.0 : Operation of the board

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

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

1.3 Each of the board members and all of the society's management are fully committed to high standards of corporate governance, which includes embracing the following principles:

The Seven Core Strategies: (HVA Strategic Plan 2022 – 2027)

1. Share and live the vision
2. Conduct Market Research
3. Innovate Promotion
4. Enhance our Village atmosphere
5. Engage Business Owners
6. Develop alternative funding streams
7. Be proactive in Advocacy

1.4: Board member responsibilities

the primary responsibility of the board 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, board members should be entitled to rely on the honesty and integrity of the society's senior staff and its outside advisors and auditors.

It is the board'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 board 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 board will

- Ensure that appropriate systems and processes are in place so that the business of the society is conducted in an honest, ethical, responsible and safe manner;
- Review and approve all policies and protocols of the society;
- Oversee the overall conduct of the business and ensure that it is being properly managed;
- 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;
- Be actively engaged in directing and approving the strategic planning of the Society and monitoring management's implementation of the strategies;

- Set delegated authority levels for the BID programme manager, general manager or chief executive officer ('officer');
- Review and approve the annual plan, financial and operating budget, and monitor financial performance and integrity of reporting;
- Appoint, remove and if necessary, review the performance of the officer and oversee succession plans for the management team;
- Act in such a way that board meetings and discussion promote focused debate within a supportive team atmosphere;
- Ensure effective and timely reporting to stakeholders and members; and
- Safeguard and enhance the image and reputation of the society.

1.5: Board meetings

The board will meet at least 10 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. Board members should spend the time necessary and meet as frequently as necessary to properly discharge their responsibilities

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

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

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

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

Meeting procedures for sub-committees will be governed by the respective board approved charters.

1.6 : Agenda items

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

1.7: Board member orientation and education

The board will ensure that all new board members are appropriately introduced to the officer and the management/staff team and the business of the society. All board members will be required to attend governance training from time to time as directed by the chair. In addition, it is expected that all board members will continuously educate themselves to ensure that they may appropriately and effectively perform their duties.

1.8 : BID manager, general manager or chief executive officer ('officer') evaluation

The board 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.

1.9: Management delegations

The board 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.

When board 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.

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

1.10: Independent advice

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

1.11: Conflicts of Interest (required section – BID Policy 2022)

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

2.0 : Board structure

2.1: Size of the board

The rules prescribe that the board shall comprise not more than 11 and not less than 5 members. At the first board meeting after the AGM the board key non-member stakeholders may be appointed to the board as set out in the rules of the society.

2.2: Selection of board members

The board is responsible for nominating members to the board and for filling vacancies on the board that may occur between annual general meetings. In considering potential board members, the board 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 board, who are free of any business or other relationship that may interfere with the exercise of that individual judgement and can give the role the required time and commitment. The elections of the chairperson, treasurer and/or secretary are prescribed in the society's rules.

2.3: Independence of board members

Board 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.

2.4: Role of the chairperson

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

- Manage the board effectively and provide effective leadership in formulating strategic direction;
- Foster a constructive governance culture and apply appropriate governance principles among board members and with management;
- Make sure the board 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 board and the society;
- Ensure there are processes and procedures in place to evaluate the performance of the board, its sub-committees and individual board members;
- Ensure effective communication with stakeholders and members;
- Act as a mentor or counsel for the officer; and
- Act as the link between the board and the officer on a day-to-day basis.
- Undertake, as required, an annual review of all or any board member

2.5: Retirement, rotation and resignation from the board

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

3.0 : Committee

3.1 : Sub-committees

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

3.2 : Role of Sub-committees

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 board. Sub-committees are not to take action or make decisions on behalf of the board unless specifically mandated by prior board authority to do so.

3.3 : Review of sub-committees

The sub-committees shall undertake an annual review of their objectives and activities. The objectives and activities of the sub-committees shall also be reviewed by the board.

4.0: Other board matters

4.1: Board member performance evaluation

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

4.2: Board interaction with media, customers and members of the public

Unless otherwise directed by the officer or the chairperson, communications on behalf of the society with the media must be made only by specifically designated representatives of the society in accordance with the society's media policy. 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.

4.3: Performance evaluation of the board

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

4.4: Review of charter

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

The undersigned Executive Committee understand and approve of working to the best of its abilities, within the Board Charter, and other related documentation for the improvement of the Business Association and its activities.

Additional Information: What is the Role of an Executive Committee?

Governance

The governing body must govern; that is, it must provide leadership and strategy and must focus on the 'big picture'.

Governance is about planning the framework for work and ensuring it is done. (Overseeing the management)

As such, it is distinct from management (**not organising the work**) and operations (**not doing the work**).

What does the term "Governance" really mean?

When people talk about company governance they're usually talking about the role of the board of directors. Boards exist to ensure a company is well run, and well governed so that shareholder value can be maximised and no 'funny business' goes on.

In small and mid-size businesses governance often begins when an owner or manager steps outside of their operational role and seeks help from a trusted advisor. They begin to realise the value of this external perspective and as the business grows, they seek to formalise this into a governance structure of a board or advisory board.

Think about: Where the business is now → where it is going → what is needed to get there

Good governance helps a company:

- Improve performance
- Have a defined vision for the future of the company
- Take a big picture view of the business separate from the operations
- Ensure there is accountability and oversight of operations
- Manage risk
- Find the right balance between making short-term gains and building long-term wealth

The Work Plan

Expectations

The chair is expected to initiate the work plan in collaboration with the CEO, Executive committee and management. If there is a directive from the executive committee in regard to a project outside of the planned work programme, the chair should be the person to direct the work programme to the manager, and direction should not come from each individual executive member to the operational side of the business.

What should a work plan include?

The board's work plan might include:

- meeting dates for the year, including their locations & matters to be considered at each meeting
- approval of periodic, quarterly and half yearly accounts, reports to shareholders and public announcements
- reviews of actual Vs planned performance / receipt of certificates of compliance from management
- CEO performance and remuneration review / full review of operating environment
- review of the strategic plan, business plan and mission statement /
- approval of the annual budget and annual report / particulars of guests invited to meetings during the year
- review of audit requirements / review of board committee terms of reference
- board and individual director evaluations
- Review of remuneration policies and practices in general.
- review of risk assessment policies and controls and compliance / details of any retreats and functions
- review of shareholder, customer and supplier relations
- dates and nature management presentations during the year and the personnel involved
- Contact details of staff, who distribute board papers, arrange travel, deal with director fees and expenses, and are secretarial staff for senior management.

(As adapted from the Governance Essentials course resource kit. www.iod.org.nz)

Clarity of roles – there should be a clear differentiation between the governance and the management of the business association. Typically, the board is responsible for governance, strategic direction and goal-setting. Managers, or other agents utilised by the association, are responsible for regular reporting to the board concerning these goals and their achievement.

(Business Improvement District (BID) Policy 2022 - Part 2 - Policy Operating Standards)

Key success factors for a BID programme:

Effective governance

- This is critical and the responsibility of the business association board (or executive committee – referred to as the board for the purposes of this policy). The board is responsible for:
- Setting the strategic direction of the BID programme (working closely with the local board)
- Accountability reporting
- Setting key performance indicators (KPIs), which are realistic and measurable Business Improvement District (BID) Policy 2022 - Part 2 - Policy Operating Standards
- Ensuring that the management of the BID programme is effective.

Good management

- This is usually carried out by a BID programme manager, business management, contractors, consultancy or other agency. BID programme management is responsible for ensuring the delivery of the business association's strategic and business plans.

Sufficient resources

- To achieve the BID programme's goals and objectives, enhance the local business environment.

Partnership

- Working closely with local boards and the council organisation to achieve collective success.

(Business Improvement District (BID) Policy 2022 - Policy Operating Standards)

Business associations – manager, contractor or agency responsibilities – “Management”

The practical day-to-day management of the business association operating a BID programme usually sits with a manager, contractor or other agency. The role of the manager (contractor or other agency) is to progress projects and initiatives as per the business plan and strategic plan. These roles can be full-time or part-time and are often dependent on the amount of funding the business association has available. It is good business practice to have a clear description of their responsibilities, obligations and the business associations’ expectations of the work to be undertaken.

The role of managing a BID programme has evolved to be multi-dimensional. It requires a diverse range of skills and abilities. It is not anticipated that one person will have all the skill sets to do everything required to run a BID programme.

There are, however, core skills that the management function must possess be able to undertake activities including:

- Advocacy
- Strategic planning
- Project management
- Relationship development
- Management reporting
- Administration
- Event management
- Marketing and promotion.
- Understanding legal and policy requirements of operating a BID programme and incorporated society. BID programmes should consider outsourcing or contracting in other specialist skills for activities which include:

The key day-to-day tasks undertaken by BID programme management include:

1. Implementing the business association’s strategic and business plans Business Improvement District
2. Managing and delivering projects
3. Supporting the business association’s governing board to meet all requirements set out in this policy and the association’s constitution
4. Preparing a high quality report for each board meeting on progress against objectives
5. Assisting the association’s treasurer to provide financial reports to each board meeting for its approval and to be documented in the minutes that detail the following:
 6. Budget to actual cash flow position at the time of each board meeting
 7. Projected expenditure and income budget for the next three months
 8. Health and safety register.
 9. Overseeing the maintenance of the database of all BID programme affiliates and full members of the business association, as set out in business association’s constitution.
10. Managing and supervising all other staff, including volunteers.
11. Adhering to the association’s code of conduct.

Disclosure of Conflicts of interest (real or perceived) must be divulged.

Reason: The members vote is informed, and all conflicts of interest (perceived or otherwise) are recorded.

This may include, but are not limited to:

- Past involvement (if any) with the governing committee or the Management of the HVBA
- Past or present employment or contractor to the Howick Village Business Association
- Receiving payment for goods or services from the HVBA for work currently or previously undertaken.
- Current or previous involvement in the HVBA Accounts as part of the role/s undertaken
- Disputes, of relevance to the HVBA governing committee

Rules of the Howick Village Association - Chapter 12 / 12.1 / 12.2 / 12.3.
BID Policy – Part 2, 4.0 / 4.1 / 4.2

Most records noted will be more ‘perceived’ than real, but it is a requirement of the BID Policy to have these noted in a register held by the secretary if your election to the committee is successful.
