

This Executive Committee Charter sets out the authority, responsibilities, membership, and operation of the executive committee of Silverdale Business Incorporated ('Society'). It is to be read in conjunction with the Rules of the Society.

Mission Statement: We're devoted to cultivating and enriching Silverdale by providing powerful connections between businesses and community.

We will empower Silverdale businesses, property owners, and their people to unlock their full potential through knowledge, collaboration, and proactive engagement, driving commercial growth and ensuring sustainable success for the future.

Strategic Priorities:

Leadership – By offering proactive, inspiring guidance that actively engages the business community, we aim to shape a compelling vision of the future, igniting motivation and charting a path towards success.

Value – Maximise member value by providing support and promotion for Silverdale businesses. We are committed to actively listening to your needs, understanding what matters most to you, and serving as a powerful advocate, amplifying your voice for greater impact.

Advocacy - reaching the people who matter most by advocating on issues affecting members and their businesses.

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's BID Policy 2022.

1.3 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 the following principles:

- Act in good faith in the best interests of the Association, in terms of the advancement or the attainment of its objects.
- Comply with the Association's rules, and with the Incorporated Societies Act 1908, and any other applicable law; and
- Exercise the care, diligence, and skill that a reasonable and prudent person would exercise in handling the affairs of others, and not permit the operations and affairs of the Association to be carried on recklessly or imprudently.

1.4 Executive Committee 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 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:

- 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 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 Executive Committee Meetings

The Executive Committee will meet in person and/or by utilising technology, audio, or audio visual communication at least six times in each period of twelve months and otherwise as necessary to deal with any urgent matters. The rules of the Society 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.

To enable appropriate review of Executive Committee materials, committee members will be sent materials 5 working days 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 Chair and General Manager may from time to time invite employees and advisors to attend board meetings whenever deemed appropriate.

In accordance with Clause 5.3.2 of the rules of the Society a Full Member is entitled to attend all meetings of the Executive Committee (but not vote). In the event of such an occurrence the Full Member will act as an observer and will not be invited to join any discussions or express any opinions, unless they have been given permission by the Executive Committee Chair to discuss an item which the Chair has agreed to, and which has been included in the published Agenda prior to the meeting.

Proceedings of all meetings are minuted and signed by the Chair of the relevant meeting or by the Chair's nominated representative in his/her absence. Minutes are circulated to board members and approved by the board at the subsequent meeting. Meeting procedures for sub-committees, if appointed, will be governed by the respective Executive Committee approved charters.

1.6 Agenda Items

The General Manager and Chair will establish the agenda for each board meeting. Standing items will include the General Manager's written report and financial reports.

Each committee member is free to raise items at any executive committee meeting including subjects that are not on the agenda for that meeting. Items of general business should be forwarded

to the General Manager no later than six working days prior to the board meeting unless exceptional circumstances prevent. In the case of the latter, the board member is to raise the nature of additional business with the Chair and/or General Manager prior to the board meeting to enable adequate preparation.

Any Full Member wishing to be heard at an Executive Committee Meeting must have their topic accepted by the Executive Committee Chair for inclusion as an Agenda item. The item must be included in the published Agenda in the Committee Pack to enable adequate preparation.

1.7 Executive Committee Member Orientation and Education

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.

All committee members will be required to attend governance training from time to time as directed by the Chair.

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.

1.8 General Manager Evaluation

The Executive Committee, through the Chair – or their nominee, will conduct an annual review of the General Manager'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 Executive Committee delegates to the General Manager responsibility for implementing the Executive Committee 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 Executive Committee members seek clarification regarding information provided to Executive Committee members, or are seeking information about the Society generally, this can be sought directly from the Officer.

1.10 Independent Advice

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

1.11 Conflicts of Interest - 2022 BID policy requirement

The Executive Committee, 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 Executive Committee Structure

2.1 Size of the Executive Committee

The Rules prescribe that the Executive Committee shall comprise not more than 11 and not less than five Executive Committee members. At the Executive Committee meeting after the AGM the Executive

Committee key non-member stakeholders may be appointed to the Executive Committee as set out in the Rules of the Society.

2.2 Selection of Executive Committee Members

The Executive Committee is responsible for nominating members to the Executive Committee and for filling vacancies on the Executive Committee that may occur between annual general meetings. In considering potential Executive Committee 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.

The election of the Chairman, Treasurer and or Secretary are prescribed in the Society's Rules.

2.3 Independence of Executive Committee Members

Members of the Executive Committee are required to bring forward to the Executive Committee all relevant information which may affect their independence on any matter related to the Society and its operation.

2.4 Role of the Chairman

The roles of Chairman and General Manager are separate. The Chairman's role is to:

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

2.5 Retirement, Rotation and Resignation from the Executive Committee

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 Executive Committee can establish various sub-committees to handle particular analysis and work delegated by the Executive Committee. These sub-committees are comprised of board members

appointed by the Executive Committee and the chairpersons of such sub-committees are appointed by the Executive Committee.

3.2 Role of Sub-Committees

Each sub-committee shall have a Executive Committee 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 Executive Committee 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 Executive Committee.

4.0 Other Executive Committee Matters

4.1 Executive Committee Member Performance Evaluation

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

4.2 Executive Committee interaction with Media, Customers and Members of the Public

Unless otherwise directed by the Officer or the Chairman, 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 Chairman 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 Chairman or Officer.

4.3 Performance Evaluation of the Executive Committee

The Board will conduct an annual performance review of the Executive Committee as a whole to be completed after the 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.

4.4 Review of Charter

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

By signing this form, you agree to work under this charter.

Signed

Date
