

AUCKLAND WAR MEMORIAL MUSEUM TRUST BOARD CHARTER & TERMS OF REFERENCE

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1. Overview

This Charter (the “Charter”) has been adopted by the Trust Board (the “Board”) of Auckland War Memorial Museum (the “Museum”).

The Charter neither changes nor interprets the Auckland War Memorial Museum Act 1996 (the “Act”).

The Charter guides the Board within the framework of legislation established by the Act. All references to Sections in the Charter are references to the Act unless otherwise stated.

Within this Charter there is a separation of requirements put on the Board by the legislation and practices and processes which the Board has chosen to adopt and follow.

The Board will review the Charter every two years and revise it from time to time.

2. Trust Board Purpose and Objectives

The Trust Board is a body corporate established under the Auckland War Memorial Museum Act 1996, with the responsibility for the maintenance, management, development, ownership and for ensuring adequate funding of the Auckland War Memorial Museum and its contents and for setting the strategic direction.

The general purpose of the Auckland Museum Trust Board is to provide for the recording and presentation of the history and environment of the Auckland Region and the South Pacific, within a world context, conserving the heritage, providing for the role of the Museum as a war memorial, providing for education, entertainment, scholarship and research and promoting society wellbeing. In fulfilling its objectives, it has the key role of maintaining, managing and developing the Museum buildings, its contents, collections and assets.

It is important for the Board to observe and encourage the spirit of partnership and goodwill envisaged by the Treaty of Waitangi, the implications of mana Māori and elements in the care of Māori cultural property which only Māori can provide (S12 2(c)).

2.1 Objectives of the Board

The specific Objectives of the Board are prescribed in section 11 of the Act.

The Board shall recognise and provide for, in such manner as it considers appropriate, the following:

- a) the recording and presentation of the history and environment of the Auckland Region, New Zealand, the South Pacific and, in more general terms, the rest of the world:
- b) conservation of the heritage of the Museum, and of global resources:
- c) the role of the Museum as a war memorial:
- d) celebration of the rich cultural diversity of the Auckland Region and its people:
- e) education which involves and entertains people to enrich their lives and promote the wellbeing of society:
- f) the advancement and promotion of cultural and scientific scholarship and research:

- g) achievement of customer satisfaction by consultation, responsiveness, and continuous improvement:
- h) leadership through professionalism, innovation, and co-ordination of effort with relevant organisations:
- i) greater financial self-sufficiency through the prudent operation of compatible revenue-producing and fund-raising activities which supplement public funding:
- j) providing maximum community benefit from the resources available.

2.2 Duties, Functions and Powers of the Board

The Duties, Functions and powers of the Board are prescribed in Section 12 of the Act as follows:

- (1) Board members shall act at all times in the interests of the Museum rather than in the interests of the body appointing them.
- (2) The duties, functions, and powers of the Board shall be—
 - (a) to assume and continue to hold ownership and possession of the Museum
 - (b) to exercise trusteeship in accordance with the terms of the respective trusts in respect of all assets ownership of which has heretofore been vested in the Auckland Institute and Museum Trust Board or in the Auckland Institute and Museum or which may in the future be vested in the Board, subject to any Trust
 - (c) to observe and encourage the spirit of partnership and goodwill envisaged by the [Treaty of Waitangi](#), the implications of mana Māori and elements in the care of Māori cultural property which only Māori can provide
 - (d) to adequately maintain, manage, and develop the Museum
 - (e) to take such actions as it considers necessary or desirable to further the objectives set out in [section 11](#)
 - (f) to develop appropriate sources of income additional to funding by the Auckland Council
 - (g) to consult with the Taumata-ā-Iwi on all matters set out in [section 16\(8\)](#), and to take due regard of the advice given
 - (h) to support the Auckland Museum Institute
 - (i) to exercise the power of appointment of a Chief Executive in accordance with [section 17](#)
 - (j) to establish for the guidance of the Chief Executive broad lines of policy consistent with the objectives of the Museum and paragraphs (a) to (i)
 - (k) to delegate, to committees or members of the Board, the Chief Executive, or other persons or bodies, such specific duties as the Board considers are best performed by those committees, persons, or bodies
 - (l) to manage prudently the finances of the Museum
- (3) The Board shall have such powers, not inconsistent with this Act, as are reasonably necessary for the effective performance of its functions.
- (4) On and from the establishment day, no person or body other than the Board shall be responsible for the maintenance, management, and development of the Museum building, its contents, and assets.

2.3 Vision & Values

The Board ensures that its purpose is achieved through:

- providing strategic focus
- creating a positive culture that clearly aligns with the Museum's purpose and strategy and engages its people
- appointing a Chief Executive
- monitoring the activities and outcomes
- ensuring accountability and legal compliance
- ensuring the sustainability of the Institution and its collections

The Board does this through good governance practice, together with an in depth understanding of the Museum sector and the workings of the Auckland War Memorial Museum.

In performing the responsibilities set out above, the Board shall 'set the tone at the top' by acting at all times in accordance with the Vision, Values, Guiding Principles and Code of Ethical Behaviour of the organisation.

Vision and Values

Vision

Enriching Lives: Inspiring Discoveries

He oranga tangata Ka Ao

Values

Kaitiakitanga / Guardianship

In Māori custom, kaitiakitanga extends beyond physical care and encompasses "not only guardianship responsibilities, but also spiritual and physical management".

The Museum is committed to providing care for, and access to, taonga - the collections and the stories - entrusted to it.

Manaakitanga / Hospitality

Manaakitanga describes the Māori concept of hospitality and is often literally interpreted as the act of giving hospitality, but the concept encompasses more. The essence of Manaakitanga for the museum is about nurturing respectful relationships with people, and in particular being careful about how visitors are treated.

Auckland Museum welcomes all of its visitors with care and generosity to provide great experiences.

Board-specific Values:

In addition to its leadership and oversight of He Waka Eke Noa, the Board has determined its own Values to guide its behaviours around the table.

The Board's Values are:

- Whakamana- Honouring and respecting each other
- Trust and partnership
- Courageous debate
- Transparency
- Generosity of spirit

He Waka Eke Noa Competency Framework

He Waka Eke Noa is the Museum's competencies framework that describes the mindsets and behaviours needed to achieve its strategic objectives. They are aligned to the Board's Diversity and Inclusion Policy and underpinned by the Museum's He Korahi Māori and Teu Le Vā frameworks.

The Museum's mindsets are:

- Authentic
- Customer-Centred
- Respect
- Connected
- Growth Mindset

2.4 Code of Ethical Behaviour

The Trust Board Code of Ethical Practice determines that a Trust Board member must:

- act in the best interest of the Museum, balancing its accountability to the Public, Auckland Council, Auckland Museum Institute, Taumata-ā-Iwi and Teu Le Vā
- be the embodiment of the Vision, the Guiding Principles, and the Values of the Museum
- observe the highest standards of ethical behaviour, abide by all laws and regulations, and not carry out any actions likely to bring the Museum into disrepute
- guide the Museum towards achieving its strategic plan
- act honestly and fairly in the protection of the rights of stakeholders, specifically against fraud, conflicts of interest and the disadvantaging of minority stakeholders
- ensure the provision of transparent, accurate, timely, consistent and comparable financial and non- financial disclosure
- have independent oversight and making management answerable for the performance of the Museum
- adopt efficient and accurate practices to produce the desired outcomes at a reasonable cost
- observe confidentiality of all non-public information disclosed to them as Trust Board members

3. Operation of the Board

3.1 Overriding Obligations

The Board will, at all times, act in accordance with the Act and the duties imposed by law on charity trustees; and with all other applicable legislation and relevant legal requirements.

Board Members will act with integrity, impartiality; will exercise due skill, care and diligence in performing their functions in the best interests of the Museum. They will model the desired behaviours set out in the Museum's He Waka Eke Noa Values and the Board's own Values and Code of Ethical Conduct.

The Board will keep abreast of issues that bear on the capabilities and long-term sustainability of the Museum and influence its capacity to add public value locally, nationally and globally.

Board Members will develop their personal knowledge and understanding of the Museum and its professional, ethical and practical contexts so that each individual can make informed contributions.

Board Members will demonstrate cultural awareness, understanding, and appreciation of the different cultural needs that make up Auckland's diversity.

3.2 Leadership Responsibilities

In accordance with the Act, the Trust Board provides strategic leadership for the control, maintenance, management and development of the Museum, and for monitoring risk, in accordance with its policies and its statutory duties under the 1996 Act.

The Board bears ultimate responsibility for the Museum and must act in the best interests of the Museum.

The Board will define the strategic direction of the Museum and approve its execution in its Strategic Plan and Annual Plan drawn up in consultation with the Chief Executive, in accordance with section 22 the Act.

The Board delegates the day-to-day leadership and management of the Museum to its sole employee, the Chief Executive.

The Chief Executive is accountable to the Board for the care of the collections and other assets of the Museum, and for leadership and general administration of the Museum, including the promotion of its research and education functions. The Chief Executive has a negotiated Success Agreement with the Board, which ensures that there is clarity around the expectations of the outcomes to be achieved in the role.

The Board is responsible for:

- developing and overseeing the implementation of the strategic, financial, investment, operating, budgeting and risk management policies and plans for the Museum
- assessing, monitoring and directing appropriate plans and responses to ensure that the Museum complies fully with the letter and spirit of Health and Safety legislation
- instigating, evaluating and approving an Annual Plan and indicative Levy as stipulated in the Act
- approving the annual report, including the Statement of Service Performance and financial statements
- approving any formal reports issued to Auckland Council, including the Quarterly Reports
- assessing information, including audit reports, to monitor and reach conclusions about the financial results and operating performance of the Museum
- reviewing annual updates of the Museum's published Asset Management Plan (AMP) and any associated Business Plans
- reviewing the Museum's published Strategic Plan and its related strategies
- evaluating and approving proposals for major resource allocations and capital investments based on the AMP and Annual Plans
- developing and retaining the corporate knowledge and professional ability to perform its statutory functions

- establishing and maintaining a strong, purposeful and mutually trusting relationship with the Chief Executive
- holding the Chief Executive to account for the exercise of the delegated authority; assessing performance and outcomes
- governing the Museum’s culture and supporting management in realising its value

3.3 Board and Committee Meetings

In accordance with Section 8 of the Act, the Trust Board will regulate its own proceedings and adopt procedural rules for its affairs as it considers appropriate.

Board discussions will be transparent, open and constructive, recognising that genuinely-held differences of opinion can, in such circumstances, bring greater clarity in the Board, but should always be held within an environment of mutual respect. The concept of trust around the board table is highly valued. The aim is for consensus decision making through an open, honest and robust discussion process.

A schedule of dates, times and locations of meetings will be provided to the Board well in advance, by the Governance and Risk Manager. The meeting schedule will be devised to enable the Trust Board and Taumata-ā-Iwi to meet together at convenient times and as often as needed.

The Board currently meets approximately 6 times per year and special meetings are called as necessary. The sub-committees of the Board meet as needed throughout the at the discretion of the Committee Chair.

Board Members are expected to attend Board meetings and meetings of the committees on which they serve. Members should prepare themselves thoroughly and meet as frequently as necessary to properly discharge their responsibilities. The Chair and the Chief Executive may invite other employees and advisors to attend Board or committee meetings as appropriate.

Every question before the Board shall be decided in open voting by a simple majority of the votes recorded on it. At any meeting of the Board the person presiding shall have a deliberative vote and, in the case of an equality of votes, shall also have a casting vote.

The Trust Board shall have a quorum of a majority of votes one of whom shall be the Chair or Deputy Chair, or in their absence, the chair appointed for that particular meeting. As stated in section 7(7) of the act “At any meeting of the Board the person presiding shall have a deliberative vote and, in the case of an equality of votes, shall also have a casting vote.”

The Trust Board has the right to appoint Co-opted members to the Board or Committees as appropriate.

3.3 The role of LGOIMA

[Part 7](#) of the Local Government Official Information and Meetings Act 1987 (LGOIMA) shall apply to the Board as if the Board were a local authority subject to that Part.

LGOIMA Section 46 states the Trust Board must publish a schedule of Trust Board meetings, and that the Open Meeting Agenda and Open Meeting Minutes be available on request.

3.4 Co-opted Board Members

Co-opted persons should be appointed for their special skills and knowledge that will add diversity, complement the range of skills and expertise on Trust Board's committees and assist with the issues and opportunities the Institution is facing. They may attend Trust Board and associated committee and strategic meetings.

A co-opted member holds none of the rights, powers and privileges of the Board and shall not be responsible for the maintenance, management, and development of the Museum, its buildings, collections and assets.

3.5 Taumata-ā-Iwi

In accordance with the Act, there shall be a Māori Committee known as the Taumata-ā-Iwi consisting of not less than 5 persons appointed by the Board.

The Museum acknowledges the importance of the Taumata-ā-Iwi supporting the Museum's approach to Iwi engagement, particularly in relation to Tāmaki Iwi.

In accordance with the Act, each appointee to the Taumata-ā-Iwi shall hold office for such period and on such terms as the Board shall in each case determine.

The Taumata-ā-Iwi appoints a member of the Auckland Museum Trust Board, as set out in Section 4(1)c of the Auckland War Memorial Museum Act 1996.

The Taumata-ā-Iwi will provide advice and a Māori and Iwi perspective to the Trust Board. The Taumata-ā-Iwi reviews and makes recommendations on Trust Board policies to ensure that Māori and Iwi values and perspectives are represented and upheld, and that the Trust Board fulfils its Treaty of Waitangi obligations. The Museum recognises the importance of Taumata-ā-Iwi supporting the Museum's approach to Iwi engagement, particularly in relation to Tāmaki Iwi.

3.6 Agenda Planning

The Chair and Chief Executive establish the agenda for each Board meeting in collaboration with the Governance and Risk Manager. Board members are encouraged to advise of matters that they would like to have raised.

The Governance and Risk Manager maintains a schedule of subjects to be discussed through each year, which are incorporated into the Board's Work Programme. Board Members are at liberty to suggest items for inclusion.

A detailed agenda and, to the extent feasible, supporting documents and proposed resolutions, will be provided to the Board and Taumata-ā-Iwi one week prior to each Board and Committee meetings.

Items for inclusion on the agenda for each Board meeting should be advised to the Chair and Governance and Risk Manager well in advance. Board Members are free to raise any urgent issue of significance at any time, whether or not it is on the agenda for any particular meeting.

As a general rule, both Open and Closed sessions of the board will be open to the Taumata-ā-Iwi, the Chief Executive and appropriate relevant members of Museum staff. The Chair can decide to have a Board only session, with the reasons clearly communicated to the Board and the Chief Executive.

3.7 Remuneration

In accordance with the Act, the Board will from time to time set levels of remuneration that may be paid to the Chair, Deputy Chair, Committee Chairs and Members of the Board and Taumata-ā-Iwi, including those co-opted members. In line with good governance practice, this may occur on an annual basis.

In approving the levels of remuneration, the Board shall have due regard to public perception of its functions, responsibilities and activities.

The Board shall not authorise remuneration that exceeds the amount specified in the relevant year's Annual Plan.

3.8 Orientation, Induction and Development

The Governance and Risk Manager will coordinate with new Board Members to ensure that they receive:

- an initial orientation and induction to acquaint them with their responsibilities under the Act
- to familiarise them with all aspects of the governance and operations of the Museum
- to ensure that each is able to use the board portal software, currently that being Diligent

They will also meet with the Chair and key Executives and will be able to identify areas for more detailed conversations and tours.

The onus is on Board Members to keep themselves up to date. Board Members with ongoing requirements for briefings and deeper familiarisation should discuss their specific needs with the Chair and Governance and Risk Manager who can make the necessary arrangements and development plans.

The following information is routinely available to Board Members, where appropriate within the Resource Centre of Diligent:

- information briefings supplemental to the initial orientation to explain the Museum's operations.
- access to, or notice of, continuing educational programmes that are designed to keep Trustees abreast of the latest developments in governance matters and critical issues relating to the museum sector
- material that contains information pertaining to:
 - the Museum's sector and;
 - benchmarking information on other comparator museums across Australasia and around the globe
- periodic visits to plants, installations and collections facilities, normally as part of regularly scheduled Board meetings

3.9 The Role of the Chief Executive

The Chief Executive is the CEO of the Museum and is appointed by the Trust Board. The Chief Executive:

- attends all Board and committee meetings
- is given the delegated authority from the Trust Board to manage the Museum
- is responsible for succession planning of senior management
- maintains regular dialogue with the Chair, and individual members of the Trust Board
- carries out tasks specified by the Act

3.10 Appointment of Chief Executive

The Trust Board appoints the Chief Executive of the Museum for a term not more than five years, with eligibility for reappointment.

In the process of recruiting the Chief Executive, the Trust Board may choose to establish a subcommittee or involve third parties to assist in assessing and short-listing candidates who have the relevant experience of managing similar organisations of size and complexity. This process should include taking account of the matters listed in section 17 of the Act.

The final decision on appointment of the Chief Executive must be undertaken by the full Trust Board.

3.11 Chief Executive Evaluation, and Succession

The Board will conduct an annual review of the Chief Executive's performance, using as a basis the Success Agreement. There will also be an annual review of remuneration. The reviews are normally undertaken by the Chair and Deputy Chair and reported to the Board.

The Trust Board and Chief Executive will agree on a framework for defining, supporting, monitoring, evaluating and rewarding the Chief Executive's performance, against the Museum's strategic direction, goals and objectives, and the responsibilities set out in section 18 of the Act.

The Chief Executive will have a negotiated Success Agreement with the Board, which ensures that there is clarity around the expectations of the outcomes to be achieved in the role. The Success Agreement will be reviewed annually by the Trust Board in August at the conclusion of each financial year. It will be monitored throughout the year by the Trust Board Chair and Deputy Chair with the Chief Executive.

3.12 Board Appraisal

The Board will ensure that an objective evaluation of its performance is undertaken annually, with processes and procedures that ensure it retains sufficient capability to effectively fulfil its role.

From time to time, the Board may choose to bring in an independent facilitator to conduct this process.

3.13 Board – Management Relationship

The Chair maintains a day to day working relationship with the Chief Executive but the Chief Executive is ultimately accountable to the Board.

The Trust Board and Chief Executive work collaboratively to:

- develop an organisational culture and capability that reflects the Museum’s Vision, Values, Guiding Principles, and Code of Ethical Behaviour, together with the Museum’s He Korahi Māori and Teu Le Vā dimensions
- implement the Museum’s strategic direction, goals, policies, objectives, and annual plans
- develop and implement the operational policies that sit under this governance policy
- report regularly on material matters and risks that affect the Museum’s activities, operations, priorities, organisation, and staff development, or may do so in future
- liaise and build relationships with Auckland Council and other stakeholders, including Central Government and philanthropic supporters
- provide services and support for Taumata-ā-Iwi, the Pacific Advisory Group and the Auckland Museum Institute (AMI)

It is a relationship which reflects the values adopted by the Board and is based on mutual respect.

Each Board Member is encouraged to have a relationship with the Chief Executive and with fellow Board members.

The Board believes that the separation between Governance and Management is not an inflexible line, but it is important for both parties to understand the boundaries, and to work in partnership in a manner which is flexible and works to available strengths. The Board believes in the mutual exchange of ideas and information to enable everyone to do their jobs effectively, to add value to the organisation to execute their stewardship responsibilities.

3.14 Board relationship with Museum staff and volunteers

Individual Board Members in their relationships with the Chief Executive, staff and volunteers of the Museum should at all times bear in mind the authority delegated to the Chief Executive, and particularly that Board Members do not individually carry the authority of the Board, nor may they waive requirements set by the Board.

Direct contact with the Museum’s employees and volunteers is not restricted but such intended contact should be notified to the Chief Executive in advance.

At the same time, Board members are encouraged to take part in Museum life to better understand the Museum operations, and to add value at strategic level.

3.15 Conflict of Interest

The Board places great importance on making clear any existing or potential conflicts of interest for Trustees. Board Members must avoid any actual or potential conflict of interest between their own and the Museum’s interests. Board Members are responsible for completing a

Register of Interests that is maintained by the Governance and Risk Manager and for declaring any potential interests at the time that they arise.

Trust Board and committee members must disclose all potential or actual conflicts of interest as soon as practical after they arise. All disclosures will be recorded in the museum's conflicts register.

Further, a conflict of interest should be disclosed at any Trust Board meeting at the time any matter of conflict is being discussed, notwithstanding a prior disclosure, written or verbal.

Trust Board, committee and staff members will manage any business or personal matter that might lead to a conflict of interest in a timely manner, before a decision, contract or transaction is concluded.

The Trust Board decides whether or not a conflict of interest requires a Trust Board member to leave a meeting or abstain from voting on a resolution.

Trust Board members will comply with the Local Authorities (Members Interests) Act 1968, including the requirement that Trust Board members should not enter into, or have a direct or indirect interest in, a contract with the museum that exceeds \$25,000 (including GST) in any financial year, without the prior approval of the Auditor General.

Trust Board members must declare any such interest and abstain from discussing and voting on matters relating to the contract. The declaration will be recorded in the minutes of the meeting and in the museum's conflicts register.

Trust Board and Taumata-ā-Iwi members must not provide professional services to the Museum outside their governance roles. In case of the Chief Executive's possible conflict, approval will be sought from the Chair of the Trust Board.

3.16 Independent Advisors

The Board may propose the services of experts or advisors, including independent legal counsel.

3.17 Cultural Responsibility

Following the principles and values articulated above, the Trust Board is committed to the principles of Te Tiriti o Waitangi and to those articulated in He Korahi Māori and Teu Le Vā dimensions.

The Trust Board takes account of the cultural impact of all its decisions on the diverse communities of Auckland.

The Trust Board is committed to reflecting the communities it serves and remaining connected with and relevant to the changing population demographics of Auckland and its wider region.

The Trust Board is also committed to reflecting Auckland's unique position as the largest city in Polynesia, reflecting the principles and values in Teu le Vā and creating a strong Pacific dimension.

The Taumata-ā-Iwi and Pacific Advisory Group Chairs are invited to attend the open sessions of Board meetings as ex-officio non-voting partners to reflect the Treaty relationship and Pacific context in which the Museum operates. If the Chairs of the Taumata-ā-Iwi and Pacific Advisory Group are invited to attend the Closed sessions of the Trust Board to provide knowledge that will assist the Board in its decision making, a resolution must be put to that effect. (Section 48 (5) LGOIMA).

3.18 Diversity and Inclusion

Tāmaki Paenga Hira Auckland War Memorial Museum is committed to ensuring that the unique qualities and strengths of individuals are valued and strives to provide an environment where all staff and volunteers feel free to bring their whole selves to work. This means feeling comfortable that their unique backgrounds and characteristics will be accepted and respected by their work colleagues and valued by the Museum.

Tāmaki Paenga Hira Auckland War Memorial Museum is also committed to being relevant to and inclusive of our many communities and diverse audiences, and to being a great place to work. The Diversity and Inclusion Policy is at Appendix A.

The Trust Board is committed to ensuring a positive working environment and culture, where diversity is appreciated, and all people are respected and valued. Auckland Museum does not tolerate any form of bullying, harassment (including racial and sexual harassment) or discrimination. This applies to Trust Board members, employees, volunteers, contractors, customers and the visitors to Auckland Museum.

4. Board Structure

In accordance with the Act, there shall be a body corporate to be called the Auckland Museum Trust Board which shall be registered under the provisions of the Charitable Trusts Act 1957 and called the Auckland Institute and Museum Trust Board.

4.1 Members of Board

In accordance with the Act, the Board shall consist of 10 members of whom:

- five (5) shall be appointed (and reappointed or replaced in accordance with section 5 of the Act) by the Auckland Council:
- four (4) shall be appointed (and reappointed or replaced in accordance with section 5, of the Act) by the Auckland Museum Institute in accordance with section 14, of the Act):
- one (1) shall be a representative who shall be appointed (and reappointed or replaced in accordance with section 5, of the Act) by the Taumata-ā-Iwi in accordance with section 16, of the Act).

The members of the Board appointed pursuant to this section shall be persons who, in the opinion of those appointing them, have the management skills, experience, and professional judgment necessary for the carrying out of the Museum's functions and achievement of the objectives as set out in sections 11 and 12 of the Act.

Members are expected to attend all Board meetings. Leave of absence without notice from two consecutive meetings may provide grounds for removal as a Trust Board member.

4.2 Extraordinary Vacancies

In accordance with the Act, should the term of appointment of a Board member cease, a vacancy is created for an extraordinary member. See Section 6 of the Act for the circumstances where an appointment could be ceased.

4.3 Chair and Deputy Chair

In accordance with the Act, the Chair and Deputy Chair of the Board shall be elected annually.

Elections will ordinarily occur at the first Board meeting after the commencement of the new term of office, unless the Board resolves otherwise.

Incumbents may stand for re-election.

Under s.7(5) of the Act, if there is still an incumbent Chair or Deputy Chair, then they are required to act as chair and chair the election procedure, unless they vacate the chair.

Should an incumbent not exist, at the meeting to elect the new Chair and Deputy Chair, the Chief Executive will act as interim Chair of the meeting until the Chair is elected by the members of the Board.

The nominees for the role of Chair and Deputy Chair of the Board or Committees and for members of the Committees, will be called by the Governance and Risk Manager preceding the board meeting. All Board Members nominated for positions must be able to fulfil the duties the role requires.

Once nominations have been submitted to the Governance and Risk Manager, the nominations are to be shared with the Trust Board. The election of the Chair and Deputy Chair will take place at a Board Meeting in open voting. A majority of votes is required for elections to all offices.

The elected Chair is responsible for representing the Board. The Chair shall preside at all meetings of the Board.

The elected Deputy Chair shall act in place of the Chair in any case of absence or incapacity. In the absence of the Chair and the Deputy Chair from any meeting the members present shall appoint one of their number to preside at that meeting.

If a Chair or Deputy Chair of the Trust Board or any Committee is no longer able to serve in those positions for any reason, the Board may elect a member to the vacant position at the next meeting by majority resolution. This may include holding an election at an extraordinary Board meeting, either in person or online.

4.4 Term of Office of Board members

In accordance with the Act, every Board member shall be appointed for a term of 2 years commencing on the expiry of the previous term of appointment to that office.

Every member shall be eligible for reappointment from time to time.

The Board values the retention of Board members and recognises the value of a high functioning board with the necessary skills and experience, while maintaining Institutional knowledge. The Chair works directly with the appointing bodies to ensure that Board turnover is fair and reasonable, and in the best interests of the Museum. Appointees to the Board should also align with the values adopted by the Board.

4.5 Committees of the Board

Committees are formed to assist the Board in efficient decision making or when required under the Act. Committees will act for the Trust Board when authorised and within the parameters set by the Trust Board.

Each committee must have a Terms of Reference approved by the Trust Board. The Terms of Reference will set forth the purposes, goals and responsibilities of the committees as well as qualifications for committee membership, committee structure and operations and committee reporting to the Board.

Decisions or instructions of individual members or committees are not binding except in those instances where specific delegation is given by the Board.

Committee members are appointed by the Board annually and coincide with the Board's Chair election cycle.

Unless otherwise stated, four board members are appointed to each committee with the Board Chair being a voting ex-officio committee member. All other board members can attend each meeting but may not vote.

The Board Chair may not act as chair of any committee.

The Chair of each Committee, in consultation with the members of that Committee, the Chief Executive and the Governance and Risk Manager, will determine the agenda of each Committee meeting, consistent with any requirements set forth in the relevant committee's Terms of Reference.

Unless a Committee's Terms of Reference provide otherwise, all committees shall have the power to co-opt up to two (2) persons as members, provided that any such co-opted appointments are endorsed by the Trust Board. Co-opted members have no voting rights.

The Board has established the following standing committees:

4.5.1 Planning Committee: Provided for in Section 22 of the Act

The Planning Committee prepares, on behalf of the Board, an Annual Plan. The document outlines in particular terms for the financial year to which the plan relates, and in general terms for each of the following two financial years.

The Planning Committee is comprised of the full Board and chaired by an Auckland Council appointed Board member and is regulated by its Terms of Reference.

4.5.2 Audit and Risk Committee

The purpose of the Audit and Risk Committee is to assist the Trust Board in discharging its responsibilities with respect to financial reporting, audit, compliance and risk management practices of the Museum.

The Audit and Risk Committee is comprised of up to five Trust Board members, including the Trust Board Chair, is appointed annually by the Trust Board, and is regulated by its Terms of Reference.

4.5.3 Development Committee

The purpose of the Development Committee is to provide direction to the Trust Board on the Museum's Development Strategy for growing a diversified portfolio of fundraising and corporate partnership (sponsorship) activity that contributes significant and sustainable income to help the Museum realise its strategic goals.

The Development Committee is comprised of up to five Trust Board members, including the Trust Board Chair, is appointed annually by the Trust Board, and is regulated by its Terms of Reference.

4.5.4 Executive and Governance Committee

The purpose of the Executive and Governance Committee (hereafter the Committee) is to manage the employment relationship with the Chief Executive of the Auckland War Memorial Museum; to assist the Board in the establishment of remuneration policies and practices for, and discharging of the Board's responsibilities relative to remuneration-setting and review of the Museum's Chief Executive, other senior executives and trustees; and to assist the Trust Board and other committees in governance matters.

The Executive and Governance Committee is comprised of at least four Trust Board members, two of whom shall be the Chair and Deputy Chair of the Board, is appointed annually by the Trust Board, and is regulated by its Terms of Reference.

5. Other Board Practices

5.1 Board Interaction with Media, Customers and Members of the Public

The Museum has a media policy. All routine matters are delegated to staff as required. Should an issue be contentious, this matter will be escalated to the Chief Executive in the first instance or the Chair as appropriate.

Individual Board Members are not authorised to speak publicly on behalf of the Museum unless having received express permission to do so by the Chair.

5.2 Limitation of Liability, Indemnity and Insurance

Subject to the Act, the organisation will provide members with, and will pay the premiums for, indemnity and insurance cover while acting in their capacities as board members, to the fullest extent permitted by the Act.

5.3 Health and Safety

The Board has adopted and annually reviews the Health and Safety Charter and complies with all responsibilities, duties and obligation in accordance with the Health and Safety at Work Act 2015.

The obligations and commitments of the Trust Board and Chief Executive are set out in the Board's Health and Safety Policy.

The Trust Board and Chief Executive ensure that a safe and healthy environment, which eliminates or suitably controls hazards for staff, volunteers, contractors and visitors, is maintained at Auckland Museum as per the Health and Safety in Employment Act 1992 and Health and Safety at Work Act 2015. This includes the prohibition of bullying, intimidation, sexual harassment or similar actions.

Health and Safety extends to all of the Museum's onsite, offsite and online locations and content, and includes safeguarding the interests and comfort of the Museum's visitors.

It also includes committing all necessary resources to prevent, as far as possible, accidents and injuries, and to address hazard control and rehabilitation priorities in the workplace.

The Chief Executive will report regularly to the Trust Board on the health and safety of the workplace. The legislation places a positive duty on Chief Executives – as officers of a PCBU – to exercise due diligence to ensure that the organisation complies with its health and safety duties and obligations.

6. Supporting Documents

[Auckland War Memorial Museum Act 1996](#)

[Local Government Official Information & Meetings Act 1987](#)

[He Korahi Māori](#)

He Waka Eke Noa

[He Ara Whaowhia](#)

[Teu Le Vā](#)