

AUCKLAND WAR MEMORIAL MUSEUM TRUST BOARD

CHARTER

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.

I. Trust Board Purpose & 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 building, its contents 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 Maori and elements in the care of Maori cultural property which only Maori can provide (S12 2(c)).

The specific Objectives of the Board are prescribed in section 11 of the Act as follows:

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.

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 Maori and elements in the care of Maori cultural property which only Maori 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-a-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.

The Board ensures that its purpose is achieved through:

- **Providing strategic focus,**
- **Creating the right culture,**
- **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 act at all times in accordance with the Vision and Guiding Principles of the organisation:

Vision: Enriching Lives: Inspiring Discoveries
He oranga tangata Ka Ao

Guiding Principles: Manawhenua, Kaitiakitanga, Manaakitanga

The Board has also determined its own Values to guide its own behaviours around the table.

Values:

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

The Board has full commitment to Future Museum, He Korahi Māori and Teu Le Vā as the key strategic documents guiding all the Museum does, and to any subsequent strategic and planning documents developed to expand these.

II. Operation of the Board

1. Overriding Principles

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.

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

2. Responsibilities

In accordance with the 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 an 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:

- Overseeing the development and implementation of the strategic, financial, investment, operating, budgeting and risk management 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
- 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 Organizational Business Plan (OBP) and any associated Business, Cultural and Project Plans
- Reviewing the Museum's published vision '**Future Museum**' and Five-Year Strategic Plan and their related strategies, including those for: Collections, Audiences, He Korahi Māori, Teu le Vā, 'Beyond the Walls' and Digital
- Evaluating and approving proposals for major resource allocations and capital investments based on the OBP and successive years' 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.

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

The Board currently meets approximately 6 times per year and special meetings are called as necessary. Strategic “away-days” are held in the interim months. The sub-committees of the Board meet at least 4 times a year, with additional meetings at the discretion of the Committee Chair.

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.

A schedule of dates, times and locations of meetings will be provided to the Board well in advance, by the Governance and Compliance Advisor. The meeting schedule will be devised to enable the Trust Board and Taumata to meet together often.

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 from time to time 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. 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.

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 building, its contents, and assets.

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. Taumata-ā-iwi includes representatives from Ngāti Whātua, Ngāti Paoa and Waikato/Tainui. The term of office for members of the Taumata-ā-iwi is two years, with the right of re-appointment.

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 supporting the Museum's approach to iwi engagement, particularly in relation to Tāmaki iwi.

6. Strategic 'away-days'

The Board has chosen to hold Strategic 'away-days' meetings which are joint meetings of the Board and the Taumata-ā-iwi, convened as Board meetings in alternate months.

The formal agenda is minimized with a clear strategic focus, with the aim of providing time for discussion of wider professional and ethical matters of strategic significance, both to shape future plans and to develop the capacity of the Board.

7. Agenda planning

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

The Governance and Compliance Advisor 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 Compliance Advisor 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 involve the Taumata, the Chief Executive and relevant members of staff. The Chair can decide to have a Board only session, with the reasons clearly communicated to the Board and the Chief Executive.

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

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

9. Orientation, Induction and Development

The Governance and Compliance Advisor 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 familiarize them with all aspects of the governance and operations of the Museum; and to ensure that each is able to use the Diligent system. 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 familiarization should discuss their specific needs with the Chair and Governance and Compliance Advisor 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:

- Educational programmes 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;
 - Comparisons of the other museums across New Zealand and around the globe.
- Periodic visits to plants, installations and collections facilities, normally as part of regularly scheduled Board meetings.

10. Chief Executive Evaluation, and Succession

The Board will conduct regular 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 Executive Committee and reported to the Board.

The Board will work with the Chief Executive, to ensure that there is a Succession Plan in place: with capability being developed at an Executive level so that at the time of appointment of a new Chief Executive, internal applicants are in a good position to apply for the role.

11. Board Appraisal

The Board will evaluate its own performance, processes and procedures annually to ensure that they are designed to enable the Board to effectively fulfill its role.

The Chair will receive self-assessed evaluations from all Board Members, summarise these, and facilitate a conversation annually with the Board on the Board's performance. The assessment will focus on the manner in which the board undertakes its governance role, and specifically focus on areas in which the Board could develop.

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

12. 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.

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.

13. Board relationship with staff and volunteers

Informal, non-executive contact between Board Members, staff and volunteers is encouraged at any time.

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

14. 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 Compliance Advisor 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.

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), 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-a-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.

15. Independent Advisors

The Board and each Committee may propose the services of experts or advisors, including independent legal counsel, but any contract for such services may only be let and managed by the Chief Executive and appropriate members of staff. The Chief Executive and Governance and Compliance Advisor can advise on such matters at any time.

III. 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.

Members of Board

In accordance with the Act;

The Board shall consist of 10 members of whom—

- 5 shall be appointed (and reappointed or replaced in accordance with section 5 of the Act) by the Auckland Council;
- 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);
- 1 shall be a representative who shall be appointed (and reappointed or replaced in accordance with section 5, of the Act) by the Taumata-a-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.

1. Chair and Deputy Chair

In accordance with the Act;

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.

2. 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.

IV. Committees of the Board

1. Committees

A substantial portion of the analysis and work of the Board is done by standing Board committees. Unless otherwise stated, four board members are appointed to each committee, and in addition the Chair and all other board members can attend each meeting.

The Board has established the following standing committees:

- **Investment Committee**

The purpose of the Investment Committee is to assist the Trust Board in discharging its responsibilities with respect to the general oversight of the Museum's Investment Funds, strategy and investment guidelines, with the objective of protecting the Museum's financial position and supporting the Museum's missions and goals.

The Investment Committee meets at least twice per year, with additional meetings at the discretion of the Committee Chair.

- **Executive Committee**

The committee manages the employment relationship with the Chief Executive. This includes that the Chief Executive performs in accordance with the terms of Employment agreement, job description and KPIs in accordance with the Act. The Committee oversees the development of and monitoring of the Success Agreement with the Chief Executive.

The Executive Committee is composed of four Board members; including the Chair and Deputy Chair of the Board, and two further members appointed by the Board.

The Executive Committee meets at least four times a year, with additional meetings at the discretion of the Committee Chair.

- **Future Museum Capital Programme Committee**

The purpose of the Future Museum Capital Programme Committee is to monitor and oversee the Future Museum Stage 1 Capital Programme.

The Committee will monitor and provide Board oversight of Future Museum Stage 1 Capital Programme with particular focus on capital management, project management, and delivery of projects with significant complexities representing a risk to the Future Museum Capital Programme.

The Future Museum Capital Programme Committee shall be appointed annually by the Trust Board and shall consist of four Trust Board members and the Chair of the Trust Board shall be an ex-officio member.

The Future Museum Capitals Programme Committee meets at least four times a year, with additional meetings at the discretion of the Committee Chair

- **Planning Committee: Provided for in Section 22 of the Act**

The 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 composed of the full Board, and chaired by an Auckland Council appointed Board member.

- **Audit and Risk**

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.

Members will demonstrate financial literacy, good understanding of business and financial risks and related controls, sound knowledge of the industry and a commitment to and knowledge of core service delivery principles and practices.

The Audit and Risk Committee meet at least four times a year, with additional meetings at the discretion of the Committee Chair.

General Provisions for Committees

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

Each committee will have its own Chair and Charter. The Charters will set forth the purposes, goals and responsibilities of the committees as well as qualifications for committee membership, procedures for committee member appointment and removal, 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.

The Chair of each Committee, in consultation with the members of that Committee, the Chief Executive and the Governance and Compliance Advisor, will determine the agenda of each Committee meeting, consistent with any requirements set forth in the relevant Committee's Charter.

2. Election Procedures

- A) In accordance with the Act; the Chair and Deputy Chair of the Board shall be elected annually in October, or at such other times as required, and may stand for re-election.

- B) 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 Compliance Advisor preceding the board meeting. All Board Members nominated for positions must be able to fulfil the duties the role requires.
- C) If a Chair, Deputy Chair of either the Trust Board or Committees, is no longer able to serve in those positions, for any reason, the Board may introduce an election procedure. This may include holding an election remotely or in person, at any time, for expediency and to enable continuity.
- D) Once nominations have been submitted to the Governance and Compliance Advisor, the nominations are to be shared to the Trust Board. Unless an election is to be held remotely, they are held at a Board meeting and Trustees are issued with a voting paper. In all circumstances, votes are tallied by the Governance and Compliance Advisor and announced to the Board by the Chair.

V. IV. Other Board Practices

1. Board Interaction with Media, Customers and Members of the Public

The Chair of the Board and the Chief Executive are responsible for speaking and commenting publicly about any contentious matters; all routine matters can be delegated to staff as required.

Individual Board Members are not authorised to speak for the Museum.

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.

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 Charter. 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.

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.