

## **TIA Board Charter**

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#### **1.0 Purpose and Role**

The Board of Tourism Industry Aotearoa (TIA) is responsible for providing strategic leadership, overseeing financial sustainability, and ensuring effective governance. The Board acts in the best interests of TIA members and the wider tourism industry.

#### **2.0 Composition**

The Board shall comprise 5 to 7 directors, appointed based on skills and experience relevant to TIA's purpose and the responsibilities of the Board.

The Board shall include 5 Member Directors and up to two further Member or Independent Board Members.

#### **3.0 Appointments**

Appointments to the Board will be made by the TIA Tourism Council upon recommendation by the Nominations Committee.

The Nominations Committee will be responsible for ensuring fair and robust processes are in place to consider the competencies required for the Board as a whole and for individual appointments, identifying and assessing Board candidates, and making appointment recommendations to the TIA Tourism Council.

Whilst specific skills and experience may be sought for appointments, Board members should demonstrate the following key competencies:

- Strategic Thinking: Ability to contribute to and evaluate long-term strategy.
- Financial Literacy: Understanding of financial oversight and accountability.
- Industry Knowledge: Insight into tourism industry dynamics and TIA's role.
- Governance Understanding: Knowledge of governance principles and responsibilities.
- Māori Capability: awareness and knowledge of te ao Māori and tikanga Māori.
- Collaborative Mindset: Ability to work constructively in a team setting.
- Commitment to Purpose: Alignment with TIA's vision, values, and purpose

Board members will ordinarily be appointed for a three-year term of office, unless a shorter term or appointment is set by the TIA Tourism Council. The terms of office shall be staggered to ensure continuity of Board membership.

#### **4.0 Board Responsibilities**

TIA Board members are deemed to be officers of the Society as defined by the Incorporated Societies Act 2022 ('the Act') and hold the legal duties and responsibilities prescribed by Act, and other relevant legislation.

The Board is responsible for:

- Ensuring that strategic objectives are set and achieved, approving and monitoring TIA's strategic and business plans, annual budget, and organisational priorities.
- Appointing and evaluating performance of the Chief Executive, ensuring TIA management discharge their functions appropriately.

## **TIA Board Charter**

- Ensuring TIA member needs and perspectives are reflected in decision making, through engagement with the TIA Tourism Council.
- Ensuring the Chief Executive has effective management processes in place to deliver against the needs of TIA membership and industry sectors.
- Ensuring that TIA adheres to high standards of ethics and corporate behaviour and that the reputation of TIA is upheld.
- Maintaining compliance with legal, regulatory, and constitutional obligations.
- Safeguarding the reputation and values of TIA, ensuring any disputes are resolved in accordance with the TIA constitution and TIA's Code of Ethics.
- Ensure TIA maintains a robust process for identifying, prioritising, managing, monitoring and reporting critical risks. Appointing the Audit and Risk Committee.

## **5.0 Audit and Risk Committee**

The Board shall appoint three (3) Board Members to be the Audit and Risk sub-committee. The Board must consider the suitability of the Board Members to be on the Audit and Risk sub-committee.

The purpose of the Audit and Risk Committee is to ensure compliance with all financial reporting and risk management processes.

The functions of the Audit and Risk Committee are to:

- review the financial reporting and management.
- recommend the appointment of an external auditor.
- review the risk profile of the Society.
- ensure there are appropriate risk management policies, procedures and controls.
- meet with external auditors.
- oversee audit process; and
- report to the Board on key matters identified by the Audit and Risk Committee.

## **6.0 Board Chair and Deputy Chair**

The Board shall appoint its Chairperson and Deputy Chairperson. The Board Members have the option of selecting someone from among their number or appointing someone from outside of the Board ('Independent Chairperson').

The Chairperson will ordinarily serve for a term on three (3) years, subject to the Board ongoing endorsement. The maximum continuous period for any Chairperson is six (6) years.

The TIA Board Chairperson shall be responsible for:

- Leadership of the Board to effectively discharge its responsibilities.
- Facilitating the effective contribution of directors.
- Representing TIA and the Board as required, including externally.
- Ensuring effective communication between the TIA Board and TIA Tourism Council in co-operation with the Council Chair and Chief Executive.
- Serving as a member of the Nominations Committee.
- Chairing society Annual General Meetings.

## **TIA Board Charter**

The roles of TIA Board Chairperson and TIA Tourism Council Chair may not be held by the same individual.

The Deputy Board Chairperson shall be appointed by the Board to support the Chairperson and deputise for the Chairperson as required.

## **7.0 Board Meetings**

The Board shall meet in accordance with the provisions set out in Schedule 4 of the TIA Constitution.

### Meeting Frequency

The Board will meet at least 4 times a year. Board meetings will ordinarily take place quarterly. The Board may hold additional meetings if required.

### Quorum

A quorum for a Board Meeting shall be half of the Board Members including either the Chairperson or, if the Chairperson is unavailable, the Deputy Chairperson. No business of the Board shall be conducted at any time when less than a quorum is present.

Board members are able to join meetings in person or remotely by audio or video conferencing.

### Voting

Board decisions shall be made by seeking consensus wherever possible, and where a consensus is not possible, by a majority of votes of those Board Members eligible to vote on a particular matter.

Each Board Member shall have one (1) vote. In the event of an equality of votes on any resolution the Chairperson shall have a second or casting vote.

A resolution in writing signed by all the Board Members entitled to receive notice of the meeting shall be as valid and effectual as if it has been passed at a meeting of the Board duly convened and constituted.

### Updates to TIA Tourism Council

The Board shall regularly report to the Tourism Council by way of the Chairperson or Deputy Chairperson or other representative of the Board providing an update on key Board decisions and deliberations at each Tourism Council meeting.

## **8.0 Code of Conduct and Conflicts of Interest**

Board members shall uphold the highest ethical standards and shall not do anything to bring the Society into disrepute, taking into account TIA's Code of Ethics and any other relevant policies as communicated upon appointment and adopted from time to time.

Board discussions are confidential, and Board members are bound by the principle of collective responsibility.

No public statements should be made on behalf or in relation to TIA or matters considered by the Board without obtaining prior authorisation.

A Register of Directors interests shall be maintained by the Society. Board members are required to declare any interests in accordance with rule 12 of the TIA constitution upon appointment and as soon as a Board Member becomes aware of the fact that he or she is or may be interested in a matter.