



BOARD CHARTER FOR THE ART DECO TRUST

1.0 INTRODUCTION

The Art Deco Trust (hereafter “the Trust”) is incorporated under the Incorporated Societies Act 1908 and is also a Charitable Trust registered under the Charities Act 2005.

This Charter has been prepared and adopted by the Board of the Trust on 28th May 2014

2.0 PURPOSE OF BOARD CHARTER

- 2.1 The purpose of this Charter is to provide high standards of governance and to clarify the functions, role and responsibilities of the Board and its members.
- 2.2 The conduct of the Board is also governed by the Rules of the Trust.

3.0 DEFINITIONS

- (i) Board means the Board appointed in accordance with the Trust’s Rules.
- (ii) Board Member means any person elected or appointed to the Board.
- (iii) Board manual means any Board policy, protocol and procedures manual adopted by the Board from time to time.
- (iv) Chair means the person elected by the Trust at the Annual General Meeting in accordance with the Rules.
- (vi) **General Manager** means the individual appointed by the Board in terms of a particular employment agreement.
- (vii) Trust means the Art Deco Trust Incorporated which has a set of rules approved by its membership.

4.0 BOARD COMMITTEES

- 4.1 The board shall if it deems appropriate, appoint an Executive Committee to deal with urgent matters.
- 4.2 The Board may from time to time establish committees in order to assist in the Board’s governance responsibilities, either for a particular purpose on an ongoing basis, or for a specific project.
- 4.3 The Board will have a broad discretion as to the nature and purpose of any such committee but generally they will be intended to provide information and advice to the Board to assist in its deliberations.
- 4.4 The Board will provide each committee with terms of reference which will be reviewed annually.
- 4.5 All Board committees will have a chairman appointed by the Board.
- 4.6 A committee may invite persons from outside the Board to join the committee on an advisory basis.
- 4.7 The General Manager shall be an ex-officio member of all committees other than any committee charged with managing any aspect of the General Manager’s employment relationship.
- 4.8 Committee members shall at all times act in the utmost good faith towards each other.

- 4.9 The Board will endeavour to reach decisions by means of a consensus. In the event that a consensus cannot be reached then a vote may be taken and the dissenting committee member shall be entitled to have his or her dissenting vote recorded.
- 4.10 Committees may formulate their own rules and procedures or depart from the general principles contained in this clause where it is deemed appropriate to do so and with the consent of the Board.
- 4.11 The effectiveness of all committees shall be reviewed from time to time as deemed appropriate by the Board which will, in the case of each committee, specify a review period.

5.0 REMUNERATION, REIMBURSEMENT AND PROTECTION OF BOARD MEMBERS

- 5.1 Except for the Treasurer, no payment shall be made to Board Members for any service provided to the Trust although Board Members can be reimbursed for expenses incurred in relation to their role as a Board Member as authorised by the Board from time to time. This is to be reviewed annually at the first Board meeting after the Annual General Meeting.
- 5.2 The Treasurer may be paid an honorarium if approved by the Board.
- 5.3 Board Members will be insured for "Directors and Officers" Liability Insurance when engaged on Trust activities.

6.0 RESPONSIBILITIES AND POWERS OF THE BOARD

- 6.1 The Board shall be responsible for the governance of the Trust. The management of the Trust activities is delegated to the General Manager.
- 6.2 As part of its governance role the Board shall be responsible for developing the mission, vision and values of the Trust.
- 6.3 In particular the Board shall be responsible for;
- (1) Appointing the General Manager and providing an effective structure for the General Manager to fulfil his or her duties.
 - (2) Appointing the Treasurer and providing an effective structure for the Treasurer to fulfil his or her duties.
 - (3) Preparing and approving a strategic plan and reviewing this at least annually. Board Charter for the Art Deco Trust approved 28 May 2014 Page 4 of 8
 - (4) Approving an annual budget prepared by the Treasurer and General Manager.
 - (5) Approving any significant changes to the Trust including the undertaking of major new ventures or cessation of major existing activity.
 - (6) Providing an effective oversight of the General Manager to ensure that the organisation is fulfilling all of its legislative and regulatory obligations and remains solvent at all times.
 - (7) Ensuring that there is an effective policy and guidelines for the Board's succession planning including the recruitment of new Board Members.
 - (8) Ensuring that Board Members are assisted in the development of appropriate skills and knowledge to enhance their ability to fulfil their obligations as Board Members.
 - (9) Reviewing the performance of the Board and each Board Member at least bi-annually using a peer-review process.
- 6.4 As well as the collective obligations of all Board Members as a part of the

Board, Board Members will:

- (i) devoting sufficient time to enable an effective contribution to the Board and the work of the Trust.
- (ii) Acknowledge that they are at all times a member of the Board of the Trust and as such will support the letter and spirit of Board decisions.

7.0 CHAIR

7.1 The Chair is elected by members of the Trust at the Annual General Meeting and will have a general responsibility to act as Chair and leader of the Trust and in particular will have the following responsibilities and powers:

- (i) To chair all Board meetings at which the Chair is present and in any situation where the Chair cannot be present to ensure that a substitute Chair is available.
- (ii) To only act in such ways as to represent the Board, not to act independently and to always act in the best interests of the Board and the Trust.
- (iii) To act as the immediate point of contact between the General Manager and the Board.
- (iv) To exercise such discretions, powers and responsibilities as may be agreed by the Board from time to time and as are set out in the Chair's job description.
- (v) Generally to fulfil all duties and to have all powers as are approved under usually accepted meeting practice.

8.0 GOVERNANCE

8.1 The Board will exercise its responsibilities and powers of governance with an emphasis on outward vision for the benefit of the Trust rather than becoming preoccupied with its own internal workings. At all times the Board will encourage diversity of views and in particular will use the expertise of individual Board Members while at all times maintaining a sense of group responsibility.

8.2 The Board will maintain clear distinctions between Board (governance) and Management roles and will provide strategic leadership and not become involved in administrative detail.

8.3 The Board will maintain appropriate discipline over its members to ensure that all necessary processes are undertaken so that the Board functions in a manner which benefits the Trust. In this regard, the Board will undertake appropriate education and training and maintain a continual process of self evaluation.

9.0 MEETINGS

9.1 The Board will normally hold monthly meetings during each calendar year but this number may vary depending on circumstances. The intended schedule of meetings will be determined at the first meeting of the Board after the Annual General Meeting.

9.2 Board committees will normally meet as required.

9.3 The agenda for each Board meeting will be established by the Chair in conjunction with the General Manager and will include any matters suggested by Board Members.

9.4 It is important that Board members are properly prepared for meetings. The agenda with supporting papers should be distributed by the end of the working week prior to the meeting scheduled for the following week.

- 9.5 The quorum for Board meetings shall be a simple majority of current Board Members
- 9.6 Board and committee meetings will normally occur in person but may occur by means of electronic communications such as telephone, video or internet conference when appropriate.
- 9.7 Decisions of the Board will be made in accordance with accepted meeting procedure i.e. by a motion proposed and seconded before being put to the vote. The Chair may exercise a casting vote as well as a deliberative vote.
- 9.8 Minutes of all Board and committee meetings will be kept and draft minutes will be prepared promptly following any meeting. The draft will be reviewed and approved by the Chair of the particular meeting and distributed to those persons entitled to be present at the meeting. All minutes shall be tabled at the next Board or committee meeting and approved as the official record of that meeting.
- 9.9 The Board may invite any person to attend a meeting as a guest, observer, presenter or participant. The Chair will have the discretion to allow any such guest permission to speak or otherwise participate in discussion during the course of a meeting.

10. CONFLICT OF INTEREST

- 10.1 Any business or personal matter which is, or could be, a conflict of interest involving a Board Member and his/her role and relationship with the Trust must be declared and registered in the Conflicts of Interest Register. The conflict must be also be minuted at the first Board Meeting following entry in the Register.
- 10.2 Any necessary and reasonable measures should be taken to try and resolve the conflict or manage it in an appropriate manner.
- 10.3 If a conflict or potential situation of conflict exists, it is expected that the Board Member concerned shall be absent from the meeting whilst the Board discusses the relevant issue and not vote on the matter, unless the other members who do not have a material personal interest in the matter shall have passed a resolution that states that those members are satisfied that the interest should not disqualify the member from voting or being present.
- 10.4 Individual Board Members have a responsibility to bring to the Board's attention any real or potential conflict of interest of another Board Member. Ideally this should first be brought to the attention of the Chair.

11. RELATIONSHIP BETWEEN THE BOARD AND MANAGEMENT

- 11.1 The Board recognises that the relationship between it and the staff of the Trust are crucial to the success of the organisation. It is recognised that, with Board members being voluntary, it is appropriate for regular interaction between members of the Board and senior management. The importance of maintaining a distinction between governance and management of roles is also recognised however and the Board acknowledges the responsibility for maintaining that distinction.
- 11.2 Where necessary and appropriate the Board will develop and maintain succession plans for the General Manager and senior management.
- 11.3 The normal channel of communication between the Board and management shall be between the Chair and the General Manager and it is expected that they will work closely together to ensure that the decisions of the Board are understood and

clearly communicated to the staff and that any feedback from staff is communicated to the Board.

11.4 Board Members may have direct access to Trust staff in relation to papers or presentations a staff member may have made to the Board. Any such access will be exercised after communication and discussion with the General Manager.

11.5 The Board will not instruct, direct, evaluate or be involved in direct supervision of any staff member other than the General Manager.

12.0 PROTOCOLS OF THE BOARD

The Board may wish to create protocols from time to time. These should be approved by entry in the Board minute book with a copy of the protocol being maintained in a Protocol Register.

13.0 REVIEW OF BOARD CHARTER

13.1 This charter will be reviewed at least on an annual basis.