



Auckland War Memorial Museum Trust Board Executive and Governance Committee Charter

Renewal date	Approved
June 2020	18 June 2020
June 2023	20 October 2022
June 2025	



TĀMAKI PAENGA HIRA

AUCKLAND WAR MEMORIAL MUSEUM

1.0 Purpose

- 1.1 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.
 - To assist the Trust Board and other committees in governance matters.

2.0 Composition

- 2.1 The Committee shall be appointed annually by the Trust Board and shall consist of at least four Trust Board members, two of whom shall be the Chair and Deputy Chair of the Board.
- 2.2 The Board will appoint the Chair of the Committee.
- 2.3 A quorum shall be a majority of committee members.
- 2.4 The Chair will not have a casting vote.

3.0 Authority

- 3.1 The Committee is authorised by the Trust Board to investigate any activity covered by its functions and responsibilities. It is authorised to seek any information it requires to complete the activity requested.
- 3.2 The Committee shall have the authority of the Trust Board to obtain legal or other independent professional advice, and to secure the attendance at meetings of third parties with the relevant experience and expertise if it considers this necessary.
- 3.3 The Committee will make recommendations to the Board on all matters requiring a decision other than any instance where the Board has formally delegated powers to act. The Committee shall have no executive powers other than those bestowed by the Trust Board.

4.0 Functions and Responsibilities

- 4.1 Subject to the limitations on the Committee's authorities set out above, the responsibilities of the committee are as follows.
- 4.2 **Chief Executive's Success Agreement and Performance Evaluation.** The Trust Board and Chief Executive agree a framework for defining, supporting, monitoring and evaluating and rewarding the Chief Executive's performance against the Museum's strategic direction, goals and objectives, and the matters set out in section 18 of the Auckland War Memorial Museum Act 1996.
- 4.3 To fulfil this Executive Committee will;
- Oversee the performance of the Chief Executive in accordance with the terms of his/her Employment Agreement, Job Description and Success Agreement, and in accordance with the provisions of the Auckland War Memorial Museum Act 1996, and report on this to the Board.
 - Establish a Success Agreement with appropriate performance measurement criteria agreeable to both the Board and the Chief Executive. These must reflect the Board's priorities and identify and agree support required from the Board.



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4.4 The following process should be followed:

- Draft annual Success Agreement in conjunction with the Chief Executive
- Review Success Agreement with the Board
- Finalise Success Agreement with the Chief Executive
- Manage the performance of the Chief Executive in accordance with the agreed Success Agreement by way of;
 - a) Regular review sessions to discuss progress and mutual support in relation to the Success Agreement;
 - b) A formal annual performance review, to take place in August of each year;
 - c) Review the Chief Executive's remuneration as required by the Chief Executive's employment agreement and recommend adjustments, as appropriate, to the Board. The remuneration process is further described below.

4.5 The process for Board involvement in the Chief Executive's review should be as follows;

- An annual discussion and agreement between the Board and the Committee on the Chief Executive's performance and remuneration adjustments
- Regular reporting to the Board on matters discussed by the Executive and Governance Committee.
- Ensure that decisions are the view of the Board as a whole and that the Executive and Governance Committee's work does not compromise the accountability of the Board as a whole for the performance and successful discharge of the role of Chief Executive

4.6 **Recruiting Chief Executive.** The Trust Board has a separate process for the appointment of the Chief Executive of the Museum, as defined in section 3.2 of the Trust Board Governance Policies.

4.7 **Remuneration.** The Committee will be responsible for:

- overseeing the remuneration policies and practices of the organisation.
- overseeing, in accordance with the Museum's policies and practices, all components of the remuneration of the Chief Executive, the Senior Management team and such other senior executives as the Board may from time to time determine. The components shall include base salary, reimbursable expenses, bonuses, entitlements under employee incentive plans, and all other entitlements and benefits arising from their employment. The remuneration of senior executives who report directly to the Chief Executive is subject to prior recommendation from the Chief Executive.
- agreeing the policy for and reviewing, as appropriate, the terms of employment agreements for the above executives.
- making recommendations to the Board on setting and reviewing the remuneration of members of the Trust Board and the Taumata-ā-Iwi.
- considering such other matters relating to remuneration issues as may be referred to it by the Board.
- ensuring that all salary decisions are recommended for approval on a 'one-up' basis i.e. approved by the manager one above the person to whom they report.



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4.8 Governance. The Committee will be responsible for:

- Regularly reviewing the Trust Board Charter, governance policy and procedures and making recommendations to the Trust Board.
- Organising and overseeing the annual Trust Board evaluations, to be conducted internally and externally on a year to year basis (e.g. year 1- internal evaluation, year 2- external evaluation).
- Overseeing the Trust Board annual workplan alongside the Trust Board Chair.

5.0 Secretarial and Meetings

- 5.1 The Committee will hold up to four meetings per year, which shall be scheduled to ensure regular review of the Success Agreement with the Chief Executive and to meet remuneration and contract needs.
- 5.2 An annual programme will be agreed to meet key milestones.
- 5.3 The committee shall have in attendance the Chief Executive, and such other persons including the Director of People, Organisation and Visitor Services external advisors, as it considers necessary to provide appropriate information and advice. It can determine to have parts of meetings without any or all of the executives in attendance.
- 5.4 Reasonable notice of meetings and the business to be conducted shall be given to the members of the committee, all other members of the board and the executive required to attend.
- 5.5 Any member of the committee, or the Chief Executive, may request a meeting at any time if they consider it necessary.
- 5.6 A resolution in writing, signed or assented to by at least three members of the Executive and Governance Committee, is as valid and effective as if it had been passed at a meeting of the Executive and Remuneration Committee duly convened and held.
- 5.7 The Chair of the Executive and Governance Committee and Chief Executive shall finalise the Agenda, with the Director of People advising on the Remuneration component.
- 5.8 The Agenda and committee papers shall be distributed to committee members at least one week prior to each meeting.
- 5.9 Minutes of the Committee meetings are to be kept and made available to all Board members.
- 5.10 The Committee may invite management and/or third parties to attend committee meetings.
- 5.11 The Chief Executive will appoint appropriate secretarial support.

6.0 Review of the Executive and Governance Charter

- 6.1 The Executive Committee shall review annually the Executive and Governance Committee charter and recommend any changes to the Trust Board. This review should also incorporate the views of the board and the Chief Executive, and any other person the board considers appropriate.

7.0 Reporting Procedures

- 7.1 After each meeting, the Chair will report the Committee's recommendations and findings to the Board.
- 7.2 Extracts from the minutes will be made available to the Chief Executive, People Organisation and Visitor Services, and to such other persons as the board directs, as may be necessary to enable them to properly carry out their functions.
- 7.3 The Chair will present an annual report to the Board, summarising the Committee's activities during the year, and any related significant results and findings



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8.0 Other

8.1 The Committee will:

- examine any other matters referred to the committee by the Trust Board
- agree in consultation with the Chief Executive, the appointment from time to time of an Acting Chief Executive and make an appropriate recommendation to the Board.

Approval

8.2 The Auckland War Memorial Trust Board (TB) hereby authorises the establishment and ongoing operation of the Executive and Governance Committee on the basis of this Charter. This Executive and Governance Committee Charter supersedes any previous versions.

Approved by:

Auckland War Memorial Trust Board

Date

20 October 2022