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**HIMAA Board**  
**Terms Of Reference**

**1. General**

The HIMAA Board is established under the authority granted by Rules 40 – 62 of the Company's Constitution.

The proceedings of the Board are to conform to the provisions of Rules 63 - 76 and 80-87 of the Company's Constitution.

**2. Function**

The functions of the HIMAA Board are to:

- Provide oversight of the company, including its control and accountability systems.
- Appoint and remove the Chief Executive Officer and setting the Chief Executive Officer's remuneration.
- Appoint and remove the Company Secretary.
- Provide input into, and final approval of, management's development of corporate strategy and performance objectives.
- Review and ratify systems of risk management and internal compliance and control, codes of conduct, and legal compliance.
- Monitor senior management's performance and implementation of strategy, and ensure appropriate resources are available.
- Approve and monitor the progress of major capital expenditure, and capital management.
- Approve and monitor financial and other reporting.
- Provide vision and direction to the association.

**3. Membership**

The Board will consist of no more than nine (9) Directors elected from the membership association as follows:

- Directors are elected at each annual general meeting of the Company,
- 75% of Directors must be Full, Fellow or Life Members of the association
- 25% of Directors may be Senior Associate Members of the association
- A director holds office until the termination of the 2<sup>nd</sup> annual general meeting held after his or her election, and
- A retiring director is eligible for re – election.

The Association in a general meeting may by resolution and the Board may at any time appoint any Member qualified to be a director under the Constitution to fill a casual vacancy on the Board,

## DRAFT

but so that the total number of Directors does not at any time exceed the number fixed in accordance with the Constitution. A person so appointed holds office until the termination of the annual general meeting next held after his or her appointment but is eligible for election at that meeting.

### **4. Office Bearers**

The office bearers of the Company are:

- President,
- Senior Vice-President,
- Another Vice-President, and
- Honorary Treasurer.

The office bearers are elected annually at the first meeting of the Directors held after each annual general meeting.

### **5. Quorum**

At a meeting of the Board, the number of Directors whose presence is necessary to constitute a quorum is four (4) Directors entitled to vote or such greater number as is determined by the Board.

### **6. Chairperson at Board (Directors') Meetings**

The President is the chairperson of all meetings of the Directors. If a President is absent at a meeting, the process at Attachment 1 applies.

### **7. Management of Motions**

Where a motion is tabled, it is to be managed in accordance with Attachment 2.

### **8. Frequency of Meetings**

The Directors may meet together for the despatch of business and adjourn and otherwise regulate their meetings as they think fit. Under normal circumstances the Board meets once per month (excluding December and January) by either teleconference or face-to-face.

### **9. Committees of the Board**

Without limiting **rule 71** or **rules 77 to 79**, inclusive, the Directors may establish any committees in the manner they think fit.

The Directors may delegate any of their powers to committees consisting of those Directors and members they think fit and may revoke the delegation at any time.

Any committee formed must in the exercise of the powers so delegated and conform to any regulations that may from time to time be imposed upon it by the Directors.

Otherwise the meetings and proceedings of any committee consisting of 2 or more members are governed by the provisions in the Constitution regulating the meetings and proceedings

of the Directors.

**10. Performance Measures**

The Board will assess its performance on an annual basis in accordance with Attachment 3 or any other mechanism deemed appropriate by the Board at the time.

**11. Reporting Responsibility**

The Board reports to the HIMAA membership at each annual general meeting.

**12. Review**

These Terms of Reference are to be reviewed biennially by the HIMAA Board.

**Chairperson at Directors' Meetings**

0.1 At a meeting of Directors, if:

- (1) no President has been elected as provided by **rule 45**; or
- (2) the President is not present within 10 minutes after the time appointed for the holding of the meeting or is unwilling to act;

the Senior Vice-President shall be the chairperson of the meeting, but if:

- (3) no Senior Vice-President has been elected as provided by **rule 45**; or
- (4) the Vice-President is not present within 10 minutes after the time appointed for the holding of the meeting or is unwilling to act;

the other Vice-President shall be the chairperson of the meeting, but if:

- (5) no Vice-President has been elected as provided by **rule 45**; or
- (6) that other Vice-President is not present within 10 minutes after the time appointed for the holding of the meeting or is unwilling to act;

the Directors present may elect one of their number to be chairperson of the meeting.

### Management of Motions

- No discussion shall be permitted on a motion or an amendment until it is seconded and, if there is no seconder, it shall lapse except that the Chair, before calling for a seconder, may allow the mover to explain briefly the import and purpose of the motion.
- A person may second a motion or an amendment pro forma in order to permit discussion; he or she need not support or vote for the motion.
- A motion shall be clear and unambiguous, couched in precise and definite language, affirmative in form and comply with the articles, constitution or by-laws as to form and notice.
- A motion or an amendment may be withdrawn by a proposer with the consent of seconder and with the agreement of the meeting.
- An amendment shall not, except with the Chair's permission, be moved by the proposer or the seconder of the motion.
- An amendment may be proposed even though the motion is one of which due notice has been required and given, but must not alter the character of the original motion. However an amendment to a proposed special resolution may depart from the text of the circulated motion to correct, eg grammatical or clerical errors, or reduce the motion to the form of new text, if in either case there is no departure whatever from the substance.
- An amendment shall relate to the matter involved in the motion and shall not be a direct negative of the motion.
- A right of reply is exercisable by the proposer of a motion, but not by the proposer of an amendment.
- The debate shall be terminated when the proposer of the motion has replied.
- An amendment shall be voted on before the original motion is put.
- If the amendment is lost, the original motion is revived and is subject to further amendment until all amendments have been disposed of.
- Amendments may be dealt with in any order provided each subsequent amendment differs from the motion and the defeated amendments.
- If the amendment is carried, the amended motion becomes the motion and may be further amended.
- Amendments may not be amended.
- If no further amendment is proposed, the amended motion as carried takes the place of the original motion and becomes the motion. It is then put to the meeting as a motion, subject to right of reply.
- One amendment only shall be discussed at a time, but a person may inform the Chair that he or she foreshadows an amendment and may state its form but shall not propose or discuss it until the amendment before the meeting has been dealt with.

**Annual Performance Measures  
for the  
HIMAA Board**

*This simple tool is designed to assist in assessing the effectiveness of the board. The tool takes the form of a series of assertions which should be awarded a rating on a scale of 1 to 5 by individual Directors or by the board as a whole. Once complete, the matters should be discussed at a board meeting. Discussions facilitated by a third party are often able to bring additional value to the process.*

1 = Hardly ever/Unsatisfactory, 2 = Below average, 3 = Average/Most of the time, 4 = Above average, 5 = All of the time/Fully satisfactory.

<b>Behaviours</b>	<b>1</b>	<b>2</b>	<b>3</b>	<b>4</b>	<b>5</b>	<b>Comments</b>
<i>Setting strategy</i> All Board members support and debate the organisation's strategy and values, enabling them to set the tone from the top.						
<i>Strategy</i> All Board members have a clear understanding of the organisation's core business, its strategic direction and the financial and human resources necessary to meet its objectives.						
<i>Board performance</i> The Board sets itself objectives and measures its performance against them on an annual basis.						
<i>Managing Board meetings and discussions</i> Board meetings encourage a high quality of debate with robust and probing discussions.						
<i>Managing internal Board relationships</i> Board members make decisions objectively and collaboratively in the best interests of the organisation and feel collectively responsible for achieving organisational success.						
<i>Managing the Board's relationship with others</i> The Board communicates effectively with all of the organisation's stakeholders and seeks their feedback.						
<i>Board members' own skills</i> Board members recognise the role which they and each of their colleagues is expected to play and have the appropriate skills and experience for that role.						
<i>Reaction to events</i> The Board responds positively and constructively to events in order to enable effective decisions and implementation and to encourage transparency.						

DRAFT

Behaviours	1	2	3	4	5	Comments
<i>Chairman</i> The chairman's leadership style and tone promotes effective decision-making, constructive debate and ensures that the Board works as a team.						
<i>Chairman and CEO relationship</i> The chairman and the chief executive work well together and their different skills and experience complement each other.						
<i>Attendance and contribution at meetings</i> All Board members attend and actively contribute at meetings.						
<i>Open channels of communication</i> The Board has open channels of communication with executive management and others and is properly briefed.						
<i>Risk and control frameworks</i> The Board's approach to reviewing risk in the organisation is open and questioning, and looks to learning points from events, rather than blame.						

Processes	1	2	3	4	5	Comments
<i>Composition</i> The Board is the right size and has the best mix of skills to ensure its optimum effectiveness.						
<i>Terms of reference</i> The terms of reference for the Board are appropriate, with clearly defined roles and responsibilities, ensuring that the right issues are being addressed.						
<i>Committees of the Board</i> The Board's committees are properly constituted, perform their delegated roles and report back clearly and fully to the Board.						
<i>Company secretary</i> The company secretary acts as an appropriate conduit for the provision of information to the Board and support to the chairman and Directors.						
<i>Meetings and administration</i> The Board meets sufficiently often, and with information of appropriate quality and detail, such that agenda items can be properly covered in the time allocated.						
<i>Timeliness of information</i> Information is received in sufficient time to allow for proper consideration, with scope for additional briefing if necessary.						

DRAFT

Processes	1	2	3	4	5	Comments
<p><i>Agenda items</i> The Board agenda cycle covers all matters of importance to the organisation, is prioritised and includes consideration of corporate reputation, its enhancement and the risks surrounding it.</p>						
<p><i>Annual General Meeting</i> The company makes best use of its Annual General Meeting.</p>						
<p><i>External stakeholders</i> The Board has defined its external stakeholders and ensures that the organisation has the right level of contact with them.</p>						
<p><i>Risk management</i> The Board uses an active and well-structured process to manage risk, taking account of the organisation's activities and the breadth of functions across the business.</p>						
<p><i>Induction and training</i> Board members receive proper induction on appointment and ongoing training is available to meet development needs.</p>						
<p><i>Succession planning</i> There is appropriate succession planning for key Board members and senior Executives.</p>						