



Terms of Reference

Member Director

1. Board Authority

The Board is the legal authority for New Zealand Certified Builders Association (“NZCB”). Board members are elected representing the interests of all members of NZCB and as such, the Board are entrusted to ensure that NZCB is soundly managed for the benefit of all.

The “Powers of the Board” are detailed in Rules 18 of the NZCB Constitution.

2. Board of Governance

The Board’s role is to effectively represent and promote the interest of members with the view of adding long term value to the Association. The role of the Board is governance rather than management, which is the responsibility of the Chief Executive and staff.

The Board shall work in close partnership with the Chief Executive to ensure NZCB strategies and results are achieved, supporting and resourcing the Chief Executive to carry out his/her responsibilities.

In order for Board Members to carry out their governance role they must be familiar with NZCB policies, plans and priorities and be able and prepared to demonstrate familiarity through debate and participation in all areas of the Board responsibilities.

3. Appointment on Member Directors

- The Constitution of NZCB allows for the appointment of four (4) Member Directors, as nominated and voted for by the membership.
- One to two Member Directors positions to be vacant each year, with each Member Directors term staggered to provide continuity of Member Directors on the Board. The term of the appointment is three years (3 years) from the date of appointment (being the first full Board meeting after the Annual General Meeting of NZCB).

4. Key Requirements/Responsibilities of Board Membership

- i. Ensure the association’s goals are clearly established and strategies are in place to achieve them.
- ii. Establishing policies for strengthening the performance of the association.
- iii. Ensuring the association adheres to the high standards of ethics and behaviour.
- iv. Ensuring the association has appropriate risk management /regulatory compliance policies place.
- v. Appointment of the Chief Executive including setting terms of employment and monitoring performance.
- vi. Ensuring the association’s financial statements are a true and fair record and conform with the law.
- vii. Knowledge and understanding of duties and obligations placed on Directors and governance requirements.

In addition, there is an expectation that Board Member Directors will have:

- a. A dedication and commitment to work for the betterment of NZCB.
- b. Some understanding of governance requirements and will have had experience in a relevant governance role.
- c. Knowledge, expertise and influence that is all relevant to NZCB.
- d. The expectation to work on sub committees, working parties or other industry related groups, committees or representation bodies.
- e. Be able to take time out of their own business to attend the matters of the Board.

6. Board Effectiveness Review

The Board may undertake an annual assessment of its effectiveness, including the achievement of its own plans and fulfilment of its own responsibilities.

7. Board Meetings and Time Commitments:

- a. Board Meetings
 - 5 - 6 meetings per year each of one to one and a half days day duration.
 - The location of the meetings is varied.
 - In addition to routine Board meetings there will be time required for preparatory work and travel.
- b. Annual General Meeting
 - Currently held in conjunction with the Associations Annual Conference.
 - Total duration is three days max (AGM 1, Conference 2).
- c. Industry Events/Meetings
 - As and when required (or requested by the CE).

8. Member Directors: Skills and Competencies:

<p>Experience and Knowledge Understanding of the requirements of a director’s role and obligations. Relevant governance and/or Director experience Education, technical and/or business experience Financial literacy General knowledge of legal issues Knowledge of own limitations</p>	<p>Conceptual and Analytical Think strategically Outcomes/solutions focused Analytical, reasoning, problem solver Environmental awareness and understanding</p>
<p>Communications and Relationships People skills Ability to listen Develops quality relationships Understands and relates to stakeholders Ability to influence others Oral communication skills Good sense of humour Gains respect and can mentor Public presentation skills</p>	<p>Other Personal Qualities Ethical and honest Embraces the purpose of NZCB Confidence to hold to account and challenge Independent and inquisitive Stewardship orientation Prepares well and works hard</p>

9. Remuneration

The Board determines the level of remuneration on an annual basis and is based on an annual rate. The Association will reimburse Board Members for all direct and indirect expenses such as accommodation, meals and travel (including membership of Air New Zealand Koru Club unless this

loyalty membership is met by other related parties/organisations that the Member Director may represent).

10. Liability Insurance

The Association provides all its Board members with indemnity and insurance cover while acting in their capacity as Directors of the Association. The Association pays the premium for these covers.

9. Review Period

This policy is reviewed annually.

11. Review Date and Policy approval

This policy was authorised by NZCB Board in March 2019. This policy has been reviewed by NZCB Board at their meeting on 10 November 2025 and approved by the Chairperson.

Approved by

A handwritten signature in blue ink, appearing to read 'Nick Farrelly', is written over a faint, circular watermark logo.

Nick Farrelly
Chairperson