

## POSITION DESCRIPTION: DIRECTOR

Date: May 2022

### Background

Retail NZ is a membership organisation whose members represent approximately two-thirds of turnover in the retail sector. Our members are diverse, and range from single-store owner-operators up to national and international businesses.

### Our vision:

To be asked first on anything retail.

### Our purpose:

To help retailers succeed and strengthen NZ inc.

### What we do:



#### Training

Specialist retail training workshops, e-learning and free best-practice guides.



#### Events & networking

Helping retailers meet others, share experiences and knowledge.



#### Advice & information

Helping retailers manage those tricky people and customer issues.



#### News, intelligence & insight

Keeping retailers informed of market developments and trends.



#### Delivering savings

Offering better deals for members for key business services.



#### Speaking up for the sector

Lobbying Government to create the best opportunities for retailers to shine.

### What is the key purpose of this role?

Retail NZ is governed by a Board of Directors elected by its members. There are annual elections for directors to serve a term of two years. Elections are held on a weighted-voting basis, as provided for in the Rules of Retail NZ.

These positions are voluntary, but travel costs for meetings are met by the organisation when required.

The Board appoints the Chief Executive, and directors are collectively responsible for the good governance of Retail NZ, being stewards of members' funds, and legal/ regulatory compliance, and the appointment of the Chief Executive.

### Eligibility

A Director of Retail NZ must be either a paid-up member of Retail NZ (for natural persons), or an authorised representative of a member of Retail NZ (for companies and societies).

### Commitment required

There are typically four full Board meetings a year, half conducted in-person and half by Zoom. Additionally, directors are expected to attend:

- a special meeting to sign off the annual accounts;
- the annual general meeting;
- two half-day strategy sessions (held in conjunction with physical Board meetings); and
- committee meetings (if required).

A director who misses three consecutive Board meetings is deemed under the Rules of Retail NZ to have resigned his or her place on the Board.

### Accountabilities

The Board is responsible for:

- appointing and managing the performance of the Chief Executive;
- setting strategy;
- setting operational and capital expenditure budgets;
- signing off organisational policies;
- ensuring the ongoing viability of the organisation;
- review of management reporting;
- engaging auditors on behalf of members;
- signing off the annual financial statements;
- ensuring compliance with legal requirements;

### Expectations of Directors

Directors are expected to:

- contribute actively to all aspects of the Board's role and functions;
- act in the interests of Retail NZ at all times;
- maintain the confidentiality of Board discussions and adhere to the principle of collective Board responsibility;
- communicate on Board matters through the Chief Executive Officer, who may however, as a matter of mutual convenience, delegate another staff member to deal with or assist the Board, its Committees or individual Board members, either generally or on particular matters;
- consider the strategic vision for the organisation;
- offer fresh thinking and additional skills and knowledge;
- have extensive networks to help the organisation grow;
- have no conflicts of interest with Retail NZ;
- ensure that the organisation remains solvent; and
- not take advantage of their position as a director for personal profit.

### President and Vice-President

One director will be elected as President of the Board, and another as Vice-President. Office-holders will generally serve a two-year term in these roles.

In addition to the duties outlined above, the President will be responsible for:

- day-to-day liaison between the Board and the Chief Executive;
- setting the Board's work programme, in conjunction with the Chief Executive;
- chairing meetings of the Board;
- chairing annual, extraordinary and special general meetings of the members of Retail NZ;
- signing off expenditure outside the Chief Executive's delegated financial authority, and the Chief Executive's expenses;
- managing the performance of the Chief Executive, in conjunction with the Board.

The Vice-President will act as deputy to the President, and fulfil his or her functions in the event that the President is unavailable, incapacitated, or resigns.

### Committee members

From time to time, the Board may establish committees to assist in undertaking particular aspects of its work. This includes the Audit and Risk Committee, which is a standing committee of the Board. If the Board establishes a Committee, it will also establish terms of reference for it.

Directors may be selected by the Board to serve on a Committee, and charged with fulfilling specific duties as outlined in the terms of reference. Each Committee shall be responsible for appointing its own chair.

### Person specification

Generally, the qualifications for board membership are the ability and intelligence to make sensible business decisions and recommendations, an entrepreneurial talent, the ability to see the wider picture, the ability to ask the hard questions, preferably some experience in the industry sector, high ethical standards, sound practical sense, and a total commitment to furthering the interests of members and the achievement of the association goals.

Directors are elected by the Retail NZ membership. However, the Board wants directors to have skillsets that can add value to the governance of the organisation, as well as backgrounds that represent the diversity of New Zealand's retail sector.

### Core skills

The core skills required across on the Board are knowledge and expertise in the following areas, and it is expected that directors will have relevant experience in one of the following areas:

- Finance
- Communications
- Legal
- Marketing
- Small Business ownership
- E-commerce
- HR/ people capability

### Diversity goals

The Board has set the following diversity goals:

- Scale of retail
  - Small businesses (minimum 1);
  - medium chains (minimum 1);
  - corporate retailers (minimum 1).
- Geographic representation
  - Auckland (minimum 1);
  - Wellington (minimum 1);
  - Christchurch (minimum 1);

- regional North Island (minimum 1);
  - regional South Island (minimum 1);
- Sex
  - Women (minimum 4);
  - Men (minimum 4);
- Age
  - Under 30 (minimum 1)
- Ethnicity (and language)
  - Asian (minimum 1);
  - European New Zealanders (minimum 1);
  - Maori (minimum 1); and
  - Pasifika (minimum 1).

#### COVID-19 vaccinations

Retail NZ operates a Vaccine Pass system for its office and events (including Board meetings); and many of our customers have implemented a Vaccine Pass policy.

