

Engagement of Directors of Auckland Theatre Company Limited

Policy effective date: 18 May 2023

1.0 Purpose

The purpose of this policy is to regulate instances where Directors of Auckland Theatre Company Limited are:

- a. in discussions with Management about potential work opportunities for themselves, family members, associates, employers or projects they may have an involvement in; or,
- b. to be engaged by the Company.

2.0 Affects

- a. All Directors of Auckland Theatre Company Limited;
- b. All members sub-committees and advisory committees of the Board; and
- c. Close associates of Directors.

3.0 Policy

3.1 Context:

Directors of the Board may be actively working in the theatre sector or other sectors the Company wishes to engage with and that may lead potential work opportunities at ATC.

However, the Board does not want Management to be unduly influenced or for opportunities to be unfairly preferred due to a person's membership of the Board.

Therefore, contact about possible work opportunities between Director's and Management must occur within this policy.

3.2 Meanings:

This policy applies in all instances where a Director of Auckland Theatre Company Limited is being considered for or being engaged for a work opportunity by the Company.

A **work opportunity** means anything for which there is any form of reward or remuneration.

Director's **close associates** includes family members, employers, people they may have close professional association with, collaborators on a project, another organisation they have a relationship with and the like.

3.3 Prohibition on Director's Pitching or Soliciting:

Directors cannot solicit work, pitch ideas, or propose projects in which they or a close associate may or does have any involvement.

3.4 All Work Opportunities Must Be Initiated by Management:

Management can invite a Director to discuss a potential work opportunity or a project in which they may have a stake.

Management is prohibited from negotiating financial and/or contractual terms with a Director.

3.5 Procedure:

If Management wishes to consider a Director for a work opportunity:

- a. the Artistic Director & CEO must advise the Chair in writing setting out the details
- b. the Chair shall advise the Board in writing, excluding the Director being considered for a work opportunity
- c. the Artistic Director & CEO is to keep the Chair abreast of material developments and the Chair to do the same for the Board
- d. if the discussion moves to contractual and financial negotiations, the Artistic Director & CEO is to brief the Chair or the Chair's delegate and they will undertake all negotiations and conclude any agreements
- e. negotiations and agreements are to remain confidential between the delegated Board Director and Management.

The Board Director who is undertaking contractual and financial negotiations on behalf of the Company shall be administratively supported by Management.

3.6 No Advantage:

Any engagement of a Director by the Company shall be on terms and at rates comparable to any other equivalent engagement.

3.7 Declarations & Recusal:

Regardless of the procedures in this policy, Director's in discussion with the Company about work opportunities or who have confirmed work must proactively declare the fact in their Declaration of Interests and in Board meetings.

Directors must also declare any instances of their close associates having work with the Company or being in discussions with Management.

Directors must excuse themselves, and the Chair must ensure this occurs, from any deliberations and decision-making on matters involving themselves or a close associate.

3.8 Disclosures:

Any engagement by the Company of Director's shall be disclosed in the audited financial statements and the annual review.

Approved by: Auckland Theatre Company Board of Directors



Vivien Bridgwater, Chair

18 May 2023

Date