



# DISCUSSION DOCUMENT FOR CLUBS NEW ZEALAND MEMBERS ON 'A CASE FOR CHANGE'

## INTRODUCTION

This discussion document provides members of Clubs New Zealand with background information and the rationale that has formed the basis of the Boards recommended changes to the constitution relating to the governance and geographical areas of Clubs New Zealand Incorporated.

This discussion document lays out the position of the Board but ultimately the final decision is for the members to make. It is hoped that members will take the opportunity to discuss the Boards recommendations within their areas and provide feedback to the President or their Area Board Member. Your feedback will enable the board to present a final remit to the 2020 Annual General Meeting for members to vote on that accurately reflects the needs of the Association.

## BACKGROUND

The first conversation on the 'Case for Change' for the Board of Clubs New Zealand started when a brief was tabled at the February 2018 Board meeting by Bernard Hickey.

This paper presented, initially to the president of Clubs New Zealand (Bryan Ferguson), represented among other views from Bernard the belief that 'The Board of Clubs New Zealand has an obligation and duty of care to review its Governance Structure every 5–7 years', to determine whether its structure meets its current and future direction from a Strategic and Governance perspective. The brief from Bernard was complimented by a paper from the CEO which included relevant information and data which assisted with an agreement to present the Boards position at the 2019 Annual General Meeting held in Tauranga.

### Decision of the 2019 Annual General Meeting – Tauranga

The draft minutes of the 2019 Annual General Meeting state:

*The President said that, after consultation and discussion on the governance structure of the organisation, the Board had produced the booklet Case for Change. However, ultimately any change to the governance structure must come not from the Board but from the wider Association.*

*Tom Fisher, Life Member, agreed that change was needed. In fact, change had been suggested as far back as 1973 but had not been approved by the Executive at that time. He suggested that the Executive come up with ideas and a plan and put them to clubs for discussion and agreement. Then a remit(s) can be brought to the 2020 AGM for a decision. The President said that that was what the Board intended to do.*

The President understood this to mean that the current Board will provide further information along with the Board's recommendations and consult further across the membership to gauge their views which will ultimately form the basis of a remit for the 2020 Annual General Meeting in Hastings.

## **HISTORY**

Clubs New Zealand's current Board structure has been in place for many years and is regulated by clause 12 of the constitution.

The operational functions of Clubs New Zealand have changed in recent time most notably with the appointment of a Northern and Southern Manager as well as development and investment in a comprehensive database and membership program. Keeping pace with the latest technology and having robust communication systems are key features in Clubs New Zealand's strategic plan, always with the view to assist clubs to be better but remain focused on the member's needs.

Over the last twelve to eighteen months the Board has engaged in many discussions and have been provided with numerous reports that have included all manner of data and statistics. It is via these discussions and reports that the Board have developed their recommendations relating to the governance and geographical areas of Clubs New Zealand. The role of the Board is to make recommendations based on what we know, it is now appropriate to seek the feedback of members in order for the board to ensure that the recommendations are fit for purpose and reflect the needs of the Association.

## **BOARD RECOMMENDATION AND OTHER CONSIDERATIONS**

The Institute of Directors in New Zealand recommends between 6 and 9 total members as being optimum size for a board. The Board have noted that a number of similar types of organisations have reduced the size of their Boards in recent times to facilitate better decision-making, and to reduce governance cost.

The Board are recommending a reduction in Area Board Members from thirteen (13) to nine (9), six (6) Area Board Members in the North Island and three (3) Area Board Members in the South Island (see Appendix 2). The six/three split reflects the distribution of Clubs New Zealand's membership (both clubs and individual financial members) across the North and South Island – 70% in the North Island and 30% in the South Island (see Appendix 3).

While the split reflects member and club numbers, the Board acknowledge that Clubs New Zealand's governance model is based on area representation and the Board have given much

consideration as to whether the representational activity undertaken by Area Board Members is still required in as concentrated form. The Board have considered geographical location and ease of travel as part of their discussions, however, there was common agreement that the successful modern communication techniques and addition of staff on the ground negated the need for area board members to travel as much.

## **THE BOARD ARE SEEKING YOUR VIEWS ON THE DRAFT REMIT**

To assist with the review process, the Board have developed a draft remit (see Appendix 1), which is consistent with the Boards recommendations.

The Board is interested in your views on the draft remit and any feedback or suggestions your club may have. Your feedback will be considered by the Board at the next Board Meeting scheduled to be held in September and will form possible changes to the draft remit.

Feedback on this discussion document and draft remit are due by **Friday, 16<sup>th</sup> August 2019**.

Your feedback can be submitted electronically to Larry Graham ([larry@clubsnz.com](mailto:larry@clubsnz.com)). Alternatively, you can provide feedback directly to your Area Board Member or Clubs New Zealand President, Bryan Ferguson.

## **QUESTIONS TO BE CONSIDERED WHEN PREPARING YOUR FEEDBACK**

It would be helpful to the Board if you would consider answering the following questions when preparing your feedback;

1. Do you agree with the wording of the draft remit? If not, please outline the part or parts you disagree with and explain why.
2. Do one or more representatives from your club regularly attend areas meetings arranged by your Area Board Member? If not, please provide the main reasons for not attending.
3. The Board believe that the duties of Area Board Members outlined in section 15.5 of the constitution remain relevant in a broad sense, do you agree? If not, please outline the part or parts you disagree with and explain why.

## **NEXT STEPS**

Following the collation of feedback on this discussion document and the draft remit, the Board will consider whether the draft remit is fit for purpose or whether further changes or considerations are required.

The Board intends to present the final remit for members to vote on at the 2020 Annual General Meeting scheduled to be held on Saturday 21<sup>st</sup> March 2020 at Clubs Hastings.

## **APPENDIX 1 – DRAFT REMIT**

The draft remit proposes amending section 12 of the Clubs New Zealand constitution.

Currently section 12 reads;

### **12. OFFICERS**

12.1. The officer of the Association shall be:

- (a) A President;
- (b) One Deputy Chair, who will be elected from within the Board immediately following the AGM and;
- (c) One (1) Area Board Member elected by Member Clubs in each of the following thirteen (13) Areas, as defined by the Board from time to time:
  - I. Northland;
  - II. Greater Auckland;
  - III. Waikato and Thames Valley;
  - IV. South Waikato and Bay of Plenty;
  - V. King Country;
  - VI. Hawkes Bay and Poverty Bay;
  - VII. Manawatu, Wanganui and Taranaki;
  - VIII. Wellington, Wairarapa and Howowhenua;
  - IX. Marlborough and Nelson;
  - X. Buller and West Coast;
  - XI. Canterbury;
  - XII. North Otago, Mid and South Canterbury; and
  - XIII. Otago and Southland

The Board recommends that the above clause be amended to read;

## **12. OFFICERS**

12.1. The officer of the Association shall be:

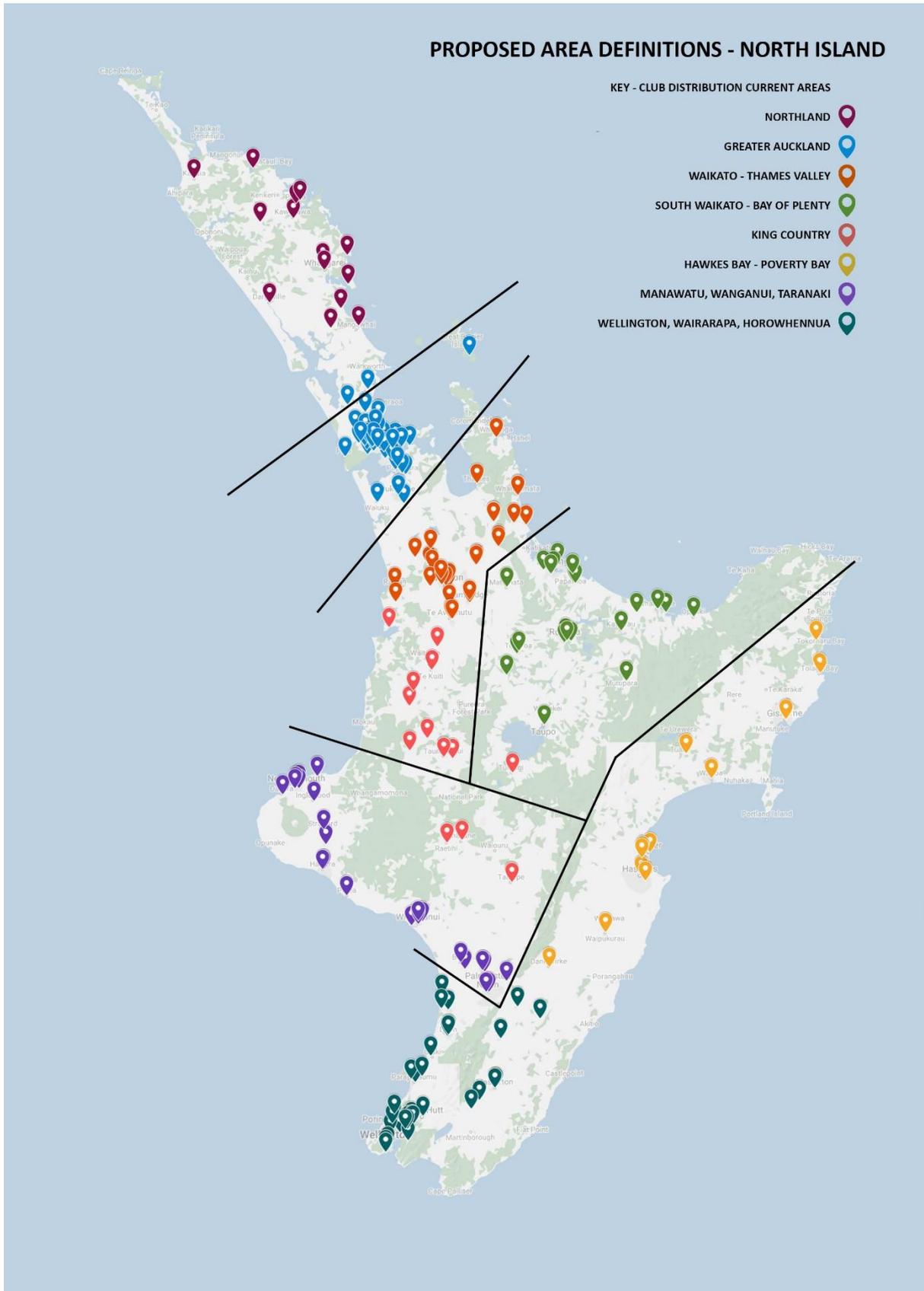
- (a) A President;
- (b) One Deputy Chair, who will be elected from within the Board immediately following the AGM and;
- (c) One (1) Area Board Member elected by Member Clubs in each of the following nine (9) Areas, as defined by the Board from time to time:
  - I. Northland;
  - II. Greater Auckland;
  - III. Waikato and Thames Valley and King Country
  - IV. South Waikato and Bay of Plenty;
  - V. Manawatu, Wanganui and Taranaki
  - VI. Wellington, Wairarapa, Howowhenua, Hawkes Bay and Poverty Bay
  - VII. Marlborough, Nelson, Buller and West Coast (Upper South Island);
  - VIII. Canterbury and North Otago (Mid South Island);
  - IX. Otago and Southland (Lower South Island)

### **OTHER CONSIDERATIONS**

The Board recommend that the Area Board Members elected at the AGM of the Association on Saturday 21<sup>st</sup> March 2020 shall continue to hold office and be Officers of the Association accordingly until the conclusion of the AGM of the Association that is to be held in March 2021 in Christchurch at which time an extraordinary election will take place.

As per section 12.3 Officers will be eligible for re-election in accordance with the amended section 12 of the constitution.

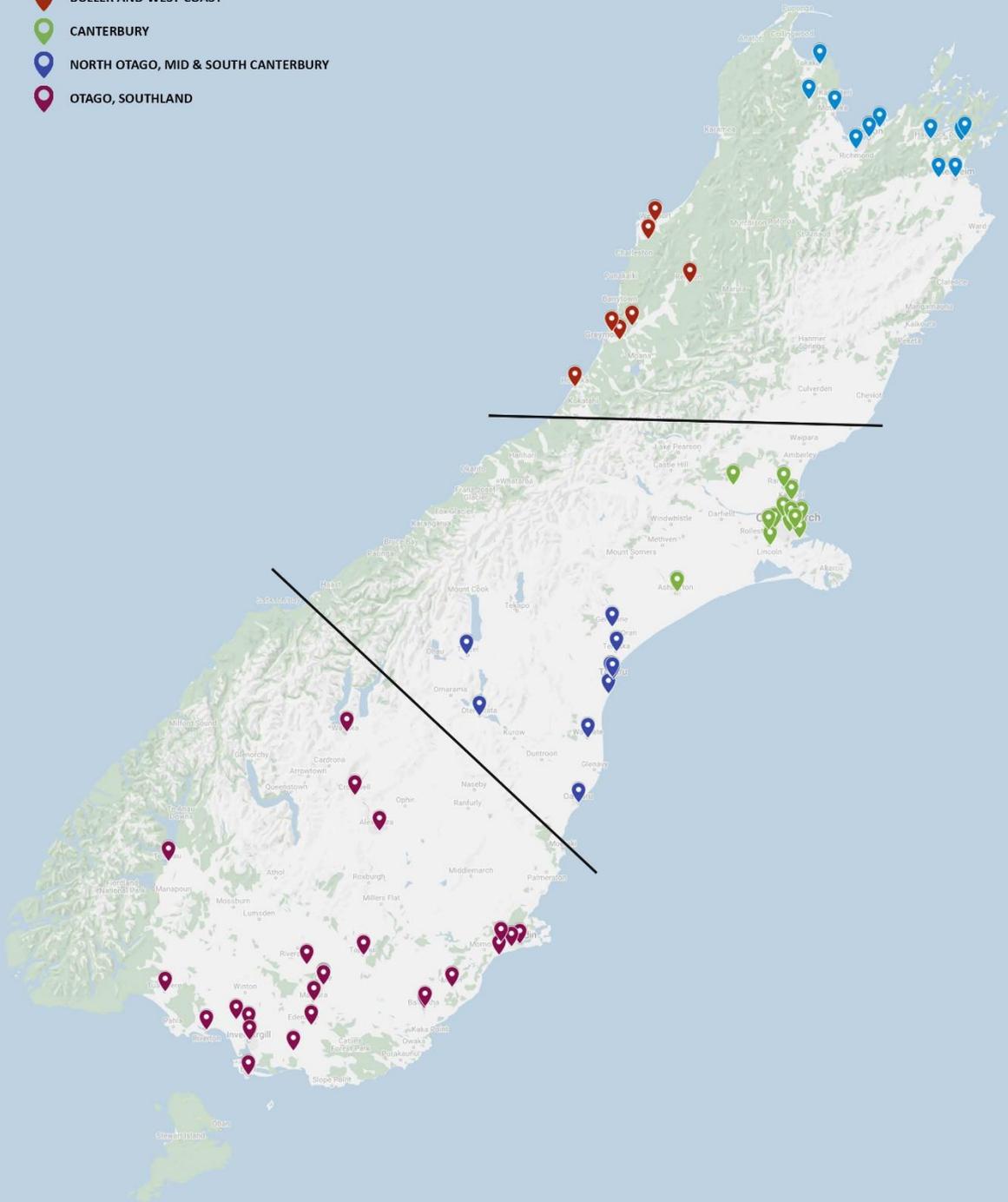
## APPENDIX 2 – PROPOSED AREA DEFINITIONS (MAPS)



# PROPOSED AREA DEFINITIONS - SOUTH ISLAND

KEY - CLUB DISTRIBUTION CURRENT AREAS

-  MARLBOROUGH - NELSON
-  BULLER AND WEST COAST
-  CANTERBURY
-  NORTH OTAGO, MID & SOUTH CANTERBURY
-  OTAGO, SOUTHLAND



### APPENDIX 3 – CURRENT CLUB AND MEMBERSHIP NUMBERS BY REGION

REGION	# OF CLUBS	% OF TOTAL	# OF MEMBERS	% OF TOTAL
NORTHLAND	15	5%	9,744	3%
GREATER AUCKLAND	55	18%	50,146	17%
WAIKATO – THAMES VALLEY	34	11%	30,886	11%
SOUTH WAIKATO – BAY OF PLENTY	25	8%	29,219	10%
KING COUNTRY	16	5%	6,528	2%
HAWKES BAY – POVERTY BAY	17	6%	16,242	6%
WANGANUI – TARANAKI – MANAWATU	28	9%	20,714	7%
WELLINGTON – WAIRARAPA - HOROWHENUA	39	13%	38,835	14%
NELSON – MARLBOROUGH	12	4%	10,452	4%
BULLER WEST COAST	8	3%	2,599	1%
CANTERBURY	15	5%	43,479	15%
NORTH OTAGO – MID & SOUTH CANTERBURY	10	3%	9,583	3%
OTAGO – SOUTHLAND	28	9%	18,680	7%
<b>TOTAL</b>	<b>302</b>		<b>287,107</b>	

**NORTH ISLAND CLUBS = 76%**  
**SOUTH ISLAND CLUBS = 24%**

**NORTH ISLAND MEMBERS = 70%**  
**SOUTH ISLAND MEMBERS = 30%**