

2023 SURFING NEW ZEALAND AGM

REMITTS AND VOTING FORM

Several remits were submitted by Bay Boardriders, Lion Rock Boardriders and Gisborne Boardriders. The remits, as drafted by each of the clubs, were circulated to members along with the AGM agenda on Friday 27 October. Members should refer to these remits for full details as provided by each club.

The following tables summarise each remit and sets out the Surfing NZ board of directors' position statement and recommendation for each remit.

In accordance with Clause 22.23 of the Constitution, the board of SNZ will allow postal and email voting at the 2023 Annual General Meeting given the importance of the remits put forward by members. This allows those members unable to attend the AGM in person or online to have a vote.

If you cannot attend or wish to submit an early vote, please consider the alternative options below:

If a Member, entitled to vote, chooses to exercise their vote by casting a Postal Vote, they must do so on the prescribed voting form and this must reach the Returning Officer no later than 5pm on Friday 17th November 2023 **via post or email**.

The Returning Officer for the AGM will be Ben Kennings, PO Box 233, Whangamata or email benkennings@surfingnz.co.nz. Please reach out to Ben via email if you have any questions.

To vote on the remits, please ensure you include your club name below and tick the box below each remit that requires a vote.

Boardriders Club _____

Please note the advice we have received regarding remits to an AGM:

1. Under the Incorporated Societies Act 1908, there are only limited matters that need to be voted by members – such as election of the Board, amendments to the Rules/constitution, putting the society into liquidation, and any other matters required by the constitution.
2. The Surfing NZ constitution does not require any additional matters be decided by vote.
3. The Board could decide as a matter of good corporate governance to initiate/permit a member vote on a matter (including matters raised by “remit”) if it thought the matter clear and a vote was appropriate.
4. Under clause 22.5 of the constitution, the AGM must include a discussion on any additional matters that have been properly submitted (by no later than 30 days before the meeting) by members.

REMIT 1:

Remit Submitter	Lion Rock Boardriders
Remit Topic	Constitution and Governance
Remit Title	Board Composition
Remit Explanation	The SNZ Constitution is amended to reduce the number of Board appointments from 4 to 2, and increase the number of elected Board members from 4 to 6, which would include a Surfers Representative.
Board Comment	<p>The Surfing New Zealand constitution was approved by members at a special general meeting in 2020. The review was completed with support from Sport New Zealand through Stimulus Consulting who contracts to Sport New Zealand.</p> <p>Simon Telfer (Stimulus Consulting Founder) completed the review and continues to work with numerous sporting bodies on behalf of Sport NZ as well as leading governance webinars for the sector.</p> <p>Sport New Zealand's Nine Steps to Effective Governance outlines the move toward independent directors and the split with elected members:</p> <p><i>Many organisations are moving towards having several independent directors. This is consistent with good commercial practice. As well as the skills they often bring to the table, they will have an invaluable external perspective on the organisation. Too often, organisations struggle to act objectively as members' passion and commitment take over.</i></p> <p><i>It is not uncommon for there to be a 4/4 or 4/3 split between elected and independent directors. Recent experience has shown that this can greatly enhance the range of skills and perspectives around the board table.</i></p> <p>Surfing New Zealand's current split of four appointed and four elected directors is in line with the above guidance and a number of sporting organisations that have recently updated their constitutions (e.g. Triathlon NZ, Squash NZ, Swimming NZ, Basketball NZ, Rowing NZ, Tennis NZ, Rugby League NZ to name a few).</p> <p>The proposal to change the board composition would contradict where other sports are heading and the recommendations of Sport NZ. It is important to remember that SNZ competes with over 40 other sports for the attention, time, energy and funding of organisations such as sport NZ, HPSPNZ, funding agencies, sponsors, community trusts. All of these organisations will want to ensure they are supporting and funding a well governed, independent organisation.</p>

	<p>We note that the remit does not provide sufficient detail around the exact amendments being proposed to the Constitution. For example, what is a Surfer’s Representative? Which Appointed Directors are removed and when?</p>	
<p>Board Position & Recommendation</p>	<p>The remit is proposing a significant change to the Constitution which will have material implications for SNZ, high performance athletes, all clubs and all of SNZ’s stakeholders. The exact wording change has not been provided to SNZ. The board does not support or recommend the proposed remit and change.</p> <p>However, the board is prepared to hold a vote on the fundamental principle of the proposal - that the number of appointed directors is reduced from four to two and the number of elected directors is increased from four to six.</p>	
<p>Special Resolution for Members</p>	<p>The remit does not provide the proposed amendments to the Constitution to effect this remit. To change the Constitution, a special resolution is required. A special resolution means a resolution passed by two-thirds of votes cast.</p> <p>If the following motion is passed by special majority, the board will consider what changes are required to the Constitution and arrange a special general meeting for all members to further consider and formally vote on the exact change to the constitution.</p> <p>IT IS PROPOSED THAT the Constitution is amended such that the number of appointed directors is reduced from four to two and the number of elected directors is increased from four to six.</p>	
<p>Vote:</p>	<p style="text-align: right;">Tick one</p>	
	<p>For</p>	<input type="checkbox"/>
	<p>Against</p>	<input type="checkbox"/>
	<p>Abstain</p>	<input type="checkbox"/>

REMIT 2:

Remit Submitter	Bay Boardriders
Remit Topic	Governance
Remit Title	That the position of Athletes Representative is reinstated to the SNZ Board
Remit Explanation	<p>Reason: We feel that re-instating a surfers representative role on the board would prove very beneficial and has been widely and strongly supported by clubs at one of the club representative hui's held several months ago.</p> <p>Benefits of this position include (but are not limited to);</p> <ul style="list-style-type: none">• Providing valuable insight from a competitive surfer's viewpoint around the governance table to assist the SNZ Board in making well-informed governance decisions;• Having a closer insight into the performance of Surfing NZ staff that would be beneficial in assessing staff performance;• Continuous improvement with NZ surf competitions in all areas. The surfers' representative could assist with decision-making and operational aspects of surfing events, e.g. condition assessments, disputes and conflict resolution, and bridging the gap between surfers and Surf NZ officials (which must be a time-intensive pain point that Surfing NZ staff currently have to deal with).
Board Comment	<p>The position of athletes' representative was replaced by a general board member in the updated 2009 constitution.</p> <p>We discussed athlete representatives on NSO boards with our Performance Team Leader at High Performance Sport NZ (HPSNZ). She advised us that it is not common practice for NSO boards.</p> <p>Sport New Zealand and HPSNZ guidance here is for advisory groups to contribute to decision making processes as this can provide greater feedback. As a result of this guidance, SNZ included exploring an athlete advisory group in its strategic plan. Given the size of our organisation, the pros and cons of advisory groups are being explored.</p> <p>As an organisation, we would be going against the advice of Sport New Zealand by amending the make-up of our board of directors to include an athlete representative. The board also notes the relatively large size of the board already with eight directors.</p> <p>There is a clear procedure for disputes and conflict resolution that includes the rules and processes that govern surfing events. This rule book is accompanied by a Complaints and Disputes Policy and Complaints Assessment Committee with the Sport and Recreation Complaints and Mediation Service (SRCMS) as the final dispute resolution mechanism.</p>

<p>Board Position & Recommendation</p>	<p>This remit would require a change to the constitution. Based on the remit, the proposed wording to change the Constitution is not provided. It is assumed that the proposal represents the addition of an athlete rep to the board.</p> <p>For the reasons outlined in the Board’s Comment, the board does not support or recommend that the position of an Athletes Representative is reinstated.</p> <p>The board intends to review the pros and cons of advisory groups to determine the best option. The SNZ board would engage with the advisory group on issues relevant to members.</p>									
<p>Special Resolution for Members</p>	<p>The remit does not provide the proposed amendments to the Constitution. To change the Constitution, a special resolution is required. A special resolution means a resolution passed by two-thirds of votes cast.</p> <p>If the following motion is passed by special majority, the board will consider what changes are required to the Constitution and arrange a special general meeting for all members to further consider and formally vote on the exact change to the constitution.</p> <p>IT IS PROPOSED THAT the position of an Athletes Representative is reinstated to the SNZ Board.</p>									
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REMIT 3:

Remit Submitter	Bay Boardriders
Remit Topic	Governance
Remit Title	That all SNZ board members have titles and role descriptions
Remit Explanation	<p>Reason: There has been significant turnover of SNZ Board members in recent times. With no communication or relationships with clubs under the current framework, we feel the SNZ Board is at risk of being blind to what key stakeholders actually think or feel and making ill-informed and poor governance decisions.</p> <p>Also, by formally introducing SNZ Board positions with roles and responsibilities, we can then recruit, select, and appoint the most suitable candidates to help drive and govern Surfing NZ efficiently and effectively in the right direction and with the urgency required. Currently, the SNZ Board members' roles are extremely vague and broad creating a lack of accountability or alignment to specific objectives and goals.</p>
Board Comment	<p>Directors are either elected or appointed under the terms of SNZ's Constitution. The role and duties of each director are governed by the Constitution, Incorporated Societies Act and the Board Charter. The Constitution and the Board Charter are based on advice from Sport NZ.</p> <p>As per the Board Charter, in summary the board:</p> <ol style="list-style-type: none">1. Provides leadership to SNZ ensuring that it achieves continuing prosperity in the best interests of SNZ and its stakeholders, pursuant with the Constitution.2. Takes active steps to ensure an appropriate mix of directors whether through interaction with key stakeholders resulting in the election of appropriately skilled personnel or through the appointment of such individuals.3. Establishes SNZ's purpose, values and sets the strategic direction as the basis for further planning, e.g. annual and longer term planning.4. Determines the appropriate culture for SNZ and models behaviours that both reflect and promulgate the desired culture.5. Establishes governance policies that provide the framework for the management of SNZ e.g. financial, human resource, asset management policies, and ensures that internal processes and procedures are designed to provide effective controls and serve as the basis for reporting to the board as required.6. Employs the Chief Executive and monitors management and organisation performance against board-established criteria.7. Identifies and monitors the management of organisational risks.

	<p>8. Ensures that the organisation complies with all internal and externally imposed compliance requirements.</p> <p>9. Establishes and maintains an effective interrelationship with stakeholders.</p> <p>All directors are equal and share the same responsibility for all matters of the organisation.</p> <p>From time to time, the board implements sub-committees for specific work-streams. All directors are equally responsible for all matters. This system is similar across most NSOs that have a paid management team.</p> <p>The role of a director should not be confused with a volunteer role someone may have in other capacities. For example, a club treasurer, or facility manager or sponsorship manager.</p> <p>Sport NZ has published a useful document entitled “The Governance Lite Framework – Sport and recreation Organisations”. This is worth review.</p> <p>The recruitment and appointment of directors is governed by the Constitution. Each director is a volunteer. Each director has committed to 3-4 hours per month. Directors are not volunteers in an operational capacity. Each has been selected due to their skill base to help govern / steer SNZ as a NSO.</p> <p>One of the five focus areas under the new Strategic Plan is Governance and Operations. The board is accountable to its members for governing the organisation in line with the Constitution. The strategic plan sets out the direction that the board intends to steer SNZ, with management responsible for the implementation at an operational level.</p> <p>Four elected board members have boardrider club roles in their communities:</p> <p>Al Te Moananui – President Kaikoura Boardriders Jimi Higgins – SCBR committee member and SISA Vice President Keri McKenzie – Hawkes Bay Boardriders committee member Deb Bowry – Ex Canterbury Scholastics Committee Member, Duke Festival volunteer</p> <p>The Board is also directed by management who have regular communication with boardrider clubs as well as canvassing the surfing community via surveys throughout the year.</p>
Board Position & Recommendation	The role of a director is set out in the Constitution, Incorporated Society Act, and Board Charter.
Resolution for Members	Not appropriate – role and duties are set out in the constitution governance and Board Charter.

REMIT 4:

Remit Submitter	Bay Boardriders
Remit Topic	Governance
Remit Title	That the South Island and North Island board representatives be required to have regular hui with their respective club representatives to form better relationships and understanding of what their constituents think.
Remit Explanation	<p>Reason: Essentially, we feel that the SNZ Board has a limited understanding of the Boardrider clubs, which is one of its key stakeholders. This is concerning, given the numerous governance decisions that are made in isolation which directly and significantly impact the Boardrider clubs. We believe that regular meetings with their constituents will assist the SNZ Board in making more informed governance decisions, and with better alignment with the values and beliefs of these key stakeholders.</p> <p>Note that this could be easily managed and achieved by holding quarterly and remote (i.e. online) meetings. We would strongly argue that anyone in this role currently who is not willing/able to undertake this duty is not suitable for the position.</p>
Board Comment	<p>The SI and NI elected directors are elected to the board by their respective members. As directors, the NI and SI elected members are directors of SNZ, with the same role and responsibility of all other directors.</p> <p>As part of the Strategic Plan, the intention is to increase and enhance stakeholder engagement. Accordingly, the CEO and his team intend to organise quarterly hui with clubs to discuss all relevant matters.</p> <p>In addition, the board is considering the pros and cons of either a stakeholder or athlete group where the board can regularly seek perspectives from members, such as an athlete, parent or club member.</p> <p>The directors are always open to hearing governance and policy related issues. A dedicated email address will be established for members to send through enquiries: board@surfingnz.co.nz.</p> <p>Four elected board members have boardrider club roles in their communities:</p> <p>Al Te Moananui – President Kaikoura Boardriders Jimi Higgins – SCBR committee member and SISA Vice President Keri McKenzie – Hawkes Bay Boardriders committee member Deb Bowry – Ex Canterbury Scholastics Committee Member, Duke Festival volunteer</p>

Board Position & Recommendation	The role of a director is set out in the Constitution, Incorporated Societies Act, and Board Charter.
Resolution for Members	Not appropriate – role and duties are set out in the constitution governance and Board Charter.

REMIT 5:

Remit Submitter	Lion Rock Boardriders
Remit Topic	Elected Directors
Remit Title	North Island and South Island director roles
Remit Explanation	The North Island and South Island Representative Board members have their job descriptions realigned with representing the relative regions.
Board Comment	Refer to remit four
Board Position & Recommendation	Refer to remit four
Ordinary Resolution for Members	Not appropriate – dealt with in remit four.

REMIT 6:

Remit Submitter	Gisborne Boardriders
Remit Topic	National Team Qualification Policy
Remit Title	National Team Qualification Policy
Remit Explanation	<p>This remit highlights general problems by Surfing New Zealand in not delivering on its three key objectives of the quota selection system despite a few recent changes to the policy on 11 October 2023.</p> <p>The main question from this remit which is fundamental to resolution of what is felt an unfair process for selecting National Teams is:</p> <p>What is Surfing New Zealand’s high performance mission, objectives, goals, plan and making sure the policies align with this.</p> <p>A one off Nationals selection does not support the growth or development of high performance surfing in New Zealand.</p> <p>The main issues with the current qualification are:</p> <ul style="list-style-type: none">• Initial timeline of delivery• Lack of transparency of selection from some quota levels• Lack of engagement from a wide range of relevant and affected stakeholders in it’s development• The selection panel now consists of only management staff (2 Surfing NZ employees – CEO and National Convenor)• Lack of incentive for athletes to excel in high performance surfing
Board Comment	<p>Our approach is to have an objective and transparent selection policy.</p> <p>This approach aligns with qualification for the WSL and Olympics which are both based on rankings and results from individual ISA events and WSL event series.</p> <p>We have been through a full calendar year under the new policy, selecting five national teams in the process. These selections have allowed us to review the policy and adjust where required.</p> <p>Amendments of note:</p> <ul style="list-style-type: none">• Extending the WQS quality control from top 25 to 35 for males and from top 20 to 30 for females• Extending the quality control for WSL Pro Juniors from top 10 to 20 for males and females• Changing the stand-alone longboard qualification event from the National Champs to the NZ Longboard Festival <p>Our overriding intention is for our teams to be selected from athletes competing at a high level internationally. The balance here is to have a quality control that</p>

	<p>is achievable but not so low where an athlete can qualify with limited international success. Our previous quality controls were based on 2019 and 2021 results and rankings and we believe they were too high. Feedback from athletes and stakeholders also suggested this.</p> <p>Extending the WSL Pro Junior (Under 20) quality control from 10 to 20 highlights that our Under 18 athletes can compete on this series potentially with limited success despite being three years under the age bracket, and still qualify for the New Zealand Team.</p> <p>Qualification through the National Championships remains important. Performing at major one-off events like the National Championships simulates success at international events. This option allows athletes to qualify for teams early in the year and potentially pursue other goals such as international competition. Retaining this selection avenue also gives Kiwis based overseas the opportunity to come to New Zealand to qualify for teams without the requirement to stay eight weeks to complete four events minimum to get a full ranking. We believe that keeping this option open is important if we want to select top talent to represent New Zealand.</p> <p>We also believe the depth of Kiwi athletes is large enough that any National Champion can represent New Zealand successfully when compared with other domestic based athletes.</p> <p>The board note that countries such as Australia, USA and Great Britain all select their national champions to represent their country.</p>	
<p>Board Position & Recommendation</p>	<p>Although there is no requirement for a vote by members, if the majority of clubs want SNZ to “Review the National Team Selection Policy” then it will review each of the points raised by Gisborne Boardriders.</p> <p>The most contentious point of the policy is the inclusion of the Nationals in the quota. Therefore, the SNZ Board intend to have a separate vote on whether the Nationals event should form part of the selection criteria.</p>	
<p>Ordinary Resolution for Members</p>	<p>IT IS PROPOSED THAT Surfing NZ reviews the issues raised by Gisborne Boardriders in relation to the National Team Qualification Policy and reports back to all members.</p> <p>IT IS PROPOSED THAT the Nationals becomes part of the NZ Surf Series, not being a separate quota level in the NZ Team Selection Policy.</p>	
<p>Vote 1:</p>		<p>Tick one</p>
	<p>For</p>	
	<p>Against</p>	
	<p>Abstain</p>	
<p>Vote 2:</p>		<p>Tick one</p>
	<p>For</p>	

	Against	
	Abstain	

REMIT 7:

Remit Submitter	Bay Boardriders
Remit Topic	SNZ Operational Management
Remit Title	That the CEO role and Contest Director Role are Split
Remit Explanation	<p>Reason: There are key areas of focus that require immediate attention. The CEO needs to be lifted out of the daily operational weeds of surf competitions to focus on big-picture, high-level, and ultimately strategic objectives.</p> <p>Note: We believe that all SNZ employees should have job descriptions that clearly outline roles and responsibilities so that Surfing NZ is best geared up for success and the Board has tangible measures for performance assessment. This would ensure a clear focus on meaningful tasks and effectiveness with the limited time and resources available. We would like comment from the Board on this point.</p>
Board Comment	<p>The board agrees in the merits of splitting the role of CEO and Contest Director as outlined.</p> <p>At present, SNZ does not have sufficient unallocated and unbudgeted funding to implement this initiative. To remove the CEO from fulfilling this role would require SNZ to pay another person approx. \$14,000, which SNZ currently does not have available.</p> <p>SNZ employees do have job descriptions and in July, reviews were undertaken. The new Strategic Plan will set the basis for key objectives set for FY2024.</p>
Board Position & Recommendation	<p>This remit represents an operational matter. The board agrees in the merits of the remit but to implement requires a change in operations and funding arrangements. The board will add this as a strategic initiative to the 2024 plan and will seek new funding to implement. It would not be prudent and responsible of the board to implement under the current budgetary constraints.</p>
Resolution for Members	<p>Not appropriate – operational matter and no change to the constitution required.</p>

REMIT 8:

Remit Submitter	Lion Rock Boardriders
Remit Topic	Transparency
Remit Title	Transparency
Remit Explanation	<p>SNZ adopts a policy of transparency which includes:</p> <ul style="list-style-type: none">i) Advising the clubs as to who is on the BAP.ii) Advising the clubs about Board Appointment processes.iii) Advising the clubs in regard to the CEO appointment process and remuneration package.iv) Make public all monies given to former Board member Russell Ritchie by Surfing NZ while he was a serving Board member.
Board Comment	<p>The Board Appointments Panel and Process is clearly described in the SNZ Constitution which is readily available to all members and also available on the SNZ website.</p> <p>The Board Appointments Panel has three members:</p> <ul style="list-style-type: none"><i>(a) one (1) being the Chairperson of the Board (or his/her nominee), or if s/he is seeking reappointment or re-election to the Board, then another Board Member not seeking re-appointment or re-election, as determined by the Board;</i><i>(b) one (1) nominee who is an independent professional experienced in governance and the functions and appointment process of directors and/or trustees in New Zealand, as determined by the Board; and</i><i>(c) one (1) nominee who is independent of the Board and who has an interest and understanding of surfing in New Zealand, as determined by the Board; and</i><i>(d) at all times, the Board takes into account and endeavours to ensure a reasonable representation of gender on the Panel</i> <p>In 2023, the panel comprised Peter Fitzsimmons, Tracey Molloy and Deb Bowry.</p> <p>The Board Appointments Process is outlined in clauses 17 and 18 of the constitution which is readily available to all members and also available on the SNZ website.</p> <p>As the SNZ constitution states in 21.1: There is a Chief Executive of Surfing New Zealand employed on terms determined by the Board and in 21.2 The Chief Executive is under the direction of the Board and is responsible for the day-to-day management of Surfing New Zealand within any authority delegated by the Board.</p> <p>The CEO remuneration package is an employment matter and private for legal and contractual reasons.</p>

	<p>Russell Ritchie was paid nil by SNZ for his six years as a director on the board of SNZ. Russell Ritchie was a judge at certain events. As a judge, Russell Ritchie was paid the same amount on a per day basis as the other judges at each event - \$210.</p>
Board Position & Recommendation	<p>This remit represents operational matters.</p>
Resolution for Members	<p>Not appropriate – Operational matters</p>