



2019 SLSNZ AGM AGENDA

**Saturday 21st September 2019 (commencing 4.00pm)
at Te Papa Tongarewa, Cable Street, Wellington**

1. Welcome.
2. Roll call and Delegate Accreditation.
3. Apologies.
4. Passing of friends.
5. Adopt and approve the minutes of the 2018 Annual General Meeting (held on Saturday 22nd September 2018).

6. Presentation of the 2019 Annual Report

This includes the audited annual financial statements and a report of the activities during the year.

7. Update from the SLSNZ Foundation Trustees

8. Appointment of Scrutineers

9. Announcement of Independent Appointed Board Member

The Board Appointments Panel has appointed **Phil Holden** to serve as an Independent Appointed Board Member on the SLSNZ Board – see **attached** report.

10. Election of Elected Board Members - arising at the 2019 AGM

The terms of office of two (2) Elected Board Members (Paul Carlyon and Kate Barry-Piceno) expire at this AGM. This means there is are two (2) Elected Board Member positions to be decided at the AGM. The following people listed below are standing for election at the AGM:

Applicant	Club
Paul Carlyon	Otaki
Kate Barry-Piceno	Omanu

The recommendations of the Board Appointments panel are contained in the **attached** report, along with a Candidates Booklet. As there are no other candidates standing for election, under clause 23.11 of the SLSNZ Constitution there will be no need for a secret ballot on the day and the two candidates will be declared re-elected unopposed.



11. **Motion to consider a recommendation regarding Board Member honoraria**

The SLSNZ Board recommends the honoraria payments to SLSNZ Board Members remain at the 2018/19 levels of \$2700 per year for a Board member and \$10,000 per year for the Chairman for the 2019/20 year. This motion is set out in Schedule 1 of this Agenda.

12. **Motion to consider a recommendation regarding the appointment of the SLSNZ Auditor**

The SLSNZ Board recommends the re-appointment of Moore Stephens as the SLSNZ Auditor for the 2019/20 year. This motion is set out in Schedule 1 of this Agenda.

13. **Consideration of Proposed Amendments to the SLSNZ Constitution**

The SLSNZ Board have submitted a number of proposed amendments to the SLSNZ Constitution. These motions are set out in Schedule 2 of this Agenda. A copy of the SLSNZ Constitution with the proposed changes marked up is **attached**.

14. **Election of President**

The current two (2) year term of office of the President (Brian Velvin MNZM) will expire at the conclusion of this AGM. The incoming President will have a term of two (2) years in accordance with rule 14.3 of the Constitution. The following applicants are standing for election:

Applicant	Club
Marilyn Moffatt	Lyllall Bay
Dave East	North Beach

A Candidates Booklet is **attached**.

15. Other Notified Business.

16. Close of Meeting.



Schedule 1

Proposed Motions for consideration at the Annual General Meeting on 21st September 2019 regarding Board Member Honoraria and the appointment of the SLSNZ Auditor

Board Honoraria

The following motion is recommended by the SLSNZ Board under Rule Rules 22.6(e) and 26.4 of the Constitution. This motion is required to be passed by ordinary resolution of the Members at the Annual General Meeting.

Explanation for the Proposed Motion:

The SLSNZ Board recommends, in accordance with Rules 22.6(e) and 26.4 of the Constitution, that the honoraria payments to SLSNZ Board Members for the 2019/20 year remain at the 2018/19 level of \$2700 per year for a Board member and \$10,000 per year for the Chairman.

Motion:

THAT the membership of SLSNZ accepts the SLSNZ Board recommendation that the honoraria payments to SLSNZ Board Members for the 2019/20 year remain at the 2018/19 level of \$2700 per year for a Board member and \$10,000 per year for the Chairman.

Appointment of SLSNZ Auditor

The following motion is recommended by the SLSNZ Board under Rules 22.6(f) and 25.2 of the Constitution. This motion is required to be passed by ordinary resolution of the Members at the Annual General Meeting.

Explanation for the Proposed Motion:

At the 2015 AGM the SLSNZ Constitution was changed so that the appointment of the SLSNZ Auditor is made by Clubs voting at the AGM on the recommendation of the Board. This provides a greater level of transparency and control for the membership for the appointment of the Auditor. The SLSNZ went through a thorough selection process to choose new Auditors (Moore Stephens) for the 2015/16 year as the previous Auditors (Munro Benge) had stopped undertaking audit work. Based on this selection process and their satisfactory performance with subsequent audits the Board has recommended that Moore Stephens continue to be appointed for the 2019/20 year.

Motion:

THAT the membership of SLSNZ accepts the SLSNZ Board recommendation that Moore Stephens be appointed as the SLSNZ Auditor for the 2019/20 year.



Schedule 2

Proposed Motion for consideration at the Annual General Meeting on 21st September 2019 regarding changes to the SLSNZ Constitution

The following motion is proposed by the Board as an item of business under Rule 22 of the Constitution of Surf Life Saving New Zealand Incorporated (“SLSNZ”) to amend the Constitution at the 2019 SLSNZ Annual General Meeting.

The references to the rules numbers below refer to the rule numbers as shown in the marked up constitution annexed to this Notice. These motions are required to be passed by special resolution (two-thirds) of the Members at the Annual General Meeting.

Motion 1: Process for the Appointment of Independent Board Members

Explanation for the Proposed Motion:

The purpose of the proposed change is to create the opportunity of where an Independent Appointed Board member is up for re-appointment for the first time and the other members of the Board recommend to the Board Appointments Panel (‘BAP’) that they are performing well, to be able to sidestep the competitive application process and simply re-appoint them for one further term.

The BAP have found on multiple occasions over the years that they are wasting a lot of their own and other independent candidate’s time by going through an open competitive application process when from the beginning the incumbent was always going to be the obvious choice. The BAP also believe that asking a top performing independent director to reapply for their job significantly increases the chances they will simply walk away.

This new process would only apply for **Independent** Appointed Board members and only when they are first up for **re**-appointment (i.e. their initial appointment would be open and competitive and after two terms they would again have to return to a fully competitive process).

As such it is being proposed to modify rules 18.6, 18.8 and 19.1 as highlighted in **red** and underlined below to give the BAP the freedom to seek a recommendation from the Board as to the performance of an Independent Appointed Board member and simply re-appoint them without starting a competitive application process:



18.6 **Responsibilities:** *The Board Appointments Panel shall be independent of the Board and, shall be responsible for:*

- a. *in respect of an Independent Appointed Board Member who is vacating office under Rule **Error!** Reference source not found. for the first time (i.e. they have only served one term on the Board):*
 - i. *seeking from the Board its recommendation as to whether that Independent Appointed Board Member should, based on their performance, be re-appointed for a subsequent term without being required to go through the competitive application process set out in Rules 1.1b to 1.1d;*
 - ii. *deciding whether to accept the Board's recommendation in respect of the re-appointment of that Independent Appointed Board Member for a further term; and*
 - iii. *if the Board Appointments Panel does decide to re-appoint the Independent Appointed Board Member, Rules 1.1b to 1.1d will not apply in respect of that Independent Appointed Board Member;*
- b. *identifying and inviting suitable candidates to apply for appointment as an Appointed Board Member or Independent Appointed Board Member;*
- c. *advertising and inviting members of the public to apply for appointment as an Appointed Board Member or Independent Appointed Board Member;*
- d. *assessing candidates who have made an application for appointment as an Appointed Board Member or Independent Appointed Board Member, (including undertaking such enquiries and holding interviews and meetings as it sees fit);*

18.8 **Relevant Factors for Independent Appointed Board Members:** *Before deciding to appoint an Independent Appointed Board Member, the Board Appointments Panel shall take into account the following factors about the applicants and the Board as a whole:*

- a. *their prior experience as a director, trustee or experience in any other governance role;*
- b. if they are vacating office as an Independent Appointed Board Member after serving their first term on the Board and seeking re-appointment, the recommendation of the other Board Members as to whether they should be re-appointed without needing to go through the application process in Rules 1.1b to 1.1d;*



- 19.1** ***Call for applications:** The Board Appointments Panel shall call for applications for any Board Member positions that are to be vacated due to the expiry of their term of office at an AGM, or that have arisen as a result of a casual vacancy arising under Rule **Error! Reference source not found.** (Casual Vacancy), at least ninety (90) days prior to the AGM or, in the case of a vacancy of an Elected Board Member position arising under Rule **Error! Reference source not found.** (Vacancies), at least thirty (30) days prior to the SGM. The Board Appointments Panel is not required to call for applications for an Independent Appointed Board Member where such vacating Board Member is being re-appointed under Rule 1.1a.*

Motion:

- 1. THAT Rules 18.6, 18.8 and 19.1 of the constitution of Surf Life Saving New Zealand Inc relating to the election of Board members be amended in the form annexed to this Notice.**