

Provincial Union Governance Model

This Resolution is to approve the following changes to be entrenched in the New Zealand Rugby Union Incorporated (**NZR**) Constitution (the **Constitution**):

A. NZR Board composition and term

1. The NZR Board (the **NZRB**) will comprise nine members, with all positions being independent.
2. Independence will mean that Board members may not concurrently hold any Affiliated Body (including the New Zealand Māori Board, except that the NZR Board will be able to continue to appoint one of its Board members as an NZR representative on the NZMRB), Super Rugby Entity or Players Association employment, office, or Board position, nor may they be employed by or hold office within NZR or New Zealand Rugby Commercial LP (except that NZR will be able to continue to appoint its Board members to be NZR representatives on the Board of NZRCLP or NZ Rugby Commercial GP limited).
3. The definition of Independent at clause 22 of the Constitution will therefore be amended to include references to a Super Rugby Entity, the New Zealand Rugby Players Association and New Zealand Rugby Commercial LP and definitions of those terms will be inserted.
4. All NZRB positions will be open to application by any person (subject to Companies Act / Incorporated Societies Act restrictions), provided they comply with the new independence provisions. To achieve this, the provision relating to Elected Board Members and Nominated NZRB Members will be removed from the Constitution, and all 9 NZRB positions will be Appointed NZRB Members.
5. All NZRB positions will be filled by the Appointments and Remuneration Panel (the **ARP**), subject to ratification by the Affiliated Bodies.

B. Skills and Competencies Framework

6. The following requirements will be added to the Constitution and the Skills and Competencies Framework (in addition to the pre-requisite core competencies):
 - a. That at least one member of the NZRB will have whakapapa and lived experience in relation to, and knowledge and understanding of, Te Ao Māori in a complex organisational context, with the ARP having consulted with NZMRB in this regard.
 - b. That at least one member of the NZRB must identify and have lived experience as Pasifika with ancestral and authentic cultural connections and an ability to apply a Pasifika world view in a complex organisational context.
 - c. Compliance with the NZRB's gender diversity targets.
 - d. That the NZRB must collectively have sufficient rugby knowledge and expertise relating to rugby at all levels of the game in New Zealand, including specific knowledge relating to the governance of community/provincial rugby. In order to satisfy this criterion, as it relates to community and provincial rugby at least three members of the NZRB who have served on the Board of a New Zealand Provincial Rugby Union.
7. Following the adoption of these changes, the NZRB will prepare a Skills and Competencies Framework (noting any new constitutional requirements)

C. Tangata Whenua

8. The following acknowledgement will be added to the Constitution:
- a. Acknowledgement of the New Zealand Māori Rugby Board Incorporated.
 - b. NZR acknowledges:
 - i. the status of Māori as tangata whenua in New Zealand and Te Tiriti o Waitangi as the founding document of Aotearoa New Zealand;
 - ii. the special and important place that the New Zealand Māori Rugby Board Incorporated has, as the representative entity of Māori, amongst the stakeholders of rugby in New Zealand;
 - iii. that the New Zealand Māori Rugby Board Incorporated has been established to provide effective leadership and governance that ensures rugby is mana-enhancing for Māori and rugby is a place where tikanga is respected.
 - iv. the objects of the New Zealand Māori Rugby Board, which are currently to:
 1. Work in partnership with NZRU and New Zealand Rugby Provincial Unions to promote and develop Rugby pathways amongst Māori in a variety of roles.
 2. Monitor the effectiveness of the Regional Māori Rugby Boards.
 3. Establish appropriate arrangements for annual tournaments and other Rugby-related Events involving Māori teams or players from the Regions.
 4. Seek funding and sponsorship for Māori Rugby & distribute funds to members, participants and others for the benefit of Māori Rugby.
 5. Advocate on behalf of Māori Rugby to the NZRU and other bodies regarding strategic issues relating to Māori Rugby.

D. Governance Advisory Panel (GAP)

9. A new body named the Governance Advisory Panel (**GAP**) will be established.
10. The GAP will be formed annually, and will be made up of representatives of the following stakeholder groups:
- a. Three representatives of Provincial Unions, being one Heartland Championship representative, and two NPC Union representatives, with the Provincial Unions to run their own process to determine their representatives.
 - b. One representative of the New Zealand Māori Rugby Board.
 - c. One representative of the foundation New Zealand Super Rugby Clubs (Blues, Chiefs, Hurricanes, Crusaders and Highlanders), with NZR to call for nominations and, if more than 1 is received, to undertake a postal ballot to select the successful nominee. Nominees can be a Super Rugby Club Board member or senior manager.
 - d. One representative of the body representing professional rugby players in New Zealand (currently the NZ Rugby Players Association).
 - e. One representative of Tausoa Fa'atasi NZR Pasifika Advisory Group (or independent Pasifika Rugby entity recognised by NZR and the Affiliated Bodies, if one is formally established in future).
 - f. One independent Chair who will be appointed by the members of the GAP in conjunction with NZR, who will be remunerated by NZR, and who will be non-voting.
 - g. The GAP may agree by way of a majority to add other stakeholders to the GAP.
11. The GAP will:
- a. review annually the updates to the Skills and Competencies Framework and the Needs and Priorities Statement (the **SCF documents**) proposed by the NZRB. NZRB will present the SCF documents to the GAP for discussion. The GAP will review the SCF documents, and make additional or alternative suggestions if necessary. Any updates required to be made to the SCF documents, proposed by the GAP, requires agreement by way of a

majority of the GAP. For clarity, the GAP will have the final approval and sign off of the SCF documents, being the Skills and Competences Framework and the Needs and Priorities statement.

- b. select 3 members of the ARP for the AGM NZRB appointment process. For the avoidance of doubt, the 3 members selected for the ARP are not required to be members of the GAP.
- c. provide NZ Rugby stakeholder perspectives that will inform the NZRB's strategic thinking.

E. Appointments and Remuneration Panel (ARP)

12. The ARP will consist of:
 - a. The three members appointed by the GAP (refer clause 11.b. above).
 - b. One member appointed by the NZRB (not being a current NZRB member or a NZR staff member).
 - c. Two independent members (who will be experienced in governance of organisations of a similar size and complexity to NZR as well as in selecting directors and /or senior executives, and at least 1 to be a female if a female member has not been appointed pursuant to a. or b. above) nominated by NZR after consultation with the Institute of Directors, and approved by the members appointed pursuant to a. and b. above.
13. In selecting ARP members due regard must be given to diversity of thought and experience, gender, and ethnicity, including knowledge and lived experiences of Māori and Pasifika and their aspirations in rugby.
14. All members should have a strong background in governance, at least ½ the members need director experience in organisations of relevant size and complexity.
15. The members of the ARP will elect one of the independent members (clause 12.c. above) as the ARP Chair. The Chair of the ARP will not have a casting vote.
16. The maximum continuous term on the ARP for members appointed by the GAP is three years.
17. The Chair of NZR will not be a member of ARP, but may be invited by the ARP to participate in an advisory capacity.

F. Process

18. The NZRB Chair will provide feedback to the ARP on any Board members who are standing for reappointment (and in the event that it is the chair, such feedback will be provided by the NZRB Deputy Chair), including a summary of those parts of the most recent Board review that relate to that Board member and the balance and need for continuity.
19. A candidate will require majority support from the ARP to be put forward to members for ratification at the NZR Annual General Meeting (notwithstanding this will be via postal ballot in 2024 post the NZR Annual General Meeting pursuant to the proposed transition process).
20. Only the number of candidates required to fill the current vacancies shall be put forward to the NZR Annual General Meeting each year for ratification. Ratification will be by simple majority, with voting to be on the basis of 1 vote per voting Member (Affiliated Bodies currently).
21. If a recommended candidate is not ratified by a majority of members at the Annual General Meeting, the ARP must recommend another candidate (and may recommence its process to find such candidate in full or in part if it considers it necessary). In such event, ratification of the replacement candidate will occur by postal ballot as soon as possible after the NZR Annual General Meeting. The position will remain vacant in the interim.

G. Recruitment Company

22. An external expert recruitment company will be engaged by NZR to:
 - a. Undertake a search for, and receive applications from, candidates for appointment to the NZRB.
 - b. Screen applicants as considered appropriate and, in consultation with the ARP, review all candidates and identify a short-list of suitable candidates for the ARP to interview.
 - c. Assist the ARP with interviews and assessment of candidates as required by the ARP, including by conducting reference checks.
23. The recruitment company will be appointed by NZR after consulting the Governance Advisory Panel. Without limitation, the recruitment company must have the capability and experience to conduct recruitment processes in a manner, as it relates to Te Ao Māori and Tikanga Māori, reasonably satisfactory to the NZ Māori Rugby Board representative on the Governance Advisory Panel. The same shall apply to the recruitment process as it relates to Pasifika knowledge and lived experiences, reasonably satisfactory to the Pasifika Advisory Group representative on the Governance Advisory Panel.

H. Transition

24. To be able to hold an Annual General Meeting as early as possible, and implement the changes in an orderly fashion:
 - a. The new process to appoint Board members will commence immediately following the SGM;
 - b. The AGM will be held on 12 July 2024 and will deal with all matters except ratification of Board appointments;
 - c. Ratification of NZRB appointments in 2024 will occur by way of a postal ballot (held electronically), without the requirements of clauses 28 and 32 of Schedule 5 of the Constitution.
 - d. All current Directors of the NZRB shall retire with their term being extended until the completion of the ratification vote, which is to occur no later than 10 weeks following the SGM.
 - e. Any Director may apply for reappointment in accordance with the provisions herein and that of the updated constitution.
 - f. Only four weeks' notice of the date and place of the 2024 Annual General Meeting will be required.
 - g. Written notice of the appointment of an AGM delegate must be received not less than three weeks before the AGM;
 - h. Matters of general business and declarations regarding the numbers of teams must be notified to the Chief Executive Officer not less than three weeks prior to the AGM;
 - i. Nominations for the positions of President, Vice President, Life Member and member of the Appeal Council must be received by the CEO not less than three weeks prior to the AGM.

I. Review

25. NZR will conduct a formal review of changes made, including regarding the operation and composition of the Governance Advisory Panel and the ARP, after two election cycles, including consultation with the Provincial Unions, NZ Māori Rugby Board, Super Rugby Clubs, and NZ Rugby Players Association, Pacifica Advisory Panel to consider whether any further

changes to the constitution are merited. For the avoidance of doubt, this does not prevent Members from using their existing constitutional rights to seek amendments earlier.