

COUNTIES MANUKAU RUGBY FOOTBALL UNION

POLICIES DOCUMENT updated 10.10.23

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Diversity and Inclusion Policy

CMRFU supports diversity and inclusion to ensure the community they represent is contributing to governance and decision-making at all levels of the game. The Board of Management and the Executive have important roles as kaitiaki to ensure the sport is well governed and managed to ensure future generations can participate in the game of rugby within the district in which they live, work and play.

CMRFU honours and respects the three Treaty principles of participation, protection and partnership and will ensure a kaumatua has status within the union and is able to bring their life experience and accumulated knowledge to provide guidance in daily matters as well as ceremonial matters of Māori tradition. In keeping with the diversity and inclusion policy, a kaumatua may be male or female. A male elder will be known as koroua (koro for short) and a female elder as kuia.

CMRFU also acknowledges the important role of Counties Māori Rugby and will continue to build this relationship and ensure Counties Māori Rugby has an ongoing voice and vote at general meetings of the union and that this voice is heard.

CMRFU recognises the iwi and hapu of the district, who have an important and enduring relationship with CMRFU and will have an ongoing role on the Board Appointments Panel.

CMRFU recognises that decision-making will be more effective if governance groups reflect the cultural diversity of the district, and will always endeavour to ensure nominations, applications and appointment to positions reflect the cultural diversity of the participants and the district.

CMRFU recognises that both males and females contribute significantly to the success of rugby in New Zealand, and that both males and females need to be treated equally and with respect. This means that the Board and Sub-Committee make up will be inclusive of males and females to ensure decision-making focuses on and reflects the needs of both male and female participants. It also means there will be an ongoing focus on ensuring changing rooms and toilets are provided at grounds where female players participate.

Life Membership Policy

Rugby in the Counties Manukau region has always and will continue to need the energy, drive and commitment of volunteers who frequently shoulder heavy workloads. CMRFU wishes to acknowledge those individuals who distinguish themselves, by extended, exceptional and outstanding service over and above routine service to CMRFU.

Under Clause 8.5 of the CMRFU Constitution Life Members may be elected for outstanding service rendered to the Union if elected by a 75% majority of members entitled to vote at an Annual General Meeting.

Outstanding Service Defined:

- CMRFU Life Membership is the highest honour that the Union can bestow. "Outstanding service" requires a nominee to have demonstrated leadership and to have made a significant difference to how the game is administered, coached or refereed.
- Outstanding service may also include players who have made a significant difference to how the Union has achieved on-field success over an extended period.
- Outstanding service is not based on time spent but rather the quality of the contribution during the years of service.
- Precludes persons paid a salary or wages to perform services to CMRFU or as a contractor remunerated at commercial rates.

Who can make nominations:

- Any member may nominate a person to be elected as a Life Member by forwarding the name of the nominated Life Member to the Chief Executive Officer, together with a statement recording the full particulars of the nominated Life Member's services to Rugby for the Union no later than 5pm on 2nd February.

Nomination Process:

Prior to the nomination being submitted to the Chief Executive Officer, the nominator must first meet with an advisory group comprising the Patron, the President, the Vice-President and a Mana Whenua representative. The advisory group will discuss and consider the merits of the proposed nominated Life Member, taking into account the service of other Life Members. The advisory group will advise whether they consider the proposed nominated Life Member meets the guidelines for outstanding service, and whether they will recommend the nomination to the Annual General Meeting.

If the advisory group do not support and recommend the nomination for Life Membership, then the nomination will not proceed.

Eighteen days' notice of the nomination must be given to members, stating the name of the nominated Life Member, together with full particulars of their service to Rugby for the Union and the recommendation (or otherwise) of the advisory group. If it is recommended to do so, the nomination will be submitted at the next Annual General Meeting of the Union.

Upon election a Life Member shall be entitled to receive a suitable badge and complimentary admission to all matches and grounds and grandstands under the jurisdiction of the Union.

Election of Club Rugby Directors

Rule 14.3 provides for three Club Rugby Directors to be elected by the Club Leaders Group in accordance with rule 14.5 for a one-year term of office with re-election for a maximum of nine years. The Club Leaders Group consists of one representative from each of the clubs affiliated to CMRFU.

Nominations for Club Rugby Directors must be submitted by affiliated clubs and received by the Chief Executive Officer not later than 2nd February. Nominations may only be submitted by a senior club and must be seconded by another senior club.

A single club may nominate more than one person to be a director. A minimum of one of the three appointments each year must be from a club outside of the senior Premier grade to ensure opportunities for all clubs to have representation.

A nomination for Club Rugby Director must include a precis of the candidate's involvement in rugby, and in particular their contribution to the CMRFU, and set out what they see as the challenges facing CMRFU and the skills and knowledge they will bring to decision making to address those challenges.

To qualify and serve as a Club Rugby Director a person must consent in writing and certify that they are not disqualified by any of the factors outlined in rule 14.1. The duties of the Club Rugby Directors are outlined in rule 14.2 and nominees need to be made aware of their responsibilities prior to the nomination proceeding.

In addition to the duties set out in rule 14.2, Club Rugby Directors will represent the collective views of the clubs expressed through Club Leaders meetings, which they will be expected to attend, to ensure the Board is kept fully informed of challenges and opportunities identified by the Club Leaders Group.

CMRFU supports diversity and inclusion to ensure the community they represent is contributing to governance and involvement at all levels of the game. This means that the Club Leaders Group must encourage nominations from males, females, and gender diverse individuals as well as mana whenua.

The Club Leaders Group will meet prior to the Annual General Meeting, with each club entitled to one vote only for their preferred candidates. The persons gaining the most votes will be elected as Club Rugby Directors, and their names will be advised to the Chief Executive Officer and announced by the Chairperson at the next Annual General Meeting.

If vacancies occur during any Club Rugby Director's term of office it will be filled by the Club Leaders Group, with calling of nominations and the procedure for election following the same process outlined in the policy. For clarity, at all times, at least one of the Club Rugby Directors must be from a club not represented in the Premier men's grade competition, and this also applies if a vacancy is required to be filled.

Appointment of Independent and Appointed Directors

Rule 14.3 provides for three Independent and three Appointed Directors to the Board of Management. Independent Directors are people from outside the rugby community and Appointed Directors are people from inside the rugby community, all of whom have knowledge and expertise to enhance Board decision-making.

The Board Appointments Panel shall be appointed by the Board by no later than 2nd February each year, or at such other time as directed by the Board following the resignation or removal of an independent or appointed Director.

The Board Appointments Panel shall comprise six people, always ensuring the people appointed are most qualified to make decisions on appointment of directors. The Board Appointments Panel will comprise the following (an administrator will attend to take notes but not vote):

- A current CMRFU director (can be current Chair).
- Two club representatives (decided at a Club Leaders Group meeting in November).
- One representative from Mana Whenua (the CMRFU will work with Mana Whenua to establish a process in regard to representation on the panel).
- Two Board appointments.

The Board Appointments Panel may initiate advertising publicly or through platforms such as Better Boards to encourage quality applications, or they may directly invite applications for Independent or Appointed Directors.

CMRFU supports diversity and inclusion to ensure the community they represent is contributing to governance and involvement at all levels of the game. This means that the Board Appointments Panel must ensure their advertising reaches into markets that encourage applications from males, females, and gender diverse individuals as well as mana whenua and people of other ethnicities that make up our community.

Applications for Independent and Appointed Directors may be made in writing by any person and shall be received by the Chief Executive Officer by no later than 2nd February each year or 20 days before the Board Appointments Panel is due to meet where it is required to determine a replacement for an Independent or Appointed Director.

The Chief Executive Officer will collate the names and any other relevant information on potential applicants for independent and appointed directors on behalf of the Board Appointments Panel.

The current Board will develop a skills matrix based on the different board sub-committees showing all relevant skills required to most effectively govern CMRFU, including financial, commercial, legal, marketing (including social media), business, information technology, entrepreneurship, strategy, and event management and will measure each of the applicants against that matrix to help determine strengths and weaknesses.

The matrix will also highlight diversity and inclusion consideration including a requirement for a good understanding of Te Ao Maori as a skillset to be considered by the Board Appointments Panel along with all other skills, including a knowledge of rugby, the region and any other cultures that have a strong presence within the borders.

The Board Appointments Panel will interview each of the applicants (either in person or through electronic means) and in recommending persons for appointment as an Independent or Appointed director, the Board Appointments Panel will use its best endeavours to appoint persons who have

specific and relevant skills, qualifications and experience that are likely to add value and benefit to the activities and decisions of the Board. In addition, diversity of thought and the overall balance of the board and how individuals can positively contribute to that will also be considered by the Board Appointments Panel.

Persons who have sat on a CMRFU club committee, Council of Delegates or the Junior Management Board in the past three years cannot be appointed as Independent Directors. They may be considered as Appointed Directors.

From applications received for the position of Independent or Appointed Directors, in the inaugural year the Board Appointments Panel will recommend to the Board of Management prior to the Annual General Meeting three Independent and three Appointed Directors to serve from the period immediately following the Annual General Meeting. An announcement of the successful Director appointments will be made at the Annual General Meeting.

The Board Appointments Panel will advise the order of retirement, with rotating retirement of Independent and Appointed Directors from one to three years and a maximum term of office of Independent and Appointed Directors of nine years.

In subsequent years the Board Appointments Panel will appoint one only Independent and Appointed Director unless any of the Directors have indicated they wish to retire, in which case they will appoint up to the maximum number of three Independent Directors and three Appointed Directors.

The Board Appointments Panel will be reconvened as required to deal with resignations and retirements, noting that the Board has the power to fill any vacancies for Independent and Appointed Directors that may occur during the year and must ensure that rotation continues cyclically to ensure there is continuity in appointments.

A person who is an employee of the Union is not eligible to be recommended by the Board Appointments Panel for the position of Independent or Appointed Director. A person who has unsuccessfully sought the recommendations of the Board Appointments Panel, may be included for consideration by the Club Leaders Group if nominated by an affiliated club and seconded by another.

An applicant for an Independent or Appointed Director may also be a nominee for an elected Club Rugby Director position, provided that if such nominee is elected by the Club Leaders Group, their application as an Independent or Appointed Director shall automatically be withdrawn.

Community Rugby Committee- Terms of Reference

The Community Rugby Committee is established by the Board under constitution rule 17. The Committee plays a very important role in overseeing management of senior club rugby.

CMRFU supports diversity and inclusion to ensure the community they represent is contributing to governance and involvement at all levels of the game. This means that the Board must ensure they encourage and consider appointments to the Community Rugby Committee of males, females, gender diverse individuals and mana whenua.

The Community Rugby Committee shall comprise seven people, always ensuring the people appointed are most qualified to make decisions on club rugby. The Community Rugby Committee will comprise the following (an administrator will attend to take notes but not vote):

- 3 Club Rugby Directors (one of whom must be from a club that doesn't participate in the senior premier grade competition) elected by the Club Leaders Group (with one to be elected chair of the Community Rugby Committee).
- Two additional club representatives (appointed by the Club Leaders Group meeting in September – one to be from a senior club outside of the Premier grade).
- One Referees' Association representative (may be the REO).
- CMRFU Head of Community Rugby

The role of the Community Rugby Committee is:

- (a) To formulate and implement policy matters, competition by-laws, future direction, development and other strategies that will support, promote and advance community rugby.
- (b) To report to the Board through the Head of Community Rugby, Club Rugby Directors and the Chief Executive Officer and provide to the Board regular written reports.
- (c) To administer community rugby other than that under the control of the Junior Management Board or the Counties Manukau Secondary Schools Advisory Board.
- (d) To make, alter, amend and revoke by-laws relating to the above competitions and ensure amendments are notified to members.
- (e) To consider any breaches, complaints or issues related to sections 3 to 5 within the senior section of the CMRFU by-laws (i.e.: players, conduct of matches, results of matches/competitions).
- (f) To apply the discretion afforded it through this policy by determining sanctions and penalties as it sees fit upon considering the circumstances of each matter before it.
- (g) In regard to 1.3.2 (ii) of the CMRFU by-laws, any sanction or penalty less than that stipulated within any by-law shall require the Community Rugby Committee to show in their decision that there were extenuating circumstances or appropriate mitigation.
- (h) The Community Rugby Committee shall provide a written decision in regard to each matter heard to the CMRFU for circulation to all members. It is noted that any club has the right to appeal any decision of the Community Rugby Committee by way of the Appeals Committee as per by-law 6.2.3.
- (i) In agreement with the Club Leaders Group, develop and adhere to a regular schedule and effective process of engagement and consultation, in particular related to determining club competitions and related bylaws.
- (j) To enable clubs or bodies which may apply for affiliation at any time or times between Annual General Meetings to take part in CMRFU competitions until their application is determined at the next Annual General Meeting.

- (k) To approve colours to be worn by clubs, ensuring the colours worn by a club are not the same as colours worn by another club.
- (l) To make, alter or revoke standing orders for the conduct of its meetings.

The Club Leaders Group has the responsibility for filling any club representative vacancy and the Counties Manukau Rugby Referees' Association has responsibility for choosing their representative at any time.

The Community Rugby Committee shall meet monthly or as determined by the Committee, commencing following the annual general meeting. The quorum at all Community Rugby Committee meetings is four (4) members.

Club Leaders Group – Terms of Reference

The Club Leaders Group comprises leaders of each of the affiliated clubs and is an important conduit between the CMRFU Board, Community Rugby Committee, CMRFU staff and all club volunteers and committees.

The Club Leaders Group will meet each year in February, May, September and November, with all clubs entitled to two representatives of their choosing, along with Counties Māori Rugby and Counties Manukau Rugby Referees' Association. This will be a time to share information, get feedback, answer questions and listen to club representatives.

At their first meeting after the Annual General Meeting the Club Leaders Group will elect one of their members to be the Chair. The role of Chair may rotate or may be static for a one-year period. The quorum for Club Leaders Group meetings is 50% of affiliated clubs present in person or linked in electronically.

Voting is determined by how many senior teams are fielded in the most recent season, with one or two teams = one vote, three teams = two votes and any club with four or more senior teams = three votes. The voting strength of each club will be advised at the first meeting of the Club Leaders Group following each annual meeting. Additionally, the Referees' Association and Counties Maori Rugby will have one vote each. Decisions will be determined by a simple majority where necessary.

CMRFU and the Club Leaders Group support diversity and inclusion to ensure the community they represent is contributing to governance and involvement at all levels of the game.

Applications for Club Rugby Directors are to be received by the Chief Executive Officer no later than 2nd February each year or 20 days before the Club Leaders Group is due to meet where it is required to determine a replacement for a Club Rugby Director.

The Chief Executive Officer will collate the names and any other relevant information on applicants for elected Club Rugby Directors. In electing Club Rugby Directors, the Club Leaders Group will use its best endeavours to elect persons who have specific and relevant skills, qualifications and experience that are likely to add value and benefit to the activities and decisions of the Board.

A person who is an employee of the Union is not eligible to be elected as a Club Rugby Director. The Club Leaders Group will reconvene as required to deal with resignations and retirements. A person elected as a Club Rugby Director cannot also be appointed as an Independent or Appointed Board member.

The role of the Club Leaders Group is:

- To elect three persons to be Club Rugby Directors to serve on the Board of Management and the Community Rugby Committee.
- To appoint two additional persons to serve on the Community Rugby Committee (September quarterly meeting).
- To elect two community rugby representatives to sit on the CMRFU Board Appointments Panel (November meeting).
- To engage with and provide feedback, recommendations and requests to the Community Rugby Committee on any matters relating to community rugby within the district impacting on the clubs.
- To collaborate and share information and resources where this will lead to a better outcome for rugby within the district.

Finance, Risk and Audit Committee- Terms of Reference

The purpose of this committee is to assist the Board in carrying out its fiscal responsibilities. This committee will assist the Board in discharging its duties relating to the safeguarding of assets, the operation of adequate systems and controls, and the preparation of annual financial statements.

The Finance, Risk and Audit Sub-Committee shall comprise three (3) members appointed by the Board annually (from within or outside the Board), plus the Chief Executive and the Finance Manager (or other relevant position as determined by the Board). The Board shall appoint one of the Board appointees to be the Chairperson. The Board shall also fill any vacancy on the Committee.

The functions of the Finance, Risk and Audit Committee are to:

- (a) Oversee preparation of the annual financial statements and budget prior to approval by the Board.
- (b) Develop and ensure the effectiveness of CMRFU's systems of internal financial control.
- (c) Assess and review the quality of the financial information produced for Board meetings.
- (d) Ensure all statutory requirements of CMRFU are complied with.
- (e) Recommend the terms of reference for the annual external audit.
- (f) Develop financial information and systems related policies and procedures.

The Finance, Risk and Audit Committee shall meet at least once every quarter of the year and at such other times as necessary to carry out its functions. Each member of the Committee is expected to attend every meeting whether in person or linked in electronically. Every member shall be entitled to one vote only.

The Finance, Risk and Audit Committee has no power to make decisions on behalf of the Board or CMRFU. It shall assist the Board as the governors of CMRFU and shall not be involved in the management of CMRFU, except to the extent it is directed to do so by the Board.

High Performance Committee- Terms of Reference

The purpose of this committee is to advise the Board on developing and strategies and resources for the high-performance component of CMRFU.

The High Performance Committee shall comprise three (3) members appointed by the Board annually (from within or outside the Board), plus the Chief Executive and the Director of Rugby (or other relevant position as determined by the Board). Other HP staff will be entitled to attend meetings when requested to do so by the High Performance Committee. The Board shall appoint one of the Board appointees to be the Chairperson. The Board shall also fill any vacancy on the Committee.

The functions of the High Performance Committee are to:

- (a) Develop strategies for high-performance rugby for inclusion in the planning for CMRFU.
- (b) Determine the metrics of success in the High Performance space and review and measure the progress of high-performance rugby against those metrics.
- (c) Review and recommend programme initiatives in high-performance rugby.

The High Performance Committee shall meet at least once every quarter of the year and at such other times are necessary to carry out its functions. Each member of the Committee is expected to attend every meeting whether in person or linked in electronically. Every member shall be entitled to one vote only.

The High Performance Committee has no power to make decisions on behalf of the Board or CMRFU. It shall assist the Board as the governors of CMRFU and shall not be involved in the management of CMRFU, except to the extent it is directed to do so by the Board.

Commercial & Marketing Committee- Terms of Reference

The purpose of this committee is to advise the Board on developing strategies and resources for the commercial, communications and marketing component of CMRFU.

The Commercial and Marketing Committee shall comprise three (3) members appointed by the Board annually (from within or outside the Board), plus the Chief Executive and the Head of Commercial (or other relevant position as determined by the Board). The Board shall appoint one of the Board appointees to be the Chairperson. The Board shall also fill any vacancy on the Committee.

The functions of the Commercial and Marketing Committee are to:

- (a) Develop strategies for commercial, communications and marketing for inclusion in the planning for CMRFU.
- (b) Leverage the contacts and experience of committee members to open doors to new commercial and marketing opportunities.
- (c) Identify marketing trends and ways in which CMRFU can leverage those trends for its benefit.
- (d) Review and measure the progress of commercial, communications and marketing activities against approved plans.
- (e) Review and recommend programme initiatives in commercial, communications and marketing for CMRFU.

The Commercial and Marketing Committee shall meet at least once every quarter of the year and at such other times as are necessary to carry out its functions. Each member of the Committee is expected to attend every meeting whether in person or linked in electronically. Every member shall be entitled to one vote only.

The Commercial and Marketing Committee has no power to make decisions on behalf of the Board or CMRFU. It shall assist the Board as the governors of CMRFU and shall not be involved in the management of CMRFU, except to the extent it is directed to do so by the Board.

Special Projects Sub-Committee- Terms of Reference

From time-to-time CMRFU may establish special project sub-committees to undertake specific work. The purpose of such a committee is to advise the Board on developing strategies and resources.

The composition of committees will be decided by the Board of Management who will also determine the functions of such sub-committees.

Special Projects Sub-Committee have no power to make decisions on behalf of the Board or CMRFU. Special Projects Sub-Committees may assist the Board as the governors of CMRFU and shall not be involved in the management of CMRFU, except to the extent it is directed to do so by the Board.

General Meetings Postal Voting Policy

Rule 23.1(d) of the constitution allows postal voting for a General Meeting. For the purpose of the rule 'post' includes electronic mail, or other form of visible or other electronic communication.

The Board determines the process for postal voting to occur where it is not practicable or feasible to hold a General Meeting in person e.g. where a pandemic has been declared and it is not possible to meet in person.

Where a postal vote is to be held the CEO will set out the matters to be decided and indicate to clubs and affiliated bodies the manner in which they should cast their vote. This may be via email or on a prescribed voting paper where individuals are being voted on for the Appeals Committee.

Timeline and Terms of Office

Relevant rule		
Rule 8.2 Rule 13.1	Patron	Elected annually at AGM Nominations close 21 days prior to the AGM
Rule 8.3 Rule 13.2	President	Elected annually at AGM. Nominations close 21 days prior to the AGM May hold office maximum 2 years
Rule 8.4 Rule 13.2	Vice President	Elected annually at AGM. Nominations close 21 days prior to the AGM May hold office maximum 2 years
Rule 8.5 LM Policy LM Policy LM Policy Rule 8.5	Life Members	Nominations close 5pm 2 nd February Nominator must meet with Advisory Group Advisory Group decide whether a nomination proceeds Notice to members 18 days prior to AGM Approval by AGM with 75% majority
Rule 14.5	Club Rugby Directors	Nominations close 5pm on 2 nd February Elected by Club Leaders Group in February Announced at AGM One-year term
Rule 14.6	Independent and Appointed Directors	Nominations close 5pm on 2 nd February Interview by Board Appointments Panel Announced at AGM Three-year term
Rule 17	Community Rugby Committee	Comprises seven people including three Club Rugby Directors elected by the Club Leaders Group, two additional club representatives, Referees' Association and CMRFU Head of Community Rugby
Rule 18	Board Appointments Panel	Appointed not later than 2 nd February Determines appointment of Independent and Appointed Directors
Rule 19	Club Leaders Group	Meet four times annually in February, May, September and November
Rule 20	Finance, Risk & Audit Committee	Appointed annually
	Voting	To be appointed, officers (Patron, President, Vice President) must achieve more than 50% of the vote at the Annual General Meeting One delegate may exercise votes for a nominated absentee delegate(s)
Rule 22.1 Rule 22.2	General Meetings	<u>AGM</u> Held not later than 30 th June Notice of date to members 28 days prior to AGM Remits to Union within 21 days of the AGM Notice of Business to be conducted 18 days prior to AGM Quorum = 15 members entitled to vote <u>SGM</u> May be requested by 9 members representing 3 clubs Must be convened within 21 days of receiving request Notice to members 7 days prior to meeting

Rule 22.8	Delegates	Notification of delegates by clubs and affiliated bodies prior to AGM by 5pm - three days prior to AGM A substitute may be registered at the AGM
Rule 24	Judicial Committee	Committee at commencement of season in accordance with NZR's Disciplinary Rules
Rule 31.1	Administration	Financial Year End 31 December
Rule 31.5	Annual Accounts to members	Copy of annual accounts to members 18 days prior to AGM
Rule 31.10	Annual return to Registrar	Within 6 months of the end of the financial year
Rule 33.1 Rule 33.2 Rule 33.3 Rule 33.4	Amendment to Rules	Voting of 75% of persons present and entitled to vote Notice to amend, repeal, add or propose new rules received by the CEO at least 21 days before the meeting at which discussion taking place, and 18 days' notice to members of proposed changes. Approval of IRD required for proposed changes to Rule 3 (objects), Rule 22 (Application of Income) and Rule 33 (Winding Up). Changes registered with Register within 10 days of AGM

Form of Notice of Appointment of Delegates (rule 22.8)

To: The Chief Executive Officer
 Counties Manukau Rugby Football Union Incorporated

From: *[Name of Body]*

Date: *[Date of Notice]*

Subject: Appointment of Delegates

[Name of Body] appoints *[Name(s) of Delegates]* to act on its behalf at the General Meeting to be held on *[date]*.

President, Chairperson, Secretary (one to sign)