

Nga Kaihoe o Aotearoa – Governance Restructure 2011

25 YEAR VISION

**To realise Waka Ama's professional, participation and financial potential.
In the year 2035, future generations will have a sport where:**

“Waka Ama is a heavyweight in the Aotearoa New Zealand sporting psyche and is recognised as a global leader and significant influencer in the sport nationally and internationally... Tikanga is second nature... competitor numbers have grown exponentially at all levels from participation to competitive... Waka Ama is a sport in all schools... we've won gold at multiple significant global events from IVF World Sprint Championships to Molokai Hoe... there are record crowds at races in Aotearoa New Zealand... our sport is in demand by the media... Aotearoa New Zealand is leading the way in developing safe and fair race standards across the world... clubs are thriving... Our National Office is financially self sufficient, our national officers are salaried staff and our elite paddlers are professionals. Waka Ama is a New Zealand Sport for all New Zealanders... Waka Ama Aotearoa New Zealand is used as a model for other NSOs for our systems, technology, event management and structure, which epitomises integrity, excellence & Mana.”

In 2009 Nga Kaihoe o Aotearoa unanimously agreed that we needed to restructure our governance in order to achieve our vision. The following document outlines the draft restructure model that has been developed by the Council of Nga Kaihoe o Aotearoa and the rationale behind it.



THE CURRENT SITUATION OF GOVERNANCE

Nga Kaihoe O Aotearoa
4 Elected positions:
 President, Vice President, Secretary, Treasurer
1 Regional representative
 TTPCA, AROCA, TPOTI, TUOTR, Hoe Tonga, TAOA

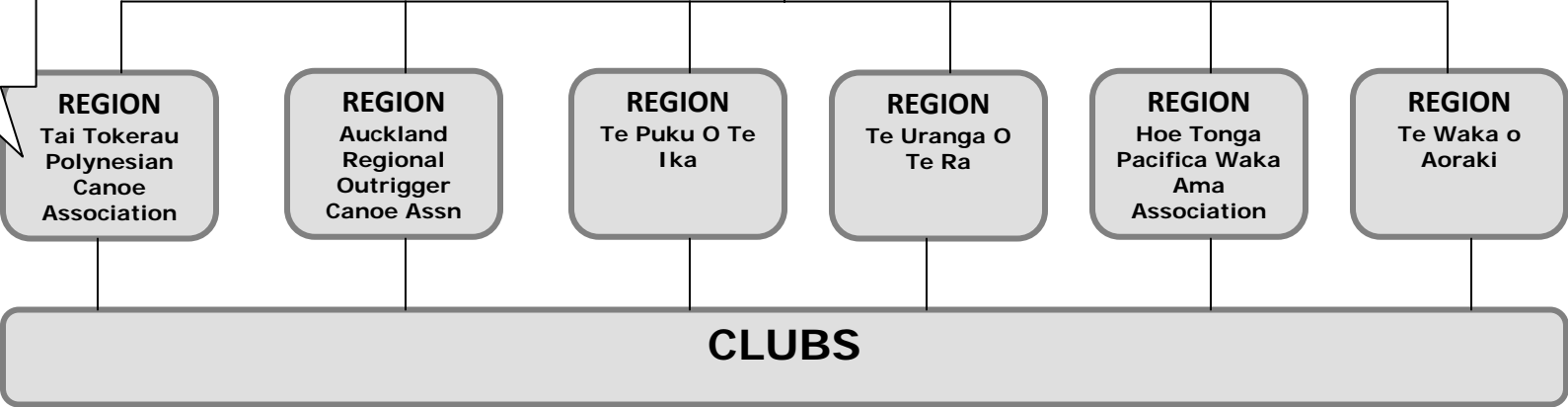
Every 3 years Elections are held for the 4 elected positions At the AGM.

The Regional Reps change constantly and at varying times of the year depending when that regions AGM is. Since 2008 we have had regional reps change from 4 out 6 regions.

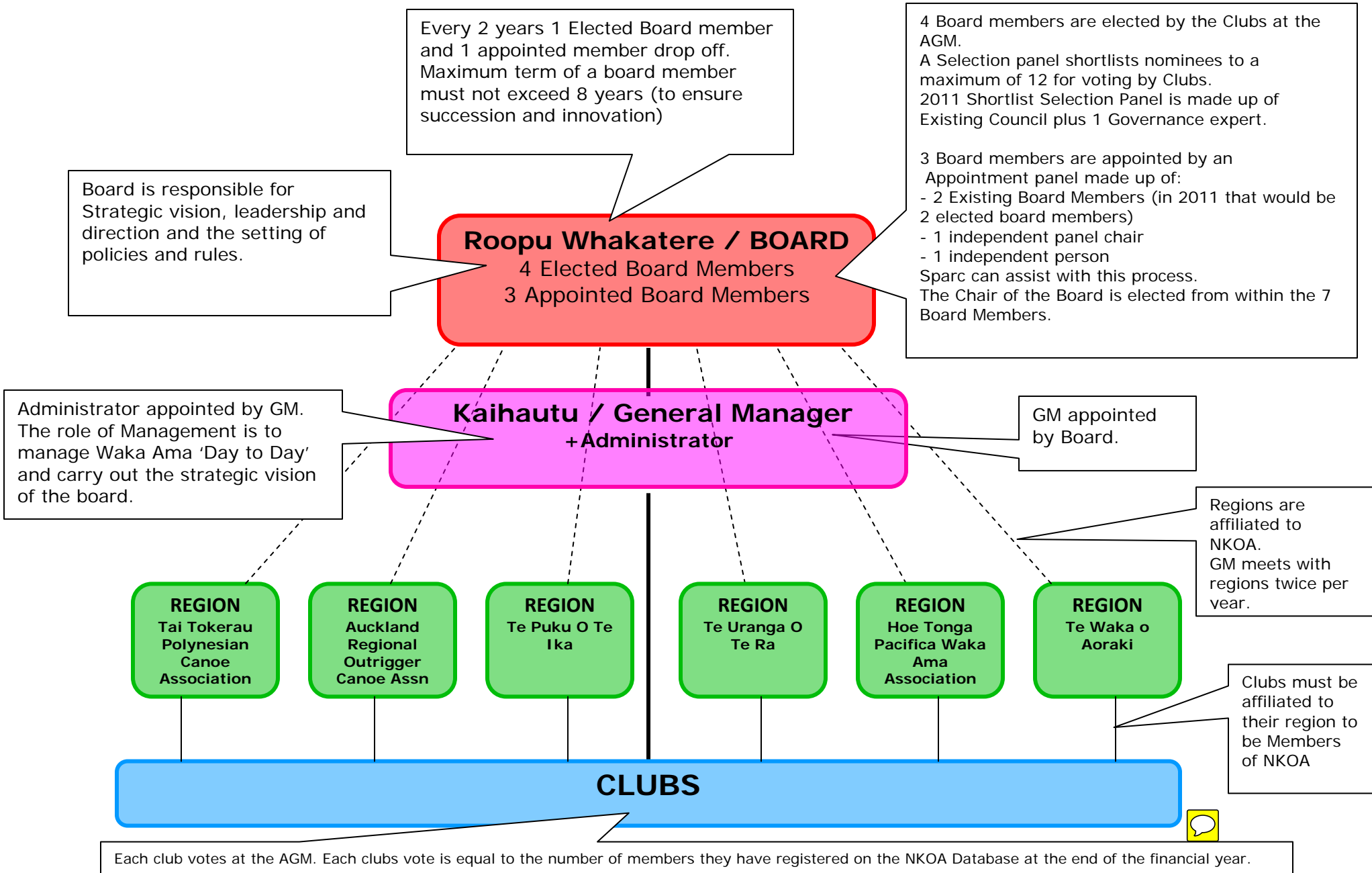
There is no separation of governance and management in this model and very little accountability

Regional reps represent regions. And currently act as messengers.

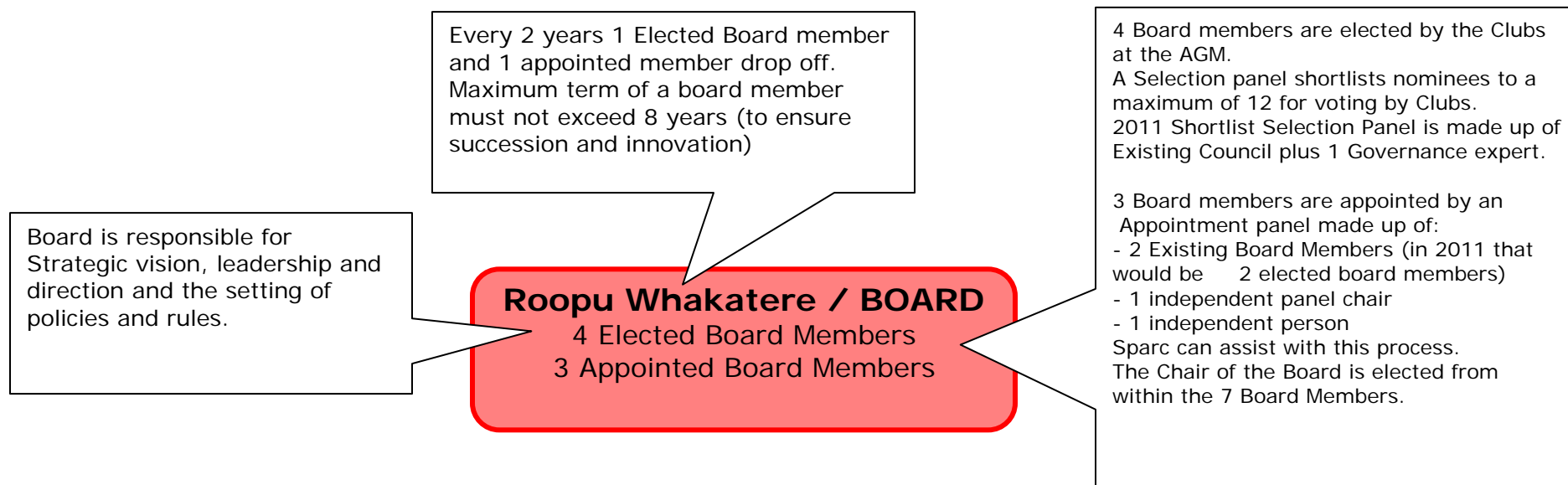
Each region has 2 votes at AGM



What the DRAFT RESTRUCTURE LOOKS LIKE:



Governance restructure breakdown and rationale



Rationale for moving to a Board Structure:

In our Strategic Plan we outlined the following:

Infrastructure

Perhaps, because of the rapid growth of our sport, our structure of governance and administration has grown organically. Keen, dedicated people have stepped into the breach without clear structures or rules to guide them. At times this has not been in the best interest of Waka Ama and has put our sport at risk. We need to move to separate the governance of our sport from the day-to-day management of it. This means establishing a national board that includes those with the best skills and knowledge to govern our sport, and managers who are clear about their responsibilities for administering the sport and who are accountable to the board for doing so. In addition we need to redefine the roles and capability of our regions and clubs to ensure they are in alignment with this and ensure that communication between all levels is clear and transparent.

And one of our strategic goals is to:
2.1 Establish a national Board structure that reflects best practice in the sporting sector while maintaining cultural values and amend constitution to reflect this.

And to:
Appointment of a Board and CEO by 2011

As outlined in our Strategic plan it was the unanimous consensus of regions, clubs and individuals involved in that process that we move to a Board governance structure for the sport of Waka Ama

This will:

Provide consistent leadership, vision and strategic thinking

Separate Governance and Management

Provide more accountability to our membership of regions, clubs and paddlers

Accountability, transparency and fairness

Ensure succession planning and opportunity for innovation

The Board is externally focused and offers Strategic direction

How will this structure provide more accountability?

The separation of governance and management provides layers of accountability

The Board is accountable to its Members the regions their clubs and paddlers who have 100% of vote at the AGM

The Board appoints the Management

Management is accountable to the Board

Management report directly to the Board

Management meets with regions twice per year

This process of accountability offers consistency to the sport.

How the Board is elected:

The board shall consist of 7 members

4 members will be nominated and elected by Clubs

Nominations will be taken from clubs for 4 board positions (information regarding the expertise and skills required of a Board member will be provided to clubs when nominations are called)

Once nominations are received selection panels will shortlist the Nominees down to a maximum 12. (The Selection panel in the first year will be made up of the Existing NKOA Council and a person with Governance expertise)

Once shortlisted the 12 Nominations will be circulated so that every club has the opportunity to Vote.

Each club will vote on the 4 individuals it would like to see as board members and will best represent our sport moving forward.

Club Proportional voting:

Each clubs vote in the board election will equal the total number of individual paddlers that club has on the NKOA database at the end of the financial year.

This ensures that the grass roots of the sport and our reason for existence has a say. The Board and Management are accountable to the members.

The 3 appointed board members will be appointed by an independent panel.

The Independent panel will consist of: 2 elected members (from the 4 elected members), 1 independent panel chair who has relevant governance experience, 1 Independent person (approved by the other 3 panel members)

Applications will be publicly called for the board appointments. These will be advertised along with a position description that will outline the skills required and scope of the position.

Once applications have been received, the independent selection panel will select the 3 individuals most qualified to meet the outcomes of the board and enhance the sport of Waka Ama.

The Chair of the Board shall be voted by the board members.

Job description outline for Board members will follow.

A Skill matrix will be put together to outline the desired skills of the board as a collective. To ensure the board covers a wide range of skills relevant to Waka Ama and sports governance.

Note: In the first year the full board will need to be elected/appointed.

Every 2 years after that, at least 2 members of the board will drop off (1 elected & 1 independent) – and be elected or appointed following the same processes as outlined previously.

Every 2 years the Chair must also be re-elected by members of the board.

If a Board member resigns or vacates their seat on the board their position must be re-elected or re-appointed by the same process.

The Board's Role:

The Board shall make decisions based on the whole of the sport and all its members. The Board must look after the best interests of Waka Ama (present and future) not any one region or club, this is their first duty as a member of the Board.

The Board will be responsible for making decisions of a strategic or policy nature, and will do so on behalf of the Waka Ama community.

Of the 7 Board positions 4 would come from the membership of Waka Ama.

The Regions

Regions are affiliated to NKOA. The regions their clubs and paddlers are the members of the Organisation. Under this new structure they will account for **100%** of the votes at the AGM (currently they only account for 60% of the vote). In this way the Board is accountable to the members for the organisation.

Clubs and Paddlers

Clubs must be affiliated to their region in order to be a recognised member of NKOA. Each affiliated club receives 1 vote worth the number of numbers that clubs has on their NKOA Database at the end of the financial year.

How do regions raise issues for the board to consider?

The GM will meet with each region at least twice per year where they may raise concerns or issues that may be raised at board level. Regions may contact the GM at any time with concerns, the GM is the main point of contact for the regions. Regions can make contact with the board via the board chair (in exceptional circumstances). The GM may choose to initiate meetings with the regions where opportunities may arise for the sport in that region.

AGM

The AGM shall continue to take place on a Marae, the AGM should move around the country on a rotational basis to ensure fairness. Every year at the AGM Clubs will vote on, constitutional changes, and remits as raised by regions, Clubs or the Board, as per the constitution outlines.

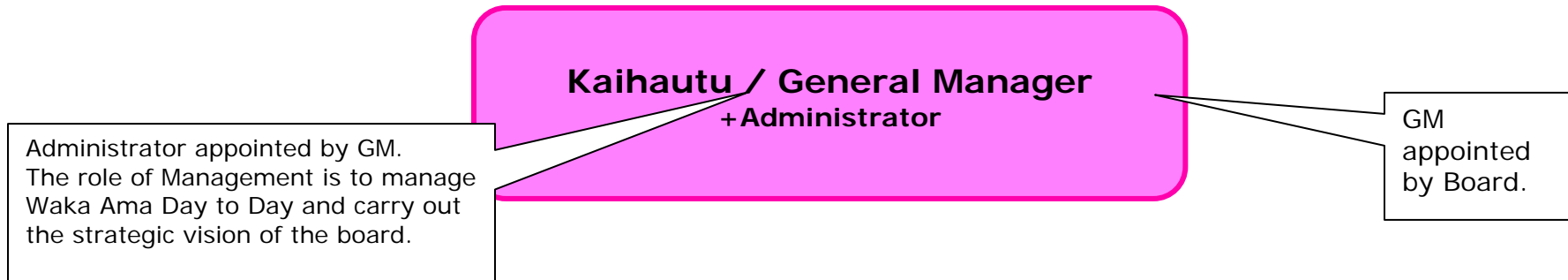
The Board does not vote at the AGM. (However the chair of the board will provide the casting vote should there be tied outcome) The Actual voting for the AGM may take place electronically to enable clubs to vote without having to travel to a meeting if this is not possible.

There will be provision within the constitution for clubs to call a special general meeting should they feel they have just cause or evidence that doubts the Boards' ability to govern.

Board Meetings

The Board will meet at least 4 times per year (Maximum of 6). The Board has the ability to meet virtually when necessary.

MANAGEMENT



Through separation of governance and management, the role of the GM is to carry out the strategic vision of the board and achieve the outcomes of the strategic plan while at the same time managing the day to day business of the sport of Waka Ama

Our sport has become a business and whilst we have come as far as we have in 22 years with thousands of hours of volunteer time and passion, this is no longer sustainable in achieving our goals. The demands and expectations from regions, clubs, paddlers and external stakeholders exceeded what is humanly possible in volunteer hours some years ago. We have relied on the goodwill of these volunteers and must realistically now adopt a structure that can sustain the growth of our sport for future generations.

That said, it is important to recognise that volunteers are a crucial element to our sport, with well over 1000 volunteers involved at every level of the sports delivery. Part of the role of the General Manger and the Board is to ensure there is a robust Volunteer recruitment, retention and recognition strategy work within the new governance model and support the growth of the sport.

Management is internally focused and task orientated.

Once the 7 Board members have been elected/appointed, the GM will be appointed. The role will be advertised, a section panel will be established to ensure a transparent appointment.

General Role:

- Day to Day business of Waka Ama
- Communication with Paddlers, Clubs and regions
- Execution of strategic plan
- Generation of sponsorship & external income streams
- Pursuing opportunities that benefit the Waka Ama community
- Management of Volunteer strategy
- Event Management – or delegation of
- Assistance to regions

- Financial Management
- Present financial reports and board papers to the Board
- Stakeholder reporting
- Relationship retention, development and opportunity
- And (to be added as Job description is developed)
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The GM will meet with each region twice per year to discuss issues and concerns that may need to be raised at Board level or to work on specific regional projects

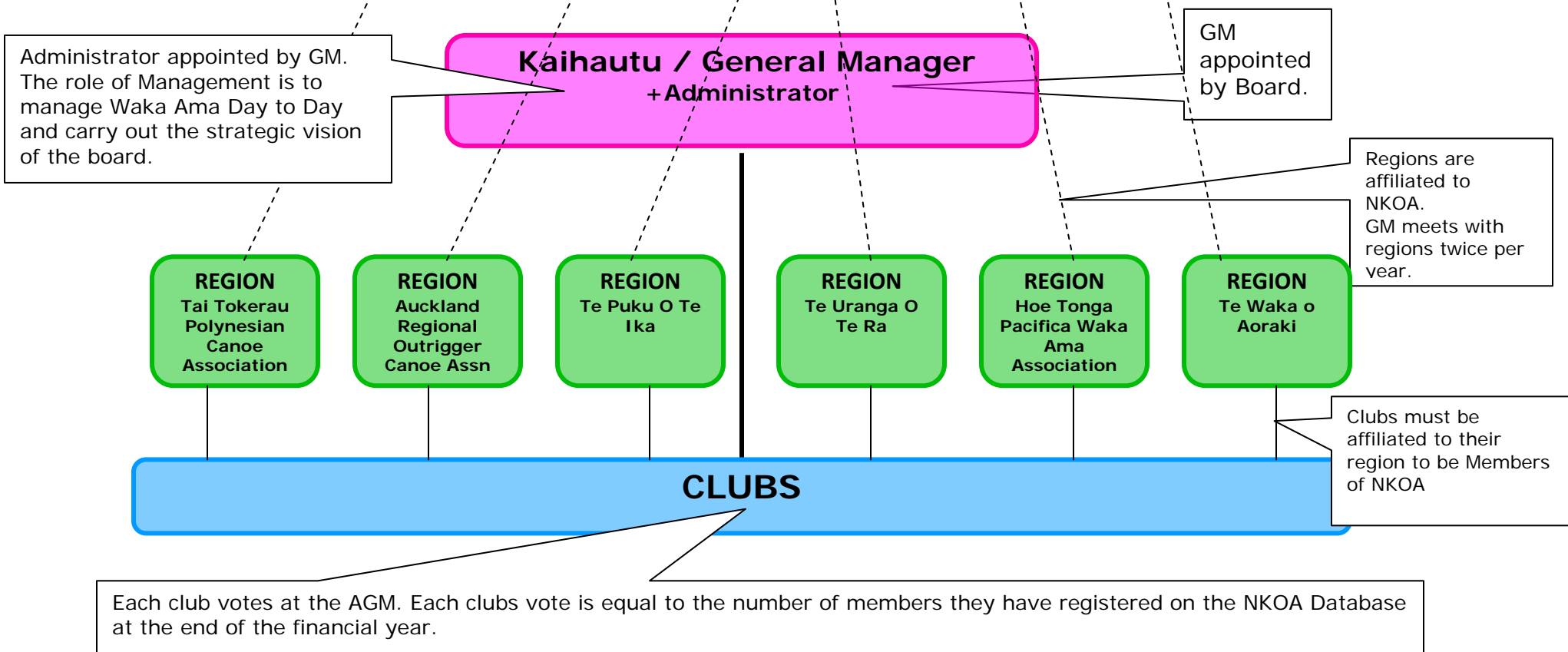
The GM will attend all board meetings.

ADMINISTRATOR – (25 Hours per week approximately)

The role of the administrator is to support the role of the GM in carrying out their daily tasks eg. Communication, Website updates, general admin, funding applications etc...

The GM will be involved in the appointment of the administrator.

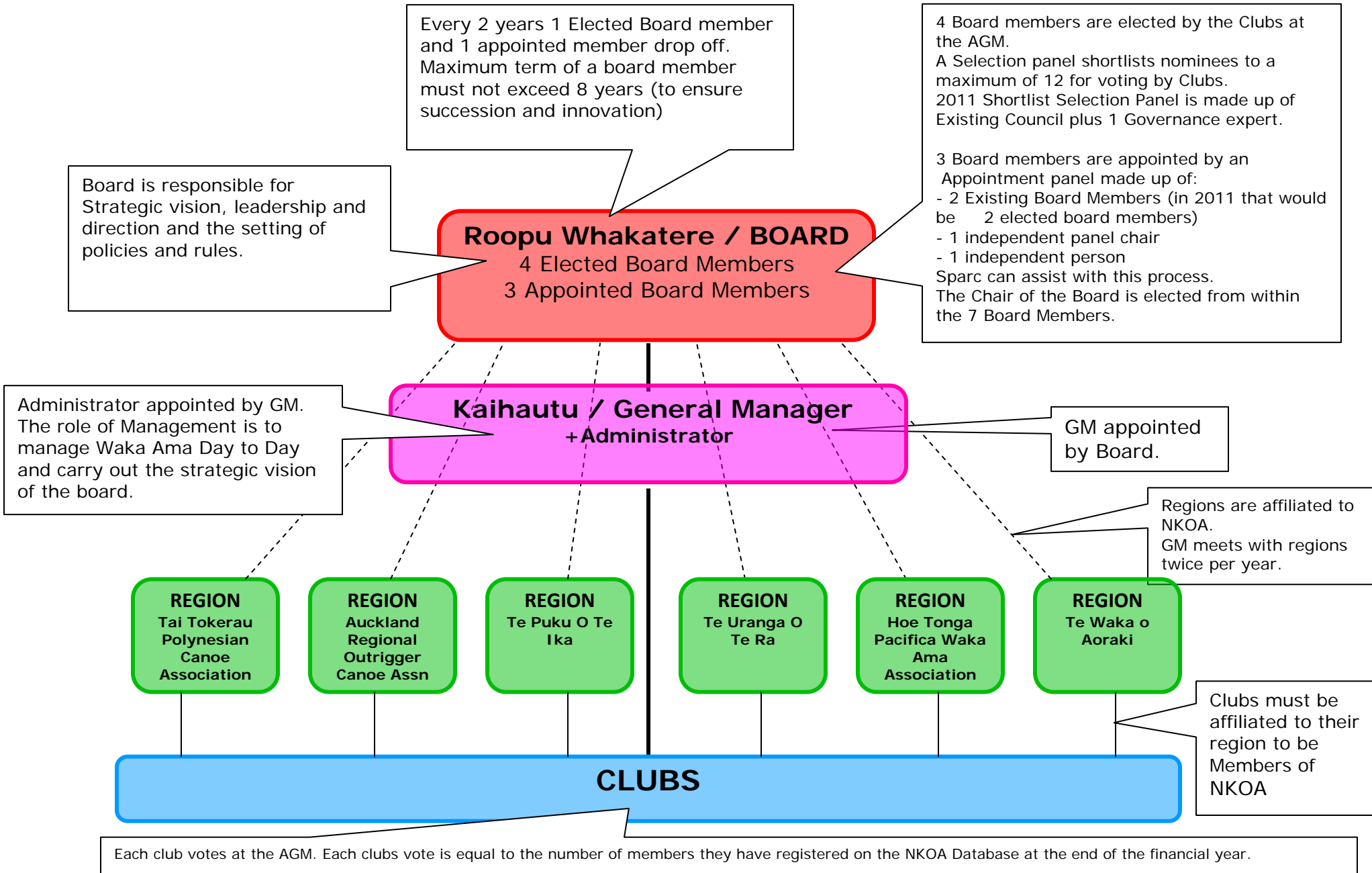
REGIONS & CLUBS



In this Structure:

- Paddlers are members of Clubs
- Clubs are direct members of NKOA
- Clubs must be affiliated to their region
- Regions are affiliated to NKOA
- NKOA is accountable to everyone.

The total picture:



The Process from here:

Note: We are consulting legal advice and as such the following timeline of events may change dependent on advice outcomes.

- Draft document distributed to regions via regional reps and the website
- Draft constitution prepared by Lawyer, to reflect governance structure
- Legal consultation ongoing
- President & Council members to meet with Regions to discuss governance changes and receive feedback.
- Consultation with regions as necessary regarding any questions. (All questions and answers to be circulated to all regions so all are receiving the same information).
- July NKOA meeting - Vote on governance changes and confirm date for AGM
- July – Review draft constitution
- Vote on constitutional changes
- Board selection panel established
- Nominations called for Board elections
- Transitional Board in place until the AGM
- Further legal consultation as required. (ongoing)
- Nominations called for Board appointments
- Election of Board Members process (4) confirmed at AGM
- Appointment of Board positions (3)
- New Board to attend in-house Governance workshop – Presidents of each region to attend also – so whole of sport have a clear understanding of governance.
- GM role advertised and appointed

The Board of Directors should demonstrate the following competencies:

LEADERSHIP

Directors must be able to demonstrate leadership skills, both in directing the organisation and to stakeholders.

RESPECT FOR THE TIKANGA OF WAKA AMA

Directors must have a respect for the Tikanga of the sport of Waka Ama and the values associated with the sport. And an inclusive approach to all those involved in the sport

STRATEGIC THINKING

Directors must have the ability to think strategically and consider the wider perspective of issues. They must be able to distinguish between governance and operational matters.

COMMITMENT TO EXCELLENCE

Directors must have a commitment to excellence, both personally and for the organisation as a whole.

COMMITMENT AND ADDING VALUE

Directors must be interested in sport in general and Waka Ama In particular and be able to commit the time and effort required to carry out their role as a board member effectively. The board should strive to add value to the organisation in terms of strategic direction and through its decision-making process.

DECISION MAKING

Directors must have the ability to consider and make decisions which benefit the organisation. They must demonstrate good judgment common sense and independence of thought, allowing for a wide perspective on issues.

HONESTY AND INTEGRITY

Directors must be able to demonstrate honesty and integrity at all times. This includes being non-negotiable in their personal values.

INTERPERSONAL AND COMMUNICATION SKILLS

Directors must have good interpersonal skills, including the ability to interact and communicate with people from a wide variety of backgrounds.

ORGANISATIONAL AWARENESS

Directors must have knowledge of the organisation, its structure and the issues which are important to members as a whole.

FINANCIAL UNDERSTANDING

Directors must understand financial matters and their implications for the organisation.

EXPERIENCE

Directors will desirably have had experience with a sport and be familiar with the organisation and operation of Waka Ama.

Board member responsibilities

Principle: *Board members have both collective and individual responsibilities.*

Board members are fiduciaries who share common legal and moral responsibilities.

Fiduciary responsibility of directors refers to the responsibility of *trusteeship* placed upon directors, reminding them they are on the board to act in the best interest of others, i.e. they hold a position of trust. Fiduciary responsibility requires that:

- the standard of care is that which an 'ordinary' person might expect to take on their own behalf;
- a director isn't required to exercise a greater skill than may reasonably be expected from a person with their knowledge and experience;
- a director isn't bound to give continuous attention to the affairs of an organisation – recognising the intermittent nature of board meetings and the director's duty to attend such meetings. At the same time it's commonly accepted that directors must take all positive steps to ensure they are properly informed about the organisation's business and that they can satisfy themselves

it is being run properly; and

- in the absence of grounds for suspicion, a director is justified in trusting and expecting other directors and officers to perform their duties diligently and honestly.

The broad concept of fiduciary responsibilities requires a director to:

- exercise a duty of care;
- act honestly;
- avoid using their positions for personal advantage;
- comply with all relevant legislative and constitutional requirements such as employment, trading, occupational health and safety;
- be aware of the scope and general content of such legislation and its relevance; and
- act in the best interests of the organisation as a whole.

Liabilities

As trustees exercising a stewardship responsibility on behalf of others (usually members of an incorporated society or beneficiaries of a charitable trust) the board is responsible for:

- the achievement of appropriate outcomes;
- the financial security of the organisation; and
- the expression of a moral and social responsibility.

Joint liability – all directors are equally liable for actions and decisions taken by the board. Non-attendance at a meeting at which a decision is made doesn't absolve a director from shared responsibility, accountability or liability.

Directors' indemnity – under certain circumstances, directors can be deemed liable for the organisation's financial failure or its failure to meet certain legal requirements.

A director's and officer's liability insurance policy protects the personal liability of board members, however it's only valid where the director/s concerned acted with honest intent. Personal liability insurance usually includes various exclusions to this end.