



## MINUTES OF THE 20TH ANNUAL GENERAL MEETING OF Cycling New Zealand

11:00am, 21<sup>st</sup> May 2023

Virtual – Microsoft Teams

### 1. WELCOME

### 2. ATTENDANCE AND APOLOGIES

#### Cycling New Zealand Board Members in attendance:

- Phil Holden (Chair)
- Jenny Gibbs
- Robyn Clements
- Michelle Henderson
- Malcolm Thomas
- Melanie Short

#### Member Organisation Presidents/Representatives in attendance:

- Erin Criglington (Cycling New Zealand Road, Track and Cyclo-cross President)
- Warren Boggiss (BMX New Zealand President)
- Ryan Hunt (MTB New Zealand President)
- Brynn Gilbertson (Cycling New Zealand Schools President)

#### Cycling New Zealand Staff in Attendance

- Simon Peterson (Chief Executive)
- Kereyn Smith (Transformation Director)
- Rachelle Stoddart (General Manager - Finance and Partnerships)
- Ryan Hollows (High Performance Director)
- Rochelle Fisher (Office Administrator)

## **Other**

- Greg Bouwer (MTB Otago)
- Andy Hilton (Cycling South Canterbury)
- Dion Earnest (BMX New Zealand Executive Officer)
- John Baddiley (new Board member)
- Tony Mitchell (President Oceania Cycling)
- Brian Thompson

## **AGM Attendance:**

- Total Attendance: 21
- A quorum as required by clause 25.13 of the Constitution was met.

The Chair introduced each of the Board Members and Member Organisation Presidents.

## **3. APOLOGIES**

- Cath Cheatley
- Larri Wallbridge

## **4. CONFIRMATION OF ELIGIBILITY TO VOTE AND PROXIES**

The Board noted that as per the Constitution, Clause 25.1 Eligibility to Vote: The following Members and persons are eligible to vote at a General Meeting in accordance with this Constitution:

- a. Member Organisations
- b. The Chairperson, but solely for the purposes of a casting vote (Rule 25.3)

25.2 Voting Entitlement – Member Organisations – Each Member Organisation shall be entitled to one (1) vote provided that the Member Organisation has complied with the requirements specified in the Constitution.

## **5. CONFIRMATION OF 2022 AGM MINUTES**

**Proposed Resolution:** The Chair sought a motion for the adoption of the 2022 AGM Minutes.

Brynn Gilbertson / Warren Boggiss **Carried**

## 6. CHAIRMAN'S WELCOME & REPORT

The Chair presented his report and reflected on the success of 2022, particularly the Commonwealth Games, with our highest medal tally ever and the positive public perception.

The Chair acknowledged the work and progress being done by the CISC and the Transformation Plan and thanked those involved with the Annual Report.

The Chair acknowledged HPSNZ for being a supportive and invaluable partner.

The Chair thanked Malcolm Thomas for his support and diligence during his 8 years on the CNZ Board.

The Chair thanked the Member Organisations for the solid relationship and acknowledged we are all wanting the best for our sport.

**Proposed Resolution:** It was moved that the Chair's Report be adopted.

Phil Holden / Brynn Gilbertson **Carried**

## 7. TRANSFORMATION ACTION PLAN 2024 UPDATE

Kereyn Smith provided a PowerPoint presentation update on the overview of tasks and progress to date.

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# Transformation Action Plan

- Approved Dec 2022, implementation commenced Jan 2023.
- Comprehensive impact: From the boardroom to the bike.
- Co-created plan: Input from internal and external stakeholders.
- Targeted strategies address the Inquiry issues, improve performance and focus on positive improvement.
- Culture change to openness, inclusivity, diversity, empowerment, wellbeing.
- High-performance environment shift to athlete-centric, ethical, and integrity.
- 36 projects across 13 focus areas aligned with Inquiry recommendations.
- Provides roadmap for meaningful CNZ improvements.



The Chair thanked Kereyn Smith and committed to embedding the changes beyond 2024 for both the sport and CNZ.

## 8. FINANCIAL STATEMENTS FOR YEAR ENDING DECEMBER 2022

Malcolm Thomas (Chair of ARC) presented an overview of the Statements of Financial Performance and Financial Position and key elements of the Cycling New Zealand financials.

**Proposed Resolution:** That the Annual financial statements for the period 1 January – 31 December 2022 be adopted.

Malcolm Thomas / Ryan Hunt **Carried**

## 9. APPOINTMENT OF INDEPENDENT AUDITOR

**Proposed Resolution:** That BDO be appointed as Cycling New Zealand Incorporated's auditors for 2023.

Phil Holden / Brynn Gilbertson **Carried**

## 10. ELECTION OF ELECTED BOARD MEMBERS

Mel Short provided an overview of the Board Appointment Panel (BAP) and advised the appointment process for the Appointed and Elected Board Member positions. There were three director vacancies, one Appointed and two Elected positions.

### Elected Positions

These have arisen through Malcolm Thomas completing his 2<sup>nd</sup> term of 4 years, and Cath Cheatley resigning in late 2022.

There was 1 valid nomination.

The Member Organisations (MTB NZ) put forward a nomination for John Baddiley, with John eligible for a four-year term.

**Proposed Resolution:** That John Baddiley be formally elected to the Cycling New Zealand Board.

Melanie Short / Ryan Hunt **Carried**

The Chair accepted the BAPs recommendation and confirmed the Elected Board Member nominee. The Chair thanked the Member Organisation Chairs for working together to ensure the right people are in these roles.

The 2<sup>nd</sup> vacancy remains open and will be considered a casual vacancy.

The Chair thanked Mel Short and the BAP for their work.

John Baddiley gave a brief overview of his background.

## 11. RATIFICATION OF APPOINTED BOARD MEMBERS

### Appointed Positions

Phil Holden as the sole nomination.

**Proposed Resolution:** That the appointment of Phil Holden to the Cycling New Zealand Board be ratified.

Melanie Short / Warren Boggiss All ratified – all agreed **Carried**

## 12. REMITS

The Chair provided a brief overview of the purpose of the Cycling New Zealand Board Remit: Constitutional: Co-option of Board members for a fixed term.

**Proposed Resolution:** To adopt the revised Constitution subject to the amendments provided by Cycling New Zealand in the remit.

Phil Holden / Erin Criglington – all agreed **Carried**

### B. Motions

	Rule reference	Existing wording	Proposed change	Rationale
1	Rule 18.3	<p><b>Composition of the Board:</b> The Board shall <u>comprise</u>:</p> <ul style="list-style-type: none"> <li>a. Four (4) persons appointed under Rule 20 (Appointed Board Members), and</li> <li>b. Four (4) persons elected under Rule 21 (Elected Board Members)</li> </ul>	<p>In Rule 18.3 add, <b>under b</b>, as noted below.</p> <p><i>And may also <u>comprise</u>:</i></p> <ul style="list-style-type: none"> <li>c. <i>Up to two (2) additional members at any time, known as a Co-opted Board Member.</i></li> </ul> <p><i>The Board may co-opt an additional person or persons to the Board for a specific purpose (and/or to bring a specific expertise in the Board) and for a specific period not exceeding two (2) years from the date of his/her appointment and expiring at the second AGM following his/her appointment.</i></p>	<p>The purpose is as explained above there is a need for the Constitution to enable and support Co-option of Board members for a specific skill or purpose for a finite period.</p> <p>Typically, a co-option process might occur following an annual competency review and skills analysis.</p> <p>The term is finite, and it cannot extend across more than one AGM. This means it is timebound and most likely to be around 12 months, or slightly more depending on the co-option process, <u>timing</u> and need.</p>
2.	Rule 18.6	<p><b>Term of Office:</b> Subject to Rule 18.8 (Casual Vacancy) and 18.9 (Removal of a Board Member), the term of office for all Board Members shall be four (4) years, commencing at the conclusion of the General Meeting at which their appointment is made, or effective</p>	<p>Add into the text, Rule 18.3c Co-opted Board members to <u>read</u>:</p> <p><i>Subject to <b>Rule 18.3.c. Co-opted Board member</b>, Rule 18.8 (Casual Vacancy) and 18.9 (Removal of a Board Member),</i></p>	<p>To ensure the Term of Office Rule includes the reference to the Co-option being a different term to the usual <u>4 year</u> term of office.</p>

		and expiring at the conclusion of the fourth AGM after their appointment.	<i>the term of office for all Board Members shall be four (4) years, commencing at the conclusion of the General Meeting at which their appointment is made, or effective and expiring at the conclusion of the fourth AGM after their appointment.</i>	
3.	Rule 18.13	<b>Powers of the Board</b> The full text of 18.13 outlines the powers of the Board a. – u.	Add to Rule 18.13.  <i>v. Co-opt Board Members, as per Rule 18.3c, for a specific purpose and <u>period of time</u>, not exceeding two (2) years.</i>	Note the Board powers need to reflect the ability to Co-opt as proposed.
4.	Interpretation see 35.1	<b>Interpretation</b> – the full text outlines terms used in the Constitution.	Add the list of terms used in the constitution, Under <b>Competitive</b> , and above <b>Cycling</b> in the list <u>add</u> ;  <i>Co-opted Board Member – a member of the Board Co-opted from time to time, for a specific purpose and <u>period of time</u>.</i>	To ensure the definition of Co-opted Board member is contained in the Constitution Interpretations

**C. Approval**

The CNZ Board propose the specific changes to the Constitution as outlined above be considered for approval at the AGM in 2023 for immediate implementation.

**13. GENERAL BUSINESS**

**Proposed Resolution:** That the audited financial statements for the period 1 January – 31 December 2021 be adopted.

Phil Holden / Brynn Gilbertson **Carried**

**14. CLOSING**

The Chair thanked everyone for their support and attendance.

Meeting closed at 11.32am