

New Zealand Football Governance Review

Consultation Paper

July 2014





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Foreword

FIFA is requiring all national associations around the world to modernise their rules to be more democratic and inclusive.

FIFA has asked us in New Zealand to be in the vanguard as one of the first countries to make these changes. The New Zealand Football Board, with the support of the seven regional Federations, has agreed to make changes to our rules at NZ Football's Annual General Meeting in September this year.

If we do this right, football in New Zealand will:

- move into the future with stronger connections with everyone who cares about the game;
- benefit from the insights and influence of a wider range of the people who participate in and contribute to the game; and
- be better able to meet the needs of everyone involved in the game.

This consultation document contains proposals from a working committee that has been researching the best way to align NZ Football's rules with FIFA statutes and governance best practice. Appendix 1 lists the members of the governance working committee. The NZ Football Board and the seven regional Federations have contributed to this consultation document.

Now it is your turn. Please let us know what you think.

We have a once-in-a-generation opportunity to strengthen our game and prepare it for the future. I hope everyone with a stake in the future of football in New Zealand will contribute their views and ideas.

Bill Moran

Chair, New Zealand Football

How to give your feedback

This consultation document is being discussed formally with all seven regional Federations, and with each of the stakeholder groups who would be affected by the changes.

We are also seeking feedback from the wider football community on the proposals shown in the table in the *Summary of the proposed changes* section.

We want to hear your feedback on any of the issues that you feel will affect you or the future wellbeing of football in New Zealand. Let us know what you think about any of the proposals, but we're especially keen to hear from you on these key issues that need to be decided:

- the split of voting rights among the stakeholders (Issue 1, pages 5-8);
- who represents the different stakeholders (Issue 1, pages 9-11);
- the number and term of Board members, and how they are selected (Issue 2, pages 12-14);
- who elects the chairperson (Issue 3, page 15); and
- how Board members are nominated (Issue 4, pages 16-17).

Please send your feedback to Andy Martin, CE of NZ Football at Andy.Martin@nzfootball.co.nz by 15 August 2014.

The timetable for change

- Regional Federations consult with members by 15 August 2014.
- NZ Football consults with stakeholders in new voting groups by 15 August 2014.
- NZ Football consults with FIFA, Oceania Football Confederation, and Sports NZ by 22 August 2014.
- NZ Football and regional Federations make final decisions on proposed changes by 29 August 2014.
- Decision document released to all stakeholders on 1 September 2014.
- Congress votes formally on the changes - September 2014.
- A Special Congress held in January 2015 to elect new members under the new rules.
- Late 2015: consequential review of the seven regional Federations' rules complete.

Principles

It is proposed that the rule changes will be based on the following key principles:

- **Inclusivity:** All key football stakeholders have voting rights.
- **Fairness:** Voting rights are fair and balanced across key football stakeholders.
- **Democracy:** No football stakeholder holds a majority of votes.
- **Transparency:** The electoral process is open and transparent.
- **Accountability:** The Congress determines who is on the Board.
- **Best practice:** The changes support high-quality decision-making.

There are inevitably some tensions or tradeoffs to be made among the different principles. For example, a commitment solely to democracy may mean the most popular rather than the most capable directors are selected for the Board.

Summary of the proposed changes

This table shows the proposed rule changes to meet the key principles and objectives.

Proposed Rules Changes
Adopt FIFA's terminology
Enlarge Board from seven members to ten members
Congress to be composed of three voting groups: <ul style="list-style-type: none"> ▪ regional Federations ▪ professional and elite ▪ other stakeholders
Share voting rights as follows: <ul style="list-style-type: none"> ▪ regional Federations: 50% ▪ professional and elite: 25% ▪ other stakeholders: 25%
Voting rights shared broadly equally among stakeholders within each voting group
Reweight mix of elected Board members v. appointed and co-opted Board members: <ul style="list-style-type: none"> ▪ Move to ten members elected directly with three of these elected via the search panel (currently three elected, four appointed and two co-opted members) ▪ No members to be co-opted to the Board
Move to four-year terms, with limits of two terms for Board members and one term as chairperson
At least two candidates to be nominated per Board position
Chairperson and Deputy Chairperson to be elected by Congress

Terminology

The FIFA statutes adopt terminology that differs from standard New Zealand practice in some respects.

The FIFA terminology and the New Zealand equivalent phrases are provided below:

FIFA term	New Zealand equivalent
statutes	rules
executive committee	board
president	chairperson
regional association	regional federation
general secretary	chief executive officer

It is proposed that NZ Football's new rules adopt FIFA's standard terminology. For the purposes of this consultation document we continue to use NZ Football's current terminology.

Benchmark comparators

To assist the review the working committee examined the governance arrangements in a number of other leading organisations.

The organisations the working committee examined are:

NZ sporting organisations	FIFA member football organisations	NZ co-operatives	NZ listed companies	NZ state-owned enterprises
<ul style="list-style-type: none">▪ New Zealand Cricket▪ New Zealand Rugby Union	<ul style="list-style-type: none">▪ Football Federation Australia▪ The Football Association (England)▪ US Soccer Federation	<ul style="list-style-type: none">▪ Fonterra▪ The Co-operative Bank	<ul style="list-style-type: none">▪ Telecom NZ▪ Contact Energy	<ul style="list-style-type: none">▪ Landcorp▪ Meridian Energy

A summary of the relevant governance arrangements for each organisation is provided in Appendices 5 to 7 of this report.

Issue 1: Membership, attendance at Congress and allocation of voting rights

This section discusses a number of issues relating to membership of NZ Football, rights to attend Congress and the allocation of rights to vote for members of the Board.

The current situation

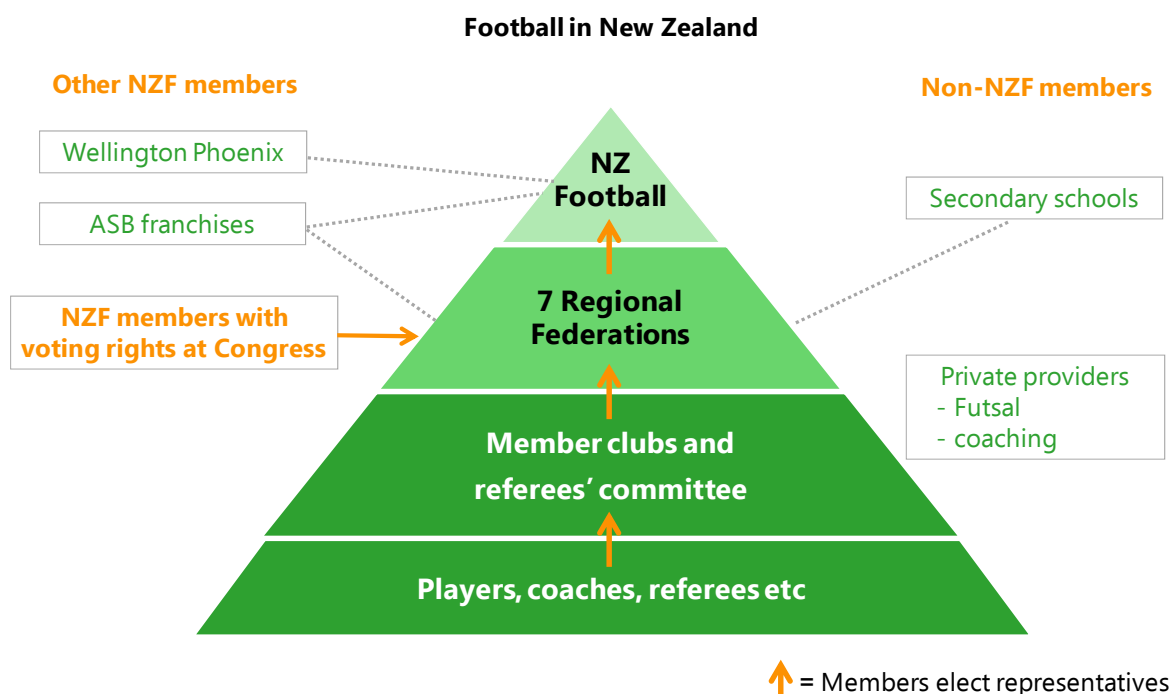
The current members of NZ Football are the seven regional Federations; special category clubs (eg, The Phoenix); the officers and all paid employees of NZ Football; the members of the Board, judicial bodies and women’s steering committee of NZ Football; honorary and life members of NZ Football; and all members, registered players, coaches, referees and officials of regional Federations and registered clubs.

All members have the right to attend Congress. Only the officers, Board members, regional representatives and regional delegates have the right to speak at Congress.

The rights to vote at Congress to elect the Board are currently held exclusively by the seven regional Federations. Each Federation has one vote.

A simplified illustration of the current situation is provided in the following diagram.

Figure 1 - The current structure



The proposed situation

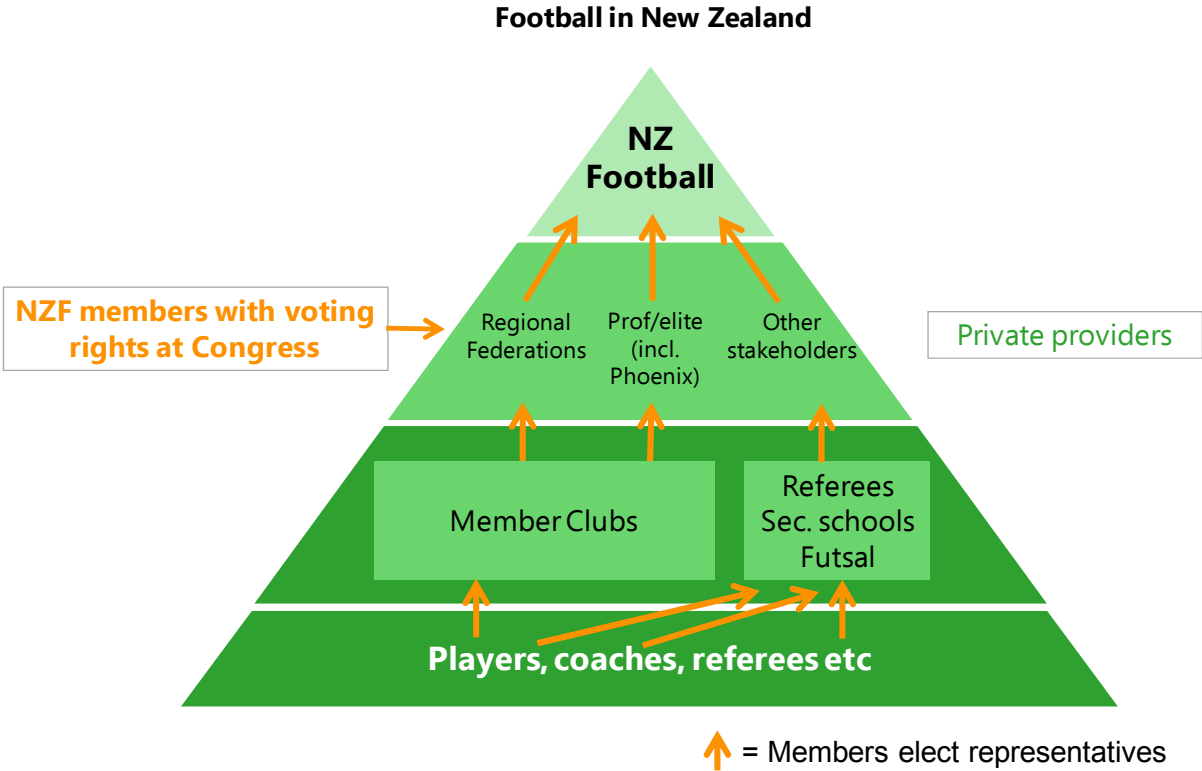
In order to align with FIFA statutes it is proposed that:

- membership of NZ Football comprises the regional Federations, elite clubs, player groups, referee group, coach group and other members as may be proposed by NZ Football from time to time;
- all Board members to be elected by Congress (no appointed or co-opted Board members);
- all members be entitled to attend and speak at Congress;
- voting rights in NZ Football be shared among three groups - the regional Federations; the professional/elite game; and other stakeholders; and
- no one group has control.

Choosing all Board members by democratic election, and opening up voting rights to groups beyond the regional Federations is likely to bring greater involvement in and ownership of the game by the broad range of stakeholders in football in New Zealand.

A simplified illustration of the proposed new structure is provided in the following diagram.

Figure 2 - The proposed structure



Issues for consideration

The sections below consider a number of issues that arise in relation to the allocation of voting rights.

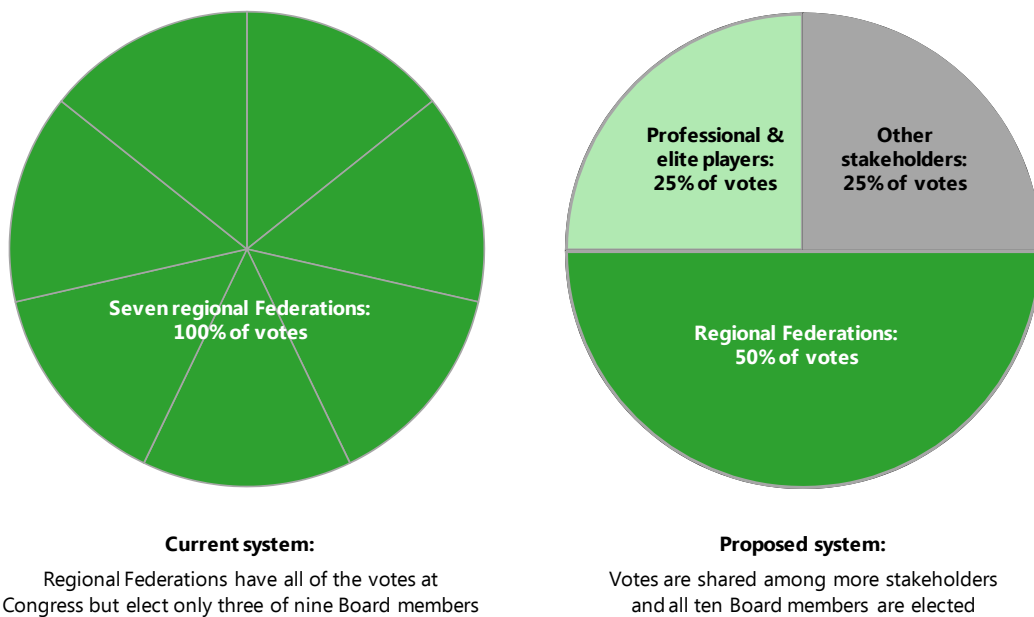
a Voting shares among the three groups

The table below compares possible options for allocating voting rights among the three groups.

	Regional Federations	Professional & elite	Other stakeholders	Comments	Working committee proposal
Equal rights	33%	33%	33%	FIFA is proposing that no one group has control of NZF	
Differentiated rights	50%	25%	25%	A holding higher than 40% may make it too easy for one group to exercise control	✓

The proposed allocation of voting rights highlights a tension inherent in FIFA's principles in the New Zealand context. Where the amateur game has close to 100,000 players while the professional and elite game has less than 1,000 players.

Figure 3 - Proposal improves voting balance at Congress



Affiliated players would remain members of NZ Football without voting rights, with the voting rights held by players' representative organisations.

b Voting shares among the regional Federations

Options for splitting the total votes of the regional Federations among the seven individual regional Federations include for the votes to be split:

- equally; or
- based on the number of registered senior players; or
- based on the total number of registered players (seniors, youths and juniors).

The table below presents the implications of the above three options (assuming the regional Federations hold 100 votes altogether):

	NFF	AFF	WaiBoP	Central	Capital	Mainland	Southern	Working committee proposal
Option A - Equal votes								
% of regional Federation votes	14.3	14.3	14.3	14.3	14.3	14.3	14.3	✓ Assumes regional Federations have 50% of total votes
% of total votes	7.15	7.15	7.15	7.15	7.15	7.15	7.15	
Option B - Votes based on number of senior players								
% of regional Federation votes	13.3	17.5	7.9	14.1	18.4	20.0	8.8	Assumes regional Federations have 50% of total votes
% of total votes	6.65	8.75	3.95	7.05	9.2	10.0	4.4	
Option C - Votes based on total number of players								
% of regional Federation votes	16.4	22.8	10.1	9.5	14.9	18.0	8.3	Assumes regional Federations have 50% of total votes
% of total votes	8.2	11.4	5.05	4.75	7.45	9.0	4.15	

c Voting shares within the professional/elite group

A key consideration is the need to be flexible and be able to accommodate change, both foreseen and unforeseen.

The proposed professional/elite groups are:

- A-League club(s);
- ASB men’s and women’s clubs;
- ASB youth and Futsal clubs; and
- the NZ Professional Footballers’ Association.

A list of the current participants in the A League and the ASB leagues (ASB Premiership (men’s), ASB Women’s League and ASB Men’s Youth League) is provided in Appendix 4.

Potential voting shares for the professional/elite game include:

	A League	Designated NZ premier leagues	Professional Players’ Association	Comments	Working committee proposal
Option A					
% of professional/ elite votes	33%	33%	33%	Based on equal shares for the three groups	✓
% of total votes	8.3%	8.3%	8.3%	Assumes professional/ elite game has 25% of total votes	
Option B					
% of professional/ elite votes	30%	50%	20%	Reflecting the greater number of players in the premier leagues	
% of total votes	7.5%	12.5%	5%	Assumes professional/ elite game has 25% of total votes	

Changes in the number of clubs within each league would be accommodated by requiring that the franchises/clubs within each league hold equal shares of that league’s total votes.

d Voting shares among the “other stakeholders”

Potential stakeholders, the approximate number of people in the group, their potential representative body and other issues to consider are presented in the table below.

	Approx no in group	Current national body	Legal status	Comments
Referees	873	NZF Referees Committee	Committee of NZF	Referees are currently represented through the regional Federations
Secondary schools	11,260 players ¹	NZ Secondary Schools Sport Council ²	To be established	Secondary school players/leagues currently have no voting rights. Some secondary schools leagues are administered by the regional Federations
Coaches	Data n/a	To be established	To be established	To get voting rights once a designated representative group is up and running
Women ³	4,726	NZF Women’s Steering Committee	Committee of NZF	Represented currently through the regional Federations
Futsal ⁴	9,300	To be established	To be established	To get voting rights once a designated representative group is up and running
The wider football community	Hundreds of thousands	To be established	To be established	To get voting rights once a designated representative group is up and running

Notes:

1. Secondary school-managed competition players only.
2. The New Zealand Secondary Schools Sport Council is the national sports service organisation established by schools to co-ordinate, promote and protect secondary school sport for all students. See <http://www.nzsssc.org.nz/>.
3. Women are an important and growing part of football in New Zealand. We have assumed that they are represented through regional Federations, and do not need a standalone voting group. We would like feedback on that assumption.
4. ASB National Futsal League teams are affiliated to the seven regional Federations and Futsal is administered by the regional Federations.

Potential voting shares for the other stakeholders include:

	Referees	Secondary Schools	Futsal	Coaches	Comment	Working committee proposal
Option A						
% of "other" votes	25%	25%	25%	25%	Equal shares once Futsal and coaches have a mandated national body	✓
% of total votes	6.25%	6.25%	6.25%	6.25%	Assumes "other stakeholders" have 25% of the total votes	
Option B						
% of "other" votes	10%	60%	20%	10%	Reflecting the greater number of players in secondary schools	
% of total votes	2.5%	15%	5%	2.5%	Assumes "other stakeholders" have 25% of total votes	

It is assumed that female and male football players are represented through the regional Federations through their clubs, and that referee associations will no longer have voting rights in the regional Federations. (See also Issue 6 below, on proposed committee structure.)

Voting rights for Futsal and coaches shall be recognised once each group has a mandated national body in place. In the interim, their voting rights are assumed to be distributed pro-rata amongst all other groups, subject to a cap on the voting rights held by any one non-Federation entity of 10% of the total voting rights.

Provision would be made in the new rules for a voting group to represent the New Zealand football community (eg, fan groups) once a mandated body is in place.



Issue 2: Selection of the Board

This section discusses issues relating to the selection of the Board, including the number of Board members; the mix of elected and appointed Board members; and the term and possible role of term limits for Board members.

Issues to consider

a The number of Board members

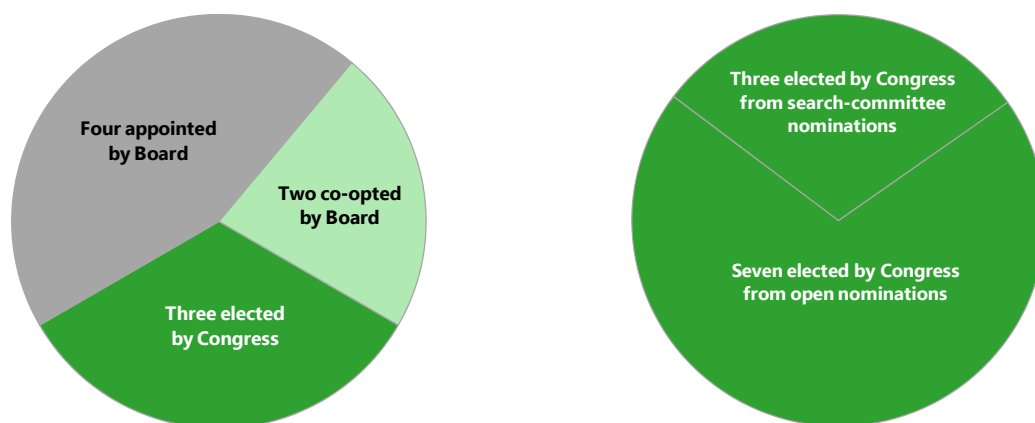
The current situation: 7 Board members (three elected and four appointed), plus two additional co-opted Board members; no limit to the number who can be co-opted.

The proposed situation: 10 Board members, all elected. No ability to co-opt.

The following table provides an assessment of the options:

	Pros	Cons	Working committee proposal
7 Board members	A smaller group is likely to be more cohesive and easier to co-ordinate In line with most of the comparator organisations	May be less diverse views and skills on the Board May be difficult getting a quorum on occasion	
10 Board members	Permits a more diverse group of Board members Enables a broader range of skills and experience among Board members	May be more difficult to manage A larger group than for most of the comparator organisations	✓

Figure 4 - Proposal improves democracy of board elections



Current system:

Three of nine board members (33%) elected by Congress

Proposed system:

Ten of ten board members (100%) elected by Congress

The rules of most of the comparator organisations allow up to seven to nine directors. The exceptions are Telecom (up to 12), Fonterra (up to 13), US Soccer (14) and the English FA (up to 14).

FIFA's model statutes do not prescribe the number of Board members.

b The mix of elected and appointed Board members

The current situation: 3 elected Board members; 4 appointed Board members; additional Board members (currently two) co-opted by Board as necessary.

The proposed situation: 10 Board members directly elected by Congress with three Board members elected by Congress via the search panel; no co-opted Board members.

The following table provides an assessment of the above options:

	Pros	Cons	Working committee proposal
Majority of Board members appointed	<p>May permit a better mix of skills and experience on the Board</p> <p>Arguably suits NZ where corruption and government interference in football is not a major issue</p>	<p>Having a majority appointed is out of line with the benchmark comparators (see Appendices 3 to 5)</p> <p>May be seen as undemocratic</p>	
Majority of Board members elected	<p>More democratic</p> <p>Almost all the other organisations examined have a majority of Board members elected</p>	<p>May get those who are most popular rather than those who are most able on the Board</p>	✓

Almost all the eleven comparator organisations have a majority of Board members elected and a minority of Board members who are either independent or appointed. The only exception is government-owned Landcorp, where all the Board members are selected by the shareholding Ministers. NZX listing rules require at least two independent Board members on the Board of publicly listed companies.

Having some Board members elected via the search panel is desirable to round out the skill base resulting from elections. The role of the search panel and nominations panels is discussed under Issue 4 below.

c The terms of the Board members


The current situation: the terms for Board members and the chairperson are four years, with the terms able to be renewed indefinitely.

The proposed situation: the FIFA statutes do not prescribe the term of the Board members but suggests four years for the chairperson,¹ with the chairperson able to be re-elected indefinitely (Article 39).

It is proposed that the terms for the Board members and the chairperson could be:

- three or four years; with
- term limits of two terms for Board members, and one term as chairperson.

The following table summarises the advantages and disadvantages of having term limits:

	Pros	Cons	Working committee proposal
Term limits	Reduces risk of power being concentrated in the hands of a small group of people Allows for a better match of needs and skills over time	May lose good Board members or chairperson Harder to maintain institutional knowledge	 Four-year term limits
No term limits	Good Board members can stay indefinitely	Risks power being concentrated in a small group or person	

¹ As noted above, the FIFA statutes refer to the chairperson of the Board as the president.

Issue 3: Selection of the chairperson

This section discusses issues relating to the selection of the chairperson of the Board.

The current situation is the chairperson is elected by the Board. This is inconsistent with FIFA statutes.

The table below provides an assessment of the above two options:

	Pros	Cons	Working committee proposal
Chairperson elected by the Board	<p>Is standard corporate practice</p> <p>Is standard practice for other leading national sporting bodies in NZ (eg, NZRFU, Cricket NZ - see App 3)</p> <p>Is more likely that the chairperson will have the confidence of the Board</p> <p>Encourages the Board to act as a team</p>	<p>May seem undemocratic</p>	
Chairperson elected by Congress	<p>May seem more democratic</p> <p>In line with Soccer US</p>	<p>What happens if Board loses confidence in the chairperson?</p> <p>May get most popular chairperson, not necessarily the most able</p>	<p>✓</p> <p>This is consistent with FIFA statutes and guidance but not NZ standard best practice (see Appendices 5 to 7)</p>

The chairperson of all the comparator organisations is chosen by the Board, with the exceptions of the SOEs and US Soccer, where the chairperson is selected directly by the shareholders (see Appendices 5 to 7).

Board members and the chairperson would be able to be removed from office on a 50% vote of voters at Congress.



Issue 4: The nominations and search panels

This section outlines a proposal for selecting candidates for the Board to be elected by Congress.

a The nominations panel

Nomination panels are used by the NZRFU and NZ Cricket to assist in the election process. The role of the panel is to consider nominations to the Board and propose a shortlist of nominees for seven Board members to be elected by the Congress. As per FIFA all statutes (Article 33), all candidates for the Board, including the chairperson, would be nominated by a member.

It is assumed that there would be multiple nominations for each vacancy, so that voters have a real choice. The working assumption of the nominations panel should be that the nominee is eligible to go through to election unless there is a good reason otherwise.

The nomination panel would be elected by the Congress in September 2014, and would finalise its nominations before new Board members are elected by the Special Congress in January 2015.

It is proposed that the nomination panel would comprise:

- the NZ Football honorary president;²
- a representative of regional Federations; and
- a representative of the other voting groups.

The criteria to be used by the panel for selecting nominees could include:

- the skills required in a Board member - both hard and soft skills (eg, a constructive approach to debate); and
- a requirement to take into account gender and geographical diversity.

An alternative to the above approach would be to establish quotas for numbers of Board members based on such factors as gender and geography. The FIFA statutes do not require such quotas.³

² The current role of honorary president of NZ Football will continue. It is a different role from the Board chair, who under the new terminology will be known as "president".

³ The only requirement in the FIFA rules is that the Board members shall have already been active in football, must not have a criminal record and must have residency in the country of the member association (Article 33).

b The search panel

The role of the search panel would be to advertise and actively seek applications for the Board of NZ Football, and recommend two candidates for each three Board member positions that would be elected by Congress. Voting for the Board member positions that are elected via the search panel would be done at Congress as per the other Board member positions.

As with the nomination panel, the search panel would be elected by the Congress in September 2014, and would finalise its nominations before new Board members are elected by the Special Congress in January 2015.

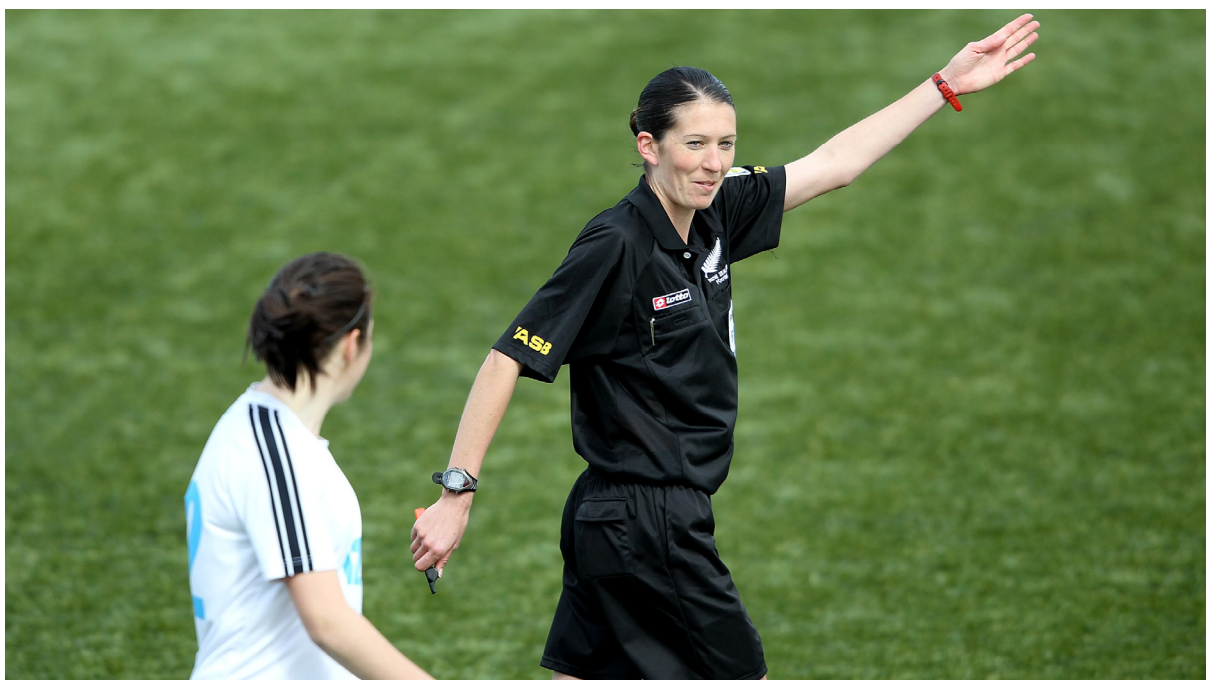
It is proposed that the search panel should comprise:

- the NZ Football honorary president;
- a NZ Football Board member; and
- a nominee from the Institute of Directors.

The representative of the Board of NZ Football would advise the panel on any gaps in the skills and experiences of the Board.

The current rules do not specify the criteria to be used by the panel for selecting Board members. Such criteria could include:

- the candidate's proven leadership and governance skills (both hard and soft skills) and experience;
- the extent to which the candidate's skills and experiences complement those of the existing Board; and
- a requirement to take into account gender and geographical diversity.



Issue 5: Implications for the Regional Federations' rules

The changes to the NZ Football rules will need to be reflected in the seven Federations' rules.

However, it is too early to say what changes will need to be made to the Federation's rules until the changes to NZ Football's rules are decided.

It is proposed that time be allowed for the new NZ Football rules to bed in before the regional Federations' rules are reviewed and changed. Such a review is scheduled for late 2015.



Issue 6: Other issues

This section discusses issues relating to committees and other bodies of the Board and the ability to change the rules.

a Board committees and other bodies

NZ Football's current rules establish or permit:

- two judicial bodies: the disciplinary committee and the appeals committee;
- a women's steering committee with an advisory role vis a vis the women's game; and
- such other committees as the Board decides.

FIFA's model statutes prescribe the establishment of:

- three judicial bodies: a disciplinary committee, ethics committee and appeal committee;
- a minimum of four and up to 16 standing committees, and such ad hoc committees as the executive committee (ie, the Board) decides (see Appendix 8); and
- a club licensing body and electoral committee.

The NZ Football working committee proposes that the new NZ Football rules provide for:

- three judicial bodies: a disciplinary committee, ethics committee and appeal committee as proposed by FIFA, each with independent chairs (ie, not Board members) and elected by Congress;
- an audit and compliance committee, whose chair would also be independent and elected by Congress;
- a referees' and women's committee; and
- such other committees as the NZ Football Board decides are necessary from time to time.

b The ability to change the rules

Currently the NZ Football rules can be changed by a resolution at an annual or special Congress supported by at least 75% of those who vote.

FIFA's model statutes recommend the support of at least 75% of those present at Congress be required for an amendment to the rules. At least 50% of those eligible to vote must be present at Congress for an amendment to be valid (Article 30).

Conclusions

The changes proposed to the rules provide a number of significant improvements to the current NZ Football rules:

- having a broader range of stakeholders with voting rights will result in the NZ Football Board being a more inclusive and representative body; and
- having all of the Board members elected is more democratic.

The proposed rules include a number of important safeguards to ensure best-practice governance including having:

- independent nominations and search panels; and
- term limits for Board members and the chairperson.

Key issues to be decided include:

- the split of voting rights among the stakeholders;
- who represents the different stakeholders;
- the number, term and selection of Board members;
- who elects the chairperson; and
- how Board members are nominated.

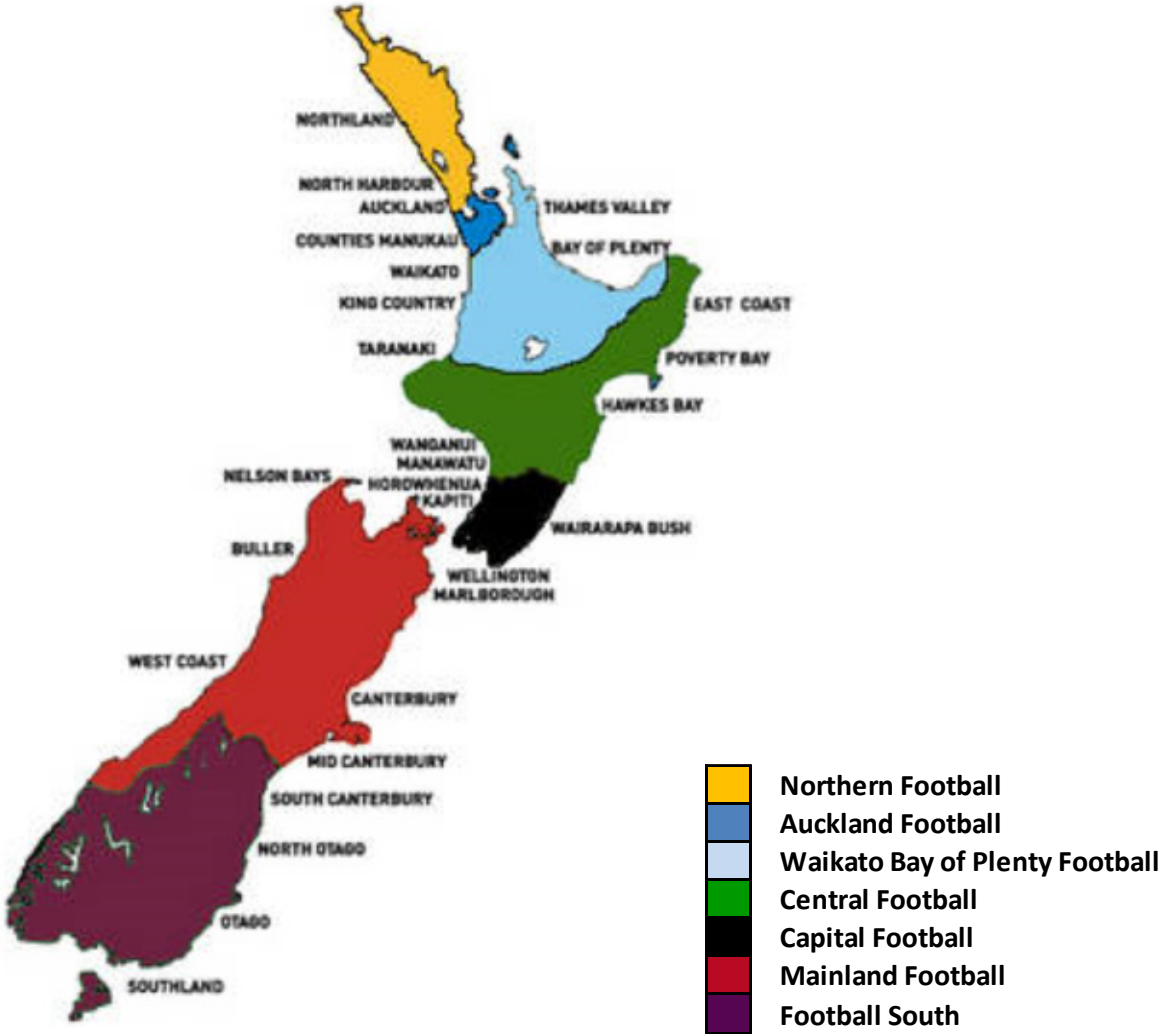


Appendix 1: Members of the NZ Football governance working committee

Nick Davidson	Honorary President, NZ Football
Bill Moran	Chair, New Zealand Football
Michael Anderson	NZ Football and Chair of Northern Football
Philip Barry	Leader of the working committee Deputy Chair, Capital Football
Patsi Davies	Chair, Waikato-Bay of Plenty Football
Rod Pelosi	Chair, Referees Committee
Stephen Williamson	Chair, Auckland Football

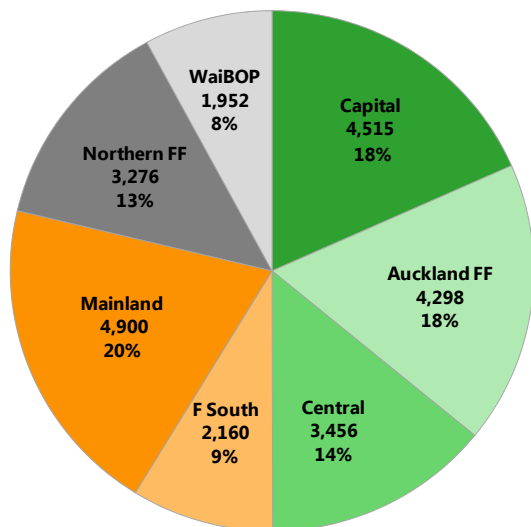


Appendix 2: New Zealand Football Regional Federations map

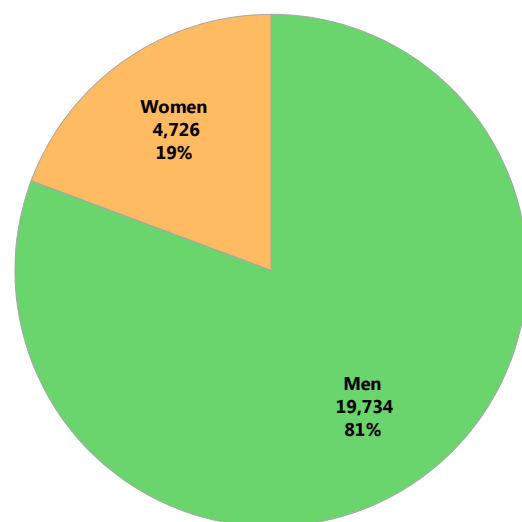


Appendix 3: Player numbers by Federation

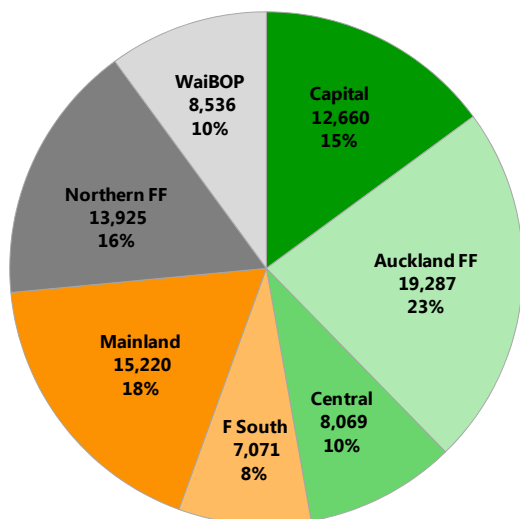
Affiliated senior players by Federation



Senior players by gender



Affiliated players (senior, youth and junior) by Federation



Appendix 4: Current A League and ASB League participants

Football Federation Australia League	Legal Entity	Comments
Wellington Phoenix FC	Welnix LP	Special Category Club member of NZ Football
ASB Premiership	Legal Entity	
Southern United	Southern United FC	Administered by Mainland Football Federation
Canterbury United	Canterbury United	
Team Wellington	Team Wellington	Administered by Central Football Federation
Hawkes Bay United	Hawkes Bay United	
WaiBOP United	WaiBOP United	Administered by WaiBOP Football Federation
Waitakere United	Waitakere United	
Auckland City	Auckland City	
Wanderers	New Zealand Football Incorporated	
ASB Women's League	Legal Entity	
Football South	Football South Federation	
Mainland Pride	Mainland Football Federation	
Capital Football	Capital Football Federation	
Central Football	Central Football Federation	
Waikato/BOP Football	WaiBOP Football Federation	
Northern Football	Northern Football Federation	
Auckland Football	Auckland Football Federation	
U17 selection	NZ Football Women's U17 team	
ASB Men's Youth League	Legal Entity	
Southern United	Southern United FC	Administered by Mainland Football Federation
Canterbury United	Canterbury United	
Team Wellington	Team Wellington	Administered by Central Football Federation
Hawkes Bay United	Hawkes Bay United	
WaiBOP United	WaiBOP United	Administered by WaiBOP Football Federation
Waitakere United	Waitakere United FC	
Auckland City	Auckland City FC	
Wanderers	NZ Football Men's U17/U20 team	
Nelson Marlborough Falcons	TSF Inc	
Auckland South	FC Auckland South Inc	
Heartland Wairarapa Youth	Heartland Wairarapa	
Youngheart Manawatu	Youngheart Manawatu	

Appendix 5: Governance arrangements in selected leading New Zealand sporting codes

NZ Football	NZ Rugby Union	NZ Cricket
Number of board members	Number of board members	Number of board members
7-member board of directors + extra members co-opted when extra skill sets are needed.	9-member board of directors	8-member board of directors
Elected and appointed members	Elected and appointed members	Elected and appointed members
3 members elected from 'the game' - nominated and elected by NZF's 7 member regional Federations at the annual congress.	6 zone representatives from 'the game' - 2 reps from 3 zones (North, Central, South). Elected by a vote of all 26 Unions (larger unions have more votes than smaller unions). 2 candidates are recommended for each vacancy (assuming two or more nominations).	8 directors elected by members of NZC (6 major & 22 district associations) from candidates recommended by the Appointments Panel. 1 candidate is recommended for each vacancy.
4 members selected by an independent 3-member board appointments panel chaired by the President of NZF, a representative from SportNZ, a representative chosen by NZF's 7 member regional Federations.	1 Māori representative nominated by any Union and elected by a vote of all 26 Unions.	Appointments Panel: consists of 5 members (1 from the board, 3 from major association chairpersons (1 from Auckland or Wellington / 1 from ND or CD / 1 from Canterbury or Otago), 1 from SportNZ.
	2 independent board members (independent of the Unions). Not nominated and must apply for position. Selected based on skills and competencies framework set by Appointments and Remuneration Committee and NZRU Chairman and CEO.	
Selection of chairperson	Selection of chairperson	Selection of chairperson
The board members shall elect a chairperson and deputy chairperson from among their members.	The appointment of the chairperson and the deputy chairperson of the board must be determined by the board. The decision to appoint the chairperson/deputy chairperson will be decided by secret ballot if demanded by a majority of the board and the successful candidate must receive a majority of the votes cast.	The chairperson shall be elected annually by the board immediately after the AGM.
Composition of board	Composition of board	Composition of board
The board appointments panel shall interview candidates, scrutinise their references and then, acting with professionalism and independence, appoint high calibre candidate(s).	In appointing independent board members and recommending candidates for election as Zone Reps, the Appointments and Remuneration Committee will have regard to the desirability of achieving an appropriate geographical spread on the board and have regard to gender, ethnicity of players, and the need to reflect the whole of the NZ rugby community generally.	Nominations for directors from Members and public advertising. The Appointments Panel will take into consideration: the skills and competencies, gender and cultural diversity, merits of having representation from both the North and South Island.

Appendix 6: Governance arrangements in FIFA member football bodies in other selected countries

Football Federation Australia Ltd	The Football Association (England)	U.S. Soccer Federation
<p>Football Federation Australia (FFA) is the governing body of football in Australia. FFA was established in 2004 and is a member-based organisation loosely based on Australia's federated system of government. FFA's membership is comprised of nine regional governing bodies.</p>	<p>The FA is the governing body of football in England. It acts as the regulator and promoter of English football, both at the professional and amateur level, and represents English football on the international stage. The FA is a private company limited by shares.</p>	<p>The United States Soccer Federation, Inc. (U.S. Soccer) is the governing body of soccer in the U.S. designed to promote soccer on both the competitive and recreational levels. The Board of Directors is the governing board of the Federation in accordance with the Amateur Sports Act of 1978. Consisting of elected members representing all facets of soccer in the United States, the Board administers the affairs of the Federation. The organisation is a non-profit, largely volunteer organisation.</p>
Number of board members	Number of board members	Number of board members
There must be not less than 5 directors and not more than 9 directors	The number of Directors shall be no more than 14	Currently 14 voting directors
Elected and appointed members	Elected and appointed members	Elected and appointed members
Not more than 6 directors are to be elected by the Members (elected directors). Not more than 3 directors are to be appointed (appointed directors) - if a managing director is appointed there must not be more than 2 appointed directors.	<p>The following shall be Directors of the Company:</p> <ol style="list-style-type: none"> the Chairman, when appointed by Council; up to five National Game Representatives as elected (by the National Game Representatives); up to five Professional Game Representatives as appointed (up to three shall be appointed by The FA Premier League and up to two shall be appointed by The Football League); the General Secretary (appointed from time to time by the Board); and up to two Independent Non-Executive Directors when appointed by Council. 	<p>The Board of Directors consists of the following Directors, with each Director having one vote except as otherwise provided:</p> <ol style="list-style-type: none"> the President; the Vice President; the Immediate Past President (non-voting); the Chairperson of the Adult Council and a delegate from the Adult Council elected; two from the Youth Council elected; two from the Professional Council elected; Athletes, which shall be at least 20 percent of the total number of voting Directors of the Board, rounded up to the next whole number (currently 3); three independent directors elected; one "at large" representative elected; and the Secretary General (non-voting).

Football Federation Australia Ltd	The Football Association (England)	U.S. Soccer Federation
<p>2 members or a member and a director (other than the managing director), may nominate a person to stand for election as a director. Another member or director (other than the managing director), must second the nomination.</p>	<p>A dual-board structure comprising the Board (the executive) and the Council (The Council of The Football Association). Executive board for the day-to-day management of the FA's business and a supervisory board which appoints and ratifies the decisions of the Board (the "Council"). The Council comprises 118 members, some of which are life / senior members and others which are representatives from the professional game, the semi-professional game, county associations and other football associations.</p>	<p>The officers of the Federation are the President and Vice President. An officer must be a citizen of the United States. The officers shall be elected at the annual general meeting. They shall be voted for separately by ballot (unless the ballot requirement is waived by consent) and must receive a majority vote.</p>
		<p>The National Council is the representative membership body of the Federation. The National Council elects the President and Vice President of the Federation.</p>
<p>Selection of chairperson</p>	<p>Selection of chairperson</p>	<p>Selection of chairperson</p>
<p>The elected directors may elect one of their number to the office of Chairman.</p>	<p>The Chairman and the Independent Non-Executive Directors shall be nominated by the Nominations Committee, endorsed by the Board and appointed by Council.</p>	<p>The President of the Federation shall serve as Chairperson of the Board.</p>

Appendix 7: Governance arrangements in selected other organisations in New Zealand

Co-operatives	
Fonterra Co-operative Group	The Co-operative Bank
Number of board members	Number of board members
Up to 13 members. Not more than 9 elected by Shareholders and not more than 4 appointed by the Board.	Not less than 6 nor more than 9 persons.
Elected and appointed members	Elected and appointed members
Election by Shareholders: Elected Directors must have a shareholding interest, they will have a supplier relationship with Fonterra and generally will not be classified as independent under best practice definitions. Appointment by Board: the Board may at any time appoint a person to be a Director for such period, and on such terms, as the Board thinks fit (must be approved by the Shareholders at the Annual Meeting). Appointed Directors generally meet the NZX criteria for independence and are expected by Fonterra to maintain independence for the length of their term.	Every year members can nominate candidates to stand for election as Directors. At the same time, the two longest serving Directors (since their last election) retire by rotation and can choose to stand for re-election.
The Appointed Directors are selected to ensure the Board has the appropriate skills and competencies to lead the organisation effectively. The perspectives and experience they bring to the Board complement the industry knowledge and other expertise provided by the Elected Directors.	The independent Electoral Authority (The Electoral Authority shall consist of three persons appointed as Authority Members of the Electoral Authority by the Board) considers nominations.
	A Director may be elected by the shareholders by a postal ballot. Only Transacting Members holding a Class A share present in person or by proxy shall be entitled to vote and each such Transacting Member shall be entitled to one vote.
Selection of chairperson	Selection of chairperson
The business and affairs of the Company shall be managed by, or under the direction or supervision of, the Board, provided that the chairperson of the Board shall be a Director elected in accordance with clause 12.2 (election by Shareholders). If the Directors have elected a Chairperson of the Board, and he or she is present at a meeting of Shareholders, he or she shall chair the meeting, unless or except to the extent that the Chairperson considers it not proper or desirable to act as Chairperson.	The Board shall elect one of their number as Chairperson of the Board, and, if they think fit, one of their number as Deputy Chairperson of the Board. The Board shall determine the period for which the Chairperson and the Deputy Chairperson (if appointed) are to hold office, and, unless otherwise determined, they shall be elected annually.

Listed Companies	
Telecom Corporation of New Zealand Ltd	Contact Energy Ltd
Number of board members	Number of board members
Between 5 and 12 members. There are currently 8 directors.	The minimum number of directors is 3. The maximum number of directors is 8. There are currently 7 directors.
Elected and appointed members	Elected and appointed members
The board of directors is elected by shareholders. The board may appoint directors to fill casual vacancies that occur or to add persons to the board up to the maximum number (currently 12). Recommendations for nominations of new directors are generally made by the Nominations and Corporate Governance Committee and considered by the board as a whole. If the board appoints a new director during the year, that person will stand for election by shareholders at the next annual meeting.	All directors are elected by all shareholders. The Board may appoint any person to be a director to fill a casual vacancy or as an addition to the existing directors, but subject to the maximum number of directors. The Nomination Committee identifies and nominates candidates to fill director vacancies for the approval of the Board. Recently appointed directors must stand for election at the next annual meeting.
Half of the Board are to be New Zealand citizens. The board is committed to having a majority of directors who are judged by the board to be independent of judgement and character and free of material relationships with Telecom and/or other entities and people who might influence, or could be perceived by others to influence, such judgement.	At least 2 Directors must be ordinarily resident in New Zealand. There must be at least 1/3 "independent directors", with a minimum of 2. The independence test is broadly that the director is not associated with a >5% shareholder or an executive.
Nominations and appointment of new Directors: external consultants are used to access a wide base of potential candidates and to review the suitability of candidates for appointment. When recommending a candidate to act as director, the Nominations and Corporate Governance Committee takes into account such factors as it deems appropriate, including the background experience, professional skills and personal qualities of the candidate, whether their skills and experience will augment the existing board and their availability to commit themselves to the role.	

State Owned Enterprises/Mixed Ownership Model companies	
Landcorp Farming Ltd	Meridian Energy Ltd
Number of board members	Number of board members
The number of directors shall be determined by the shareholders, and may be varied from time to time by the shareholders, but shall not be fewer than 2 nor more than 9.	The minimum number of directors is 3. The maximum number of directors is 9.
Elected and appointed members	Elected and appointed members
The Shareholders may at any time by written notice appoint or reappoint (a) any natural person as a director; and (b) any director as the Chairman or Deputy Chairman.	Elected by the shareholders. The Board may appoint a director to fill a casual vacancy or as an addition to the existing directors - a director appointed by the board may hold office only until the next annual meeting and is then eligible for election. The Governance and Nominations Committee makes recommendations to the Board regarding the appointment and reappointment of Directors.
The Treasury manages board appointment and reappointment processes on behalf of the shareholding Ministers.	The minimum number of independent directors is 2, or, if there are 8 or more directors, 3 or one-third (rounded down) of the total number of directors, whichever is the greater.
Selection of chairperson	Selection of chairperson
The Shareholders may at any time by written notice appoint or reappoint: (b) any director as the Chairperson or Deputy Chairperson.	The directors may elect one of their number, who must be a person approved for this purpose by the Minister of Finance as Chairperson of the Board and determine a period for which the Chairperson may hold office.
Other	Other
Landcorp Farming Ltd is a State-Owned Enterprise incorporated under the Companies Act 1993. Its shareholders are the Minister of Finance and the Minister of State-Owned Enterprises (50% each).	Meridian Energy Limited is a Mixed Ownership Model under the Public Finance Act, with the Crown owning around 51% of the company. Meridian is listed on the NZX and ASX and is subject to the listing rules of these two exchanges.

Appendix 8: FIFA's standing committees

FIFA's model statutes suggest the following standing committees:

- Finance Committee
- Audit and Compliance Committee
- Organising Committee for X competitions
- Technical and Development Committee
- Referee's Committee
- Legal Committee
- Women's Football Committee
- Youth Football Committee
- Futsal Committee
- Sports Medical Committee
- Players' Status Committee
- Committee for Fair Play and Social Responsibility
- Media Committee
- Football Committee
- Strategic Studies Committee
- Marketing and Television Committee
- ...[to be completed by the Association]

The Chairmen and Deputy Chairmen of the standing committees shall be members of the Executive Committee with the exception of those for the Audit and Compliance Committee, who shall not belong to the Executive Committee. The members of each standing committee shall be appointed by the Executive Committee on the proposals of the members of < X > or the President of < X >. The Chairmen, Deputy Chairmen and the members of the standing committees shall be designated for a term of office of four years.

See FIFA Statutes: Articles 42 to 59.