

# SIRA Governance Sub-Committee Report



Meeting held Saturday, Oct 4

**Present:** Bill Gye, Hubert van Mierlo, Cass Gye, Boyd Attewell, Jenny Frazer, Carol Floyd, Cass Gye, Roy Baker.

**Apologies:** Alan Gaines, Graeme Crayford

1. GSC Charter amended for referral to main committee for consideration (Attachment 1)
2. Constitutional matters:

a. Motion from last SIRAC meeting: *“That this meeting agree to proceed with a SGM to recommend adopting the revised nomination process as per the model constitution with the precise wording to be determined by the governance Subcommittee.”*

After due consideration, GSC recommends using the wording from the current version of the Model Constitution. The following text box outlines the proposed changes (in red) to the existing Constitution:

## MERGER OF EXISTING CONSTITUTION AND PROPOSED CHANGE

### 14. Election of Committee Members

- (1) Nominations of candidates ~~of the association or committee~~ for election as office bearers of the associations or as ordinary members of the committee:
- a. ~~may~~, **must** be made in writing, signed by 2 members of the association and accompanied by the written consent of the candidate (which may be endorsed on the form of nomination); **and**
  - b. **must be delivered to the secretary of the association at least 7 days before the date fixed for the holding of the annual general meeting at which the election is to take place.**
  - ~~b. may be made in writing, signed by one member of the association and accompanied by written consent of the candidate (which may be endorsed on the form of nomination) provides that such written nomination shall require another member (not being the candidate or the signatory as the member nominating such candidate) present at the annual general meeting where such written nomination is presented, to orally second such nomination; or~~
  - ~~c. may be made orally by members present at an annual general meeting. in which event such oral nomination shall be required to be made by 1 member present at such annual general meeting and seconded by another member present at such annual general meeting, the consent of the nominated member shall be required either by such nominated member who is present at such annual general meeting indicating orally such acceptance, or alternatively through the provision of a written consent of such nominated member;~~
  - ~~d. in fulfillment of any requirement otherwise for the written consent of the candidate, the candidate if present at the annual general meeting may verbally~~

~~indicate such consent.~~

- (d) If insufficient nominations are received to fill all vacancies on the committee, the candidates nominated are taken to be elected and further nominations are to be received at the annual general meeting.
- (e) If insufficient further nominations are received ~~to fill all vacancies on the committee, the candidates nominated are deemed to be elected and~~ any vacant positions remaining on the committee shall be deemed to be casual vacancies.
- (f) If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated shall be deemed to be elected.
- (g) If the number of nominations received exceeds the number of vacancies to be filled, a ballot shall be held.
- (h) The ballot for the election of office-bearers and ordinary members of the committee shall be conducted at the annual general meeting in such usual and proper manner as the committee may direct. **A person nominated as a candidate for election as an office-bearer or as an ordinary committee member of the association must be a member of the association.**

See Attachment 2 for full separate wording of the Proposed and Exiting Clause.

Note: **The rationale** for making the above Constitutional change is that: *It simplifies the preparation of ballot papers and management of the election process. In addition, it lets the community to know at least 7 days before the election who the nominees are (except in the situation where there are fewer nominees than positions, thus allowing/requiring nominations being received from the floor at the AGM).*

- b. After some discussion, the majority of GSC members recommend to SIRAC that, along with the above Constitutional Amendment, the following procedural motion be properly advertised for consideration at the Special General Meeting ***“that all valid nominations are made public within 24 hours of being received”***.

*Note: It is not intended that this is a constitutional change, just a procedural motion. While all GSC members approved the motion, discussion ensued as to whether it was necessary to put this motion to a SGM or whether it could be sufficiently dealt with at Committee level. It was resolved to put this question to SIRAC for their consideration.*

### 3. Process for dealing with Constitutional matters

It was proposed that in dealing broadly with the issues of changing the constitution that the following steps occur...



To implement the above proposed change that we:

- i) Hold a special SIRAC meeting to consider 2a and 2b above
- ii) If approved, we communicate the rationale and proposed change to our community and invite members to provide any feedback about the change
- iii) Review feedback and if there is not significant opposition to the proposal, then we give proper notice with the constitutional change motion prior to the SGM

### 4. Five other Constitution change matters were discussed at length:

- i. Whether or not to reduce the number of Committee members
  - Little agreement in GSC with the majority supporting the Status Quo
- ii. Reducing the number of Vice-Presidents from two to one
  - Little agreement in GSC
- iii. The need for the Minute Secretary role in addition to the Secretary role as an elected officer in our existing Constitution
  - Generally agreed to delete by members of GSC
- iv. Voting Process
  - Good progress in the discussion. Boyd to further review the proposal and to distribute to GSC members for further refinement
- v. Adopting Model Constitution (with some variations)
  - Needing more discussion

Agreement reached to iii above by GCS members.

### 5. Process for the Distribution and Review of Minutes and SC Reports.

Broad agreement to the current draft (Attachment 3) **with the exception of Point 2**. Specifically “Feedback is provided within one week which can be **via reply or reply to all**”. This matter is referred back to the main Committee for resolution.

### 6. Joint Meeting with CECs “... to jointly review the alignment of the Communication and Consultation Process contained within SIRA’s Decision Making Process and the Community Engagement and Communication Charter” .

**Action:** Deferred to the joint meeting.

7. Privacy Policy: From SIRAC minutes *"The meeting agreed unanimously to adopt a privacy policy ACTION: Governance prepares a draft."*

**Action:** Previously prepared draft policy to be distributed to GSC members for review

8. Confidentiality Agreement: From the SIRAC minutes: *"The meeting unanimously agreed to clarify the issue of confidentiality in the present agreement."*

**Action:** Draft revised wording to be distributed to GSC members for review

9. **Other Matters:** the issue of sub-committee (SC) members expressing dissent from majority SC views when SC reports are being discussed at main Committee meeting was discussed.

It was generally agreed that that all SIRA Committee members have a right to (a) express their dissenting views at BOTH SC meeting and SIRAC meetings and (b) to change their views on any matter on any time.

It was proposed that in the spirit of being collegial that all Committee members should be willing to accept what the majority of their other fellow SC members support.

Finally: It was briefly discussed that greater clarity is still needed to determine the "significance" of decisions (as per our Decision Making Policy), so as to enable SC's some guidance and confidence regarding what decisions they may make and what decisions need to be referred to SIRAC.

## Attachment 1

*Note: proposed change below in red*

### Governance Sub-Committee Charter V2.2

The Constitution of the Scotland Island Residents' Association Incorporated (SIRA) is the key governance document of the Association. The Constitution derives its broader legal status from the NSW Associations Incorporation Act.

Article 20 of the Constitution states "*the Committee of Management may delegate to a sub-committee "the exercise of such of the functions of the committee as are specific in the instrument [of delegation]"*".

The activities of the Governance Sub-Committee are in alignment with Pittwater Council's Strategic Plan *Pittwater 2020/2025*:

***Key Direction 4** – Leading an Effective and Collaborative Council: Specifically to review Council's committee structure and governance protocols to maintain transparency and accountability"*

Governance (within the context of Community Organisations) is defined as "*how a group organises itself to achieve its goals. It refers to an organisation's practices, policies and procedures. Good governance helps organisations achieve their objectives in an effective and inclusive way* (Australian Charities and Not-For-Profit Commission – [www.acnc.gov.au](http://www.acnc.gov.au)).

The SIRA Committee delegates to the Governance Sub-Committee the following functions:

1. To identify governance issues or have issues of governance referred to it by the Committee **for effective representation of all members of our community**
2. To prepare recommendations to the Committee on issues and policies regarding governance and management both **of** the Committee and **by** the Committee.
3. To ensure the appropriate level of Community Consultation underpins all governance issues for consideration (as with all other SIRA Sub-Committees).
4. To prepare draft documents regarding Governance issues to be presented to the Committee for appropriate action.

## **Attachment 2**

### **PROPOSED**

#### **Election of Committee Members**

- (1) Nominations of candidates for election as office-bearers of the association or as ordinary committee members:
  - (a) must be made in writing, signed by two members of the association and accompanied by the written consent of the candidate (which may be endorsed on the form of the nomination), and
  - (b) must be delivered to the secretary of the association at least 7 days before the date fixed for the holding of the annual general meeting at which the election is to take place.
- (2) If insufficient nominations are received to fill all vacancies on the committee, the candidates nominated are taken to be elected and further nominations are to be received at the annual general meeting.
- (3) If insufficient further nominations are received, any vacant positions remaining on the committee are taken to be casual vacancies.
- (4) If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated are taken to be elected.
- (5) If the number of nominations received exceeds the number of vacancies to be filled, a ballot is to be held.
- (6) The ballot for the election of office-bearers and ordinary committee members of the committee is to be conducted at the annual general meeting in such usual and proper manner as the committee may direct. A person nominated as a candidate for election as an office-bearer or as an ordinary committee member of the association must be a member of the association.

This would replace the following wording in our current Constitution (which was itself the older Model Constitution). The major changes being in relation to Point 1 below.

### **EXITING**

#### **Election of Committee Members**

- (1) Nominations of candidates of the association or committee - for election as office bearers of the associations or as ordinary members of the committee:
  - (a) may, be made in writing, signed by 2 members of the association and accompanied by the written consent of the candidate (which may be endorsed on the form of nomination);
  - (b) may be made in writing, signed by one member of the association and accompanied by written consent of the candidate (which may be endorsed on the form of nomination) provides that such written nomination shall require another member (not being the candidate or the signatory as the member nominating such candidate) present at the annual general meeting where such written nomination is

presented, to orally second such nomination; or

- (c) may be made orally by members present at an annual general meeting. in which event such oral nomination shall be required to be made by 1 member present at such annual general meeting and seconded by another member present at such annual general meeting, the consent of the nominated member shall be required either by such nominated member who is present at such annual general meeting indicating orally such acceptance, or alternatively through the provision of a written consent of such nominated member;
  - (d) in fulfillment of any requirement otherwise for the written consent of the candidate, the candidate if present at the annual general meeting may verbally indicate such consent.
- (2) If insufficient nominations are received to fill all vacancies on the committee, the candidates nominated shall be deemed to be elected and any vacant positions remaining on the committee shall be deemed to be casual vacancies.
  - (3) If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated shall be deemed to be elected.
  - (4) If the number of nominations received exceeds the number of vacancies to be filled, a ballot shall be held.
  - (5) The ballot for the election of office-bearers and ordinary members of the committee shall be conducted at the annual general meeting in such usual and proper manner as the committee may direct.

## **Attachment 3**

***Note: Controversial section to be determined by SIRAC in red***

### **Process for the Distribution and Review of the SIRAC Minutes**

1. The Secretary distributes a draft of the minutes (including action list) to meeting attendees as soon as possible
2. Feedback is provided within one week which **can be via reply or reply to all**
3. Feedback is collated by the Secretary who decides whether to incorporate any of the suggested changes/amendments and forwards to the Chair prior to distribution.
4. The amended draft minutes are then distributed as soon as possible to allow time to implement any actions arising
5. Any further amendments are done so through the normal process during review and acceptance of the minutes at the following meeting

### **Process for the Distribution and Review of Subcommittee (SC) Minutes or Reports**

As above with the following provisos:

1. For SCs the Team Leader(s) is usually the person preparing the minutes/reports
2. Individual SCs may choose (by consensus or majority vote at their SC meeting) to re-distribute a second draft of a report for further comment before it is sent to SIRAC
3. If a majority of Subcommittee members are still not happy with an SC report being presented to SIRAC they need to meet again for further discussion