

ATTACHMENT

Restructure of the Orienteering Australia Board and election procedures, and other governance matters which require Constitutional amendments

Arising from discussion at the 2013 Conference and ASC governance guidelines, a number of proposed changes have been recommended. Some of these are within the powers of the Board to consider and were adopted at its January meeting. Some, however, require changes to the Constitution and will therefore require a vote of OA at large, or are otherwise policy matters which the Board wishes to put to the AGM.

The proposed Constitution amendments are not being tabled the required 8 weeks before the AGM, and will therefore be put to a postal ballot of States should they receive a positive response in discussion at the AGM.

1. Restructure of the Board

Following discussion at the Annual Conference, it is proposed to restructure the Orienteering Australia Board such that not all of the positions are tied to specific portfolios. A number of our Board positions do have specific operational responsibilities, and we therefore do not propose to move to a model where all positions (other than the Chair) are 'general' positions. Nevertheless, the introduction of a number of 'general' positions will allow the Board more flexibility in dividing responsibilities, and in attracting Board members with specific areas of expertise, as well as allowing the Board to more quickly achieve gender equity targets. This proposal also takes into account Orienteering Australia's inability to fill the Director (Development) position, as currently constituted, for several years.

The proposed restructure is as follows:

1. That the Board comprise the following:
 - (a) The President
 - (b) The Director (Finance), the Director (Technical) and the Director (High Performance)
 - (c) Any Australian member of the IOF Council, *ex officio*
 - (d) Three general Board members, whose responsibilities would be determined by the Board following their election.
2. That these positions have two-year terms, except that one of the three 'general' positions would only be elected for one year in the first instance (to maintain a reasonably even rotation of positions).
3. That the existing power to co-opt up to two additional members remain.

2. Role of Executive Officer

In accordance with ASC guidelines on governance, it is proposed to:

- Formally define a position of Executive Officer which the Board has the power to appoint
- State that the Executive Officer has the power to attend Board and General meetings but has no vote
- Prohibit the Executive Officer from being a member of the Board for the duration of their term in office, and for 12 months thereafter.

3. Endorsement of the Budget and fees

ASC governance guidelines recommend that the Board have powers over all decisions of an NSO other than those constitutionally reserved to general meetings. In particular, they recommend that the Board have full powers over the setting of fees.

At present, the Board has powers over all matters other than those reserved to general meetings under the Constitution, or those which a General Meeting has reserved to itself by resolution, under clause 6.1 of the Constitution. The only matter currently subject to such a resolution (from 2009) is approval of the budget and fees payable by states.

While ASC guidelines state that the Board should have full financial powers, I still believe it is important that State Associations have the opportunity to discuss the budget and any proposal that affects fees payable by states. The Board therefore proposes that:

- Clause 6.1 be amended to remove the provision that a General Meeting can enshrine powers to itself (other than those specifically provided for under the Constitution).
- That a policy be adopted that states that any Board decision to alter the fees payable by Constituent Associations shall be tabled at a General Meeting for discussion prior to its taking effect.

4. Meetings of the Board

To be consistent with ASC governance guidelines, it is proposed to amend the minimum number of Board meetings per year from four to five.

Blair Trewin
President
23 May 2014

Appendix – proposed changes to the Constitution arising from these

All proposed amendments are shown as tracked changes in this document.

6.1. Board. The power to act on behalf of the Council of the Federation on matters of policy as determined by the Council shall be vested in a Board. Outside of General Meetings the affairs of the Federation shall be conducted by a Board, who shall exercise full powers of management of the Federation except for those powers which are reserved to General Meetings by this Constitution ~~or by a resolution of a General Meeting.~~ The President, ~~Director (Development)~~, Director (Finance), Director (High Performance) and Director (Technical) shall be members of the Board, along with three additional elected Board members, and any additional Board members appointed under clause 11.7. In addition, if a member of the Federation is an IOF Councillor then he/she shall be an ex officio member of the Board. All Board members shall be members of a Constituent Association.

6.2. (new). Executive Officer. The Board may appoint an Executive Officer to administer the affairs of the Federation. The Executive Officer shall be a paid position. The Executive Officer may attend and speak at General Meetings and meetings of the Board but has no vote. The Executive Officer may not be a member of the Board during the term of their appointment or for 12 months following the cessation of their term of appointment.

6.3. (renumbered) Other sSalaried positions. The Board may appoint, or delegate another person or persons to appoint, a person or persons to salaried positions to perform duties on behalf of the Federation. The Board may request the attendance of any such person at a Board or General Meeting but they shall not exercise a vote at such a meeting, unless they are otherwise entitled to vote under clause 12 and ~~do not have a conflict of interest under clause 17.~~ are not ruled to be ineligible to vote on the grounds of a conflict of interest.

6.4 – renumber from 6.3.

8. Meetings of the Board

8.1. Requirements. Meetings of the Board shall take place as determined by the Board. There shall be a minimum of ~~four~~ five Board meetings in each calendar year.

11. Elections and Appointments.

11.1. Election of Board. The President, ~~, Director (Development)~~, Director (Finance), Director (High Performance) ~~and~~ Director (Technical) and three additional (non-portfolio) positions shall be elected at the

Annual General Meeting in accordance with Standing Orders. Nominations for these positions shall be advised with the agenda of the Annual General Meeting, with a closing date four weeks before the Annual General Meeting, and shall be called for not less than four weeks before the agenda is compiled. If there are no nominations for a position, nominations for that position will be received from the floor at the Annual General Meeting.

11.2. Election of Committee Chairpersons. Committee Chairpersons shall be elected at the Annual General Meeting in accordance with Standing Orders. Nominations for these positions shall be advised with the agenda of the Annual General Meeting and shall be called for not less than four weeks before the agenda is compiled. If there are no nominations for a position, nominations for that position will be received from the floor at the Annual General Meeting.

11.3. Term of office. The term of office for positions elected under clauses 11.1 and 11.2 shall be two years, except that, at the first election following the enactment of this Constitution, one of the three non-portfolio Board positions shall have a term of one year. For the purposes of this clause a 'year' is considered to be the interval between one Annual General Meeting and the next, irrespective of the actual date on which those meetings are held.

11.4 (new). Power to nominate. Nominations for positions elected under clauses 11.1 and 11.2 may be made by any Constituent Association, any two members of the Board, or, for nominations made from the floor of an Annual General Meeting, any two people entitled to vote at that meeting.

11.54. Patron. The Federation may use its discretion to appoint a patron.

11.65. Vacancies. If any vacancies shall occur amongst the Board or the Committee Chairpersons of the Federation, the Board may appoint a suitable person to fill such a vacancy, with a term to continue until that position is next due for re-election.

11.76. Public Officer. The Federation shall appoint a Public Officer who shall be resident within the Australian Capital Territory and meet any other qualifications of the Act, and who shall ensure that the Federation's business is carried out within the requirements of the Act. The Public Officer may hold other Offices. Upon the position of Public Officer becoming vacant, a new Public Officer shall be appointed within 14 days.

11.87. Appointments and Co-option. The Board may at any time appoint additional Board members, who shall have all the rights and responsibilities of Board members elected under clause ~~10.111.1~~. The term of such appointed Board members shall expire at the first Board meeting following the Annual General Meeting. There shall be no more than two members of the Board at any one time who have been appointed under this clause. The Board or any of its Committees may also co-opt additional members for specific purposes, but such members shall not have the right to vote.

11.98. Other Appointments. The Board may appoint persons to newly established Committees or to other positions within the Federation.

18. Financial Interests and other conflicts of interest.

18.1. Salaried Positions. Members of the Board may be appointed to a Salaried Position or office of profit within the Federation, other than that of Executive Officer, provided such appointment is not as a direct consequence of their holding a Board position.