

Australian Computer Society
Constitutional Reform Working Group (CRWG)
Report Back to Members on the Round 2 Consultation

Final Version of 25 April 2022

Summary

This document is designed to provide ACS members with an appreciation of the input provided by participants during the first two Rounds of consultation between October 2021 and March 2022. It can be read at varying levels of depth.

Very Briefly:

Participants in the consultation process want the constitution to place considerable emphasis on:

- Assurance that the Society's activities are consistent with its nature and values;
- A strong focus on professionalism and the professional membership;
- Appropriate powers and resources for Branches and for Committees of members;
- Governing committee arrangements that ensure closer connections with members than has been the case in recent years; and
- Effective accountability mechanisms by the governing committee to the membership.

In Slightly Greater Detail:

Participants said that they want the constitution to give effect to the following:

- Embedment of the Society's nature and values, comprising its mission, purposes, Code of Ethics, and principles for determining the allocation of surplus;
- A requirement that actions of the governing committee be consistent with those values;
- Controls to prevent inappropriate activities, particularly direct involvement in innovation and too-close relationships with industry associations;
- A requirement that non-core activities deliver surplus or other material benefits to the professional membership and to society as a whole;
- Strong focus on the professional membership grades, and services to professional members;
- Membership involvement in the formation of the Society's strategy and public policies;
- Strong internal committees of professional members, with delegations and resources;
- Effective relationships with other relevant organisations throughout the ICT eco-system;
- Strong Branches, with delegations within their geographical regions and resources to serve their members, including Branch Committee powers in relation to Chapters and SIGs;
- A governing committee that is transparent to the members, and engages with them;
- Membership ratification or approval of major initiatives and key documents;
- A CEO and staff who serve the membership, rather than managing them; and
- Means whereby the membership can encourage the governing committee to run the organisation in ways consistent with the Society's nature and values, but with means available to take decisive action if the governing committee does otherwise.

How to Find More Detail on Particular Aspects:

The remainder of this Report summarises the input provided on each specific element, under the same headings as in the Consultation Documents: <https://crwg.org/index.html#R2R>

Even greater depth of understanding is made possible by the provision of supporting Annexes containing the raw text of participants' input.

Introduction

This document is a report to ACS members on members' contributions during the two Rounds of consultation in October-November 2021 and February-March 2022 in relation to what they want their Society's future constitution to look like.

These two Rounds and a third and final Round of consultation with the membership will culminate in the recommendation of a new constitutional document.

The project is being run by the Constitutional Reform Working Group (CRWG). The CRWG was appointed by ACS Congress in mid-2021, and comprises senior members of the Society with significant experience in constitutional matters. Details of the CRWG's composition are at <https://crwg.org/About.html>.

The focus of the first consultation round in October 2021 was members' general requirements, establishing principles to guide the development of a new constitution.

The second Round in February-March 2022 moved the consultation into the conceptual design phase, with a focus on the key elements that make up an appropriate constitution. Elements were included primarily on the basis of the input provided by members during October-November 2021, but with an eye also to the requirements and norms of constitutional documents.

The Process

The second Round consultation period ran from 3 February to 16 March 2022. It was launched with an article in Information Age, and an email to members from the President. These were reinforced by Branch-level emails and mentions in Branches' periodic newsletters. Emails to currently unfinancial members, and to recent ex-members, were unfortunately delayed until late in the period, which probably reduced their input to the process.

Round 2 benefitted from a purpose-built web-site, at <https://crwg.org>. This made available introductory material in the forms of a slide-set and a pre-recorded video presentation.

The web-site also provided links to three HTML documents, comprising:

- the Round 2 Question List;
- a more substantial Consultation Document providing drill-down detail; and
- an index-page.

During Round 1, it had been necessary to run a series of national video-sessions. This time around, the 8 Branches took the opportunity to promote and run a total of 14 meetings. This resulted in more active and better-focussed participation by more people – totalling 170 members plus 50 PY clients. The effectiveness of Round 2 engagement reinforced the impression of strong affinity by the membership with its regional organisation.

In addition, events were run for Congress, with the National SIG aSCSa, and with two Boards. Furthermore, two meetings were held specifically for staff-members. Channels for direct submission were also made available.

As in Round 1, the Online Forum was very active, with almost 1,000 postings from the web-forms within the consultation documents and a further 150 directly to the Forum. The total number of contributors through all channels was a little higher than in Round 1 (170 cf. 160). Of the overall 290 participants, including 260 contributors, about 40% had not participated in Round 1.

The input provided by members on web-forms and in notes from the events was auto-tagged, such that encoding was limited to the submissions plus reviews of the content of postings for those that needed additional tags. There was a total of 68 questions, with input from members comprising almost 1100 comments (400 from events, 80 from submissions, 460 via web-forms and 140 directly to the Forum) and 650 votes. This represented an average of 16 comments and 10 votes per question, but with wide dispersion in counts.

There was a total of 68 questions. Most of the input from members was automatically coded, because they were responses to specific questions. However, some input, such as submissions provided separately in Word, required manual coding. The almost 1100 comments and 650 votes represented an average of 16 comments and 10 votes per question (but with wide dispersion in counts).

The input was consolidated into a single document, using the same structure as the Question List, and reviewed and summarised by CRWG members, and this Report prepared. The raw input is available at <https://crwg.org/2/CRWG2-RptAnn1.pdf>.

The main body of this document provides a summary of the members' input to Rounds 1 and 2. This Report is structured in much the same way as the Consultation Documents, which is very similar to the Report on the first round of consultation.

The form of incorporation was expressly not a major consideration in Round 2. This was because the commonly-held view during Round 1 was that discussion of the elements should proceed without consideration of the opportunities and constraints inherent in the Constitution of a company limited by guarantee (CLG).

1. ACS as a Professional Society

1.1 Nature and Values

This first section addresses the question of what the Society is about, and how to express that within the constitutional document in such a way that it guides the Society's behaviour.

1.1.1 Embedment in the Constitution

Participants strongly supported ACS being and continuing to be a professional society, of professionals, governed by professionals, for professionals and the public: "ACS is a professional society, and needs to stay that way". Participants see the Society's nature and values as underpinning all ACS activities, driving decisions, and setting the standards against which performance is measured.

Multiple participants supported the argument that the constitutional document needs to embody the standards against which the appropriateness of decisions of the governing committee are assessed. As the following sub-sections shows, this includes the Society's mission and purposes, the Code of Ethics, and the principles for determining the allocation of surplus. Participants did not support the Society's key functions being embedded, because of the inflexibility this would impose.

1.1.1a Embedment of ACS as a Professional Society

There was very strong support among participants for such a declaration to be included in the constitutional document, with an understanding that it acts as a motherhood, foundational statement. Votes were 100% in favour.

1.1.1b Embedment of ACS as a Society of Professionals

There was strong support among participants for such a declaration to be included in the constitutional document. Voting was 76% in favour.

1.1.1c Embedment of ACS as being Governed by Those Professionals

There was strong support among participants for such a declaration to be included in the constitutional document. Voting was 88% in favour.

1.1.1d Embedment of ACS's Foundational Value as the Public Good

There was strong support among participants for such a declaration to be included in the constitutional document. Votes were 95% in favour.

However, there was concern about the effectiveness of measures to make it more than a mere aspiration. In particular, there were calls for:

- careful expression of the commitment, to avoid over-claiming and an air of unreality;
- lobbying of industry and government to respect the principles and to not force their staff and contractors to breach them;
- demonstration to industry and government that meeting end-user and public expectations is a key factor in project success; and
- moving beyond mere statements about ethical behaviour, to encourage and require active training, through vignettes and case studies.

1.1.1e Embedment of the ACS Code of Ethics

There was strong support among participants for the Code of Ethics to be included in the expression of the Society's Nature and Values. Votes were 74% in favour.

There was opposition to it being under the direct control of the governing committee.

There were competing views about:

- whether to embed the Code in the constitutional document (requiring a General Meeting and a Special Resolution to amend it); or

- require a Code, but without embedding it in the constitutional document. This might be achieved by embedment in the constitutional document only of authority for the Code, and perhaps a slim, set of headings and/or the means by which it can be amended; and
- making a Code a part of the By-Laws that is subject to Member Approval or at least Member Ratification.

Responses indicated that the Code could be in the custodianship of a Committee of members, but acknowledged the difficulty of defining how such a committee would be constituted.

1.1.1f Embedment of Application of ACS Values in Decision-Making

There was strong support among participants for such a declaration to be included in the constitutional document. Votes were 90% in favour.

1.2 Membership

1.2.1 Professional Membership

There was consistent and very strong support for the following:

- embedment in the constitutional document of a statement, as part of the expression of Society values, that ICT professional membership is clearly distinguished from other grades;
- a requirement that eligibility criteria for entry to and promotion between professional grades:
 - be clearly expressed in suitably-named and published documents;
 - emphasise a core of professional, technical knowledge (as indicated by the Core Body of Knowledge – CBOK), with soft-skills aspects within SFIA as additional, complementary elements, not core;
 - preclude discrimination against applicants on any grounds other than professional factors;
 - reflect the ongoing specialisation within the ICT professional arena; and
 - be updated on an ongoing basis, to address those changes;
- declaration in the constitutional document that the documents that define grades and eligibility criteria, and changes to them, are subject to approval by the membership.

1.2.2 Non-Professional Membership

Subject to suitable provisos, there was widespread (but certainly not universal) support for means for non-ICT-professionals (including professionals in other fields, managers, ICT users and unqualified enthusiasts) to have access to some form of membership, and to the services that ACS provides. Key provisos that have been mentioned are as follows:

- commitment by non-professional members to ACS values and the Code of Ethics;
- no right to vote;
- one or more grade-titles that avoid confusion with professional membership (which is a problem with the term Associate), with mentions of Affiliate and Companion;
- no post-nominal.

1.2.3 Changes to Membership Grades

The current ACS Rules declare that grades exist, but delegate all power relating to grades to the Management Committee. Participants were not satisfied with such a substantial delegation.

As indicated by the following sub-sections, participants were also not satisfied that the current grades and entry criteria are appropriate, in that:

- Entry requirements for Associates were removed a decade ago, making the grade equivalent to Affiliate as that term was once used, not the entry-level professional grade it used to be;
- The entry threshold for the Professional Division was changed a decade ago to require satisfaction of the certification requirement as CP or CT in order to become an MACS.

Certification is perceived by members to have become a blockage, stalling conversion from non-professional Associateship to Membership.

1.2.3a A 'Provisional Member' Grade

Participants considered that the current entry requirements to the Professional Division are not appropriate, and wanted changes in order to resume an orderly flow of graduates in ICT (and others with equivalent qualifications) into the first grade in the Professional Division.

The terminology used for an adapted set of grades needs to be descriptive and credible.

1.2.3b A 'Practitioner' Grade

Participants did not see sufficient clarity of rationale in this idea.

1.2.3c An 'Executive' Grade

There was considerable concern about the idea of executives who are not ICT professionals being given a grade of membership that implies ICT professionalism.

There was also widespread (although not universal) support for executives to be able to be members of the Society, using a grade-title that is positive, such as 'Companion', and not demeaning (as, say, 'Affiliate' might be) .

1.2.3d A 'Technician' Grade

There was cautious support for this idea, on the basis that it would be a non-professional grade, but recognised as evidencing relevant technical capabilities. It was suggested as a suitable application of the term 'Associate'.

1.2.3e A 'Cadet' Grade

Although there was support for engaging with young people, there was some scepticism as to whether this approach would serve the purpose, or the needs of students.

1.2.4 Dispute Resolution

There was support for a requirement in the constitutional document for a suitable procedure for briskly, efficiently and equitably resolving disputes.

1.2.5 Inter-Member Communications

This was strongly supported by participants. Some concern was voiced about whether the organisation had the competence to deliver a suitable platform, having failed multiple times in the past.

2. ACS Activities

2.1 Scope of the Society

This section is concerned with how the expression of the Society's nature and values is translated into practical decisions and actions.

2.1.1 The Society's Primary, Scope-Defining Term

The dominant view appeared to be that, given the absence of any better alternative:

- ICT, as an acronym for 'information and communications technologies', should continue as the, or at least the primary, scope-defining term, in particular for internal use, and should continue to be interpreted broadly;
 - Alternatives considered included:
 - 'IT' (which for some participants appears broader than ICT, and for some narrower);
 - 'technology' (which for most participants is far too broad);
 - 'digital' (which for many participants is vague, and probably ephemeral);
 - 'information and digital technology/ies' (IDT);
 - 'information and computing technologies' (ICT);
 - 'information and computational technologies' (ICT);
 - 'information & computing (or computational) technologies & systems' (ICTS), whose benefit is to clearly encompass not only the technical, but also the socio-technical & systems aspects of the field;
 - ICT should continue to be complemented by other expressions, which will inevitably shift over time. This enables statements made to, for example, Ministerial staff and regulatory agencies, to be aligned with the particular terms that they may be using at the time;
 - The use of complementary expressions can emphasise the following elements, which some members perceive to be lacking from 'information and communications technologies':
 - ICT practice;
 - ICT applications;
 - ICT implications;
 - 'Computing' could and should figure more prominently, perhaps replacing 'computer' in the Society's title, in order to lean away from hardware and towards its use.
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2.2 Mission

2.2.1 Formulation of the Society's Mission

The current Principal Object is:

"to promote the development of Australian information and communications technology resources"

Participants would like to see some refinements to that, in order to adjust its focus.

The primary areas of concern were:

- 'resources' is not sufficiently broad, and not sufficiently active;
- 'development' is ambiguous. Although it is presumably intended to refer to 'progress' (as in 'development economics'), it can be interpreted as implying 'design and manufacture', which is not appropriate;
- 'technology' can be read as a general or a singular noun;
- 'technology' can be interpreted as referring only to artefacts, and excluding means of use;
- 'promote' is insufficiently aspirational;
- there is insufficient sense of applications, implications, ethicality and benefit to society.

2.2.2 Embedment in the Constitution

Most participants wanted the Mission embedded in the constitutional document. Some were concerned, however, about that making it too difficult to adapt to changing circumstances.

2.3 Purposes of the Society

2.3.1 Alignment with the Professional Membership

It was clear from participants' comments that there is concern about past actions of ACS and a desire that the organisation become more member-centric.

Member-centric activities are seen as including conferences, professional events, professional publications, development and promulgation of technical standards, facilitation of peer groups (SIGS, National Forum), training and assistance in career advancement, and advocacy to governments on behalf of the membership. Some participants hoped that a stricter threshold for professional membership might enhance their own employability reputation.

Some participants asked for the Society to better express member perspectives in published policy and opinion pieces – rather than rely upon staff alone to prepare such matters.

2.3.2 Adaptation to Encompass all Key Functions

From responses to this question, there was no clear indication of a desire to change the Purposes to encompass all of the Society's Key Functions.

2.3.3 Embedment in the Constitution

Participants' responses were strongly supportive of the proposal that the Purposes should be embedded in the constitution. Emphasis was sought on professional standards, ethics and benefits to members and society.

In corporations law at least, Board behaviour used to be constrained by the Objects expressed in the constitutional document. However, this (*'ultra vires'*) limitation has been undermined by changes to Corporations law. Hence additional provisions may be necessary in the new constitutional document.

2.4 Key Functions

2.4.1 Definition

2.4.1a Embedment of Key Functions

Whilst there was consistent support for key functions to be embedded in governance documents, there was concern that embedding them in the constitution itself may limit ability to respond to a changing environment.

ICT was recognised as a rapidly changing environment. Hence functions that would be unchanging over decades should go into the constitution document, but if we want to make tweaks or changes to our key functions then they should be embedded in some other document.

Suggestions were made that supplementary documents such as By-Laws could be more flexibly altered – but with subject to the qualification that such By-Laws should not be able to be changed by the governing committee without member involvement.

2.4.1b Innovation as a Key Function

Most participants expressed the view that ACS should support / encourage innovation. Two distinct categories of innovation were described – that related to professional standards and practices, etc., and the other related to R&D giving rise to commercial products.

A few participants supported close involvement with innovation, and argued for active measures – especially if there was a supporting business case and no financial loss or risk. However, any such direct involvement was seen as needing advance and ongoing member consultation and ratification or even approval.

Most participants, however, asserted that ACS should neither be the innovator itself, nor participate directly in innovation. Support for innovation should be restricted to forums, education, encouragement, liaison, lobbying, etc.

2.4.1c Direct involvement in the IR&D and commercialisation pipeline

The majority of participants wished for ACS to **not** have direct involvement in the IR&D and commercialisation pipeline

As discussed in the prior section, only a minority of participants supported direct involvement in innovation and even then subject to the constraints of (a) a prerequisite of prior consultation with members, (b) low risk, and (c) profitability, or at least breakeven operation.

2.4.1d Engagement with Industry Associations as a Key Function

Many participants expressed the view that ACS and industry bodies have different goals and priorities. An organisation with corporate membership is quite different from a society of individual members, and hence engagement should be limited to such matters as professional standards, policies regarding emergent technologies, and joint events of an educational or celebratory nature.

2.4.1e Ownership Relationships with Industry Associations

Almost all participants opposed ownership relationships with industry associations. It was commented that the missions of industry bodies are not congruent with those of a professional society. Ownership would prevent each body expressing policies appropriate to their mission.

Many participants expressed concern that the recent acquisitions were highly inappropriate. Some participants suggested that lack of consultation with members – in advance of the acquisitions – was the key failure. A few suggested that any such relationship could be contained within an arms-length subsidiary.

2.4.2 Member Involvement

Participants expressed strong support for member involvement in the Society's national strategy and policy. They were concerned that too much of the strategy and policy is prepared by staff without meaningful member contributions. The historic involvement of members through volunteer committees and SIGs is important and needs to be revived.

Involvement in national strategy and policy was seen as an example of highly-desirable member-centric behaviour. National Committees and/or SIGs and/or Branch SIGs should be the primary source of strategy and policy documents, supported by staff. Professionalising the presentation, and projecting the publication's messages through appropriate channels, may, on the other hand, be more appropriately done by staff and contractors who have the requisite expertise and connections.

Participants perceived that, for any and every particular ICT topic there will probably be more expertise within the professional membership than can be found amongst staff. Establishing an ACS policy without using the best skills is inappropriate. If the Society wants standing in the community, it needs to show such expertise and leadership. However, achieving this in a timely fashion and presenting it professionally is likely to require staff involvement.

3. ACS Additional Activities

This section is concerned with all activities other than those that are 'key functions' directly implied by the Mission and Purposes.

3.1 The Principles

3.1.1 Embedment of Criteria in the Constitution

There was very strong support for a requirement that additional activities be consistent with ACS values, mission and purposes. Almost all participants saw embedment of this requirement in the constitutional document as being necessary. Votes were 92% in favour.

3.1.2 Requirement to Support Professional Activities

There was very strong support for additional activities to be required to support the professional activities of the ACS by:

- generating surplus that can be applied to ACS's Key Functions; or
- otherwise providing material benefits to society and/or the ACS membership.

Votes were 89% in favour.

However, 2 contributors (of about 25 in total) argued for no investment in additional activities, no matter what they are, because of the inevitability of conflicts of interest.

Test-cases discussed by participants included the PY scheme, and the use of ACS's infrastructure to develop a new revenue-stream of fee-for-service support for other associations.

The qualification was expressed that Key Functions need to be carefully defined, in order to make sure this is handled properly. Participants did not support the Key Functions being defined in the constitutional document (see s.2.4.1a), and preferred that they be defined in the By-Laws, or some other policy document.

3.1.3 Embedment of Transparency, Engagement and Accountability

In relation to additional activities of significant scale or impact:

- participants wanted the Society's decision-making process to be transparent to the membership; and
- participants wanted effective engagement processes to support transparency.

3.1.4 Functional Separation of Additional Activities from the Society

Although fewer contributed on this question compared with other topics, responses indicated a preference for strong separation of activities of considerable scale and/or that are distant from the Society's primary functions, with some responses requesting such activities be avoided, or divested. Most responses viewed additional activities as potentially diverting attention and resources away from what the Society is really about.

4. ACS Internal Structures

4.1 National Structures

4.1.1 Powers and Funding for Panels

There was consistent and very strong support for the following:

- Embedment in the constitutional document of the stipulation that Panels have delegations;
- Provision of resources to enable each Panel to perform its functions efficiently;
- Subjection of those delegations to appropriate accountability and control; and
- Embedment of the specific powers of Panels in a document that is not subject to absolute power by the governing committee.

4.1.2 The Set of Panels

The Boards, and the scope of each, were seen as needing review and adjustment.

Participants wanted much-improved capability to provide input to policy.

Significant changes to Boards (particularly something like their dramatic shrinkage some years ago, from 11 to 3) requires engagement with and endorsement by the members.

4.1.3 Powers and Funding for Other National Groups

Participants wanted more scope for Committees, and more SIGs and sufficient scope for them; and resources to support their work. However, they were also concerned that the delegations be managed. They perceived the Panels as being the primary channel for exercising control over committee and SIG activities and their uses of funds.

4.1.4 Accountability by All National Groups

Participants perceived accountability requirements to simply travel with delegations.

4.1.5 ACS as an Umbrella Organisation

There was widespread and strong support for the Society to:

- Constructively partner with compatible professional societies;
- Constructively partner with other relevant organisations that share the Society's values;
- Host compatible professional organisations; and
- Enable the organic emergence and growth of self-organising groups within the Society.

Participants argued that ACS should be taking the lead to ensure effective linkages within the IT professional eco-system.

This depends on the provision of convenient and effective technical platforms and service-bundles for National SIGs, Branch SIGs and virtual communities-of-interest. However, to deliver those service-bundles, participants said that the ACS has to be organisationally vastly more agile, and must overcome the current, massive deficit in its internal ICT.

This was seen as a vital and to date under-emphasised feature of the Society's strategy. The constitutional document needs to enable an umbrella strategy, but also to ensure that it is conducted in a manner consistent with the Society's values.

4.2 Regional Structures

4.2.1 Branches and Branch Committee Powers

There were very strong votes for each of:

- The existence of Branches to be embedded in the constitutional document;
- The existence of Branch Committees to be embedded in the constitutional document;
- Assured powers and resourcing for Branch Committees;
- Availability to Branch Committees of the identities and contact-points of their members;
- Sufficient budget flexibility to enable agile operation by Branch Committees, subject to reasonable degrees of budgetary control; and
- An effective mechanism whereby Branch staff relate to the Branch and Branch Committee, as well as to national office.

4.2.2 Branch Chapters and Branch SIGs

There were strong votes on each of:

- The existence of Branch Chapters and Branch SIGs to be embedded in the constitutional document;
- Branch Committee powers in relation to Branch Chapters and Branch SIGs to be embedded in the constitutional document;
- Assured devolution of responsibility from Branch committees to Branch Chapters and Branch SIGs, subject to appropriate supervision;
- Availability to Branch Chapters and Branch SIGs of the identities and contact-points of their members;
- Assured support for Branch Chapters; and
- Assured support for Branch SIGs, including a digital platform providing self-managed Web-presence, membership management, and within-SIG communications services.

4.2.3 Accountability within Branches

The participants perceived accountability requirements to simply travel with delegations.

However, participants were very concerned about the denial of agility within Branches, and called for:

- An end to the current, inflexible budget model;
- The inclusion in budgets of discretionary amounts for projects that focus on professional members, and take advantage of opportunities emerging during the budget year; and
- Provisions for support for Branch Chapters and Branch SIGs.

4.2.4 Branch Management

There was strong support by participants for Branch Managers and staff to work for the Branch within a national context, and to not exercise control over the Branch Committee. Participants argued that a matrix management approach needs to be adopted and reflected in re-worked job descriptions and KPIs.

4.2.5 Minimum Level of Member Services

There was some support for a declaration relating to a minimum level of service nationwide, but there was also a lack of clarity in members' minds about how that could be sensibly articulated.

To enable partnerships with appropriate organisations, additional resourcing may be necessary, particularly within smaller Branches.

5. The ACS Governing Committee

5.1 The Model

5.1.1 Choice of Model

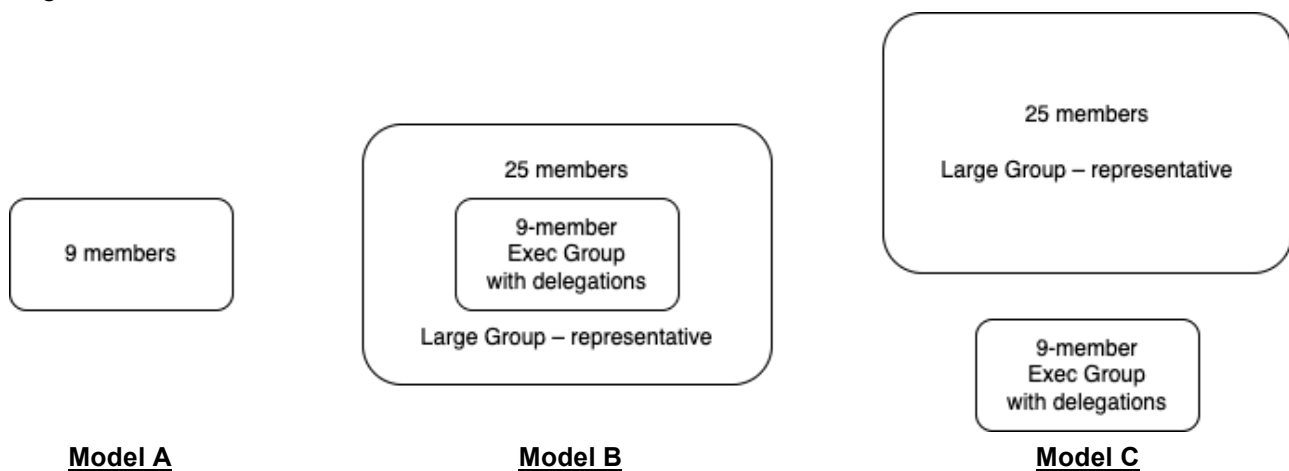
Participants had a clear preference for a two-tiered structure. However there was little discussion of the comparative merits of the alternative two-tiered models.

Many of the respondents clearly wanted Branch and special interest representation guaranteed in the management structure.

Most respondents also supported the representative tier (e.g. as at present, called Congress) having clear powers to direct, elect and remove the executive.

The strong preferences shown are in part a response to the recent instability within the ACS and support for the governance structure respondents are familiar with. However, another important factor was widespread recognition and awareness of the potential risks of a small executive with absolute management control making decisions that are not in the best interest of members.

In greater detail:



Model A – a single Governing Committee with no Congress – was of interest to a few participants, primarily because of its efficiency and lack of duplication of governance. Most were wary and even dismissive of the model, however, on the grounds that it lacks the necessary means to impose effective accountability on the Governing Committee.

Variants of **Model B** attracted considerable support, featuring:

- a large Congress, made up mostly of Branch representatives, meeting about quarterly; and
- a small Governing Committee, elected by the large committee, meeting about monthly.

This is predicated on the Governing Committee being subject to measures in the hands of Congress, Branch Committees and the membership, which ensure effective accountability.

Many participants were happy with once-removed representational democracy (viz. Branch members elect Representatives on the large committee, and those Representatives elect the members of the small committee).

However, some participants preferred direct voting for at least some members for the small committee. That might make the election more of an image-based popularity contest and less deliberative as to the candidates' appropriateness to the role. It would also remove, or at least reduce, the protection of smaller Branches against domination by the 2 large Branches (which typically have 50%-60% of the voting membership).

Model C was little-discussed. It is a variant of Model B, with refinements to achieve members' aims. It involves a large, representative Governing Committee (c.30), which elects a smaller Executive Committee (c.9). A further key feature is that any person elected to the small committee

ceases to be eligible to serve on the large committee, thereby overcoming the dominance of the small committee and CEO over the Congress agenda and its decision-making.

Model B could be adapted to include the feature of non-overlapping membership between the two committees. Under this adaptation (**Model D**), the large 'Congress' is the Governing Committee. The Governing Committee elects a small Executive Committee. Any person elected to the Executive Committee ceases to be eligible to serve on the Governing Committee. The inherent conflict of interest, and the tendency of the insiders to dominate the larger group, are avoided. Executive Committee members and the CEO come to Governing Committee meetings to inform, to clarify, and to present and argue for proposals.

5.1.2 The Functions of a Congress

While there were not many contributors on this question, the view was strongly in favour of a two-tier model that vests the full power, responsibility and accountability in a large "congress" which appoints a subset of its membership to a small executive group, and provides delegations to it.

5.1.3 Composition and Electoral Arrangements for the Two-Tier Model

The discussions were closely related to those reported in s.5.1.1, and largely consistent with them.

The larger Congress (under Model B) or the Governing Committee (under Models C and D) comprises mostly Branch Representatives, elected by members of their Branch.

The small Governing Committee under (Model B) or Executive Committee (Models C and D) is elected by the larger committee acting as an electoral college.

Suggestions were also made relating to the possibilities of:

- Some positions representing particular grades, or particular specialisations;
- Some positions on the smaller committee being directly-elected by the membership as a whole, with particular reference to the President or Chair; and
- Retention of some role-related positions on either or both committees (such as Vice-Presidents, Treasurer).

5.1.4 Delegations to the CEO and Staff

By oversight, the Consultation Document omitted a section and question on this topic.

The sense of participants' views, as interpreted by CRWG, is that the CEO and staff are to have:

- General delegation in relation to operations and 'business as usual'; and
- Specific delegations from time to time in relation to tasks in support of strategy and policy;

but

- Strategy and policy remain the responsibility of the Governing Committee, with delegations from the Governing Committee to Panels and Committees.

5.2 Composition of the Governing Committee

5.2.1 Eligibility to Nominate

Participants showed very strong leanings:

- away from tight eligibility criteria for candidates for the governing committee; and
- towards all Professional Division members being able to nominate.

Various qualifications to that position were expressed. These included:

- A requirement for a Grade of Senior Member or higher;
- A requirement that the candidate be a member of ACS in good standing for at least 4 or some other number of years (i.e. not just a new member);
- Demonstration of some sort of prior involvement in Society activities (e.g. by attending some kind of activities such as member forums);

- Appropriate documentation to support the candidate's claimed background;
- Demonstration of governance experience (whether within ACS or elsewhere);
- Service to the ACS for some time in other capacities, such as on a Branch or national Committee, SIG Chair, etc.;
- Inclusion of some non-members, on the grounds that the pool of governance expertise within ACS is too limited for governance committee membership to be limited to ACS members only.

The only one of these points that was made by multiple people was 'has served the ACS for some time in a governance-related capacity, such as Branch Management Committee, SIG Chair'.

On the other hand, multiple participants regarded the demonstration of capabilities, particularly in relation to governance, to be a matter for declaration by the candidate, and evaluation by voters.

5.2.2 Candidate Qualifications and Experience

Participants were generally supportive of the proposition that a candidate should provide a declaration of governance expertise and experience, such that voters can make an informed decision – provided that it is not a condition of candidature.

Participants were generally supportive of a successful candidate making good any shortfall in their governance background, and being supported by the Society to do so (e.g. through discounted access to relevant courses) – but as a matter of good practice rather than a rule or undertaking.

5.2.3 Term Limits

A large majority of participants wanted some form of term limits, particularly in relation to positions on the governing committee, but perhaps also in some other positions, such as Branch Chair.

Many also wanted the limits to be not so tight as to deny the Society access to the efforts of important contributors, or to result in abrupt loss of corporate memory, not least because that would risk permanent staff becoming more powerful than the governing committee. Retention of corporate memory can be served by overlapping terms, some retirements each year, and not having terms limits too tight.

Limits were seen as relating to continuous service, with return after a break re-starting the clock.

For governing committee roles, the mainstream limits of 6-9 years appeared to be both appropriate and generally acceptable. For positions such as Panel Chairs and Committee Chairs, a possibility would be to impose term limits, but permit override by a 2/3rds majority of Congress.

5.2.4 The Size of the Governing Committee

Generally, participants had the expectation that the governing committee would be large enough to achieve sufficient spread of expertise, and to ensure requisite turnover in membership without loss of corporate memory, but small enough to avoid having so many members that the governing committee becomes unworkably large.

For an efficient governing committee, most envisaged about 9 members; and for a large ('quarterly') governing committee and small executive committee, respectively 25-30 and 5-9.

There were a couple of expressions of concern about how diversity along dimensions other than geography would be addressed, including gender, sexual preference, age, physical disadvantage, and ICT specialisation.

5.2.5 Supplementary Appointments to the Governing Committee

Diversity of opinion was evident as to whether the governing committee should have power to appoint a small number of external members to address any shortage of specific expertise among the elected members.

Where it was supported, participants saw it as being:

- Solely for the purposes of addressing any weaknesses in the committee's expertise matrix (in particular financial audit and/or risk management), or possibly to overcome any serious issue of profile diversity (particularly gender, but possibly addressing other factors);
- A maximum of 2 such people in addition to at least 9 elected positions; and

- For a limited term, and subject to reasonably frequent re-appointment processes.

The alternative view expressed by several contributors was that:

- Missing expertise should be hired through consultancy contracts, or by making specialised training available to an elected member, not by giving non-ICT-professionals a vote on the governing committee.

5.2.6 CEO as Member of the Governing Committee

There were near-unanimous views that:

- The CEO should not be a member of the governing committee; and
- The CEO should have full rights of attendance at and active participation in the activities of the governing committee (and of the executive committee if a two-tiered model is used), but no right to move, second or vote on motions.

Where the matters were discussed, there was considerable support for:

- The CEO being required to be present and speak at meetings; and
- The CEO being absent for some periods of each meeting.

5.2.7 Obligations of a Member of the Governing Committee

The question asked whether there should be a formal Charter of Rights and Responsibilities for members of the governing committee.

There was limited discussion of this element. A couple of contributors were lukewarm, feeling that it could be of benefit for some positions. The counter-argument was that it was too much 'red tape', and redundant if members had the capacity to remove an electee.

5.3 The Electoral Scheme

5.3.1 Elements of the Scheme

The twin aims of participants were:

- Governing committee arrangements that are both workable and subject to sufficient control by the membership over inappropriate behaviour; and
- Protection against domination by the two largest Branches.

There were arguments for at least some direct election of governing committee members, but also acceptance that an electoral college approach is more effective in enabling both of the twin aims to be achieved.

Various features were floated that might contribute, including:

- The 'majority of Branches as well as majority of members' rule;
- The vote-options for each candidate as For, Against, or Abstain with 50% For votes required; and
- Various formulae for weighting Branch votes by size.

On the whole, participants' leanings were summed up by the expression "an electoral college, attracting enough voters in each region, and delegating the national vote to people who are more strongly committed to representing the region's interests".

5.3.2 Voting Rights

Overwhelmingly, participants expressed the opinion that only professional members should have voting rights. This applies to all contexts in which voting occurs, including in elections and in relation to constitutional changes. This is seen as an essential feature of a professional society.

Participants also expressed the strong opinion that future entrants to grades outside the Professional Division should not be granted the right to vote. On moral grounds alone, but also because of likely legal constraints, the scope of this topic was limited to future entrants. It is

accepted that the removal of voting rights should not, and cannot, be applied retrospectively to existing non-professional members without their approval.

It is also widely recognised that both the numbers and the proportion of members who are in the Professional Division have fallen away, that non-professionals with the vote now marginally outnumber professionals, and that positive action is needed to address the situation.

5.3.3 Staff-Members' Voting Rights

Participants were concerned about:

- The unavoidable conflict of interest that arises from being both an employee and a member; and
- The scope for staff to be influenced by the CEO and governing committee members, and mobilised in favour of or against particular motions.

The concern was primarily about staff who are members essentially because they were given automatic, and perhaps gratis, membership when they became ACS staff-members. If the vote is limited to staff-members who are qualified as members in a grade in the Professional Division, members' concern is far lower, because they are professionals, and in any case smaller numbers of people are involved.

The proposal was limited to full-time and part-time employees. The issue was raised about other categories, including contractors and casuals. Casuals include professional members of ACS who work on accreditation and skills assessment tasks.

The point was also made that staff-members who have no vote on Society matters must have means available to them of conveying their views on relevant matters.

5.4 Effective Accountability Measures

5.4.1 Criteria for Governing Committee Decision-Making

Participants expressed the view that the specification of the Mission, Purposes, Code of Ethics etc. provides a useful means of governing committee performance. A few also suggested the development and publication of KPIs and associated assessment.

There was associated concern as to how to achieve the transparency to assess such performance, and how to respond to or address a governing committee 'going off the rails', and what avenues would exist to address any visible deviation from the specified Mission, Purposes, Code of Ethics: "In at least some Branches, a generation of BEC members was lost, frustrated at the direction that the clique was taking, and their inability to prevent it happening".

A number of participants expressed uncertainty as to whether expressing such a constraints in the constitutional document might be too inflexible to address changing needs.

5.4.2 Transparency and Explanation

Participants expressed the view that transparency of governing committee decisions is essential for accountability: "Where power is centralised, it's essential that we all know who in the organisation does what, so that we can contact them, get relevant information and views from them, and provide relevant information and views to them".

Matters requiring disclosure encompassed both financial reporting and the actions of staff and of volunteers. The counter-argument was put that consultation with members limits the ability for commercial agility.

5.4.3 Engagement with the Membership

With regard to major decisions, the participants' commentary was strongly in favour of consultation being required, and before commitment. The counter-argument was put that consultation with members limits commercial agility.

5.4.4 Branch Committee Motions

Participants supported the expectation that the governing committee would receive motions from Branch Committees as well as petitions from members. This was seen as a significant channel for accepting feedback from members.

This element of consultation did not extend to the manner in which the governing committee would deal with such submissions; but a timely response was expected.

5.4.5 Member Ratification of Proposed Decisions

There was support for embracing a constitutional provision that utilises an online voting system to enable members' views on major decisions to be expressed. Some participants preferred simple trust in the system of elected members, but most opinions expressed "that the Management Committee and executive needs to share information about strategic initiatives, particularly those relating to membership and major new business-lines, and to seek and embrace feedback from members".

Discussions expanded upon whether such feedback would be only formally advisory (but highly persuasive) or actually binding upon the management committee. But see s.5.4.6.

5.4.6 Member Approval for Proposed Decisions

Most participants supported the proposition that some categories of decision require broad member approval. That is, that member approval must be sought and the members' decision would be binding upon the management committee and ACS.

Some categories of such decisions discussed by members were:

- Substantial investment or expense implications (e.g. multi-million-dollar investments);
- Adjacency to or distance from Key Functions (e.g. inherent cf. additional activities);
- Closeness to or conflict with key member interests (e.g. rules for membership grades).

A secondary discussion arose about confirming the integrity of online voting systems.

5.4.7 Removal of a Member of the Governing Committee

A key suggestion was that if a group can elect someone, then they should also be able to remove that person. It was commented that accountability – after the fact – is simpler than trying to control behaviour by restrictions.

5.4.8 Triggering Thresholds for a General Meeting

Although the legal framework for associations or corporations imposes a provision for members to call general meetings, respondents to this question supported its inclusion also in the constitutional document. Particular support was given to the trigger being a fixed number (not proportion) of members as well as by motions from Branch Committees.

5.4.9 Publication of Governing Committee Minutes

Participants supported publication of Minutes. They also supported publication of associated accounts, scorecards and KPIs. Examples were given of other bodies that either had open meetings or published minutes. Comments were also made about timeliness, selective redaction, and level of detail to be published.

5.5 The Matters of Greatest Importance to Members

5.5.1 Matters Subject to Member Approval

5.5.2 Matters Subject to Member Ratification

Responses to the two questions about member ratification and member approval have been combined. The items most frequently raised during open-ended discussions were as follows:

- Mission;
- Purposes;
- Code of Ethics;
- Membership grades;
- Membership eligibility requirements;
- Major Initiatives, particularly those relating to additional activities beyond Key Functions; and
- Branch and Chapter powers and resourcing.

Also mentioned were:

- Principles for determining the allocation of surplus;
- National group Terms of Reference;
- National group Procedures for Elections and Operations;
- Branch Committee Terms of Reference and Procedures.

Principles offered during discussions were:

- Substantial investment or expense implications (e.g. multi-million-dollar investments whether in IP, acquisitions, lease commitments, or even office fit-out);
- Adjacency to or distance from Key Functions (e.g. inherent cf. additional activities);
- Closeness to or conflict with key member interests (e.g. rules for membership grades).

Arguments were put for the following to be subject to ratification rather than approval:

- Dispute Resolution Procedures;
- Principles underlying the Fee Schedule, including gratis memberships;
- Standing Orders for Meetings.

However, responses covered a range of views, with some outliers arguing on the one hand for all matters, and others for no matters, to be subject to member involvement.

6. Possibly Non-Controversial Elements

Participants noted several aspects that are already in the list for inclusion in the new document, but also highlighted several that had not been expressly declared, or whose intent was unclear.

It was re-affirmed that many participants want the constitutional document to preclude payment to members of the Society for the performance of governance roles on committees.

Procedural aspects were also discussed, such as the process for ensuring both legal compliance and effective but efficient governance processes.

Conclusions

This Report has summarised the input received from members across two rounds of consultation. For the most part, Round 2 input reaffirmed and further articulated views provided in Round 1.

Participants placed considerable emphasis on:

- Respect for the Society's values;
- Assurance that Society activities are consistent with those values;
- Focus on professionalism and the professional members;
- Appropriate powers and resources for Branches and for Committees of members;
- Governing committee arrangements that ensure closer connections with members than has been the case in recent years; and
- Effective accountability mechanisms by the governing committee to the membership.

The next step following this Report back to Members is the use of the members' input, combined with knowledge of constitutional documents, to design governance structures and processes, and to draft clauses ready for review.

The intention is to implement members' wishes to the extent practicable, taking into account diversity in viewpoints, constraints imposed by law and regulatory agencies, and the need for the Society to be agile. For agility to be achieved, it is essential that the governing committee, CEO and staff have and retain the trust of the membership in order to get on with the exercise of their delegations, without excessive bureaucracy and without undue interventions.

The drafting activities are taking into account available templates and exemplars relevant to professional society constitutional documents, and those aspects of the current ACS Rules that are appropriate to carry forward into the new document.

The draft clauses are being discussed by CRWG members, then reviewed by other senior members and elected officers, the Society's Governance Officer and other staff-members, and by a law firm. The clauses will then be revised prior to being presented to the membership in a Round 3 Consultation Document. It is currently anticipated that Round 3 may be launched during June. Discussions are intended to again run for at least 4 weeks.

The Constitutional Reform Working Group members thank ACS members and staff for their energetic contributions during Rounds 1 and 2, and look forward to further constructive discussions shortly, to enable the emergence, approval and implementation of the Society's new constitutional document.
