

**Australian Computer Society
Constitutional Reform Working Group (CRWG)
Briefing for Congress Members**

31 October 2022

Summary

The Recommended Constitution being presented by CRWG to Congress includes a small number of remaining choices, on which CRWG is seeking Congress members' thoughts.

This document provides a briefing note on each of five items, to assist Congress members in their deliberations.

All are short, with the exception of the fourth, re cl.13.5. Subsequent to the consultation process closing on 5 August 2022, the question of whether the CEO should be a member of the Governing Committee emerged as a point of contention between participants in the consultation process, on the one hand, and some members of Management Committee and CRWG, on the other.

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Item Referred for Consideration

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cl.10.3(a)(iii) – Number of Members of Congress

10.3 Members of Congress**(a) Election of Members**

(iii) **Each Branch Committee elects 2 Congress Representatives.**

OR

(iii) Each Branch Committee elects 2 Congress Representatives, unless, at the date prescribed in the By-Laws, the Branch has **in excess of 20% of the Professional Division members**, in which case it elects instead **3 such Representatives**.

[Equal numbers per Branch (intentionally) biases in favour of the smaller Branches. Currently, however, the two largest Branches have the assurance of having 1 member on the Governing Committee. That feature disappears under the new arrangements.]

POSSIBLE CHOICES FOR CONGRESS:

(1) Each Branch elects 2 Congress Representatives, forming **a Congress of 16**

FOR: Retention of the status quo
Air-time for Congress members

AGAINST: Absences and inexperienced new members reduces voices and diversity

(2) Each Branch elects 2 or 3 Congress Representatives,
with Branches with >20% of the professional membership electing an extra 1,
forming **a Congress of 18** (+1 for NSW and Vic)

FOR: Access to more of the talent pool in the 2 largest-population Branches
More voices and diversity

AGAINST: Reduced air-time per Congress member
Increased influence of the two largest Branches (25% to 30%)

NOTE:

Currently, the 3 Board Directors are members of Congress.

The new Congress, however, comprises only Congress Representatives elected by the Branches.

CRWG considered whether the Chairs of the 'Boards' (by whatever name) should be added.

Congress members may also wish to consider the question.

[The 3 existing Boards/Panels are Professional Standards, Membership and Communities. Their Chairs continue to be elected by Congress.]

FOR: Deeper experience and broader diversity in a Congress of 19 or 21

AGAINST: Less air-time per member of Congress
Dilution of direct member representation from 100% to 84-86%

cl.11.3(a)(i) – Number of Members of Governing Committee

11.3 Members of the Governing Committee**(a) Number**

- (i) **The number of members of the Governing Committee is to be { 9, 11 or 12 }.**

[Size recommendations generally range between 7 and 11.

[The role represents a substantial, unremunerated 'second job', and this limits the contribution that each member can make.

[Some concern has been expressed that an even number may increase the occurrence of deadlock, particularly given that there is no appetite for a Chair's casting vote. On the other hand, with an even number an absence or an abstention creates the same possibility. In any case, a deadlocked vote is determined in the negative (cl.11.6(e)(i)).]

POSSIBLE CHOICES FOR CONGRESS:

- (1) 9 members

FOR: More air-time per member
3 vacancies in each year of the 3-year electoral cycle

AGAINST: Too few members to contribute time and ensure diversity

- (2) 11 members (3, 4 and 4 elected in each year of a 3-year cycle)

FOR: More contributors

AGAINST: Less air-time per member
3, 4, 4 vacancies in successive years of the 3-year electoral cycle

- (3) 12 members (4 elected p.a.)

FOR: Most contributors
4 vacancies in each year of the 3-year electoral cycle

AGAINST: Least air-time per member

Schedule A – By-Laws Subject to Member Approval

Under cls.12.3 and 12.4, the Governing Committee is required to be transparent to members, and engage with them.

Under cl.12.8, any 50 Voting Members can require the Governing Committee to conduct a referendum of the members when a change is proposed to some key segments of the By-Laws. Those segments are specified in Schedule A.

Schedule A – By-Laws Subject to Member Approval (cls.7(b), 12.8)

The following documents are subject to Member Approval:

- Code of Ethics - National Regulations 4
- Membership Grades - National Regulations 2.1, 2.5
- Qualifications for Admission to the Professional Grades - Nat Regs 2.2
- Terms of Reference of the Professional Standards Board/Panel/Standing Committee

POSSIBLE CHOICES FOR CONGRESS:

- (1) Agree all these as the items that are subject to Member Approval
- (2) Move some from Schedule A to Schedule B, hence subject to Governing Committee Approval
- (3) Move some from Schedule B to Schedule A, hence subject to Member Approval

NOTE:

CRWG considered whether two further documents should be included in Schedule A, rather than C:

- Principles for Determining how Surplus from the Society's Operations is to be Allocated and/or Investment Policy
- Terms of Reference for Branches and Branch Committees - NR 7 and 8

Congress members may also wish to consider the question.

Background Information to Support Discussion of This Item

12.8 Member Approval of Governing Committee Decisions

In respect of the categories of decision listed in clause 12.8(d):

- (a) The Governing Committee, if required by 50 Voting Members to do so, is to conduct a referendum in which all Financial Voting Members are entitled to use an Online Voting facility to vote on the proposal that the Voting Membership approves the decision;
- (b) The threshold for approval of a proposal is 50% of the votes cast;
- (c) In the event that a proposal does not achieve the required threshold, the Governing Committee is not permitted to proceed with the proposal;
- (d) The categories of decision to which this clause is applicable are:
 - (i) creation, material modification or disestablishment of any Grade of membership;
 - (ii) material modification to the qualifications for entry to and retention of any Grade of membership in the Professional Division; and
 - (iii) material modification to the criteria for entry to and retention of any non-professional Grade of membership; and
 - (iv) those which make any material change to any document listed in Schedule A to this Constitution.

Schedule B – By-Laws Subject to Governing Committee Approval (cls.7(c), 12.8)

All other documents of the nature of By-Laws, including the following:

The following documents are subject to Governing Committee Approval:

- Process and Authority for Amendment of the Code of Ethics
 - Code of Ethics Supporting Materials
 - Disciplinary Procedures - Rule 7, NR 5
 - Dispute Resolution Procedure
 - **Principles for Determining how Surplus from the Society's Operations is to be Allocated and/or Investment Policy**
 - Procedure for Proposals for Major Initiatives

 - Terms of Reference for Committees of the Governing Committee, Task Forces, Working Groups, National SIGs, etc. - NR 9 (extended)
 - Procedures for Elections and Operations for Committees of Governing C'tee, Task Forces, Working Groups, National SIGs, etc. - NR 9 (extended)

 - **Terms of Reference for Branches and Branch Committees - NR 7 and 8**
 - Procedures for Elections and Operations for Branch Committees - NR 8
 - Guidelines for Branch Chapters
 - Guidelines for Branch SIGs and Communities of Interest or Practice

 - Procedures for General Meetings
 - Procedures for Online Voting
 - Standing Orders for Meetings

 - Course Accreditation - NR 2.4
 - Procedures for Admission of Members - NR 2.3
 - Qualifications for Admission to the Non-Professional Grades - NR 2.2.4
 - Procedures for Membership Administration - NR 2.9-2.12, 2.14
 - Definitions and Procedures for Special Categories of Membership - NR 2.6-2.8
 - Principles Underlying the Schedule of Membership Fees, including gratis memberships
 - Schedule of Membership Fees
 - Membership Fee Administration - NR 3
 - Inter-Member Communications Services
-

cl.13.5 – The CEO and the Governing Committee

13. The Chief Executive Officer

Under cls.13.6 and 13.7, the Chief Executive Officer:

- **is a participant in all items of Governing Committee Meetings** other than those in which the Chief Executive Officer has a personal interest;
- **has the right to speak and be heard on all items in Governing Committee Meetings;** and
- may attend any Meeting of any Committee of the Society, and has the right to speak and be heard.

[The intention is that the Chief Executive Officer has and exercises considerable powers in relation to the Society's ongoing operations, and interacts with the Chair, the Governing Committee and Congress on an ongoing basis and in a meaningful and constructive manner.]

Under cl.13.5, the CEO may not be a member of any Committee of the Society.

[The term 'Committee of the Society' includes the Governing Committee and Congress.

[This implements separation of staff and member roles, such that the Chief Executive Officer does not have the inherent conflict of interest involved in also being a part of the Society's governance structures.]

POSSIBLE CHOICES FOR CONGRESS:

- (1) The CEO is a Voting Member of the Governing Committee – attends all meetings except where a conflict of interest occurs, participates in GC discussions, and can vote (i.e. change the current clause back to the position in the current Rules)
 - (2) The CEO is a Non-Voting Member of the Governing Committee - attends all meetings except where a conflict of interest occurs, and participates in GC discussions, but cannot vote (i.e. seek a halfway house between extremes (1) and (2))
 - (3) The CEO is not a Member of the Governing Committee - s/he would be invited to participate in GC meetings and have the right to speak and be heard on all items, but not to move, second or vote (i.e. adopt the current clauses as they are)
-

Background Information to Support Discussion of This Item

The following pages provide additional information:

1. Factors for Consideration in relation to each of Options (1)-(3) (pp.7-9)
2. Legal Advice on the question (p.10)

Appendix: The CEO and Governing Committee: Members' Views (pp.12-17)

cl.13.5 – The CEO and Governing Committee – 1. Factors for Consideration

Option (1): The CEO is a Voting Member of the Governing Committee

(a) CEO 'Skin in the Governance Game'

For: The CEO is full-time, and commitment to the governance responsibilities is helpful

Against: Each member has full governance responsibilities, and must not hide behind the CEO
The CEO has a full-time role managing the Society, and a GC role creates role-conflict

(b) Quality and Standing of the CEO

For: A high-quality CEO may expect and even demand a role on the Governing C'tee

Against: The key expertise of the CEO is organisational and business acumen, not governance
An applicant who demands a GC role is likely not well-aligned with the Society's needs

(c) Consistency with the Conventional Model for For-Profit Governance

For: This approach is very widely used, and well-documented

It provides scope for a strong CEO to achieve organisational agility and drive activity

Against: It is inconsistent with control by shareholders, and it often works out badly for them
A membership-driven professional body is very different from a for-profit corporation

(d) Consistency with Conventional Models for Not-For-Profit Governance

For: For centrally-controlled NFPs, it has the same advantages as it has for for-profits

Against: It is inconsistent with the needs of NFPs that have strong member involvement

(e) Consistency with Conventional Models for Professional Societies

For: For centrally-controlled professional societies (as exist in some countries), it has the same advantages as it has for other centrally-controlled organisations

Against: It is inconsistent with and even hostile to a membership-driven professional society
Multiple professional societies have experienced problems, including the ACS

(f) Relative Power of the CEO and Governing Committee

For: The Governing Committee hires the CEO, sets the terms, and can fire the CEO
Dominance by a CEO can be prevented by alert and strong Governing Ctee members

Against: Part-time, unpaid Governing Committee members are heavily dependent on the CEO
CEO membership of the Governing Committee adds to the substantial powers of the CEO, who is already on-the-job full-time, has control of all of the key information, can strongly influence agenda content, has control of all of the Society's resources and hence can hire staff and consultants to assist, can interpret delegations to suit themselves, and can obscure information and actions from Governing Committee

(g) The Views of Past and Present Members of Governing Committee

For: A majority of the small selection of present and past members of MC who were surveyed by CRWG supported this Option, as did 1 former CEO (Goldsworthy)

Against: Some present and past members of MC oppose this Option, as did 2 former CEOs (Furini and Grayston)

(h) The Views of Participants in the Consultation

For: The views of 250 participants may not be representative of the population of 5-10,000

Against: 90% of participants who commented on this feature opposed this Option

cl.13.5 – The CEO and Governing Committee – 1. Factors for Consideration
Option (2): The CEO is a Non-Voting Member of the Governing Committee

(a) CEO 'Skin in the Governance Game'

For: The CEO is full-time, and commitment to the governance responsibilities is helpful
Against: The CEO's lack of a vote undermines that commitment
The CEO's lack of a vote might possibly relieve them of their obligations at law

(b) Quality and Standing of the CEO

For: A high-quality CEO may be satisfied with this compromise position
Against: A high-quality CEO may be uncomfortable with having legal obligations but no vote

(c) Consistency with the Conventional Model for For-Profit Governance

For:
Against: The notion of a non-voting member of a For-Profit Board is unconventional

(d) Consistency with Conventional Models for Not-For-Profit Governance

For: The AICD recommends that the CEO be a non-voting member of a CLG Board
Against: The AICD is oriented towards strong centralisation of power

(e) Consistency with Conventional Models for Professional Societies

For: Some professional societies have the CEO as a non-voting member of their GC
Against: Some professional societies do not have the CEO as a non-voting member of their GC

(f) Relative Power of the CEO and Governing Committee

For: The Governing Committee hires the CEO, sets the terms, and can fire the CEO
Dominance by a CEO can be prevented by alert and strong Governing Ctee members
The CEO's power is somewhat constrained by not having a vote
Against: Part-time, unpaid Governing Committee members are heavily dependent on the CEO
The CEO still has substantial powers inherent in the twin roles of CEO and GC member

(g) The Views of Past and Present Members of Governing Committee

For: This was not canvassed when present and past members of MC were asked their views, but some may support it
Against: A majority of the small selection of present and past members of MC who were surveyed by CRWG support a vote, as did 1 former CEO (Goldsworthy)

(h) The Views of Participants in the Consultation

For: This option was not offered, so we have no information on participants' views
Against: This option was not offered, so we have no information on participants' views

cl.13.5 – The CEO and Governing Committee – 1. Factors for Consideration**Option (3): The CEO is not a Member of the Governing Committee****(a) CEO 'Skin in the Governance Game'**

For: The CEO is not juggling conflicts between their executive and governance roles, and can therefore speak less equivocally
GC members are more aware of their governance responsibilities

Against: The CEO may contribute less towards the GC's performance of its governance obligations than they would if they were a member of the GC
A risk exists that the CEO may not attend all of every meeting, which would tend to undermine communications between the GC and the CEO

(b) Quality and Standing of the CEO

For: A high-quality CEO may be happy to avoid the role-conflict that arises if they are also a member of the Governing C'tee

Against: A high-quality CEO may expect and even demand a role on the Governing C'tee

(c) Consistency with the Conventional Model for For-Profit Governance

For: Consistency with the for-profit model is not appropriate for a membership-driven professional society. Part-time members can be dominated by a full-time CEO

Against: This option is not consistent with the for-profit governance model

(d) Consistency with Conventional Models for Not-For-Profit Governance

For: In some not-for-profit organisations, the CEO is not a member of the GC

Against: The AICD recommends that the CEO be a non-voting member of a CLG Board

(e) Consistency with Conventional Models for Professional Societies

For: In some professional societies, the CEO is not a member of the GC

Against: The AICD recommends that the CEO be a non-voting member of any CLG Board, but the AICD recommendations are not attuned to membership-driven organisations

(f) Relative Power of the CEO and Governing Committee

For: The Governing Committee hires the CEO, sets the terms, and can fire the CEO
Dominance by a CEO can be prevented by alert and strong Governing Ctee members
GC members are more alert to their obligations vis á vis those of the CEO
The CEO still has the substantial powers inherent in the role of CEO
The CEO is able to speak less equivocally at GC, solely as the senior executive

Against: Part-time, unpaid Governing Committee members are heavily dependent on the CEO
Part-time, unpaid Governing Committee members may not fulfil their obligations

(g) The Views of Past and Present Members of Governing Committee

For: Some present and past members of MC support this Option, as did 2 former CEOs (Furini and Grayston)

Against: A majority of the small selection of present and past members of MC who were surveyed by CRWG oppose this Option, as did 1 former CEO (Goldsworthy)

(h) The Views of Participants in the Consultation

For: Most of the 90% of participants who commented on this feature supported this Option

Against: The views of 250 participants may not be representative of the population of 5-10,000

cl.13.5 – The CEO and Governing Committee

3. Legal Advice

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Memorandum of legal advice

Confidential

To Roger Clarke
CRWG, Australian Computer Society

Nick Tate
President, Australian Computer Society

From Anne Robinson
Partner

Tina Lee
Special Counsel

Date 13 October 2022

Subject Should the CEO be a member of the board/governing committee?

1. Overview of advice

In Australia, the usual and recommended position is that the CEO of a not-for-profit should not also serve as a director/committee member or chairperson of the board/governing committee (referred to as an **executive director** or **managing director** of that entity). In the for-purpose sector in Australia, boards/governing committees (**boards**) are usually exclusively comprised of directors/committee members (**directors**) that are not employed by the entity.

We set out below a short summary of:

- (a) the benefits of the CEO also serving as the executive director; and
- (b) the benefits of separating the roles of CEO and directors.

2. Benefits of the CEO also acting as executive director (Dual Role Structure)

The Dual Role Structure gives one person the power to determine the direction of the body corporate, which creates clear lines of authority that enable executive management and the board to make decisions more efficiently and effectively.

Also, the Dual Role Structure provides a united front on governance as all decisions would have been appropriately debated and agreed upon by the board, which includes the CEO.

Furthermore, the CEO could contribute their experience in implementing strategy, managing risk and relevant insider knowledge such that the boards can collectively reach a more balanced, informed and objective perspective when planning or making decisions.

3. Benefits of separating the roles of CEO and executive director (Single Role Structure)

The Single Role Structure detaches the board from the CEO, which enables the board to make more objective strategic decisions without influence from below-board level. This structure also facilitates more open debate in board meetings, since the separation of the CEO from the board minimises the risk that the CEO dominates the board meetings with their agenda. The Single Role Structure assists in maintaining a clear line of accountability of the executive to the board, and the CEO is able to focus on managing this executive function, while reporting to the board.

The board's independence from management also enables the board to exercise oversight over the executive by its delegations to the CEO, and then to monitor the CEO's performance. It helps to avoid any actual or perceived conflicts of interest that are more likely to arise if one person occupies the role of CEO and executive director.

Finally, under this structure, CEOs avoid assuming the fiduciary obligations and duties owed by directors to their organisation in addition to their existing responsibilities (contractual or otherwise) as CEO.

2.1 Membership Grades

The second Annex to the CRWG's Final Report (Recommendations for Referral to the Relevant Society Organs), in s.2.1 on p.3, includes a number of proposals by consultation participants relating to Grades of membership:

2.1 Membership Grades

(a) Professional Grades

(i) An Entry Grade

Concerns have been frequently expressed about the lack of **a pathway grade towards professionalism**. This was the function of the grade of Associate, prior to the 2010 changes. Participants considered that the current entry requirements to the Professional Division are not appropriate, and seek changes in order to resume an orderly flow of graduates in ICT (and equivalent) into a preliminary grade within the Professional Division.

(ii) A Practitioner Grade

The imposition of Certification as a prerequisite for MACS, although well-intended, is perceived by members to have resulted in a logjam, stalling conversion from non-professional Associateship to professional Membership.

The need is perceived for **an 'all-but-CP' level within the Professional Division**, similar to the Associate Grade pre 2010, e.g. an Associate (Snr) or Practitioner Grade.

(iii) The Society's Scope

Flexibility and adaptability are necessary in both **the definition of the CBOK and the recognition of new specialisations**. These **need to automatically play through** into the accreditation process for courses, and into the approval process for applicants for membership. All of these documents need to be promptly and clearly discoverable and accessible on the web-site.

(b) Non-Professional Grades

The change a decade ago to remove entry requirements for Associate (effectively re-naming the Affiliate Grade as Associate, but granting voting rights) has resulted in a single 'grade' whose members have a wide variety of profiles.

Participants recognised the need for **distinctions among Grades within the non-professional membership**. These need to reflect the person's standing, e.g.

- (i) secondary-school students;
- (ii) hobbyists;
- (iii) professionals in other arenas (including IT-oriented lawyers, medical professions, applied sciences generally, specialist ICT teachers, specialist ICT careers advisers);
- (iv) skilled users of complex IT (data analytics tools, CAD/CAM, 3D/additive printing, etc.); and
- (v) senior managers and executives (particularly CIOs).

By way of example only, possible Grade-titles might include Associate for (i)-(ii), Companion for (iii)-(iv) and Associate (Exec) or Executive for (v).

This assumes that an Entry Grade and a Practitioner Grade are created in the Professional Division, as per 2.1(a) above. If not, those segments also need to be addressed here.

POSSIBLE CHOICES FOR CONGRESS:

- (1) Refer all aspects to the Professional Standards Board for consideration
- (2) Refer an adapted version of the text to the Professional Standards Board for consideration
- (3) Not refer any aspect of s.2.1 to the Professional Standards Board

cl.13.5 – The CEO and Governing Committee**Appendix: The CEO and the Governing Committee: Members' Views**

This contains all comments from participants, from the Reports on the three Consultation Rounds

Report Back to Members re the Round 1 Consultation – 5 Dec 2021

<https://crwg.org/1/CRWG1-Report.pdf>

p.11:

Many members argue that the CEO of a member-based and member-serving organisation should not be a member of the governing committee, but should have full rights of attendance and participation in the committee's activities.

Report 1, Annex 1 – 5 Dec 2021

<https://crwg.org/1/CRWG1-RptAnn1.pdf>

p.78:

Notes of Profession Advisory Board – Session 2 of 3 – 15 October 2021

Any new Constitution/Board should not have the CEO as a Director. ACS is a not-for-profit charity - the CEO should not be a Board member of a member-servicing, member-based organisation. The CEO has an incredibly important role but from a governance perspective they should not oversee their own work.

Report Back to Members on the Round 2 Consultation – 25 Apr 2022

<https://crwg.org/2/CRWG2-Report.pdf>

p.16:

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.
-

Report 2, Annex 1 – 18 Apr 2022

<https://crwg.org/1/CRWG1-RptAnn1.pdf>

p.127

Jack Burton Mar 9 #431

... the CEO must *absolutely not* be a voting member of MC. I'm not convinced that the CEO should even have a right to attend/speak at all MC meetings (unlike Council meetings), but in most circumstances the President will probably have good cause to invite the CEO to attend & speak at MC meetings anyway.

pp.143-145

5.2.6 The CEO as a Member of the Governing Committee

> Members were clear that the CEO needs to be present at meetings of the governing committee, and to have the right to speak, and perhaps even the right to move motions. However, the roles of CEO and membership of the governing committee of a member-based and member-serving organisation are distinct, and to some extent in inevitable conflict. The risk arises of dominance, by the full-time and well-resourced CEO, over the part-time and poorly-resourced members of the governing committee. Arguments were presented that the CEO should not be a member of the governing committee of the Society, because it is a member-based and member-serving organisation.

> Examples of elements that members may wish to be embedded include:

- > • The CEO should not be a member of the governing committee (nor of the executive committee if a two-tiered model is used);
- > • The CEO should have full rights of attendance at and participation in the activities of the governing committee (and of the executive committee if a two-tiered model is used), but no right to vote on motions, and perhaps no right to move or second motions.

> In Round 2, members were asked:

> **Do you want the CEO to be a member of the governing committee or should the CEO instead be an active participant in its meetings, but not a member?**

Event Reports

Queensland Branch 'Chapters and Emerging Pros' 25 Feb 2022:

Bevin: The CEO must serve the Board and answer to it, and be present and speak at governing committee meetings, but be non-voting.

Submissions

Sam Horwood – 3 March 2022

Honestly, I'm not sure what the right thing to do here is. I don't want a knee jerk reaction that has us trusting no one because we've been burnt before. I want something that's going to be workable in the future. Ultimately the membership have lost trust, and we need to find the balance between control mechanisms, guiding principles (not hard constraints) and trust in the personalities that we empower to act on our behalf. If our constitution is overly prescriptive or dictatorial we will not rebuild the trust lost because we don't give the new CEO a chance to prove themselves worthy of our trust.

Web-Form Votes

Yes – 1; No – 5; Other–1.

Forum Entries

Shane Moore Feb 3 #149

Choice: An active participant but not a member

Comment: Should not have any vote.

Don Fraser Feb 10 #267

Choice: An active participant but not a member

Comment: CEO should NOT be a director and some part of each meeting should be without CEO or other staff.

Rupert Grayston [The CEO] Feb 21 #335

I'm not in favour of the CEO being a member of the governing body. I think this is uncommon in organisations like ours in Australia, although I understand that it isn't necessarily considered bad governance. The CEO should of course be an active participant in board meetings.

Karl Reed Feb 21 #342

The CEO should be ex-officio, that is, have rights to speak but not to move motions or to vote.

Last time I looked, the CEO of EA was not a member of its Board. Neither its the CEO a voting member of the board of IEEE-CS.

I actually do consider it bad governance.

Chris Radbone Feb 22 #354

Thank you Karl and Rupert for your comment on this matter, which I strongly agree!

A clearer executive officer responsibility has the CEO responsible under the Management Committee (organisation's senior peak governance body or Board) for carrying out the work delivering on the Management Committee 'agreed' and directed strategies, policies and the proposed and approved plans, with the CEO working with the executive team and staff of the Society to prepare the business and project plans for delivering on the agreed directions.

Many thanks all for this constitutional review and reform work Role of CEO with respect to governing bodies #5-2-6

Jack Burton Mar 9 #438

Choice: An active participant but not a member

Comment: The CEO should report to Council. He should also have a right to attend & speak at any Council meeting (but not a vote). Likewise he should not have vote on MC (and I'm in two minds as to whether he should have right to attend & speak there -- see also my answer to an earlier question).

Alex Reid Mar 10 #513

Choice: Other

Comment: I don't feel strongly about whether the CEO should have a vote on the governing committee(s), I've seen it work well either way. But I do feel strongly that he/she should otherwise be a full member of both committees (except for discussions about CEO's remuneration, etc). The CEO should not be allowed to chair the executive committee.

Tony Errington Mar 11 #541

Choice: An active participant but not a member

Comment: Definitely not a voting member

Adrian Mortimer Mar 11 #568

Choice: An active participant but not a member

Comment: The CEO should be an active participant but not a voting member, but more to the point, the CEO or the CEO's delegate should be required to attend meetings of the executive committee / congress ...

Adrian Porteous Mar 13 #619

Choice: An active participant but not a member

Comment: As proposed: The CEO should have full rights of attendance at and 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.

Donald Fraser Mar 14 #622

And also - the board (or what ever the governing committee is called) should always hold part of each meeting without the CEO and other staff present. This allows free and frank discussion of performance.

1 person liked this

Keith Besgrove Mar 15 #650

Choice: An active participant but not a member

Comment: It is not desirable for the CEO to be a member of the committee.

Report Back to Members on the Round 3 Consultation – 5 Sep 2022

<https://crwg.org/2/CRWG2-Report.pdf>

pp.13-14

13. The Chief Executive Officer

The 7 sub-clauses were the subject of 13 comments, and 1 vote, cast in support. See pp.146-148 of the Annex.

Comments that required particular attention were:

- "important that the CEO is not a congress member or member of the governing committee";
- "only option I agree with is 13.6(a) (Governing Committee and Congress required to invite the CEO to participate in all relevant items of their meetings)";
- "I support 13.6(a) with the replacement phrase "all items of their meetings other than ... " ";
- "re 13.6 b: I think it's reasonable to exclude the CEO from motions or votes from congress or governing committee";
- "re 13.6(a) (CEO participation in meetings of Governing Committee and Congress,) I'm happy with all items of the meetings other than those in which the CEO has a personal interest";
- "in 13.6, I support the inclusion of the option (participation, except items in which the Chief Executive Officer has a personal interest) however I recommend changing 'personal interest' to 'conflict of interest' as this latter terminology is used elsewhere and has a broader scope".

The 4 comments from 2 participants that expressed opposition to clauses were concerned with:

- "do not agree with 13.7 (The CEO may attend any meeting of any Committee of the Society, and has the right to speak and be heard, but not to move, second, or vote). It seems I am an outlier on this one. I think the CEO should be part of the governance of the Society, and if the CEO has a (significant) proposal voted down, that indicates a loss of confidence in the CEO";
- "The Chief Executive Officer does not have the right to attend Governing Committee meetings, but may be invited to do so";
- "The Chief Executive Office must be invited to attend all Governing Committee, Congress, Panel and Branch Committee meetings";

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<https://crwg.org/1/CRWG1-RptAnn1.pdf>

pp.146-148

13. The Chief Executive Officer

13 comments plus 1 vote, 1 in support

#167

Choice: I Support

Comment: Important that the CEO is not a congress member or member of the governing committee

From: dennisfurini@gmail.com Fri, 24 Jun 2022 18:00:25 -0700

#193

Choice: I Support

Comment: Only option I agree with is 13.6 (a). Do not agree with 13.7. It seems I am an outlier on this one. I think the CEO should be part of the governance of the Society, and if the CEO has a (significant) proposal voted down, that indicates a loss of confidence in the CEO.

From: associations.acs@various.sent.com Sat, 25 Jun 2022 23:33:42 -0700

#199

Choice: I Support

Comment: Accept all red options

From: duncan_roe@optusnet.com.au Sat, 09 Jul 2022 00:49:03 -0700

#228

Choice: I Support

Comment: I support 13.6(a) with the replacement phrase "all items of their meetings other than...".

From: alex.reid@uwa.edu.au Sat, 16 Jul 2022 02:53:54 -0700

#304

Choice: I Support

Comment: 13.1 a: I think it's reasonable to include the condition of policy requirements set by Congress. I'm not sure what they would be, but it seems reasonable.

From: sam@horwood.id.au Sun, 24 Jul 2022 23:31:40 -0700

#305

Choice: I Support

Comment: 13.6 b: I think it's reasonable to exclude the CEO from motions or votes from congress or governing committee.

From: sam@horwood.id.au Sun, 24 Jul 2022 23:31:40 -0700

#308

Choice: I Support

Comment: 13.3: I think it's reasonable for the governing committee to provide instructions or additional specific delegations from time to time.

From: sam@horwood.id.au Sun, 24 Jul 2022 23:31:40 -0700

#311

Choice: I Support

Comment: 13.6 a: I'm happy with all items of the meetings other than those in which the CEO has a personal interest. I think the governing committee needs to collaborate effectively with the CEO, so I think it's reasonable to establish that as a requirement.

From: sam@horwood.id.au Sun, 24 Jul 2022 23:31:40 -0700

#312

Choice: I Support

Comment: 13.5: I think it's fair for the CEO to be excluded from any committee.

From: sam@horwood.id.au Sun, 24 Jul 2022 23:31:40 -0700

#314

Choice: I Support

Comment: 13.4: I think it's reasonable that these instructions or specific delegations may be revoked from time to time.

From: sam@horwood.id.au Sun, 24 Jul 2022 23:31:40 -0700

#383

Choice: I Oppose

Comment: The Chief Executive Office does not have the right to attend Governing Committee meetings, but may be invited to do so.

From: acs@ugovern.com.au Thu, 28 Jul 2022 17:07:40 -0700

#384

Choice: I Oppose

Comment: The Chief Executive Office must be invited to attend all Governing Committee, Congress, Panel and Branch Committee meetings.

From: acs@ugovern.com.au Thu, 28 Jul 2022 17:07:40 -0700

#467

Choice: I Support

13.6

I support the inclusion of the option however I recommend changing 'personal interest' to 'conflict of interest' as this latter terminology is used elsewhere and has a broader scope.

In cl.13.6(a) adopt the Option, resulting in:

(a) Each [of the Governing Committee and Congress] is required to invite the Chief Executive Officer to participate in all items of their meetings other than those in which the Chief Executive Officer has a material conflict of interest.

From: paul.campbell@cogentia.com.au Thu, 04 Aug 2022 00:11:24 -0700
