

Constitutional Reform

Congress Meeting

Constitutional Reform Working Group

<https://crwg.org/About.html>

31 October 2022



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ACS CRWG Constitutional Reform Working Group

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Reminder of the Nature of CRWG's Work

- We were commissioned by Congress to:
 - Conduct a 3-Phase Consultation Process with all members (incl. Congress members)
 - Recommend a Constitution to Congress that the membership will approve
 - Conduct this
 - expeditiously
 - properly
 - based on best practice
 - Supported by legal advice

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Draft Constitution for Discussion

The constitution that we present:

- Reflects and addresses Member's concerns
- Incorporates Principles, Features and Clauses based on Members Requirements
 - As expressed in 3 feedback rounds
- Underpinned by legal advice
- Will require 75% approval in a General Meeting

Unknowns:

- Form of Incorporation and Charitable status
 - Assumed remains as is
 - Contingency clauses prepared if this changes

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CRWG *Modus Operandi*

- Frequent Meetings (42 x 1hr over 16 months)
 - Plus lots of home work
- Tasks:
 - Stimulation of participation by members
 - Assimilation of Participants' Input
 - Drafts, revisions and re-drafts
- Our meetings included
 - Robust Discussion
 - Strong Opinions, sometimes not aligned
 - Democratic Decision-Making
 - Mutual Respect, and no *ad hominem* attacks
- Supported by admirable admin
 - Meeting notes within 24 hours
 - Agenda with input for members and items carried forward
 - Agreed drafting completed within days

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Plan of this Session

1. Summary of the Report and Annexes
2. Overview of Governance
3. 5 open questions – your input requested
 - How Many Members of Congress?
 - How Many Members of Governing Committee?
 - Which By-Laws Subject to Member Approval?
 - The CEO and Governing Committee
 - Membership Grades

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The Final Report consists of

- Introduction
- Process
- Outcomes
- Appendices:
 - Terms of Reference and Composition
 - Conduct of the Project
 - **Key Features of the Constitution (p.9)**
- Annexes:
 - **The Recommended Constitution**
 - Recommended Referrals to Relevant ACS Organs

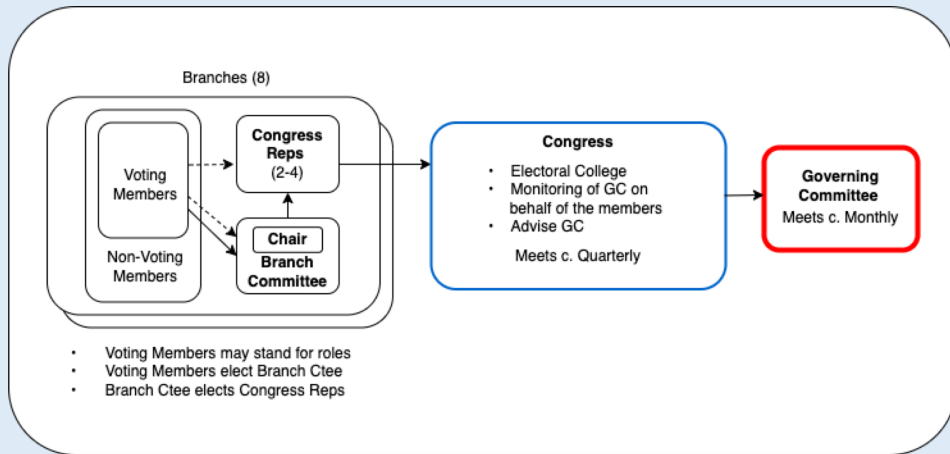
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Clauses of the New Constitution

1. The Society and Its Nature and Values
2. Powers of the Society
3. Not-for-Profit Provisions
4. Society Membership
5. Rights of Society Members
6. General Meetings
7. By-Laws
8. Branches
9. Constitutional Standing Committees
10. Congress
11. The Governing Committee
12. Accountability of the Governing Committee
13. The CEO
14. Other Provisions
15. Definitions and Interpretation
16. Transitional Provisions

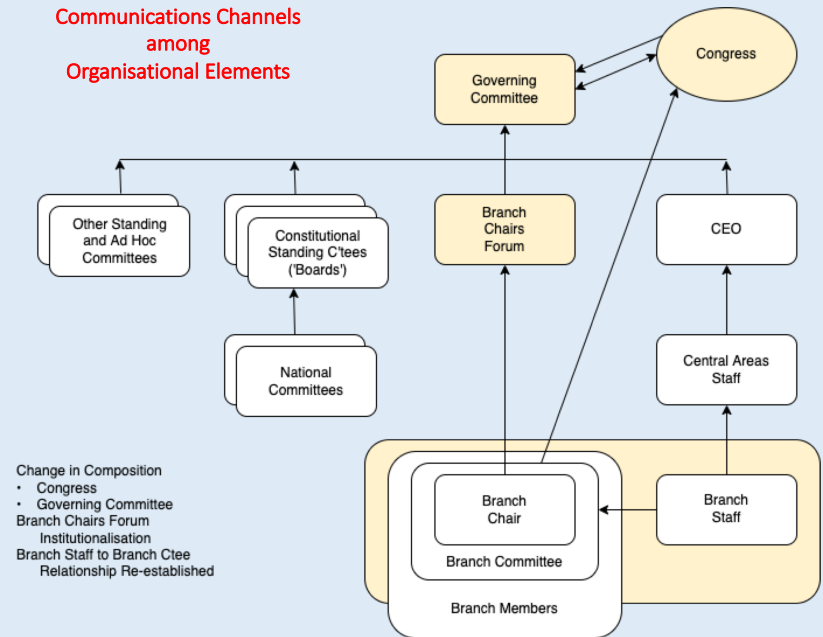
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The Primary Governance Elements



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Communications Channels among Organisational Elements



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Some significant changes in more detail

These affect:

- **Governing Committee (renamed MC)**
- **Congress**
- **Effective Accountability**

Clauses in green will be new to you
Clauses in red are up for discussion

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Governing Committee (cls. 11, 13)

- **GC members:**
 - Exercise the powers of the Society
 - Have full, joint-and-several responsibility
 - Are elected by Congress to 3-year terms
- **Size of the Governing Committee – 9-12**
- **Wide Eligibility** – Professional, Financial, 1 year's prior experience on an ACS Committee, with term limits
- **Chair and 2 Vice-Chairs, elected from GC by GC** but with no other ex officio roles such as Imm Past Pres
- **Congress Chair participates in GC, but does not vote**
- **Congress members can be invited to participate**
- **CEO** is responsible for **day-to-day management** of ACS
- GC may provide instructions or specific delegations to the CEO from time to time re **strategy and policy**

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Congress (cl. 10)

- Congress **Responsibilities:**
 - Election and if necessary Removal of GC members
 - Election of Panel (Board) Chairs
 - Monitoring of the behaviour of GC
 - Representation of the interests of members to GC
 - **Advisory vote on GC's 'major proposals'**
- Congress Reps are **elected by Branch Committees**
- **Chair is elected from Congress by Congress**
- **Joint GC and Congress membership is precluded**
- **Size of Congress (8x2 = 16; or 18; possibly +3)**
- **Wide Eligibility**
- **GC Chair participates in Congress, but does not vote**
- **GC members can be invited to observe / participate**

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Effective Accountability (cl. 12)

- **Express Requirements of GC Members:**
 - Decisions consistent with ACS Nature and Values (cls. 12.1-12.2, by reference to cl. 1)
 - Transparency, Member Engagement (cls. 12.3-12.4 and 12.7)
- **Branch Committee Communication of Dissatisfaction** (cl. 12.5, facilitating early warning of discontent)
- **Congress Power to Remove GC Members** for 'behaviour materially inconsistent with duties' (cl. 12.6)
- **Membership Approval for changes to some By-Laws** (cl. 12.8, Schedule A)
- **Congress Plebiscite on Major Decisions (cl.12.4(b))**

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Discussion of Constitution Clauses

1. The Society and Its Nature and Values
2. Powers of the Society
3. Not-for-Profit Provisions
4. Society Membership
5. Rights of Society Members
6. General Meetings
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8. Branches
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14. Other Provisions
15. Definitions and Interpretation
16. Transitional Provisions

Please use chat to raise your questions and queries about the proposed draft constitution

Your queries will be answered by CRWG members

Please send private chat to Nick if you feel that the matter is important enough to warrant a verbal discussion

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Congress as the CRWG – the 5 tricky clauses

Model the CRWG process:

- Robust, courteous and respectful discussion
- Via Chat or Raised Hand to discuss

Outcome:

- Discussion exhausted – ready to vote (and abide by the result)
- Need further time scheduled to resolve best option (parked as unresolved)

Each topic presents possible choice option:

- Members of the CRWG will present alternatives
- Discussion, but time limited on each clause
- Briefing paper informs discussion
- Outcome then decided

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The 5 topics

1. How many Members of Congress?
2. How Many Members of the Governing Committee?
3. Which By-Law changes should be subject to Member Approval
4. The CEO and the Governing Committee
5. Membership Grades
 - Raised by members but not in constitution

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How Many Members of Congress?

cl.10.3(a)(iii) – Briefing Paper p.2

(a) **Election of Members**

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

OR

(iii) Each Branch Committee elects 2 Congress Reps, 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.**

- **Congress of 16 or 18** – enough for depth and diversity?
- Access to Larger Talent Pool in the large States
- Reduced air-time per member, large-Branch influence

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How Many Members of Congress?

cl.10.3(a)(iii) – Briefing Paper p.2

Possibly Append:

... together with the **Chairs of the Constitutional Standing Committees referred to in cl.9(b).**

[The 3 existing Boards: Professional Standards, Membership and Communities, whose 'Directors' the constitution re-titles as 'Chairs', and who are elected by Congress.]

FOR: A Congress of 19 or 21

Continues the present arrangement

Deeper experience, broader diversity

ANTI: Less air-time per member of Congress

Direct member representation 100% down to 84-86%

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How Many Members of Governing Committee?

cl.11.3(a)(iii) – Briefing Paper p.3

(a) **Number**

(i) The number of members of GC is to be { 9, 11 or 12 }

(1) 9 members (3 elected p.a.)

FOR: More air-time per member

3 vacancies in each year of the 3-year electoral cycle

ANTI: Too few members to contribute time and ensure diversity

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

FOR: More contributors

ANTI: Less air-time per member

Varying number of vacancies

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

FOR: Most contributors

4 vacancies in each year of the 3-year electoral cycle

ANTI: Least air-time per member

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By-Laws Subject to Member Approval

Schedule A and cls.7(b), 12.8 – Briefing Paper pp. 4-5

The following documents are subject to Member Approval:

- Code of Ethics - National Regulations (NR) 4
- Membership Grades – NR 2.1, 2.5
- Qualifications for Admission to the Professional Grades - NR 2.2
- Terms of Reference of the Professional Standards Organ

Congress members may also wish to consider the following:

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

POSSIBLE CHOICES FOR CONGRESS:

- (1) Agree all
- (2) Move some from Schedule A to Schedule B
- (3) Move some from Schedule B to Schedule A

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The CEO and Governing Committee

cl.13.5 – Briefing Paper pp. 6, 7-9, 10, 12-17

- The CEO is a participant in GC Meetings, with the right to speak and be heard on all items
- Under cl.13.5, the CEO is not a member of any ACS Ctees

POSSIBLE CHOICES FOR CONGRESS:

- (1) A Voting Member of the Governing Committee
- (2) A Non-Voting Member of the Governing Committee
- (3) Not a Member of the Governing Committee

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The CEO and Governing Committee

Briefing Paper 7-9 plus 10 (Legal), 12-17 (Members)

Options

(1) Voting Member
p.7

(2) Non-Voting Member
p.8

(3) Not a Member
p.9

Factors

- (a) CEO 'Skin in the Governance Game'
- (b) Quality and Standing of the CEO
- (c) Consistency with the Conventional Model for For-Profit Governance
- (d) Consistency with Conventional Models for Not-For-Profit Governance
- (e) Consistency with Conventional Models for Professional Societies
- (f) Relative Power of the CEO and Governing Committee
- (g) The Views of Past and Present Members of Governing Committee
- (h) The Views of Participants in the Consultation

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2.1 Membership Grades

Further Recommendations on Annex p.3, and Briefing Paper p.11

Professional Grades

- **Entry** Grade, for ICT graduates and equivalent
- **Practitioner** Grade, for 'all-but-CP', to break the log-jam
- Public clarity about the Society's Scope

Non-Professional Grades

- Differentiate / Stratify the 'Associate' Grade:
 - **Executive Associate** for senior managers, CIOs and such
 - **Companion** for highly-skilled users, lawyers, med, ...
 - **Associate** for Users, 'gifted amateurs', Secondary School

The CRWG recommends referral of this matter to the Professional Standards Board.

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Almost the End

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The next phase of work:

Some matters need to be referred to other bodies:

- Code of Professional Conduct
- Professional Grades
- The Logjam at the Transition from AACS to MACS
- Non-Professional Grades

Some By-Laws need revision before changeover

- Updated to reflect new constitution
- Conflicts and inconsistencies need to be resolved
- Drafting needs improving

Responsibility needs to be assigned and resourced

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Conclusion

Congress has a Recommended Constitution

- Strongly-supported by consultation participants
- Checked for practicality of expressions
- Reflects three rounds of legal review

Caveat

- MC's decisions re form of incorporation & charity status
- CRWG has prepared contingencies for decision either way
- By-Laws must be adjusted to reflect provisions in new constitution

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Constitutional Reform

Almost there

31 October 2022

Thank You

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