

# CONSTITUTION WORKING GROUP

---

## DRAFT PROPOSALS FOR CONSIDERATION

FEBRUARY 2022



## 2 MEMBERS AND MANDATE

---

- Lyndsay Neilson(Chair); David Johnston (Secretary); Claire Keating; Stephen Forster; Russell Worland; Ian Silk; Jim Clement (ex officio)
- Mandate: While no specific Terms of Reference have been provided to the Working Group the September 2021 Committee of Management Meeting and the Council Meeting of 18 October each agreed that a Working Group with up to six members, and open to other Victorian VCA members, should be formed, to draft amendments to the VCA Constitution.
- The purpose of the amendments would be to move to an elected nine-member Board rather than the federal structure currently in place.
- A Special General Meeting was proposed to be held in April 2022 to consider the Amended Constitution. The likely date will be May 2022 given the already tight timelines

### 3 ISSUES LEADING TO THE DESIRE FOR A NEW CONSTITUTION

---

- Discussion at Council, among Regions and among the membership (and a survey of Council members) about dissatisfaction with current governance arrangements and performance has been extensive and ongoing.
- Key issues have included
  - The current structure is cumbersome, too large, too bureaucratic, too remote from members
  - Role of Council vs Committee of Management is unclear, confusing and inefficient
  - Roles of Directors and Regional Delegates are not clear or distinct
  - Contribution of Regional Associations and the Management Committees to Clubs is uncertain
  - The Council does not have an appropriate mix of skills and has no way of getting the right mix
  - Some directors don't appear to be prepared adequately for meetings and therefore do not contribute at meetings
  - Stakeholder management and risk management are inadequate

# 4 DISCUSSION OF ISSUES

---

- Some Directors prepare well for Council meetings, other not at all, meaning that discussions at Council are often confusing, repetitive and inconclusive
- The Chair consequently has difficulty providing clear leadership for Council meetings
- Regional Directors at times appear to see themselves as representing their regional interests rather than acting in the interests of Croquet Victoria as a whole, as is required of Directors.
- There have been significant levels of conflict in Council in recent years
- VCA struggles to achieve appropriate levels of female representation across its governing bodies despite its strong female membership at Club level and faces impacts from State Government regulations on Board representation (40% female membership)
- There need to be limits on Committee Members' terms of tenure - some members play 'musical chairs'
- Directors do not share the Sub-Committee roles adequately
- There are no clear stakeholder management or relationship plans to manage Council-Club links in particular
- Regional size imbalances impact on governance (largest region has 419 members and the smallest 95)
- Any way forward should seek to address these issues

## 5 WHAT ARE VIEWS ABOUT NON-PROFIT BOARD SIZE

---

- “A typical non-profit board of directors should comprise not less than 8-9 members and not more than 11-14 members” (<https://www.sumptionandwyland.com/resources/sumption-wyland-articles/what-is-the-right-size-for-your-nonprofits-board>)
- “It is envisaged that a Board will comprise between 5 and 9 directors.” (ASC Sports Governance Principles 2012, Principle 1.8)
- “Whatever else the board is tasked with doing, its fundamental purpose is to effectively govern the organization. Therefore, board size ... must be influenced primarily by the overarching need to provide its stakeholders and community with a well-governed organization with the capacity to fulfill its stated mission.” (sumption and wyland op.cit.)
- In other words, the board must be large enough to be representative and skilled, avoid overworking its membership and dominance by one or two individuals, and small enough to be workable and efficient.
- The eventual decision on Board size may depend in part on the model of governance Council adopts, but for the moment we will assume the Board will have nine members as per the CoM/Council decisions

## 6 FIRST PRINCIPLES - ENSURING THE RIGHT SKILLS AND BOARD REQUIREMENTS

---

- The Board is required to meet the Victorian Government mandated quota for female membership (currently 40%)
- Need to define knowledges and expertise required of Board members (including non-profit governance and finance; expertise in the croquet world such as tournaments and fixtures, coaching, refereeing, marketing and publicity, managing lawns and building assets; and stakeholder liaison and management either in croquet or elsewhere)
- Define core competencies (including strategic thinking; understanding mission and values; linkages and connections; institutional memory; accountability; experience and organisational learning)
- Define key attributes (age; gender; location; profession; availability to serve)
- *In other words, VCA defines the qualities of its Board Members, and does not leave this to chance*

## 7 GIVEN DEFINED CRITERIA, HOW IS THE BOARD SELECTED/APPOINTED/ELECTED?

---

- Once a decision is made to have a preferred composition for the Board the election/appointment process must ensure that that composition can be delivered
- This means that a Panel of Candidates who are suitable must be found *prior* to any election or appointment process
- The Council should have a process for *calling for and reviewing potential candidates* according to known criteria
- Candidates are to be nominated by VCA members and are to be members of the VCA
- The issue to be resolved would be whether candidates could be refused standing on the grounds that they did not meet the stated criteria for Board membership.
- For example, if an insufficient number of any gender or geographic spread nominated or if nominees lacked required skills, additional candidates could be sought..
- A well-qualified **Nominations and Elections Committee** should be established by the existing Council to collate candidate qualification information and to oversee the Board election. It may include external appointees with electoral experience.

## 8 THE FIRST ELECTION WOULD BE UNIQUE

---

- The first election would be the only election involving all nine Members of the Board
- Subsequent elections would each elect three Board Members
- For the first election, one third of member would be elected for one year, one third for two years and one third for three years
- All other elections would involve three Board members standing for three-year terms
- There would be an election for three Board members each calendar year
- No Board Member could serve more than 3 three-year terms in succession



## 9 PROPOSAL: DIRECT NOMINATION OF CANDIDATES BY MEMBERS

---

- Candidates for election to the Board must be nominated by Members of the VCA and must be members of the VCA
- Voting for candidates for Board membership should be based on personal membership of VCA only. One person one vote should be the applicable principle, whatever voting system is used (see later)
- The Nominations and Elections Committee would be responsible for the management of elections and distribution of electoral material, including material providing information on candidates.

# 10 APPLYING REPRESENTATION CRITERIA TO THE PROCESS

---

- A Board of nine members cannot be directly representative of a regional structure for VCA.
- Currently there are four metropolitan Regions and ten non-metropolitan Regions (with 835 metropolitan and 2060 non-metropolitan members).
- It would be preferable to have at least some metropolitan and some non-metropolitan members on the board to ensure any differences in experience can be considered in decision making. E.g at least two from metropolitan candidates and at least three non-metropolitan candidates.
- As currently there are more non-metropolitan members, the weight of numbers may see more non-metropolitan candidates elected.
- As the mix may change in the future, it is proposed that principles are agreed, with the details to be set out in a VCA policy determined by the Nominations and Elections Committee.

# II POSSIBLE VOTING SYSTEMS – EXHAUSTIVE PREFERENTIAL VOTING

---

## Exhaustive Preferential System

- Panel of Candidates presented to the voter in randomised alphabetical order
- Numbers at least equal to the number of vacancies are sequentially placed by the voter to indicate preferences starting at number 1 and concluding at the number of vacancies (an alternative is to require every candidate to be subject to preferential allocation)
- Election requires 50% plus one vote (of all valid votes received)
- Candidates are elected in sequence. If the candidate with the highest number of first preference votes meets the criteria (50% plus one) that candidate is the first elected. All second preferences are distributed.
- At some point (perhaps as soon as two candidates have been elected) no candidate will have the required majority.
- At that stage the candidate with the lowest number of votes (first and other preferences) is eliminated and preferences distributed.
- This continues until all vacancies are filled.

## 12 POSSIBLE VOTING SYSTEMS – FIRST PAST THE POST

---

### **First past the post**

- Panel of Candidates presented to the voter in randomised alphabetical order
- Each voter can place up marks (ticks or crosses) against up to nine names in the first election and in subsequent elections up to the number of vacancies (expected to be 3)
- The marks are tallied with highest scores up to the number of vacancies being elected

# 13 A MODEL PANEL OF CANDIDATES

---

- A model Panel of Candidates for the first Board Election would thus consist of:
  - At least four of each gender
  - At least two metropolitan candidates and at least three non-metropolitan candidates
  - The Panel would have a diverse skill set and among them would be people meeting all the skills specified in the Board Skills, Competencies and Attributes Matrix adopted by the Nominations and Elections Committee for candidates
  - All would be current VCA Members
  - The Council would be responsible for appointing the Nominations and Elections Committee prior to Board elections

## 14 ELECTION OF BOARD MEMBERS

---

- An election for Members of the Board would be held Statewide at a specified time and would be managed by the Nominations and Elections Committee
- The Election would be conducted by a combination of postal voting and electronic voting
- In the event of insufficient qualified candidates being elected the N & E Committee would be able to recommend eligible candidates to the Board

# 15 BENEFITS OF A SIMPLER STRUCTURE

---

- One governance body avoids potential duplication and disagreement (as, for example, between Council and CoM)
- Setting out required skills and experience for candidates should increase the likelihood of a good mix and allow for a better workload distribution in a Board.
- Setting minimum numbers of gender and metro/non-metro representation should increase the likelihood of more even representation and better decision-making
- It will also ensure we retain the ability to receive government grants
- Setting maximum terms allows for the Board to be continually refreshed
- Member voting provides for greater democracy

# 16 IN SUMMARY

---

- A Board of nine Members serving three-year terms, with one third standing down each year
- Initial Board would serve one-year, two-year and three-year terms to establish an annual election cycle for one-third of Board members
- Maximum of 3 consecutive terms, at least two years absence before eligible for re-nomination
- Selection Criteria established by the Nominations and Elections Committee
- Candidates nominated by Members and reviewed by the N&E Committee in accordance with public Matrix of Skills, Competencies and Attributes
- Panel of Candidates for election with at least four of each gender, at least two metro and three non-metropolitan, as well as diverse skills, competencies and attributes
- Elections held statewide by postal vote and electronic media, in accordance with a selected system of voting
- Nominations and Elections Committee advice to finalise Board membership after election results are decided