

DISCUSSION PAPER ON IFA GOVERNANCE

At present the IFA is governed by three governance documents: a Memorandum of Association agreed to 1998 when the organisation became incorporated a national body; Articles of Association signed in 2007 when the structure was changed to a Company Limited by Guarantee; and a set of Regulations that provide more detail about how business is to be conducted, particularly at Divisional level. All three documents are available on the IFA website at <http://forestry.org.au/about/corporate-documents>.

The Articles of Association did not replace the Memorandum in 2007, instead both documents were retained and the Articles reference the Memorandum in key areas such as Name, Objects, and Liability.

The IFA Board thinks that it is time to rationalise these documents by creating a single Constitution. The act of doing so provides an excellent opportunity to reconsider some of the content.

This paper points to a few areas that the Directors believe are worth discussing around the Board table, at Divisional meetings and with and between members.

Many of the clauses contained in the Memorandum and Articles are standard clauses and can be reworded, but not changed in intent. The areas where we expect to have robust debate are those that define what the IFA is, what it does and how it operates, as follows:

- Objects
- Membership categories
- Organisational structure
- Board structure.

Please note that this is a discussion document and none of the ideas contained in it have been agreed to in any way. The IFA Board is interested in hearing the views of members on the topic and the information and questions below are designed to create a conversation, not to dictate an outcome.

OBJECTS

The objects of an organisation set out what it has been established to do. The IFA's objects are to:

1. To advance and protect the cause of forestry
2. To maintain a high standard of qualification in persons engaged in the practice of forestry
3. To promote professional standards and ethical practice among those engaged in forestry
4. To promote social intercourse between persons engaged in forestry
5. To publish and make educational, marketing and other materials available to those engaged in forestry
6. To provide the services of the Institute to forestry organisations inside Australia and in overseas countries as the Board may deem appropriate
7. To form, subscribe to or otherwise acquire interests in and rights in any corporation, joint venture, partnership or trust
8. To acquire, sell, transfer, licence, grant rights to or otherwise turn to account the intellectual and property rights of the Institute.

9. To obtain and procure by contract or otherwise, professional, administrative, technical or other services for the purposes of further the objects of the Institute
10. To see, encourage, accept and give gifts, grants, donations and endowments
11. To engage in any business to the extent that the Board considers it necessary or expedient for the purposes of the objects

We note that objects 1 to 6 are relatively standard for a NFP industry or professional body whereas the remaining objects are more concerned with how the organisation is to operate, and not what it does. It is proposed to remove these directions from the objects and move them to the body of the Constitution.

Some recommended additions to the remaining 6 objects could be firstly an overarching statement about the IFA's role as a professional organisation, for example:

- Provide a membership body and associated membership services to practitioners engaged in forestry.

Other objects could be added that better describe the work that the IFA currently does such as:

- Develop and represent the issues around forestry to governments, regulators, other professional associations and the community.
- Promote consistent standards of regulation at all levels of Government for the achievement and maintenance of standards for sustainable forestry.
- To seek affiliations with other associations with similar or complementary objects.
- To provide information and liaison at government and other enquiries, investigations and forums concerning the field of sustainable forestry.

What objects do you support to ensure the IFA remains viable and relevant into the future?

Which can't you support, and why?

What if any is missing?

MEMBERSHIP CATEGORIES

Currently every member is vetted by the Board or by a Board approved process with those with a forestry degree (or equivalent) being able to become full (voting) members and those with other qualifications becoming associate (non-voting) members. With the reduction in availability of tertiary level forestry courses new members are increasingly entering as associate members and with the current membership structure the IFA is in danger of becoming an organisation run by a minority group.

At present, voting members can retire for many years and still retain full membership. As a professional body members could be expected to be practitioners but, as the IFA has aged, so has the membership, and an increasing number of full voting members are no longer in the workforce.

*As a professional body, should the emphasis of full (voting) membership be focussed on those actively working?
Should full (voting) membership be opened up to forestry professionals, regardless of their qualification?*

Should full members be practising forest professionals, and others become general members to differentiate between those who are in active employment and those who are retired for working elsewhere?

Do you know of another approach to membership that could suit the Institute?

How do we better serve working professionals while retaining and honouring our retired members?

ORGANISATIONAL STRUCTURE

Divisions and branches provide for geographical segmentation of members and are very useful for face-to-face events. There are however other ways of structuring an organisation such as by interest groups and some similar organisations even use a matrix approach where members can join both. At this stage the IFA does not have the internal processes or communications ability to support virtual groups but will work towards better connectivity between members with similar interests. It is recommended that the Divisional structure be maintained until there is a real workable alternative.

Would you like to join a special interest group?

Would you prefer this to belonging to a Division?

Is there yet another way to segment the membership to improve communications?

BOARD STRUCTURE

All Directors must be full voting members and at present a Director, unless appointed, must be first elected a Divisional Chair then are accepted as a Director by default. Most Directors are also employed full-time so they then have in effect three important and time-consuming jobs.

It has also been noted that the role of a Divisional Chair requires some different skills, particularly in networking and communications, that are not necessarily those needed to direct a company, and vice versa.

Being a Director of a company is a serious undertaking and current thinking is that people should not be made Directors by default but must put their hand up for the role. A suggestion has been made that there be two positions created at Divisional level, that of Chair and that of Director. One person may choose to nominate for both roles, but this is not encouraged. Directors and Chairs will meet regularly to ensure two-way communications between Board and Divisions.

Becoming a Chair can be seen a natural step prior to standing for Director, therefore providing succession planning.

It is proposed that standing members must clearly elect to be Directors.

Alternatively Directors could self-nominate from the membership and be elected by the members nationally.

Do you think that the skills needed by Chairs and Directors are different?

Should we consider a move to a skills based Board elected by the full membership rather than State by State?

Can you suggest another approach?

PROCESS FOR CONSULTATION

Ideally the Board would like to put a new Constitution to members for acceptance in at the 2014 AGM. For this to be possible we will need to consult widely in the next few months. The following summarises this process.

Early 2014	Hold divisional meetings to discuss this document
	Draft constitution and submit to Board subcommittee for review
Mid 2014	Submit draft to full Board for approval then release to members. Board also approves possible transitional arrangements from Memorandum and Articles to Constitution.
	Collect further member feedback and make changes. Seek advice on legality and compliance of final product.
October 2014	Circulate new Constitution with notice of AGM
November 2014	Adopt new constitution at AGM

You can provide your comments to your Divisional Chair, contact details available at <http://www.forestry.org.au/contact-us/ifa-board-of-directors> or to CEO, alison.carmichael@forestry.org.au