

STA GOVERNANCE PROPOSAL

Proposal for change to Science & Technology Australia Governance,
Constitutional Reform and Membership

Open for feedback Monday 27 June - Thursday 21 July 2022

Prepared by the STA Governance Review Working Group
Chaired by Jas Chambers, Secretary

BACKGROUND

In 2021, STA embarked on our next phase of consultation on governance modernisation led by Jasmine Chambers, Secretary.

The STA Board agreed in principle at the October 2021 Board meeting to work towards changing the organisation's structure from an association incorporated in the Australian Capital Territory, which is no longer fit for purpose given STA's operations nationally.

It was agreed that a Company Limited by Guarantee (CLG) was the most appropriate structure. The process of moving to a CLG structure necessitates changes to our constitution. This is an opportunity to ensure STA governance structures are fit for purpose now and into the future.

We have approached this process openly, with multiple opportunities for feedback to ensure an efficient, sustainable, influential organisation and our strategic goal to be the leading voice for science & technology in Australia.

ACTIVITY TO DATE

2019

- Review of FASTS/STA by the Associations Forum; STA Governance Review Working Group formed

2020

- Review paused due to COVID-19

2021

- Re-ignition of Review; STA Governance Review Working Group re-formed (noting Board and staffing changes)
- October - Presentation by the Secretary to the STA Leadership Dialogue (formerly known as the STA Presidents & CEOs Forum)
- October - Member consultation workshops

2022

- May - Member survey
- June - Cluster representative meeting
- 14 June - STA Board passed the following motions:
 - *The STA Board approves the proposed changes to STA's governance structure for presentation to the STA membership for final consultation.*
 - *The STA Board approves the concurrent drafting of the new governance model into a new constitution for adoption at a Special General Meeting in coming months.*

KEY FEATURES OF THE PROPOSED CHANGES

- Reduce Board size
- Remove Office Bearer roles that are no longer necessary
- Use Board Skills & Diversity Matrix
- Allow for appointed positions to fill skill gaps as required
- Allow all STA members to stand for the Board (both ordinary and affiliate members)
- Consider Membership categories post-governance changes

The above features are based on recommendations and views expressed from: the 2018/19 Review of FASTS/STA by the Associations Forum; desktop review of best practice, including from the Australian Institute of Company Directors (AICD); Member consultation workshops and follow-up one-to-one discussions (October 2021); Member Survey (June 2022).

WHAT OUR MEMBERS HAVE TOLD US

Members value a coordinated voice for science and technology. They want to equip the STA leadership with the optimal governance and organisational structure to achieve this key purpose and reason that we exist.

Members identified membership breadth, multi-disciplinarity, diversity and inclusivity as key strengths of STA.

Members expressed a preference for direct communication with STA staff or via STA-wide fora.

Members want to see a broad mix of discipline and skills representation on the Board.

Members support the modernisation of STA governance, with a number of those involved in the 2021 member consultative workshops noting similar, respective experiences and journeys for their organisations.

The majority of members surveyed have an appetite now or in the future to purchase additional services from STA in addition to baseline membership support.

Recommendations and views expressed from: Member consultation workshops and follow-up one-to-one discussions (October 2021); Member Survey (June 2022) - SEE APPENDIX 1.

PAVING THE WAY FOR CHANGE

For good Board practice, our 20-member Board is considered too large and requires a lot of service from our small team of staff. The ideal Board size as recommended by the Associations Forum and the Australian Institute of Company Directors is between 8-12 members.

Some office bearer roles required for Associations will no longer be required within a CLG structure and in practice, many of the duties of office bearers have been performed by STA staff for many years, for example, minute taking at Board meetings is not done by the Secretary.

The reduction in Board size would necessitate dissolving the current 12 cluster representative positions on the STA Board, and having Members engage directly with STA staff on urgent advocacy issues.

At its April meeting, the STA Executive committee discussed how Members prefer to alert STA staff regarding emerging or urgent advocacy issues. Following this meeting, the Working Group released a Membership Survey requesting feedback on this issue, and other matters regarding the importance of STA goals and the value Members assign to particular aspects of the STA mission.

RATIONALE FOR THE CHANGE - SUMMARY

- Our organisational structure is no longer fit for purpose and the Board's size does not reflect current and efficient best practice to govern the organisation, nor for our staff team to respond to the requirements of a 20-member Board.
- Since establishment we have hired a professional staff team, replacing voluntary board role activities. Members tell us they find it most effective and efficient to speak directly and swiftly to our staff rather than to relay advocacy issues via quarterly written cluster reports or via their cluster representatives.
- How we communicate to our Members has become increasingly sophisticated, mitigating the need for a decentralised 'cluster-based' structure.
- Our Constitution does not adequately reflect the evolution of our Members, most notably, our Affiliate Members are not currently eligible to nominate to the Board, and they now make up half of all STA Members.
- A CLG structure will position us better to apply for deductible gift recipient (DGR) status so that STA can apply for other revenue sources such as philanthropic support.

PROPOSED GOVERNANCE

It is proposed the STA Board would have between 8 - 11 Board Directors. Six directors would be elected from the Membership and up to two directors could be appointed by the Board to fill gaps based on a Skills Matrix.

Board directors whether elected or appointed would serve 2-year terms, and could serve up to a maximum of 3 consecutive terms as a Board Director. They could still then run for President-elect. Having served the maximum consecutive terms, someone could become eligible to run for election to a Board position again after an absence of 6 years. At each AGM, half the director positions (3) will be up for election.

The President will be elected every second year, with the period of service being 1 year as President-elect followed by 2 years as President for a total of 3 years.

All office bearers except the President will be appointed by the Board from those elected or appointed to the Board. These include: Vice-President; Finance, Audit & Risk (FAR) Committee Chair; Policy Chair; Equity, Diversity & Inclusion (EDI) Committee Chair.

TRANSITION IN THE FIRST YEAR

To transition to new structure, **for the first election only** it is proposed the entire Board except the President and the CEO would be spilled.

Six directors would be elected from the Membership – 3 would serve for 1 year terms, and 3 would serve the standard 2 year term. This ensures continuity of service so that STA is not in a position of having the majority of its board turn over after 2 years.

If the Board appoints additional directors, it can choose to appoint one to a 1 year term to enable offset of turnover of these positions in future years.

A President-elect will also be elected at the 2022 AGM to begin their presidency at the 2023 AGM.

PROPOSED GOVERNANCE - SUMMARY

- 6 Board Directors elected from the Membership (3 each year/alternate terms)
- Up to 2 Board Directors appointed to fill gaps in skills matrix
- President elected directly as now - 1 year President-elect/2 Years President term
- CEO remains a Board Director
- Total Board directors 8-11 at any time
- Officer Bearers appointed by the Board from those elected or appointed including: Vice-President: Finance, Audit & Risk (FAR) Committee Chair; Policy Chair; Equity, Diversity & Inclusion (EDI) Committee Chair

Proposed Election Cycle

AGM	2022	2023	2024	2025	2026	2027	2028	2029	2030	2031	2032	2033
President	Maintained for continuity	Red		Purple		Red		Purple		Red		Purple
President-elect	Election		Purple		Red		Purple		Red		Purple	
Director from Membership 1	Election	Pink	Magenta		Pink		Magenta		Pink		Magenta	
Director from Membership 2	Election	Dark Blue		Light Blue		Dark Blue		Light Blue		Dark Blue		Light Blue
Director from Membership 3	Election	Pink	Magenta		Pink		Magenta		Pink		Magenta	
Director from Membership 4	Election	Dark Blue		Light Blue		Dark Blue		Light Blue		Dark Blue		Light Blue
Director from Membership 5	Election	Pink	Magenta		Pink		Magenta		Pink		Magenta	
Director from Membership 6	Election	Dark Blue		Light Blue		Dark Blue		Light Blue		Dark Blue		Light Blue
Appointed Member 1	Appointed by Board	Orange		Light Orange		Orange		Light Orange		Orange		Light Orange
Appointed Member 2	Appointed by Board	Light Orange	Orange		Light Orange		Orange		Light Orange		Orange	
CEO	Positional	Dark Blue										

TIMELINE

Monday 27 June	Circulate draft proposal of changes to members - THIS DOCUMENT Feedback opens via reply email to: info@sta.org.au
Thursday 21 July	Feedback closes
Week of 21 July	Working group to consider feedback, make amendments as required
Week of 1 August	Circulation of exposure draft of a new Constitution to members Feedback opens
Monday 15 August	Feedback closes
Monday 22 August	Working group to consider feedback, make amendments as required. Notice of Special General Meeting sent to Members with Resolution to: Create new entity, dissolve current entity and adopt new constitution
Week of 12 September	Special General Meeting held to approve Resolution

If the Resolution is approved, the Election cycle for the 2022 AGM would be held as outlined in the Proposed Election Cycle.

Tuesday 25 October	Board nominations open
Thursday 10 November	Board nominations close
Week of 14 November	Voting opens
Friday 18 November	Voting closes Hold Election
Thursday 24 November	Final AGM as current entity Declare results of election

MEMBERSHIP CATEGORIES

We propose ongoing consideration be given to Membership categories following further consultation with Members. The Member survey indicated that categories should:

- Reflect the ‘current and future diversity of Members’
- Align with the science and technology sector
- Allow all Members to nominate people to the Board and to vote

We propose the new constitution confers a clear power for the STA Board to create and update the membership categories as needed from time to time.

It is proposed that in the short-term the current Membership categories continue until the Board varies them at some point in the future.

Currently, there are two categories of Membership: Ordinary Members and Affiliate Members.

Ordinary Members can currently nominate for the Board.

Affiliate Members are organised into sub-categories of student organisations, peak bodies/umbrella organisations and unions or scientific employers. Affiliate members cannot currently stand for the Board. The reform proposals would enable them to do so in the new entity.

CONVENING THE MEMBERS

As it is proposed that the Cluster groupings of Members will be removed from the STA Governance structure, how the Membership is ‘convened’ has been an important and related consideration for the Working Group.

The Member Survey indicates interest in exposure to issues across the breadth of science and technology and it is both the staff and Board’s experience that most issues are relevant across the Clusters. It is not the intention of these reforms to replicate a cluster- or discipline-based approach, however greater governance efficiency will allow STA staff to more readily handle urgent advocacy issues be they discipline-specific or other, that require swift action.

Under the proposed new structure, Members would be able to relay issues to STA, seek advice and guidance, share information and network via:

- Receiving strategic advice and information via the fortnightly STA Member Update
- Attending the annual STA Leadership Dialogue, formerly the CEO and Presidents’ Forum
- Attending the annual STA Post-Budget Briefing (for STA members only)
- Attending Science Meets Parliament
- An annual meeting for every member organisation with the STA membership staff
- Being able to email or call the STA membership team, CEO or Policy Director on urgent emerging advocacy issues that require swift action.

Your feedback is important to us

Proposal for change to Science & Technology Australia Governance, Constitutional Reform and Membership is open for feedback from Monday 27 June to Thursday 21 July 2022.

Please submit written feedback via email to:
info@sta.org.au

APPENDIX 1.

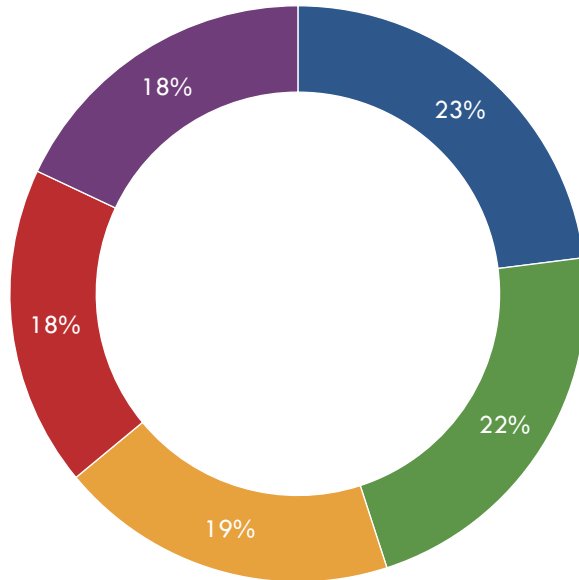
MEMBER SURVEY RESULTS JUNE 2022

“Advocacy and the voice to Parliament is incredibly important for us as we have no other representative industry association.”

- 15 Members responded to the survey
- 6 Members were societies or associations
- 9 Members were peak bodies, commercial entities or skill/service providers to the STEM Sector

MEMBER SURVEY RESULTS 2/5

When asked which of the following goals were most important to STA's governance and constitutional review and reform, Members told us they were all relatively important.



The most important goal was to:
Increase societal benefit for all people by providing a coordinated voice for science and technology.

- Increase societal benefit for all people by providing a coordinated voice for science and technology.
- Ensure STA's leaders have a sustainable and unified vision, framework and organisational structure to realise our mission.
- Increase societal benefit for all people by leveraging STA's multidisciplinary strength.
- Ensure STA's membership categories reflect the current and future diversity of members.
- Change STA's constitution and adopt best practices of modern governance including board composition, terms of service and election processes.

MEMBER SURVEY RESULTS 3/5



Based on Member consultation workshops and feedback, we asked STA Members to rank the value they place on particular aspects of STA. Ranked in order below.

Most valuable



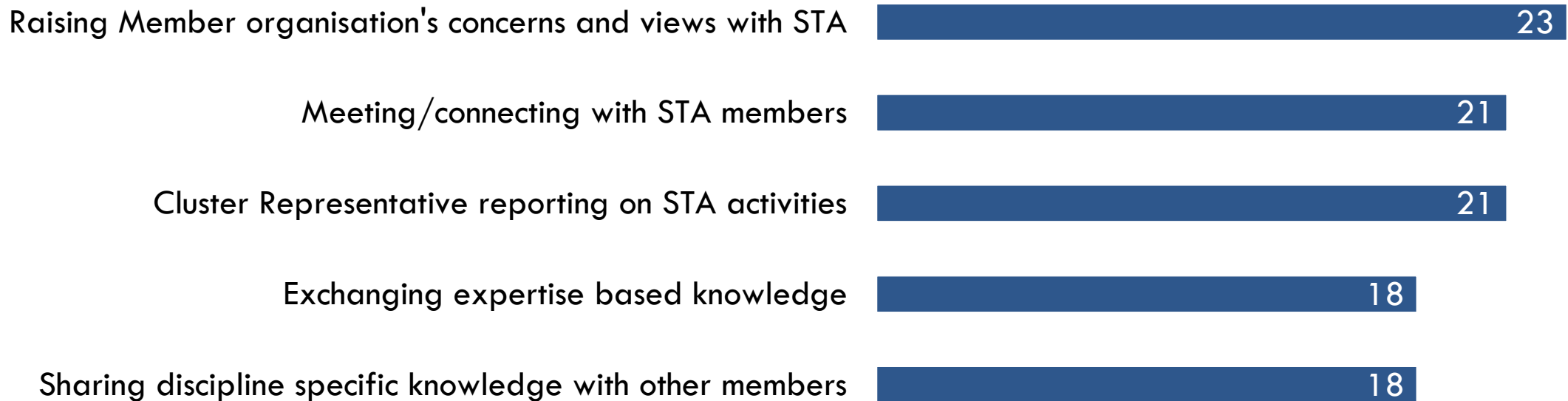
Least valuable

Broad discipline and skill representation on the Board
STA's commitment to diversity and inclusion
Opportunities to connect across the science and technology community
Bespoke and personalised advice on advocacy and related affairs
Access to the Fortnightly Members Update Email
Right to attend Members-Only Budget Briefing and Leadership Dialogue (formerly the CEO & President Forum)
The ability for our members to nominate for STA Board positions
The opportunity for early-career researchers and professionals to participate in elected leadership roles
Access to Member Benefits Scheme
Discounted access to Science meets Parliament
Opportunity for our members to apply for the STEM Ambassador's program
Discounted rates for Super STEM Communicator Workshops
The opportunity to directly elect the STA President

MEMBER SURVEY RESULTS 4/5

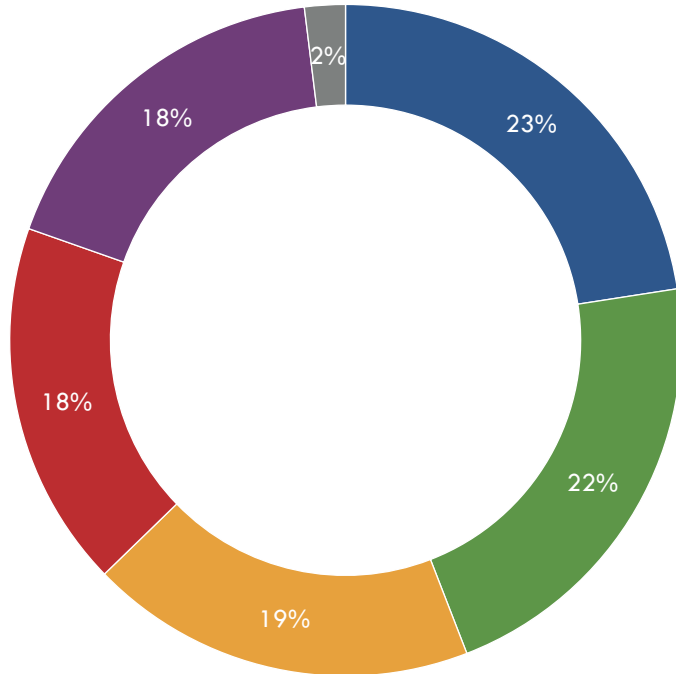


Based on consultation with Members and Cluster representatives, we asked Members to value particular aspects of their STA Cluster. The following results are an overall percentage of the value assigned.



MEMBER SURVEY RESULTS 5/5

We asked Members how they preferred to make STA aware of current or upcoming issues for their organisation and its members.



- Member catch up meeting with STA staff
- STA's annual Leadership Dialogue
- Online member drop in sessions hosted by STA staff or Board

- Email or call STA staff
- Cluster meetings
- AGM

Members indicated a strong preference (>80%) for direct contact with STA staff, or Member-wide fora including the Leadership Dialogue or online drop in sessions. Direct contact with STA staff Member catch ups (23%) email or phone (22%) are the dominant preferences.