

Australian Computer Society
Constitutional Reform Working Group (CRWG)
Report Back to Members re the Round 1 Consultation
First Draft of 30 November 2021

Executive Summary

During October 2021, a consultation was conducted with ACS members. It was the first round of a process to develop a replacement constitutional document. The focus was on the principles that should guide the design and drafting of the document. Subsequent rounds of consultation are to then focus on the features of the new constitution (conceptual design), and then on the clauses (detailed design). This Report plays back to members a summary of the input they provided.

The discussion was launched on 30 September, with an article in Information Age and an email to members from the President. A 9-page consultation document and 1-page question list were provided. Feedback was requested, and input on any other aspect omitted from the documents.

Comments were provided in 30 written submissions, meeting notes from 9 events organised by Branches, and national bodies, 15 from a series of video-meetings facilitated by Working Group members, and about 400 messages posted in an asynchronous but interactive online forum established by the Working Group for the purpose. There were about 200 participants, of whom about 160 contributed contents, many in more than one of the available channels.

The online forum content comprised 40 threads, with a tag-set enabling cross-referencing across topic-areas. Content from the other channels was encoded using that tag-set. 38 files were created containing all messages associated with each tag. This resulted in 2200 instances of comments, with Branches, professionalism, key functions and directors much-discussed.

Members reaffirmed the importance to them of the ACS as their professional society. Criteria for entry, and for promotion to the various grades, attracted considerable attention, with strong emphasis on the professional division. The comments evidenced considerable distancing of the membership from the national organisation, and much stronger identification with the regional Branches and Chapters.

Members want the activities of the Society to be both driven by and constrained by its values, and by statements of its mission, purposes and key functions embedded in the constitutional document. The most commonly mentioned key functions related to standards and the means whereby professional quality is assured. However, networking aspects of professional development activities are a key function. A rich array of events is demanded, including at national, Branch and local levels. Strong desire was expressed for the re-establishment of SIGs.

Much dissatisfaction was voiced about the centralisation of power and control of funds and the bureaucratisation of processes. Calls were made for agility in all aspects of ACS activities, for Branches to have their capacity to serve members restored, and for policy development to be delegated to appropriately constituted groups of members.

There is a strong desire for business-lines to be strategically aligned with the interests of the professional membership, and hence with the public good. The purpose of business-lines is to generate surplus for application to key functions. Allocation of surplus to the operation of incubators is not supported. Industry associations are seen by respondents to create a conflict of values that is difficult to resolve.

Support exists for ACS to address ICT specialisations more effectively, through both external collaborations and the hosting of sub-organisations. Members want power and resource control devolved to Branches in relation to local activities.

There is a strong desire for the governing committee to be subject to effective accountability to the members and to Branches. An electoral scheme is sought that provides for far more member involvement than the current electoral college arrangements, but that also protects against dominance by the larger numbers of members in the bigger states.

The views of members recorded in this Report will be the primary input into the consultation document for the next round of consultation, which is scheduled for February-April 2022.

CONTENTS

Executive Summary	i
Introduction	1
1. ACS as a Professional Society	2
1.1 Professionalism is for, of, and governed by, People	2
1.2 Criteria for Membership	2
1.3 The Branches as the Conduit between Members and the Society	3
2. ACS Activities	4
2.1 Values	4
2.2 Scope, Mission and Purposes	4
2.3 Key Functions	4
3. ACS Business-Lines	6
3.1 The Principles	6
3.2 Innovation, and ACS Labs	6
3.3 Industry Associations, and ADMA Division	6
4. ACS Internal Structures	8
4.1 Governance	8
4.2 National Structures	8
4.3 Regional Structures	8
5. The ACS Governing Committee	10
5.1 Composition	10
5.2 The Electoral Scheme	10
5.3 Effective Accountability Measures	10
5.4 The Matters of Greatest Importance to Members	11
5.5 Delegation to and Accountability of Groups of Members	11
Conclusions	12
Appendix 1: The Project Process and Conduct	14
incl. Terms of Reference, Method, Conduct, Output	
 Annexes:	
Annex 1: The Consolidated Text (5 Files)	
Annex 2: The Tag-Files (38 Files)	
Annex 3: The Analysis Files (38 Files)	
Annex 4: The Textual Summaries (consolidation and rationalisation down to 5 Chapters)	

Introduction

This Report presents back to ACS members what the participants in the consultation process of October 2021 say they want their Society to look like.

In mid-2021, ACS Congress asked a Working Group of senior members experienced in both constitutional matters and the Society to conduct a series of consultation rounds with the membership, which are to culminate in the recommendation of a new constitutional document.

The first consultation round was of the nature of requirements elicitation. Rather than looking backwards at the existing constitutional document (the ACS Rules), which are widely regarded as problematic in both design and expression, the question was asked of members 'what principles do you think should guide the development of a new constitution?'

The consultation process was launched on 30 September 2021, with an article in Information Age, and an email from the President to all members, both pointing members to the landing-page at crwg.acs.org.au. This provided access to the 9-page consultation document, and to a 1-page list of questions.

A channel was provided for written submissions, of which 30 were received. Events were organised by a number of Branches, Branch Executive Committees, and national committees, Boards and SIGs. The COVID-era norm of video-conferencing was applied in a series of meetings facilitated by Working Group members. The notes from 24 events provided a great deal of information about members' views.

The most active discussion channel, however, was an online forum established by the Working Group using the groups.io service. A total of about 400 messages were exchanged in the forum, in about 40 threads, with a 38-strong tag-set enabling cross-referencing across topic-areas. The original intention was for the consultation to run for the month of October. The ongoing interest was such that a second round of input-gathering was performed on 12 November.

In all, just over 200 people participated, many in more than one of the channels, and just over 160 of them contributed content into the pool. The Appendix to this Report provides access to the Working Group's Terms of Reference, and descriptions of the project method.

As with any undertaking of this kind, some caveats are necessary. Of about 5,000 Professional Division members and about 5,000 Associates eligible to vote in ACS General Meetings, only about 2-4% participated in this consultation. This seemingly tiny proportion in part reflects the fact that constitutional matters are deathly boring for most human beings. In addition, active participation in such discussions depend on having achieved a reasonable level of understanding about the nature and operations of a complex professional society, and on being willing to grapple with somewhat abstract and even abstruse structures and processes.

Caution is urged in interpreting the contents of this Report. The Working Group's view is, however, that the body of input in this Report is of enormous value in charting the Society's future course.

A further observation is that the input provided ranged widely across the many issues confronting the Society, and many comments made during the consultation will not end up directly affecting the design of any particular constitutional feature. Many of these are included in this Report, however, because they provide vital background, conveying the kind of Society to which contributors to the consultation process want to belong.

The Report presents members' input in five sections. It is supported by Appendices. These are rounded out by Annexes which contain the raw content and the three successive phases of sorting and sifting that were undertaken in order to extract the story in the Report. The purpose of the Annexes is to satisfy the requirements of auditability, and traceability from raw comments onwards.

The later rounds of consultation will move on from this requirements phase to consider the various features of a new constitutional document (equivalent to conceptual design) and then the clauses that will implement those features in the desired manner (detailed design). The consultation document to stimulate discussion in round 2, intended for release in early February 2022, will reflect the guidance that members have provided in this first round.

1. ACS as a Professional Society

This first section of the Report draws together comments made in relation to the profession, professionals and the professional Society.

1.1 Professionalism is for, of, and governed by, People

In the terms of the Australian Council of Professions' definition of a profession, members strongly support ACS being and continuing to be a professional society, of professionals, governed by professionals, for professionals and the public.

Members recognise the obligations of a professional body to society as a whole, and of individual professionals to apply their expertise in the interest of others. Underpinning this is a strong ethical base that emphasises the use of technology to improve people's lives. Examples of key functions perceived as being performed in the public interest include professional standards and course accreditation, contributions to technical standards, policy advice, public information, and mentoring. Some members argued that ACS must be more strongly committed to playing a part in solving the big problems facing humanity such as climate change, sustainability and mental health, and making the world a better place for the next generation.

Members noted that there are challenges involved in forming the Society's public policy positions, and are looking for improvements to the mechanisms for achieving consensus. Members expressed dismay at the low standard of the Society's own application of ICT, when it should be seen to be a leader, and its systems as exemplars.

Reflecting the commitment to being a profession and a society, the dominant view was that ACS's members are, and must continue to be, people. Corporations are vital to the economy, but the role of the Society is social, economic and ethical in nature. As a result, many members reject the ideas of companies as members, and of industry associations embedded within the Society.

1.2 Criteria for Membership

Members perceive that a key function of the professional society is the establishment and maintenance of thresholds for the various levels of professional membership. Because of the enormous complexity of the ICT field, and the continual and rapid rate of change, both flexibility and adaptability are necessary, in the definition of the Core Body of Knowledge (CBOK) and in the recognition of new specialisations. Members see the Society as being too slow to recognise and address these changes.

Serious concerns were expressed by many members about the ongoing decline in Professional Division membership, and the boosting of claimed membership numbers by including unqualified Associates and gratis guest members. One of the reasons for the malaise is seen to be the limited value that membership delivers, and the low regard of employers for ACS membership and certification. The benefits for Professional Division membership must be designed to appeal to the self-interest of the prospective professional member. Some members aspired to a position, like other professional organisations, where professional grade membership is seen as a criterion for employment.

As antidotes, members are looking for improved approaches to pathways to certification, greater attractiveness to the (mostly young) entrants to the field, and greater activism and hence exposure to target audiences. Members want eligibility criteria, and thresholds for promotion through the levels of membership, to be appropriate and up-to-date, and to be seen to be so.

The Associate grade was the subject of a very large number of comments. There is an overwhelming desire to clearly distinguish professional membership from the Associate grade. The various categories of people in the Associate grade need to be better understood. Some clearly need encouragement and support to progress into the Professional Division. Many members call for future entrants to the Associate grade to not be granted the right to vote, and instead for that to be a motivation for Associates to upgrade. Subject to those provisos, there is widespread support for

means for non-ICT-professionals, such as professionals in other fields, managers, ICT users and unqualified enthusiasts, to have access to Associateship, and to the services that ACS provides.

Members made a number of constructive suggestions, including the possibility of a 'Practitioner' grade within the Professional Division for people qualified for MACS but not for CP; an 'Executive' grade for C-suite members in the ICT field; a 'Technician' grade for hardware and software service and support specialists; and a 'Cadet' grade for high-school students that is designed both to enthuse them about ICT and to draw them into the Society's embrace.

1.3 The Branches as the Conduit between Members and the Society

One of the effects of COVID has been to accelerate the take-up of webinars and video-conferencing. This may in time weaken geographically-based bonds. However, few signs of such weakening are apparent from the Round 1 Consultation. Members have always identified with their Branch, but the linkage appears to be even stronger now than in the past. One reason for this is that members have been distanced by the actions of the ACS national office over recent years. They perceive their Branch as the deliverer of value to them in the form of events and services, and as the conduit for their voice. Particularly in Queensland, members endorse the effectiveness of Chapters as the means whereby regional activities are stimulated and run.

Many members say they have experienced a decline in the services available to them. The (necessary) switchover to webinars and video-conferences during the COVID period has not been the issue. Indeed, the increased reach that comes with networked media has enabled access to, and in some cases participation in, events occurring outside the member's own Branch. Several members commented on the value this has delivered them during 2020 and 2021.

The more significant factors in the perception of a decline in services have been the disappearance of SIGs, the reduction in events arranged by local Branch members with a strong focus on professional and social networking, and in some Branches the disappearance of a monthly open meeting and the imposition of charges for events. Those with knowledge of BEC activities attribute these negative factors to the influence of the previous CEO and some of his then staff, and the unilateral withdrawal by national office of BEC control of funds and decision-making powers.

There is an overwhelming desire among members for not merely the retention of the Branches, but also their un-glueing, rejuvenation and re-empowerment. One member sums up this viewpoint:

"The role of branches should be enshrined in the future constitution, clearly spelling out the relationship between the elected members of the Branch BEC and the salaried Branch Manager"

Most of those familiar with BEC operations want the imposition of inflexible budgets to end, and to be replaced by a joint exercise featuring discretionary amounts for projects that have their focus on professional members, and that take advantage of emergent opportunities or are conceived during the lengthy (15-month) period of each annual budget.

2. ACS Activities

This section commences with the Society's values, and then outlines members' view on the Society's activities, commencing at the abstract level of mission and purposes, then drilling down to its key functions.

2.1 Values

The reference-point is the commitment of the professional Society to the public good, by means of the promulgation of professionalism in the field of ICT, and the provision of services to members and the public, in order to promote and further that professionalism. These foundational values are underlined in the first two paragraphs of the Code of Ethics:

1. The Primacy of the Public Interest

Place the interests of the public above those of personal, business or sectional interests.

2. The Enhancement of Quality of Life

Strive to enhance the quality of life of those affected by your work.

There is concern among members that **these precepts are not embedded in the constitutional document, and neither is the current set of Objects, and in more contemporary language the Society's mission, purposes and key functions.** This is seen by some members as having been instrumental in a drift in the ACS's behaviour away from the essential commitments of a professional society towards the mind-set of a commercial organisation. An approving expression of that approach by one member is that a business-line that is "ICT-related in any way" should be considered consistent with ACS values. Another member argues that ACS can run subsidiary companies in a for-profit manner.

The recent dominance of this minority view is perceived by many members to have resulted in a lot of departures of disillusioned now ex-members, and pushback from remaining members, who perceive the company limited by guarantee notion as corporatisation and as representing the abandonment rather than the embodiment of the Society's values.

A particular instance of failure to embody the Society's values in its behaviour is **the hosting of industry associations.** This gives rise to internal conflict because, whereas industry associations can prioritise the interests of profit-making companies over the interests of consumers, a professional society cannot. One member raises the questions as to whether, when acquiring an industry association, the Society should, and whether it can, require them to adhere to the Society's values. Others argue that ACS must be a voice in the ethical and positive use of ICT to improve society, and that having Divisions that recognise other values, in particular the interests of their corporate members, **is in direct conflict with the Society's obligations.**

2.2 Scope, Mission and Purposes

Discussion of the use of 'information and communications technologies' (ICT) to define the Society's scope identified multiple considerations. The dominant feeling was that, given the absence of any better alternative, ICT should continue as the, or at least the primary, scope-defining term.

The flavour of the current 'Primary Object' (or mission), "to promote the development of Australian information and communications technology resources", was somewhat unsatisfactory to many members. One proposed formulation for the ACS Mission was **'The advancement of ICT technology and practice for the benefit of the community'** and another 'The ethical and positive use of computers and information technologies to improve society'.

At the level of 'Secondary Objects' (or 'purposes'), the proposal was advanced that, because of the centrality of professionalism, 'Society activities must be strategically aligned with the ACS Professional Division Membership'. This implies the need for something of a re-set of priorities.

Together, the values, mission and purposes are seen as underpinning all ACS activities. They need to drive decision rationale, and be the standard against which performance is measured.

2.3 Key Functions

Coming down to the level of activities, a wide array of key functions was discussed, to a considerable extent reflecting those provided in Appendix A to the Consultation Document.

There was very widespread agreement that the mission of advancing computing, information and communications technology and practice leads to the most central functions being the **accreditation** of courses and institutions, **validation and certification** of individuals' education and expertise, and **professional education** to assist in achieving the necessary levels. These depend on the development, extension and maintenance of the quality of **the ACS Core Body of Knowledge for ICT Professionals (CBOK)**. The importance of **pathways for achieving certification as CT/CP** was emphasised, including far greater agility to provide flexibility, integration with industry certification, constructive approaches to the 'micro-credential' notion, and rapid adaptation to ever-changing specialisations.

The importance of coordinated (and where necessary funded) input by professional members to the more important **technical committees of Standards Australia and IFIP** was also underlined. The drift towards more management and policy Standards must not detract from the importance of and commitment to technical Standards.

Although one member voiced support for **the operation of incubators**, multiple members argued that **innovation** should instead be supported by direct grants and by education and standards activities, undertaken in conjunction with universities, governments and industry.

The quality of services and processes involved in skills assessment attracted criticism. Moreover, **skills assessment and ICT career-entry priorities** are perceived to be heavily committed to revenue-generation and hence immigrants, and to be failing the needs of people in Australia. Weaknesses include inadequate support for student members, and seriously inadequate emphasis on the need for employers to step back up to the plate and train their existing employees.

Mentoring is seen as an important element at both entry and higher levels. **Networking aspects of professional development activities** are a key function, not a mere side-effect, and some purely social networking activities are also appropriate.

The enormous value of **SIGs** was mentioned in many different contexts, and their demise was deplored. Particularly in the less-large Branches, **EdXN and other visiting speakers** are highly valued. Members mentioned the importance of **Branches** many times, because of their understanding of local conditions. The need is recognised for cross-funding support to smaller Branches and regional areas.

Some members noted the massive decrease in the proportion of revenue spent on professional matters and member services, despite ongoing strong surplus and a steep decline in professional membership. This is seen as a failure to sustain **strategic alignment of the organisation with the professional membership**. In addition, gifting gratis associateship to employees and tenants is seen as a highly inappropriate manoeuvre that devalues professional qualification.

The absence of **a threshold for Associate membership** was criticised by many members, who argue that voting rights in a professional society must be limited to professional members. The absence of **an under-16 'student member / cadet' membership category** was seen as a missed opportunity to attract participation in the mid-High School years.

Members argued that **position papers** need to be developed by or at least coordinated by professional members, to support public statements on policy issues and public policy input to governments, both directly and via peak bodies. The reduction to three Boards in 2016 is seen as having been a regressive step. There need to be **sufficient Boards** that each has **workable scope**, each needs to be **a working board**, and each needs **the authority to act within its defined area**, i.e. to be a Committee of the governing committee, with delegations.

Public policy input needs to be complemented by more easily **digestible information for the general public**. This needs to embody a strong ethical perspective that emphasises ICT's use to improve people's lives at personal, organisational and societal levels, with a particular focus on the quality of public-facing systems, and their security in the widest sense.

A key function that is currently argued to be missing from the list and appears not to be supported by ACS is **volunteering by ACS members**. This is important in post-emergency contexts such as bushfires and floods, and perhaps also ongoing contexts, e.g. for those with disabilities and the socio-economically disadvantaged. Support is needed in such forms as communication channels, coordination and facilitation (e.g. through insurance).

3. ACS Business-Lines

The ACS has many key functions to perform. The term 'business-line' is used here to refer to additional activities, which have as a major purpose the achievement of surplus.

3.1 The Principles

Members want business-lines to be consistent with ACS values, mission and purposes. ACS activities must be directed to **the public good**. In addition, in order to facilitate professionalism, the interests of members need to be addressed. As previously mentioned, one member argued that the principle of **'strategic alignment with the ACS professional membership'** needs to be applied, in order to recover the appropriate focus.

Members expect business-lines to be entered into for the prime purpose of **supporting the professional activities of the ACS, by generating surplus that can be applied to ACS's key functions**, or otherwise providing material benefits to society or the ACS membership. The function of business-lines is not to prop up loss-making business ventures. There is also an expectation of **transparency to the membership about where the Society's surplus is allocated**.

Some forms of business activity that might generate surplus are natural for ACS, and other activities are consistent with professional society values, or at least neutral. Some, however, need to be avoided, because they are inconsistent with the Society's values, mission or purposes, or conflict with key functions.

When ACS considers commencing or acquiring substantial business-lines, there must be protections against the pursuit of agendas that do not align with that of the ACS. Members are far from satisfied that any governing committee with inadequately-controlled power can be trusted to make major decisions about new business-lines in the absence of **clarity about the evaluation criteria** to be applied, assurance that those criteria are actually being applied, and adequate transparency about the initiatives being considered, in advance of the decision being made, followed by meaningful **engagement** processes. **Effective accountability mechanisms** are essential, so that real safeguards exist to prevent the Society being run away with. Some members believe that sufficient constraints can be established within the constitutional document, but other members are sceptical about that proposition.

A number of members argued that **business-lines need to be clearly separated from the Society**, e.g. in a separately-managed subsidiary subject to governance under ethical investment principles. The purpose of this is to avoid both business-lines becoming the *raison d'être* for the Society's existence, and exposure of the Society to reputational damage or monetary loss.

3.2 Innovation, and ACS Labs

Members agree that **ACS should support innovation. The issue is how this should be done.**

Most members are dubious about direct involvement by ACS in the IR&D and commercialisation pipeline. If incubators or accelerators were a genuine business-line that generates surplus, a modest majority of respondents might favour ACS operating them; but, even then, only if a transparent engagement process is conducted with members prior to launch of the business-line, operational results are transparent to members, it is aligned to benefits to members, and it is structurally separated from the main body of the professional Society. Because innovation is consistent with the Society's values, it could be considered if it is a reliably breakeven operation; but not if it is prospectively loss-making.

As it stands, the Labs Division is seen by many as a somewhat-value-added form of real estate management. That kind of activity is seen as being best left to universities, business organisations and government organisations that can share their resources and, importantly, can capitalise on the interaction with start-up innovators. One member argued that, in any case, support for start-ups in Australia is now an active field, and ACS has little to contribute to, and little to gain from, running either accelerators or incubators.

3.3 Industry Associations, and ADMA Division

There was widespread agreement that ACS needs to have **engagement with industry associations and constructive relationships with them**.

However, members are adamant that ACS is a professional membership-based society of people, and not an organisation-serving industry association. The majority of members' contributions involve **active opposition to the acquisition or operation of industry associations within ACS, and want divestment** of all those that it currently has. The main factors giving rise to those views are the conflict between organisational values and missions; doubts about whether industry associations are able to provide benefits to ACS members; and scepticism about the operations' financial viability.

However, a minority of the contributors on this topic would accept industry associations within ACS, provided that they are maintained at arm's length (but by what means that can be achieved is not clear); that they provide benefits to ACS members, such as professional development included within membership fees or available to members at low cost; and that the cost to ACS is small. More members might accept industry associations within ACS if the associations were required to subscribe to **adherence to the Society's values and Code of Ethics**. This would, however, involve them prioritising the interests of the public over the interests of the companies participating in the association.

The suggestion was made that ACS develop and operate **an 'association as a service' platform**, delivered through an ACS subsidiary, for fee, with industry associations as clients.

4. ACS Internal Structures

This section addresses in turn governance, national structures and regional structures.

4.1 Governance

Members noted **the need for much-improved accountability by the Management Committee**, but also for **far more delegation of powers and funding to groups of members, and associated accountability measures**. Those 'groups of members' encompass Boards, national committees, task forces, working groups and SIGs, and Branch committees, sub-committees and SIGs.

As part of the necessary checks and balances, members called for the Objects, the Mission, the Purposes and the Key Functions of the ACS to be embedded in the constitutional document.

It was argued that there need to be **more Boards**, each of which has much **more focussed** scope, is a **working** board, and has **the authority to act independently within its defined area**, rather than being a mere advisory group, i.e. it is a committee of the governing committee, and has substantial delegations.

4.2 National Structures

The breadth of the Society's scope is enormous and growing, and specialisations are continually changing. This makes it challenging to establish and retain effective coverage of all areas. Specialisations need to be addressed, and collaboration is seen as the means to do that.

Widespread support exists for the notion of ACS being **an umbrella organisation**. However, concern was voiced that sub-organisations must be professional and serve individuals, not organisations; and that the risk of drifting away from the nucleus of ICT must be carefully managed. There is a perception that the broadening of scope to embrace relevant managerial topics has been accompanied by a softening in technical offerings, and impregnation with marketing-speak. The focus on the core (BOK, accreditation requirements, industry standards) must be sustained.

Members perceive the ways to support non-core areas as being:

- **constructive partnering with compatible professional societies**, e.g. by means of MoUs, cross-accreditation of professional education offerings, discounted joint memberships of two or more professional societies, and co-branding of events;
- **hosting of compatible professional organisations**, e.g. as National SIGs; and
- **enabling of the organic proliferation of self-organising groups within ACS**, especially as Branch SIGs and virtual communities-of-interest or -practice.

To achieve this, members want the ACS to be **organisationally vastly more agile**, and to overcome the current deficit in its internal ICT so as to efficiently provide convenient and effective **service-bundles for National SIGs, Branch SIGs and virtual communities**.

4.3 Regional Structures

Most members see members as being the reason the Society exists, and the Society's priority. Branch committees know their local community, have the agility to respond to local needs, and are close to State and Territory governments, and to professional societies, industry associations and educational institutions within the particular jurisdiction. As a result, the Branch is seen as the part of the Society that members relate to, the critical link in the chain, and the primary conduit for members' engagement with ACS. Further, ACS's federated model reflects the national model, and members argue that ACS must honour the provisions in the Rules. Reflecting those perceptions, there is substantial support for **devolved responsibility to Branch committees, and to Chapters and Branch SIGs, within a national framework**.

There is also substantial support for **financial and other delegations to Branch committees**, to enable grass-roots agility, innovation and value-added activities at Branch level. Branches need to support local members through events, activities, mentoring schemes and other services. Members see it as essential that decisions can be made by Branch committees. Iron-fisted management-by-budget is seen as dysfunctional. It is acknowledged that Branch committees must be accountable for their actions and their use of funds; but the pretence that all activities and all expenditure can be predicted 3-15 months ahead is beyond dysfunctional, and seriously harmful. Budget creation must be a joint exercise and not imposed from above. Discretionary funds must be available within Branches for them to serve their members effectively. This is a significant change away from the centralisation of the last few years that has so undermined member morale.

On the other hand, **members' contributions to national activities are appropriately made through national committees**. These may of course operate Branch-level sub-committees.

A commonly-held view is that the current dominance of the CEO and staff is seriously problematic, e.g. Branch committees lack the ability to contact their local members directly. There was strong support for **clear definition of responsibilities between Branch committees, Branch Managers and National Office, with far more devolution of power to Branches**. Members want Branch managers and staff to work in support of Branch committees, within a national context, and not to direct Branch members. Matrix management, based on trust, collaboration and communication, is seen as an established technique that works in organisations of the size of the ACS. It needs to be reflected in re-worked job descriptions and KPIs.

Chapters are vital to providing services to at least regional, rural and remote areas. They need Branch support. Further, well-established Chapters need funding, with a budget and power to initiate projects and activities, with oversight. North Queensland Chapter deplored the expropriation by national office of its hard-earned reserves of \$10,400.

SIGs are seen as relatively informal organisational units that support professional and social networking, and information access and interchange, in a specialised area. SIGs have typically been oriented towards real-world / face-to-face activities, particularly addresses and panels with invited speakers, demonstrations and site-visits. Electronic channels tend to be an adjunct rather than the heart of a SIG. Alternative terms are 'communities of interest (CoI)' and 'communities of practice (CoP)', and these may emphasise electronic channels more strongly than the conduct of events in a single location.

Members noted that SIGs offer benefits not only to members, but also to the Society as a whole. They can act as seeds of structures within ACS that reflect new specialisations. They can spawn additional pathways to CP, provide a basis for the establishment of a National SIG, or represent a vehicle for the formalisation of collaborative relationships with other compatible organisations.

Many members deplored the **abolition of most SIGs in 2016-17**. That destructive action is associated by many with the collapse in membership that has occurred during the last 5 years, with one arguing that it was emblematic of the manner in which the centralisation and bureaucracy has lost track of Branch members as people.

Members are adamant **SIGs need to again become a key feature of Branch activities**, supported by modest in-kind and financial budgets, welcoming prospective as well as current members, and working collaboratively with other organisations. The need was underlined for ACS to **provide SIGs with a digital platform**, including self-managed Web-presence, membership management, and communications services, taking into account the fact that not all SIG members are ACS members.

The view was put that members should be guaranteed **a minimum level of uniform service, despite the small size of some Branches and Chapters**. This requires in effect cross-subsidies from the Branches that operate at considerable scale across to less densely-populated regions.

5. The ACS Governing Committee

This section draws together members' views on the governing committee, its membership, electoral structures, who has the right to vote, the powers of the governing committee, the required delegations to committees including Branch committees, power relationships between volunteers and staff, and means to ensure transparency, engagement and effective accountability, particularly of the governing committee and of the CEO (to deliver trustworthiness by the membership), and of other committees and staff (to ensure governability).

To sustain neutrality and avoid confusion with existing usages within the ACS Rules, the term 'governing committee' is used rather than 'board', and 'governing committee member' rather than 'director'. The term 'groups of members' is used to refer to the many forms that a 'committee' can take and the many names that can be applied to them.

5.1 Composition

The **governing committee's size** needs to be sufficient to achieve a spread of expertise, and to enable turnover without losing corporate memory, but without being unworkably big.

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.

Regarding **eligibility to stand for election**, there is a distinct preference for all Professional Division members to be eligible, but no other categories of member.

The restriction of nominees to a narrow elite is strongly opposed, whether through constitutional provisions or a nomination committee.

However, the need is recognised for candidates to emphasise their qualifications and experience relevant to governing committee work. Support exists for ready access to opportunities to acquire experience through lower-level groups of members, and appropriate training courses.

There was some support for a large majority of elected members to be able to be supplemented by a small number of suitably qualified external directors, but only in order to address any weaknesses in the committee's expertise matrix.

5.2 The Electoral Scheme

As regards the electoral scheme, measures are highly desirable to avoid dominance by the largest Branches, and by the largest capital cities. That problem is seen as inevitable if a simple scheme of one-professional-member / one-vote were to be adopted. Many members want the scheme to include both protection for and empowerment of Branches generally, but also for protection of smaller Branches against larger Branches. This results in a leaning towards a hybrid voting model, partly the conventional single-electorate, one-member/one-vote, and partly an 'electoral college' model; or even to a wholly 'electoral college' model, maintaining something like the present designed-in bias in favour of smaller Branches.

Measures are needed to address the risk of staff having a disproportionate impact on election results, particularly given the conflict of interest inherent in being both an employee and a member, and the scope for staff to be influenced by the CEO and governing committee members, and mobilised in favour of or against particular motions.

5.3 Effective Accountability Measures

The majority view was that, for the professional society, conventional corporate governance norms represent a constraint to be taken into account, but are not in themselves an objective. A key requirement of the governance structures and processes is that trustworthiness of the governing committee is assured by placing appropriate powers in the hands of the membership. Members want influence well beyond merely voting for members of the governing committee. That can be achieved by establishing several layers of regulatory measures.

The constitutional document needs to embody the standards against which the appropriateness of decisions of the governing committee are assessed. This includes the Society's mission, purposes and key functions; the Code of Ethics; and the principles for determining the allocation of surplus.

Transparency is the most basic requirement, and its absence was fundamental to the recent collapse in trust. The culture of information suppression must change, and the norm of late, vague and even no responses to questions must be replaced by sensible answers to sensible questions. Beyond communication, **Explanation** of the reasons for decisions is essential.

The next level is **Engagement**, which has to feature meaningful opportunities to provide input, and to see that it is reflected in the decision-making process. In the case of significant initiatives, explanation and engagement are essential prior to the governing committee entering into major commitments. Within this layer, a key governance mechanism is the capacity of each Branch committee to pass a motion of concern, or a motion of serious concern – the first category being communicated to the governing committee, and the second category being communicated to the membership generally.

Some categories of decision are sufficiently important that they warrant **Endorsement / Ratification** by the membership, by (electronic) vote of the Professional Division members. This is at the level of 'strong advice' by the members, i.e. a plebiscite. Some categories of decision, with particular reference to membership grades and the Code of Ethics, were seen by some members as requiring **Approval** by the membership (by electronic vote), equivalent to a referendum.

The uppermost-layer regulatory measure is the well-established mechanism of a **Motion of No Confidence in the governing committee**. This is expressly intended **as the mechanism of last resort**, with the previous governance features intended to be sufficient to achieve the resolution of issues. The consequence of passage of such a motion is a spill of positions and the entering of caretaker mode pending the completion of the election process.

The proportion of the membership needed to trigger consideration of a Motion must be readily achievable. A proposal was put that any two Branch committees can trigger a General Meeting.

Members want **the Minutes of governing committee meetings** to be published, including information about initiatives under discussion, such as new business-lines. The need was acknowledged for a small minority of details to be recorded in an unpublished section of the Minutes.

5.4 The Matters of Greatest Importance to Members

It was acknowledged that there are hard choices to be made about which things are to be delegated to the board by the membership, versus published-to-members-in-advance, versus consultative-with-plebiscite, versus put to determinative-member-vote / referendum.

As regards which are the matters and/or documents that need to be strongly influenced by members rather than delegated to the governing committee, the matters that were most frequently raised were the Society's mission, purposes and key functions; the Code of Ethics; membership arrangements, grades and eligibility requirements; major initiatives, particularly relating to business-lines rather than recognised key functions; and powers and resourcing of Branches and Chapters.

5.5 Delegation to and Accountability of Groups of Members

Appropriate separation of powers between groups of members and employed staff is important, with strategy and policy delegated to groups of members rather than staff, with groups of members supported by staff and not directed by them. Operational matters, on the other hand, need to be delegated to staff rather than groups of members.

Delegations to groups of members need to be anchored in the constitutional document, and to facilitate decision and action by delegated groups rather than impeding them and even reducing them to mere advisory roles, as current arrangements do.

Delegations to Branches need to be embedded in the constitutional document. Matters that came to attention during consultations are leadership of interactions with State and Territory governments and agencies; direction of strategy and policy aspects of local activities and programs; budget management, with a discretionary component to ensure agility; the direction of local staff, consistent with policies set at national level, and workplace law; and management of regional PPP partners.

Conclusions

This Report has summarised the input of 160 members submitted through multiple channels, some of them written submissions, others verbal comments in live, video and hybrid events, plus hundreds of typed comments in asynchronous but interactive mode in an online forum. There was diversity, but also a great deal of commonality in themes, sentiments, and specific points made.

The discussion was about **what principles should drive the development of a replacement constitutional document for the professional society**. Structure was provided by means of a Consultation Document and a Question List, but it was made clear that these were intended as conversation-starters, not as a means of limiting the topics of conversation. Some input did indeed go beyond the structure provided, but by and large the suggested structure provided a framework satisfactory to the participants.

The nature of the comments fell into several categories:

- In a number of the segments, members' input was confirmatory of the *status quo*;
- in others, members suggested some modest adaptations;
- In multiple segments, however, disappointment and disgruntlement and in many cases serious dissatisfaction with the changes in the Society over the last 5-10 years resulted in demands for either:
 - the reversal of practices that have been imposed, and that members see as being in breach of the spirit and even the letter of the current Rules; or
 - new constitutional provisions significantly different from those that are currently in place.

The first section of the Report related to **the profession, professionals and the professional Society**. Members asserted the ongoing importance of the Society, its orientation towards people as members, and its commitment to members and thereby to society as a whole. It noted the challenges involved in the formation of public policy. Also of considerable concern were a series of matters relating to membership grades, and the crucial role of Branches.

The second section called for values, mission and purposes to underpin all **ACS activities**. Members highlighted many of the Society's key functions as requiring attention, and the need to recover strategic alignment of the organisation's priorities with the professional membership.

In the third section on **ACS Business Lines**, members identified the principles that they believe need to determine what additional activities are undertaken. Central among them is the requirement that they generate surplus that can be applied to the key functions. Whereas innovation needs to be supported, members do not accept incubators as being an appropriate business-line. As regards industry associations, engagement with them is seen as being important, but hosting them is seen as generating a serious conflict between the professional Society's values and those of advocacy organisations for corporations' interests.

The fourth section drew together a range of concerns about **ACS internal structures**. Distrust in the governing committee as a result of its behaviour c. 2017-2020 is such that far greater and far more effective accountability mechanisms are demanded. In addition, the need was clearly expressed for winding back of the dominance of the CEO and staff that developed over the last decade.

On the other hand, guarded enthusiasm exists for the recently-emerged ideas concerning ACS as an umbrella organisation. Constructive partnering with other professional bodies, hosting of others, and the enablement of organic emergence of internal professional groupings, were all welcomed. However, this initiative needs to be accompanied by the replacement of ossifying bureaucratic processes with delegated decision-making and agility; and supporting platforms must be delivered.

Members are emphatic that regional structures must be freed up and empowered. They say that Branch committees must be given delegations and flexible budgets, and that staff arrangements need to be adapted to a matrix organisation that reflects the Society's joint national / regional nature. Chapters must be encouraged. SIGs must rise from the ashes of their predecessors.

In the fifth and final section, members offered observations about **the nature of the governing committee** under the new constitution. The next Consultation Round must pay careful attention to a

cluster of features, including eligibility for election as a member of the governing committee, the electoral scheme, and means of ensuring transparency, engagement and actual, enforceable accountability by the governing committee to the membership. Only if such features are architected and engineered-in will members have confidence that the Society can no longer be subject to the threat of being re-purposed away from its role as a professional society.

The 2018-19 proposal was to convert the Society from an association to a company limited by guarantee (CLG), with a mainstream corporate Constitution only a little different from that of a for-profit corporation. That would have removed almost all powers from members, and granted almost all powers to the Board and, reflecting contemporary private sector practice, onwards to the CEO.

The 2021-22 process is radically different in several ways: It is driven by members; it starts with requirements analysis rather than design; it involves active consultation, across three rounds, and reflection of previous input in the next round; and its focus is on a reformed constitution not on the form of incorporation.

For these reasons, the term 'CLG' was mentioned only in the introductory paragraph of the Consultation Document, and the main body and the question list did not refer to it. Despite this, the online forum featured active discussion of the topic, most of which was irrelevant to the 'principles' theme addressed in this Round – but which will be fed into the Round 2 process.

However, one aspect of those discussions was very relevant. There is considerable contention regarding whether a CLG Constitution by its nature denies members any meaningful control over the company's Board. Some quotations from the online forum that encapsulate the discussion are:

"What I'd like to see is a debate on what we want the ACS to be and how it should be governed, and then what should go into the new Constitution to implement those agreed elements ... a robust debate about what governance structure we want to have and then to embody that in a new constitution ... Under a properly designed new [CLG] Constitution, the internal governance arrangements of the ACS can be established in any way desired ... [conversion to a CLG] can't be an issue if the Constitution reflects what members want the ACS to look like"
(past ACS President and senior lawyer, NSW)

"No exemplars of Constitutions for CLGs have come to light that assure their members of adequate control" (senior member and company chair, Cbr)

"The constitutional questions must not be jammed into a CLG framework until and unless the membership is satisfied that, for good reasons, that form is to be used"
(senior member and not-for-profit deputy chair, Vic)

"We should concentrate on getting the new constitution fit for purpose ... We should adopt a new constitution and evaluate its operational impacts on ACS governance and management before we revisit the need to transition"
(senior member and company chair, Qld)

The common ground among the disputants is that **both the requirements analysis (this first Round) and the conceptual design (in Round 2) should proceed without consideration of the opportunities and constraints inherent in a CLG Constitution.** That can be deferred until the third Round, by which time the key features that are necessary to satisfy members' requirements will be reasonably clear.

The next step following this Report back to Members is the use of the members' input, combined with knowledge of the design of constitutional documents, to identify a set of features that the new constitution likely needs to specify, together with alternative forms those features might take. The Working Group will then develop the Round 2 Consultation Document. It is currently anticipated that Round 2 will be launched at the beginning of February 2022, and run for 5-6 weeks into March.

The Constitutional Reform Working Group members thank ACS members for their energetic contributions to Round 1, and look forward to further constructive discussions next year, to enable the emergence of the Society's new constitutional document.