



Australian
Library and
Information
Association

Proposal to change governance arrangements

Issues paper – July 2006

Proposal to change governance arrangements: issues paper

ALIA's governance arrangements are very important to ensure the organisation works successfully. This paper and proposal has been prepared by the ALIA Board to enable the Association to better meet the challenges before it, to achieve more effective management of the organisation, and to ensure services are delivered well.

In 2000 ALIA became a new incorporated body, based on a group structure, rather than the earlier divisional structure of branches, sections and special interest groups. After five years the Board has reviewed the structure and believes that it would be more effective if the Board's membership and election arrangements were changed.

This paper has been prepared for discussion by members. It will be discussed in every state and territory at Regional National Advisory Congress meetings, at the National Advisory Congress meeting on 19 September 2006 and through e-lists and in *inCite*. The Board is seeking your input to enable rule change proposals which reflect the views of the membership. These changes will then be prepared for circulation to all members and consideration at a Special General Meeting to be held in late 2006. Details on the process for consultation including how to contribute your views can be found in the last section of this paper.

Major reasons for the change are:

- the new Board structure would enable the Board to more effectively plan and implement policy and programs by offering better business continuity because of a longer term in office;
- it would provide more effective management of the association, for example the Executive Director would not have a new manager (the president) every year;
- the Board could work better together on membership issues as part of the membership would not change each year; and
- it would be more cost effective for members as elections would be held every two years;

The changes proposed are:

1. the President, Vice-president and five elected Directors would be elected for two years terms in a single election;
2. the President and Vice-president be either elected
 - a) as individual positions separately; *or*
 - b) from seven elected Directors;
3. the Executive Director become a voting rather than non-voting member of the Board;
4. the Board be given the ability to co-opt individuals, who may not be members, to fill up to an additional two Director positions and thus add additional skills, knowledge and experience from outside the library sector;
5. all Director positions be elected by all the full ALIA membership;
6. transition to the new model be based on either
 - a) electing a Vice-president and two Directors for one year for 2007 and then the President, Vice-president and five elected Directors be elected in 2008 or
 - b) the current Board membership be continued in 2007 and the President, Vice-president and five elected Directors be elected in 2008.

A detailed explanation of each of the above proposed changes follows.

1. Two year (biennial) elections

At present a significant amount of ALIA's resources are spent in annual elections, with considerable disruption to Board activities and ALIA planning through the holding of elections every year. It is also very disruptive to the Association with the Executive Director having to report to a different President every year. A change to two year elections is proposed to improve the work of the Association and the Board.

2. Election of President and Vice-president

Members' advice is sought on a preferred option for President and Vice-president elections.

Option 1: The positions of President and Vice-president are elected for two years each as a defined position.

Option 2: The positions of President and Vice-president are filled by election from within the seven existing elected Board Directors.

Issues: the positions of President and Vice-president require a considerable commitment. If members nominate for these positions they have indicated they are willing to make this commitment. If option 2 is chosen any Director might be elected to these positions. This may discourage nominations for Director positions and may also lead to a decrease in participation by members in selection of President and Vice-president. The change to two year President and Vice-president positions will also require a change to eliminate the Vice-president automatically becoming the President on the expiration of their term.

3. Executive Director

Currently the Executive Director is a non-voting member of the Board. Given the involvement of the Executive Director in decision making and implementation of Board decisions, participation as a full-voting member would better recognise the role.

4. Additional experts on the Board

The Board needs particular skills, sets such as financial and senior management expertise, which we believe would increase if we had the capacity to co-opt individuals with these strengths. ALIA is a multimillion dollar organisation which operates in a complex financial and legal environment. The proposal of a Board comprised of the President and Vice-president, five elected Directors and up to two co-opted Directors would enable the Board to increase its expertise to deal with complex issues and would ensure a high level of member representation. It would increase the ability of the Board to deal with complex governance and financial issues.

5. Election of Directors

Under the current model Directors are elected:

- four directors elected by members; and
- one director elected by institutional members.

This is a cumbersome model which results in complex counting and election management. While originally proposed to ensure that the institutional members participated, in operation the institutional member does not liaise with or represent institutional members in any effective manner. The Board is currently developing better strategies to enable effective relationships with institutional members. To improve this and simplify the process it is proposed that all Director positions be elected by the full ALIA membership.

6. Transition arrangements

Two models are possible for transitional arrangements for the new Board structure and election process.

Option 1: The positions of Vice-president and two Directors be elected for one year for 2007 and then the President, Vice-president and five elected Directors be elected in 2008.

Option 2: The current Board membership be continued in 2007 and the President, Vice-president and five elected Directors be elected in 2008.

Issues: Option 2 will require more significant rule changes and could be less costly, if all current elected Board members remain. If a casual election is required as a member is unavailable there will be no cost saving. If option 1 is chosen the change will be more consistent with the operation of ALIA for the past five years and the transition may be simpler.

What would not change:

- the number of elected members of the Board — President, Vice-president and five elected Directors;
- the limit of two two-year terms for Board members;
- the process for filling any casual vacancies;
- the role and powers of the Board; and
- the responsibilities of the Executive Director.

Process for consultation and change:

These changes have been recommended after careful discussion and consideration by the current Board. We are keen to involve all ALIA members in consultation and for the changes preferred by members to be put to all ALIA members in accordance with ALIA's constitution.

Discussion on the proposals will occur in every state and territory at Regional National Advisory Congress meetings, at the National Advisory Congress meeting in Perth 2006 and through communication via the e-lists and *inCite*.

A Special General Meeting will be held to consider rule changes to implement the preferred governance model based on the views of members through the consultation process. This meeting will be held in Canberra in late 2006.

In summary, the Board has proposed the following changes:

1. the President, Vice-president and five elected Directors would be elected for two years terms in a single election;
2. the President and Vice-president be either elected
 - a) as individual positions separately *or*
 - b) from seven elected Directors— *members should consider which option is preferred;*
3. the Executive Director become a voting rather than non-voting member of the Board;
4. the Board be given the ability to co-opt individuals, who may not be members, to fill up to an additional two Director positions and thus add additional skills, knowledge and experience from outside the library sector;
5. all Director positions be elected by the full ALIA membership;
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 - a) electing a Vice-president and two Directors for one year for 2007 and then the President, Vice-president and five elected Directors be elected in 2008 *or*
 - b) the current Board membership be continued in 2007 and the President, Vice-president and five elected Directors be elected in 2008— *members should consider which option is preferred.*

Your comments are sought on the proposed changes and can be made:

- » at ALIA National Advisory Congress regional meetings;
- » at the ALIA National Advisory Congress meeting, 19 September 2006, Perth;
- » via e-mail to governance@alia.org.au

Your Board members are also keen to hear your views and comments:

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Prepared by the ALIA Board Standing Committee on Governance

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