



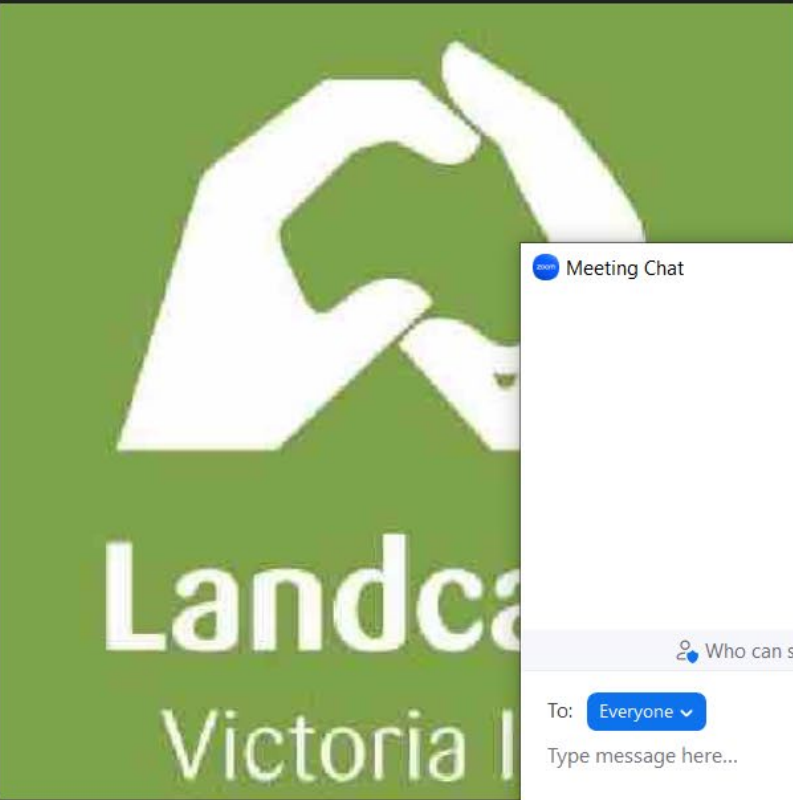
Landcare
Victoria Inc.

A proposed new constitution for Landcare Victoria Inc

Briefing for Landcare Victoria members

10 April 2024





Meeting Chat

Who can see your messages?

To: Everyone

Type message here...

Landcare Victoria

Mute Start Video Security Participants Polls Chat Share Screen Record Breakout Rooms Reactions Apps Whiteboards End

Windows taskbar with search bar, task icons (Office, Edge, File Explorer, PowerPoint, Excel, Teams, Chrome, Zoom), system tray (21°C Sunny, 3:46 PM, 7/02/2023, 14 notifications)



Acknowledgement of Country

We acknowledge the Traditional Custodians of the various lands on which we work and meet today, and the Aboriginal and Torres Strait Islander people present here today.



Agenda

1 – Review process

2 - Proposed Rules – key changes and other points to note

3 – Governance mechanisms underpinning Proposed Rules

4 – Where to from here?

5 – Questions

1 – Review process

2021 – LVI Board initiates review of Rules of Association following adoption of Strategic Plan (2021-24)

2022 – Initial scoping/research and legal engagement for review of the Rules

2023

- **Feb** – Landcare Victoria released discussion paper on proposed changes
- **March** – Landcare Victoria member feedback sought via webinars, survey and Members Council consultations
- **April – Aug** – Drafting of new rules by lawyers (**Proposed Rules**) based on member feedback received
- **Oct – Nov** – Revised Members Council Charter drafted and endorsed by Members Council
- **Dec** – Revised Members Council Charter adopted by Board

2024

- **April** – Engagement with members on the Proposed Rules (this webinar)
- **1 May** – Notice of Special Resolution at AGM sent to all members
- **22 May** – AGM at which members will be asked to vote to adopt Proposed Rules

2 – Proposed Rules - key change #1

The Board/Committee (number, composition, appointment)

Member feedback:

“Do you support the proposed change in the Landcare Victoria Board to one where the majority of directors are appointed for their merit and skills?”

| All responses (28) | | |
|--------------------|----|--------|
| Yes | No | Unsure |
| 75% | 7% | 18% |

The Proposed Rules say:

- No more than nine members of the Board.
- At least a majority of the Board must be nominated by Landcare Victoria Members (i.e. member groups).
- Other Board members must be nominated by the “Selection Committee”:
 - *At least three people, only one can also be on the Board.*
 - *Selection Committee role is to consider skills, experience, qualifications and diversity needed.*
- Ratification of all Board members at next AGM.

2 – Proposed Rules - key change #1 continued

The Members Council (purpose, manner of operating)

Members feedback:

“Do you support the strengthening of the Landcare Victoria Members Council to be the peak representative and advisory body for Landcare in Victoria?”

| All responses (28) | | |
|--------------------|----|--------|
| Yes | No | Unsure |
| 79% | 0% | 21% |

The Proposed Rules say:

- Composition, method of appointment, manner of operating etc to be determined by the Board through adoption of Members Council Charter
- Purpose of Council is to reflect and represent interests and priorities of Landcare Victoria Members as an advisory committee to the Board, to advise the Board and/or CEO
- The Board, to the extent reasonable and practicable, must consult with the Members Council in relation to any Landcare Victoria policies that are to affect the operations of its Members

2 – Proposed Rules - key change #2

Status of unincorporated Members

Members feedback:

“Should Landcare Victoria continue to admit unincorporated Landcare groups as Members?”

| All responses (28) | | |
|--------------------|-----|--------|
| Yes | No | Unsure |
| 50% | 21% | 29% |

The Proposed Rules say:

- An unincorporated association can be a Member.
- Existing rules re: mandatory application of Landcare Victoria Rules to unincorporated Members and Landcare Victoria liability for activities removed; replaced with more flexible policy making power (see next slide).

2 – Proposed Rules - key change #2 continued

Management of risk

Members feedback:

“Do you support a rule change to allow Landcare Victoria to establish binding policies that support and establish minimum operational standards for Member Groups?”

| All responses (28) | | |
|--------------------|----|--------|
| Yes | No | Unsure |
| 75% | 7% | 18% |

The Proposed Rules say:

- The Board has power to make (and revoke) policies, regulations or by-laws for the conduct and management of LVI, and the activities and operations of its Members (called “Member Policies”) as it sees fit.
- If the Board reasonably believes that a Member has, or is likely to, do something that is not consistent with a Member Policy or the constitution or the requirements of insurance which covers that Member’s activities, the Board can give written direction to that Member, if it considers it necessary to ensure compliance with the relevant policy etc.
- The Board will consult with the Members’ Council in relation to any policies that will affect the operations of Members.

2 – Proposed Rules - key change #3

Insurance

Members feedback:

“Do you support a rule change that would require Member Groups to join the Landcare Victoria insurance policy as a condition of membership?”

| All responses (28) | | |
|--------------------|-----|--------|
| Yes | No | Unsure |
| 71% | 14% | 14% |

Members feedback:

“Do you support the Landcare Victoria Board having power to direct a Member Group to cease an activity that lies outside the scope of Landcare Victoria's insurance cover?”

| All responses (28) | | |
|--------------------|-----|--------|
| Yes | No | Unsure |
| 64% | 18% | 18% |

The Proposed Rules say:

- Members must ensure that they comply with requirements of any insurance policy taken out by Landcare Victoria on behalf of Members, and must operate in accordance with such policies including regarding disclosure requirements.
- As per previous slide, if the Board reasonably believes a Member has, or is likely to, do something that is not consistent with LVI insurance requirements that cover that Member's activities, then the Board can give written direction to that Member, if it considers it necessary to ensure compliance with the relevant policy.

2 – Proposed Rules - key change #4

Membership

Members feedback:

“The proposed rule changes will clarify that eligibility for full membership is limited to Landcare groups (and not individual persons) and provides for non-voting associate members. Do you have any comments about membership of Landcare Victoria?”

Feedback was supportive of proposed approach; some responses confirmed confusion amongst respondents about membership terminology under current Rules.

The Proposed Rules say:

- Two membership categories:
 - *Full Member*
 - *Associate Member*
- Full Members have voting rights (one vote per Member) via a nominated Delegate.
- Associate Members have no voting rights.

2 – Proposed Rules – what has NOT changed

- The substance of much of the Proposed Rules is the same as, or similar to, the current Landcare Victoria Rules, even though language of many clauses has been updated/clarified.
- **No significant changes** in Proposed Rules to:
 - *Objects / charitable purposes of Landcare Victoria Inc*
 - *Voting and rights of Member Groups*
 - *Ending membership, resolution of disputes between members*
 - *Election of Chair and other office holders*
 - *Board meeting procedure*
 - *Board member duties including management of conflicts of interest*
- Proposed Rules allow proxies in general meetings (this reflects currently occurring practice).

3 – Governance mechanisms underpinning the Proposed Rules

- The Proposed Rules, if passed, would be accompanied by new or enhanced governance mechanisms to support members to continue to have a say in Landcare Victoria's decision making and strategy.
- Our **Members' Council Charter** has been updated to:
 - *Articulate the purpose of the Council,*
 - *Better describe the roles and responsibilities of members, as well as the role of Chairperson.*
 - *Set out clearer procedures for meetings, sub-committees and working groups*
- Terms of Reference for the **Selection Committee** are being drafted to:
 - *Clarify the composition of the Selection Committee and how candidates are nominated*
 - *Set out a process the Committee must follow in recruiting candidates for nomination to the Selection Committee, including through consideration of a Board Skills Matrix*

4 – Where to from here?

Subject to Board endorsement, the Proposed Rules and guidance materials will be included in the Notice of Special Resolution at the **AGM** scheduled for 1230pm to 2pm on 22nd May.

At the AGM (May 22), the nominated voting delegate of Financial Member Groups will have an opportunity to vote on a resolution to adopt the Proposed Rules. A 'special resolution' is required.

If the resolution is passed, the Proposed Rules will be submitted to Consumer Affairs Victoria. Once this is complete, the new Rules will be in force.

5 – Questions





Landcare
Victoria Inc.

Strengthening communities.
Restoring environments.

Thank You

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