

DISCUSSION PAPER: OUT-OF-SESSION 2/2013

Operating Model for the Deed Governance Group

Recommendation

The participants of the IGB Biosecurity Forum, as potential Deed Signatories, are asked to consider the proposed operating model for the Deed Governance Group (DGG) and provide advice to the IGB on the:

- a. Scope of DGG membership and the concept of associate members to accommodate organisations with an important role and interest in biosecurity that are unable to meet the eligibility requirements to sign the Deed
- b. Meeting schedules
- c. Arrangements for the Chair and Vice Chair
- d. Decision-making
- e. Other provisions necessary to the effective role and function of the DGG

Feedback on the proposed operating model is requested by COB 7 February 2014 and should be provided by email to secretariat@gia.org.nz. A template for comments is attached to assist with feedback.

The consolidate outcomes of the consultation will be presented at the GIA Biosecurity Forum on 5 March 2014.

Introduction

The final Deed makes reference to the role and function of the Deed Governance Group (DGG). [*Clauses 4.1 of the Deed*]. The DGG will provide oversight of Deed implementation processes and the work of the GIA Secretariat.

To facilitate the transition of the IGB into the Deed Governance Group an operating model has been developed by the IGB for consideration by potential Deed Signatories. Operating rules will be drafted when the model preferred has been agreed. [*Clause 4.1.6 of the Deed*].

The proposed model has been developed from a number of sources and modified to reflect the DGG role and function as it is defined in the Deed and with appropriate reference to the Biosecurity Act 1993. Sources include the draft MAF Deed and Rules and the constitutions of Animal Health Australia and Plant Health Australia, KVH Ltd, Horticulture NZ Ltd, Beef+Lamb NZ Ltd.

Proposed DGG Operating Model

The operating model of the DGG can be summarised in the following principles:

1. The DGG is a governance group and has no legal status except as an instrument of the Deed.
2. It has no role in the negotiation of Operational Agreements or biosecurity responses.
3. It has no financial delegations or authority. [*Clause 4.1.4 of the Deed*]
4. The DGG appoints and monitors the performance of the Secretariat Manager. [*Clause 4.1.5e of the Deed*]
5. The Operating Rules will incorporate relevant provisions of the Deed.
6. The DGG is for Deed Signatories only.
7. Each Deed Signatory is entitled to one appropriately authorised person to be its DGG Member. [*Clause 4.1.1 of the Deed*]. The authorised person is selected by the Signatory organisation and need not be a member of that organisation.
8. The Nominated Representative has the authority of the Signatory organisation to represent their interests through the DGG.
9. Each Deed Signatory can appoint an official alternative DGG Member. The alternative must have the authority, background and ability to fully represent the interests of the Signatory in the event that the authorised DGG Member is unable to participate in DGG activities.
10. If a DGG Member misses two meetings in a two year period, the Deed Signatory will be requested to nominate and authorise a replacement DGG Member.
11. Two formal meetings a year are proposed, with one being an annual general meeting in July/August and adjacent to the biosecurity forum. The second is a general meeting and is proposed for February/March and adjacent to the second biannual biosecurity forum. At least 50% of DGG members and the MPI member must be present at every meeting to achieve a quorum.
12. Operating Rules will allow for additional meetings as needed.
13. A Chair and Vice Chair will serve for a term of two years but may be reappointed to serve only three consecutive terms (e.g. six years).
14. The DGG will appoint/elect a Chair and Vice Chair. An independent Chair may be appointed by unanimous agreement of the DGG Members.
15. There is no financial remuneration for the Chair and Vice Chair unless this is agreed and funded by Deed Signatories.
16. The Deed Signatory from which the Chair is elected (if not independent of any Member) has the right to appoint an alternative person to the DGG while the Chair is undertaking their duties. As a consequence of this proxy allowance, the Chair will not have a deliberative or casting vote and will remain independent.
17. All DGG Members have equal status and their focus is on making the Deed work. For this reason, it is not proposed to alternate the Chair between industry and government.

18. The Rules will provide for face to face, video and audio meetings and decision-making by email – as equivalent to decision-making in meetings.
 19. While the Deed is clear that decision-making will be by consensus, it makes provision for Signatories to allow otherwise where they agree to do so. [*Clause 2.2.3 of the Deed*]. In drafting the Deed, the Joint Working Group proposed to allow the DGG to vote to appoint the Chair and Vice Chair if required and the Rules make provision for this. The operating Rules will also provide for the DGG to vote on resolutions where consensus cannot be achieved. However, the decision to vote must be made by consensus.
 20. There may need to be additional guidance on processes for moving from consensus decision making to voting. The operating Rules will this allow this decision to rest with the DGG but will include provision for the Chair and/or a proportion (say 70%) of DGG Members to propose a vote.
 21. A proxy vote will be accepted where it is made by formal notification to the Secretariat in advance of the issue being voted on at a Meeting and where the Nominated Representative is unable to attend.
 22. The operating Rules will allow for a category of associate membership that could allow organisations such as Federated Farmers, B3, Regional Councils and Horticulture NZ to have some formal status in the GIA as a biosecurity partner, although they would have no decision-making or cost-sharing rights, unless they were a Deed Signatory. The rights and costs of associate membership would be determined by the DGG.
 23. The operating Rules will also allow the DGG to establish subcommittees. [*Clause 4.1.7 of the Deed*]. This provides for DGG to, at some time in the future, establish an executive committee. This may be needed if the number of Deed signatories makes the normal business of the DGG inefficient. Rules would need to be established for the executive committee, which may act more like a Board of Directors.
 24. Working groups or subcommittees of the DGG could be established to develop policies for example for establishing cost-shares, or could provide technical advice to Members on research needs and opportunities. These groups should be tasked by DGG, and be accountable to it, to ensure that its activities remain directed at delivering Deed outcomes.
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Background

With the Deed nearing completion and several industry organisations likely to sign the Deed by the end of 2013, transition arrangements for Deed governance will need to be implemented. These include the operational rules for the DGG.

As these rules also impact on the roles and tasks of the Secretariat, it is essential that they be defined as soon as possible.

Support for an operating model will allow operating rules for the DGG to be developed as interim arrangements that are approved by IGB and reviewed by the Deed Governance Group after it is formally constituted by Deed Signatories.

The governance arrangements extracted from the Deed V1 30 June 2013 are:

4.1 Governance

Explanatory Note

This Deed establishes a GIA Governance Group (the Governance Group) and GIA Secretariat (the Secretariat), and the governance operations needed to administer this Deed and its provisions.

The Governance Group

- 4.1.1 Each Signatory to this Deed will be entitled to appoint one person to represent its organisation on the Governance Group.
- 4.1.2 Each member of the Governance Group will meet their own costs related to being appointed to the Governance Group.
- 4.1.3 The purpose of the Governance Group is to:
 - a. Have oversight of Deed processes; and,
 - b. Give direction to the Secretariat.
- 4.1.4 The Governance Group will not have decision-making powers in terms of any financial or other commitments of any Signatory.
- 4.1.5 The Governance Group's primary responsibilities will be to:
 - a. Approve the annual work plan and budget for the Secretariat.
 - b. Monitor the delivery of the Secretariat annual work plan, and review the budget and finances.
 - c. Approve policies and procedures that are developed by the Secretariat.
 - d. Consider and recommend to Signatories any amendments to this Deed.
 - e. Appoint, and monitor the performance of, the Secretariat.
- 4.1.6 The Governance Group will set its operational rules, and amend them when and if it sees fit. These rules may include variations to consensus decision-making and the circumstances in which they would be applied.
- 4.1.7 The Governance Group may delegate designated responsibilities to an executive committee, working group, sub-committee or individual.

Attachments

- Attachment 1 Response template for comments on the proposed operating model of the Deed Governance Group.

Response template for comments on the proposed operating model of the Deed Governance Group

	Principles	Organisation name	Agree/ disagree	Alternative proposal	Explanation and/or comment
1	A governance group with no legal status				
2	No role in the negotiation of OAs or responses				
3	No financial delegations or authority	Deed			
4	Appoints and monitors performance of the Secretariat Manager	Deed			
5	Operating Rules incorporate relevant provisions of the Deed				
6	For Deed signatories only				
7	Signatories have one authorised representative and the right to appoint them				
8	Nominated representative has the delegated authority of Signatory organisation				
9	Appointing an alternative				
10	Replacement of authorised DGG Member				

	Principles	Organisation name	Agree/ disagree	Alternative proposal	Explanation and/or comment
11	Two formal meetings a year adjacent to the Biosecurity Forum				
12	Additional meetings as needed				
13	A Chair and Vice Chair are elected for two year terms				
14	An independent Chair by unanimous agreement				
15	No financial remuneration for the Chair and Vice Chair unless agreed				
16	Alternative representative for Chair				
17	All DGG Members have equal status, Chair does not alternate				
18	Types of meetings				
19	Decision-making – consensus and voting				
20	Initiating a vote				
21	Allow proxy votes				
22	Associate membership				

	Principles	Organisation name	Agree/ disagree	Alternative proposal	Explanation and/or comment
23	Executive committee – acting as a Board				
24	Establishing working groups and subcommittees				

Please return by email to secretariat@gia.org.nz by COB 7 February 2014.