

Landcare NSW Constitutional propositions for change

What you need to know about upcoming changes

Landcare NSW Board Directors have called a Special General Meeting on 3rd June 2025 for all Landcare NSW Members.

The following propositions for change to the current Landcare NSW Constitution will be put to Members for voting.

The details regarding the Special General Meeting are as follows:

Date: Tuesday 3 June 2025

Time: 8.30-9.30am

Location: Online – via Zoom

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Governance Check-Up

The Governance Check-up is part of a two-part project – Governance and Strategy Check-up - commissioned in 2024 to review the organisation's governance and set a new strategy.

A common consultation exercise was held to feed both projects. It was made up of:

- 1. One-on-one interviews - 16 x 60 min**
 - LNSW Board
 - Commonwealth Government
 - NSW Government
 - Other e-NGOs
 - Corporate partner
- 2. Focus groups – 4 x 90 min**
 - Regional Chairs
 - Landcare Groups
- 3. State Advisory Council – 1 x 90 min – 7 August 2024**
- 4. Fieldwork conducted: 17 July – 1 August 2024**

The first part of the Governance and Strategy Check-up resulted in the publication of a new strategic plan. This report covers the proposed governance changes.

The governance component of the project included several in-person and virtual elements, including:

- Briefing session for Local Landcare Coordinators – 20 August 2024
- Update at the Landcare NSW AGM - 20 November 2024
- Update at Landcare NSW Board meetings – 10 December 2024 and 17 February 2025
- Insurance review meetings – 22 January 2024 and 28 February 2025
- Final consultation with State Advisory Council – 3 March 2025

This paper has been published as pre-reading for participants in subsequent rounds of consultation.

A Special General Meeting will be called in the first half of 2025 to seek member support for the Propositions for Change detailed below.

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Nomination and election of Directors

Under the 2022 governance reforms, all candidates seeking election as directors of Landcare NSW Limited must first be vetted and approved by the Nominations Committee. This process ensures that the Board is composed of individuals whose skills complement each other, rather than being duplicated, and that it maintains the necessary expertise for effective governance.

Proposed Changes and Stakeholder Feedback

During consultations, several stakeholders suggested that the Nominations Committee should be allowed to search statewide to fill vacancies rather than being restricted to a specific electoral zone. This would ensure the most qualified and suitable candidates are recruited, strengthening the Board's overall effectiveness.

At the November 2024 Governance Workshop, participants expressed support for removing Board electoral zones in favour of a statewide approach to recruitment. In addition, they recommended two key refinements to the nomination process:

1. Expanding the membership of the Nominations Committee to include two appointees from the State Advisory Council (SAC).
2. Expanding the skills matrix to encompass both technical skills and diverse perspectives, including 'geographic location' as a criterion for consideration.

Conclusion

The proposed refinements to the nomination and election process reflect Landcare NSW's ongoing commitment to strong governance and strategic leadership.

By broadening the candidate search beyond electoral zones, refining the selection criteria and focusing on the skills and expertise of the Board as a whole, these changes aim to ensure that the Board continues to attract high-calibre directors capable of guiding the organisation effectively into the future.

Recruitment propositions for change:



Amend the LNSW Constitution to:

1. Allow the Nominations Committee to search state-wide for candidates to nominate to the LNSW Board
2. Add two SAC members to the Nominations Committee
3. Broaden the Board Skills Matrix to include 'perspectives' and add 'geographic location' as a search criterion for Board candidates

Frequently Asked Questions

Are competitive elections still permitted even if the Nominations Committee presents a slate of candidates for endorsement?

Yes. If two candidates are equally qualified and the Committee is unable to determine a clear choice, a competitive election can be conducted. This ensures a fair and transparent selection process while maintaining the necessary skill set for the Board.

How will the Nominations Committee use 'geographic location' when managing Board nominations?

The Nominations Committee will record each director's residential address to identify gaps in the Board's geographic representation. While the Committee is expected to collaborate with all Regional Bodies to identify potential candidates, it may work more intensively with specific Regional Bodies if it determines that a particular geographic perspective is underrepresented.

Size and composition of the Board

Board Composition

The composition of the Landcare NSW Board has evolved over time, with the addition of independent directors in 2022 being particularly well-received. These independent directors have brought much-needed financial and governance expertise to the Board and have demonstrated a strong commitment to their roles. At the same time, Ordinary Directors have also contributed valuable skills, particularly in the areas of Natural Resource Management (NRM) and Landcare.

Board Size

In terms of size, the Board currently consists of ten directors, including six Ordinary Directors and four Independent Directors. The six Ordinary Director positions were intended to align with the six Board Electoral Zones. With the planned removal of these zones, some questioned whether a smaller Board might be more practical. Board recruitment has also become increasingly difficult, as it is challenging to find individuals who are both willing to serve on a voluntary basis and possess the necessary skills.

To address these concerns while maintaining flexibility, participants proposed amending the constitution to allow for a variable Board size. They suggested setting a minimum of seven directors while permitting the appointment of up to ten members as needed to share the workload. Importantly, it was agreed that a seat should always be reserved for an Aboriginal and Torres Strait Islander director.

Board Composition and Size propositions for change:

Amend the LNSW Constitution to:

4. Create a single class of LNSW director
5. Add 'Landcare experience' to the Skills and Perspectives Matrix (i.e., NRM/Landcare experience gained through volunteering or paid employment with an NRM/Landcare organisation or through work on boards and committees)
6. Allow the board to function with between seven and ten directors
7. Continue to reserve a minimum of one seat for an Aboriginal and Torres Strait Islander

Frequently Asked Questions

How will the Nominations Committee determine if a candidate has 'NRM/Landcare experience'?

The Nominations Committee will assess a candidate's NRM or Landcare experience based on their volunteering within a Landcare organisation, employment in the sector, or service on NRM or Landcare boards or commissions.

If only seven directors are endorsed at an Annual General Meeting, will the Board have to wait a whole year before appointing more directors?

No. Any additional directors can be appointed as 'casual vacancies' per the process outlined in the constitution.

Terms and conditions of Directors

Terms

Currently, directors of Landcare NSW are limited to serving two three-year terms, with a maximum tenure of six years. Given the challenges in recruiting qualified directors, some participants suggested allowing directors to serve an additional three-year term, extending the maximum tenure from six to nine years. This change would provide greater continuity and retain experienced members on the Board.

Ultimately, participants agreed that directors should be permitted to serve a third term, but reappointment should not be automatic. The Nominations Committee should review each director's performance and attendance before endorsing them for an additional term, whether their second or third.

Conditions

Under the current constitution of Landcare NSW Limited, the Board Chair may receive a stipend to compensate for time away from self-employment or reimburse an employer for absences related to Landcare responsibilities. Workshop participants were asked whether this provision should be expanded to include stipends for other board officers, such as the Vice Chair, Treasurer, Secretary and an Aboriginal and Torres Strait Islander director.

After discussion, participants agreed that the stipend provision should be extended to all directors equally, including an Aboriginal and Torres Strait Islander director. However, members must approve any payments at the Annual General Meeting.

Board Terms and conditions propositions for change:

Amend the LNSW Constitution to:

8. Allow directors to be nominated for a third term (given satisfactory performance and attendance)
9. Make a provision for the payment of a stipend to all directors subject to approval at the Annual General Meeting

Frequently Asked Questions

What is considered acceptable performance?

Assessing a director's performance involves multiple factors and requires a degree of subjectivity. The Nominations Committee evaluates each director's contributions based on their engagement, effectiveness, and adherence to governance expectations. If a director is found to have breached the Board Charter, the Committee may determine that they are ineligible to receive a stipend on performance grounds.

Who is eligible to receive a stipend?

Any director or their employer can receive a stipend—but not both. The stipend is intended to compensate self-employed directors for lost income or to reimburse an employer who allows a director to take time off from their regular work to fulfil Landcare NSW responsibilities.