

BGANZ Governance Changes FAQ's:

Why is BGANZ changing its business structure?

BGANZ council is looking to the future to grow BGANZ capacity to deliver enhanced services for members and advocacy for Botanic Gardens across Australia and New Zealand. After a strategic review, including legal and financial advice, Council has developed a proposed model to change BGANZ governance.

The proposed two tier BGANZ Board and BGANZ Members Committee structure is designed to ensure that BGANZ governance is strengthened, that we can attract additional resources to deliver on BGANZ's mission and goals, and that members continue to have a strong voice which drives BGANZ strategic direction. The new structure aims to modernize BGANZ, creating an agile skills-based Board, while retaining our effective and knowledgeable Members Committee.

The proposed changes to the BGANZ Constitution and the transition to a Company Limited by Guarantee have been recommended to allow BGANZ to apply for Deductible Gift Status (DGR) which will increase sponsorship opportunities.

What was the process?

BGANZ conducted a [Member Survey in 2019](#) to inform future directions for BGANZ. The BGANZ Council identified that to achieve BGANZ strategic objectives, additional resources and changes to organisation structure were needed. Strategic Matters was employed to conduct a Strategic Review. Working with the BGANZ Council, Strategic Matters explored and documented business and governance structures which would allow the BGANZ to diversify and increase funding and grow as a membership driven organisation.

The BGANZ Governance Working Group has built on the Strategic Review to draft a proposed new Constitution and a governance model of a BGANZ Board and a BGANZ Member Committee. During the process, Tisher Law Co was consulted to ensure all legal requirements would be met and understood. Tisher Law advised that it was inappropriate for BGANZ to continue as an incorporated association registered only in the ACT considering that our members are spread across two countries. Tisher Law recommended that BGANZ transition to a Company Limited by Guarantee to meet legal requirements related to gaining Deductible Gift Status (DGR)

The BGANZ council is now consulting with BGANZ members to seek feedback on the proposal before a formal vote on the acceptance of the proposed model in Autumn 2022.

What are the main changes to BGANZ?

BGANZ Council is recommending the following changes to BGANZ governance and structure;

- That BGANZ transition from an Incorporated Association to a Company Limited by Guarantee, which will allow BGANZ to apply for Deductible Gift Status (DGR) in order to attract new funds and sponsorship;
- That BGANZ adopts a new [Constitution](#);
- That BGANZ adopts a new governance structure of a [BGANZ Board](#) and a [BGANZ Member Committee](#).
- That BGANZ Regional and Specialist Groups have formal representation on the BGANZ Member Committee.

How will BGANZ members be consulted?

BGANZ membership are invited to participate in an online [BGANZ Governance Information Session on 23 November](#) to learn about the proposed changes to BGANZ and their benefits.

Members will also be sent information about the changes and the draft Constitution as well as an online survey about the changes. Members are encouraged to review the proposed changes and provide feedback.

Members will vote on the acceptance of the BGANZ Constitution and proposed business and governance changes at a Special General Meeting in Autumn 2022.

As a member network, representation of members is critical. BGANZ wants to hear from you. Please send any questions or feedback to secretariat@bganz.org.au

What will be the role of the new BGANZ Board? How will we ensure a strong BGANZ Members presence on the new Board?

The BGANZ Board will have a strategic and fundraising focus, managing the business of the organisation. The Board will have a balance of elected BGANZ members and nominated skilled positions who may or may not be BGANZ members. The new skills focused Board will ensure that BGANZ had the capacity to deliver on its strategic direction.

The BGANZ Board MUST be made up of at least 50% BGANZ Members to ensure that BGANZ membership provide strong direction for the organisation.

How does the BGANZ Board get created?

There will be at least 5 and up to 9 members of the board. At least one board member MUST be from Australia and one MUST be from New Zealand. At all times at least 50% of the Board MUST be members of BGANZ.

Four Board positions will be elected from BGANZ membership;

- The Chair of BGANZ Member Committee automatically becomes a BGANZ Elected Board Member

- The BGANZ Committee also elect one other Committee member to the BGANZ Board
- 3 and 4th Board positions are elected through nominee forms. Where more than one nominee for a position a Member Election is held

Up to five Board positions will be selected by Expression of Interest (EOI) based on desired skills. These members may or may not be BGANZ members. The desired skills may change as needed for future directions of BGANZ.

The current proposed skilled positions are;

- Marketing & Communication
- Governance & Risk Management
- Financial Management
- Strategic Planning
- Partnerships and Development

Will the BGANZ Board replace some of the responsibilities and/or powers our CEO has?

The CEO reports to the board and is accountable to delivering the boards direction.

What will be the role of the new BGANZ Member Committee? (formerly BGANZ Council.)

The BGANZ Member Committee will ensure that BGANZ retains and expands the current member forum and networking opportunities. The Members Committee will be represented at the BGANZ Board level to ensure that BGANZ continues to be honoured and recognized as a member-based organisation.

The Members Committee will be made from elected nominees from each region in Australia (8 positions) and New Zealand (2 positions), Specialist Groups such as BGEN and BCARM , CHABG (1) and up to 2 general members ([Proposed Member Committee structure.](#))

The proposed structural changes are intended to allow the BGANZ Membership Committee to focus on developing projects and programs that are of direct relevance to members and to develop project ideas for an increased variety of services to members.

Where does BCARM and BGEN fit into the structure? Are there options in the future to develop additional Specialist Groups beyond BCARM and BGEN?

The role of Specialist Groups in BGANZ will be strengthened through representation on the BGANZ Membership Committee. This new structure recognises the importance of Specialist

Groups to BGANZ members for networking, professional development and growing capacity of botanic gardens and their staff. New Specialist Groups will be able to commence and join the Membership Committee flexibly in the future depending on members' interest.

How will CHABG interact with BGANZ?

CHABG will retain representation on the [BGANZ Member Committee](#).

Will the focus of the organisation continue to include regional botanic gardens? How will this be ensured?

The BGANZ Governance Working Group recognises that this is one of the most valued parts of BGANZ. The BGANZ Members Committee will be required to ensure regional botanic gardens are represented. Regional Botanic Gardens and their representative members can join the member committee as a State, Territory, or New Zealand representative. They can also be an active member of their regional group and any professional group they choose – they can also nominate regional group and professional group chairs, who will represent the group on the member committee.

How will existing members benefit?

The proposed changes are designed to support BGANZ projects and programs with additional finances and skills so that BGANZ Committee Members can work towards providing additional support to the BGANZ community.

What impact does the change have to memberships i.e. Associate or Individual, Institutional?

There no changes to membership benefits or categories. The changes will place BGANZ in a position to grow and improve membership benefits in the future.

Will this have an effect on paid roles within BGANZ?

With these changes we anticipate generating additional funding so that we can grow and build more capacity in BGANZ. This will mean that we will be looking to fund more paid roles in the future.

Will I still see BGANZ Member services, like the magazine, enews, social media, Congresses, grants and awards continue?

All current members services and programs will continue unchanged in the short term, but the board will have oversight to make improvements over time. The intention of the proposed Governance changes is to be able to attract funding, resources and skills to allow members services and programs to expand in the future.

BGANZ will continue to survey members to ensure that we deliver effective quality services to our members which met the future needs of the BGANZ community.

What role can I play in the new BGANZ?

There are many opportunities for members to be involved as BGANZ moves forward with a new structure including;

- Nominating for membership to the BGANZ board as a BGANZ member and/or to provide specialised skills
- Nominating to represent your region on the BGANZ Members Committee
- Joining professional groups such as BGEN or BCARM
- Nominating to work on specific BGANZ projects
- Sharing your skills and knowledge through the Botanic GARDENER and BGANZ professional developments
- Sending feedback and ideas to BGANZ so that we can continue to develop and improve our member services