

# Statement of Corporate Governance

## Preamble

The Environment Institute of Australian and New Zealand (EIANZ) is the peak professional association for environmental practitioners in Australia and Aotearoa New Zealand. EIANZ aims to be a leader in organisational performance and governance.

This Statement of Corporate Governance outlines the core principles and activities that guide the governance practices of EIANZ. The principles are based on the principles of good governance for not-for-profit organisations, developed by the Australian Institute of Company Directors, and the activities summarise the practical implementation of those principles.

All EIANZ volunteers and staff are expected to undertake their duties in accordance with this Statement, while certain representatives, particularly the EIANZ Board and Advisory Council, are further expected to demonstrate leadership in relation to good governance practices.

## Context

EIANZ is incorporated under the *Associations Incorporation Reform Act 2012* (Vic). This Statement should be read in conjunction with that Act and other relevant EIANZ documents (as amended from time to time), particularly:

- [Rules of Association](#)
- [By-laws](#)
- [Delegations policy \(including schedules\)](#)
- [Code of Ethics and Professional Conduct](#)

## EIANZ organisational overview

EIANZ operates as a single entity under the leadership of the EIANZ Board, supported by Board committees, and administered by EIANZ Central Office. The majority of the functions and activities of EIANZ are devolved to geographical (Chapters and Divisions) or thematic (eg. Special Interest Sections) organisational units.

Importantly, all EIANZ members have a role and interest in good governance and effective organisational management. This is exercised through their election of the Board and their oversight of EIANZ operations at the Institute's Annual General Meeting.

## Board

The [EIANZ Board](#) is elected by EIANZ members every two years. It is comprised of the President, Vice President (Australia), Vice President (New Zealand), Secretary, Treasurer and two other Board members. The Board is responsible for the overall governance and leadership of EIANZ.

## **Certified Environmental Practitioner (CEnvP) Board**

The [Certified Environmental Practitioner Scheme](#) was established in 2004 as an initiative of EIANZ. It is Australasia's first and leading certification scheme for general environmental practice. The scheme is governed by a [Certification Board](#), operating at arm's length from EIANZ. CEnvP Board members are the certification decision-makers and guardians of the scheme, supported by Central Office staff. Certification Board members are appointed by the EIANZ Board.

## **Advisory Council**

The [Advisory Council](#) is comprised of the Presidents of the Australian Divisions and of the New Zealand Chapter, together with the Chairs of each Special Interest Section. This membership enables the Advisory Council to share information and approaches across different regions and areas of environmental practice.

The Board seeks the advice of the Advisory Council on a range of matters, particularly strategic direction, corporate planning, the Code of Ethics and Professional Conduct, and changes to By-laws. The Advisory Council also has wide discretion to provide the Board with advice on other matters related to the purposes of EIANZ, and its members have a responsibility to consult with the members of their groups.

## **NZ Chapter and Australian Division Committees**

EIANZ has two Chapters – [Australia and New Zealand](#). The Australian Chapter comprises Divisions in all states and territories, including two Divisions in Queensland. The New Zealand Chapter operates as a single Division, with local branches delivering activities in regions throughout New Zealand.

The nine Australian Divisions and the New Zealand Chapter operate under delegations from the EIANZ Board, to deliver services to EIANZ members at a local level. They are critical to the successful support of members by EIANZ.

Each Division and the NZ Chapter operates under the direction of a Committee elected annually from members in their respective geographical area.

## **Special Interest Sections Executive Committees**

[Special Interest Sections](#) (SISs) are Institute-wide groups that bring together members with a shared area of interest. Their membership is open to all members. SISs work on improving environmental practice through information sharing, development of guidance documents and other tools, delivery of seminars and workshops, and other activities.

SISs generally focus on emerging opportunities or issues that require dedicated focus over a period of time. Special Interest Sections are managed by Executive Committees, which are elected by their members.

EIANZ has SISs across [diverse areas of practice](#), most aligned with CEnvP specialist certifications. Several SISs also have highly specialised Communities of Practice under their oversight.

## **Board Committees**

[Committees](#) of the Board are established by, and report to, the Board. They each have terms of reference and facilitate the work of the Board in overseeing the activities of EIANZ.

Committees associated with disciplinary matters are also established by the Board from time to time to address issues as required under the EIANZ Rules of Association. The Board also establishes ad hoc committees and working groups to assist with delivering important activities, such as reviewing nominations for new Fellows and the annual merit awards.

## **Central Office**

The operations of EIANZ are managed by the Chief Executive Officer and delivered through EIANZ Central Office. Central Office functions are overseen by the Chief Executive Officer and reported to the Board. Specific functions are delegated to Central Office by the Board, including the administration of finances, membership, communications, major events support and delivery of Institute-wide programs.

## **EIANZ Members and Certified Environmental Practitioners**

All EIANZ members are bound by the Institute's Rules of Association, and members play an important role in establishing and maintaining the culture of EIANZ. EIANZ Fellows, Honorary Fellows or Honorary Life Members are recognised as senior members of the profession, who have made significant contributions through their work to furthering professional practice. Consequently, they serve as professional role models within EIANZ and support the leadership and culture of the Institute.

All members and Certified Environmental Practitioners (who may not necessarily be members of the EIANZ) are also required to adhere to the EIANZ Code of Ethics and Professional Conduct.

# Corporate governance principles and activities

## 1. Roles and responsibilities

EIANZ will be clear regarding the roles of the Board, the Advisory Council, Division/NZ Chapter Committees, Board Committees and other organisational units. This includes the responsibilities and expectations of individuals filling specific roles within EIANZ.

In practice:

- Details of the roles and responsibilities of organisational units and individuals are prepared, updated and implemented on a timely basis. These include position descriptions, policies, guidelines and procedures.
- Organisational units and individuals operate within their respective remits and delegations.

## 2. Board composition

The Board will operate having particular regard to each Board member's background, skills and experience to ensure that the collective capability and effective functioning of the Board is optimised during its term of office.

In practice:

- Board elections are held in accordance with the Rules of Association and By-laws.
- Board members take responsibility for specific portfolios that reflect their skills, experience and the collective capability of the Board.

## 3. Purpose and strategy

The Board plays an important role in setting the vision, purpose and strategies of EIANZ, helping the organisation understand these and adapting the direction of plans as appropriate.

In practice:

- The Board oversees the preparation of strategic and business plans for EIANZ.
- The Board consults with the EIANZ membership on strategic direction, particularly through seeking the advice of the Advisory Council.

## 4. Risk – recognition and management

Appropriate systems of risk oversight and internal controls are established by the EIANZ Board to increase the likelihood that EIANZ will fulfil its purposes on behalf of members.

In practice:

- The Board has established committees to advise it on matters related to audit and risk, and financial management.
- The Board oversees an annual audit of all EIANZ finances and operations

- The Board maintains financial oversight of EIANZ through its regular review of EIANZ accounts throughout the year.

## **5. Organisational performance**

The Board determines and assesses appropriate performance categories and success indicators for EIANZ and its component parts.

In practice:

- The Board oversees the preparation of strategic and annual operational plans.
- The Board reports annually on organisational performance and delivery of EIANZ's priorities to the EIANZ AGM.
- Board Committees report to the Board at least quarterly, in accordance with their respective Terms of Reference.
- Each Australian Division and the NZ Chapter reports to its jurisdiction's members through an annual general meeting.

## **6. Organisational effectiveness**

Effectiveness of EIANZ's organisational units are greatly enhanced through forward planning, well run meetings, regular assessments of performance, succession planning and effective delegation.

In practice:

- A forward calendar for Board meetings is prepared shortly following the commencement of each Board term of office (every two years).
- Decision-making and other responsibilities are delegated to individuals and organisational units through a Board-endorsed Delegations Policy (including schedules).
- All organisational units hold effective meetings that meet the needs of their remit and periodically review their operations to continually improve.

## **7. Integrity and accountability**

EIANZ will implement a system to support an efficient flow of information to EIANZ's organisational units to facilitate decision-making. The system will provide transparency and accountability to external stakeholders, and underpin the integrity of financial statements and other key organisational information.

In practice:

- An annual report is prepared and presented to the EIANZ membership, regulators and external stakeholders.
- Financial statements are annually independently audited and presented to the EIANZ membership.

## 8. Organisation building

The Board will support development of the capacity and capabilities of other elements of EIANZ so as to ensure the effective and growing delivery of services to members.

In practice:

- EIANZ provides for appropriate training and professional development for staff and volunteers.
- The Board's delegations empower volunteers, staff and organisational units to innovate and creatively utilise their resources to deliver member services relevant to their sphere.
- Opportunities are provided for EIANZ members to be involved at all levels of the organisation and service is recognised as professional development.

## 9. Culture and ethics

The Board provides leadership to all parts of EIANZ in establishing and maintaining culture, ethical practice and responsible decision-making.

In practice:

- EIANZ representatives treat staff, volunteers, members and stakeholders with respect.
- EIANZ representatives, particularly Board members, adhere to the EIANZ Code of Ethics and Professional Conduct, and strive to be exemplars of the Code.
- Members of the Board, CEnvP Board and Advisory Council lead by example through demonstrating professional behaviours and promoting a positive organisational culture.

## 10. Engagement

EIANZ engages effectively with its stakeholders.

In practice:

- EIANZ delivers regular quality formal communications products, including the *Australasian Journal of Environmental Management* and the Annual Report.
- Communications with EIANZ members are appropriate, timely and informative.
- EIANZ actively undertakes external communications and engagement, particularly in relation to policy development and good environmental practice.