

11 May 2022

Attention: Honorary Secretary
New Zealand Institute of Landscape Architects Tuia Pito Ora Incorporated

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REMIT - Item for the Agenda for the 2022 NZILA AGM

NZILA Governance Review

1_ Why does NZILA need to embark on a governance change?

Tuia Pito Ora New Zealand Institute of Landscape Architects (NZILA) structure, governance arrangements and constitution has changed little since the Institute was founded in 1972. A more professional structure is required to enable the Institute to grow sustainably and enhance its service offerings to the members.

A governance change will allow us to continue to evolve to meet an increasingly complex world that the discipline operates within and contributes to, and to continue to provide outstanding service and support to meet the needs and aspirations of its membership, all set within a uniquely Aotearoa practice.

A good board is a balanced team with complementary skill sets and a culture that allows them to work together to make the most effective decisions for an organisation operating at a strategic level.

2_ When did the Executive Committee start this conversation?

Towards the end of 2017 the Executive Committee (EC) began a review of its structure and governance arrangements. As part of that process, the board commissioned a survey of members and a discussion paper regarding the governance and management structure and why and how it might evolve.

Aspects of that review (particularly the case for change) were presented at the Annual General Meeting (AGM) in April 2018. The committee intended that there would be a consultation process with Institute members throughout 2018 with proposed constitutional changes being put to the AGM in 2019. However, this did not continue beyond an initial workshop with a working group.

In the meantime, there have been changes in the membership of the existing committee, and its thinking about how the Institute might best meet the expectations and needs of its members has also evolved.

The EC intends to progress the transition to a governance model for NZILA moving from a management committee structure to a governance structure. This has been to respond to the changing workload of NZILA since its inception some 50 years ago. The EC of the Institute remains of the view that a modernising of governance needs to continue.

3_ What are the key areas the Governance review will address?

- 1) Moving from an EC to a Board model where the focus moves from a working committee to a more strategic role for Board members.
- 2) Giving the operational paid team autonomy for the day to day running of the Institute.
- 3) Defining the 'purpose' of the branches and allowing them to focus on what matters at a branch level without having to hold AGM's etc.

The key areas the Governance review will address include:

- identification of the preferred/optimal board and operational structure to best represent NZILA now and into the future
- ensuring the proposed structure is affordable, sustainable and supports the financial resilience of NZILA
- defining the boards purpose, size, skills and term/tenure
- enhancing the structure, purpose and operation of the existing NZILA branches
- updating the constitution to reflect these changes

4_ How does NZILA work with Ngā Aho/Te Tau-a-Nuku (TTaN) on Governance Changes?

NZILA and TTaN¹ have held recent hui which have highlighted that these Governance changes provide the opportunity to revisit, refresh and update the original 2015 Memorandum of Understanding (MoU) between NZILA and Ngā Aho². The primary matter for discussion was to gain a better understanding of the two parties, individual and shared aspirations, and to confirm how to best work together in partnership to serve the profession and the many communities and interests that the profession serves.

The recently endorsed Te Tangi a Te Manu (TTaTM)/ Aotearoa Landscape Assessment Guidelines document includes key text and diagrams that seamlessly weaves together western-derived practices and understandings alongside Te Ao Māori practices and understandings in providing technical guidance to the profession. Noted during hui was also the recognition of mana, spirit of trust and ethos of collective endeavour by which the document was prepared by

¹ Te Tau-a-Nuku is the collective of Māori Landscape Architects and associated professionals who practice and uphold kaupapa Māori design values within the profession of landscape architecture Aotearoa. TTaN are a mangai (representatives) to Ngā Aho within the TPO NZILA/Ngā Aho partnership.

² Ngā Aho is the pre-eminent national body representing the collective interests of all Māori and Indigenous design professionals across Aotearoa. They hold the mana within the TPO NZILA/Ngā Aho MoU and who are represented by the members of TTaN.

the authors and involved stakeholder groups, providing an exemplar of how we can work together across cultures.

An outcome of the discussions at the recent hui was that the Executive and Ngā Aho/TTaN commit to working collaboratively to define the concept of an Aotearoa Practice, and to actively build upon the primary shape given to this concept by TTaTM. It is the shared view of the Executive and Ngā Aho/TTaN that this concept of an Aotearoa Practice becomes an intentional touchstone for the profession and the way that landscape architecture is practiced in Aotearoa, and which defines and differentiates our practice from other countries around the globe.

This mahi and kōrero will continue alongside the Governance review process and an independent advisor with Māori governance expertise will be appointed to contribute to the process alongside additional hui to be held between Ngā Aho/TTaN and TPO NZILA.

5_ What is the difference between an Executive Committee and a Board model?

A Committee is a group of individuals who volunteer a large amount of time to assist in the running of the business versus a Board who are focused more on governance and the strategic direction. A board structure will enable NZILA to provide better services to members and increase our ability to advocate and act on behalf of the members and the profession.

6_ What are the implications of the updated Incorporated Societies Act 2021?

The Bill to replace the Incorporated Societies Act 1908 was signed into law on 5 April 2022. This places more emphasis on the Institute's operational structure and responsibilities.

There will be more regulation around boards / committee members, governance requirements have changed and as such the new bill defines what is expected of a member in a governance role including dealing with conflicts of interest, personal liability, and the consequence of acting outside of the constitution. Financial reporting and annual returns will become more detailed, along with the requirement to update the registrar on any changes to keep the registry information up to date.

7_ Will there be training for new Board members?

Yes. Greater experience in strategy, governance and cultural competency will be key requirements of the new Board. Training of board members in these aspects may be required depending on further definition of these roles. Governance training for 'not for profit' boards is readily available to the sector however prior experience and training in the area is preferred.

8_ Who will be the face of Tuia Pito Ora New Zealand Institute of Landscape Architects?

The existing EC Structure requires the President to be the face of the Institute with support of the Vice-President and Treasurer officers.

There are a number of different options for how this could be considered

- maintaining the existing role of the President
- redefining the role of the President
- sharing outward facing roles between a President and CEO/GM
- transitioning the outward facing role to a CEO/GM or board chair

The role of the Vice-President and Treasurer would also change or be removed. Financial acumen will be required at a governance level, whilst the financial management will be provided by the management team.

9_ As a member of NZILA how will this change affect me?

These changes are being made to future proof the Institute and ensure that we work in the most efficient and effective manner allowing a Board to operate at a strategic level while empowering our management team to run the day to day operations.

The purpose of the proposed changes is to better enable NZILA to continue to provide high quality services, value and advocacy to/for its members. It is not anticipated that this will change anything in terms of the day to day function of the Institute. As a member we want you to have better access to and be part of a professional body that better represents you and the profession.

10_ Will the new structure mean a membership fee increase?

It is not intended that the revised structure will result in any direct increase in membership fees. The EC is exploring additional revenue options to enhance the financial resilience of the Institute.

11_ Will there still be Branches, Working Groups and Panels?

Yes we will continue with Working Groups and Panels and continue to tap into the vast amount of specialist knowledge and skills to move certain projects and ideas forward. In the future these groups will be supported by a paid administrator to set up meetings and take minutes etc.

This review provides the opportunity to consider the optimal structure and purpose of the Branches so they are better connected to and aligned with Institute activities.

12_ What skills and qualifications will you need to become a Board Member?

It is anticipated that the makeup of the board will provide a balance of skills across key areas of expertise such as;

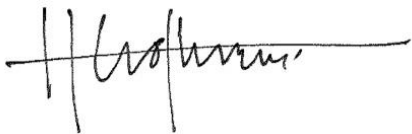
Governance Experience, Leadership, Cultural Competency, matatau i Te Ao Māori, Professional connectedness, Political connectedness, Landscape expertise, Sponsorship / Funding, Events / Festival, Financial, Legal, Human Resources, Marketing & PR, Risk Management, Strategic Planning and Technology.

13_ What is the general timeline of the review and proposed changes?

After the AGM we will consult and seek feedback from the members. A Special General

Meeting (SGM) will be held in November where all of the recommended changes will be tabled. If these are ratified the changes will take shape at the AGM in May 2023.

1. AGM 15 June 2022 (via zoom) – BoardWorks Consultant and NZILA President to outline the need for change.
2. Post AGM – President and Consultants available to discuss proposed changes with members to gather feedback (a combination of zoom meetings by region and perhaps face to face in Tāmaki Makaurau, Te Whanganui-a-Tara and Ōtautahi depending on Covid)
3. NZILA and Ngā Aho/TTaN hui and consultant review ongoing.
4. Collation of final recommendations after consultation and review.
5. Confirm proposals for changes to the Constitution and engage a lawyer to finalise. (Note, the constitution will contain transitional information re: the incoming Board).
6. The October 2022 Conference event will also provide a platform for feedback and to answer questions in an informal setting.
7. Presented proposed changes to a SGM - early to mid-November 2022.
8. 2023 AGM (May) - incoming reconstituted board takes office.



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Registered Member



Rebecca Ryder
Registered Member



John Brenkley
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Megan McBain
Registered Member



Dan Males
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Meg Back
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