



Australia's International Development Contractors Community

BOARD MEETING – FRIDAY, 30 October 2020, 2pm AEST

MINUTES

Attendees: Stuart Schaefer (chair), Therese Faulkner, Bernadette Whitelum, Joanne Choe, Nicky Thatcher, Richard Moore, Jane Gresham

1. Welcome, overview, apologies

Nil apologies.

2. Approval of previous minutes (25 September 2020)

Board minutes approved, noting that they were 'excellent'.

3. Reports – financial (Xero dashboard) and secretariat (memberships)

Financial report sent to Board members; noted some outstanding invoices which haven't been paid by two individual members who also didn't pay previous year. They have now been removed from the IDCC Member Lists. Also noted two outstanding organisation invoices, both of which have been sent reminders.

No new members to report.

Current Issues

a. IDCC Management

Stuart noted Therese had been away from chair role temporarily and would resume from the conclusion of this Board meeting. Stuart also noted Therese's intention to step down from the Chair role from early 2021, after being in that position for nearly 3 years, and the need to elect a new Chair in the new year. Therese noted she had been in a leadership role on the Board for 3 years from IDCC's inception, and thought it would be good to have someone else with 'fresh eyes' in the chair role from the new year; and was very pleased to stay on the Board as a Director. Board agreed that this was understandable, and happy to support.

Board agreed that the new Chair would be elected to the role for a minimum of 18 months, rather than just the 6 or so months to the next AGM. Succession planning for Board members was discussed, noting that two Directors would need to stand down in 2021 (with option for re-election if desired).

Process proposed for selecting a Managing Director was discussed and agreed, as outlined in Attachment A (paper circulated by Stuart prior to this meeting). Board agreed it would be good to call for Expressions of Interest soon, and noted that the person selected (whether on the Board

already or not on the Board) would need to connect regularly with DFAT in Canberra. A selection panel comprising Stuart, Jo and Jane was agreed.

Actions: Call for Expressions of Interest for Managing Director

b. PPA/APA changes proposed by DFAT

Noted that the 27 October IDCC member webinar with DFAT on PPAs/APAs was not consultative, but directive/defensive. No SES officers were present at the DFAT meeting. No reference to the previous PPA review. Seems that DFAT has gone ahead with the new PPA regime regardless, to fit in with their (DFAT's) approach to Investment monitoring. Concern that the message delivered at the webinar was that DFAT doesn't place much value on PPAs, and that there had been no examination of the rationale behind the simplification of the PPA forms. There is apparently an agenda in DFAT around cutting back red tape and having streamlined processes in line with Ministerial directions, and the PPA work seems to have been caught up in this. Board is of the view that having robust performance assessments in place actually protects the Minister and would be surprised if the PPA wind-back is in any way prompted by the Minister.

Board agreed we should be positioning ourselves to write to the Ministers in a constructive way, once we have spoken again with DFAT and consulted with IDCC members (who may or may not share the Board's concerns). Board agreed we should meet with the new Chief Economist, Jenny Gordon, and Mark Tattersall (Assistant Secretary with responsibility for program performance) soon, and explore the links with the abolition of the Office of Development Effectiveness. Agreed we should hold an enhanced IDCC member forum.

ACTIONS: 1. Jo to set up meeting between the IDCC Board and Jenny Gordon and Mark Tattersall from DFAT; 2. Enhanced member forum to be convened

c. Parental leave under the ARF (issue raised by Abt)

Jacqui DeLacy from Abt spoke with Therese about IDCC approaching DFAT to have parental leave incorporated as part of standard suite of conditions for advisers engaged under the Adviser Remuneration Framework (ARF). Even though the ARF has been abolished for new DFAT contracts, there are many advisers affected by, and will continue to be affected by, the ARF under existing and extended contracts. Board agreed that this is an important issue for equity and diversity reasons, and agreed that this was an appropriate issue to take up at an industry level and would liaise with DFAT on getting this on their agenda. Noted that this is 2020, and it is astonishing that parental leave hasn't been incorporated into the ARF before now. Noted that Jacqui offered a resource from Abt, Leisa Gibson, to work on a paper for the IDCC.

Action: Confirm with Abt that we would like to have Leisa Gibson write a business case for incorporate parental leave into the ARF

d. DFAT meeting next week – preparation

Meeting with DFAT next Friday; noting that this is a meeting with Beth Delaney as well as the usual ABB team. Therese will call Susan Wilson to see if there are any particular issues that Beth is wanting to discuss. We will add parental leave issue to the agenda, and PPAs. Jo will feed back on question of removing the clause on civil unrest from the DFAT Letter of Assurance. After consulting with members, most members were OK with it being removed – but a large amount of annoyance

about our people being an 'administrative burden' to DFAT in being on their emergency call trees etc. We therefore don't want the clause removed automatically without some pushback.

Action: Therese to liaise with Susan Wilson in ABB, DFAT on the meeting purpose and agenda

e. IDCC Website

Discovery Data have created the website and Therese has enough very basic skills to do small updates and changes. Therese asked the Board whether we could pay a provider (eg. Discovery Data or Cornerstone Web Solutions) to provide technical expertise to help maintain the website. Board unanimously agreed that this was an appropriate use of IDCC funds.

Action: Therese to explore options for ad hoc website services

f. IDCC Strategic Plan

Board agreed that we would monitor progress against the IDCC Strategic Plan on a quarterly basis. Noted that the Strategic Plan gives us a good prompt to discuss issues such as succession planning for Board directors and related matters.

Action: Agenda item on IDCC Strategic Plan to be added to Board meeting agenda for the March, July, October and December meetings

g. Video Competition

Noted that a number of videos have been submitted for the competition. Board members will view all, and sub-committee will decide on winners and further action.

Action: Therese to distribute videos to all Board members

h. Any other business

Bernadette reported that several responses have been received on our IDCC survey of DFAT procurement reforms. Early indications are a 50/50 split for and against the 2-step process; mostly negative reactions to having no interviews. Will wait for more responses before doing any further analysis.

Richard noted that he had attended the ACFID Conference this week and was impressed with the 'generational change' evident at the conference. He noted that Pacific issues were discussed at length by strong-willed Pacific participants, including PNG people from the highlands making a lot of sense about how communities engage with government in their context. There were many young Pacific Islanders stepping up and sharing their voice, and saying they would push their agenda very forcefully, including action on climate change. Noted that a virtual conference, as opposed to a face-to-face one, had opened up more opportunities for Pacific participants to attend and actively participate.

Meeting closed at 3.21pm

IDCC – Board and Management Arrangements

Introduction

The IDCC has made great strides in calendar year 2020 in establishing itself well in terms of membership, financial position, strategic direction, and increasing influence.

The Board has had the same Directors for the last three years. While two additional board positions have been filled the Board needs to be actively considering succession planning and balancing renewal of directors with continuity of the Board.

The Board with the support of Members, agreed as part of its Strategic Planning process to undertake a process to select a Managing Director (or equivalent)¹ to meet the key objective “*Ensure IDCC is sustainable into the future*”. The MD will play an important role in providing the IDCC with continuity. Through the strategic planning process, the Board agreed undertake the recruitment process of an MD before the end of 2020.

Issues

The need for continuity and succession planning has now come to a head. Current Chair of the Board, Therese, stepped aside temporarily while running as a candidate in the ACT Election, with the Deputy Chair stepping up. Therese will resume as Chair from next week, but after 2.5 years feels it is now time to step down from the Chair role from early 2020.

Therese has continued to work behind the scenes with IDCC, including on financial/membership/secretariat/administrative tasks, observing that it worked well having someone else in the Board Chair role. Therese is happy to continue this work in the short term and has indicated she will be an applicant for the position when it is advertised.

Where to Next

Board succession

1. Therese will resume as Chair from 1 November but will step down as Chair in early 2021.
 - The Board needs to select a new Chair to start in January 2021 (agreed amongst Directors, as per Constitution) and considering whether it would be better for the IDCC for the Chair selected in January 2021 to continue as Chair after the next AGM
 - Volunteers?
 - Board members to consider succession more generally over the coming months and identify which Board members will resign and not contest at the next AGM, and potential new board members across IDCC members to be sounded out for their willingness to nominate at the next AGM.
 - Board members who will resign at the next AGM and not seek re-election to advise the Board by January
 - Potential Board members identified by January

¹ The most senior executive in an organisation is usually referred to as the chief executive officer (CEO). A CEO may or may not also be a director on the board of the organisation. If that person also is a director of the board, then commonly that person may also be accorded status as the Managing Director (MD). As most CEO's of listed public companies are also appointed as directors of the board of the company, these terms are often used interchangeably.

MD selection

2. The Board had planned to recruit a permanent MD about now. There is now a higher imperative to do so. Noting Therese is conflicted.
 - Board to agree a subcommittee to complete the selection process by Jan 2021.
 - Board to agree to proposed selection process
 - i. Call for EoIs could go out to Members for distribution amongst their networks; recommend not advertising on a public site given previous experiences of receiving a large number of unsuitable applications.
 - ii. Selection by subcommittee together with representatives from one or more Enhanced Member Organisations, in a Zoom discussion, with interviews as an option to consider if necessary.
 - Board to agree proposed PD (attached) and remuneration
 - i. 1-2 days per week,
 - ii. Remuneration could be relatively modest, as more generously paid specialists can be engaged from time to time to undertake advocacy or policy tasks. Suggest \$700 a day (as per rate paid to Kris Kathiravel) or \$90 per hour (as per rate paid to CMS), limited to 1-2 days per week. (Therese's estimate is that workload is currently about 1 day a week.)

IDCC Manager/Managing Director

Under general direction of the IDCC Board, take responsibility for:

- Company compliance;
- Coordination of Board meetings and General Meetings;
- Membership management, including Member Updates;
- IDCC Website and social media;
- Financial management;
- Information management;
- Coordinating the implementation of the IDCC Strategic Plan;
- Being the liaison point for DFAT, parliamentarians, the media, and others; and
- Undertaking ad hoc tasks as required*.

**Ad hoc tasks may include hiring advocacy or other consultants from time to time; drafting policy submissions, media releases etc.*