

AMSA Governance Review (2017) Evaluation Report





The Australian Men's Shed Association was established to provide support for the development and ongoing management of Men's Sheds around Australia.

Since 2010 over 700 new Men's Sheds have opened with this support, and the organisation now services almost 1000 members nationally – with all activities underpinned by a mission to advance an effective Men's Shed movement; strengthening communities and bringing men together to facilitate positive lifestyle choices and outcomes.

During 2017, the AMSA Board and Executive Team reviewed the organisation's direction, structure and governance to ensure AMSA is positioned well in its purpose to support Men's Sheds.

This review incorporated the development of a new strategic direction (AMSA's *Framework for the Future 2017 - 2019*) and a proposal for a revised Constitution and associated By-Laws (the '2017 Proposal').

The 2017 Proposal was written with the intent to deliver on two key objectives in order to reassert the organisation's grassroots heritage and empower Men's Sheds as independent entities:

- 1) Refine a modernised, short form constitution complemented by governing documentation to meet the five pillars of governance standards recommended by the ACNC; and
- 2) Review By-Laws to ensure they are consistent, relevant and support the achievement of AMSA's mission to advance an effective Men's Shed movement to strengthen communities and improve health and wellbeing outcomes for Australian men.

In September 2017, we published a notice of the proposed AMSA Constitution and associated governance documents with a request for comment and feedback.

A complete suite of feedback received and this report is available at mensshed.org/about-amsa/reports, titled 2017 Governance Review Evaluation.



Process Overview

In September 2017 a complete governance proposal package was published on the AMSA website (www.mensshed.org) and emailed member Men's Sheds (a total of 1,057 recipients). This package included a total of eight documents prepared by *Gadens* law firm and the AMSA Executive Team:

1. Governance Overview
2. Corporate Governance Statement
3. Board Charter
4. Explanatory Memorandum – Summary of proposed draft Constitution
5. Membership By-Laws
6. AMSA Proposed Constitution
7. Terms of Reference for National Men's Shed Advisory Committee
8. AMSA Board and Employee Code of Conduct

All eight documents are compliant with the Australian Securities and Investment Commission (ASIC) and the Australian Charities and Not-for-Profits Commission (ACNC).

The 2017 Proposal was a new iteration of previously proposed (but opposed) constitutional changes presented in 2016.

A total of 704 unique recipients opened the email (66.86%) at least once, and the email was subsequently opened a total of 6,749 times (indicating that it was forwarded to additional recipients).

Of the 704 recipients who 'read' the email, 92 followed the link to visit the published documents on the AMSA website.

The email remains unopened by 349 recipients.

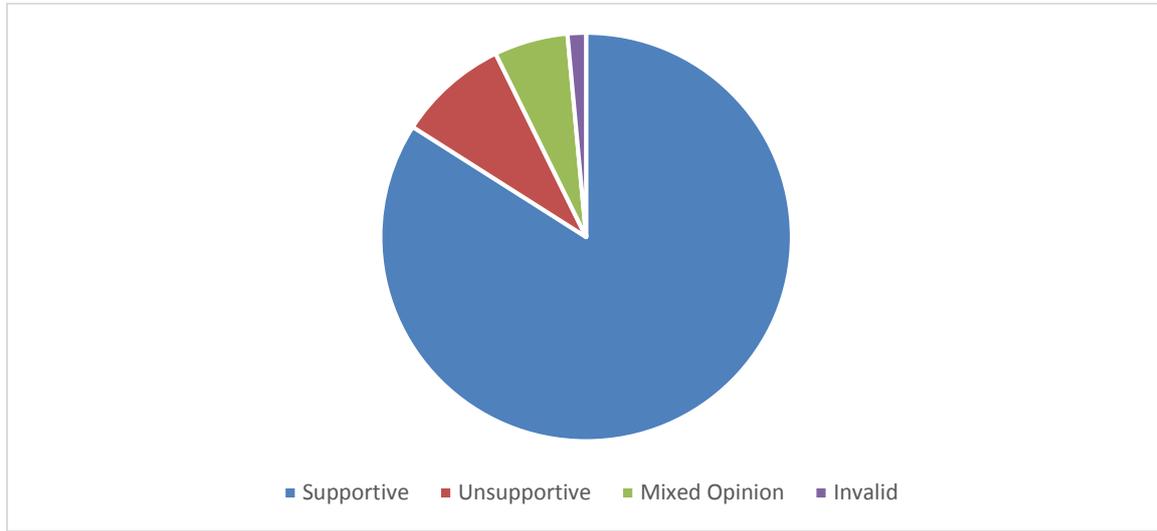
Feedback was received by a number of stakeholders and concessions were made to modify the proposed documents.

In December 2017, the modified proposed documents were ratified by the AMSA Board at a Special General Meeting.



Feedback Overview

A total of 69 responses were submitted. Of these, 58 were supportive, 6 unsupportive, 4 were mixed in opinion (had further questions or misunderstood documentation) and 1 response was invalid.



Response Themes

Two themes were conveyed through correspondences and responses received by stakeholders:

1. Autonomy of sheds

Submissions raised concerns about the continued independence of Men's Sheds as incorporated and independent bodies, separate from AMSA.

AMSA remains a non-regulatory body, and has no ability, purpose or desire to control Men's Sheds. The 2017 Constitution and By-Laws provide no means by which AMSA is able to deem authority over members and does not have any regulatory power over the actions of members.

AMSA only has the ability to accept or reject membership based on the criteria for members.

2. Democratic process

Submissions raised concerns over the ability of members to have a voice.

The 2017 Constitution gives individual member Men's Sheds a direct vote on constitutional matters.

AMSA otherwise operates as a not-for-profit organisation delivering programs and services to Men's Sheds. These activities are determined by the Board based on member needs and feedback, in conjunction with terms set out in Funding and Sponsorship Agreements.



Concessions

The following changes were made to the AMSA Constitution and By-Laws as a result of submissions:

In the Constitution, many Men's Sheds expressed concern that AMSA was able to restrict the use of the term "Men's Shed".	Clause 7.5(b) was removed from the AMSA Constitution.
Section 5.3: AMSA Men's Shed Members are responsible for: (a) <i>The internal management of their respective Men's Shed and relationships with auspicing organisations;</i> (f) <i>AMSA member Men's Sheds can display approved signage indicating that the Men's Shed is a member of AMSA</i>	Amended Amended
Section 7: Ongoing conditions of Membership - AMSA State Association 7.1 (c) <i>Demonstrate that all regions of the respective State are represented on the governing body of the State Association Member</i> (e) <i>Provide a copy of the State Association's annual report incorporating audited financial statements to AMSA each year</i>	Removed Removed
Section 10: Use of AMSA Branding 10.2 <i>AMSA State Association Members are eligible to display the AMSA logo on each page of their website and all other publications clearly identifying that they are a Member of AMSA and part of the Australian Men's Shed network (Removed).</i>	Removed
Section 10: Use of AMSA Branding 10.3 <i>AMSA State Association Members are eligible to reciprocate linkages from the AMSA website on their website and refer to available resources.</i>	Removed
Section 13: Cessation of Membership 13.3 (a) <i>Cannot use the name 'Men's Shed' in the name, literature, documentation of that body</i>	Removed



Approved Constitutional Changes

In December 2017, the modified proposed documents were ratified by the AMSA Board at a Special General Meeting.

Key Changes

Board

- A Board comprising of six (6) elected state-based directors (two (2) year terms) and up to five (5) board-appointed specialist directors (three (3) year terms).
- Any AMSA member Men's Shed that has been a financial member for more than 12 months will be eligible to nominate a member of that shed to stand for election to the AMSA Board.

Membership & voting eligibility

- The recognition of any AMSA member Men's Shed with a membership tenure of more than 12 months, as a voting member with rights to vote at all general meetings. Each eligible member Men's Shed will be entitled to one (1) vote.
- To enable incorporated state organisations, that satisfy membership criteria, to apply for AMSA membership. Any AMSA member state organisation with a membership tenure of more than 12 months will be recognised as a voting member with rights to vote at all general meetings. Each eligible member state organisation will be entitled to five (5) votes.

Committees

- The Constitution and By-Laws make provision for the formation of committees to provide detailed advice to the AMSA Board on a range of issues relevant to the organisation.