



The ACPSEM Governance Glossary

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Background

To obtain shared understanding of concepts vital to governance reform, the ACPSEM Board agreed to the development of a glossary and implement a new approach by establishing an endorsed glossary as the foundational step.

In 2019, the ACPSEM Board approve the creation of a new policy document entitled the *ACPSEM Governance Glossary*, in future to be part of the policy domain of the CEO.

Terms and terminology

A Glossary was viewed as a practical approach to refreshing and further developing the ACPSEM's governance culture and increasing what the ACPSEM can realize from efforts of its volunteers and employees. In doing so the ACPSEM accepted the conclusion that among the various committees of the ACPSEM there was limited shared understanding of important terms and terminology.

In the immediate term, leadership is needed from the ACPSEM Board to agree among its members that certain terms and terminology should have a particular meaning in the work of ACSPEM, which the ACPSEM Board then expects to see used consistently across the organisation.

ACPSEM Governance Glossary

- (i) **Policy domain** - a functional portion of what ACPSEM exists to do, which is associated with a responsible decision-maker who is the policy delegate.
- (ii) **Policy** - a governance document expressing the standing decisions of a policy delegate, by which they authorise what is to be done in that policy domain.
- (iii) **Delegation** - formal delegations are a means of authorising actors to make decisions on behalf of the organisation, to commit it to action that will use its resources, deploy its assets, create liabilities, and so on. The ACPSEM Board is empowered by the ACPSEM Members delegating their collective power via the *ACPSEM Constitution*; acting under the *ACPSEM Constitution*, the ACPSEM Board may from time to time grant to others rights to use some portion of its powers. ACPSEM Board approval is required to delegate further, which may be established by specific ACPSEM Board approval of that expressed in policy.

- (iv) **Policy concession** - an exception to prevailing policy that an accountable decision-maker is entitled to make if they wish, for a limited period of time to be stipulated, and duly reported for compliance monitoring.
- (v) **Rules** - governance documents approved by the policy delegate to address the parameters for how authorised activities are to be conducted.
- (vi) **Procedure** - a governance document providing additional instructions that a policy delegate may decide to authorise, to bolster governance by prescribing a detailed, specific method by which to undertake recurring activities, to gain the benefits of standardisation, predictability, and auditability.
- (vii) **Register** - an authoritative source of information, such as the ACPSEM's QMPS Register provides in relation to registered practitioners. Such sources of information are central to good governance: a **policy register** duly evidences approval and amendment status of policies; a **policy concessions register** details those concessions granted by whom, and when they must be audited and/or revisited in due course; and so on.
- (viii) **Volunteer workforce** - individuals who are members (or, on occasion non- members) of ACPSEM participating in ACPSEM's operations or governance whether being remunerated by ACPSEM or not. This includes, for example, ongoing members of the PSB, Branch Committees, Certification Panels, Examiners or Assessors, but also those who assist such groups when not a constituent member (that is, when a Participant or similar, as allowed for in applicable policy), or contribute to another working group, forum, or panel, convened for a project or other specific purpose.
- (ix) **Position description** - for each employee position, and also each position open to the volunteer workforce, a statement specifying the scope, authority, and obligations, of the position, framed by responsibilities or accountabilities if applicable, but in all cases setting out obligations to provide support to organisational activities and/or respond if consulted.

(x) **Terms of reference** - in the absence of a policy document governing the work of an ongoing group within ACPSEM (such as is provided for the PSB, or Branch Committees), terms of reference are an authoritative statement from the accountable decision-maker wanting work done or an activity carried out by an occasional or project group. As Terms of Reference should specify: the time-period for operation of the group; scope of activities for the group; authority for decisions (if any); the reporting line for the group (such as the ACPSEM Board, or through another officer holder to the Board; obligations of the group, framed in particular by relevant obligations to provide support to organisational activities and/or respond if consulted.

(xi) **Decision-making roles** - for consistent expression of position descriptions, tasking of working groups, and so on, certain roles are recognized in relation to decision-making processes of ACPSEM. These pertain to actors involved whether the actor is a group, such as the ACPSEM Board or the Professional Standards Board, or an individual, such as the Chief Executive Officer. Roles recognised in ACPSEM are as follows:

- a. *Responsible* - a responsible actor has a formal right to decide What the organisation is to achieve, and express this in policy.
- b. *Accountable* - an accountable decision-maker is organisationally obliged to deliver part of what is to be achieved and is given some discretion to decide *how* to do that.
- c. *Support* - providing support means being organisationally Obligated to contribute towards an outcome.
- d. *Consult* - to consult an actor means to *obtain their input* (usually based on expertise or knowledge) without involving that actor in a decision process even if they are further apprised of progress and asked for more input.
- e. *Inform* - informing actors is simply to *assist them* in meeting their organisational responsibilities, not to involve them in the process.

(xii) **Ex officio** - this expression means 'by virtue of office', and is used to identify someone obliged to be involved with, for example, a committee or working group as a result of their ongoing position in the organisation. This term does not define anything other than who is obligated to fill that position in the group, so an ex officio member will have the same rights as other members.

If restrictions on participation are intended (for example, the right to vote in group decisions) this should be stipulated by the accountable decision maker.

- (xiii) **Constituent member** - constituent members are those required for a group to function (literally, to be constituted), and do what it is there to do, so they are usually assigned rights to participate in group decisions about its own work. Many others may be involved with the group, or assist with its work, but will not, for example, be accorded a right to vote in the group's decisions.
- (xiv) **Casting vote** - a casting vote is a device designed to resolve a tied vote by affording to one actor an additional vote in that decision. ACPSEM does *not* make use of this device: decisions are taken by simple majority vote unless another form of majority or plurality is stipulated in applicable policy.
- (xv) **Consent agenda** - an efficiency device used to facilitate the work of groups in meetings, where items 'tabled' via the consent agenda are expected to require little or no further elaboration or discussion in the meeting for which they are tabled. Formulating a consent agenda is done at the discretion of the meeting chair, on the understanding that constituent members of the group will read all associated materials, and, in timely fashion, make known to the meeting chair any questions or objections that call for further discussion of the item in the meeting proper. Adoption of the consent agenda at the meeting then means *all proposals contained in all items on the consent agenda are taken to be adopted without objection by all those involved in the meeting*. Importantly, for good governance later adopting minutes of a meeting always requires an overt decision, so this item should *not* be placed on the consent agenda.
- (xvi) **Handbook** - an aide-memoir of information on work practice that may aid retention of corporate knowledge (for example, as constituent membership of a group changes over time). A handbook is not a governance document and remains subject to being in compliance with authorised policy documents.
- (xvii) **Meeting procedure** - ACPSEM does not seek a particularly high degree of formality in how groups meet to do ACPSEM work, but in the interests of productive outcomes for all concerned, meeting chairs may be assisted in their role by familiarity with and use of *Robert's Rules of Order Newly Revised In Brief*. Details are available from the Company Secretary.

- (xviii) **Committee** - A group provided with delegated decision making powers on specified matters, where membership of the committee will usually include one or more of those accountable for relevant outcomes. In the ACPSEM environment, an example is the Risk, Finance, and Audit Committee (RAFCo), established by the ACPSEM Board of Directors to advise on specified financial matters. Advice is usually provided via recommendations to the Board (as the collective decision maker responsible for the financial performance of ACPSEM). RAFCo's membership includes some Board members and others *ex officio* (such as the Company Secretary).
- (xix) **Task Group** - Formed to investigate, consider, and report on a specific matter. The task group has a fairly confined point of focus, and quite a limited time period for operations, and its work will conclude when the advice requested has been provided, or the group formally advises that it is unable to formulate the advice requested. Membership is likely to be small and comprised of subject matter experts, whether internal or external to the organisation.
- (xx) **Working Group** - Where ongoing advice is anticipated on a complex or extensive matter, or issues are expected to arise over time in which continuity is beneficial, a working group is used as a more enduring form of task group, whether internal or external to the organisation.