

FORUM DISCUSSION PAPER

Feedback on the Operating Model for the Deed Governance Group

February 2014

Recommendation

Participants of the GIA Biosecurity Forum 2014/1 are asked to consider the feedback provided by 10 organisations on the out-of-session discussion paper (2013/2) circulated in October 2013. The consolidated feedback from potential Deed signatories on the proposed operating model for the Deed Governance Group is in Attachment 1. This feedback has been analysed and is summarised in this paper.

Forum participants are asked to review the feedback and summary, and:

1. Confirm that they agree with the principles where feedback indicated common agreement or common disagreement, and
2. Confirm their agreement or otherwise to accept the remaining principles subject to the modifications proposed in the consolidated feedback in Attachment 1.

Potential signatories that are not able to attend the Forum, and potential signatories wishing to provide their feedback in writing, are asked to send any comments to the Secretariat (secretariat@gia.org.nz) by 19 March 2014.

Additional comment from the IGB

The IGB thanks those organisations that provided feedback on the discussion paper.

It notes the valuable alternative proposals that have been submitted and suggests that these are considered by potential signatories as amendments to the original proposal.

The IGB notes that there are several matters that may require a specific focus to achieve the agreement of potential signatories to a common set of principles of the operating model, including that of associate members, clarity of DGG function, its liabilities and accountabilities in relation to funding/financial delegations and decision-making outside of consensus.

Introduction

The final Deed makes reference to the role and function of the Deed Governance Group (DGG). [*Clauses 4.1 of the Deed*]. The DGG will provide oversight of Deed implementation processes and the work of the GIA Secretariat.

To facilitate the transition of the IGB into the Deed Governance Group an operating model has been developed by the IGB for consideration by potential Deed Signatories. Operating rules will be drafted when the model preferred has been agreed. [*Clause 4.1.6 of the Deed*].

The proposed model in Attachment 2 was developed from a number of sources and modified to reflect the DGG role and function as it is defined in the Deed and with appropriate reference to the Biosecurity Act 1993. Sources include the draft MAF Deed and Rules and the constitutions of Animal Health Australia and Plant Health Australia, KVH Ltd, Horticulture NZ Ltd, Beef+Lamb NZ Ltd.

Summary

All agree

- DGG has no legal status (check)
- No role in negotiation of OAs or responses
- No financial delegations – or should it?
- No remuneration of the Chair, Chair does not alternate between government and industry
- Appoints and monitors performance of the Secretariat Manager
- Delegates are authorised by their organisation, have equal status
- Additional meetings – as required. IGB meets every 4 – 6 weeks
- Meetings and decision-making provisions accepted

All disagree

- Cost sharing of any Chair/Vice Chair remuneration that might be agreed
- Voting, proxy voting principles. These are operating rules

Agree with modification

- Suggested modification of principles by DINZ – consistency, principles
- Operating rules must not be inconsistent with the Deed
- Only Deed Signatories participate in the DGG
- One representative each, with an alternative
- Sufficient meetings to ensure effective governance
- Quorum is defined as a separate principle
- Operating rules need to cover voting, ensuring equity across members
- Allow for formation of an Executive Committee and working groups – relevant to DGG role

Unresolved issues

- Is a Vice Chair needed?
- Is provision for an independent Chair needed?
- Associate membership – generally accepted in principle – for those ineligible to sign but important to biosecurity outcomes. Needs more work

Attachments

Attachment 1 Consolidated feedback on the proposed operating model of the Deed Governance Group

Attachment 2 Proposed DGG Operating Model

Consolidated feedback on the proposed operating model of the Deed Governance Group

	Principles	Organisation name	Agree/disagree	Alternative proposal	Explanation and/or comment
1	A governance group with no legal status	B+LNZ, MPI, DINZ	Agree		
		NZPork	Unsure		Unsure of implications given that the Deed is enabled under the Biosecurity Act, describes the rights, legal obligations, roles, responsibilities and commitments of each Signatory, and also the governance arrangements for decision-making, resourcing and operations, which support the Deed's implementation.
		DairyNZ MIA	Agnostic		Absent an explanation of why this group would have no legal status, we do not have strong views. We understand that this means that the Governance Group will not be a legal entity and question whether over time there may be some desirability of having a legal framework in place to better govern decision-making etc. <u>Note MIA</u> : Clarify that the DGG will not be a separate legal entity – as an instrument of the Deed it surely does have legal status?
2	No role in the negotiation of OAs or responses	B+LNZ, MPI, DINZ, DairyNZ, FF, MIA, NZPork	Agree		<u>Note FF</u> : Not totally sure that DGG would have “no role” in negotiation during a biosecurity response. What role would it have in response? Could possibly have a role as arbitrator if there is disagreement during a response between govt and industry or if agreed actions are not taken by MPI. Agree it has no role in negotiating an OA.

	Principles	Organisation name	Agree/disagree	Alternative proposal	Explanation and/or comment
3	No financial delegations or authority	Deed			
4	Appoints and monitors performance of the Secretariat Manager	Deed			
5	Operating Rules incorporate relevant provisions of the Deed	B+LNZ, MPI, NZPork	Agree		
		DairyNZ MIA	Agree in principle, but subject to which provisions are embedded		The Operating Rules should be consistent with the Deed, and should replicate Deed provisions where these are relevant to the role of the Secretariat. However, the Rules and the Deed are two separate documents to be read alongside each other so duplication should be kept to a minimum. Only relevant provisions should be incorporated (by reference, or with a note that should the Deed change, that the rules will need to be updated to reflect the new provision). <u>Note MIA:</u> the Operating Rules will be negotiated between the Crown and industry.
		DINZ	Disagree	Omit or amend to "Operating Rules must not be inconsistent with the provisions of the Deed"	Not necessary – up to DGG to determine the extent that the rules should incorporate language of the Deed to aid in understanding (too much and there will be unnecessary duplication). The only principle that may be worth adopting is that the rules shouldn't be inconsistent with the Deed.

	Principles	Organisation name	Agree/disagree	Alternative proposal	Explanation and/or comment
6	For Deed signatories only	MPI, DairyNZ	Agree		<p><u>Note DairyNZ</u>: this may need to be updated subject to final consideration of non-Signatories with a systemic interest in the biosecurity system.</p> <p><u>Note FF</u>: conflicts slightly with point 22 which allows a category for non-signatories to the Deed to be involved in DGG. Need to make sure these are aligned or clearer. Would an associate member sit on the DGG.</p> <p><u>Note MIA</u>: It is difficult to see how other bodies who have not signed the Deed could expect to be on the DGG. However, may need interim arrangements for organisations negotiating to sign the Deed. There could be a role for independent members to provide specific expertise.</p>
		B+LNZ	Agree, but		Agree, so long as DGG has no input into MPI priority setting or resource allocation, nor participation in consultation exercises that legitimately need to include stakeholder organisations that are not signatories. B+LNZ repeats the view that GIA represents a mechanism for resource sharing rather than DGG representing any legitimate forum for considering prioritisation or technical and practical aspects of service delivery.
		NZPork	Agree in principle		<p><u>Note NZPork</u>: Who will decide when the Transition DGG will move into the DGG?</p> <p>Another consideration is MPI's limited resources to engage with potential industry</p>

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					signatories, thus limiting opportunity for industries to participate.
		DINZ	Disagree	Omit or possibly amend to, "The DGG shall act primarily in the interests of Deed signatories (as opposed to, for instance, for the purpose of improving biosecurity generally or in the interests of potential signatories or non-signatories)"	Not clear whether principle is aimed at identifying <i>for what or whom the DGG is intended to benefit the benefit or who may be represented on the DGG</i> . Given that principle #7 deals with the latter, suggested re-draft covers the former. However, meaning is still unclear as the interests of non-govt signatories may be very different from the interests of the govt. This kind of principle would benefit from further discussion.
7	Signatories have one authorised representative and the right to appoint them	B+LNZ, MPI, NZPork	Agree		
DINZ		Agree but	Better to combine principles 7 and 8 "Each Deed Signatory may appoint a person (who need not be a director, member or employee of the Signatory) to membership of the DGG, which member shall be authorised to represent the interests of the appointee in DGG discussions and act in the interests of the DGG where relevant"	To make less wordy and to resolve inconsistencies in language	
DairyNZ				The Deed provision "Each signatory is entitled to appoint one person to represent its organisation' was draft with deliberate nuance to take into account that signatories are not industry groups compelled to have a representative should they choose not to (eg. For resourcing reasons) and also that one	

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					person may represent the interests of more than one group (eg. If one suitable nominee could represent the interests of a number of groups). The rules may need to be explicit around this point and the implications for voting rights.
		MIA	?		This depends on the nature of the GIA and the industry groups signed up.
8	Nominated representative has the delegated authority of Signatory organisation	MPI, NZPork	Agree		
		B+LNZ	Agree but	The delegated authority provided by any organisation will limit the extent to which individuals can provide definitive input into any decision without prior consultation within that organisation.	
		DINZ		See above	
9	Appointing an alternative	MPI, DairyNZ, NZPork	Agree		
		B+LNZ	Agree with modification	Each Deed Signatory can appoint an official alternative DGG Member. The alternative must have the authority, background and ability to fully represent the interests of the Signatory in the event that the authorised DGG Member is unable to participate in DGG activities.	Unnecessary as same criteria should apply as for nominated representative.
		DINZ	Agree but	Prefer pithier wording eg. "Each Deed Signatory may appoint an alternative DGG member to participate in	Bizarre to propose background and ability criteria for alternative member but not main member – why bother?

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				the DGG in the absence of, but to the same extent as, the primary member”.	
10	Replacement of authorised DGG Member	MPI	Agree		Automatic dismissal seems harsh. Clear process is needed re options for not attending and consequences
		B+LNZ	Disagree		It is unreasonable to expect senior executives to be removed if 2 consecutive meetings are missed
		DINZ		“If a DGG Member misses any three consecutive meetings or five meetings in any two calendar years, the Deed Signatory must appoint a replacement DGG member”	Missing 2 meetings in 2 years as the basis for expulsion is unreasonable: many members will be very small bodies who do not have enough people to guarantee DGG business will always be top priority of that rep.
		NZPork		Allow for industry to provide proxy vote to another industry group	The principle of GIA is to encourage govt / industry partnership to improve biosecurity outcomes. If it is successful then many industries including small industries with limited resources will contribute. It may well be that industries choose to focus on their specific biosecurity issues rather than DGG activity.
11	Two formal meetings a year adjacent to the Biosecurity Forum	MPI	Agree		
		DINZ	Agree but	... tidy up the language to read more like a principle than a proposal. “The DGG will meet at least biannually in person at meeting scheduled adjacent to biannual biosecurity fora” Split into a new principle: “The quorum for DGG meetings is 50% of	Not sure the difference between an AGM and GM in DGG context, given that it isn't a legal entity with legal requirements to do certain things at an AGM. Suggest that the quorum provision be a freestanding proposal as it should apply to all meetings, not just the tow in person meetings adjacent to biosecurity fora.

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				Deed Signatories, of whom one must be the Government's representative".	
		B+LNZ	Agnostic		
		DairyNZ	Disagree/question		Question whether this frequency is enough to enable true governance – eg. Management/oversight of the Secretariat. How often for example does the IGB meet at the moment?
		NZPork		At least 2 meetings a year (11 and 12). Cover quorum (acceptable as described) in dedicated principle.	Don't think 11 and 12 is optimal way to set meeting frequency. Quorum is important concept to agree.
12	Additional meetings as needed	B+LNZ, MPI, DairyNZ	Agree		Rules requiring quorum should be consistent across all meetings.
		DINZ NZPork	Agree but	See above	Quorum for additional meetings should not be left for operating rules. <u>Note NZPork</u> : see comment in 11.
13	A Chair and Vice Chair are elected for two year terms	MPI, NZPork (no reason to disagree)	Agree		
		DINZ	Agree but	Tidy up the language: "A Chair and Vice Chair will serve for a two year term and are eligible for re-election for up to three consecutive terms and an unlimited number of non-consecutive terms"	Preferable to switch 13 and 14 around
		B+LNZ	Disagree	Delete requirement for vice-chair	Given it is unlikely that there will be a

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					significant burden on the Chair of the DGG and the proposed infrequency of meetings it is unlikely that a vice chair would be required.
		DairyNZ	Question		What is the role of the vice chair? This is not typical practice in many of the organisations we interact with and thus we question whether such a role is necessary.
14	An independent Chair by unanimous agreement	B+LNZ, DairyNZ, NZPork	Agree		<u>Note DairyNZ</u> : Requires definition of unanimous agreement (ie. That no one declines to vote?)
		DINZ	Agree but	Tidy up the language: “The DGG will appoint a Chair and Vice Chair who each must – and whose nominating Signatories each must – consent to the appointment” An independent Chair...”	People appointed and their Signatories should have right of refusal.
		MPI	Disagree		In the spirit of partnership, DGG members have been given mandate to represent their industry and principles of the Deed. A chair can be reassessed at a later date if deemed necessary
15	No financial remuneration for the Chair and Vice Chair unless agreed	B+LNZ, MPI, DINZ,	Agree		
		DairyNZ		Disagree with further principle in proposed operating model that “any remuneration agreed is funded by Deed Signatories” Add specification about who gets to agree and how to determine the financial	Any agreed funding for chair/vice chair should be from the Secretariat budget (and thus subject to whatever funding arrangement exists for the secretariat) rather than an additional cost impost on signatories.

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				remuneration being paid out.	
		NZPork	Agree in part – that remuneration of an Independent Chair should require agreement of DGG members; do not support the principle of funding being required from Deed signatories.	Funding of an independent chair if the need is agreed by the DDG should be support function funded by MPI.	The reference to funding is unacceptable and unclear: how would it be apportioned between signatories? Note it is likely that the resource requirement of the DGG may be significant in the short term as policies and procedures are being put in place and DGG membership may be minimal.at this time.
16	Alternative representative for Chair	B+LNZ, MPI, DairyNZ, NZPork	Agree		<u>Note NZPork</u> : More attention needs to be afforded to proxy votes e.g. when DGG members may request representation via another DGG member
		DINZ	Agree but	Prefer tighter formulation: “The Chair will not have a deliberative or casting vote. Accordingly, any Deed Signatory from which the Chair is elected may appoint an alternative ordinary Member in addition to its Member serving as Chair.	Wording too vague. Proposed re-draft allows Signatory from who a Chair is appointed to <i>not</i> appoint an ordinary member yet <i>is</i> clear on the Chair’s inability to vote in this circumstance.
17	All DGG Members	MPI, DINZ,	Agree		

	Principles	Organisation name	Agree/ disagree	Alternative proposal	Explanation and/or comment
	have equal status, Chair does not alternate	NZPork			
		B+LNZ	Agree but	Principle agreeable provided no change in scope or authority for DGG	Where any scope change particularly with respect to biosecurity priority setting or service delivery occurs, then B+LNZ considers that decision rights must be proportional to industry value. Were administration charges to be proposed on an industry value basis then B+LNZ would expect voting rights to be similarly revised.
		DairyNZ		Subject to review if authority/scope of the DGG changes. I.e. Status and voting rights should be reviewed if the authority of the DGG changes or if funding for secretariat activities is worked out on a weighted basis (in which case contribution should be factored into decision-making rules if the DGG has a say in eg. Prioritisation of resources)	The logic is not clear about the link between equal status and not alternating the chair between industry and government. However we agree with equal status of members in respect of current scope of the group and on the principle that each member pays the same dues – should this scope change (eg. To have authority over prioritisation of resources) or funding to the secretariat be attributed on a weighted basis then the principle would need to change.
18	Types of meetings	B+LNZ, MPI, DINZ, DairyNZ, NZPork	Agree		
19	Decision-making – consensus and voting	MPI, DairyNZ	Agree		<u>Note DairyNZ</u> : Roles should enable DGG to develop alternative rules including voting to ensure that it is an effective governance body. DairyNZ will want to consider carefully any rules that provide for voting where consensus cannot be achieved to ensure they take into

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					account the balance of interest across the membership (viz B+LNZ concerns). Feedback noted the Deed JWG removed the vote for Chair provision as it could not agree to departing from consensus provisions for this purpose.
		B+LNZ	Agree with proviso	(see 17 above)	B+LNZ cannot agree with any system of voting that will allow for a coalition of very minor industries to outvote, on the basis of numerical superiority, the views of a smaller number of industries of substantially higher value. This is profoundly inequitable.
		NZPork	More clarity required		This is a critical matter. We think it would benefit from further discussion at Biosecurity Forum. For example, if DGG cannot agree on a matter, particularly in the short term, when DGG membership may be very low, would it be advisable for the matter to be consulted upon more widely i.e. among potential industry signatories.
		DINZ	Disagree	“Operating Rules will apply to decision-making other than by consensus, and may include how voting is initiated, the threshold for proposals to be carried and matters related to proxy voting”	Proposed text reads like commentary, not a principle at all.
20	Initiating a vote	B+LNZ, MPI, DairyNZ	Agree		<u>Note DairyNZ</u> : A clear voting escalation process is necessary and desirable. As DGG role evolves and depending on the issue under consideration, the voting rules may need to balance interests across the membership ref.

	Principles	Organisation name	Agree/disagree	Alternative proposal	Explanation and/or comment
					19.
		NZPork	Unsure		See comment under 19 above
		DINZ	Disagree	See 19 above	<i>ibid</i>
21	Allow proxy votes	B+LNZ, MPI, DairyNZ, NZPork	Agree		<u>Note NZPork</u> : Note our comment on 10.
		DINZ	Disagree	See 19 above	<i>ibid</i>
22	Associate membership	MPI	Agree	Initially a representative each from Regional Councils, CRIs and universities invited to represent their groups. Given active involvement of Federated Farmers and HortNZ in GIA, good justification for associate membership Implementation of Associate Membership from 1 July 2016	More work is required to define what associate membership means and what strategy would be if the decision is made to proceed with associate membership Otherwise primary sector organisations that choose not to become a GIA signatory could continue to enjoy the benefits of governance activities post the agreed transition period to stand up DGG. Other considerations.
		FF	Support	Believe decision-making rights should be allowed.	Greater clarification is required.
		Better Border Biosecurity (B3)	Strong support		B3's strategic priority is "Adding value to New Zealand's Biosecurity System Through Research". Science is recognised as a cornerstone of NZ's biosecurity system. In an associate role on the DGG, B3 would maximise its effectiveness as a biosecurity science provider by: <ul style="list-style-type: none"> . Building more effective relationships with industry and govt. . Understanding industry and govt priorities for

	Principles	Organisation name	Agree/disagree	Alternative proposal	Explanation and/or comment
					<p>biosecurity</p> <ul style="list-style-type: none"> . Being able to inform industry and govt of new and novel science solutions . Optimising planning for future research and capability investment . Coordinating research investment across CRIs, industry and govt. . Providing technical expertise on technical committees.
		Plant&Food Research (PFR)	Strong support		<p>Given the critical role of PFR in responses to unwanted organisms in discovery, diagnostic, monitoring and surveillance, eradications, containment and management research/roles, associate membership of the DGG by PFR and other CRIs with similar status is appropriate. As a non-signatory PFR would not expect voting rights or cost obligations, would expect involvement in working groups where research inputs are identified, drafting OAs where parties identify the need for research inputs, participation at Biosecurity Forums, with the ability to bring motions and discussion documents to the forum and contribute to all aspects of forum business.</p>
		DairyNZ	Agnostic		<p>The case for associate membership needs to be made, including in terms of the benefit to the DGG of having associate members. We are positively disposed but at present the scope of the DGG is fairly limited and it is hard to see what benefit would be had. Clear</p>

	Principles	Organisation name	Agree/disagree	Alternative proposal	Explanation and/or comment
					criteria for associated membership would be needed and should take into account management of commercial interests (eg. It may not be appropriate for those who profit from contracts to undertake biosecurity activities to be party to discussion). The role of associate members as opposed to non-signatories who still have a general interest in GIA/biosecurity should also be considered – the latter should not be precluded if the former are invited. Provisions must be made in the rules for the DGG to have a “members only” session.
		NZPork	Unsure		More consideration required for the wording and meaning of 22. NZPork supports the principle of active engagement of all committed groups / partners in biosecurity in GIA. Management of associate membership may raise some difficulties when the DGG membership is very small.
		B+LNZ	Disagree	The DGG must be reserved for signatories with associated obligations. The views of non-signatories are not relevant except in the case of potential signatories exploring the GIA proposition. Further suggest that some form of time-restricted membership (and rules) such as ‘Candidate’ members or similar be developed to distinguish between these groups.	B+LNZ refers the Secretariat to the submission provided on <i>Issues with Implementing the Deed</i> . Despite GIA, there will remain with MPI the obligation to adequately involve all relevant parties in biosecurity policy, priority-setting and delivery. It is through this process that non-signatories must be involved in relevant matters – GIA is predominantly a mechanism for agreeing resource sharing but need not, and cannot ever be, the only one.
		DINZ		If kept, tidy up the language as “will	See DINZ comments on the Deed

	Principles	Organisation name	Agree/ disagree	Alternative proposal	Explanation and/or comment
				allow... could allow” does not make sense. Suggest’ “The Operating Rules will allow for a category of associate membership [of what?] that allows organisations ineligible to sign a GIA to...”	Implementation discussion paper on the role in the GIA machinery of non-Signatories in GIA business. Also, non-Signatories (whether ineligible or those that have declined the opportunity) are invitees to the Biosecurity Fora in any event. Don’t understand that there is any intention to restrict attendance at those fora to Deed Signatories or potential Signatories so they are not shut out of GIA matters entirely.
23	Executive committee – acting as a Board	B+LNZ, DairyNZ, NZPork	Agree		<u>Note DairyNZ</u> : The rules should clearly stipulate a trigger point for moving to an executive committee; and be explicit that the committee may entirely take over certain functions of the DGG (ie. You cannot establish a two-step process that essentially enables the full DGG to undermine decision of the executive committee), otherwise you are not making efficiency improvement.
		DINZ	Agree but	Suggest, “In accordance with any Operating Rules and operating under any such rules, the DGG may establish committees of its members or executive committees of employees or appointees of Deed Signatories”	This is not currently written as a principle, more like a commentary.
24	Establishing working groups and subcommittees	DairyNZ, NZPork	Agree	However working groups can be established with delegated authority, requires flexibility for groups to be established with their own clearly defined	Important to clarify that subgroups of the DGG are appropriate where the interests of smaller group of parties are aligned eg. Plant interests or animal interests. In these delegated circumstances it would not be appropriate for

	Principles	Organisation name	Agree/ disagree	Alternative proposal	Explanation and/or comment
				authority	those groups to be 'held accountable' to the DGG.
		B+LNZ	Agree but	B+LNZ agrees that the DGG should have the ability to establish subcommittees etc. but only to consider issues within the scope of the DGG's remit.	The example given in the text; the setting of cost shares is a matter for consideration by signatories and is to be described in Operational Agreements. This has nothing to do with the DGG nor any policy developed by the DGG.
		DINZ	Disagree		Not required. This is not a principle, but unnecessary detail.

General comments		
Proposes that the Deed Governance Group have a role of measuring the performance of the GIA as a whole, with support from the GIA Secretariat.	KVH	Noted.
Believe that the DGG should have financial delegation and authority within the budget allocated to the Secretariat to prevent mis-alignment between the role of the DGG to govern the Secretariat and direct its activities, and financial delegations.	KVH	Noted. Secretariat funding currently comes from MPI. It will be a matter for MPI to determine whether it willing to delegate that to the DGG.
Attendance of observers	DairyNZ	DairyNZ proposes that, with the agreement of the Chair, a representative may also bring along an observer from their organisation. This is fairly standard practice.
Principles 8 - 24	MIA	These are not principles but rather specific technical rules. Most seem fairly common sense, but they may be inappropriate depending on the nature of the organism to be responded to – for example, the requirement that the DGG has only two formal meetings a year adjacent to the Biosecurity Forum may be inappropriate for some GIAs. Overall it is too soon to be trying to determine rules before we have even entered into negotiations on a GIA. Such matters should be left to negotiation of the specific GIA.
The role of B3 in the NZ Biosecurity System	B3	B3 is the pre-eminent research provider for science-based plant border biosecurity solutions in NZ. It is a collaboration resourced primarily through CRI core funding. Science providers include Plant&Food Research, AgResearch, Scion, Lincoln University and Landcare Research. Stakeholders include MPI, DoC, Forest Owners Association, EPA. Central to B3 is that government agencies create value from B3's science and technology through research uptake and application at the border. A Collaboration Council provides governance and links member organisations with operational science programs.
DGG operating model	B3	B3 will support the status quo on the general model for DGG that is reached by Deed signatories.

Proposed DGG Operating Model

The operating model of the DGG can be summarised in the following principles:

1. The DGG is a governance group and has no legal status except as an instrument of the Deed.
2. It has no role in the negotiation of Operational Agreements or biosecurity responses.
3. It has no financial delegations or authority. [*Clause 4.1.4 of the Deed*]
4. The DGG appoints and monitors the performance of the Secretariat Manager. [*Clause 4.1.5e of the Deed*]
5. The Operating Rules will incorporate relevant provisions of the Deed.
6. The DGG is for Deed Signatories only.
7. Each Deed Signatory is entitled to one appropriately authorised person to be its DGG Member. [*Clause 4.1.1 of the Deed*]. The authorised person is selected by the Signatory organisation and need not be a member of that organisation.
8. The Nominated Representative has the authority of the Signatory organisation to represent their interests through the DGG.
9. Each Deed Signatory can appoint an official alternative DGG Member. The alternative must have the authority, background and ability to fully represent the interests of the Signatory in the event that the authorised DGG Member is unable to participate in DGG activities.
10. If a DGG Member misses two meetings in a two year period, the Deed Signatory will be requested to nominate and authorise a replacement DGG Member.
11. Two formal meetings a year are proposed, with one being an annual general meeting in July/August and adjacent to the biosecurity forum. The second is a general meeting and is proposed for February/March and adjacent to the second biannual biosecurity forum. At least 50% of DGG members and the MPI member must be present at every meeting to achieve a quorum.
12. Operating Rules will allow for additional meetings as needed.
13. A Chair and Vice Chair will serve for a term of two years but may be reappointed to serve only three consecutive terms (e.g. six years).
14. The DGG will appoint/elect a Chair and Vice Chair. An independent Chair may be appointed by unanimous agreement of the DGG Members.
15. There is no financial remuneration for the Chair and Vice Chair unless this is agreed and funded by Deed Signatories.
16. The Deed Signatory from which the Chair is elected (if not independent of any Member) has the right to appoint an alternative person to the DGG while the Chair is undertaking their duties. As a consequence of this proxy allowance, the Chair will not have a deliberative or casting vote and will remain independent.
17. All DGG Members have equal status and their focus is on making the Deed work. For this reason, it is not proposed to alternate the Chair between industry and government.

18. The Rules will provide for face to face, video and audio meetings and decision-making by email – as equivalent to decision-making in meetings.
19. While the Deed is clear that decision-making will be by consensus, it makes provision for Signatories to allow otherwise where they agree to do so. [*Clause 2.2.3 of the Deed*]. In drafting the Deed, the Joint Working Group proposed to allow the DGG to vote to appoint the Chair and Vice Chair if required and the Rules make provision for this. The operating Rules will also provide for the DGG to vote on resolutions where consensus cannot be achieved. However, the decision to vote must be made by consensus.
20. There may need to be additional guidance on processes for moving from consensus decision making to voting. The operating Rules will this allow this decision to rest with the DGG but will include provision for the Chair and/or a proportion (say 70%) of DGG Members to propose a vote.
21. A proxy vote will be accepted where it is made by formal notification to the Secretariat in advance of the issue being voted on at a Meeting and where the Nominated Representative is unable to attend.
22. The operating Rules will allow for a category of associate membership that could allow organisations such as Federated Farmers, B3, Regional Councils and Horticulture NZ to have some formal status in the GIA as a biosecurity partner, although they would have no decision-making or cost-sharing rights, unless they were a Deed Signatory. The rights and costs of associate membership would be determined by the DGG.
23. The operating Rules will also allow the DGG to establish subcommittees. [*Clause 4.1.7 of the Deed*]. This provides for DGG to, at some time in the future, establish an executive committee. This may be needed if the number of Deed signatories makes the normal business of the DGG inefficient. Rules would need to be established for the executive committee, which may act more like a Board of Directors.
24. Working groups or subcommittees of the DGG could be established to develop policies for example for establishing cost-shares, or could provide technical advice to Members on research needs and opportunities. These groups should be tasked by DGG, and be accountable to it, to ensure that its activities remain directed at delivering Deed outcomes.