

# Glebe Administration Board

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## 1. Purpose

This Board Charter sets out the authority, responsibilities, membership and operation of the Glebe Administration Board (**GAB**), including -

- the role of the Board and management,
- matters specifically reserved for Board decision-making, and
- the Board's operating protocols.

## 2. Background

The GAB is constituted by the *Glebe Administration Board Ordinance 1930* (the **GAB Ordinance**) and is incorporated under the *Anglican Church of Australia (Bodies Corporate) Act 1938*.

## 3. Under the GAB Ordinance, the purpose of the GAB is to advance the purposes of the Anglican Church of Australia in the Diocese of Sydney by managing and controlling property of which it is trustee from time to time in accordance with the terms of the relevant trusts (set out in the *Diocesan Endowment Trust Ordinance 2016, Diocesan Cash Investment Fund Ordinance 2016, and Long Term Pooling Fund Ordinance 2012*). **Roles and Responsibilities of the Board**

The role of the members of the GAB, acting collectively as a Board (**the Board**), is to ensure that the GAB fulfils its purpose in a manner consistent with the fulfilment of its obligations.

The Board is responsible for –

- providing leadership and setting the strategic objectives of the GAB,
- managing and controlling the property of which it is the trustee, from time to time,
- monitoring the financial performance and operations of the GAB, including approval of the annual financial statements,
- overseeing the integrity of the GAB's accounting and corporate reporting systems, including the external audit,
- overseeing the GAB's process for making timely and balanced disclosure of information to its stakeholders,
- ensuring that the GAB has in place an appropriate risk management framework and setting the risk appetite within which the Board expects Sydney Diocesan Services (**SDS**) to operate as its service provider under the terms of its Service Level Agreement,
- delegating appropriate powers to management to ensure the effective and efficient day-to-day management of the business and monitoring the exercise of these powers,
- monitoring the effectiveness of the GAB's governance practices,
- establishing and determining the powers and functions of the committees of the Board,
- acting to protect and enhance the reputation of the GAB.

### *Responsibilities of members*

In undertaking their responsibilities, each member must –

- exercise the care and diligence that a reasonable individual would exercise as a member,
- act in good faith in the best interests of the GAB and to further its purpose,
- act with objectivity, collegiality and respect,
- prepare well for meetings,

- not misuse their position as a member,
- not misuse information obtained in the performance of their duties as a member,
- promptly disclose at a meeting of members, any actual conflict of interest they have as a member and any circumstances which might reasonably be perceived as a conflict of interest,
- not participate in discussions, or vote on any matter in which an actual or perceived conflict of interest arises without the approval of the other members,
- ensure the financial affairs of the GAB are managed in a responsible manner, and
- not allow the GAB to operate while insolvent.

#### **4. Relationship to the Archbishop**

Under the GAB Ordinance, the Archbishop is the President of the GAB.

The President may attend any meeting of the GAB and may put before the members any matter for their consideration and express his views on any matter being considered by the GAB.

If the President requests, the Secretary will send him a copy of the agenda for the meeting of the GAB referred to in the request.

The President is not a member of the GAB, and so is not entitled to vote on any question or proposal being considered by the GAB.

#### **5. Relationship to the Standing Committee**

The GAB is accountable to the Standing Committee and, through the Standing Committee, to the Synod; being the governing body of the Diocese of Sydney.

In accordance with its obligations under the GAB Ordinance, the GAB will –

- report to the Standing Committee from time to time about its affairs,
- provide the Standing Committee with such information about its affairs as the Standing Committee may require from time to time.

The GAB also complies with the provisions of the *Accounts, Audits & Annual Reports Ordinance 1995* which include provisions as to reporting, and publishes its annual financial statements and its annual report on its website.

#### **6. Board Size and Composition**

##### *Membership of the GAB*

Under clause 5(1) of the GAB Ordinance, the members of the GAB consist of at least eight and up to ten members elected by the Standing Committee.

The name of each member, together with information about their qualifications and experience, is set out in the annual report of the GAB.

At least two members are to be ordained clergy licensed in the Diocese of Sydney with at least a three year degree from Moore Theological College or another college that is endorsed by the Archbishop.

##### *Appointment of Members*

The GAB is to have an adequate number of members with appropriate skills and commitment to adequately discharge their responsibilities and duties.

The GAB, in making recommendations to the Standing Committee about the preferred skills and experience of candidates to fill vacancies in the office of member, has regard to the skills and experience required of a person to serve as a member of the GAB.

The Standing Committee may appoint, as a member, a person other than a potential candidate recommended by the GAB.

#### *Independence of members*

A member is not remunerated for their services as a member. No member of the GAB is an employee of the GAB or an entity which provides services to the GAB (for a fee).

Each member of the GAB is to be free from any business or other relationship that could interfere with the exercise of their unfettered and independent judgment as a member.

Each member is expected to disclose any business or other relationship which they may have with the GAB, which will be minuted accordingly.

#### *Statement of Personal Faith*

Every member must sign the Statement of Personal Faith in the form required from time to time by the Synod's Governance Policy for Diocesan Organisations and deliver it to the Secretary within 28 days of their appointment or election.

#### *Term of office*

A member of the GAB holds office for a term determined by the Standing Committee (generally up to 3 years).

One third of members are to retire at the first session of the Standing Committee next following each ordinary session of the Synod.

Eligible members may offer themselves for re-election by the Standing Committee. The GAB also makes recommendations concerning the re-election of any members by the Standing Committee. A person is not eligible for re-election if they have served as a member of the GAB for a continuous period of 14 years or more ending on the date on which their term of office ends.

## **7. Role of the Chair**

The role of the Chair is to provide leadership to the Board, including for the efficient organisation and conduct of the Board's business.

The members are to appoint one of their number as Chair for a term which ends on the first to occur of –

- the date (if any) set out in the resolution making the appointment,
- the third anniversary of the appointment, and
- the date on which the appointment is revoked by the Board.

The Chair will be elected by the Board members by consensus. If a vote is required, the vote will be by secret ballot.

The Chair is eligible for re-appointment for further terms (up to a total of nine years).

The Chair is responsible for:

- providing leadership for the Board and chairing all Board meetings,
- ensuring the effectiveness of Board meetings,
- facilitating the relationship and communication between the Board and management,
- facilitating the relationship and communication between the Board and key stakeholders,

- together with management, establishing an annual Board calendar which ensures that the Board undertakes all its key responsibilities throughout the year,
- establishing the agenda for Board meetings in consultation with management,
- overseeing regular and effective evaluations of the Board's performance,
- overseeing the induction and continuing education programs for the Board, and
- exercising such specific and express powers as delegated by the Board from time to time.

## 8. Role of the Secretary

The members are to appoint a person(s) to be Secretary of the Board.

The Secretary is responsible for advising the Board on governance matters and ensuring there is a system of corporate governance and compliance in place for the GAB.

The Secretary provides advice to members on matters including, but not limited to, risk management, corporate ethics, governance, and compliance.

Except in relation to administrative matters, the Secretary will ensure the Chair is informed of any advice given to individual Board members.

The Secretary works in conjunction with the Chair to manage the smooth functioning of the Board by managing Board processes and ensuring Board meetings are properly convened and held and appropriate records are maintained. In particular, the Secretary is responsible for maintaining appropriate records, registers and minute books.

## 9. Board and Management Interface

Each year, the GAB enters into a service level agreement where, on the payment of a cost recovery charge, Sydney Diocesan Services (**SDS**) (**management**) undertakes management responsibilities for the GAB in accordance with the standards set out on the agreement and subject to the powers which GAB delegates to SDS from time to time.

Communication between the Board and management will usually be through the Chair. The Chair may seek clarification regarding information provided to the Board, or about the GAB generally, from the CEO of SDS or directly from the appropriate senior manager (advising the CEO). Other Board members should raise queries with the Chair in the first instance.

The Board will act as a whole in commissioning work from management, and instructing management. Urgent matters arising between meetings will be considered by the Chair and CEO of SDS to determine how the matter will be handled.

Management will be given access to the agenda and minutes of the GAB (after approval of those documents by the Chair). Certain items may be withheld from management at the discretion of the Chair.

## 10. Board Committees & Delegation of Authority

The Board may from time to time establish Committees to assist it in carrying out its responsibilities. Current standing Committees established by the Board are:

- Audit and Risk, and
- Nominations.

The Board will approve a written charter for each of its standing committees, which will set out its role and responsibilities, composition, structure, membership requirements. The performance of these Committees will be reviewed as part of the annual performance review undertaken by members.

Where a member of the Board is a member of a Committee, their term as a committee member will cease upon their cessation as a Board member.

The Board may establish ad hoc committees from time to time to consider matters of strategic importance, or to exercise the delegated authority of the Board.

#### *Delegation of authority*

The Board will delegate to the CEO of SDS, and other executive staff of SDS, responsibility for the day to day management of the business of the GAB. The scope of that delegated authority, and the limits on that authority, is documented in the "GAB Internal Delegations" document and reviewed periodically by the Board.

## **11. A Power of Attorney for the GAB will be approved to facilitate the signing of legal documentation between meetings of the GAB. Conduct of Board Meetings**

The Board of the GAB meets as required but will meet at least four times each year. Members are expected to attend for the full meeting. Attendance can be via electronic means by prior arrangement with the Secretary.

The CEO of SDS, the SDS Head of Investments and the Secretary attend all meetings. The Chair, on the recommendation of the CEO, determines which other staff members or external consultants will be present at a meeting.

Members may ask questions of any staff member present at a meeting, acknowledging that it may be preferable to communicate such an enquiry to the Chair prior to the meeting.

At each meeting, there is the opportunity for members of the GAB to discuss matters in-camera, in the absence of management.

The agenda for each meeting will be drafted by the Secretary and agreed with the Chair prior to despatch to members.

The agenda and papers for each meeting will be provided to members at least five business days before the meeting. Papers will be provided electronically unless a member has requested a hard copy from the Secretary.

Members can raise issues for inclusion on the agenda by raising the issue at a prior meeting, or by contacting the Chair two weeks before a scheduled meeting. No supplementary matters can be raised at a meeting unless urgency is agreed by a majority of members present.

Decisions of the members will generally be by consensus. However, a matter will be put to a vote if requested by any two members. The Chair may also, at their discretion, put a matter to a vote.

The Chair will have authority to determine the outcome of a vote, close discussion on a matter, or adjourn a meeting in the interests of the smooth running of the meeting.

Minutes of a meeting will be available to members three business days after approval by the Chair, and confirmed at the next meeting.

## **12. Induction and development**

#### *Induction of members*

On appointment, a member will be invited to participate in an induction program to familiarise them with matters relating to the governance and strategy of the GAB and any current issues before the Board. The GAB has a Member Induction Procedure which describes the induction program.

### *Learning & Development*

The GAB supports the appropriate development of its members, and expects that they will undertake ongoing learning and development which is relevant to their role as a member. The GAB has a Member Learning & Development Policy which describes how the GAB will provide support to members in undertaking learning and development.

## **13. Conflicts of Interest**

### *Conflicts of Interest*

The GAB's conflict of interest policy provides guidelines for recognising and managing conflicts of interest of members and specifically requires that –

- all members are required to disclose any actual, potential, or perceived conflict of interest upon appointment and are required to keep those disclosures to the Board up-to-date, and
- any member with an interest in a matter may not participate in discussion or vote on that matter, unless the Board resolves otherwise.

### *Access to information and advice*

The members of the GAB collectively, and each member individually, may seek independent professional advice, at the GAB's expense, to help them carry out their responsibilities. The Chair's prior approval is required, but will not be unreasonably withheld.

## **14. The GAB and each member will enter into a Deed of Indemnity, Access and Confidentiality. Risk and compliance**

### *Risk Management*

The Board approves the GAB's risk identification and management framework and periodically reviews that framework. The Board also sets its risk appetite, which is the type and total amount of risk it is willing to accept in pursuit of its objectives.

The CEO and senior managers of SDS are responsible for implementing the risk management framework, systems, controls and procedures for identifying risk and management of risks adopted from time to time by the GAB.

The CEO and senior managers of SDS ensure that risks are quantified, appropriate risk limits (tolerances) are maintained and that financial exposures are fully reported to the GAB.

### *Compliance Reporting*

The Board monitors the GAB's compliance with key risk matters, by requiring periodic confirmation certificates from SDS.

### *Financial reporting*

The Board's approach to financial reporting reflects the following core principles –

- its financial reports present a true and fair view, and
- its financial reports fully inform the members as to financial exposures, and
- its accounting methods are comprehensive and relevant and comply with applicable accounting rules and policies, and
- appropriate internal controls are maintained, and

- its external auditor is independent.

## 15. Performance Assessment

The Board, through the Nominations Committee, will review the performance of members retiring by rotation and seeking re-election, the results of which will be reported to the Standing Committee via the Chair.

A performance review will be conducted periodically to identify gaps in the governance framework and opportunities for development. This will involve:

- a self-assessment performance review annually, and
- an external review (such as by an independent governance consultant) every three years.

## 16. Board Charter Administration

The Board will review the Charter at least annually to ensure its relevance and effectiveness.

The Charter is available to members on the Secure Portal.

### Charter Status –

Amendments approved by the Board	March 2024
Reviewed without change by the Glebe Administration Board	September 2021
Approved by the Glebe Administration Board	September 2020