

Governance arrangements for Diocesan Organisations

(A report from the Standing Committee.)

Key Points

- Synod will be asked to encourage certain diocesan organisations to pursue amendments to their constituting ordinances, to require that any person who wishes to serve as a board member, must sign an acknowledgment of duties and responsibilities, including a confirmation that they are able and willing to devote the time required to be spent by a board member to properly fulfil those duties and responsibilities.
- Synod will also be asked to amend the Governance Policy for Diocesan Organisations, by including in the Policy Guidelines a requirement that membership include at least two members of the clergy and at least two members with three-year theological degrees from Moore Theological College, noting that these requirements may be met by the same two people. Currently the Policy Guidelines require 'at least two clergy or other members with formal theological training'.

Purpose

1. The purpose of this report is to recommend that Synod consider changes to its governance arrangements for Diocesan Organisations, in two particular areas – acknowledgment of the duties and responsibilities of a board member, and membership criteria with regard to clergy and theological qualifications.

Recommendations

2. Synod receive this report.
3. Synod encourage the councils of Anglican Schools Corporation, Anglican Community Services (Anglicare), Moore Theological College and Youthworks, to consider pursuing amendments to their constituting ordinances to require the following –
 - (a) Any person who wishes to be elected, appointed or reappointed as a board member of that organisation must sign an acknowledgement of duties and responsibilities, in a form prepared by the organisation and approved by the Standing Committee (an Acknowledgement), including a confirmation that they are able and willing to devote the time required to be spent by a board member to properly fulfil those duties and responsibilities.
 - (b) When a person nominates another person (the nominee) for election to that organisation, that person is required to certify that the nominee is willing to sign the relevant Acknowledgement if elected, and will do so before attending any meeting.
4. Synod agree to amend the Policy Guidelines accompanying the Governance Policy for Diocesan Organisations by omitting the current paragraph (5) and inserting instead –

‘The membership of the board should include –

 - (a) at least two clergy licensed in the Diocese of Sydney, and
 - (b) at least two members with (at minimum) a three year theological degree from Moore Theological College or another college that is endorsed by the Archbishop for the purpose of this clause,

noting that the requirements of paragraphs (a) and (b) may be met by the same two people.’

Background

5. At its meeting on 26 August 2019, the Standing Committee discussed a number of matters related to the Governance Policy for Diocesan Organisations (**Governance Policy**). The Standing Committee ultimately requested that two matters be brought to this session of Synod. The first addresses the issue of nominees to positions on Boards of Diocesan Organisations acknowledging the responsibilities of the position prior to election; and the second relates to membership criteria for diocesan organisations. Each are set out below.

Acknowledgment of Duties and Responsibilities

6. At its meeting on 26 August 2019, the Standing Committee requested that a report be prepared for this session of Synod, recommending the insertion of a suitable form of the following additional requirements in the Governance Policy –

'Any person who wishes to be elected, appointed or to remain as a board member of a Designated Diocesan Organisation must sign an acknowledgement of duties and responsibilities in a form prepared by the Designated Diocesan Organisation, and approved by the Standing Committee (an Acknowledgement), including a confirmation that they are able and willing to devote the time required to be spent by a board member to properly fulfil those duties and responsibilities.

When a person nominates another person (nominee) for election to any Designated Diocesan Organisation, that person is required to certify that the nominee is willing to sign the relevant Acknowledgement if elected, and will do so before attending any meeting.

A Designated Diocesan Organisation is a diocesan organisation designated by Standing Committee –

- (a) which carries on activities which are subject to regulations overseen by a government agency (such as APRA, ASQA, TEQSA, the NSW Department of Education),
 - (b) where those activities represent a substantial part of the activities of the diocesan organisation as a whole, and
 - (c) where additional obligations, duties and responsibilities are required of the members of the governing board of the diocesan organisation to ensure compliance with those activity-specific regulations.'
7. At the same meeting, the Standing Committee recommended that the Synod adopt the changes to the Governance Policy.
 8. It was subsequently determined that the 'Designated Diocesan Organisations' to which such a change would apply, are –
 - (a) Anglican Schools Corporation,
 - (b) Anglican Community Services (Anglicare),
 - (c) Moore Theological College, and
 - (d) Youthworks College.
 9. As a consequence of the limited number of organisations affected, Bishop Chris Edwards will move a motion at Synod enacting the recommendation at paragraph 3 above, encouraging those specific organisations to consider amending their ordinances in this fashion, rather than applying the requirement through the Governance Policy.

Membership requirements of Diocesan Organisations

10. The Governance Policy includes *Governance Standards (Standards)* as Appendix 1, and *Policy Guidelines (Guidelines)* as Appendix 2.
11. The Standards, at paragraph A(d) provide that ‘the board of a diocesan organisation should include members with formal theological training’. Correspondingly, the Guidelines include at paragraph (5) –

‘The membership of the board should include at least two clergy or other members with formal theological training.’
12. This provision sought to ensure that all boards have members with formal theological training. However, it leaves open the possibility that a board might have members with formal theological training but no clergy licensed to serve in the Diocese of Sydney; or alternatively two clergy having less than three year theological degrees (e.g., deacons with a diploma level qualification).
13. During consideration of these matters at the Standing Committee, the view has been regularly expressed that clergy representatives are important not just for providing the board with the benefit of their with formal theological training, but also in bringing knowledge of Anglican theology, and especially the specific distinctives of the Sydney Diocese. As examples, it would seem strange if a distinctly Anglican organisation such as Anglicare or the Anglican Schools Corporation did not have any clergy members on its board.
14. For that reason, when dealing with ordinances for such organisations, the Standing Committee has regularly exceeded the requirements of the governance policy, by including a clause requiring membership of the board in question to include –
 - (a) at least two clergy licensed in the Diocese of Sydney, and
 - (b) at least two members with (at minimum) a three-year theological degree from Moore Theological College or another college that is endorsed by the Archbishop,
 noting that the requirements of paragraphs (a) and (b) could be met by the same two people.
15. The purpose of such a clause has been expressed as ensuring that there are clergy representatives on the board while also ensuring sufficient theological acumen (given some may have theological training but not be ordained; and others may be ordained to the permanent diaconate but without a three-year degree).
16. Accordingly, at its meeting on 26 August 2019, the Standing Committee recommended that the Guidelines be amended to bring the Governance Policy into line with the more specific standard already used in practice by the Standing Committee.
17. If the change recommended in paragraph 4 is adopted, the requirement for two clergy *and* two three-year degree qualified members need not be argued upon the consideration of each ordinance. Rather, if there are occasions where a lower standard of membership is thought appropriate (e.g., it is deemed unnecessary to have two licensed clergy on the board), the onus is placed upon the person proposing this deviation from the policy to make an argument for the relaxed standard.

For and on behalf of Standing Committee.

DANIEL GLYNN
Diocesan Secretary

10 October 2019