

Governance Omnibus Amendment Ordinance 2022

No 7, 2022

Long Title

An Ordinance to amend the constituting ordinances of certain Diocesan organisations in order to bring them into conformity with the Governance Policy for Diocesan Organisations.

The Standing Committee of the Synod of the Diocese of Sydney Ordains as follows.

1. Name

This Ordinance is the Governance Omnibus Amendment Ordinance 2022.

2. Amendments to the *Campbelltown Anglican Schools Ordinance 1985*

The *Campbelltown Anglican Schools Ordinance 1985* is amended as follows –

- (1) insert a new clause 6(14) as follows and consequentially renumber the existing clauses –
“(14) Minutes must be signed by the chair of the meeting or by the chair of the next meeting of the relevant body following an agreed resolution to do so. If so signed the minutes are conclusive evidence of the matters as between the members stated in such minutes.”,
- (2) insert a new clause 13(2) as follows and consequently renumber the existing text in clause 13 as clause 13(1) –
“(2) The Council must maintain records of applicable eligibility criteria for board membership and conflicts of interest disclosed by board members.”, and
- (3) insert in clause 20(1) the word ‘reasonable’ after the matter ‘this Clause does not prevent the payment to a Member of’.

3. Amendments to the *Glebe Administration Board Ordinance 1930*

The *Glebe Administration Board Ordinance 1930* is amended as follows –

- (1) insert a new clause 4(2) as follows and consequently renumber the existing clause 4 as clause 4(1) –
“(2) In recognition that the Board is part of a network of parishes and organisations which is collectively seeking to advance the broader charitable purposes of the Diocese, the Board is permitted to pursue its purposes in a manner which advances the broader charitable purposes of the Diocese, including such purposes as are declared or recognised from time to time by the Synod.”,
- (2) insert a new clause 5(6) as follows –
“(6) The Board must maintain records of applicable eligibility criteria.”
- (3) insert in clause 18(2)(c) the matter “provided that any such committee is chaired by a member of the Board and reports the exercise of its delegated powers to the next to the next Board meeting,” after the matter “(other than approve the affixing of the common seal of the Board),”,
- (4) insert in clause 18(3)(g) the matter “for a liability of the Board or a body controlled by the Board” after the matter “in respect of its property”,
- (5) insert a new clause 19(2) as follows and consequently renumber the existing text in clause 19 as clause 19(1) –
“(2) A member is taken to act in good faith in the best interest of the Board and to further the purposes of the Board for the purposes of subclause 19(2)(b) if –
 - (a) the member acts in good faith in pursuing the purpose of the Board in a manner which advances the broader charitable purposes of the Diocese; and
 - (b) the Board is not insolvent at the time the member acts and does not become insolvent because of the member’s act.”, and
- (6) delete in clause 21(1) the matter “the *Accounts, Audits & Annual Reports Ordinance 1995*” and insert instead “all applicable ordinances and policies of the Synod (as amended from time to time), including the *Accounts, Audits & Annual Reports Ordinance 1995*”.

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4. Amendments to the *St Andrew's House Corporation Ordinance 2018*

The *St Andrew's House Corporation Ordinance 2018* is amended as follows –

(1) insert a new clause 4(2) as follows and consequently renumber the existing text in clause 4 as clause 4(1) –

“(2) In recognition that the SAHC is part of a network of parishes and organisations which is collectively seeking to advance the broader charitable purposes of the Diocese, SAHC is permitted to pursue its purposes in a manner which advances the broader charitable purposes of the Diocese, including such purposes as are declared or recognised from time to time by the Synod.”,

(2) insert a new clause 10(4) as follows –

“(4) A person cannot serve as the Chair of SAHC if a member of the person's immediate family is employed by SAHC, unless SAHC has considered the circumstances and unanimously agreed to it by secret ballot.”,

(3) insert in clause 18(2)(c) the matter “provided that the committee is chaired by a SAHC member and reports the exercise of its delegated powers to the next SAHC meeting,” after the matter “(other than approving the affixing of the common seal of the SAHC)”,

(4) insert a new clause 19(2) as follows and consequently renumber the text in the existing clause 19 as clause 19(1) –

“(2) A member is taken to act in good faith in the best interests of SAHC and to further the purposes of SAHC for the purposes of subclause 19(2)(b) if –

- (a) the member acts in good faith in pursuing the purpose of SAHC in a manner which advances the broader charitable purposes of the Diocese; and
- (b) SAHC is not insolvent at the same time the member acts and does not become insolvent because of the member's act.”,

(5) insert a new clause 19(3) as follows –

“(3) SAHC shall maintain records of applicable eligibility criteria for SAHC membership and conflicts of interests disclosed by members.”, and

(6) delete clause 21 and insert instead –

“21. Compliance with Synod Ordinances and Policies

SAHC is to comply with all the applicable ordinances and policies of the Synod (as amended from time to time) including, as applicable –

- (a) the *Investment of Church Trust Property Ordinance 1990*,
- (b) the *Accounts, Audits and Annual Reports Ordinance 1995*, and
- (c) the *Sydney Anglican Use of Property Ordinance 2018*.”.

5. Amendments to the *Finance and Loans Board Ordinance 1957*

The *Finance and Loans Board Ordinance 1957* is amended as follows –

(1) renumber the existing clause 4 as clause 4(1) and insert the matter “licensed in the Diocese of Sydney” after the matter “3 members of the clergy”,

(2) insert a new clause 4(2) as follows –

“(2) The membership of the Board shall include 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 subclause 4(1)(a) and this subclause may be met by the same people.”,

(3) delete all following references to “clause 4” throughout the Ordinance and insert instead “clause 4(1)”,

(4) delete the matter in clause 6(1)(c) and insert instead –

“(c) is absent without leave for 3 consecutive meetings of the Board and the Board resolves that the person's membership should cease.”,

(5) delete the full stop in clause 6(2)(g) and insert instead “, or”,

(6) insert a new clause 6(2)(h) as follows –

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- “(h) fails to sign the “Statement of Personal Faith” set out in the Synod Governance Policy or declares that he or she is no longer able to subscribe to the statement, or”,
- (7) insert a new clause 6(2)(i) as follows –
- “(i) fails to disclose his or her actual material conflict of interest in any matter brought for the consideration of the Board which, in the opinion of the Board, resulted in a resolution of the Board which would not have been made if the actual material conflict of interest had been disclosed, and the Board resolves by at least a three-quarters majority that the person’s membership should cease as a result of this failure.”,
- (8) delete the matter in clause 6(3) and insert instead –
- “(3) A person is not eligible to be elected as a member unless the person has first signed the “Statement of Personal Faith” set out in the Synod Governance Policy”,
- (9) delete the matter in clause 7(3) and insert instead –
- “(3) The Chair and other officers referred to in subclauses (1) and (2) shall not hold office for a term exceeding 3 years. Such persons are eligible to stand for re-election but shall not serve in the same office for more than 9 consecutive years”,
- (10) insert a new clause 7(4) as follows and renumber the existing clauses –
- “(4) A person is not eligible to be appointed as the Chair unless he or she has first signed the “Statement of Personal Faith” set out in the Synod Governance Policy.”,
- (11) insert a new clause 7(5) as follows –
- “(5) A person shall not be the Chair if a member of the person’s immediate family is employed by the Board, unless the Board has considered the circumstances and unanimously agreed to it by secret ballot.”,
- (12) insert a new clause 8(5)-(6) as follows –
- “(5) The Board must cause minutes to be made of –
- (a) the names of the persons present at all Board meetings and meetings of Board committees,
 - (b) all disclosures of perceived or actual material conflicts of interest, and
 - (c) all resolutions made by the Board and Board committees.”,
- (6) Minutes must be signed by the chair of the meeting or by the chair of the next meeting of the relevant body following an agreed resolution to do so. If so signed the minutes are conclusive evidence of the matters as between the members stated in such minutes.”,
- (13) delete the full stop in clause 9(2)(b) and insert instead the matter “- and”,
- (14) insert a new clause 9(2)(c)-(d) as follows –
- “(c) address the Board on any pastoral or policy issue concerning the Anglican Church of Australia as it applies to the Board, and”,
- (d) receive board papers at his request.”,
- (15) delete the matter “clause 14” in clause 12(2)(b) and insert instead “clause 15”,
- (16) insert the matter “provided any such committee is chaired by a Board member and reports the exercise of its delegated functions to the next Board meeting” in clause in 12(2)(h) after the matter “persons nominated by the Board” and delete the word “and” at the end of the clause,
- (17) delete the full-stop in clause 12(2)(i) and insert a comma instead,
- (18) insert new clauses 12(2)(j)-(o) as follows –
- “(j) to exercise the powers and discharge the duties of the Board with the degree of care and diligence that a reasonable individual would exercise if they were a member of the Board,
- (k) to act in good faith in the best interests of the Board and to further the purposes of the Board,
- (l) not to misuse their position as a member of the Board,
- (m) not to misuse information obtained in the performance of their duties as a member of the Board,
- (n) to ensure that the financial affairs of the Board are managed in a responsible manner, and

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- (o) not to allow the Board to operate while insolvent.”,
- (19) insert a new clauses 12(3)-(4) as follows –
 - “(3) Board members must not be remunerated for their service as Board members except by way of reimbursement for reasonable out-of-pocket expenses.
 - (4) The Board must maintain records of applicable eligibility criteria for Board membership and conflicts of interest disclosed by Board members.”,
- (20) insert a new clause 14 as follows and consequently renumber the existing clauses –

“14. Liabilities

 - (1) The Board must not offer its property as security for any liability other than a liability of the Board or a body controlled by the Board.
 - (2) Any mortgage, charge, debenture or other negotiable instrument given by the Board over its property (other than a cheque drawn on a bank account held by the Board) shall include a provision limiting the liability of the Board to the amount available to be paid in the event it is wound up.”,
- (21) delete clause 21 and insert instead –

“21. Compliance with Synod Ordinances and Policies

The Board shall comply with all applicable ordinances and policies of the Synod (as amended from time to time) including, as applicable –

 - (a) the Investment of Church Trust Property Ordinance 1990,
 - (b) the Accounts, Audits and Annual Reports Ordinance 1995, and
 - (c) the Sydney Anglican Use of Property Ordinance 2018.”.
- (22) insert a new definition in the renumbered clause 23 after the definition of “Archbishop” as follows –

“Synod Governance Policy” means the policy for Diocesan Organisations made by the Synod on 20 October 2014, as amended from time to time.”, and
- (23) delete the Schedule in its entirety.

6. Amendments to the Sydney Diocesan Services Ordinance 2017

The *Sydney Diocesan Services Ordinance 2017* is amended as follows –

- (1) insert a new clause 4(2) as follows and consequently renumber the text in the existing clause 4 as clause 4(1) –
 - “(2) In recognition that the Board is part of a network of parishes and organisations which is collectively seeking to advance the broader charitable purposes of the Diocese, the Board is permitted to pursue its purposes in a manner which advances the broader charitable purposes of the Diocese, including such purposes as are declared or recognised from time to time by the Synod.”,
- (2) delete in clause 5(2) the matter “or are to be persons”,
- (3) insert a new clause 20(2) as follows and consequently renumber the existing clause 20 as clause 20(1) –
 - “(2) A member is taken to act in good faith in the best interest of SDS and to further the purposes of subclause 29(1)(b) if –
 - (a) the member acts in good faith in pursuing the purpose of SDS in a manner which advances the broader charitable purposes of the Diocese; and
 - (b) SDS is not insolvent at the time the member acts and does not become insolvent because of the member’s act.”.

7. Amendments to the Sydney Anglican (National Redress Scheme) Corporation Ordinance 2018

The *Sydney Anglican (National Redress Scheme) Corporation Ordinance 2018* is amended as follows –

- (1) insert a new definition in clause 3(1) following the definition of “Synod” as follows –

“ “Synod Governance Policy” means the Governance Policy for Diocesan Organisations made by the Synod on 20 October 2014, as amended from time to time.”,

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- (2) delete the matter "Schedule" in clause 13(3) and insert instead the matter "Synod Governance Policy",
- (3) delete the full stop in clause 15(1)(j) and insert instead the matter ", or"
- (4) insert new clauses 15(1)(k)-(l) as follows –
 - “(k) fails to sign the Statement of Personal Faith set out in the Synod Governance Policy, or declares that he or she is no longer able to subscribe to the Statement, or
 - (l) fails to disclose his or her actual material conflict of interest in any matter brought for the consideration of the Corporation which, in the opinion of the Corporation, resulted in a resolution of the Corporation which would not have been made if the actual material conflict of interest had been disclosed, and the Corporation resolves by at least a three-quarters majority that the person’s membership should cease as a result of this failure.”,
- (5) insert a new clause 17(2) as follows and consequently renumber the existing text in clause 17 as clause 17(1) –
 - “(2) The Corporation must maintain records of applicable eligibility criteria for Corporation membership.”,
- (6) delete the full stop in clause 19(2) and insert instead the matter –

“, so long as this reappointment does not result in the member serving as Chair for more than 9 consecutive years.”,
- (7) insert a new clause 20(5) as follows –
 - “(5) The President may appoint a nominee to exercise these entitlements on his behalf.”, and
- (8) delete the Schedule in its entirety.

8. Amendments to the *Endowment of the See Corporation Ordinance 2019*

The *Endowment of the See Corporation Ordinance 2019* is amended as follows –

- (1) insert a new clause 4(2) as follows and consequently renumber the existing text in clause 4 as clause 4(1) –
 - “(2) In recognition that the Corporation is part of a network of parishes and organisations which is collectively seeking to advance the broader charitable purposes of the Diocese, the Corporation is permitted to pursue its purposes in a manner which advances the broader charitable purposes of the Diocese, including such purposes as are declared or recognised from time to time by the Synod.”, and
- (2) insert a new clause 10(2) as follows and consequently renumber the existing text in clause 10 as clause 10(1) –
 - “(2) A member is taken to act in good faith in the best interest of the Board and to further the purposes of the Corporation for the purposes of subclause 10(2)(b) if –
 - (a) the member acts in good faith in pursuing the purpose of the Corporation in a manner which advances the broader charitable purposes of the Diocese; and
 - (b) the Corporation is not insolvent at the time the member acts and does not become insolvent because of the member’s act.”.

I Certify that the Ordinance as printed is in accordance with the Ordinance as reported.

R TONG
Chair of Committee

I Certify that this Ordinance was passed by the Standing Committee of the Synod of the Diocese of Sydney on 7 March 2022.

D GLYNN
Secretary

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I Assent to this Ordinance.

KANISHKA RAFFEL
Archbishop of Sydney

07/03/2022