

# Sydney Anglican Services Group

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## Purpose

This Board Charter sets out the authority, responsibilities, membership and operation of the Board of Sydney Anglican Services, Sydney Anglican Loans and SDS Legal (together the **SAS Group**), including -

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

## Background

The organisations in the SAS Group are “stapled” through sharing a (largely) common board membership.

They are –

- Sydney Anglican Services (**SAS**) – constituted by the *Sydney Anglican Services Ordinance 2017 (SAS Ordinance)* and incorporated under the *Anglican Church of Australia (Bodies Corporate) Act 1938*<sup>1</sup>,
- Sydney Anglican Loans (**SAL**) – an unincorporated body constituted by the *Finance and Loans Board Ordinance 1957 (SAL Ordinance)*,
- SDS Legal – a company limited by guarantee under the *Corporations Act 2001*.

The purposes of these organisations are to advance the purposes of the Anglican Church in the Diocese of Sydney by –

- SAS – providing the Synod with the corporate capacity to regulate and support the central governance and administration of the affairs of the Diocese under the oversight of the Standing Committee,
- SAL – financing the activities of the Diocese without the necessity of executing formal securities, and
- SDS Legal – providing legal (and related) services to entities forming part of the Diocese, Anglican Entities outside the Diocese, and entities which are affiliated with the Diocese, and to do such things as are incidental or conducive to the attainment of these purposes, including making contributions or grants conducive to the attainment of these purposes.

For SAS and SAL, in pursuing their purposes, they must act in a manner which is consistent with the doctrine of the Diocese. Further, in recognition that they are part of a network of parishes and organisations which is collectively seeking to advance the broader charitable purposes of the Diocese, they are permitted to pursue their purposes in a manner which advances the broader charitable purposes of the Diocese.

In developing this Charter, consideration has been given to<sup>2</sup> –

- the governance standards applying to charities registered with the Australian Charities and Not-for-profits Commission (**ACNC**), and
- the Corporate Governance Principles and Recommendations published by the ASX Corporate Governance Council (**ASXCGC**), and
- the Australian Institute of Company Directors' (**AICD**) Not-for-Profit Governance Principles, and

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<sup>1</sup> Constituted by ordinance as Sydney Diocesan Secretariat on 30 July 1973, incorporated on 17 May 1974. The name change to Sydney Diocesan Services took effect on 18 February 2019. The further name change to Sydney Anglican Services took effect on 1 January 2025.

<sup>2</sup> SAS is registered with the ACNC as a charity for the advancement of religion. Whilst the ACNC Governance Standards do not apply to SAS as it is a Basic Religious Charity, SAS nonetheless seeks to comply with the Standards. Similarly, whilst SAS is not a listed entity it recognises that the Corporate Governance Principles and Recommendations of the ASXCGC reflect a contemporary view of appropriate corporate governance standards which are helpful to SAS in formulating its governance rules and practices.

- the Diocesan Governance Policy as amended by the Synod from time to time.

## **Roles and Responsibilities of the Board**

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

The Board is responsible for –

- providing leadership and setting the strategic objectives of the SAS group,
- overseeing management's implementation of the SAS's group's strategic objectives and its performance generally,
- monitoring the financial performance and operations of the SAS group, including approval of the annual financial statements,
- approving operating budgets and major capital expenditure,
- overseeing the integrity of the SAS group's accounting and corporate reporting systems, including the external audit,
- overseeing the SAS group's process for making timely and balanced disclosure of information to its stakeholders,
- ensuring that the SAS group has in place an appropriate risk management framework and setting the risk appetite within which the members expect the SAS group to operate,
- overseeing reporting requirements and membership of the Glebe Administration Board,
- appointing the Chief Executive Officer in accordance with the SAS Ordinance,
- delegating appropriate powers to the Chief Executive Officer (**CEO**) in accordance with each SAS group entity's ordinance or constitution, to ensure the effective and efficient day-to-day management of the business and monitoring the exercise of these powers,
- overseeing the remuneration, development and succession planning for the SAS CEO and senior management, and monitoring the appropriateness of people management systems,
- monitoring the effectiveness of the SAS group's governance practices,
- establishing and determining the powers and functions of the committees of the Board,
- overseeing the effectiveness of SAS's work health and safety systems for employees, contractors, customers and the community,
- setting, reviewing, and monitoring the SAS group's values and culture, and
- acting to protect and enhance the reputation of the SAS group.

### *Responsibilities of members*

In undertaking their responsibilities, each member must –

- exercise their powers and discharge their duties in pursuit of the organisation's charitable purposes, and in a manner which is consistent with the doctrine of the Diocese,
- exercise the powers and discharge the duties of the SAS group with the degree of care and diligence that a reasonable individual would exercise as a member,
- act in good faith,
- act honestly and fairly in the best interests of the SAS group and to further its purpose,
- not use their position as a member for an improper purpose or in a manner which is inconsistent with the purpose of the SAS group,
- maintain any confidentiality of information obtained in the performance of their duties as a member,
- not misuse information obtained in the performance of their duties as a member for an improper purpose or in a manner which is inconsistent with the purpose of the SAS group,
- exercise their powers and discharge their duties so that the financial affairs of the SAS group are managed in a responsible manner,

- act with objectivity, collegiality and respect, in accordance with the SAS group's values,
- comply with any codes, policies, or this charter that are applicable to the SAS group,
- not allow the SAS group to operate while insolvent,
- 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, and
- prepare well for meetings .

## Relationship to the Archbishop

Under the SAS and SAL Ordinances, the Archbishop is the Visitor of SAS and SAL.

The Visitor may attend any meeting of SAS and SAL and may address SAS or SAL on any pastoral or policy issue concerning the Anglican Church of Australia as it applies to SAS or SAL, including the appointment of the CEO.

If the Visitor requests, the Secretary will send him a copy of the agenda for the meeting of SAS or SAL referred to in the request.

The Visitor is not a member of SAS or SAL, and so is not entitled to vote on any question of proposal being considered by SAS or SAL.

## Relationship to the Standing Committee

The SAS Group 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 SAS Ordinance, SAS will –

- report to the Standing Committee from time to time about the affairs of the SAS Group (including for this purpose the affairs of the GAB) and is to cause minutes of its meetings to be tabled at a meeting of the Standing Committee at least once every quarter,
- provide the Standing Committee with such information regarding the affairs of the SAS Group as the Standing Committee may require from time to time, and
- answer any question on any matter relating to the affairs of the SAS Group asked by any member of the Standing Committee and which has been referred to SAS by the Secretary of the Standing Committee.

SAS has agreed that the reports to the Standing Committee concerning the financial performance of SAS be based on the latest management reports, subject to the reports being circulated to SAS members in advance of being provided to the Standing Committee. The CEO's non-financial reports are also made available to members.

Under the *Accounts, Audits and Annual Reports Ordinance 1995*, SAS and SAL are required to submit an annual report to Synod for tabling, and take reasonable steps to provide ensure that the report is accurate, complete and provided on a timely basis.

### *Notifiable events*

SAS and SAL must also promptly advise Standing Committee of –

- (a) any failure to comply with -
  - a. applicable governance standard or requirement, or any financial or prudential reporting requirement, of any government authority (other than the ACNC) likely to lead to loss of any licence or approval required to conduct current activities, or

- b. the financial or other covenants under any agreement with a bank or other financial institution for the provision of financial accommodation in excess of \$10,000,000 likely to lead to the early termination of such financial accommodation, or
- (b) any event or circumstance which may result in SAS or SAL (or any member) being indicted in relation to the alleged commission of an offence under any law punishable on conviction by a penalty that may include imprisonment for a maximum period of 3 months or more (if the offence involves fraud or dishonesty), or any other case, 12 months or more.

## **Board Size and Composition**

### *Membership of SAS*

Under the SAS Ordinance, the Board of SAS consists of eight members elected by the Standing Committee and one member appointed by the Archbishop. Members of the SAS Board are ex-officio members of the SAL and SDS Legal boards.

In addition, if there is no member of the SAS board qualified and willing to act as the authorised principal of SDS Legal, SAS is to appoint one additional person who is qualified and willing to act as a director of SDS Legal.

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

The members elected by Standing Committee are to comprise of the following –

- (a) five members are to be members of Standing Committee, and
- (b) two members are to be ordained clergy licensed in the Diocese of Sydney or persons with at least a three-year degree from Moore Theological College or another college that is endorsed by the Archbishop.

### *Appointment of Members*

It is intended that the Board comprise members with a broad range of skills, diversity, expertise, gender balance and experience from a range of backgrounds. Members elected or appointed must be of Christian faith and character, attend regularly and be actively involved in a Bible-based church.

SAS advises the Standing Committee about the preferred skills and experience of candidates to fill vacancies in the office of member.

The Standing Committee may appoint a person as a member notwithstanding the person has not been recommended by SAS to the Standing Committee as a potential candidate.

### *Independence of members*

No member of SAS is an employee of SAS. However any additional person appointed as a director of SDS Legal who is qualified to act as the authorised principal may be an employee of SAS.

Each member of SAS 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 SAS.

SAS will maintain records of applicable eligibility criteria for board membership and conflicts of interest disclosed by members of organisations of the SAS Group.

### *Personal Statement and Commitment to Organisational Faithfulness*

Every member must sign the Personal Statement and Commitment to Organisational Faithfulness in the form required from time to time by the Synod's Diocesan Governance Policy and deliver it to the Chair of SAS Secretary within 4 weeks of the date of that person's election or appointment. If a person fails to do so, the person is disqualified from being, and automatically ceases to be, a member.

### *Safe Ministry training*

As SAS does not work with children or teenagers, board members are not required to undertake Safe Ministry training.

### *Ministry Standards*

Members who are church workers (within the meaning of the *Ministry Standards Ordinance 2017* must not engage in misconduct within the meaning of the *Ministry Standards Ordinance 2017*.

### *Term of office*

A member of SAS holds office for a term of up to three years.

Eligible members may offer themselves for re-election by the Standing Committee. SAS makes recommendations concerning the re-election of any members by the Standing Committee. A person is not eligible to be re-elected or re-appointed as a member if such re-election or re-appointment would result in that person being a member of SAS for a continuous period of 12 years or more.

## **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 Chair will be elected by the Board members by consensus. If a vote is required, the vote will be by secret ballot. The election is to be for a term which ends on the first to occur of –

- the date the Chair ceases to be a member,
- 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 is eligible for re-appointment for further terms (up to a total period 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 through the CEO,
- together with the CEO, 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 the CEO,
- 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.

## **Role of the Secretary**

The members are to appoint a person 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 SAS group.

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.

## **Board and Management Interface**

The CEO is responsible to the Board for –

- the implementation of the strategy, policies and decisions of the Board,
- operating within the risk appetite approved by the Board, and
- providing the Board with timely, accurate and clear information to enable the Board to perform its responsibilities.

Communication between the Board and management will usually be through the CEO. The Chair may seek clarification regarding information provided to the Board, or about the SAS group generally, from the CEO 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 the CEO. Urgent matters arising between meetings will be considered by the Chair and CEO to determine how the matter will be handled.

The SAS Executive Team and other managers authorised by the CEO will be given access to the agenda and minutes of the SAS group (after approval of those documents by the Chair). Certain items may be withheld from management at the discretion of the Chair.

## **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, Finance and Risk, and
- Nomination and Remuneration.

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

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. Any Committee must be chaired by a member of SAS and report the exercise of its delegated functions to the next board meeting.

### *Delegation of authority*

The Board has delegated to the CEO, and through the CEO to other staff of the SAS group, responsibility for the day to day management of the business of the SAS group. The scope of that delegated authority, and the limits on that authority, is documented and reviewed periodically by the Board.

A Power of Attorney for SAS will be approved to facilitate the signing of legal documentation between meetings of SAS.

### *Powers reserved for the Board*

Matters which are specifically reserved for the Board (and cannot be delegated) are –

- appointment and removal of the Chair of the Board,
- appointment and removal of the Chief Executive Officer,
- establishment of Board Committees, their membership, Charters and delegated authorities,
- review of corporate governance principles, policies and related public documents,
- approval of all Delegation of Authority policies and procedures, and Powers of Attorney,
- any changes to the authority delegated to the Chief Executive Officer by the Board,
- approval of the SAS group's annual budget,
- approval of expenditure in excess of the monetary authority levels delegated to management,
- the remuneration of the Chief Executive Officer, and
- any other specific matters nominated by the Board from time to time and listed in the *Internal Delegations Document*.

## **Conduct of Board Meetings**

The Board of SAS meets as required but will usually meet six times each year (with SAL and SDS Legal meetings scheduled during the SAS Board's meeting time), on Wednesday afternoons commencing at 4 pm. Members are expected to attend for the full meeting. Attendance can be via electronic means by prior arrangement with the Secretary.

The CEO and 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 CEO prior to the meeting.

At each meeting, there is the opportunity for members of SAS to discuss matters in-camera, in the absence of the CEO and other staff members.

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

The agenda and papers for each meeting will be provided to members at least four 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. The Chair may, at their discretion, or on the request of any two members, put a matter to a vote.

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

Minutes will be recorded as made by the SAS Group. Where a specific SAS Group entity makes a decision, it will be noted in the minutes that the specific entity has made the decision.

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

## **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 SAS group and any current issues before the Board. SAS has a Member Induction Procedure which describes the induction program.

### *Learning & Development*

SAS 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. SAS has a Member Learning & Development Policy which describes how SAS will provide support to members in undertaking learning and development.

## **Conflicts of Interest**

### *Conflicts of interest*

The SAS group's *Conflict of Interest Policy* provides guidelines for recognising and managing conflicts of interest of members. It 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 SAS up to date, and
- once the conflict has been appropriately disclosed, the members who do not have a conflict of interest in the matter are to decide whether or not the matter is a conflict of interest for the purposes of this policy, and if so, whether the conflicted member should be precluded from –
  - voting on the matter,
  - participating in any discussion, and/or
  - being present in the room during consideration of the matter..

### *Access to information and advice*

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

SAS and each member may enter into a Deed of Indemnity, Access and Confidentiality.

## **Performance Assessment**

The Board, through the Nomination and Remuneration 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, commencing from 2020.

## **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.

<b>Adopted by the Board</b>	19 February 2025
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