



Uniting Church in Australia
ASSEMBLY
Assembly Standing Committee

21-23 July 2023

DOCUMENT 17

Title	Review of Agency Governance Documents
Type of Paper (Information/Decision)	For information and decision
Assembly or ASC Minute	22.67.03 request the General Secretary to bring together a small group of Assembly Standing Committee members to prepare a paper on the governance documents of all Assembly agencies, to inform a discussion of the Assembly Standing Committee on its governance and oversight responsibilities of Assembly Agencies, and to report to the July 2023 meeting of the Assembly Standing Committee.
Consultation	
Purpose	See ASC minute above.
Rationale & Findings Summary	See report
Attachments	Attachment A: Assembly Governance Arrangements – November 2022 (Please note there have been some changes since this was developed) The documents referred to in this report are available on the ASC portal for members in the Resources Folder.
Proposal/s	That the Assembly Standing Committee: 1. Receive the report
Submitted by	Colleen Geyer (colleeng@nat.uca.org ; 0411 333 167) Stuart Woodward Richard La'Brooy

Agency Governance Documents Overview

At the March 2023 meeting, the ASC considered the governance arrangements between the ASC and Assembly Agencies, in particular in its discussions regarding UnitingWorld and redress for Croker Island.

The ASC at that meeting made the following resolution:

22.67.03 request the General Secretary to bring together a small group of Assembly Standing Committee members to prepare a paper on the governance documents of all Assembly agencies, to inform a discussion of the Assembly Standing Committee on its governance and oversight responsibilities of Assembly Agencies, and to report to the July 2023 meeting of the Assembly Standing Committee.

The General Secretary, Stuart Woodward and Richard La'Brooy met to carry out an initial review of the governance documents of Assembly Agencies.

Governance documents of Assembly Agencies, indicate that generally the ASC:

- Establishes the Agency (and can dissolve/wind up the Agency)
- Appoints Chair (and can dismiss Chair)
- Appoints Board members (noting some UnitingCare Australia members are Synod appointees) and fills casual vacancies
- Can dismiss Board members
- Has direct representation on Boards via Assembly General Secretary
- Appoints / dismisses National Directors
- Sets Assembly level policies etc
- Sets Assembly vision, priorities etc
- Approves / amends governance documents - mandate / charter / constitution etc
- Sets Board remuneration if / as appropriate as per the Assembly policy
- Approves financial budgets upon recommendation of Agency Boards and AFARC
- Monitors Agency performance (with assistance from AFARC) - receives reports (at least annually) from the Agency; meets regularly with Chair and National Director

AFARC also provides the opportunity of establishing a Memorandum of Understanding between itself and an Agency Board to clarify responsibilities regarding finances and budgeting. UnitingCare Australia has developed one of these in consultation with AFARC.

The group undertook a scan of all governance documents relating to Assembly Agencies. The following table sets out an overview of governance arrangements for Assembly Agencies, and includes information taken directly from the governance documents of the Agencies. (The governance documents for Assembly Agencies are available on the ASC portal.)

Category	Frontier Services	UnitingCare Australia	UnitingWorld
General			
Governance Documents	Constitution Board Governance Policy & Procedures Manual Frontier Services Mandate	UnitingCare Australia Charter UnitingCare Australia Mandate	UnitingWorld Constitution UnitingWorld Mandate
Date approved by ASC	November 2019	November 2018	November 2019
PBI/DGR status	Yes	No	Yes
ABN	Yes	No	Yes
Board Membership			
Chair (appointment date)	Lisa Sampson (2021)	Geoff Batkin (2021)	Steve Bevis (2023)
Number Board members	9 inclusive of Chair AGS ex-officio	12 members inclusive of Chair, National Director and AGS	12 members (maximum) inclusive of Chair

			AGS and National Director (ex-officio)
Tenure	3 years Not eligible after 3 successive terms of 3 years	3 years Not eligible after 3 successive terms of 3 years	3 years Not eligible after 3 successive terms of 3 years
Specific requirements	At least 50% of members shall be UCA members	One board member appointed by Assembly Standing Committee on recommendation from each Synod using such process as each Synod may determine	At least three quarters of the board members are members of the Uniting Church in Australia; and No more than half of the board members are currently employed by or receive a stipend from the Uniting Church in Australia.
Board Committees	Finance Committee Development Committee	Nominations Committee	International Programs Committee Finance Audit & Risk Committee
Remuneration	No	Board members may be remunerated following approval of ASC	No
Board delegated responsibilities			
Responsibilities	<p>Within the broad parameters established by the Assembly or its Assembly Standing Committee, the Board will be responsible and will make provision for all matters pertaining to the governance of Frontier Services including:</p> <p>Ensure that the Objects in Clause 4* are being fulfilled;</p> <p>Engage in theological reflection on the life and mission of Frontier Services;</p> <p>10.3 Establish and review the strategic goals and directions of Frontier Services;</p> <p>Ensure the overall performance of Frontier Services meets established objectives of service delivery, quality assurance and management practice;</p> <p>Ensure the financial integrity of Frontier Services, establishing key financial objectives and ensuring that appropriate financial and audit processes are in place;</p> <p>Ensure legislative compliance and high ethical standards of operation;</p> <p>Ensure appropriate risk management strategies are in place;</p>	<p>The Board's function includes:</p> <p>a. strategic leadership in accordance with the UCA mission;</p> <p>b. monitoring the implementation of strategy and decisions of the Board;</p> <p>c. oversight of the management of the finances and resources;</p> <p>d. monitoring risk and compliance; and</p> <p>e. oversight of performance.</p>	<p>The board is responsible for the governance, business and affairs of the organisation and may exercise all the powers of the organisation which are delegated to the board by the Assembly Standing Committee.</p> <p>In exercising their powers and duties under rule 5.9(a)*, the board must:</p> <p>(i) ensure that the organisation's activities are conducted in accordance with the practices, vision and strategic priorities of the Uniting Church in Australia; and</p> <p>(ii) be supportive of the mission and values of the Uniting Church in Australia</p>

	<p>Encourage effective communication between Frontier Services and all its stakeholders and actively seek to promote the purpose and vision and assist the fundraising and public relations efforts of Frontier Services;</p> <p>Participate significantly in the selection of the National Director for Frontier Services and carry out regular performance reviews of these persons;</p> <p>Provide support and encouragement to the National Director and affirm and encourage all Frontier Services staff;</p> <p>Maintain an overview of life and issues in remote Australia and within the Uniting Church to reflect on the place of each within the other.</p> <p>Heed, respect and act accordingly to the Assembly 's policies and follow the guidance of the Assembly entities such as the Assembly Finance, Audit and Risk Committee and the Assembly Investments Committee.</p> <p>Oversee the John Flynn Foundation and to approve each appointment of a trustee to the Board of Trustees of the John Flynn Foundation from time to time and to receive reports from the Trustees on a regular basis as to its fundraising and general operation</p>		
Oversight of the ASC			
Powers reserved to ASC	The control of Frontier Services is subject to the authority of the Assembly of the Uniting Church in Australia.	UnitingCare Australia is not a separate legal entity but a part of the Assembly which has authorised the legal entity UCA Assembly Ltd to act in a trustee capacity. Its decision making power is derived from the authority it is granted by the	<p>Board members The Assembly Standing Committee may remove a board member from the office of Chairperson and Deputy Chairperson at any time</p> <p>National Director</p>

	<p>Constitution may be amended by the Assembly or the Assembly Standing Committee pursuant to the Regulations of the Uniting Church in Australia.</p> <p>Dissolution of Frontier Services</p>	<p>Assembly under its Mandate and decisions made by UnitingCare Australia must be in furtherance of the purpose established under the Mandate. To the extent that decisions are required to be exercised through UCA Assembly Ltd, then formal written delegations will be approved by the board of UCA Assembly Ltd for this purpose.</p> <p>Dissolution of UnitingCare Australia</p>	<p>(a) The Assembly Standing Committee may appoint a person to the position of National Director.</p> <p>(b) The appointment of a National Director may be for the period, at the remuneration and on the conditions the Assembly Standing Committee thinks fit.</p> <p>(c) The Assembly Standing Committee may:</p> <p>(i) confer on a National Director the powers, discretions and duties as they think fit;</p> <p>(ii) withdraw, suspend or vary any of the powers, discretions and duties conferred on a National Director; and</p> <p>(iii) authorise a National Director to delegate all or any of the powers, discretions and duties conferred on the National Director.</p> <p>If UnitingWorld is wound up, the decision as to which Eligible Recipient is (or which Eligible Recipients are) to be given the Surplus Assets under rule 7(b) is to be determined:</p> <p>(i) by a resolution of the Assembly Standing Committee at or before the winding up or dissolution of the organisation; or</p> <p>(ii) if no such resolution is passed, by the Supreme</p>
Approval of budgets	Yes, following approval by the Board	Yes, following approval by the Board	Yes, following approval by the Board
Reporting requirements	Board reports annually to ASC	Board reports annually to ASC	Board reports annually to ASC
Board membership	Assembly Appoints Chair ASC appoints Board Members	Assembly appoints Chair ASC appoints Board Members other than those appointed by Synods	Assembly appoints Chair ASC appoints Board Members
National Director	Appoints National Director	Appoints National Director	Appoints National Director

**Please refer to governance documents in ASC Portal for wording of these points*

Questions for small group discussion:

- What other information would be helpful for the ASC to have regarding governance arrangements relating to Assembly Agencies?
- Is there any further work to be done?

Following discussion at ASC, any next steps required can be identified.