



#realunitingchurch

Proposal 2

Queensland Synod Governance Structure Changes

That the Synod:

Approve the following actions with respect to the governance structure of the Queensland Synod:

1. Disband the Legal Reference Committee
2. Create two new committees of the SSC:
 - a) Remuneration and Nomination Committee
 - b) Audit and Risk Committee
3. Disband the Governance Nomination Remuneration Committee

Rationale

The current governance structure of the church in Queensland reflects a high reliance on committees, boards and commissions to give effect to the broad responsibilities of the Synod.

This practice has confused the fact that the Synod is the council of the church that ultimately holds the responsibility for giving effect to general oversight, direction and administration of the church's worship, witness and service in its bounds (Paragraph 32 of the Constitution). The Regulations specify to some extent how this is to be done in relation to mission, theological and ministerial education, and resource management. However, the Queensland By-laws have been used to create bodies in order to manage perceived governance gaps. This has resulted in an inconsistent mixture of governance standards, functions and expectations.

This proposal provides clear and unambiguous reporting lines and authorities back to the Synod and the Synod Standing Committee. The proposal does not offend the church's regulatory, conciliar or governance framework as outlined in the Constitution and the Regulations, nor does it impact on the operations of the other councils of the church, namely the Assembly, Presbyteries and Church Councils.

Upon approval of the proposed structure, the Synod Standing Committee will amend the By-Laws as required to give effect to the changes.

Background

The proposal emerges from a review conducted early in 2017 into the By-Laws to assist the Standing Committee to determine what governance model could best provide support to the Synod.

The consultant's brief for this review was to:

1. decide what governance model is appropriate for a medium sized organisation such as the Synod that has multiple stakeholders in a complex environment and in a dynamic and changing world
2. recommend how to best utilise the people and organisational resources available to the Synod, particularly in the various boards, committees, commissions and councils in a way that makes sense within the model.

The consultant's report was presented to the Synod Standing Committee (SSC) at their 4 May 2017 meeting and it was broadly agreed that the key recommendations of the consultant's report were to change the By-Laws in order to:

1. Align the by-laws structure to a governance hierarchy
2. Devolve operational matters to management, with boards, committees and commissions focussing on strategy, risk management and performance monitoring
3. Assess the skills base of boards, committees and commissions.

To implement the recommended changes, a three stage approach was adopted:

- Tranche 1: some operational changes were effected immediately;

- Tranche 2: other matters to be brought to 33rd Synod in Session as proposals; and
- Tranche 3: a consultation process for the remaining matters will occur over the course of the 12 months past the 33rd Synod in Session.

The **Tranche 1 changes** were implemented in July 2017 and included:

- New by-law section for consistent meeting protocols, applying to all Synod boards, committees and commissions. All boards, committees and commissions affected by this change have been notified of the changes.
- New by-laws were added to clarify the functions of the Synod Office and Synod Property Officer
- Operational elements of the by-laws were removed, including:
 - Moderator provisions removed – these are now contained in call documents
 - General Secretary duties and responsibilities abridged – these are now contained in position description
 - Provisions relating to Synod Support Services and The Department of Finance and Property Services were removed – these functions are now consistent with the Regulations and sit within the responsibility of the General Secretary
 - Detail on Ministry Housing removed – these are now contained in the Ministry Agent Housing Policy
- Enhanced functions / powers for the Schools and Residential Colleges Commission, including risk oversight.
- The Synod Theology and Worship Committee was removed. That committee had not been active in some time and it was considered that the functions defined by the by-laws for this committee would neatly fit within the remit of Trinity College Queensland.
- Deletion of narrative repetitions of existing sections of the Act, Constitution and Regulations
- Deletion of various definitions considered no longer relevant (community service, institution, program, secretary, service centre, service group)
- Deletion of example boxes contained in the current by-laws which were not considered necessary (e.g. existing by-law Q2.3.4(4), definition for Governing Body)
- Renumbering and other minor mechanical changes

The **Tranche 2 proposals** are being put to this 33rd Synod. As outlined the changes focus on clarifying the current governance structure to more appropriately resource the activities of the Synod.

The proposed model recognises the SSC as the proper governance body of the Synod, with two committees, being a Remuneration and Nomination Committee and an Audit and Risk Committee. These two committees will be tasked to provide accurate, timely, strategic and best practice policy advice to the SSC. Matters that are operational in nature will be devolved to the Synod Office.

The detail behind the proposals is as follows:

1. Disband the Legal Reference Committee (LRC)
The Queensland Synod LRC was created to manage risk around the preparation of our governing documents. They have provided a strong and important role over many years and this proposal does not intend to dismiss the value that the members of the LRC have provided to the Synod over the years.

The current duties of the LRC are to “assist the Synod in matters of drafting, checking and interpretation of By-Laws, Constitutions and other governing documents.”

Given the recent enhanced legal and governance function, in-house skills are now available to undertake the work defined by the current By-laws for the LRC. More particular and advanced matters are briefed to legal firms as required. Any matter that involves a question of interpretation of the Constitution or Regulation is routinely referred to the Assembly LRC which is constituted under Regulation.

It is considered that this risk is adequately managed through these systems and the Synod LRC is no longer required to ensure the adequate checking of governing documents.

| Benefits | Risk |
|---|--|
| Governance capacity is grown and enhanced at the Synod office level. | Assembly LRC may not respond with timeliness required for more complex matters. |
| In-house knowledge can be brought to bear across a range of legal and governance needs. | Competing work priorities of Synod Office staff may not allow adequate turnaround of requests. |

2. Create two new committees of the SSC:
 - a) Remuneration and Nomination Committee (RNC)
To support the SSC in their remuneration and nomination functions across the whole Church in Queensland, including all Synod boards, committees and commissions
 - b) Audit and Risk Committee
To appropriately support the SSC in their risk management functions across the whole Church in Queensland

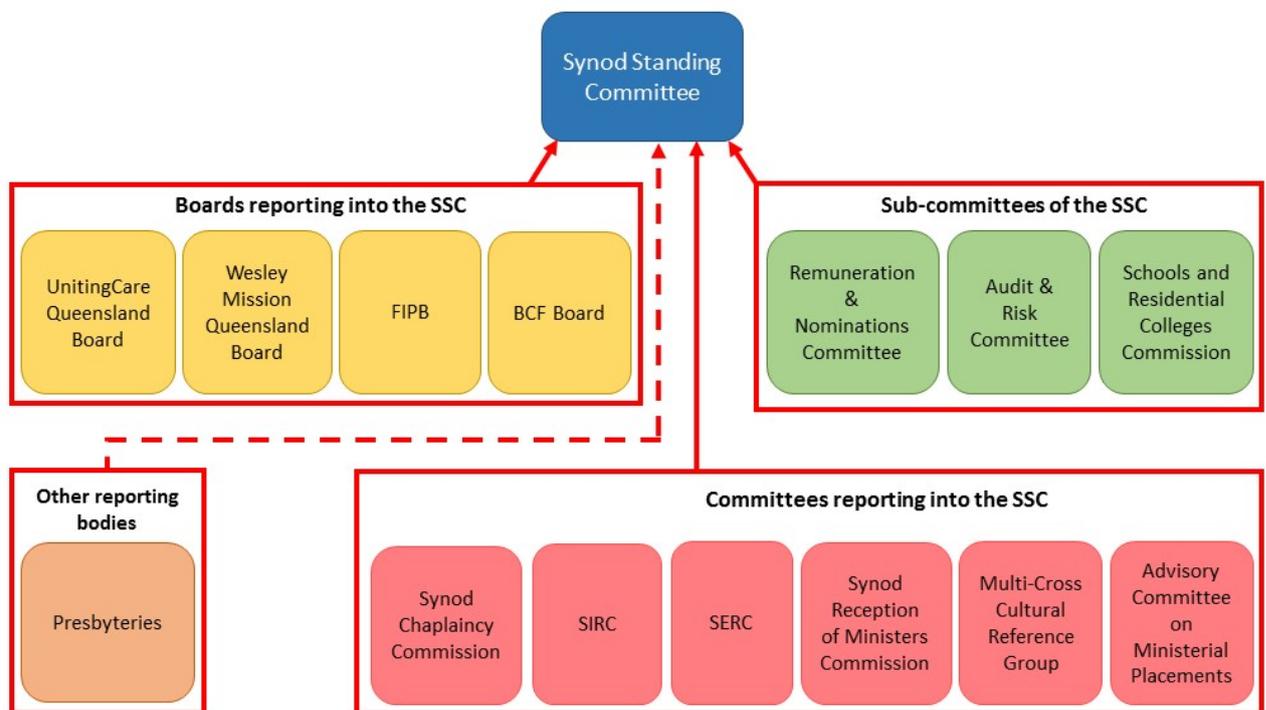
| Benefits | Risk |
|--|--|
| Audit and Risk – Renewed focus and prioritisation of risk management at an enterprise level. | The SSC fails to properly engage with their responsibility to manage risk. |
| RNC – a well-resourced body advising on best practice in the remuneration and nomination area. | The RNC might see itself as a quasi HR function rather than a committee with specific governance responsibilities. |
| Clear and targeted responsibilities for committees to enable more strategic advice at a Synod level. | The committees become too operational and fail to properly resource the level of information required at SSC. |

3. Disband the Governance Nomination Remuneration Committee (GNRC)
Subject to agreement to the proposed new governance structure, the GNRC responsibilities would be subsumed by the new Remuneration and Nominations Committee, and the governance responsibilities would form part of the SSC responsibilities with support from the Synod Office. As such, the by-laws relating to the GNRC would be deleted and included as part of the new by-laws for the Audit and Risk Committee or into operational roles of Synod Office staff.

| Benefits | Risk |
|--|---|
| Escalation of governance as an overarching responsibility of the SSC. | Focus on governance may be reduced due to competing priorities of the SSC on risk and strategy. |
| Clearer roles and responsibilities of the proposed two new committees will lessen the likelihood of time being spent on operational matters. | |

The proposed governance structure would look as follows:

Proposed Governance Structure – Tranche 2



Tranche 3 proposals will be contained in a discussion paper to be produced after the 33rd Synod in Session and are not considered in this proposal. Recommendations from the SSC will only be made after adequate consultation on these issues. Examples of some of the issues to be considered in the discussion paper are:

- appropriate oversight and governance of schools in light of current strategic work being undertaken in this space
- governance of Synod boards, committees and commissions more generally, including composition, skills base, level of lay membership, size of the SSC, and the ex-officio roles of the Moderator
- more frequent and shorter meetings of Synod in Session

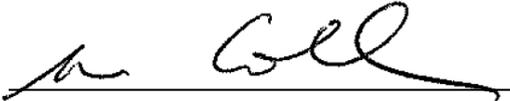
- composition and appointment of FIPB and subject to agreement to the proposed new governance structure, removal of the risk and audit elements of the FIPB by-law functions (moved to the new by-laws for the Audit and Risk Committee)
 - implications of the Review of Ministerial Payments and Benefits on the Ministry sections of the by-laws.
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Proposers

A proposal from one of Synod's reporting bodies (committee, board, presbytery, task group) should be submitted and signed by an authorised officer of the body

Name: Mr Ralph Collins, Member – Synod Standing Committee

Email: ralphcol@bigpond.net.au phone: 0411 020 529

Signature: 

Name: Mr John Lister, Member – Synod Standing Committee

Email: john.lister@jonel.com.au phone: 0447 564 477

Signature: 