



## Governance, Nominations and Remuneration Committee Charter

This Charter has been established by Synod Standing Committee (SSC) of the Uniting Church in Australia (UCA), Synod of New South Wales and the ACT Synod (Synod) to provide governance support to Synod entities through the enactment of effective, consistent and context-appropriate processes and practices. It is to be read in light of UCA polity and the Synod's determination in 2011 to move to flexible structures for Mission and Ministry areas with governance processes appropriate to each context.

### 1. OBJECTIVES

The Synod Governance, Nominations & Remuneration Committee (GNRC) has been created to develop, support and propagate the implementation of sound, consistent and context appropriate governance, nominations and remuneration policies and decision making across Synod entities, through:

- a) highlighting potential areas of consistency in governance processes and improving policy and performance review processes;
- b) strengthening the composition of Synod entity Boards and Committees through co-ordinated nominations processes that identify, evaluate and appoint members drawn from within the Church as well as the wider community who have the appropriate range and balance of the gifts, skills and experience as well as the capacity and inclination to appreciate and give force to the vision and polity of the Church as a whole;
- c) promoting good practice and process such that the Church's call to be a body within which the diverse gifts of its members are used for the building up of the whole, and an instrument through which Christ may work and bear witnesses to himself (paragraph 3 Basis of Union) extends to those in 'governing' positions;
- d) optimising the effectiveness of Synod entity Boards and Committees by minimising unnecessary and unproductive duplicated effort and encouraging quality assurance through improved governance 'checks and balances'.

## 2. FUNCTIONS

GNRC shall be an advisory body with accountability to report to and advise SSC. Other than as specifically approved, it shall have no standing delegations but will carry the authority of SSC in the execution of its responsibilities.

### 2.1 The **governance** functions of the GNRC are to:

- a) provide advice and assurance to the Synod Standing Committee (SSC) as to governance matters generally;
- b) work with the Governing Bodies within the Synod to understand and review incumbent governance, nominations and remuneration practices and policies and to identify the manner in which they can be made both more effective as well as more consistent amongst Governing Bodies;
- c) develop (and/or refine) Synod wide governance policies including but not restricted to Governing Body composition, the effective conduct of meetings, decision making processes; management of conflict of interest;
- d) provide advice and (non-financial) support where appropriate, to assist Governing Bodies to refine and modify governance policies and processes as may be approved by SSC from time to time; and
- e) oversight the conduct of performance evaluations of Synod Governing Bodies.

### 2.2 The **nomination** functions of the GNRC are to:

- a) develop consistent policies and procedures for approval by SSC in relation to the recruitment, selection, appointment and induction of persons to serve as members of Governing Bodies (including the GNRC itself);
- b) to ensure that all nominations for appointment meet the Synod's reasonable expectations re candidate's suitability and fitness for the role and general propriety ('Fit and Proper');
- c) co-ordinate the process through which nominations to Governing Bodies are brought to the Synod (or SSC) meeting for consideration;
- d) implement policies and procedures approved by SSC;
- e) provide advice and (non-financial) support, where required, to assist Governing Bodies to refine and modify nominations policies and processes as may be approved by SSC from time to time;
- f) where requested by SSC or by a Governing Body, act as the nominations committee or provide direct support to the incumbent nominations committee regarding an appointment to or by that Governing Body;
- g) to the extent possible identify and encourage a pool of potential Board/Committee members prospectively suitable for consideration, along with others for subsequent appointments to Governing Bodies.

**2.3** The **remuneration** functions of the GNRC are to:

- a) develop consistent high level policies and procedures in relation to:
  - (i) remuneration processes and frameworks for Synod Boards (as may be thought appropriate) as well as the most 'senior' members of the Synod including the Moderator, General Secretary, Associate Secretary and Executive Directors of whom? – 'generally' is too broad;
  - (ii) the basis for reviewing ministerial stipends and allowances;
- b) implement policies and procedures as approved by SSC;
- c) provide advice and (non-financial) support, where required, to assist Governing Bodies to refine and modify remuneration policies and processes as may be approved by SSC from time to time.

**2.4** Perform such other functions as may be delegated to it from time to time by the Synod or by the SSC.

### **3. TERMS OF APPOINTMENT AND COMPOSITION OF GNRC**

#### **3.1 Membership**

The GNRC shall consist of:

- a) chairperson appointed by the SSC;
- b) the General Secretary - ex officio member; and
- c) a minimum five (5) and no more than seven (7) other persons (who are not members of the SSC) appointed by the SSC as general members.

A quorum for a meeting of the GNRC shall be the nearest whole number above 50% of the total membership, or 5 people, whichever is the greater.

#### **3.2 Appointment of chairperson**

- 3.2.1 In the case of the appointment of the inaugural GNRC chairperson, the term of appointment shall be from the date of the appointment until the close of the second Synod meeting subsequent to the appointment.
- 3.2.2 The chairperson shall be eligible for reappointment by the SSC at the expiry of each such term of appointment, provided that there shall be a maximum of 3 consecutive terms of three years (or 9 years in total) as Chairperson or as a member of the Committee. In the event of a casual vacancy arising in the office of the chairperson, the SSC may, subject to abiding by the GNRC selection and appointment principles set out in clauses 3.2.1, fill the casual vacancy until the next Synod in Session.
- 3.2.3 The Chairperson must be capable of sustaining a high level of confidence and respect amongst the Governing Bodies and stakeholders affected by the decisions of the GNRC; and

3.2.4 The Chairperson will, by virtue of their appointment have a standing invitation to attend, speak but not vote at SSC meetings. In addition the Chair shall be added to the list of ex-officio members of the Synod in Session.

### **3.3 Appointment of general members**

The SSC shall, when appointing each general member, specify the term of office for the appointment, provided that each term of appointment must not exceed three (3) years. A member will be eligible for reappointment at the expiry of the term of their appointment, provided that no person may serve for more than nine (9) consecutive years as a member of the GNRC.

### **3.4 GNRC selection and appointment principles**

3.4.1 When selecting and appointing the chairperson and the general members, the SSC shall adhere to the nominations policies and processes as outlined in this Charter.

3.4.2 In addition, the SSC shall, when selecting and appointing the chairperson and the general members of the GNRC, strive to achieve and maintain an appropriate range and balance of members from the wider Uniting Church with gifts, skills and experience drawn from the following areas:

- a) Contemporary governance experience (the chairperson and all members of the GNRC are expected to possess this attribute);
- b) legal skills and experience;
- c) talent identification and recruitment;
- d) senior management experience;
- e) networking capabilities;
- f) high order communication skills;
- g) whole of church perspectives;
- h) the capacity for theological reflection; and
- i) pastoral awareness and sensitivity.

The GRNC should be constituted with a majority of lay members.

GRNC members should not hold governance responsibilities with other Synod Governing Bodies or be paid employees of the Synod church (other than by way of stipend).

SSC may however, in circumstances where a prospective GRNC member is discerned to possess the appropriate gifts, skills and experience but does not accord with the above mentioned restriction, continue to make the appointment providing there is a clear understanding by the appointee of the necessity for compliance with the conflict of interest provisions.

In exceptional circumstances up to two (2) non Uniting Church members may be appointed to ensure there is an adequate spectrum of skills and experience within the Committee.

### **3.5 Induction**

New Committee members will be provided with a copy of this charter, and such written and oral information as to ensure an adequate understanding of the Synod and its entities.

### **3.6 Conflict of Interest**

Where a matter arises in which a member of the Committee has or may have a material personal interest in an issue affecting the Committee's business or functions, the member will, at the first possible opportunity after becoming aware of the situation, advise the Chairperson or in the case of the Chairperson, the General Secretary and declare the interest at any meeting of the Committee at which the matter may be discussed. Permanent conflicts will be records in a Committee Register. Other conflicts will be recorded in meeting minutes as declared.

### **3.7 Termination of membership**

The Moderator shall, with the approval of the Synod or SSC, have the power at any time and without giving reason for so doing to terminate the membership of any member by giving written notice of termination to the member.

## **4 MEETINGS**

The GNRC must meet as frequently as necessary to carry out its role and not less than 6 times per calendar year.

## **5 INVITEES**

The GNRC may invite such other persons with appropriate qualifications, expertise and skills to attend GNRC meetings as it regards appropriate, including a theological listener.

## **6 ADMINISTRATION, SUPPORT AND PROCEDURE**

### **6.1 Administration and Support**

6.1.1 The GNRC shall develop an annual budget which will be approved by the SSC.

6.1.2 The GNRC has the power to engage external professional advisers and seek other advice and assistance as it may reasonably require to assist in the discharge of its functions under these By-laws.

### **6.2 Procedure**

6.2.1 Minutes of all meetings shall be recoded and held by the General Secretary.

### **6.3 Reporting**

6.3.1 The GNRC shall report to SSC as well as each Synod meeting.

### **6.4 Annual Review of GNRC**

6.4.1 The General Secretary will facilitate an evaluation of the composition and effectiveness of GNRC at least once every 18 months (i.e. in the period between Synod meetings) year.

6.4.2 This Charter will be reviewed by the GNRC immediately following the evaluation of its composition and effectiveness and any changes shall be recommended to SSC for consideration and approval.

6.4.3 Nothing in this Charter prevents the SSC from reviewing and amending the Charter as and when it considers necessary.

## **7 APPROVAL OF THE CHARTER**

This Charter was approved by the Synod Standing Committee on [insert date] 2014.

## **8 DEFINITIONS**

Governing Body: All Synod Boards Committees and other leadership or governance bodies of the Synod as shall be proscribed by SSC from time to time – recognising that SSC may elect to excise the work of some (advisory) committee from the oversight of GRNC.