



# Uniting Church, Synod of South Australia Governance Relationships with Agencies and Associated Organisations

## Strategy

### 1. Executive Summary

At its meeting on 27 November 2020, the Synod Standing Committee (SSC) received the Governance Task Group (GTG) report on aspects of the existing relationships with organisations and agencies associated with the Uniting Church. The GTG considered three aspects: (i) strengthening relationships, (ii) enhancing mission, and (iii) examining risk with its partner associated organisations and agencies.

The SSC approved a multi-pronged strategy to strengthen the Synod of South Australia's governance and organic relationship with its associated organisations and agencies. This strategy consists of three elements:

- **Legal relationship**
- **Board relationship**
- **Joint Mission relationship**

This report is provided for the information of Synod members. It will also inform members in relation to the report *UnitingCare SA – UnitingCare Wesley Bowden Inc, Request to Amend Constitution*.

### 2. Background

At the February 2020 meeting of the SSC, the Executive Officer (EO) UnitingCare South Australia presented UnitingCare Wesley Bowden's (UCWB) requested amendments to their constitution for consideration by the SSC. Because of the significant changes requested by UCWB (eg, dissolving Synod as appointing authority and dissolving UCA board positions), it was determined that these changes would need to be considered by the Synod. Similar changes (eg, dissolving the Synod as appointing authority) to the Seymour College and UnitingSA constitutions were approved by the Synod in 2016 and 2017 respectively. With this context, in February 2020 the SSC decided that the Synod should determine what its **consistent position** should be regarding the legal and governance relationship with its UCA organisations and agencies in the future.

The SSC requested that the EO UnitingCare SA provide further information on what may be the Synod's standard position on its legal and governance relationships with UCA organisations into the future. The EO

UnitingCare SA articulated his intent to bring all the organisations closer to the church regarding relationship, mission and governance, rather than at a distance as was perceived by some organisations. As a result of COVID-19, further investigation was put on hold between March and July 2020. In August 2020, UnitingCare SA developed a governance document which provided detailed information on each organisation and its legal and governance relationship to the Synod. This was to provide background information for SSC members to understand the nature and complexity of our current governance and relational structures with UCA organisations and agencies.

The GTG met on three occasions between August and November 2020 and considered the question of how relationships may be strengthened between the Synod and its organisations and agencies. The GTG explored the nature of organic relationships, legal/governance relationships and how the spirituality and values of the Uniting Church can strengthen the mission, resilience, purpose and meaning (ie, DNA) of our associated organisations and agencies.

A report was presented to the SSC in November 2020, with a number of key recommendations. The recommendations approved by the SSC were:

#### *SSC20.177*

DETERMINE that:

- (a) It be the preference of the Synod Standing Committee that the Synod continue to be the appointing authority for organisations associated with the Uniting Church where possible; and
- (b) Conversations with the organisations associated with the Uniting Church regarding the Synod's role as appointing authority be undertaken by the Executive Officer UnitingCare SA.

#### *SSC20.178*

- (a) REQUEST the Executive Officer UnitingCare SA to initiate conversations with the Chairs and Chief Executive Officers of each organisation associated with the Uniting Church with a view to establishing the position of Moderator's Representative on each Board.
- (b) REQUEST the Executive Officer UC SA to identify, list and resource Uniting Church people having the skills, gifts and graces to contribute effectively to Boards of Uniting Church organisations, which list may be made available to the Boards when new Board members are being sought.

### **3. Legal Relationship**

The nature of the Synod's relationship with the various organisations and schools that have been part of the life of the Church for many years is much broader and deeper than just the issue of risk management or what is expressed formally in the various constitutions of those entities. Constitutions are but **ONE** component of the relationship. However, they are an important component. The question of the Synod being the appointing authority was considered by the GTG and the SSC.

Risk could be greatly reduced if the Synod removed itself from the position of appointing authority (appointing members to boards/councils) and/or approving authority (approving changes to constitutions). However, the result of this action could lead to a total lack of involvement of the Church formally in the life of such an institution – the equivalent of the Synod “discontinuing an institution” in terms of the Regulations of the Uniting Church (Reg 3.7.4.7[b][i]). That would effectively remove the risks of a potentially reputational/financial nature but would add another risk in which an institution would be able to fully determine its own future without the involvement of the Synod at all.

This would remove the right of the Synod to have any say in the wording of constitutions and thus in the setting of the culture, directions or expectations for the organisation. It could also lead to the removal of any requirement that board members be members of the Uniting Church or that they work within the ethos of the Uniting Church. Boards may choose to include UCA members, but the Church would have no say in this. Over time, the removal of the Synod as the approving authority could lead to the Church having no formal or legal involvement at all in the life of the institution.

This is why the SSC has decided:

It be the preference of the Synod Standing Committee that the Synod continue to be the appointing authority for organisations associated with the Uniting Church where possible; and

Conversations with the organisations associated with the Uniting Church regarding the Synod’s role as appointing authority be undertaken by the Executive Officer UnitingCare SA.

The Synod intends to continue to be the appointing authority to a number of the organisations. This position plays a foundation (base-line) part of our strategy of maintaining our formal relationships with the organisations. This may provide a legal safeguard to ensure organisations’ boards do not move away from the church, its values and ethos as a result of a change in board members, Chairs or CEOs. Furthermore, such a position does not prevent organisations from effective structural change (eg, smaller skill based boards or becoming companies limited by guarantee).

## 4. Board Relationships

A pivotal way the church maintains its voice and representation within the associated organisations and agencies is through membership on their boards. A challenge the church faces into the future is maintaining a large enough pool of available Uniting Church members to become potential board members of our associated organisations. Another challenge is the professionalisation of boards. Associated organisations have an expectation that all board members will provide a skill-based capability (eg, law, marketing, finance, education, etc).

Recognising both these dynamics, the SSC made the decisions to:

REQUEST the Executive Officer UnitingCare SA to initiate conversations with the Chairs and Chief Executive Officers of each organisation associated with the Uniting Church with a view to establishing the position of Moderator’s Representative on each Board.

REQUEST the Executive Officer UC SA to identify, list and resource Uniting Church people having the skills, gifts and graces to contribute effectively to Boards of Uniting Church organisations, which list may be made available to the Boards when new Board members are being sought.

The SSC endorsed a new (second) strategy to address both challenges. Firstly, raising, training and sustaining a skill based pool of Uniting Church members to serve possibly on all our large organisation/school boards as Moderator's representatives (with certain caveats). Over time, due to attrition, the required number of Uniting Church board members would reduce to just a Moderator's representative in each organisation. (The exception would be Pedare Christian College, which is a joint Uniting/Anglican school. The Uniting Church would maintain equal membership with the Anglican Church.) This will provide a smaller group of Uniting Church members to professionalise in formal governance training (eg, Australian Institute of Company Directors, Governance Institute of Australia).

The SSC agreed that the Synod should work toward the appointment of Moderator's representatives in each organisation, but this cannot be done unilaterally. The Synod will set up conversations with our associated organisations and come to an agreed position. Historically, schools and St Andrew's Hospital have had Moderator's representatives, but not all associated organisations.

It is envisaged the Moderator's representative would primarily advocate for the Uniting Church, for how its spirituality and values can strengthen the mission, resilience, purpose and meaning of the organisation, and secondly provide a specified skillset required by the particular board. The representative could be nominated by the Moderator from a select pool of Uniting Church members trained in governance and be appointed by the SSC.

## 5. Joint Mission

A third strategy to strengthen the relationship between the Synod and its associated organisations and schools is engaging in mission together. Such synergies need to be initiated through dialogue, cooperation and joint intent. Furthermore, they will stimulate greater understanding of the ethos of the Uniting Church. Recent discussions have considered the following matters.

### 5.1 St Andrew's Hospital

At a recent meeting with St Andrew's Hospital, the Moderator and I discussed with their CEO and Moderator's representative the possibility of undertaking a joint mission health project overseas (eg, Philippines).

### 5.2 Annesley Junior School and Resthaven

Annesley Junior School is interested in working in partnership with Resthaven to provide the opportunity for their Reception students to interact with aged care residents through Zoom.

### **5.3 Westminster School and UnitingCare Glenelg**

Westminster School wants their senior school students to volunteer at UnitingCare Glenelg's community meal.

## **6. Conclusion – Strengthening Relationships**

To strengthen the relationship between the Synod and its associated organisations, a multi-pronged approach is required. Foremost, organic relationships are built on trust. Trust is a complex human need. It forms the foundation on which healthy relationships, both individual and institutional, are established and maintained (Kopacz et al., 2018, p. 2). Though it needs to be noted that the basis of any healthy relationship is through personality and intent.

Cordial relationships with the organisations have been and continue to be maintained through various mechanisms and intentional interactions. The EO UnitingCare SA is in regular contact with CEOs and Principals and meets with them throughout each year (eg, pastoral calls, individual meetings, gatherings, annual governance and financial reviews). The Moderator attends several organisational and school ceremonial events as the Synod's representative. It is the EO UnitingCare SA's role to spiritually and respectfully strengthen these relationships, alongside others leaders in the church.

Rev Tim Hodgson  
Executive Officer  
UnitingCare SA  
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