

18.1 RESOURCES BOARD

OVERALL MANDATE AND ACCOUNTABILITY

18.1.1

- a. To serve the Church by maximising financial and property resources available to the Synod and Presbyteries for mission, and to assist the Synod and Presbyteries in allocating such resources efficiently in accordance with the mission priorities and ethos of the Church whilst managing the risk associated with these decisions.
- b. The Resources Board is a sub-Committee of the Standing Committee and therefore, at all times, will be:
 - subject to the direction of the Standing Committee
 - responsible for regular reporting to the Standing Committee on the measures it is taking to address its mandate and the efficiency and effectiveness of these measures.

MEMBERSHIP

18.1.2

- a. The Resources Board shall comprise at least eight (8) and up to ten (10) Members including office bearers, and shall have the power to co-opt two (2) additional Members for a term of up to two (2) years.
- b. The Synod or its Standing Committee shall appoint the Members of the Board, and the Chairperson from amongst the Board's membership.
- c. Members shall have an active Christian faith and be committed to the Uniting Church's ethos, structure and ethics.
- d.
 - i. Members must, immediately upon becoming aware of the same, disclose to the Board in writing all conflicts of interest and potential conflicts of interest to which they are or may become subject.
 - ii. Members must, immediately upon becoming aware of the same, disclose to the Board in writing all remuneration and fees received from the Uniting Church in Australia by themselves or a related party.
 - iii. At the end of each financial year, all Members must provide a conflict of interest statement for inspection by the auditors of the Synod. This conflict of interest statement must provide either that:
 - (a) interest or potential conflicts or;
 - (b) the Member is not subject to any conflicts of interest or potential conflicts of interest other than those of which full details are provided for in the statement specified in 18.1.2 d. i.
 - iv. All Members must each year provide the auditors of the Synod with a written remuneration statement. This remuneration statement must provide either that:
 - (a) neither the Member nor any related party has received any remuneration or fee from the Uniting Church in Australia or;

- (b) neither the Member nor any related party has received any remuneration or fee from the Uniting Church in Australia other than those of which full details are provided in the statement specified in 18.1.2 d. ii.
- e. The eight (8) members of the Uniting Church in Australia Property Trust (S.A.) shall be ex-officio members of the Board. When appointing the members of the Trust, the Synod or (where a casual vacancy occurs in the membership of the Trust) its Standing Committee shall take into consideration the expectations and requirements of the Resources Board membership as set out in 18.1.2. If the Executive Officer, Pastoral Relations and Mission Planning (or equivalent) is not a member of the Property Trust at any time, this position will be deemed to be an ex-officio position out of the remaining Member positions for the Resources Board.
- f. The Moderator and the General Secretary (the Appointing Members) may, with the consent of the Board, each nominate Alternate Members for any absence irrespective of the period. Any other Resources Board Member can also become an Appointing Member, providing that the leave of absence of that Member is expected to be greater than six (6) months, and their Alternate Member nomination has the consent of the Board. In the absence of any Appointing Member, his or her Alternate Member has all the rights and may exercise all the powers of the Appointing Member (including voting at meetings) on the same conditions as the Appointing Member. An Alternate Member is not the Appointing Member's agent. An Alternate Member must comply with all the obligations of a Member. (reference SC12.343)
- g. The review of the performance of the Executive Officer is the accountability of the General Secretary. In undertaking any review, input will be sought from the Chairperson and, if deemed necessary, the other Members of the Board.
- h. The performance of Members shall be assessed annually by the Board Chairperson and General Secretary according to agreed guidelines.
- i. The performance of the Chairperson shall be assessed annually by the Moderator and General Secretary according to agreed guidelines.
- j. Members shall be appointed by Synod upon recommendation of Standing Committee and where possible, shall possess skills and experience in one or more of the following core areas:
- Uniting Church Ethos and Polity
 - Corporate Governance
 - Financial Management
 - Law
 - Property
 - Mission Planning
- In addition, skills and experience in Risk Management, Business Ethics, Business Management and or Strategic Planning are highly desirable.
- k. Members will be elected for a term of two (2) years unless they are being elected to fill an extraordinary vacancy. They may be re-elected for a maximum of three (3) further terms of two (2) years. After this time a Member

must retire from the Board for at least two (2) years before being eligible for re-election for a new term of two (2) years.

- l. Where possible, at least one third of the Board membership shall be male and at least one third shall be female.
- m. Where practical, the Board membership should include at least one Member who is less than thirty (30) years of age.
- n. A Resources Board Member shall cease to be a Member of the Board if:
 - i. that Member dies.
 - ii. that Member resigns by notice in writing to the Chairperson of the Board.
 - iii. that Member is physically or mentally incapable of properly carrying out the duties of a Member of the Board.
 - iv. in the case of a Member who holds office *ex-officio*, that Member ceases to hold the office entitling that Member to membership of the Board.
 - v. that Member is declared bankrupt.
 - vi. that Member is imprisoned or convicted of an offence involving dishonesty.
 - vii. that Member is removed by resolution of the Synod or Standing Committee.

DECISION MAKING

- 18.1.3
 - a. The Board's meeting procedures shall be consistent with the Constitution, Regulations and Meeting Procedures of the Uniting Church in Australia.
 - b. The Synod or Standing Committee shall appoint a Chairperson for a term of two (2) years, unless they are being appointed to fill an extraordinary vacancy in which case they shall be appointed for the balance of their predecessor's term of office.
 - c. The Board shall elect such other officers as, from time to time, it deems necessary.
 - d. The Board shall appoint an Executive Committee of at least four (4) and up to five (5) persons to manage the conduct of Board responsibilities between meetings and to plan the efficient conduct of Board meetings. There should always be at least 50% of the Executive members who are not Uniting Church SA Synod and / or Presbytery personnel on a full time basis. The committee will have such powers as are specified by the Board.
 - e. The quorum for each meeting of the Board shall be half of the current membership plus one.
 - f. Notice of meeting and proposed agenda shall be forwarded to members at least three (3) days prior to each meeting.

- g. The Board shall meet at least six (6) times in each calendar year.

MANDATE

18.1.4 In accordance with the ethos of the Uniting Church the Resources Board will be responsible to the Synod for:

- a. Identifying, incorporating and managing all Synod property and finance resources.
- b. Providing accurate and timely accounting and related support services to Synod reporting bodies for which the Synod has a stewardship responsibility.
- c. Developing appropriate policy for adoption by the Synod/Standing Committee for all Synod finance, property, accounting and related matters, and ensuring implementation of such approved policy.
- d. Providing accounting, financial and property services to Uniting Church presbyteries and congregations as it deems appropriate, or as directed by the Synod.
- e. Maintaining appropriate links with Synod related bodies in ensuring resources of these bodies are managed effectively and made available appropriately for the mission of the Church.
- f. Working in partnership with other Synod and Presbytery Boards or Committees where the Standing Committee agrees such a partnership improves the ability of the Resources Board to achieve its overall mandate.
- g. Understanding the risks associated with the financial and property resources of the Synod, and taking these risks into account when allocating resources.
- h. Undertaking other responsibilities as the Synod or its Standing Committee shall determine.

POLICY SETTING, REVIEWING AND REPORTING

- 18.1.5
 - a. The policies and priorities for the work of the Board shall be those determined by the Board, consistent with the goals and priorities of the Synod of SA and consistent with the Board mission and mandate. Task groups and committees reporting to the Board may suggest or recommend policies and priorities to it.
 - b. The Board shall report to the Synod or Standing Committee through the Chairperson and/or Executive Officer at each meeting on outcomes achieved in relation to its Mandate as measured against key performance indicators, and on any objectives or priorities referred to it by the Synod or Standing Committee.

SPECIFIC RESPONSIBILITIES

- 18.1.6 The Board is responsible to the Synod for:

- a. Administering, managing and controlling all of the property and finances of the Synod and ensuring that proper records and accounts are kept for all such property and finances in accordance with applicable international accounting standards. The Board shall request such information that it reasonably requires from any Synod staff, Presbytery, task group, committee or reporting body in fulfilling this responsibility.
- b. Ensuring that appropriate audited annual financial reports are prepared for all Synod reporting bodies and that consolidated annual reports for the Uniting Church in Australia (SA Synod) are prepared in accordance with applicable international accounting standards.
- c. Preparing an annual budget for the Mission and Service Fund to be approved by the annual Synod meeting.
- d. Establishing committees and task groups, as it deems necessary to fulfil its mandate.
- e. Dissolving committees and task groups, including reporting bodies, when it determines that such bodies are no longer required for the Board to fulfil its mandate. Where required, the Board will bring proposals to the Synod or Standing Committee to delete by-laws establishing any such reporting bodies.
- f. Ensuring that the Synod Personnel have appropriate information technology software and hardware systems to fulfil its various functions.
- g. Ensuring that the Board is served by a suitable number of qualified staff in meeting its various responsibilities.
- h. Seeking such expertise external to the Board that it requires in fulfilling its mandate.
- i. Determining appropriate key performance indicators to measure success in fulfilling its mandate. These indicators shall be used in reporting to the Synod or Standing Committee.
- j. Performing such other acts as are desirable or necessary for the achievement of its mandate.

RELATED BODIES

- 18.1.7
- a. The following bodies will report to the Synod through the Resources Board on their financial performance:
 - i. The Parkin Mission of SA Inc
 - ii. The Parkin Trust Inc
 - iii. Uniting Church SA Investment Fund Ltd
 - iv. DGR Funds
 - v. Other funds as determined from time to time by the Synod or its Standing Committee.
 - b. The Board will ensure that appropriate audited annual accounts are received from each body listed under 18.1.7 a.
 - c. The Board shall continually assess the governance, structure and management practices of the bodies listed under 18.1.7 a. and shall make

recommendations to the Synod or Standing Committee regarding any changes that arise from these assessments.

- d. The Board shall continually review and approve membership of these related bodies on behalf of the Synod in accordance with commonly accepted governance practice and UCA policy.

SPOKESPERSON

- 18.1.8 The Chairperson of the Board or nominee shall be the spokesperson for the Board to the Synod or Standing Committee. Statements from the Board on behalf of the Uniting Church in Australia (SA Synod) may only be made after consultation with the Moderator or General Secretary.

PROPERTY BOARD

- 18.1.9
 - a. The Resources Board shall be the Synod Property Board for the purposes of the Regulations of the Uniting Church in Australia and the members of the Resources Board shall be appointed by the Synod to be the members of the Property Board.
 - b. The Resources Board may delegate either to its Executive Committee or to any task group or committee any of the powers and duties which it has as the Synod Property Board either generally or in any particular matter.