

# How the Uniting NSW.ACT Board governs.

Uniting is established under By-law 4.1.2(a) of The Uniting Church in Australia Synod of NSW and the ACT, as an institution with responsibility for the social justice, community services, and chaplaincy work of the Church. It has the regulatory responsibilities of a Public Benevolent Institution (PBI), which reflects its main purpose to be the relief of poverty and distress, operating within the mission and ethos of the Church.

## Composition

Members of the Board are appointed by the Synod Standing Committee in accordance with the requirements of the Synod By-laws.

The overall Board size is maintained at no more than 11 members, including the General Secretary of the NSW.ACT Synod (compared with the approved maximum Board size of 13). Each member is appointed for up to a 3-year term, with a maximum of 3 terms (9 years). The Chair of the Board is an ex officio member of the Synod Standing Committee.

Board members are recruited from within the Church and the wider community, bringing varied backgrounds and experience for the necessary breadth and depth of knowledge required to meet the Board's responsibilities and objectives. Recruitment is undertaken by reference to a board skills matrix.

## Operations

The Board convenes up to 10 times per year in scheduled meetings, where it receives monthly, quarterly or six-monthly performance, operations, and risk and compliance reports from the Executive Director (CEO), Executive Leadership Team and the Board Committees. Strategic planning days and Board development opportunities are undertaken in addition to these scheduled meetings. The Board has committed to meeting twice each year in settings that reflect the geography and breadth of our services. On these occasions, we have taken the opportunity to ensure connection with other Church leadership and activities in that region. It has also been an opportunity to connect with, and reflect, our strategic intent with other civic and community leaders.

In addition to formal meeting time, members spend time reading and analysing Board papers and reports submitted by management, and in informal discussions with management.

The Board also receives regular reports and presentations on employee safety, customer and patient quality outcomes, implementation of the strategic plan, key policy decisions, stakeholder engagement, social justice, and research activities and outcomes.

**The Uniting Board is committed to the highest standards of governance, in accordance with Australian Charities and Not-for-profits Commission (ACNC) Governance Standards, and has adopted Australian Institute of Company Directors (AICD) Not-for-Profit Governance Standards in its approach.**

It has established governance practices and organisational structures which are designed to focus on fulfilling the Church's mission in social justice and community services, responsible stewardship, integrity and ethical frameworks, accountability and effective risk management, on behalf of the Uniting Church in NSW and the ACT.

The role of the Board is to develop and approve the strategic direction of Uniting for submission to, and final approval of, the Synod. Then, the Board's role is to guide and monitor the management of Uniting in achieving its strategic plan, and to oversee good governance practice.

The Board aims to further the mission and priorities of the Synod, while considering the interests of other stakeholders, including clients, employees, volunteers, funding bodies and the wider community. Through this, the Board's role is to ensure that its benevolent purpose remains its priority.

Uniting maintains a register of Directors' Interests, and any potential conflicts of interest are recorded annually and reviewed monthly as part of normal Board meeting procedures.

## **Board committees and working groups**

Committees have been established to assist the Board in fulfilling its responsibilities and sharpen its focus on governance and risk management to add value to the Executive's processes. All Board members (except ex officio members) also serve on these committees. Additional external committee members are appointed to ensure the appropriate mix of skills and experience.

Each committee has its own terms of reference, or Charter, which sets out the authority delegated to it by the Board, and details the way the committee is to operate. Each committee reviews and monitors relevant performance data against established key performance indicators.

During 2018/19, the Board-approved committees were:

- Audit and Risk Committee
- Capital Advancement Committee (subsequently renamed Finance, Investment and Capital Committee)
- Care and Safety Committee (formerly Care and Clinical Governance Committee)
- Mission, Governance and Collaboration Committee (formerly Governance and Church Collaboration Committee)
- Uniting War Memorial Hospital Committee.

Working groups are also established from time to time, to assist the Board with specific time-bound projects. During 2018/19, the Board-approved working groups were for:

- Child Safety and Wellbeing (formerly Out-of-home Care Oversight)
- Technology
- By-Laws Review (appointed by the Synod Standing Committee)
- Governance.

## **Audit and Risk Committee**

The purpose of the Audit and Risk Committee is to assist the Board with its oversight and monitoring responsibilities in relation to strategic risks; operating risks of Uniting services; risks relating to Uniting's role within the national Uniting Church network and Uniting's role in community services operated in the broader Church, as governed by the Uniting Church By-laws.

This Committee has 5 Board members. Meetings are attended by the Executive Director, Director of Finance and Strategy (Chief Financial Officer), Director of Governance, Risk and Quality, and other senior executives and managers by invitation. Representatives of the external auditor and any other Board members also attend meetings as required.

## **Capital Advancement Committee**

The purpose of the Capital Advancement Committee is to assist the Board with its oversight and monitoring responsibilities in relation to strategy, governance and assurance around the effective stewardship of property and capital. It will expand its scope in 2019/20, to include oversight of financial performance, capital investments, and external investments, as the renamed Finance, Investment and Capital Committee.

This Committee has 3 Board members and 1 external member. Meetings are attended by the Executive Director, Director of Finance and Strategy, Director of Property and Housing, and other senior executives and managers by invitation.

## **Care and Safety Committee**

The purpose of the Care and Safety Committee is to assist the Board with its oversight and monitoring responsibilities in relation to the care of clients, and the safety and wellbeing of all Uniting people, including clients, employees and volunteers.

This Committee has 3 Board members and 2 external members. Meetings are attended by the Executive Director, Director of Customer, People and Systems, Director of Governance, Risk and Quality, Director Ageing, Director Children, Youth and Families, and other senior executives and managers by invitation.

### **Mission, Governance and Collaboration Committee**

The purpose of the Mission, Governance and Collaboration Committee is to assist the Board with its oversight and monitoring responsibilities in relation to mission, governance and collaboration, including seeking assurance that the mission of Uniting aligns and supports the strategic direction of the Synod of NSW.ACT; promoting collaboration with other parts of the Uniting Church through Church engagement; providing support and encouragement to the work of the Uniting Aboriginal and Islander Christian Congress, Uniting Councils and the Innovative Community Grants Fund; and governing the advocacy work of Uniting and providing a point of connection between the Uniting Board and the Social Justice Forum.

This Committee has 3 Board members and 3 external members. Meetings are attended by the Executive Director, Director of Mission, Communities and Social Impact, and other senior executives and managers by invitation. A delegate of the Synod General Secretary also attends.

### **Uniting War Memorial Hospital Board Committee**

The purpose of the Uniting War Memorial Hospital Board Committee is to assist the Board in overseeing the regulatory and stakeholder interests associated with the Uniting War Memorial Hospital, which is required to operate under a constitution to meet the requirements of its public health funding and regulatory responsibilities as a part of the South Eastern Sydney Local Health District.

This Committee has 3 Board members and 1 external member. Meetings are attended by the Director Ageing, Executive Manager of the Uniting War Memorial Hospital, and other senior executives and managers by invitation.

### **Executive Director (CEO)**

The Executive Director is appointed by the Uniting Board, subject to the endorsement of the Synod, and is subject to a performance review by the Board (led by the Chair) annually at a minimum. The Executive Director, together with the Executive Leadership Team, recommends policy and strategic direction for Board approval and submits business and operational plans to achieve agreed strategic goals and outcomes.

The Executive Director attends by invitation meetings of the Synod Standing Committee and Synod Risk and Oversight Committee; and meets regularly with the Moderator and General Secretary on a range of matters. The Executive Director is a member of other Synod/agency working groups, including the NSW.ACT Synod Leadership Team and UnitingCare Australia, and works with the broader Uniting Church across Synods and nationally on operational, policy and missional matters.

### **Executive Leadership Team**

While responsibility for the overall performance of Uniting rests with the Board, operational and management matters have been delegated to the Executive Director, supported by the Executive Leadership Team.

The Executive Leadership Team provides leadership, strategic and operational direction, and oversight of performance. Executive and service stream committees have been established to support values-based decision making and oversight of care and clinical service delivery, safety and quality, and risk. These committees provide technical advice and leadership about complex care or service requirements. Each service stream undergoes a comprehensive independent regulatory compliance review, and voluntarily seeks opportunities for learning and external benchmarking.

## Leap in! Australia Ltd

In July 2017, Uniting NSW.ACT entered a joint venture with UnitingCare Queensland to establish an incorporated special purpose charitable company limited by guarantee, that would bring a new service into the NDIS space. Leap in! Australia Ltd was formed and began trading in mid-2018. An app was developed to assist people living with a disability in navigating the complexity of services provided, identifying provider availability, and co-ordinating care. Through the learnings from its operational experiences, the joint venture members are gaining new insights into the challenges and potential gaps for individuals and families seeking to navigate the emerging NDIS environment.

## Board appraisal and remuneration

The Board formally reviews and evaluates its performance with external support, collectively and individually, on a regular basis. The Board Chair also meets informally with each Board member to discuss individual performance.

Board members are remunerated in accordance with a policy developed in consultation with the Synod's Governance, Nominations and Remuneration Committee, consistent with Synod Policy. Remuneration for Board members and independent members of sub-committees was managed within the Synod-approved FY18/19 remuneration pool of \$644,000.

The Board has a policy and process for the engagement of Board and Committee Members on a consulting basis. During FY18/19, consulting services to Uniting were provided by Heather Watson, Liz Nicol and Gillian Coutts in line with the policy.

Board member attendance at FY18/19 Board meetings is set out below. Subcommittee participation is in addition to Board meeting attendance.

<b>Uniting Board Meetings in 2018/19</b>		
	<b>Eligible to attend</b>	<b>Attended</b>
<b>Meetings total:</b>	<b>9</b>	
<b>Meetings attended:</b>		
Heather Watson (Board Chair)	9	9
Robyn Brown	9	8
Anne Carroll	9	9
Gillian Coutts	9	9
Liz Nicol	9	9
Bronwyn Pike	9	8
Michael Talbot	9	9
Jane Thornton	6	6
Peter Wells	9	9
Dr Andrew John Young	9	9
<b>Ex officio member</b>		
Rev. Jane Fry	9	6

## Meet our Board.



### **Heather Watson** Chairperson

Heather is a specialist charity lawyer and governance consultant. She brings more than 30 years of legal and industry experience in aged care, health and community services, affordable housing and philanthropy.

Heather has previously been Chair and a Board member of UnitingCare Queensland, and is an active member of the Uniting Church. She holds directorships with Uniting Vic.Tas, Australian Regional and Remote Community Services, the National Affordable Housing Consortium Ltd, Queensland Rail, and Children's Health Queensland.

She is also a member of the Advisory Council to the Queensland Family and Child Commission and the Advisory Board to the Australian Charities and Not for Profits Commission.



### **Robyn Brown**

Robyn's diverse 25-year business consultancy career has included championing enterprise resource planning practices and pioneering the discipline of change management at Accenture as senior partner. She also has expertise in senior executive recruitment with a global search organisation.

Robyn is Chair of the Uniting Council Sydney North and was previously a Board member of Uniting Mission and Education. She brings deep knowledge and skills in program and project management, governance and risk, people and HR systems.

Robyn is active in the community through the Uniting Church and volunteers in Asia with Habitat for Humanity.



### **Anne Carroll**

Anne has an extensive background working in senior management within private hospitals. She is a registered nurse with a postgraduate degree in Public Health, majoring in Health Services Management.

Anne has served on Uniting Boards since 2009, and has also chaired several University of Technology Sydney advisory and curriculum review committees for nursing studies. She is Chair of the Private Hospital Benchmarking Group and the Day Surgery Benchmarking Group, and is Board Treasurer for Family Drug Support.

Anne is Chairperson of the Uniting Board's Care and Safety Committee.





### Gillian Coutts

Gillian's career began with Shell Australia Limited before moving into executive roles in sales and operations at David Jones and Pacific Brands. She now consults in change management and leadership development.

Gillian is a partner in The Potential Project Australia, which has a charter for bringing mindfulness-based contemplative practices to the workplace to improve employee wellbeing, capacity and wisdom, and create a more sustainable world.

Gillian is a graduate of the Australian Institute of Company Directors, and her community work includes supporting women post-breast cancer, following her own treatment and recovery. She is Chairperson of the Uniting War Memorial Hospital Board.



### Rev. Jane Fry

Following 5 years as Associate Secretary of the Synod of NSW and the ACT, Jane became General Secretary in 2017.

Ordained as a Minister of the Word in 1995, Jane has since worked in various ministry settings, including congregational ministry, police chaplaincy and presbytery leadership. Her experience provides a broad perspective on the opportunities and realities facing the Uniting Church.

Jane believes that the Church's 1977 *Basis of Union* remains as compelling and current today. Gathering people with passionate imagination, creativity and commitment to changing the world in God's image is core business for the Church in these times.



### Liz Nicol

Liz is a consultant with expertise in organisational behaviour and culture change. As Executive Director of SafetyWorks Group, she specialises in strategic approaches to managing health and safety and effective governance practices.

Liz is a Fellow of the Governance Institute of Australia, a Graduate of the Australian Institute of Company Directors (AICD), and is a current member of the Hunter Committee of AICD.

She has previously held directorships on the Board of Leapfrog Ability (including 3 years as Chair), St Philips Education Foundation, and a Regional Board of UnitingCare.

Liz is Chairperson of the Board's Mission, Governance and Collaboration Committee.

## BOARD MEMBERS



### Bronwyn Pike

Following an early teaching career, Bronwyn joined the Victorian Uniting Church as Director of Justice and Social Responsibility. She managed the delivery of a broad range of health, social and educational services through more than 100 UnitingCare agencies.

Bronwyn was elected as a Minister to the Victorian Parliament in 1999, and held the portfolios of Housing, Aged Care, Community Services, Health and Education.

Bronwyn currently serves as Chair of Western Health, Chair of Uniting Vic.Tas and Chair of UnitingCare Australia.



### Michael Talbot

Michael is a senior consultant experienced in client-centric design to create customer value and enhance brands.

In his roles at Australia Post and the NSW Department of Justice, he managed asset portfolios worth more than \$1.5 billion, capitalising on under-utilised assets and reinvesting in new developments. He has expertise in stakeholder management regarding community and heritage assets.

Michael holds a Bachelor of Commerce, Majoring in Finance, Accounting and Systems (UNSW), is a Fellow of the Australian Certified Practising Accountants, and is a Member of the Australian Institute of Company Directors.

Michael is Chairperson of the Board's Finance, Investment and Capital Committee.



### Jane Thornton

Jane has over 30 years' experience in senior executive roles with global IT companies and S&P/ASX50 corporations.

Her enduring interest in social justice started through volunteer work with Melbourne's Brotherhood of St Laurence. Jane holds an MBA and is a member of the Australian Institute of Company Directors.

In 2006, she joined the Sydney Region UnitingCare Ageing Board and later became Chairperson. She has served on the Uniting War Memorial Hospital Board, as Chair, and on BoardConnect, a support service for Australian not-for-profit boards.

Jane retired from the Uniting NSW.ACT Board in March 2019.



## Peter Wells

Peter's professional experience spans government, community and industry across service delivery, governance, compliance and regulation, complaints management, organisational structures and controls, purchasing, customer service, and conducting major reforms.

He has a passion for excellence in service delivery and regulatory compliance, and has worked as Executive Director at NSW Roads and Maritime Services, and in senior roles at the NSW Department of Infrastructure, Planning and Natural Resources, and the NSW Environment Protection Authority, and as a non-executive director.

Peter holds Bachelor and Masters degrees as well as advanced management qualifications, and has completed the Australian Institute of Company Directors graduate course for Directors.



## Dr Andrew John Young

As CEO of mental health charity Aftercare, Andrew focuses on strong outcomes, evidence, innovation, collaboration and leadership development.

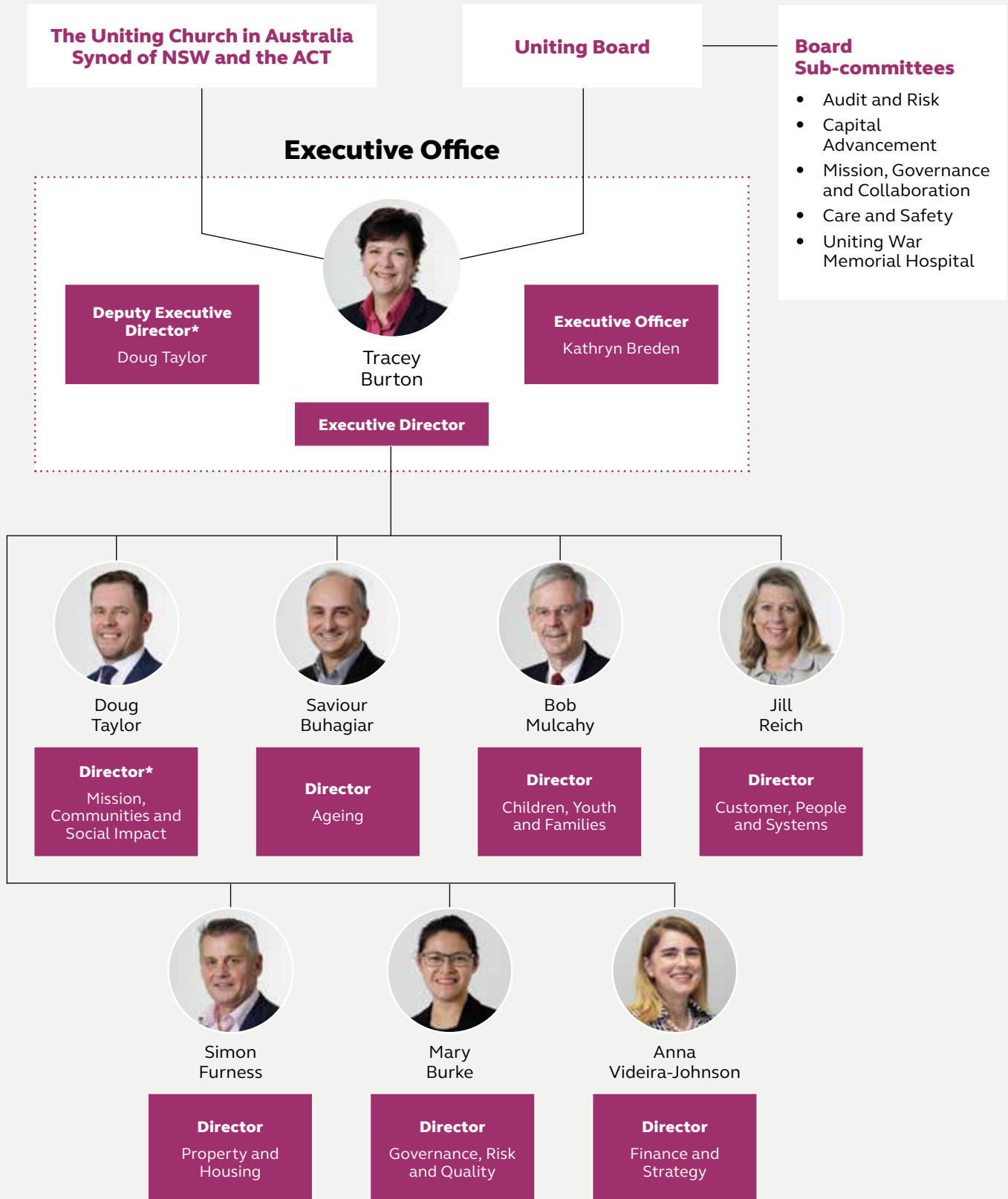
An engineer with a background in business strategy consulting for Andersen Consulting, Andrew's first not-for-profit role was head of marketing for The Smith Family.

He was CEO of CanTeen Australia from 2004 to 2011, winning Equity Trustees' Not-for-profit CEO First Year Achiever Award in 2005. He was also the CEO of multi-university partnership, the Centre for Social Impact, from 2012 until 2016.

Andrew is Chairperson of the Board's Audit and Risk Committee.



# Our Uniting Executive team.



Current as at June 2019.

\***Dual role:** Deputy Executive Director and Director Mission, Communities and Social Impact.