

ANGLICAN DIOCESE OF ADELAIDE

**GOVERNANCE REVIEW OF  
DIOCESAN COUNCIL**

Perspectives on the purpose, composition  
and size of Diocesan Council

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## EXECUTIVE SUMMARY

Diocesan Council (DC) is a governance mechanism that enables the management of Synod policies and business between Synods. While the structural arrangements serve a particular purpose and benefits accrue from these arrangements, some modifications may be worth considering.

Increased complexity and scrutiny on contemporary organisations, as well as changing expectations in the church and wider community, means that the Anglican church must now find ways to retain the benefits of Synodical governance while addressing some risks inherent to these arrangements. The Report addresses those risks and suggests some treatments for these risks. Rather than major changes to structure, this report recommends the development and adoption by DC of protocols and practices to address risk, as well as a focus on an informed synodical body.

Irrespective of structures and processes, ultimately Synod and Diocesan Council must retain the capacity in its practices and culture to experience the life together that is the *koinonia* of all believers. The very nature of being church requires a reliance on the Word of God and the guidance of the Holy Spirit. Nothing in this review is intended to detract from that focus for Diocesan Council.

## PURPOSE OF THE REPORT

The Synod of the Anglican Diocese of Adelaide passed a resolution in 2022 to conduct a governance review of its Diocesan Council. A Task Group of Diocesan Council developed a *Governance Introduction Paper* and conducted consultations in parishes from May to June 2023. The Task Group then produced a *Governance Review 2023 Summary* document which outlines the issues and questions raised in the consultation process.

As part of the Review, the Task Group sought the view of an independent person on some issues that emerged in the Review process and the Secretary of Synod provided a brief to inform these views. This report responds to that brief by providing perspectives on the purpose, composition and size of the Diocesan Council. The report does not address the general governance of the Diocese, nor the Constitution of DC as expressed in the Diocesan Council Ordinance 2007.

The Report is in three Parts:

- Part 1 provides a discussion of contemporary dilemmas in corporate governance and the need to evolve appropriate arrangements
- Part 2 addresses the specific issues that have emerged in the Review process thus far
- Part 3 makes recommendations and suggests issues for further consideration.

## PART 1: CONTEMPORARY DILEMMAS IN GOVERNANCE

### 1.1 WHAT IS MEANT BY GOVERNANCE?

The Organisation for Economic Development (OECD) defines governance as *'the instruments and methods and sets of relationships between governments and citizens.'*

Corporate governance is defined by the OECD as *'the framework of rules, relationships systems and processes within and by which authority is exercised and controlled in corporations, including the mechanisms by which companies and those in control are held to account.'*

The Governance Institute of Australia defines governance as *the system by which an organisation is controlled and operates and the mechanisms by which it and its people are held to account.*

The term to govern derives from the Latin *gubernator* – the governor of a ship and connotes the ability to navigate or steer. Contemporary understandings of corporate governance comprise such core concepts as:

- the use of authority and power balanced by appropriate *accountability*
- systems, frameworks and relationships of *control* and management
- a focus on the *performance* of the entity (ie its strategy and results) as well as *conformance* with legal requirements and with the expectations of owners and other stakeholders

Increasingly notions of *stewardship* for the long-term sustainability of the organisation, including its 'social licence to operate,' are included in the judgements of courts regarding Board and Director behaviour. The interests of a wider set of interests than simply owners or shareholders is deemed part of the duty of care for long term health of the entity.

### 1.2 THE DEVELOPMENT OF GOVERNANCE ARRANGEMENTS

#### The emergence of 'boards'

The polity of mediaeval institutions (including the universities, the Parliament and pre-reformation churches) were largely designed to address the first element of governance outlined above. Their primary focus was to balance power and authority with accountability, so that no one set of interests dominates. Such arrangements derive from a time when the focus of governance of the State was to balance the power of an ultimate authority such as a monarch, bishop or prime minister, with the power of a group appointed or elected to provide a range of views and advice.

In the late 19th and 20th century, larger, membership-based organisations emerged from mediaeval guilds and craft groups. These included professional bodies, tribunals, mutuals, charities and volunteer groups, many of whom form the basis of civil society today. In the main, governance of these groups was given to those elected by the membership to take decisions on behalf of members and representing the interests of all members was regarded as the basis for sound governance. Such representative governance forms the basis for the constitutions of many not-for-profit entities in Australia today.

As organisations grew in scale during the Industrial Revolution, owners of enterprises and shareholders increasingly came to entrust the oversight of an enterprise to a board. Boards comprising a small number of directors (appointed by the owners and/or the board) became accountable under law to steer the company in the interests of shareholders. In the twenty first century, as boards have become the major form of governance of legal entities and the notion of a fiduciary duty to act in the best interests of the enterprise a legal requirement of a company director.

### 1.3 SHIFTS IN CONTEMPORARY GOVERNANCE

#### Increased complexity, pace and scrutiny place pressures on governing bodies

The increasing complexity and scale of contemporary organisations, combined with the *pace* and media scrutiny in contemporary society, has put pressure on most existing forms of corporate governance. Technological and sociological shifts require more agile and rapid responses than was ever envisaged in the constitutions of most organisations. Waiting to get agreement amongst a wide group of representative decision-makers means that many representative bodies are no longer adapting to the rapidly emerging challenges to their members and their business model.

The operating environment for organisations in Australia in the last few decades has been marked by a rapid increase in regulation in response to community expectations. This has challenged the boards of charities and not for profit entities as often the controls in place were not robust. The need for the churches to demonstrate effective governance that meets contemporary community expectations was clearly demonstrated in the Royal Commission into Institutional Responses to Child Sexual Abuse.

#### Emerging doctrines regarding corporate governance

The rise of the modern corporation in a more dynamic operating environment has seen stronger doctrines of corporate governance formulated. In Australia the courts have increasingly signalled that a passive 'trustee' model of governance be replaced with a more dynamic focus on control, performance and stewardship. The rising influence of bodies such as the Australian Institute of Company Directors also reflects the expectation of the wider Australian community that members of boards are trained and competent.

Included in the accepted doctrines or expectations are that governing bodies:

- ensure that those on the governing body can exercise a proper fiduciary duty. This requires the capacity to act in the best interests of the enterprise through the management of conflicts of interest as well as balancing the legitimate influence of executive directors with appropriate non-executive directors.
- are led by a Chair who is more than simply 'first among equals' and can be held to account for the proper functioning of the governing body.
- develop and exercise the controls and levers for setting direction and treating risk, including selection of the chief executive, approval of policies, cultural practices, committees and other decision supports.
- give account of their stewardship – financial, environmental and social to those to whom they owe an account and adopt mechanisms and processes that ensure that they can be held to account by those who have an ownership stake.
- are of a size to be able to come to agreement/ make decisions that keep pace with external challenges, without resorting to majority vote as the primary decision process.
- are consciously competent about their composition and culture and attend to development and review performance.

### 1.4 DILEMMAS AND RISKS FOR CONTEMPORARY GOVERNANCE BODIES

#### Representative governance bodies struggle to steer for performance and control for risk

At its best representative governance enfranchises many voices and provides a means of holding to account those responsible to take decisions on behalf of others. Such governing bodies rely for their

integrity and competence on the election to office of those who are in touch with a part of the membership and can bring that voice to bear on decisions.

However, the scale, complexity and scrutiny that now applies to organisations has put pressure on representative governance. While it may once have been the case that those represented to the national body were in touch with those who elected them, many of these groups are struggling because representation is no longer meaningful. At its worst, those who elect do not understand what is required, select poorly and therefore cannot hold their representatives to account.

Moreover, many elected members of governing groups have no mean of knowing what the views of those they represent are, nor have they acquired appropriate competencies to govern. As a result, many of Australia's member-based entities will fold within the next decade and most governing bodies with an elected or representative base are now reforming their constitutions, educating their electorate and developing protocols that enable the governing body to operate according to contemporary governance doctrines.

### Governing bodies may lack sufficient authority to enable the entity to perform

The constitutions of many governing bodies were designed to balance power and therefore focus on processes of election, selection, terms of office and removal. They ensure no one can gain control unilaterally. The result is that the governing body may have so many checks that it lacks the power to exercise controls for risk and levers for performance. By default then, management exercise real power and the governing body is reduced to rubber stamping or limiting its purview to conformance issues only. The long-term stewardship of the organisation may be at risk.

### Position and status can affect the balancing of power and accountability

Institutions organised through status hierarchies (such as the church, universities, the judiciary and parliaments) need to be careful that status and positional power do not preclude others from full participation. In a status hierarchy individuals rely on position rather than competence for the source of their authority. Those without formal position may lack the requisite acumen and influence to have their voice fully heard.

## 1.5 IMPLICATIONS FOR THE CHURCH

### Synodical Governance in the Church

In the Christian Church, synodical governance predates modern forms of governance, providing a fundamental balancing of the power and authority of the bishop with the voice and discernment of a wider council of advice from the body of the diocese. The Roman Catholic Church, the Uniting Church of Australia and the Anglican Communion all have forms of synodical governance. Most non-conformist churches are governed at the local level. The modus operandi of such bodies is increasingly responding to the shifts in governance doctrine and practice and adopting some of the processes and practices of effective boards.

### Diocesan Councils in the Governance in the Anglican Church of Australia

Synods of the Anglican Church function as the governing body of a diocese. They meet annually to set policy and establish the controls that govern the life of the diocese. The observation that the Anglican Church is 'episcopally-led and synodically-governed' is important. Synods comprise the bishop, episcopacy and clergy together with appointed and elected lay representatives from ministry units and agencies of a diocese. They meet to reflect and deliberate together on the mission and life of the Diocese and pass ordinances and canons to regulate that life.

Much of the modus operandi of a synod is analogous to the Westminster system of Parliament. Synods use deliberative decision-making that provides a forum for the voice of many. This process however can be rule bound and at times arcane, requiring technical knowledge not easily accessed

by the average elected member. There is a risk that the Synod process becomes disenfranchising if a relatively small number or range of perspectives are provided.

The mechanism of a Diocesan Council (DC) to execute the work of a Synod between its annual meetings, derives from the conciliar model of church and in its modern form, owes as much to a cabinet construct than that of board. The Diocesan Council or Bishop in Council manages the affairs of the Diocese between Synods.

While such bodies serve additional purposes, they have many board-like functions. They steer the Diocese to take forward its mission in a sustainable way for the future and they make decisions to ensure the Diocese conforms with secular and church and law as well as meeting the expectations of church members and wider groups of stakeholders.

## PART 2: ISSUES FOR CONSIDERATION BY DIOCESAN COUNCIL

### 2.1 DIOCESAN COUNCILS NEED TO ADAPT

Large decision-making bodies based on representation have not proved to be particularly effective in a complex and dynamic operating environment. However, given the nature of synodical governance, changing DC to operate with a smaller board-like structure is difficult. It requires Synod to relinquish its ability to elect more broadly and risks losing some of the benefits of DC as a council of advice to the archbishop. Moreover, failings in corporate and church governance in the past decades have had less to do with structural arrangements and more to do with leadership, culture and accountability. In recent years many conciliar bodies such as those in some Anglican dioceses, in the Roman Catholic Church and in universities have streamlined their governing councils and are adopting more board-like approaches to their modus operandi.

### 2.2 SIZE AND THE DIFFERENT ROLES OF DIOCESAN COUNCIL

#### Diocesan Council has two core roles

The Constitution of the Diocese of Adelaide s. 7 establishes Synod as *the governing body for the management of the affairs of the Diocese to provide for the life and growth and order and good government of the Anglican Church of Australia within the Diocese*. Diocesan Council has power to exercise or perform all or any of the Synod's rights and powers s.22 Constitution.

The core roles of the Diocesan Council in Adelaide are:

- to act as a council of advice to the archbishop on matters usually within his/her authority but on which he/she chooses to seek advice.
- on behalf of the Synod to act as the management committee (governing body) of the entity by approving policies that regulate the Diocese as a corporate entity. In this role it has two core functions:

*Function 1: ensure performance* - setting direction and strategy for mission and for the Diocese as an entity, managing appointments and assets and preparing for the next Synod

*Function 2: Ensure conformance* - including compliance with church and secular law, meeting stakeholder expectations, establishing and monitoring controls for risk, including financial risk.

#### Diocesan Council as a Council of Advice to the Archbishop

As a council to the Bishop, DC should be of a size and composition to both ensure that the Archbishop has access to a broad range of perspectives and it should also be of a size and composition to support the Archbishop to lead the Diocese.

In a discussion of governance in the church, it should not be forgotten that above all, the bishop is the chief pastor, the shepherd in chief to the flock. Bishops in the modern era possess few controls and little power. Their instruments of leadership are primarily those of influence and moral suasion. They frequently deal with the most sensitive and potentially intransigent issues within a diocese including abuse, conflict and incompetence, for which they require a great deal of wisdom and judgement. They are readily held to account not only within in the church, but by a wider community including the media.

It is therefore important that DC is able to operate as a council or reference group of advisors to the Archbishop. This is a different modus operandi from that of a decision-making body. Operating as a council allows individual members bring perspectives to bear on matters which may ultimately be decided by the bishop/episcopacy. In such a council, divergent perspectives are valued, and it is not

necessary to forge consensus, since ultimately the decision can be taken by the Archbishop. Some members of DC will be better equipped for this function by virtue of their role and position. When convening DC as a Council of Advice, the agenda ought to make clear the nature of the perspectives being sought and how the decision will be made.

### Size is less a risk for Diocesan Council as a Council of Advice

DC is larger than a board but similar in size to many advisory bodies in the government sector. When DC functions as Council of Advice to the Archbishop, its size may be fit for purpose as it allows for a range of views.

However, there is risk to the effectiveness of DC in this role, if members are not equally informed, competent or confident on the matters before them. This asymmetry of knowledge and experience means can mean that the advice of some outweighs or diminishes the advice of others. Those on DC who act with delegated episcopal authority and those who have positional authority within the Diocese may (often inadvertently) dominate those who lack positional authority but may bring valuable perspectives. Those with formal positions in the Diocese may not be able to be as impartial as others. It is also the case that that new members and those with more limited understanding of the Diocese may provide uninformed or naïve advice.

The deliberations and discussions of a council may require pre-briefing for members who are not privy to the significance of issues or familiar with their history. The chairing of a council of advice should allow for the sharing of individual perspectives to a greater extent than in a decision-making forum.

### Diocesan Council as the Interim Governing Body (Management Committee) of the Diocese

As a governing body, DC needs to be able to make agile decisions to steer its mission. It needs powers to enact systems of control and accountability. It should also attend to the long-term health of the Diocese as part of the body of Christ and as a corporate entity.

In this governing role, DC members act with a fiduciary duty to the enterprise to make and take decisions that steer for the future or ensure conformance. The competence and ability of DC to make sound decisions is its critical contribution. Rather than aggregating the disparate views of many, good governance depends on the governing body coming to a shared mind where possible. If a governing body is consistently forced into majority voting, then the decision process can become politicised as minority groups may become entrenched or marginalised.

### Size is a risk for Diocesan Council as a decision-making governing body

Formally DC comprises 22 persons of whom 20 can vote. This number increases with the addition of assistant bishops. The size of a such a group needs to be carefully considered. The optimal size of a decision-making group depends on its function. It must be sufficiently large to ensure a full range of competencies and sufficiently small to forge a common mind and take decisions efficiently. Research suggests that the size of decision-making groups maximises effectiveness and efficiency at seven to twelve persons. At this size, given effective leadership, the group can come to a common judgement or pragmatic consensus.

When groups are larger than 12, decisions tend to be shaped by a smaller number of those who are informed, with others unable to effectively contribute or participate in the decision process. Over time there is a risk that those who are consistently unable to participate or who have a minority view may form factions and the decision process can become politicised. Alternatively, some may become disengaged and function more as passengers rather than active participants.

The risk of its size is primarily that DC will not make effective decisions. It will either move quickly to a faux consensus based on the views of a few, or will take inordinate amounts of time to reach a shared judgement and take a decision.

To treat this risk, it is important that members understand how to contribute to the decision, and that the agenda clearly signals the nature of perspective sought and the stage in the decision process.

### Treating the risk of poor decision making in larger groups

Decision-making in groups involves the following deliberative stages:

1. **Developing a shared understanding** so that the group individually and collectively understands the nature of the problem or issue and comprehend its significance. This requires knowledge and sharing different frames of reference
2. **Forging a common frame of reference** so that the group individually and then collectively weighs pros and cons, benefits and risks in order to consider options. One reason for diversity in decision groups is to ensure that multiple frames of reference can be brought to bear on the issue. This requires analysis of different variables to be addressed and the ability to synthesise different elements into a balanced view or judgement.
3. **Forging agreement** whereby the group confirms a shared judgement and addresses risks accruing to the agreement i.e. makes a decision
4. **Taking a decision** in a formal process that agrees the wording and records the decision.

In groups over twelve, there is a risk that Stage 2 will be unnecessarily curtailed, as there is insufficient time to deal with multiple frames of reference and attempt to forge a common one.

Another risk is that diverse frames of reference are discussed in adversarial debate form, thus polarising positions. Members of a decision body who are making judgements, should not take a position before they have considered the frames of reference of others.

These risks can be partially reduced by canvassing diverse frames of reference in a Discussion or Options paper, before a decision paper is brought to DC. They can also be addressed if the stage in the decision process is made clear, if diverse frames of reference are clearly named and if unnecessary polarisation is avoided.

In large decision-making groups, committees can serve an important purpose to address diverse frames of reference and generate options for a Board to consider. The Chair also has a particular role to play in ensuring the discussion and decision process is properly conducted.

## 2.3 MEMBERSHIP

### Current Membership of DC

The current membership of Diocesan Council comprises:

Appointed by virtue of position:

- the archbishop
- assistant bishop (if any) - currently three
- two archdeacons
- the Dean (currently occupied by an assistant bishop)
- Secretary of Synod and Chancellor (non voting)

Elected by Synod:

- four elected clergy
- eight elected lay members

Appointed by Diocesan Council:

- two members (laity or clergy)

## Proportion of lay and ordained members on DC

Given that the Synod comprises approximately 100 ordained persons and 150 laity, it is worth noting that Diocesan Council has proportionately more ordained persons than laypersons. The benefit of this can be that those who are highly engaged in the life of the Diocese know that their voice is well represented. It may also be the case that clergy on DC have competencies that are critical.

The risk of the different proportion for DC is the perception of lack of balance or indeed the reality that the interests and perspectives of laypeople are not properly considered. In contemporary governance doctrine, competence to govern is considered more critical than the status of a person or the group they represent. Whether one is ordained or not does not of itself determine whether one is suitable to govern the diocese as an enterprise. Clergy on Diocesan Council need to be able to understand the needs and pressures that lay people experience. Similarly, lay people need to inform themselves and be aware of the challenges and interests of the clergy.

While direct proportionality may not be necessary, DC ought to retain as close to a similar proportion of laity to clergy as is feasible when the critical competencies to govern the Diocese are considered.

## Elected and Appointed Members on DC

It is not uncommon on governing bodies that are originally representative in nature for there to be a mix of those elected by a wider membership and those appointed to bring competencies and specific perspectives. Many boards of professional bodies and charities are changing the constitutions to enable them to appoint board members with skills and competencies beyond that which the membership can deliver.

### *Election assures the membership*

For DC it is important to ensure sufficient representation to ensure that the traits required in the Board competencies matrix are attended to as well as that Synod members have confidence in such a mix.

### *Appointment based on formal position ensures accountability and competence*

The archbishop is ultimately the accountable office bearer for the entity. He/she relies on a smaller group of people to exercise authority in order to steer the diocese and to treat risk. While all views may be valued at DC meetings, those in the episcopacy and those carrying Diocesan portfolios can be held to account more rigorously and are responsible to treat risk in ways that most elected members are not. This accountability is critical to good governance.

Allowing the archbishop a number of appointments on DC is important in enabling DC to fulfill its role as a Council of Advice.

DC must also ensure that it has sufficient competency in its membership to attend to its governance responsibilities. It is prudent for DC to maintain a number of appointments that will complement the skills of those elected by the Synod and those appointed by the archbishop.

### *Accountability is an issue*

Those elected and those appointed without a formal position in the Diocese are held to account loosely. It can be difficult for Synod members to determine whether those whom they elect perform or are competent and it is difficult to remove them.

It is therefore prudent for DC to undertake regular reviews of its effectiveness, including feedback to individuals on DC. This ensures that those not competent or performing effectively can be given the opportunity to improve.

## Stagger Terms of members

Currently membership of DC is contiguous with the term of Synod. In contemporary governance practice, the membership of a governing body is carefully and properly staged to balance both continuity and corporate memory with renewal. A risk for the current arrangements is that DC has as its continuing members, the Archbishop and episcopal delegates who, by virtue of both position and longevity, can exercise relatively more influence. This can leave new members less empowered, since they must acquaint themselves with both current and historical reality in order to make an effective contribution.

DC could address this risk by staggering the appointments of elected members, limiting the terms of office for those appointed and by attending to the risk of disproportionate influence of those with positional authority

## Ensure that Members are competent for their role on DC

It is important that Members of DC are sufficiently well informed regarding the Diocese as a corporate entity in order to effectively contribute to executive decision-making about the management of the Diocese. This is part of an individual's obligation to conduct due diligence before joining a governing body.

The credibility and authority of a governing body like DC, derive from a perception that the whole Diocese is being properly stewarded. DC needs to ensure that all members can bring a stewardship view of the long-term interests of the Diocese, rather than proffer partisan or functional perspectives relating to their role or parish.

For this reason, proper training and induction are requisite to informed decision making. For DC and its members to take a stewardship view, there needs to be clear long-term shared vision as to what constitutes the well-being of the diocese and its mission in the future.

## Ensure that Members Manage Personal, Vested Interests and Multiple Roles

Material conflicts of interest are rare in church bodies - where DC members or their family stand to gain materially from a decision of DC. Such actual, potential or perceived conflicts of interest should be declared, and protocols observed to manage them.

Much more common and inevitable on DC are issues arising from vested interests and role conflict for DC members. Unlike a board, the point of being a member of a diocesan council is that one is active in the life of the diocese. It is therefore highly likely that most members of DC will have other roles and interests. This should help DC consider a range of perspectives and different frames of reference.

In addition, some members of Synod stand for DC because they have strongly held views about matters of theology or churchship. However individual points of view, partisan positions and divergent views are most helpful when they are able to be modified in the service of the common goal which is to achieve the mission of the Diocese.

## Develop Protocols for Multiple Roles and Interests

Given the multiple roles and vested interests likely to occur on DC, the following generic role conflicts should be accounted for and protocols developed:

- **Members of DC employed by the Diocese such as clergy and other Diocesan staff**

Being paid staff member does not necessarily preclude one from being on the governance body. The concept of the executive director is well-established, and it is common practice for a company to appoint to its board the CEO or members of the executive as executive directors. A board comprising only non-executive directors may be ill-equipped to

understand the business models and its sectors and markets. However, those in paid roles (whether clergy or lay) need to be able to distinguish their role in the governance of the Diocese as an enterprise, from the interests accruing to their functional role.

- **Members of DC with delegated authority from the Bishop**

Those who function with delegated episcopal authority often are well placed to bring a whole of diocesan perspective. However, they may be constrained from expressing a view contrary to that of the bishop, or they may engage in forms of episcopal ‘groupthink’ that unnecessarily constrains diverse perspectives from others on DC. DC is not to be a forum whereby the clergy talk to their bishop and the laity observe.

If the number of bishops currently on DC is regarded as a risk, then it may be worth considering treating assistant bishops as non-voting members of DC. If it is not seen as a high risk, it may be preferable to maintain these helpful contributions but ensure that in deliberations, they are properly balanced with other views.

- **Members of DC who are ex officio members (members by virtue of their office)**

Ex officio membership has a place in all forms of corporate governance, but it must be carefully managed. Ex officio members are elected and appointed by virtue of role or position, rather than competence.

- **Members of DC from a specific agency or Ministry unit**

DC needs the perspectives of leaders from across its agencies and ministry units, however, they are not on DC to act as representatives of the agency or parish.

### Treat the Risk of Multiple Roles

Any governing body needs to induct its members into understanding their role and how they will manage personal interests and role conflict. All who govern on DC need to develop sufficient knowledge of the affairs of the diocese so that they are capable of a stewardship or enterprise view, rather than advocating for a particular function or subgroup.

DC could develop protocols that outline expected behaviours, so that when there is a perception that members of DC are overly influenced by their functional role or those they purport to represent, this can be addressed. Asking DC members to declare interests on decisions pertaining to their own ministry unit or role, clarifying how and when ex officio members contribute to discussion and decision-making processes could form part of such a protocol.

When role conflict occurs i.e., when someone owes a duty or obligation to another person or entity in the Diocese, the expected behaviour needs to be clear. If clerical and lay staff members who are on DC are unable to take a divergent view from those to whom they report, then this becomes a risk to good governance and requires feedback to that person.

## 2.4 COMPOSITION OF DIOCESAN COUNCIL

### Mix matters

The mix of capabilities on a governing body is as critical as the competencies of individual members and the composition of any governing body needs to ensure that it can:

- undertake its core functions efficiently and effectively,
- use a range of perspectives thinking styles and frames of reference to make sound decisions,
- be regarded as credible and competent by its key stakeholders.

## Individual cognitive styles are as important as traits

To undertake its core functions, DC needs to be composed of persons with the requisite aptitudes and competencies, including knowledge, self-awareness and transferable professional skills so as to contribute to making sound judgements for the whole diocesan enterprise.

When electing, it is easy to simply focus on a person's qualifications, demographic traits or technical knowledge. While these can be useful, they often are less critical in forming judgements than analytical skills and the ability to weigh benefit and risk. If persons are selected primarily for certain traits e.g. gender, lay status or qualification and cannot meaningfully contribute to the governance of the diocese, this becomes problematic. Simply being lay, female, young or indigenous can marginalise that person in the group unless they are able to do more than simply represent a particular voice.

Attention to the mix of gender, age, sociocultural background on DC does, however, provide assurance to Synod members. It may broaden the range of perspectives but does not guarantee diversity of perspective and judgement. For a decision-making body, diversity of cognitive style is as important to consider as diversity of traits. DC needs to comprise those who are more entrepreneurial and strategic as well as those who are more prudent or/and respecting of the past. It needs to have a mix of analytical and systems thinkers as well as pragmatists who understand how to implement policy.

## Considerations in a Competency Matrix for a Governing Body

An outline of the mix of the aptitudes and capabilities that DC needs is a helpful tool to ensure that, in the long-term the composition is not subject to arbitrary external factors. It can be used for those in Synod who are nominating, those electing as well for those on DC who are appointing. It can also be used as the basis for feedback and review for DC members.

A competencies matrix for a board focuses less on individual skill and more on the competencies required for this group to take the purpose forward in the long-term. Such competencies for DC could include (example only):

- Ability to steer a mission-based organisation for the future – including developing strategy, (including stewardship of assets) and alternative operating models
- Demonstrated ability to address the internal and external forces for change in the church at parish, agency and system levels
- Understanding of Anglican polity – legal, and cultural and how it applies in the Diocese
- Financial acumen- both prudential and strategic
- Ability to understand and treat risk in the not-for-profit sector, including ministry, WHS, compliance, financial and reputational risk.

In addition, the DC Competencies Matrix could consider a mix of personal traits and aptitudes such as

- demographics (age, gender, socio-cultural background and ministry setting)
- demonstrated alignment with the mission of the church and personal Christian commitment
- ability to take an enterprise rather than a partisan view or track record in making judgements for an enterprise, systems thinking
- diverse cognitive styles as outlined above
- willingness and availability to act with diligence i.e. prepare for meetings, proactively inform themselves.

## PART 3: SUGGESTIONS AND RECOMMENDATIONS

Suggestions for further consideration are set out below. Recommendations are in blue.

### ENSURE PROPER OVERSIGHT OF THE MEMBERSHIP OF DC

- 1. Develop a Competencies Framework for DC**
2. Use the Competencies Framework to inform the electorate of Synod as to what is required of those whom they elect to DC. Require those nominated for election or appointment to DC to address the DC Competencies Framework and demonstrate their ability to contribute.
3. Stagger the terms of office of persons elected and appointed to DC, to ensure a balance of member renewal as well as member longevity on DC. For example, terms could be staggered so that one third of three - year terms expire annually.
4. Ensure that persons on DC by virtue of position in the Diocese, such as Archdeacons and Assistant Bishops, are formally reappointed after two terms.

### MONITOR THE COMPOSITION AND COMPETENCY OF DC TO FULFIL ITS ROLES

5. Ensure that DC comprises at least 50% lay people, (whether appointed or elected) and provide a clear rationale as to why the proportion of lay to clergy members of DC is not of the same proportion as that of Synod.
- 6. Undertake an assessment of the mix of individuals, aptitudes and traits on DC against the DC Competencies Framework (cf1.1) and identify any gaps**
7. At least every two years review the DC Competencies Framework and develop a process that provides feedback to each member of DC.

### ENSURE ALL MEMBERS OF DC CAN CONTRIBUTE PROPERLY AND EFFECTIVELY

- 8. Develop a protocol for managing multiple roles and personal vested interests on DC**
9. Provide induction to Members of DC
10. DC members to review annually, the effectiveness of the protocol in practice.

### FACILITATE PROCESSES THAT ENABLE DIOCESAN COUNCIL TO FUNCTION EFFECTIVELY AS A COUNCIL OF ADVICE TO THE ARCHBISHOP

11. Differentiate the role of DC as a Council of Advice and clarify expectations of the advice required. When convening as a Council of Advice, the agenda ought to make clear the nature of the perspectives and the stage in the decision process.

### STRENGTHEN DC FOR ITS ROLE AS A GOVERNING BODY

12. Ensure that the stages of decision making are deliberately observed in the agenda, papers and chairing of discussion, so that members understand how to contribute to a decision.

## Lynette Glendinning



### Fields of Special Competence

- **Corporate strategy and governance including high level forums**
- **Executive leadership development**

As Founder of Tempo Strategies, a Canberra-based national consultancy in organisational development, Lynette has consulted to over 200 Australian organisations. This includes corporate, not for profit, government, university and judicial bodies who are grappling with the challenges and dilemmas of contemporary corporate governance. Over the past 30 years, Lynette has also consulted to church bodies, bishops and boards in a number of denominations.

A Fellow of the Australian Institute of Company Directors, Lynette was part of the team who designed and facilitated the initial Mastering the Board Room Program for four years. This is an advanced program for company directors who have completed the Company Director Course.

Lynette is a Member of the Australian Human Resources Institute & Institute of Public Administration of Australia and Accredited Executive Coach. Formerly a counsellor for a Christian organisation working with at risk young people, Lynette became a lecturer in psychology and organisational development, working in three tertiary institutions.

### Consultancies

- **Australian Energy Regulator** – Board Review
- **Australian Health Practitioners Authority** - reviews of Board effectiveness for National Boards of the Medical, Physiotherapy, Dentistry and Nursing professions
- **Anglicare South Australia**– development of strategic plan and align executive and structures.
- **National Aboriginal Community Controlled Health Organisation**- Board training and strategy
- **National Tax Practitioners’ Board** - Board formation for Directors of the new regulatory regime and development of Board Charter including Board Protocol
- **Professional Standards Authority** Board review and Strategy
- **Prime Minister’s office** – review of Office **culture and relationship with PM&C**
- **Royal Automobile Club of Australia** - Board review, executive leadership development
- **National Disability Safety and Quality Commission** - development of 3 year strategy
- **Fisheries Research and Development Corporation**- Corporate Strategy and board review
- **Family Court of Australia** – assist the Chief Justice & CEO in the management of change including review and repositioning of HR function, National Client Services Strategy.
- **NSW Health** –strategies for Workforce Futures, Rural and Remote Medical Workforce, Clinical Excellence Commission. Governance training for Local Health District Boards
- **The Treasury** – Senior Executive planning workshops and development of strategic plans.
- **University of Adelaide** – Deans and Heads of School Leadership development program

## Christian Ministry

Lynette exercises her ministry through active involvement in the life of the church, including:

- Facilitation of sessions at the National Anglican Bishops Conference
- Facilitator and speaker at Clergy Conferences in the Dioceses of Newcastle and Canberra/Goulburn
- Advisor and coach to Bishops in four Anglican dioceses on matters of clergy development and future church directions
- Consultant to the Indigenous Christian Mission
- Consultant to the Standing Committee of General Synod
- Consultant to Anglicare in three Dioceses
- Conduct of parish planning and consultation processes for over 20 parishes in three dioceses
- consultant to the Uniting Church Synod, board of Uniting Care Australia, Roman Catholic National Bishops Conference, governing bodies of national Roman Catholic religious congregations, and the boards of a number of Anglican and Parent Controlled Christian Schools.

Lynette is the Presiding Member (Chair) of Anglicare New South Wales South, New South Wales West and ACT since 2017. She was a foundation member of the Anglicare Australia Chairs Network and chaired this group in 2022- 23.

Lynette has served as a Board member of the Australian Centre for Christianity and Culture at Charles Sturt University and Chair of the Centre for Public health Policy – a joint venture between Sydney University and ANU.

Lynette is a member of Synod and of Bishop in Council in the Diocese of Canberra Goulburn, a Parish nominator and member of the sanctuary team at St Pauls Manuka.