



# Anglican Church of Australia

## Anglican Long Service Leave Fund

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### **ANGLICAN LONG SERVICE LEAVE FUND BOARD CHARTER**

UPDATED FEBRUARY 2026

AS APPROVED BY:

- THE LONG SERVICE LEAVE BOARD ON 24 FEBRUARY 2026

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# 1 PURPOSE OF THE CHARTER

This Charter sets out the role, structure, responsibilities, operations culture and practices of the Board of the Anglican Long Service Leave Fund. In recent years, the results of Court cases and Royal Commissions have demonstrated the need for Boards (including subsidiary boards) to attend to their governance arrangements - both formal and informal. The Charter is the Board's comprehensive statement of its policies and practices and the Board will update it as needed.

This document was developed following a Board Review workshop in 2018.

## 2 THE LONG SERVICE LEAVE FUND

The Anglican Long Service Leave Fund (the Fund) is governed by a 2010 Canon of the Anglican Church of Australia which came into effect on 1 January 2015, having been passed by all Dioceses in Australia.

❖ *Refer Attachment A1: Long Service Leave Canon 2010*

The Fund is an eligible charity and the legal entity (Corporation) is a company limited by guarantee incorporated under the law of Victoria. The Fund was established to provide a benefit to participants to help meet the costs of long service leave. According to the 2010 Canon, participants may include individual clergy and lay ministers/chaplains and theological lecturers, participating Dioceses or participating organisations.

In this document, participants refers to beneficiaries of the Fund, while Member refers to those elected or appointed to the Board as Members of the Corporation.

## 3 THE PURPOSE AND VISION FOR THE FUND

### 3.1 Purpose

Mindful that the Fund is a Corporation under the auspices of General Synod, the Board regards the purpose of the Fund as:

*To provide timely access to long service leave benefits for Fund participants.*

*To Support the Anglican Church of Australia (the Church) to be financially prudent so that Fund participants are well cared for financially and personally when undertaking long service leave.*

*Be an instrument of unity within the Church by enabling participating individuals to transfer between Dioceses and participating organisations.*

### 3.2 Vision and Outcomes

The Board's vision is that:

*The Fund is to support and appropriately enable Fund participants across Australia to have a break from their pastoral and other duties and experience the spiritual, emotional, physical and recreational benefits long service leave offers.*

The following outcomes indicate success:

- Ensure the Fund retains its position as 'Fund of Choice' for the Church and participating organisations
- Position the Fund for long-term sustainability
- Strengthen and renew the Fund's key relationships to improve service delivery.
- Improve the efficiency and effectiveness in governance and management.

## 4 ROLE OF THE BOARD

The 2010 Canon defines the formal and legal membership processes, powers and responsibilities of the Board. To give expression to these, the Board understands its role in the following terms:

### 4.1 Stewardship

The Board is responsible for the stewardship of the Fund and its long-term sustainability. On behalf of its accountable authority (General Synod, and the Standing Committee of General Synod) the Board is responsible for the effective governance of the Fund.

### 4.2 Governance

The Board undertakes its governance responsibilities by collectively steering the performance of the Corporation - its financial and non-financial strategies as well as rules and regulations for the long term. It also steers the conformance of the Corporation including ensuring proper compliance, controls for risk and by providing accountability and assurance to its key stakeholders.

The Board must exercise due care and diligence to ensure the systematic performance and prudential oversight of the Fund through its selection and monitoring of its Actuary and other technical advisors and its supervision of Fund administration.

### 4.3 Accountability

The Board is accountable through the Standing Committee of General Synod and reports to it annually. The Board also reports to the Bishop and Registrar of every participating Diocese and the proper officer of every participating organisation annually. This includes copies of the audited financial statements together with a short report of the Fund's operations (refer section 16(1) of the 2010 Canon).

The Board reports to every Ordinary Session of General Synod on its proceedings since the previous Ordinary Session of General Synod (refer section 16(2) of the 2010 Canon).

### 4.4 Authority of the Board

The Board has power to manage the Fund and its operations, including employing agents and advisors and it has the power to make rules and regulations to give effect to the provisions of the Canon. Both the General Synod and the Standing Committee of General Synod have reserve powers to 'disallow' a rule or regulation within certain parameters.

## 5 BOARD MEMBERSHIP

### 5.1 Membership

Members of the Board are elected by General Synod and are Members of the Corporation. The Board comprises one Member elected from the House of Bishops, two Members elected from the House of Clergy and four lay Members of the Anglican Church.

The Board appoints its Chair and may appoint two Board Members at its discretion. A Quorum for a meeting of the Board is five Members.

### 5.2 Chair

Elected by the Board, the Chair is responsible to:

- Lead the Board – by overseeing the effectiveness of the Board, guiding the Board on governance issues, reviewing and improving policies and ensuring effective arrangements to conduct the work of the Board between meetings;

- Facilitate effective Board meetings – by establishing effective systems that provide for a flow of information to the Board, by fostering robust decision-making and cooperation among Board members, responding to issues, summarising discussions and resolutions;
- Communicate with General Synod and the Standing Committee of General Synod through the annual reporting processes and informally as needed;
- As agreed by the Board, represent the Fund to participants and key stakeholders; and
- Commit the time necessary to fulfil the role as Chair effectively.

The Board selects a Member to deputise for the Chair as required.

## 6 RESPONSIBILITIES OF BOARD MEMBERS

### 6.1 Directors Responsibilities

Board Members are elected appropriately and are required to provide their written consent to become a director and meet the eligibility requirements as defined by the regulatory authorities.

❖ *Refer Attachment B1: Director's Consent Form*

Board Members are to comply with the declaration of interest requirements of section 12 of the 2010 Canon. The Board maintains a Register of Interests. The Member has an ongoing responsibility to advise the Board of any changes in the declaration of interest.

All conflicts of interest must be declared at the earliest time once the conflict is identified.

The Board shall determine whether or not the conflict is of a material nature and shall advise the individual accordingly.

Where a conflict of interest is identified and/or registered, and the Board has declared that it is of material benefit to the individual or material significance to the Fund or the Board, the Member concerned shall not vote on any resolution relating to that conflict or issue.

The Member shall remain in the room during any related discussion only with Board approval.

The Board will determine what records and other documentation relating to the matter will be available to the Director. All such occurrences will be minuted.

The Chair is responsible to ensure that the Board's Conflicts of Interest Policy is upheld.

### 6.2 Fiduciary Duty

Board Members as Members of the Corporation, owe a fiduciary duty to the stakeholders and accountable authority of the enterprise. A fiduciary duty is defined by the High Court of Australia as a 'duty to act with fidelity and trust to one another i.e. in the interests of the entity.'

Based on the Corporations Act each Member must:

- act in good faith in the best interests of the Fund, removing or declaring any conflicts of interest;
- not gain advantage by improper use of position or cause detriment to the Corporation;
- not misuse information or gain advantage from access to information;
- act with due care and diligence, not relying solely on the judgement of others, committing sufficient time and keeping themselves informed of the broader context of the accountable authority and of the organisation; and
- not trade while insolvent.

### 6.3 Confidentiality

All Board meetings are held in confidence. Those attending Board meetings sign a Confidentiality Agreement.

### 6.4 Indemnity

A Board member is indemnified for any personal liability incurred while acting as a Member of the Board according to section 13 of the 2010 Canon.

## 7 BOARD MEMBERS, ADVISORS AND STAFF

### 7.1 Current Board Members

The current Board Members are listed at Schedule 1.

### 7.2 Advisors to the Board

The Board is advised by expert advisors. A list of the current advisors is provided at Schedule 2.

#### ACTUARY

The Canon requires the Board to procure the advice of an Actuary for the exercise of all its powers that require actuarial knowledge or judgement. The Canon at Part IV: The Actuary details the appointment and the actuarial responsibilities.

#### INVESTMENT ADVISORS

Provide independent advice on the investment structure of the Fund.

#### INVESTMENT MANAGER

Invests the funds in accordance with the investment policy.

### 7.3 Administrative Staff

The Fund engages the services of the General Synod Office to administer the Fund, paying an annual administration fee. The Finance & Operations Manager for the Fund is also the Finance and Operations Manager for the General Synod. The General Synod Office, as the administration function of the Fund, is responsible for the day-to-day operation and management of the Fund as set out in the agreed service level agreement.

❖ *Refer Attachment A2: Service Level Agreement*

The Board relies on an annual audit undertaken by an independent third party and on the provision of a compliance statement by the General Synod Office at every Board meeting. The compliance statement from the General Synod Office provides the Board the necessary reassurance that service levels are being complied with.

## 8 BOARD OPERATIONS

The Board may establish committees and/or sub groups to assist with the execution of its functions. The Board will resolve the role, function and terms of reference of each sub group. The Board will appoint members to the sub groups and make changes to membership as necessary. Other Board Members may attend sub group meetings of which they are not members.

## 8.1 Standing Committees of the Board

Standing Committees undertake substantive work on behalf of the Board between Board meetings. They comprise Board members of the entity who develop policy positions and advise fellow Board Members. They must operate in Board like ways to reach a 'common mind'. They may co-opt external perspectives.

Standing Committees are ongoing, have formal Terms of Reference and often have delegated decision making powers. They are serviced by a Secretariat who can marshal information and act on their behalf.

At present there is one sub-committee, which is the Risk and Audit Committee. The Risk and Audit Committee is to ensure the control environment is sound.

❖ *Refer Attachment A3: Risk and Audit Committee Terms of Reference*

## 8.2 Working Groups of the Board

Working Groups are formed when the Board has significant developmental work to be done or requires quick decisions between normal Board meetings. They are short term, more informal in nature and address issues such as developing new Board policy positions, steering major developments, responding to major external requirements.

Working Groups may consist of representatives from the Diocese and Participating Organisations, with Board Member representation. The Fund Administrator has carriage for Working Groups and has the authority to convene meeting, set the agenda, gather feedback and provide recommendations to the Board where appropriate.

## 8.3 Board Sponsored Projects

The Board may also be invited to provide input for Board sponsored projects which are managed by the Fund Administrator.

## 8.4 Conducting the Business of the Board between Meetings

The Chair has primary responsibility for conducting the business of the Board between meetings. Board members seeking information or advice from advisors or administrative staff will liaise with the Chair. Board Members are not able to task advisors or administrative staff without the permission of the Chair.

Board members will make themselves available to conduct urgent board business as required by the Chair and will respond within 96 hours to requests for Board decisions taken out of session.

# 9 BOARD MEETINGS

## 9.1 Frequency

The Board will meet at least four times per year, usually on a quarterly basis. Board meetings are usually for a 5-hour duration but may on occasion be longer or shorter.

## 9.2 Agenda

The Board agenda is to be structured to ensure matters requiring decisions are considered early in the meeting agenda. This allows for a strategic focus and adequate discussion time. The practice of allowing in camera time for Board Members prior to the participation of staff and advisors in the meeting is regarded as helpful. This time can focus on Board matters including Board effectiveness.

In addition, it is the Board's practice to convene for dinner the evening prior to the Board meeting to nurture collegiality.

### 9.3 Board Papers

Board papers are distributed a minimum of **10** days prior to the Board meeting and should include.

- Reports from Committees and Advisors should provide an update on Fund performance, and signal the decisions required of the Board to move these forward.
- Decision papers should clearly set out the issue, background, risks, options considered and a recommendation to the Board. If the Board has considered this issue previously, the paper must cross-reference the previous decision or contemplations of the Board.
- Information papers should ensure there is sufficient information for the Board to understand the matter. Matters for noting or information only will only be discussed if required.
- The Secretariat will maintain a Register of outstanding action items to be reported against at each Board meeting.

### 9.4 Minutes

The outcomes of discussion and agreements reached at all Board meetings are minuted. Minutes of all Board meetings are circulated to Members of the Board and approved by the Board at the subsequent meeting. Approved minutes are signed by the Chair.

## 10 CONDUCT AND ETHICS

### 10.1 Ethical Conduct

The Board is committed to the adoption of ethical conduct in all areas of its responsibilities and authority and through its advisors and administrative staff.

The Board should satisfy itself that appropriate codes of conduct are held by all advisors.

The Fund Administrator and key advisors to the Fund are requested to provide their organisational Code of Conduct.

- ❖ *Refer Attachment A4: General Synod Office Code of Conduct*
- ❖ *Refer Attachment A5: PFS Actuarial Consulting Code of Conduct*
- ❖ *Refer Attachment A6: McGing Advisory and Actuarial Code of Conduct*
- ❖ *Refer Attachment A7: Pandal Group Code of Conduct*

The Board will request that where a third-party consultant is engaged, the organisation's code of conduct is provided as part of the engagement process.

### 10.2 Privacy

The Long Service Fund Privacy Policy protects the privacy of Fund participant

- ❖ *Refer Attachment A8: Anglican Long Service Leave Fund Privacy Policy*

### 10.3 Conflicts of Interest Protocol

The Fund Administrator and key advisors to the Fund are required to advise the Board of any conflicts of interest in matters relating to the Fund.

All conflicts of interest must be declared at the earliest time once the conflict is identified. The Board shall determine whether or not the conflict is of a material nature and shall advise the organisation accordingly.

## 10.4 Confidentiality

All Board meetings are held in confidence. Those advisors attending Board meetings sign a Confidentiality Agreement.

Information about the Fund and the Board are subject to the Fund's Information Security Policy.

- ❖ *Refer Attachment A9: Anglican Long Service Leave Fund Information Security Policy*

## 11 BOARD CULTURE AND EXPECTED BEHAVIOURS

The Board intends to nurture a culture that is collegial, engaged, prayerful and professional.

All Board members are responsible for the tone and culture of the Board. The Chair has a particular responsibility to ensure that all Members take seriously their contribution to culture. Members are expected to be responsive to any request or indication from the Chair that aims to ensure the orderly and good-spirited conduct of the Board's work.

### 11.1 Collegial

- The Board exercises its responsibilities and functions while acting in good faith and in the best interests of participants. To do this, it is committed to collective decision-making processes. Individual Members will respect the contributions of other Members and strive to understand their perspectives and contributions to Board debate.
- Board Members act to nurture trust. Where disagreement proceeds to interpersonal friction, the Chair will intervene to advise members of their responsibilities.
- Members observe the rule of Cabinet Solidarity whereby robust discussion and disagreement can occur in the meeting, but all Members have a duty to uphold a decision of the Board once it is made irrespective of whether they personally agree with it.

### 11.2 Engaged and Respectful

- The Board actively seeks to have an 'engaged culture' which is characterised by candour and a willingness to challenge.
- Board Members will act in good faith and behave in a manner that is civil and courteous and within the generally accepted procedures for the conduct of meetings at all meetings of the Board.
- Board Members will be diligent in reading papers and preparing, punctual in attendance and make themselves available for the duration of the for the Board meeting. Where this is not possible they will advise the Chair ahead of time.
- Board Members are expected to contribute to the work of the Board between meetings as needed.

### 11.3 Prayerful

- The Board sees its work as part of the mission of the Church and Members approach their work on the Board in the spirit of Christian service.
- Members pray together and are personally prayerful about their role and the issues before the Board.

### 11.4 Independent and Professional

- Board Members know and act in accordance with the provisions of the Canon.
- In exercising their fiduciary responsibility, Board Members will act in the interests of the Fund using independence of judgement. Members will not bring a partisan view, nor act under the

instructions or influences of others, nor use other positional roles to influence their judgement as members of the Board. When it is appropriate for a Member to bring a partisan or particular perspective, that Member will declare it.

## **12 BOARD COMPOSITION, SUCCESSION AND REVIEW**

### **12.1 Composition**

Notwithstanding that this Board does not appoint its own Members, it must attend to the risk that those electing at General Synod may not understand the required aptitudes and competencies to properly contribute to the work of the Board and that those elected may not fully comprehend the requirements of a Board.

Since a Board makes collective decisions, it must balance the knowledge skills, perspectives and contributions of its whole membership. Those who stand for election to this Board and those who elect them need to take account of Board composition as well as the attributes of individual Board Members.

### **12.2 Competencies**

It is the Board's view that the composition of the ALSLF Board at any given time needs to attend to the following domains of governance competence:

#### **1. Competence to Govern a Fund**

- Understanding /and professional background in development of investment strategies and demonstrated financial acumen
- Capacity to understand the dynamics of a balance sheet and to determine how best to achieve return on investment and value creation
- Ability to engage with risk, both actuarial and organisational risk

#### **2. Competence to Govern within the National Anglican Church**

- Appreciation of Anglican governance including the role of General Synod and Standing Committee and the dynamics of the Anglican Communion
- Well-developed understanding the need of participants across the national Church- individuals, Dioceses and organisations including rural and metro needs as well as those of emerging Participants.
- Appreciation of contemporary governance practice.

#### **3. Personal attributes**

- Diligence and professionalism in the exercise of fiduciary responsibilities and prudential oversight
- Independence of judgement and a willingness to contribute to the unity of the Church
- A sense of mission, prayerfulness and service – willing and available to take the work of the Board forward (beyond attendance at meetings).

### **12.3 Director Induction**

It is important that new Board Members are able to contribute fully as soon as possible. The Board will ensure that each new Board Member is effectively inducted into the business of the Fund and oriented to the way the Board operates.

The Chair will ensure that all fund policies and Board policies are made available to new Board Members and that some face-to-face induction is available to new Board Members within the first two meetings.

#### 12.4 Board Review, Succession and Development

The Board will undertake a Board review at least every two years. From time to time, at least once each year, the Board will use its *'in camera'* session at Board meetings to review its culture and to attend to its effectiveness as a Board, including succession issues. The Chair is responsible to lead this process.

The Board encourages professional development of Board members. Board Members are committed to participating in development programs or sessions made available to enhance their contribution to the Board.

Board Members are encouraged to participate in one development session each year, which can be funded by the Fund.

### 13 STAKEHOLDER RELATIONS

#### 13.1 General Synod

The Board, through the Chair, is responsible to ensure that there are effective relations between the Board and the Standing Committee of General Synod. This includes assisting General Synod Members to have clear expectations of the Fund and to be well informed as to the election of Board members.

#### 13.2 Fund Participants

The Board provides a report to participating Dioceses and organisations annually. With respect to individual participants, the Board has set the following guidance to its administrative staff. The Board has a Complaints Guidelines that advise participants and administrative staff how to deal with dissatisfied participants.

- ❖ *Refer Attachment A10: Anglican Long Service Leave Fund Complaints Guideline*

#### 13.3 Media

The Chair, speaking on behalf of the Board, is the official Fund representatives to stakeholders and the media.

#### 13.4 Charter Review

The Board will undertake a formal review of the Board Charter every 3 years, preferably mid-term.

SCHEDULE 1: BOARD MEMBERS

Board Member	House	Office / Committee	Appointment & Term
Bishop Donald Kirk	House of Bishops		Initial appointment: 19 Nov 2022 Member until 19 <sup>th</sup> General Synod
Rev Dr Andrew Ford	House of Clergy		Initial appointment: 7 Sep 2017 Member until 19 <sup>th</sup> General Synod
Rev Simon Roberts	House of Clergy		Initial appointment: 12 May 2022 Member until 20 <sup>th</sup> General Synod
Mr Doug Marr	House of Laity	Audit & Risk	Initial appointment: 7 Oct 2004 Re-appointed: 7 Sep 2017 Member until 19 <sup>th</sup> General Synod
Mr Chris Nelson	House of Laity	Audit & Risk	Initial appointment: 7 Sep 2017 Member until 19 <sup>th</sup> General Synod
Mr Allan Thomson	House of Laity	Audit & Risk	Initial appointment: 26 July 2001 Re-appointed: 12 May 2022 Member until 20 <sup>th</sup> General Synod
Mrs Leeanne Zamagias	House of Laity	Chair Audit & Risk	Initial appointment: 29 Nov 2019 Re-appointed 12 May 2022 Member until 20 <sup>th</sup> General Synod
Mrs Catherine Rich	Board Elected		Initial appointment: 30 Nov 2023 Member until 6 Nov 2026

SCHEDULE 2: ADVISORS TO THE BOARD

EXPERTISE	ADVISOR
ACTUARY	PFS CONSULTING – Mr Stephen Crump BA FIAA
ASSET CONSULTANT	MCGING ADVISORY AND ACTUARIAL – Mr Sean McGing FIAA
FINANCIAL GOVERNANCE AND COMPLIANCE ADVISOR	GENERAL SYNOD - AUDIT COMMITTEE
FINANCE & OPERATIONS MANAGER	GENERAL SYNOD FINANCE & OPERATIONS MANAGER – Tracey Longfield CPA MBA
INVESTMENT MANAGER	BLACKROCK – Mr Uwe Helmes CFA