Lutheran Church of Australia

**Governance Enhancement Committee**

**Lutheran Aged Care and Community Service organisations**

**Terms of Reference**

**NAME**

Lutheran Aged Care and Community Services Governance Enhancement Committee

**BACKGROUND**

At its Convention in April 2013 the LCA General Synod adopted the following resolution:

***THAT the GCC, consistent with the Strategic Direction of the LCA - especially regarding improving our “Governance and Leadership capability” and being “good stewards of our available resources” - undertake a review of the current governance and administrative structures of the LCA including at the National level, District level, Boards, Commissions, Councils and Agencies during the next synodical term***

GCC engaged an external consultant, Dr Maureen Cleary to conduct the review. The consultant noted in Part J of her final report that due to time constraints no in-depth analysis of Aged Care was conducted.

One of Dr Cleary’s recommendations was that “GCC initiates a governance review of LCA’s aged and community care organisations with a view to identifying the various models of service provision how they fulfil the Object of the Church to: ‘Minister to human need in the name of Jesus Christ our Lord in the spirit of Christian love and service, and to provide institutions and agencies for this purpose’.”

In November 2015 GCC partially adopted the Cleary recommendation in the following resolution: “that consideration be given by GCC to a national ‘system’ model for the governance oversight of aged care facilities within the LCA.” This was subsequently expanded to include Lutheran Community Service organisations.

A consultant, Les Stahl, was engaged in 2016 to lead the process supported by a Dialogue Group which included representatives from the General Church Council and the LCA’s Committee for Ministry with the Ageing.

The majority of the LCA’s Aged Care and Community Service organisations participated in the dialogue, which included a one-on-one engagement with all of the participating organisations and two consultations/workshops.

The final report was submitted to GCC in February 2018 and contained 33 recommendations, all of them consistent with agreements supported by the participating organisations, and which were broken down under the following headings:

1. Continuation of a dialogue-approach involving the LCA, its districts and the Aged and Community Services organisations;
2. Focus on changing processes rather than structures;
3. Development and adoption of core governance documents;
4. Implementation of ‘in-house’ improvements to governance;
5. Greater support from LCA at the national level; and
6. Establishment of funding and support mechanisms;

GCC accepted the report’s recommendations and has committed resources to commence the initial implementation phase, which will extend until the end of 2019.

The key expected outcome from this initial phase is that progress will be made in establishing greater confidence that all Lutheran Aged Care and Community Services are sustainable and well governed.

This outcome will only be sustained through an ongoing commitment from the Church and all the organisations to continue to build on the agreements and commitments, reflected in the report’s recommendations, made during the dialogue process.

The General Church Council accepted the recommendation that a Governance Enhancement Committee is established to progress the implementation phase.

**TERM**

The Committee will be in place until the end of 2019. Its future role, if any, will be discussed and agreed by the stakeholders before the end of 2019 base.

**PURPOSE**

To facilitate quality governance and management throughout the Lutheran aged and community services sector, particularly for small and/or isolated services, by:

* assisting LCA and each service implement the Matrix Model of Mutual Support and Interdependence (as outlined on pp15 & 16 of Final Dialogue Report) and
* assisting LCA to both better support and also better oversight these services.

In meeting this purpose the committee will:

1. Oversee the implementation of the Governance Enhancement Plan, approved by the General Church Council*;*
2. Provide advice to the Governance Enhancement Coordinator related to the prioritisation of activities;
3. Review draft policies, agreements, protocols and other documents prior to their release for consultation and/or adoption by the Lutheran Aged Care and Community Service organisations;
4. Develop recommendations for the funding of a Governance Enhancement budget from the beginning of 2020; and
5. Monitor the work of the Coordinator, in consultation with the Executive Officer of the Church.

**GOVERNANCE ENHANCEMENT PLAN:**

**Support tasks** include harnessing the knowledge and expertise of larger services to:

1. Facilitate the development and circulation of at least the following key documents/policies:
   1. LCA vision and underpinning key governance principles for Lutheran aged and community services (refer Appendix 4 of Final Dialogue Report)
   2. Set of key guiding Lutheran theological ethos documents for Lutheran aged and community services (refer Recommendation 5, p24 of Final Dialogue Report)
   3. Set of minimum Standards of Governance for Lutheran Aged Care and Community Services (refer Appendix 5 of Final Dialogue Report)
   4. Model constitutions for Lutheran aged & community services
   5. Model organisational ‘lead’ policies including policies covering:
      1. ‘End of Life Support
      2. General Diversity Inclusiveness’
   6. Model governance policies including policies covering:
      1. board member selection policy (Appendix 7 of Final Dialogue Report)
      2. Board Member Induction Policy (Appendix 8 of Final Dialogue Report)
      3. Board Member continuing education policy (Appendix 9 of Final Dialogue Report)
      4. Board Member tenure policy (refer paragraph 11, page18 of Report 2 and Issue D, page 44 also in Report 2)
      5. Annual Responsibilities of a governing body (refer the 12 functions (disciplines) listed in Appendix 3 of Final Dialogue Report)
      6. Risk policy
      7. Delegations policy
      8. Support and Oversight of CEO policy
   7. Owners Governance Kit (Appendix 10 of Final Dialogue Report)
   8. Operational guidance polices including:
      1. Workplace Health & Safety policies
      2. Branding guidance (refer Recommendation 23, p28 of Final Dialogue Report);
2. Facilitating awareness of key national policy and funding developments in aged care, disability and community services;
3. Facilitating access to up-to-date information and/or policies about good governance;
4. Planning and co-ordinating a sector-wide network meeting at the beginning of each year to discuss matters of importance to the sector (including giving guidance on priorities for national advocacy) and to enable the sector to better speak with ‘one voice’ both within LCA and externally to it;
5. Facilitating other communications to enable LA&CS to efficiently and effectively communicate with each other;
6. Co-ordinating/sponsoring governance and management professional development training, especially for small/isolated services, including induction support;
7. Facilitating discussions that enable Lutheran organisations conducting disability and community services to be able to best progress community services issues (refer Recommendation 24, p28 of Final Dialogue Report).

**Quality Oversight tasks** include:

1. Facilitating a *Quality Services Agreement between the LCA and each Lutheran aged and community service that includes:*
   1. *‘peer-based’ governance quality assurance system within the LCA and*
   2. *emergency Intervention protocol*

(refer Recommendations 25 & 26 and Appendices 6 and 11 of Final Dialogue Report)

1. Assist in developing a GCC strategy for following up any Lutheran aged and community service that does not wish to participate in this LCA program of governance enhancement (refer Recommendations 32 & 33 of Final Dialogue Report).

**MEMBERSHIP**

The Committee shall consist of seven (7) members, appointed by the Executive Officer of the Church.

The Committee will consist of people with a commitment to mission and ministry and considerable skills, qualifications, knowledge and experience in at least one of the following areas:

1. Ministry in an aged care or community services environment;
2. Governance, particularly in an Aged Care/Community Services context;
3. Management, particularly in an Aged Care/Community Services context;
4. Church governance or management;
5. Aged Care/Community Services Policies;
6. Aged Care/Community Services government legislation and regulation; and
7. Change management.

The membership will include a mix of backgrounds and perspectives which, together with the relevant skills, knowledge, qualifications and experience will enable the committee to fulfil its role.

**MEETINGS AND REPORTING**

Meetings will be held as agreed by the Committee, and on request of the Executive Officer of the Church.

Minutes of proceedings will be kept of all meetings of the Committee and submitted to the Executive Officer of the Church.

**TERMS OF REFERENCE CHANGES**

The Committee may submit to the Executive Officer of the Church recommended changes to these Terms of Reference. The Executive Officer may make changes to the Terms of Reference, in consultation with the Committee.

3 August 2018