

## A Guide for Boards, Company Secretaries and Minute Secretaries to accompany the recording of the seminar for “*Company Secretaries and Minute Secretaries – Part 2*” August 27, 2021.

This Resource Guide is provided to assist Boards, Company Secretaries and Minute Secretaries to enhance their governance skills and knowledge so as to improve their ministry governance practice. The resources can be used by small groups (e.g. as part of a Board meeting) or as a self-paced governance formation opportunity for people currently in these roles or those aspiring to them.








**The recording of the August 27 seminar can be considered in four (4) parts.** The contents of each Part are summarized below:

### **Part 1:** (approx. 29 mins)

Following an Acknowledgement of Country and Opening Prayer, **Annette Schneider rsm** introduces the presenter, **Jonathan Campton**, Executive Officer Ministry Governance for ISMAPNG, who explores the seminar topics. The Prayer can be used in whole or in part at the start of the session.





Jonathan provides an overview of the seminar and addresses the first topic: **Conflicts of Interest**.

Points addressed include:

-  Conflicts of interest
-  Conflicts of duty
-  Catholic Church and multiple governance hats we may wear
-  Environmental analysis of perceptions (Ministry Institute, other Congregations, Dioceses etc)
-  Declaration of conflicts
-  Management of conflicts
-  Positive and negative considerations

### **Part 2:** (Start viewing from 00:29:02, approx. 13 mins)

Jonathan addresses the topic of **Reserve Powers**. Points addressed include:

-  Canonical framework for cascading reserve powers
-  Reserve powers relating to the ‘3 Ps’ – People, Property and Papers (documents)
-  Constitutions, Appointing Directors, Remunerations, AGMs
-  Dates within ISMAPNG for Decision Requests triggered by a Reserve Power to go to the ILT as Company Members

### **Part 3:** (Start viewing from 00:42:44, approx. 19 mins)

Jonathan introduces a video interview with **Alison Moran**, Company Secretary for Mercy Health Australia, who explores **the role of the Company Secretary in guiding the Board Chair and Directors**. After giving an overview of the professional background she brings to her current role, Alison responds to the following questions:

1. What do you see as the role of the Company Secretary in guiding the Board Chair and Directors and also the CEO?
2. What examples can you give of being a guiding influence for Boards in their governance role?
3. How does the Company Secretary support the effectiveness of a Board?
4. Can you share examples of where you have had to influence the Board Chair or Directors to ensure good governance process is being followed?

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5. Can you share any insights into the tensions which can exist between the Company Secretary and the Board or with the Company Secretary role and other roles which the Company Secretary may hold within the organization?

**Part 4:** (Start viewing from 1:01:08, approx. 35 mins)

Jonathan speaks about **future governance developments with Mercy Ministry Companions**, noting some aspects of particular relevance to Company Secretaries and Minute Secretaries.

Points addressed include:

- ✚ Stages and related timeline for establishment of Mercy Ministry Companions
- ✚ Canonical framework for Mercy Ministry Companions
- ✚ Governance entities within Mercy Ministry Companions
- ✚ Mercy Ministry Companions – Sponsors, Sponsorship Council, Trustee Directors, Ministry Boards
- ✚ Other entities with whom Mercy Ministry Companions will likely engage
- ✚ The network of Ministerial PJPs which Mercy Ministry Companions will join
- ✚ Tasks being undertaken leading up to December 3 commencement date for MMC
- ✚ MMC Constitution
- ✚ Necessary amendments to existing Ministry Constitutions
- ✚ Cascading reserve powers
- ✚ Limits and conditions
- ✚ Relationship with Bishops
- ✚ Alienation of temporal goods belonging to stable patrimony
- ✚ Ways the Institute exercises its current stewardship role

**Resources included in this Resource package are:**

- ✚ [Vimeo recording of the seminar](#)
- ✚ [Jonathan Campton’s ppt slides](#)
- ✚ [Vimeo recording of interview with Alison Moran](#)
- ✚ [AICD Conflicts of Interest](#)
- ✚ [NFP Governance Principles Report Principle 9](#)
- ✚ This Resource Guide

**Using Part 1**

- ✚ Read the AICD material on ‘Conflicts of Interest’.
- ✚ View the first part of the video presentation where Jonathan outlines the seminar content and explores ‘Conflicts of Interest’.
- ✚ Either in a small group or individually, give time to reflection on the ways in which conflicts of interest or duty are addressed within your Board.
- ✚ Where possible, share some insights emerging from the reflection.

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**Using Part 2**

- ✚ View Part 2 of the video clip, where Jonathan explores ‘Reserve Powers’.
- ✚ Take time to reflect on the Reserve Powers under which your ministry operates and on the process for making Decision Requests.
- ✚ Where possible, share some insights emerging from your reflections.

**Using Part 3**

- ✚ View Part 3 of the video clip where Jonathan interviews Alison Moran, focusing on the role of the Company Secretary in guiding the Board Chair and Directors.
- ✚ Either in a small group or individually, give time to reflection on the points made by Alison e.g. on being a bridge between Board and CEO; ensuring good process is followed; following up on agreed actions; ensuring meeting papers are well prepared so that Directors have what they need to make decisions; the tensions which those in the role of Company Secretary might feel.

**Using Part 4**

- ✚ View Part 4 of the video clip where Jonathan outlines current developments in establishing *Mercy Ministry Companions*. The ppt slides are embedded in the video.
- ✚ As Company Secretary, ensure you and the Directors are as up to date as possible with any developments which relate to your role e.g. amending your current Ministry Constitution in light of the establishment of MMC.

**Concluding remarks**

The Ministry Governance Unit hopes this Resource Guide which focuses on the contributions to good governance made by Company Secretaries and Minute Secretaries explored in the “***Seminar for Company Secretaries and Minute Secretaries – Part 2***” is helpful. We would appreciate any feedback you can provide which would make the resource even more effective.

If you would value further assistance with the ongoing formation of Board members, CEOs, Company Secretaries and Minute Secretaries, Leadership teams and those in designated leadership roles within your ministry, you are most welcome to contact me at [annette.schneider@ismapng.org.au](mailto:annette.schneider@ismapng.org.au)

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