

STATUTE

NAME	DIOCESAN GOVERNANCE COUNCIL
PRESIDER	The Bishop OR The Bishop has formally delegated his role as Presider, whenever he is not present, to an Ordinary ie. Vicar General.
NUMBER OF MEMBERS	Minimum of four (4) Maximum of seven (7) Plus the nominated Presider
EX-OFFICIO MEMBERS	A member of the Trustees may be appointed in accordance with the Diocesan Protocols Chief Governance Officer.
STANDING INVITEES	Chief Operations Officer Chief Financial Officer/ Diocesan Finance Officer
QUORUM	A quorum shall be: (a) The nominated presider or their delegate; (b) Plus at least 50% of the remaining members.
MINIMUM NUMBER OF MEETINGS PER YEAR	Four (4)
SENIOR STAFF ACCOUNTABLE	Chief Governance Officer
SECRETARY	Katy Mooney, Company Secretary & Public Officer companysecretary@mn.catholic.org.au

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Section 1 - Preamble

- (1) In 2025, Bishop Kennedy reviewed the Diocesan governance structure, and the Diocesan Governance Framework was created with the Diocesan Governance Council to be included in that framework as a Council to respond to the regulatory and compliance burden faced by the Bishop exercising his functions of Bishop, and the Trustees of the Roman Catholic Church for the Diocese of Maitland-Newcastle to support the Trustees and the Bishop discharge their duties.

Section 2 - Protocols

- (2) The operations of this Council are to be governed by the Diocese Protocols for all Councils, Boards and their Committees.

Section 3 - Functions

- (3) The Council is established to assist the Bishop and Trustees in fulfilling their oversight responsibilities for legal, risk management, and compliance across the Diocese.
- (4) The Council's role is to assure the Bishop and the Trustees that the Diocese and its agencies operate within the legal and regulatory framework they are subject to, and that the Diocese and its agencies adheres to the highest standards of legal and ethical conduct.

The Council's responsibilities include, but are not limited to:

- (5) **Governance Oversight**

- a. Monitor and review the effectiveness of the governance systems and processes, including considering membership, succession planning and sustainability of all Councils, Boards and Committees.
- b. Promote a culture of integrity, accountability and transparency in the Diocese and its agencies.

- (6) Ensure the Council's recommendations and actions are documented and communicated to the Bishop and Trustees, as well as the relevant Councils, Boards and Committees.

- (7) **Legal Risk Management**

- a. Oversee the identification, assessment, and management of legal risks that impact the whole of the Diocese.

- (8) Review and recommend to the Bishop and Trustees the legal risk management framework and policies.

- a. Ensure that legal risks are being appropriately reported to the Bishop and Trustees, as well as the relevant Councils, Boards and Committees.

(9) Compliance Oversight

- a. Monitor compliance with legal and regulatory requirements that impact across the whole of the Diocese.
- b. Review the effectiveness of the compliance program and recommend improvements.
- c. Ensure that compliance issues are being reported and addressed promptly.

(10) Key Personnel Management

- a. Nominations:
 - i. When required by the Bishop or Trustees:
 - 1. review and recommend candidates for key positions within the Diocese, including senior management and members of Councils, Boards and Committees.
 - 2. Consider skills, experience and alignment with the Diocese mission, values and strategic objectives in the nominations process, including key metrics of appropriate representation from the Diocese.
 - ii. Ensure that the Diocese has a nomination process for senior positions that is transparent, fair and based on merit.
- b. Remuneration:
 - i. Review and recommend remuneration policies and packages for key personnel.
 - ii. Ensure that remuneration practices are competitive, equitable and aligned with the Diocese's mission, performance and strategic goals.
 - iii. Monitor and evaluate the effectiveness of remuneration policies in attracting, retaining and motivating key personnel.
 - iv. Ensure that remuneration decisions are transparent and communicated clearly.

(11) Performance Management:

(12) Apply the Diocesan performance management framework and/or practice for the key personnel (generally the relevant Chief or Director that is an ex-officio member of the board or council) that aligns with the Diocese's mission, values and strategic objectives.

- a. Ensure recognition and reward of high performance is in line with the mission, values, strategic objectives and status of Church and charity.
- b. Ensure that the performance management processes across the Diocese are transparent, fair, and consistently applied.

(13) Reporting and Communication

- a. Report regularly to the Bishop and Trustees on the Council's activities and findings.
- b. Ensure that significant legal and compliance issues are communicated to the Bishop and Trustees, as well as the relevant Councils, Boards and Committees in a timely manner.

(14) Policy Review

- a. Review and recommend key Diocesan governance, legal and compliance policies.
- b. Ensure that policies are regularly updated and aligned with current laws and regulations.

(15) Training and Awareness

- a. Oversee the development and implementation of governance, legal and compliance training programs.
- b. Ensure that employees are aware of their governance, legal and compliance responsibilities.

Section 4 - Standing Committees

(16) The Council shall establish the following standing Committees to support it undertake its works:

(17) Nominations & Remuneration Committee, with the intention this Committee provides oversight for the recruitment, retention, performance management, remuneration and succession planning of all senior management of the Diocese. The Committee will work jointly with this Council and the relevant Council or Board for each staff member they oversee.

(18) Internal Audit Committee, with the intention of overseeing internal controls, risk management and the internal and audit function to ensure accuracy integrity and compliance.

If at any time a standing committee is not established the Council shall bear the responsibility for the functions otherwise to be undertaken by the standing committee.

Section 5 - Notations

(19) If there is any inconsistency between the Protocols and this Statute the later applies to the extent of the inconsistency.

Section 6 - Document Review

(20) This Statute will be reviewed when there is a legislative change, organisational change, delegations change, technology change or at least every 3 years to ensure it continues to be current and effective.

REVISION NO.	PREPARED/REVISED BY AND DATE	AMENDED SECTION(S)	AMENDMENT DESCRIPTION	APPROVED BY AND DATE

Section 7 - Glossary Terms and Definitions

All terms and definitions must be consistent with the [Glossary / Policy Library \(catholic.org.au\)](#)

TERM	DEFINITION