

St Paul's
ANGLICAN GRAMMAR SCHOOL



Board Governance Charter 2023

Wisdom | Integrity | Compassion | Respect

INDEX

1. Introduction.....	1
2. The School.....	1
3. Our Vision, Mission and Values.....	1
4. Governance Structure.....	2
5. The Role of the Board.....	2
6. The Role of the Chair.....	3
7. The Role of the Principal.....	4
8. The Role of the Company Secretary.....	4
9. Appointment of Board Consultants.....	5
10. Appointment of Directors.....	5
10.1 Number and composition of Directors.....	5
10.2 Eligibility.....	6
10.3 Nomination and Election of Elected Directors.....	6
10.4 Appointment of Directors	6
10.5 Term of Office.....	7
10.6 Obligations.....	7
10.7 Corporations Act Obligations.....	7
10.8 Other Statutory Obligations.....	8
10.9 Confidentiality.....	8
10.10 Skills.....	9
10.11 Board Appointment.....	9
10.12 Board Induction.....	9
10.13 Board Members' Code of Conduct.....	10
10.14 Representation of the School.....	10
11. Board Meetings.....	11
11.1 Meetings, Agendas and Board Documents.....	11
11.2 Board Process.....	12
11.3 Meeting Frequency and Time.....	12
11.4 Reports.....	12
11.5 Minutes.....	13
12. Board Members – Entitlement to Information.....	13
12.1 Protocol for Seeking Information.....	13
12.2 Seeking Professional Advice.....	13
12.3 Access to Board Papers.....	13
13. Directors and Officers Liability Insurance.....	14
14. Conflict of Interest.....	14
15. Board and Principal's Evaluation.....	14
16. Board Policies.....	14
17. Delegation of Authority.....	15
17.1 Delegation to Committees.....	15
17.2 Delegation to the Principal.....	15
18. Review of Board Governance Charter.....	15



1. Introduction

The purpose of this Charter is to outline the functions and responsibilities of the Board and to support the key values and principle purpose outlined in the Constitution for St Paul's Anglican Grammar School Ltd.

The Charter is intended to provide guidance to Directors to assist them in carrying out their roles and responsibilities, and define the standards of professional conduct that the School expects of its Directors.

The Charter also seeks to capture the obligations and responsibilities of Directors that would be required generally in accordance with good governance.

2. The School

St Paul's Anglican Grammar School Limited is a Company limited by guarantee. Its registered address is 150 Bowen Street, Warragul, Victoria, 3820 (ACN 005 949 539).

3. Our Visions, Mission and Values

*As outlined in the School's
Strategic Plan
Pursuing Potential 2023-2028*

Our Vision

To offer an exemplary Anglican education through which students are inspired to develop a lifelong passion for learning and to contribute positively to the global community.

Our Values

- Wisdom
- Compassion
- Integrity
- Respect



Our Mission

As a school which values learning in all its forms, we are committed to providing opportunities for each student to achieve their personal best. In partnership with families, we will create a supportive, caring and collaborative environment where young people are challenged to think critically, strive for excellence and contribute constructively to the world around them.



4. Governance Structure



5. The Role of the Board

The first and primary duty of the Board is to ensure that the School's principal purpose outlined in its Constitution is carried out and implemented.

It is the role of the School Board to provide strategic guidance for the School and to effectively oversee the School's management.

The Board's role is to govern the School and not to be involved in its day-to day management, which is the Executive team's role, led by the Principal, who manages the School in accordance with the strategic goals set by the Board. The Board does not have a management function.

The Board is responsible for, and should determine all matters relating to strategic policy. It has overall responsibility to ensure that the School is well managed.

Without limiting the generality of the Board's role, its principal functions in relation to the School are to:

- Set goals and provide strategic direction
- Appoint the Principal
- Determine key strategic policies, frameworks and strategies
- Approve the annual budget and any long-term budget
- Approve material expenditure outside the budget
- Approve all items of major capital expenditure
- Conduct a review of the Board's own performance
- Conduct an annual review of the School in meeting its objectives
- Review the performance of the Principal
- Establish and oversee the powers and functions of Board Committees established
- Review and monitor adherence to systems of risk management, governance compliance and legal compliance
- Maintain the solvency of the School and all relevant obligations under the Corporations Act
- Recognise that the fiduciary relationship is a general law notion and dictates that Board members must always and unwaveringly act in the best interests of the School and must act honestly, fairly, loyally, in good faith, and with integrity

- Recognise that in all deliberations as a member of the School Board, all Directors must have regard to the overriding principle that your duty is to act in the best interests of the School, irrespective of any personal or other interests

6. The Role of the Chair

The Chair is responsible for leadership of the Board and for the conduct of the Board's functioning. The Chair should facilitate the effective contribution of all Directors and promote constructive and respectful relations between Board members and between Board and management.

The following are some of the roles of the Chair:

- Effectively lead the Board and chair all Board Meetings
- Act as a facilitator of relationships within the Board and ensure that the 'corporate culture' of the Board itself is positive and in keeping with achieving its objectives
- Act as a motivator and energise the Board when necessary
- Act as a 'reality check' on the progress of the Board toward its objectives
- Act as an appraiser of the performance of Board members to ensure optimum performance among Board members and commence the annual process of Board and Board members' evaluation
- Act as a conduit between the Board and Principal
- Ensure that the balance of responsibilities and duties between the Board and the Principal is appropriate
- Ensure that the Board and the Principal each meet their appropriate responsibilities and that each is respectful of the position and responsibilities of the other
- Provide mentoring for the Principal
- Chair the Principal's evaluation review process
- Establish the agenda for Board meetings in consultation with the Company Secretary, Principal and Board when required
- Promote and facilitate constructive debate at Board meetings by effectively managing different views and opinions
- Ensure an openness of debate and exchange of views
- Ensure that differing opinions are evoked without allowing these to become combative or divisive

7. The Role of the Principal

The Principal is appointed by the Board and is employed to manage and lead the organisation.

The Principal is responsible for the ongoing management of the School in accordance with the strategy, policies and programs approved by the Board. He/she shall manage the School to achieve the goals agreed and endorsed by the Board at all times having regard to the School's values and ethos. The Principal is accountable to the Board.

The role of the Principal at St Paul's is aligned to the Association of Heads of Independent Schools of Australia (AHISA) 'Model of Autonomous School Principalship'.

Further, the Principal is the primary link between the Board and the organisation's staff.

In leading the School, the role of the Principal includes:

- Managing the effective and efficient day-to-day operations of the School in accordance with the strategy and policies of the Board
- Responsibility for the admission of students
- Acting as a role model for the School Community
- Ensuring St Paul's Anglican Grammar School's organisational functions are effective
- Seeking to ensure compliance and alignment with the School's Constitution and the Corporations Act in collaboration with the Company Secretary
- Maintaining effective communication and co-operation with stakeholders of the School community in collaboration with the Chair
- Overseeing the employment and management of staff
- Providing a suitable environment for students and staff to learn and work
- Implementing Board decisions
- Providing advice and information to the Board of any material issues
- Preparing the Budget for Board approval
- Preparing the School's Compliance reporting

8. The Role of the Company Secretary

The Corporations Act requires every public company to have an appointed Company Secretary.

The duties of the Company Secretary include:

- Ensuring the company complies with corporate legislation and regulation
- Ensuring statutory records and registers are correctly maintained
- Ensuring Board meetings are appropriately conducted and minuted

- Ensuring good governance principles are in place and being adhered to
- Ensuring appropriate and adequate corporate policies are in place
- Ensuring the Annual General Meeting and other general meetings of the Company are appropriately conducted and minuted

9. Appointment of Board Consultants

The Board may co-opt Consultants onto the Board from time to time as considered necessary. The appointment and engagement of Consultants should take into consideration the following:

- Consultants are appointed by the Board
- Consultants are required to sign a Confidentiality Agreement and Code of Conduct and abide by the School's Board Charter
- Consultants can be removed at any time by the Board
- No remuneration is to be paid to co-opted Consultants
- Consultants should be appointed on the basis of the particular expertise and skill set required by the Board from time to time
- Consultants shall have no voting rights at Board meetings
- Consultants may be appointed for a term not exceeding 12 months but may be re-appointed at the discretion of the Board for further annual terms
- Consultants are not required to attend all Board meetings or entire Board meetings as determined by the Chair and the Board

10. Appointment of Directors

10.1 Number and composition of Directors

- (a) The Company will have nine Directors.
- (b) The Board will comprise:
 - (i) three Appointed Directors, being:
 - (A) a representative of the diocese of Gippsland of the Anglican Church of Australia nominated by the Bishop and approved by the Board;
 - (B) an active communicant member of the Anglican Church of Australia or a member of a Christian Church aligned with the principles, values and beliefs of the Anglican Church of Australia nominated by the Board and approved by the Bishop; and
 - (C) an individual nominated by the Board who, in the opinion of the Board, possesses skills and abilities of possible benefit to the Company; and
 - (ii) six Elected Directors.
- (c) Appointments to the Board where possible, will have regard to representation from all campuses of the School.

10.2 Eligibility

- (a) Any natural person committed to the Principal Purpose is eligible to be appointed or elected as a Director provided the person:
 - (i) is a Member;
 - (ii) is a “fit and proper person” within the meaning of Schedule 4 of the ETRR 2017;
 - (iii) has consented in writing to be a Director;
 - (iv) has suitable qualifications, skills and experience to discharge the functions of a Director, as determined by the Board from time to time;
 - (v) is not an employee of the Company; and
 - (vi) is not ineligible to be a Director under:
 - (A) the Act; or
 - (B) the ACNC Legislation.
- (b) Rule 8.2(a)(vi)(B) will not apply to disqualify a person if an exemption is obtained from the ACNC Commissioner.

10.3 Nomination and Election of Elected Directors

- (a) Any Member may nominate for office as an Elected Director.
- (b) Nominations must be submitted:
 - (i) in the form (if any) approved by the Board;
 - (ii) in writing signed by two current Members; and
 - (iii) delivered to the Secretary at least 30 days before the date fixed for the Annual General Meeting.
- (c) The Board must confirm that a nominee meets the eligibility criteria. Nominees that meet the eligibility criteria will become candidates.
- (d) If the number of candidates is less than or equal to the number of Elected Director vacancies, the candidates will be appointed as Elected Directors.
- (e) If the number of candidates exceeds the number of Elected Director vacancies:
 - (i) details of the candidates must be included in the notice of Annual General Meeting; and
 - (ii) an election must be held at the Annual General Meeting.
- (f) The process and format of the election must be determined by the Board.

10.4 Appointment of Directors

The Board may appoint:

- (a) an Appointed Director at any time; and
- (b) a Director to fill a casual vacancy in the office of an Elected Director.

10.5 Term of Office

- (a) The term of office of Elected Directors:
 - (i) is three years (unless a different period is specified in the resolution);
 - (ii) commences at the end of the General Meeting at which they are elected; and
 - (iii) expires at the end of the third Annual General Meeting following the election (or at the end of the period specified in the resolution).
- (b) The term of office of Appointed Directors:
 - (i) is three years (unless a different period is specified in the resolution);
 - (ii) commences on the date of appointment; and
 - (iii) expires at the end of the period specified in the resolution.
- (c) The term of office of a Director appointed to fill a casual vacancy in the office of Elected Director:
 - (i) commences on the date of appointment; and
 - (ii) expires at the end of the first Annual General Meeting following the appointment.
- (d) A Director who has served continuously for 15 years or more may only be re-elected by Special Resolution.

10.6 Obligations

School Board Directors are obliged to comply with general law and legislative requirements. These legal obligations are not dependent on the size of the School or experience of the Board. It is a fundamental aspect of good governance that all Board members understand that their role on the Board is first and foremost to act in the interests of the School as a whole. Board members are not on the School Board to represent and promote the interests of particular groups or stakeholders.

This overriding obligation on all Board members to act in the best interests of the School as a whole, arises by virtue of what is known as the 'fiduciary relationship' between each Board member and the School. A fiduciary relationship is a general law notion dictating that Board members must always act in the best interests of the School and must act honestly, fairly, loyally, in good faith and with integrity. A Board member must observe the overriding principle that it is his or her duty to act in the best interests of the School, irrespective of any personal or other interests. Another essential aspect of good governance is confidentiality at Board level.

10.7 Corporations Act Obligations

Board members must comply with legislative requirements that arise under the Act. It is each Board member's responsibility to familiarise themselves with the following sections of the Act:

- Act with care and diligence (s180)
- Be informed on matters under discussion (s180)
- Act for the proper purpose (s181)
- Act in good faith and best interests of the corporation(s181)
- Not make improper use of the position on the Board (s182)
- Not make improper use of information obtained by virtue of the Board position (s183)
- Ask searching questions (s189)
- Declare any conflicts of interest (s191)
- Not use the position for personal gain without informed consent (s192)
- Ensure that the School remains solvent (s588G)

Board members can incur civil or criminal liability for breach of their fiduciary obligations or for breach of any of their legislative obligations under the Act.

10.8 Other Statutory Obligations

Board members can also incur personal liability under other legislation, such as:

- Equal Opportunity Act 2001 (Vic)
- Australian Consumer Law (Schedule 2 of the Competition and Consumer Act 2010 (Cth))
- Occupational Health and Safety Act 2004 (Vic)
- Environmental Protection Act 1970 (Vic)
- Income Tax Assessment Act 1936 and 1997 (Cth)
- Protected Disclosure Act 2012 (Vic)
- Other legislation (including Superannuation Legislation)

Most of this legislation is dealt with by the Principal and Executive team in the day-to-day operation of the School, but the Board must have a broad overview of the relevant issues, as such issues are the Board's ultimate responsibility.

10.9 Confidentiality

It is an essential aspect of good governance that Board members maintain confidentiality in respect of all Board matters and discussions. Confidentiality forms the basis of trust and encourages an open and honest forum for discussion. Board members have a right to freely express their views without fear of being named outside the Board meeting as taking a particular position. A Board member has no right to disclose externally the deliberations or decisions of the Board unless expressly authorised to do so by the Board. To do so is a breach of the Board member's duties under the Act and at law.

Each Board member will be required to sign a Confidentiality Agreement.

10.10 Skills

The qualifications and expertise required by the Board are in the areas of:

- Corporate Governance
- Risk Management
- Strategy
- Financial Management
- Leadership/ Management
- Education
- Legal
- Wellbeing/ Health
- Town Planning/ Design and Building Construction/ Property Development
- Environment and Sustainability
- Communication, Marketing and Media
- Religion/ Pastoral Care

Personal Attributes

- Support of Christian values and faith
- Interpersonal: A high standard of personal values and an ability to respect the confidentiality of the organisation's deliberations. This will include:
 - Ability to work positively, cooperatively and respectfully with others
 - Demonstrated commitment to ethical standards and behaviours
 - Demonstrated commitment to working as part of a team
 - Understand and be committed to the core values and purpose of the School as set out in the Constitution
 - Possess a service culture

10.11 Board Appointment

Upon appointment, each Board member will receive 'Board Induction Information' as well as a tour of facilities at all Campuses.

10.12 Board Induction

The Board will provide all new Directors with a thorough induction and provide information such as the:

- School's Constitution
- Board Charter
- The School's latest Annual Report
- The School's Committee structure
- Access to the Board Portal where information is stored relating to minutes and meeting papers of prior Board meetings and Committee meetings
- Directors and Officers liability insurance policy

- Directors Confidentiality Agreement and Code of Conduct
- Declaration of any Conflict of Interest and Related Party Transactions
- Compliance Training and Development
- Compliance Checks required to be undertaken in, accordance with the School's Governance (Probity) Policy (including National criminal history check, Working with children's check, Bankruptcy check and Personal reference check).

The Board recognises that good governance influences the overall performance of St Paul's Anglican Grammar School. Consequently, the Board will provide the opportunity for training to all Directors to enhance their capacity for governance excellence.

10.13 Board Members' Code of Conduct

Board members are expected to comply with the spirit, as well as the letter of the law and with the principles of this Charter.

Board members will ensure that in fulfilling their duties they:

- Act for the benefit of the School
- Always act in the best interests of the School
- Act with skill, care and diligence
- Demonstrate commercial reasonableness in their decisions
- Discharge their duties in good faith and honestly
- Do not allow personal interests to conflict with those of the School
- Do not allow the interests of their associates to conflict with those of the School
- Do not engage in conduct likely to discredit the School
- Do not make improper use of information gained as a Board member
- Fulfil their fiduciary duty to the School
- Give of their expertise generously to the School
- Make appropriate enquiries to ensure the School is operating efficiently and legally to achieve its goals
- Undertake diligent analysis of all proposals placed before the Board
- Use the powers of their office for a proper purpose
- Leave to the Chair and Principal, communication with the parents, students and teachers in the normal course of business of running the school

10.13 Representation of the School

Directors other than the Chair and the Principal, do not comment publicly on behalf of the Board in relation to school issues.

The Chair and the Principal will confer and agree with each other before making a significant announcement to the School community. The Board is to be advised of all significant announcements to the School community.

11. Board Meetings

11.1 Meetings, Agendas and Board Documents

The Board meetings and agenda are fundamental to good governance. The Board meetings are critical as it is the main opportunity for Board members to:

- Obtain and exchange information with the Principal and other management who may be present
- Obtain and exchange information with each other
- Make decisions

Meetings will include the Principal and the Company Secretary.

The Principal is empowered to invite any key Executive staff to the meeting to provide information or advice to the Board as considered appropriate.

The Board may exercise its right to go 'in committee' at any time it chooses and in doing so will:

- Make the reasons for this clear
- Reserve the right to include or exclude a non-Board member
- Where possible signal any 'in committee sessions' in the agenda

The Board may exercise its right to meet during the meeting without any staff members, including the Principal and Company Secretary, present at any time it chooses.

The Constitution gives the Business Manager the right of direct approach to the Board and any Board Committee in relation to financial matters.

The agenda is important as it shapes the information flow and subsequent discussion. The Board agenda is developed by the Principal and Company Secretary in consultation with the Chair, taking into account suggestions from other Directors.

Board papers should be presented to the Board members in good time and contain all relevant information in an easy to read and understandable form to enable the Board to make informed decisions.

11.2 Board Process

Board members will act in a manner to enable the conduct of meetings to be informed, productive and result oriented. To this end they will:

- Respect other Board members' views
- Act in a business-like manner
- Act in accordance with the Constitution
- Raise and address issues in a confident and firm, yet friendly manner
- Minimize chatter and irrelevant remarks
- Refrain from interruption or interjection
- Use good judgment, common sense and tact when discussing issues
- Demonstrate behaviours commensurate with the School's values

11.3 Meeting Frequency and Time

The Board will meet at least 9 times in each calendar year. Board members will be presented a calendar of Board meeting dates for each year.

All meetings can be a combination of physical meetings (face to face), electronic meetings (using virtual technology) or pass resolutions by circular resolution.

The Directors may pass a resolution by way of a circulating resolution, without a meeting of Directors being held, if the majority of the Directors entitled to vote on the resolution, indicate in writing that they are in favour of the resolution as set out.

Board meetings held using virtual technology can be a meeting where all members participate via online facilities or a 'hybrid' meeting where a physical meeting is linked with online facilities that allow remote participation.

It is important that virtual or hybrid meetings are facilitated and conducted in a way that provides a reasonable opportunity for members to participate. In addition to our meeting guidelines, all Directors should exercise virtual meeting etiquette at all times.

The quorum for a meeting of the Board as defined in clause 15.7 of the Constitution is five (5).

Meetings will generally commence at 6.30pm.

11.4 Reports

If any of the Board Committees have met since the last Board meeting, the minutes of such Committee meetings should be attached to the Board papers for noting by the Board or a verbal update provided with Minutes attached at the subsequent meeting. If there are any matters or recommendations which such Committee wishes the Board to consider these should be contained in a Report for consideration by the Board.

11.5 Minutes

Minutes should be circulated as a draft in between Board meetings with the minutes included in the next meeting Agenda for approval.

Minute taking in respect of key issues is to be documented as follows:

- The relevant context or concern relating to the issue discussed to be noted
- The action or decision determined to be noted
- Any significant process issues, e.g. conflict of interest matters resulting in a Director leaving the room; decision process, or any issue that a Director seeks to ask to have noted.

12. Board Members – Entitlement to Information

As a general rule a Board Member is entitled to information concerning the School and to be protected against the specific risks of being a Board Member. The following measures of Board Member protection will apply:

12.1 Protocol for Seeking Information

When seeking information, a Board Member should follow this protocol:

- In the first instance, request the Principal to provide the information
- If the information is not forthcoming, approach the Chair
- If it is still not forthcoming, write a letter to all Board members and the Principal detailing the information required and the purpose for seeking the information.

12.2 Seeking Professional Advice

The School will reimburse a Board Member for independent specialist advice which the Board Member obtains relating to his/her duties and obligations as a Board Member on the following basis:

- The School has not already received specialist advice on the point on which the Board Member wishes to seek advice and has made such advice available to the Board Member and has advised the Board Member accordingly
- The Board Member first obtains the Chair's approval to seek such advice and failing receipt of the Chair's approval, the approval of the Board

12.3 Access to Board Papers

The complete set of Board Agendas of the School is held by the Company Secretary on behalf of the Board. Board members are entitled to access the papers and any other relevant records of the School for the period when they were Board members even if they have ceased to be a Board member.

Board Reports and minutes will be maintained on the Board's portal for the current year and previous 12-months as a minimum.

12.4 Directors and Officers' Liability Insurance

The School will maintain a Directors and Officers' Liability Insurance Policy which will be provided to each Director with a copy held on the Board's Portal 'iSource'.

13. Conflict of Interest

The Board has a Conflict of Interest Policy and Governance (Probity) Policy which sets out the protocols and procedures in relation to managing potential, perceived or material conflicts of interest.

As a Board member, in summary, if you have a personal interest in a matter that relates to the affairs of the School you must:

- Disclose your interest whether perceived and/or an actual conflict of Interest to the other Board members giving details as to the nature and extent of the interest and the relationship of that interest to the affairs of the School as soon as practicable after becoming aware of the interest in the matter
- Ensure that details of the disclosure are recorded in the Minutes of the Meeting
- Be absent from the Meeting while the matter is being considered and refrain from voting (unless a Board Resolution is passed to the contrary in accordance with s195 of the Corporations Act 2001)
- Complete on an annual basis the Register of any Conflicts of Interest and Related Party Transactions

14. Board and Principal's Evaluation

It is important that each Board member continues to develop in their role as well as the Board as a whole. Each year the Board may conduct an evaluation of its performance with a view to providing best practice governance and delivering the performance of an effective Board.

It is also a requirement that the Principal's performance be evaluated each year in line with the Principal's employment agreement.

The Chair is responsible for activating these evaluation processes.

15. Board Policies

Policies of the School are maintained on the Board Portal iSource, along with other key Board documents. Each Board member will be provided access to the Board Portal iSource.

16. Delegation of Authority

16.1 Delegation to Committees

The Board has established Committees, to consider certain issues and functions in further detail. Each Committee then reports back and advises the Board. The Chair of each Committee reports on any matter of substance at the next full board meeting. All minutes are provided to the Board.

The following Committees have been established by the Board:

- Executive Committee
- Finance Committee
- Risk Committee

Other committees may be formed from time to time, as required. Committees shall have a Terms of Reference clearly outlining their purpose, role and authority.

16.2 Delegation to the Principal

The Board approves delegation of authority to the Principal. In the event of an unplanned absence of the Principal, the Board through the Chair will delegate authority to an Acting Principal. The delegations will be reviewed as appropriate from time to time and will be contained in the Delegations Register maintained by the Company Secretary.

17. Review of Board Governance Charter

This Charter is subject to change and review by the School Board from time to time. The Charter will be reviewed by the Board at least annually, following the School's Annual General Meeting.