

Board Charter

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 Moama Anglican Grammar 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

Moama Anglican Grammar Limited is a Company limited by guarantee. (ACN 110 128 106).

3. Our Vision, Mission and Values

As outlined in the School's Strategic Plan "Our Future" 2020-2024

Our Mission

To provide a safe and inspiring educational environment that equips students with the skills and confidence to help create their future.

Our Values

To promote Christian values and beliefs including:

Compassion, Respect and Integrity

Compassion – Loving our neighbours as ourselves; being people who show kindness, who care and are willing to help others.

Respect – Valuing others and their unique contribution to our life.

Integrity – Living consistently with who we are called to be; doing the right thing even if no one is watching, being true to our beliefs and values.

4. Governance Structure

BOARD OF DIRECTORS

**STRATEGIC
PLANNING &
GOVERNANCE
COMMITTEE**

**RISK &
COMPLIANCE
COMMITTEE**

**FINANCE
COMMITTEE**

**BUILDING
COMMITTEE**

5. The Role of the Board

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

It is the role of the School Board to set the strategic direction for the School and to guide and oversee the school's performance.

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 and subject to the specified delegations of authority approved 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:

- Setting the vision, values and strategic direction of the School, including approving and periodically reviewing the strategic plan
- Overseeing management's implementation of the strategic plan and monitoring the school's financial position and performance generally
- Appointing the Principal and determining the terms and conditions of appointment, including the remuneration package
- Agreeing on performance targets with and assessing the performance of the Principal
- Approve the annual budget, any long-term budget, major capital expenditure and tuition fees
- Conduct an annual review of the School in meeting its objectives including evaluation of the Board, its directors and committees
- Establish and oversee the powers and functions of Board Committees established, including review of the Charter and Terms of Reference annually
- 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 and the Australian Charities and Not-for-profits Commission (ACNC), including overseeing the School's accounting and corporate reporting including the external audit
- Recognise that the fiduciary relationship is a general law notion and dictates that Board Directors 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 Directors 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 Directors to ensure optimum performance among Board Directors and commence the annual process of Board and Board Director's 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 Principal, Company Secretary 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, delegation's authority 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.

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 including responsibility for the admission, discipline and expulsion of students
- Effective delegation of responsibilities in accordance with the Delegated Authority Policy and schedule
- Overseeing the employment engagement and supervision of staff
- Providing a suitable environment for students and staff to learn and work
- Delivering a comprehensive, high quality education program to all students
- Implementing Board decisions, strategies and policies
- Reporting to the board of directors in relation to the objectives, milestones and key performance indicators
- Acting as a role model for the School Community by creating, protecting and enhancing the school's reputation
- Preparing the School's Compliance reporting, policy development and maintenance of policy

- Maintaining effective communication and co-operation with stakeholders of the School community in collaboration with the Chair
- Preparing the Budget for Board approval in consultation with the Business Manager and for ensuring effective financial management of the school

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. Board Directors

9.1 Board Structure

The School's Constitution outlines that the composition of the Board will consist of (nine) 9-persons as follows:

- (i) One (1) member nominated by the Moama Anglican Grammar Ltd Board
- (ii) Eight (8) elected Members.

9.2 Elected Directors

Elected Directors

- (a) The Company may from time to time by resolution, passed at a general meeting, elect a person to be a Director of the Company
- (b) Elected Directors will hold office for a period of three years and be eligible for re-election
- (c) In the event there are equal number of Board nominations for the elected Director vacancies there shall be no cause for a vote to be taken and those persons nominating shall be duly elected as filling the elected Director vacancies

9.3 Casual Vacancy

Appointment to fill casual vacancy

- (a) The Board may at any time appoint any person to be a Director to fill a casual vacancy, or as an additional to their number, provided that such person appointed to fill a casual vacancy is a Member
- (b) The Board may expressly resolve not to fill a casual vacancy
- (c) Any Member appointed to fill a casual vacancy of the Board will be eligible to hold office only until the next Annual General Meeting of the Company, but will be eligible to stand for re-election to hold office until the end of the term of the vacating Director

9.4 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 Directors understand that their role on the Board is first and foremost to act in the interests of the School as a whole. Board Directors are not on the School Board to represent and promote the interests of particular groups or stakeholders.

This overriding obligation on all Board Directors 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 Director and the School. A fiduciary relationship is a general law notion dictating that Board Directors must always act in the best interests of the School and must act honestly, fairly, loyally, in good faith and with integrity. A Board Director 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.

Corporations Act Obligations

Board Directors must comply with legislative requirements that arise under the Act. It is each Board Director'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 Directors can incur civil or criminal liability for breach of their fiduciary obligations or for breach of any of their legislative obligations under the Act.

9.5 Confidentiality

It is an essential aspect of good governance that Board Directors 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 Directors have a right to freely express their views without fear of being named outside the Board meeting as taking a particular position. A Board Director 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 Director's duties under the Act and at law.

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

9.6 Skills, Attributes and Characteristics

To be effective in the representation of MAGS stakeholders and sound delivery of effective governance, the Board are strongly committed to ensuring directors hold an appropriate and balanced mix of skills and attributes such as:

Skills

- Corporate Governance
- Risk Management
- Strategy
- Financial Management
- Leadership/Management
- Education
- Legal
- Town Planning/ Design and Building Construction/ Property Development
- Environment and Sustainability
- Communication, Marketing and Media
- Information Technology

Attributes

- Understand and be committed to the core values and purpose of the School as set out in the Constitution, including support of Christian values and faith
- A high standard of personal values and an ability to respect the confidentiality of the organisation's deliberations
- An ability to think strategically, and act in the interest of the School
- An 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
- Possess a service culture
- Possess diverse networks and linkages to the Echuca/Moama community, and local region

Characteristics

Board Directors should represent a broad range of characteristics, backgrounds and interests, ideally encompassing a diverse cross-section of language, ethnicity and culture, gender, sexual orientation, age, socio-economic status, and disability reflective of the stakeholder base and local Echuca/Moama community.

The skills, attributes and characteristics of the Board will be measured annually to inform board capacity building and development needs, as well as recruitment of new members.

9.7 Board Appointment

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

9.8 Board Induction

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

- Welcome letter from the Chair
- School's Constitution
- Board Charter
- The School's latest Annual Report
- Delegation Schedule
- Organisational Chart
- Directors and Officers liability insurance policy
- Directors Confidentiality Agreement and Code of Conduct
- Declaration of any Conflict of Interest and Related Party Transactions
- Responsible Persons' Statutory Declaration
- Compliance Checks required to be undertaken in, accordance with the School's Governance (Probity) Policy
- Board External Communication Policy
- Consent to Act as a Director

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

9.9 Board Directors' Code of Conduct

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

Board Directors 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 Director
- 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

9.10 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.

10. Board Meetings

10.1 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 Directors 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 meet 'in camera 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 Director
- Where possible signal any 'in camera sessions' in the agenda

Minutes will be taken of in-camera meetings and made available to all Board Directors.

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 ideally 1 week prior to the meeting, and contain all relevant information in an easy to read and understandable form to enable the Board to make informed decisions.

10.2 Board Process

Board Directors 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 Director views
- Act in a professional manner
- Act in accordance with the Constitution
- Raise and address issues respectfully
- Minimize chatter and irrelevant remarks
- Refrain from interruption or interjection
- Use good judgment, common sense and tact when discussing issues

10.3 Meeting Frequency and Time

The Board will meet at least 9 times in each calendar year. Board Directors will be presented a calendar of Board meeting dates for each year, prepared by the Company Secretary in consultation with the Board Chair and Principal. All meetings can be a combination of physical meetings, electronic meetings 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.

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

Meetings will generally commence at 6.00pm.

10.4 Reports

If any of the Board Committees have met since the last Board meeting, the minutes of such Committee meetings will be included with the Board papers at the subsequent meeting. If there are any matters or recommendations which such Committee wishes the Board to consider these should be listed in the Board Papers as recommendations for consideration by the Board.

10.5 Minutes

Minutes will be taken at the meeting by the Principal's Executive Assistant, and should be circulated as a draft in between Board meetings ideally within 5 business days, and 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.

11. Board Directors – Entitlement to Information

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

11.1 Protocol for Seeking Information

When seeking information, a Board Director 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 Directors and the Principal detailing the information required and the purpose for seeking the information.

11.2 Seeking Professional Advice

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

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

11.3 Access to Board Papers

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

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

11.4 Directors and Officers' Liability Insurance

The School will maintain a Directors and Officers' Liability Insurance Policy which will be made available to each Director.

12 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 Director, 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 Directors 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

13 Board and Principal's Evaluation

It is important that each Board Director 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.

14 Board Policies

Policies of the School are maintained on PolicyConnect, along with other key Board documents.

15 Delegation of Authority

15.1 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:

- Strategic Planning & Governance Committee
- Finance Committee
- Risk & Compliance Committee
- Building 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.

15.2 Role of Committee Chairs, Company Secretary and Executive Assistant

Each Committee has a Chairperson, elected by the Board at the meeting following the Annual General Meeting.

Each Committee Chair will meet with the Company Secretary annually to review the Committee's Annual Work Plan with reference to the Committee's Terms of Reference.

The Company Secretary and/or Principal and Committee Chair will work together to formulate the Agenda for each meeting, ideally two weeks prior to the meeting being held.

The Principal's Executive Assistant attends Committee meetings and takes the minutes of the meeting, with the exception of the Finance Committee. The Finance Officer attends the Finance Committee and is responsible for taking minutes.

Following the Committee Meeting the Executive Assistant will circulate the minutes of the meeting for review by the Committee Chair, before disseminating the minutes to Committee members for feedback.

The Committee minutes are included in the Board meeting documents of the next Board meeting.

15.2 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 the Deputy Principal Head of Secondary who will be the 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.

16 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 every three years, following the School's Annual General Meeting.