

BOARD GOVERNANCE GUIDELINES

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1. POLICY STATEMENT AND PURPOSE

These Governance guidelines provide guidance to Directors' to assist them in carrying out their roles and responsibilities and define the standards of professional conduct that St Paul's Anglican Grammar School expects of its Directors'.

The guidelines are not an exhaustive statement of Directors' obligations and responsibilities, however, they seek to capture the obligations and responsibilities of Directors' that would be required generally in accordance with good governance.

These Governance guidelines need to be read in conjunction with the School's Strategic Plan.

The Board is responsible for the establishment of the School's Vision, Purpose and Values as outlined in the Strategic Plan.

2. GOVERNANCE OVERVIEW

Please refer to Attachment A for an outline of the Governance overview.

3. RESPONSIBLE OFFICER

The Company Secretary is responsible for the maintenance of these Governance Guidelines.

4. THE ROLES AND CONDUCT OF THE BOARD

The Board is accountable to the Members of the Company, students, parents, staff and the whole school community for the conduct, performance and culture of St Paul's. The Board will steer the organisation through:

- a **strategic role** – of setting the overall operational direction of St Paul's; and
- a **stewardship role** – of ensuring that St Paul's Anglican Grammar School has arrangements in place to meet its obligations as an Independent School and that its activities reflect St Paul's Anglican Grammar School's values.

Directors' do not participate in day-to-day management; that is the role of the Principal.

4.1 Roles and Duties of the Board

It is the role of the School Board to provide strategic guidance for the School and to effectively oversee and review the School's management. Governance practices require the School to formalise and disclose the roles and responsibilities of the School Board and its Members.

The School Board is committed to good governance and will:

- Recognise the distinctive characteristics of the School environment.
- Act so as to exemplify and reinforce the School's core values and ethos.
- Oversee all aspects of the School, including its control and accountability systems, and approve the expenditure and capital budgets.

- Appoint the Principal and appraise the performance of the Principal and provide ongoing support and supervision.
- Develop and maintain healthy relationships with key stakeholders and develop effective communication channels.
- Ensure a strategic approach to the School's future by setting major goals, policy frameworks and strategies.
- Set the tone and the ethical standards of the School and monitor adherence to them.
- Review plans and budgets established by School Management.
- Review the School's Vision, Purpose and Values.
- Approve all material expenditure outside the budget.
- Be attentive to the matter of Board and Principal succession.
- Establish committees where appropriate.
- Review and monitor adherence to systems of risk management, governance compliance and legal compliance.
- Monitor organisational performance.
- Conduct an annual review of the Board's performance (i.e. Board Appraisal).
- Conduct an annual review of the School's progress in meeting its objectives.
- 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.

4.2 Chair's Role

The Chair is responsible for leadership of the Board and for the efficient organisation and 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.

It is the responsibility of the Chair to:

- Effectively lead the Board and Chair all Board Meetings.
- Ensure effective relationships are maintained within the Board.
- In collaboration with the Principal, maintain effective communication and co-operation with stakeholders of the School.

- Create an appropriate environment for robust Board discussion and facilitate constructive debate by effectively managing different views.
- Work in partnership with the Principal to ensure Board resolutions are carried out.
- Drive the process for reviewing the Principal's performance.
- Ensure that adequate Committees are in place to assess the general standards of performance of both management and finances.
- Lead the Board in the regular review of the Company's Constitution and take a leadership role on corporate governance issues.
- Respond promptly and comprehensively to concerns raised by other Board Members.
- Where appropriate, act as spokesperson for the School in accordance with the Board's Communication Policy.

4.3 Principal's Role

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.

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

In leading St Paul's Anglican Grammar School, the role of the Principal includes:

- managing the effective and efficient day-to-day operations of St Paul's Anglican Grammar School in accordance with the strategy, business plan 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. These include financial management, human resource management, curriculum development and review, information systems management, risk management, communications, marketing, asset management and reporting.
- 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 concerning strategy, curriculum, finance, reporting obligations and any other significant matters that arise.
- preparing the Budget for Board approval.
- preparing the School's Annual Report.

4.4 Company Secretary's Role

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.

4.5 Representation of St Paul's Anglican Grammar School

Directors' other than the Chair and the Principal do not comment publicly on behalf of the Board on 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.

Directors' will keep the Principal informed of any feedback they receive from their networks about St Paul's Anglican Grammar School.

4.6 Composition of the Board

The Constitution of St Paul's Anglican Grammar School deals with the composition of the Board.

4.7 Appointment of 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 abide by the School's Governance Guidelines.
- 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.

4.8 Conduct Of Directors'

Board Members are expected to comply with the spirit, as well as the letter of the law and with the principles of these Governance Guidelines.

Board Members will ensure that in fulfilling their duties they will:

- act for the benefit of the School.
- act with skill, care, integrity and diligence and ascertain all relevant information, make reasonable enquiries, understand the financial, strategic and other implications of decisions.
- demonstrate commercial reasonableness in their decisions.
- discharge their duties in good faith and honesty.
- avoid conflicts of interest with the School, and disclose conflicts of material personal interests including those of close associates, if they arise and comply with the provisions of the Corporations Act, relating to Conflict of Interest.
- do not engage in conduct likely to discredit the School.
- do not make improper use of information gained as a Board Member.
- 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; and
- use the powers of their office for a proper purpose.

4.9 Board Induction and Professional Development

The Board will provide all new Directors' a thorough induction into the activities of the School, its issues, current concerns, staff and current financial position.

Material provided to new Board Members should include, but is not limited to:

- A. Annual Meeting Schedule
- B. Board of Directors' – Contact List
- C. Committee Membership
- D. Annual Strategic Issues Board Mapping
- E. Board Officeholders
- F. Director's Confidentiality Agreement
- G. Constitution
- H. Board Governance Guidelines
- I. School Board Governance and Company Membership Brochure
- J. Board Policies
- K. School's Combined Liability Insurance Policy
- L. Strategic Plan
- M. Annual Report and Company Report
- N. Enrolment, Fee and Curriculum Information Brochure
- O. Bishop's Paper (Diocese of Gippsland and Anglican Schools Document 2011)

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.

4.10 Appraisal of Principal

The Board's evaluation of the Principal's performance will be assessed against agreed outcomes for St Paul's Anglican Grammar School.

- The purpose of monitoring the Principal's performance is to determine the extent to which the Board's strategic objectives are being implemented.
- The Principal will provide regular reports to the Board on progress with achieving agreed outcomes and on performance against key performance indicators.
- The Principal will be appraised annually in accordance with the agreed Position Description and KPI's.

4.11 Board Evaluation

It is the School's policy to foster the development of each Board Member and the Board as a whole. Each year the Board will conduct an evaluation of its performance with a view of providing best practice governance and delivering the performance of an effective Board. The Board will agree on the timing of the evaluation.

5. OPERATIONS OF THE BOARD

5.1 Attendance and Time Commitment

Directors' shall ensure that they commit adequate time to:

- prepare for meetings.
- attend Board meetings;
- serve on any Board Committees;
- attend extraordinary meetings; and
- participate in Board planning days.

Directors' shall always endeavour to participate in meetings in person, where possible.

A meeting of Directors' may be held where one or more of the Directors' are not physically present at the meeting, provided that consent is given by the Directors', Directors' can effectively communicate with each other and notice of the meeting is given to all Directors' in accordance with the usual procedures.

The Directors' may pass a resolution by way of a circulating resolution, without a Directors' meeting 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.

5.2 Meeting Process

The Board is committed to the achievement of effective and efficient meetings.

Accordingly:

- An annual meeting plan detailing dates and times of meetings will be agreed and published each year.
- Meetings will generally include the Principal and the Company Secretary.
- The Principal is empowered to invite 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 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.

5.3 Board Agenda

The Board agenda is developed by the Principal and the Company Secretary for the Chair taking into account suggestions from other Directors'.

The business contained within the agenda includes:

- Present
- Apologies
- Prayer
- Declaration of Any Pecuniary Interest by Directors'
- Presentation
- Notice of General Business
- Confirmation of Minutes
- Business Arising from Previous Meeting
- Correspondence
- Strategic Issues
- Risk Register
- Finance Report and Business Manager's Report
- Principal's Report
- Board Committees
- Company Secretary Matters/Board Matters
- General Business
- Reading for Directors'
- Important Dates for Directors'
- Next Meeting

5.4 Board Papers

The agenda, with accompanying Board papers will be circulated in good time and contain all relevant information in an easy and understandable form to enable the Board to make informed decisions.

The Board will receive regular reports on:

- Matters of strategic importance;
- Financial performance;
- Performance against Annual Objectives.
- Updates from the Principal, comprising a short summary of key issues; and
- Minutes from Board Committees.

Where it is known that a Director has a conflict of interest, the paper for the item will be withheld from the Director concerned and all other Directors' will be advised.

5.5 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 and their views
- Act in a professional manner
- Act in accordance with the Governance Guidelines
- Use good judgment, common sense and tact when discussing issues
- Always act ethically and honestly

5.6 Board Meeting Minutes

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.

5.7 Protocol for Seeking Information

When seeking information a Board Member should follow this protocol:

1. In the first instance request the Principal to provide the information
2. If the information is not forthcoming, approach the Chair
3. 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.

5.8 Conflict of Interest

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

- Disclose your interest to the other Board Members giving details as to the nature and extent of the interest and the relation 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).

5.9 Board Confidentiality

A Director must not make improper use of information acquired by virtue of that person's position as a Director of St Paul's Anglican Grammar School to either:

- Gain directly or indirectly any pecuniary advantage for their self or any other person: or
- With the intent to cause detriment to St Paul's Anglican Grammar School, whether or not detriment was caused.

The Board has developed the following specific policies in terms of confidentiality of information, which covers:

- Directors' shall treat as confidential all information in connection with the activities or business of St Paul's Anglican Grammar School which is not publicly available ('the confidential information');
- The confidential information includes but is not limited to any documentation of information marked as confidential, financial information, technical data, computer programs, marketing information such as customer lists, and methods of operation.
- Directors' shall not use or disclose or authorise the use or disclosure of confidential information to any person other than any other Director or the Principal of St Paul's Anglican Grammar School without prior consent in writing of the Board or as required by law.

5.10 Board Committees

The Board will establish Committees as necessary to assist the Board in undertaking its activities.

- Committees shall have Terms of Reference / Charter clearly defining their role, procedures and functions, and the boundaries of their authority.
- Subject to Board agreement, Committees may co opt outside members from time to time in order to bring additional skills, experience or networks.
- Committees cannot exercise authority over staff nor shall they delegate tasks to any staff unless the Principal has specifically agreed to such delegations.
- Unless explicitly empowered by the Board, Committees cannot make decisions for or speak on behalf of the Board.
- Board Committees are to be programmed in conjunction with Board Meetings where possible.

The following Board Committees have been established;

- Executive
- Finance, Audit and Risk Management

5.11 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 or has not made such advice available to the Board Member or advised the Board Member accordingly;
- The Board Member first obtains the Chair's approval to seek such advice or, failing receipt of the Chair's approval, the approval of the Board.

6. POLICY

6.1 Policy Making

St Paul's Anglican Grammar School is committed to managing policies in a proactive manner and having procedures in place to ensure that integration of St Paul's Anglican Grammar School policy is a key component of everyday business operations and decision making. Policies are designed to provide clear, unambiguous guidelines for the implementation of the various operational elements of St Paul's Anglican Grammar School. Policies provide continuity and a consistent point of accountability.

7. REVIEW

This policy will be reviewed on an annual basis by the Company Secretary and presented to the Board for approval.

