



Catholic Education
Sandhurst Ltd

Catholic Education Sandhurst Limited

GOVERNANCE CHARTER

May 2023

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1. Preamble

The vision for education in Sandhurst is to provide, in partnership with our families, stimulating, enriching, liberating and nurturing learning environments in each of the Catholic school communities within Catholic Education Sandhurst Limited (**CES Ltd**). At the heart of this vision is our commitment to the ongoing duty of care that we have for the safety, wellbeing, and inclusion of all children and young people. CES Limited is committed to continual system improvement and enhancing the learning outcomes for all students in our schools.

The identity of the Sandhurst Catholic Schools reflects the principles of Catholic social teaching, grounded in the person of Jesus and interpreted and enacted for the “common good” in response to the “signs of the times”. These principles require that the dignity and potential of each person be fully respected within a climate that is conducive to peace, security and development. This must find expression in the relationships, structures, curricula, planning, processes and care in the everyday life of the school.

The Bishop has established the Company, CES Ltd, to assume the ownership and operation of fifty-two Catholic schools previously operated in an unincorporated form (see **Appendix 1**), and to be responsible for the operation of further schools that will be established by the Company referred to as (**Sandhurst Catholic Schools**).

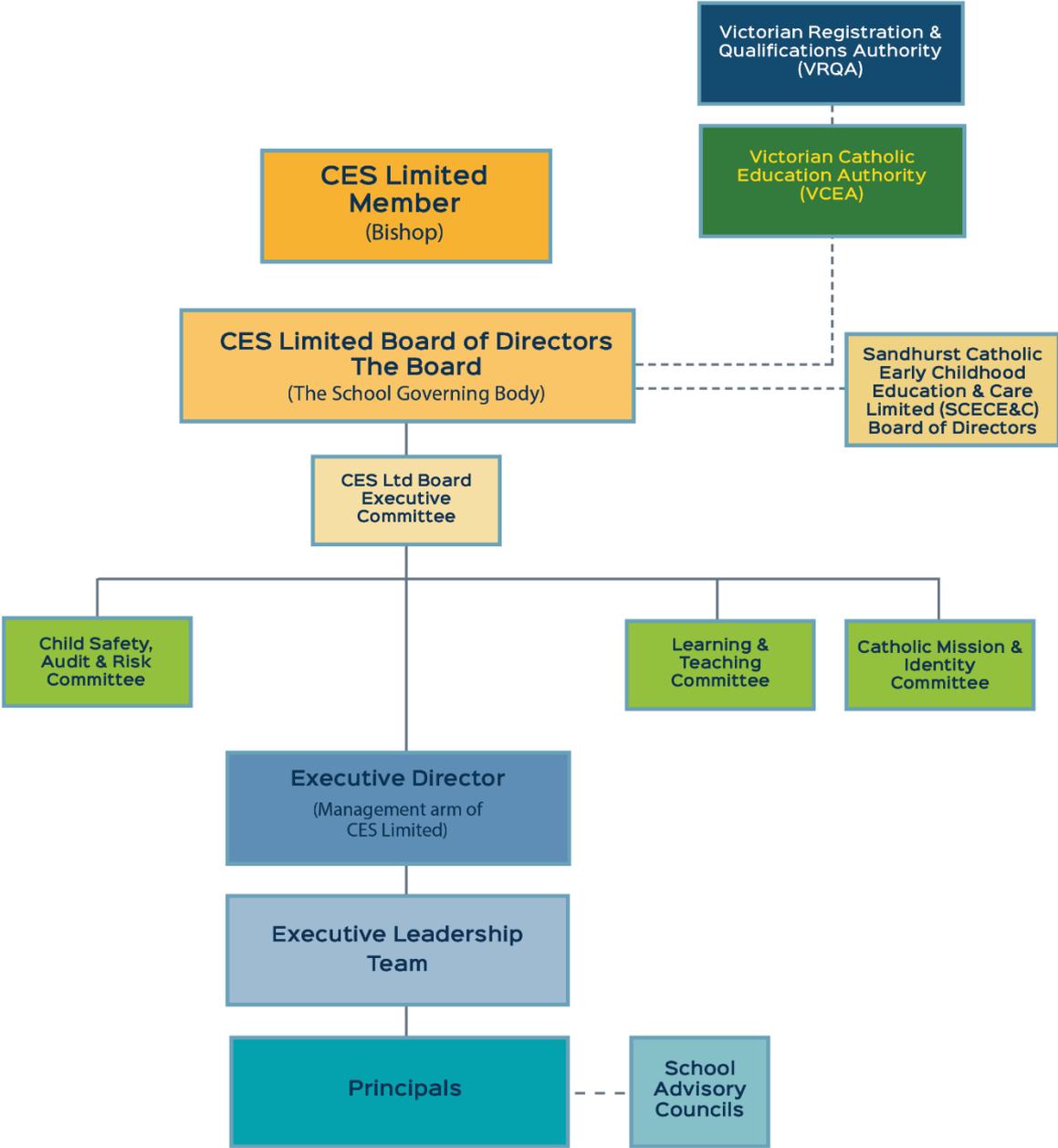
In addition, CES Ltd also supports four other schools owned and operated by religious institutes (see Appendix 2). CES Ltd has a close relationship with these four schools that is one of support and guidance for all matters, regardless of the fact that they are governed by another entity. This relationship, including details of payment for services rendered by CES Ltd to these schools (which will be covered through the charging of levies to the schools), are detailed comprehensively in a Memorandum of Understanding (MoU) between CES Ltd and each of the schools prior to January 1 2021.

These schools will also participate fully in CES Ltd’s compliance school review cycle. CES Ltd will ensure that all schools within the diocese will remain fully compliant with all legislative requirements through this review process, which will take place for all schools in a cyclical manner every five years or less. This is in accordance with the Review Body arrangements outlined in the Memorandum of Understanding between the Catholic Education Commission Victoria (CECV) and Victorian Registration and Qualifications Authority (VRQA).

The CES Ltd Head Office, will operate as the business and management arm of CES Ltd. CES Ltd Office employs approximately one hundred staff located in three regional locations (Bendigo, Tatura, and Wangaratta) to lead and support CES Ltd schools in all areas of operation. The Executive Director of CES Ltd, supported by the CES Ltd Executive Management Team is responsible for the oversight of all areas of management of CES Ltd schools and will ensure full compliance by all schools with all CECV and legislative requirements.

The Company is governed by a Constitution (see **CES Ltd Constitution, August 2020**). This Charter sets out the governance arrangements of the Company and the principles governing the Board of Directors and is intended to assist the Company's decision-making processes.

2. Governance Chart



3. Board role and purpose

In accordance with its Constitution, the CES Ltd Board of Directors (**the Board**) has the responsibility to ensure the advancement of education through the operation of an effective system of Catholic education at all levels within the Diocese, always in accordance with the beliefs, traditions, practices and canonical decrees of the Church and Church Laws. The Catholic education provision of CES Ltd spans primary schools, secondary schools, and schools in specialist settings. It is the responsibility of the CES Ltd Board to demonstrate that policies are in place and that processes are monitored to ensure that each school that is operated by the Company is fully compliant with all legal obligations and standards required of registered schools in Victoria.

The Board is responsible for setting strategic direction and policies to achieve the above. It contributes legal, financial and other professional expertise to the governance of the Company and is supported by an expert Board committee membership. The Board works to promote stability, confidence, mutual respect and support in the relationships between all who exercise leadership and management. The Board must ensure that Sandhurst Catholic Schools comply with the minimum standards for school registration under Schedules 4 & 8 of the Education and Training Reform Regulations 2017 (Vic) (ETR Regulations).

It is the role of the Board to make explicit the importance of system improvement, facilitate the achievement of high-quality personal learning outcomes for all students and the provision of educational environments in which all will continue to flourish. In so doing the Board ensures that all legal obligations and compliance responsibilities arising from being a Company are met, particularly the:

- key aspects of the Board's legal obligations under the Corporations Act (i.e. Board of Director responsibilities)
- governance standards imposed by Division 45 of the Australian Charities and Not-for-profits Commission Act 2012 (Cth) (ACNC Act)
- minimum standards for school registration under Schedules 4 & 8 of the ETR Regulations, including all matters relating to Governance; Enrolment; Curriculum and Student Learning; Student welfare; Staff employment and School infrastructure
- [Ministerial Order 1359 – Child Safe Standards - Managing the risk of child abuse in schools](#), the Board, as the school governing authority, is responsible for ensuring Sandhurst Catholic Schools embed a culture of child safety and operate in compliance of child safety requirements. These include, but are not limited to, ensuring the Company has suitable policies, which are enforced, and provide for child safety and strategies to reduce the risk of child abuse. All such policies are approved and mandated by the Board. The Executive Director is delegated responsibility to report to the Board on implementation of the policies.

- reviewing and ensuring the reliability and effectiveness of CES Ltd’s compliance and risk management systems covering all areas of operation from occupational, health and safety to privacy
- finance and audit management
- capital development

For the purposes of school regulation, the Board is structured in a way to enable:

- effective development of strategic direction of Sandhurst Catholic Schools
- effective management of the finances of the Sandhurst Catholics Schools; and
- fulfil its legal obligations in respect of each Sandhurst Catholic school.

To ensure good governance, the Board will utilise a **Board Skills Matrix** as part of the Board recruitment processes to appoint suitably qualified and diverse skill based Board. All Board members are required to attend a thorough induction program to ensure comprehensive oversight of all of the above requirements.

In fulfilling its governance obligations for school regulation purposes, all policies and procedures which concern the fulfilment by the Company of its objects and compliance with legal obligations in respect of the schools' operation, must be approved by the Board.

While the Board undertakes to ensure clarity of accountability through instruments of delegation to the Executive Director, at no time does it abdicate its responsibility for the company’s legal obligations and duty of compliance with these matters.

The Principal of each School, is appointed by the Executive Director and is delegated with key responsibilities in the educational, administrative and operational functions of the School. Each School Principal is supported to fulfil his/her key responsibilities by a School Advisory Council (SAC) that is guided in their work by the Terms of Reference for School Advisory Councils (see CES Ltd ToR Advisory Councils). The Advisory Council of each School is the leading consultative and advisory group for the Principal, providing support and advice principally in strategic planning and school improvement. It does not have any decision making authority or governance over the schools.

3.1 Powers of the Board and reserved powers for the Member

The Board’s role is to govern the Company and is not involved in its day-to-day management functions. The Board delegates its authority and the role of managing the Company to the Executive Director supported by a management infrastructure, in accordance with the strategic goals set by the Board and under its direction.

Pursuant to clause 6.1 of the Constitution, the Board is responsible for directing the management of the business of the Company and may exercise all powers of the Company that are not required by the law or by the Constitution to be exercised by the Member. The powers of the Board are restricted by the specific powers reserved for

the Member or are subjected to a prior approval by the Member, pursuant to the Constitution as outlined in Schedule 1 and Schedule 2 of the Constitution. The Board must ensure that appropriate approvals are sought from the Member in respect of all relevant decisions.

The Board has overall responsibility to ensure that the Company is well-managed and that its operations are successful. It must do all things necessary to ensure that the Company pursues its objectives consistently with its **Shared Mission Framework and Commitment Statement** embedded in the objects clause of the Constitution.

The Board and the Company are subject to the veto powers of the Member pursuant to clause 9 of the Constitution, if any decision on any matter is such that it touches upon the Roman Catholic religion or upon the purposes, policies or practices of the Company based on that religion, or is otherwise contrary to Church Laws or the welfare or interest of the Church. The Delegate of the Bishop is a representative of the Member on the Board, and is required to duly report to the Member any matter of the above mentioned nature as is required by clause 9, so the Member can determine if any particular decision of the Company should not proceed due to conflict with canonical principles or position.

The Constitution requires the Member to exercise his rights and powers in accordance with any relevant decrees, policies, procedures and protocols under Church Laws, and if there is any concern by the Board that the Member's exercise of the rights and powers is not in accordance with those prescriptions, the Board may have recourse according to the provisions of Church Laws.

3.2 CES Ltd arrangements with CECV

CES Ltd as the proprietor of Sandhurst Catholic Schools will continue to engage with the Catholic Education Commission of Victoria Ltd (CECV), the approved 'review body' and funding authority for all Victorian Catholic schools, as required under the Memorandum of Understanding between the CECV and the Victorian Registration & Qualifications Authority.

CES Ltd will:

- Report on all state and commonwealth funding matters to the CECV
- Report on the compliance of Sandhurst Catholic Schools against the prescribed minimum standards and other requirements for school registration
- Submit Annual Reports to the School Community for each Sandhurst Catholic School to CECV
- Ensure that Sandhurst Catholic Schools are reviewed against the prescribed minimum standards and other requirements for school registration at least once every 5 years

- Report on the compliance of Sandhurst Catholic Schools with Child Safety legislations and regulations, including Ministerial Order 1359: Child Safe Standards & under Reportable Conduct Scheme
- Report on complaints received and investigated by CES Ltd and its schools to CECV, including escalation of unresolved complaints to CECV where appropriate
- Submit all new school and amendment to scope of registration applications to the VRQA via CECV undertaking a review of application for compliance against the prescribed minimum standards and other requirements for school registration.

CES Ltd recognises that CECV as the approved review body of all Catholic Schools in Victoria will:

- In collaboration with CES Ltd provide leadership and guidance to ensure the proper governance of Sandhurst Catholic Schools
- Support, review and monitor the compliance of Sandhurst Catholic Schools with prescribed minimum standards, reporting and other requirements under relevant laws in the State of Victoria and takes whatever steps are necessary in supporting CES Ltd and its schools for the purposes of ensuring such compliance
- Be accountable to the State and Commonwealth governments to ensure financial and non-financial compliance and reporting obligations.

4. CES Ltd Board Composition

In accordance with the CES Constitution (clause 6):

“The Board comprises a maximum of twelve (12) Directors appointed by the Member, including a Director who shall be the Delegate of the Bishop. The Delegate of the Bishop represents the interests of the Bishop on the Board.”

4.1 Appointment of Directors

Directors are appointed by the Member who:

- may take into account any recommendation by the Board;
- will have regard to skills and experience required by Directors that will support the effective functioning of the Board; and
- will require each new board member to accept the mission of the Church for Catholic education in the Diocese as articulated from time to time by the Member.

Each Director will provide a Statutory Declaration attesting that he/she complies with the Fit and Proper requirements for a responsible person for the purpose of carrying out the governance, management or operation of a school. These Declarations will be updated every three years.

The Constitution precludes employees of the Company from being Directors and similarly, the Company may not enter into any employment relationship with a Director. The intent behind this restriction is that Directors are independent of management and free from any business or other relationship that could materially interfere with the exercise of their independent judgment.

The Constitution permits the payment of remuneration to Directors, except to a Director that is a member of the clergy of the Church or a Director that is employed by the Diocese. For such appointed Directors, serving on the Board is seen as an extension of their primary role in the Church or the Diocese, which would not justify the payment of additional remuneration.

4.2 Induction and training of Directors

The role of the Directors is to provide leadership and good governance within the context of the evangelising community of the Catholic Church. This leadership is based on a clearly articulated and shared understanding of the objects of the Company, the Statement of Mission its educational philosophy, and its mission and ethos. Incoming Directors will be required to attend an induction day facilitated by the Board Chair and based upon the information contained in this Governance Charter. In addition, all Board members will be required to undertake Child Safety training and to demonstrate awareness and understanding of the expectations of all legislation relating to Child Safety including Ministerial Order 1359.

Formation Days will be held on two occasions throughout each calendar year, in January and in June.

4.3 Director's Code of Conduct

The members of the Board of Directors of CES Ltd are bound by a **Director's Code of Conduct**. The objective of this Code of Conduct is to ensure that high standards of corporate and individual behaviour are observed by the Directors in the context of their roles as Directors of the CES Ltd Board. The Board is required to also adhere to **CES Ltd Child Safety Code of Conduct**.

4.4 Fit and Proper Procedures for Responsible Persons

The Board will take all necessary steps to ensure that a person who is not fit and proper for a responsible person position is not appointed to that position; and a person occupying a responsible person position does not continue to hold that position if subsequently found not eligible for that position.

Each responsible person of CES Ltd is required to meet suitability and probity requirements in accordance with CES Ltd's **Responsible Persons Policy and Procedures**. For the purposes of ACNC and ETR Regulations, Directors of CES Ltd are

responsible persons and must provide evidence of their [suitability](#) and a [Fit and Proper Statutory Declaration](#).

Each responsible person must notify CES Ltd when there's a change to their Fit and Proper status as a result of a 'notifiable disclosure event'.

4.5 Conflict of Interest

The Board will ensure that all responsible persons and employees of CES Ltd effectively identify, disclose and manage any actual, potential or perceived conflicts of interest in order to meet its governance obligations, protect the integrity of the Board of Directors, each school and workplace, and to manage risk. The Board has developed **The Board of Directors and Committee Members Conflict of Interest Policy** to manage conflicts of interest relating to Board and Committee Members and a separate **Conflict of Interest Policy for Responsible Persons** to manage all other conflicts of interest relating to responsible persons. CES Ltd requires all responsible persons and employees of CES Ltd to identify, disclose and manage conflicts of interest to ensure that their professional decisions and actions are free from bias, influence and not impacted by personal interest.

4.6 Related Party Transactions

All responsible persons of CES Ltd with delegated authority to enter into transactions or payments have a duty to avoid and disclose related party transactions and to ensure that they do not enter into a prohibited agreement or arrangement. The Board will ensure that all related party transactions are appropriately approved and managed in accordance with CES Ltd's **Related Party Transactions Policy** while also effectively disclosing all related party transactions within CES Ltd Financial Reports.

4.7 Delegations framework (identifying non-delegable matters)

The Board is responsible for ensuring the Company is well-managed and that its operations are successful. The Board has a framework for delegating authority within CES Ltd in a manner that facilitates efficiency and effectiveness and increases the accountability of responsible persons and staff for their performance.

The Board may delegate some of its authority consistent with the Constitution, but it cannot delegate its responsibility. Therefore, the Board has the ultimate responsibility and accountability for any of its powers that are exercised by others on its behalf.

At no time does it abdicate its responsibility for the CES Ltd's legal obligations and duty of compliance with these matters. In particular, the responsibilities of the school governing authority as outlined in [Ministerial Order 1359 – Child Safe Standards](#), and the financial reporting requirements for the ACNC and ASIC are non-delegable.

The CES Ltd **Delegations Framework** establishes a framework for delegating authority and identifies powers, functions and roles of the Board that is non-delegable as follows:

- director's duties found in various legislation that may impose a personal liability on directors for non-compliance (i.e. financial services legislation, environmental legislation, workplace health and safety laws)
- reviewing, approving and adopting CES Ltd financial statements
- approving the budget of CES Ltd and major transactions
- approving the strategy of CES Ltd
- ensuring systems for monitoring of legal compliance, including requirements of all legislation relating to Child Safety including Ministerial Order 1359
- appointing, overseeing and evaluating the performance of the Executive Director.

The Constitution of CES Ltd enables delegations from the Board to the following:

- Executive Director of CES Ltd (with powers of sub-delegations to others)
- Directors of CES Ltd
- Board Committees.

5. Board Roles

5.1 Board Chair

The Board Chair is appointed by the Member and provides leadership to the Board, so that it functions productively, effectively and cohesively. The Chair manages the affairs of the Board to facilitate Board performance of the highest standard.

The role of the Board Chair is to:

5.1.1 Accountabilities

- Ensure that the board draws its strategic direction from the Bishop's Initial Directions
- Ensure that the Board's focus is on broad strategic issues, policy making and forward planning
- Ensure that the Board has the necessary information to ensure effective decision-making regarding all legal and compliance matters
- Ensure that all Directors are aware of, and maintain, the distinction between the Board's role in governance as distinct from CES Ltd's management
- Provide information and documentation to the Members as required in the Delegations Framework.

5.1.2 Board Culture

- Direct Board discussions so that there is an effective use of time and that critical issues are discussed
- Maintain a positive, respectful and productive Board culture, where all Directors feel equally able to ask questions and voice opinions, particularly at Board meetings
- Encourage all Directors to draw upon their skills, experience and abilities to contribute to the effectiveness of the Board and add value to the Educational Ministry of Sandhurst Education
- Assess and implement a balance board membership
- Establish a succession planning strategy for the Board, Board Committees and skills matrix of Director's expertise, in collaboration with other Directors and the Member
- Guide the ongoing formation and professional learning of the Board as a whole and Directors individually.

5.1.3 Communication and Administration

- In collaboration with the Executive Directors, ensure that administrative tasks such as circulation of Board Papers are carried out in a comprehensive and timely manner
- Prepare the Annual Report of Directors on behalf of the Board and for presentation to the Member and the school community
- Regular communication with the Member.

5.1.4 Relationship with CES Ltd Executive Director

- Develop an ongoing and healthy relationship with the Executive Director.

5.2 Deputy Board Chair

The Deputy Board Chair is appointed by the Member and provides leadership support to the Board Chair.

In the event the Board Chair is unavailable or unable to chair a Board meeting, the Deputy Board Chair shall preside at the meeting.

5.3 Role of the Board

The principal functions and responsibilities of the Board include the following:

5.3.1 Providing Leadership to the Company by:

- Actively promoting the work of Sandhurst Catholic Schools as a significant part of the broader evangelising community of the Catholic Church
- Actively engaging in Formation and Professional Development to develop spiritually in understanding the Gospel of Jesus Christ and its expression in the ministry of Catholic Education, and to increase understanding of contemporary principles of good governance
- Exercising rigorous oversight and duty of care in all matters pertaining to the safety, wellbeing and inclusion of all children and young people, specifically with regard to Child Safety requirements including Ministerial Order 1359
- Guiding the development of an appropriate culture and values for the entity through the establishment and review of codes of conduct, policies, rules and procedures to instil ethical behaviour and appropriate work methods
- Always acting in a manner consistent with Company's culture and the **Directors' Code of Conduct** and **Child Safety Code of Conduct**.
- Obtaining a general understanding of the business and operation of the entity in the context of changing economic, educational and political circumstances
- Exercising diligent, comprehensive and forward-thinking stewardship of the resources of the entity, i.e., human, financial and physical

5.3.2 Overseeing the development and implementation of appropriate strategy by:

- Observing the provisions of the Constitution of the Company
- Setting goals and providing strategic direction and planning, ensuring that the present and future best interests of the Company are served
- Annually (and cyclically) approving the overall process of strategic planning
- Regularly reviewing and updating CES Ltd's strategic direction and goals
- Ensuring that an appropriate set of strategic internal controls are implemented and reviewed regularly
- Overseeing planning activities including the development and approval of strategic plans, annual plans, annual and long-term budgets, including operating budgets, capital expenditure budgets and cash flow budgets
- Reviewing the progress and performance of the CES Ltd in meeting these plans and objectives, including reporting the outcome of such reviews on at least an annual basis

5.3.3 Ensuring corporate accountability to the Member primarily through an effective communications policy and through the Chair, being the key interface between the Company and its Member

- 5.3.4 Overseeing the control and accountability systems that ensure that the Company is progressing towards the goals set by the Board and in line with CES Ltd's purpose, the agreed strategy, legislative requirements and community expectations
- 5.3.5 Ensuring that robust and effective risk management, compliance and control systems (including legal compliance) are in place and operating effectively
- 5.3.6 Attending Board meetings regularly, recognising the fact that absence from Board meetings does not excuse a Director from responsibility for the Board's decisions
- 5.3.7 Complying with the **Director's Code of Conduct** and **Board of Directors and Committee Members Conflict of Interest Policy**
- 5.3.8 Being responsible for the entity's senior management and personnel
- 5.3.9 Approving the Company's policies relating to the minimum standards for school registration such child safety.
- 5.3.10 Delegating appropriate powers to the Executive Director, management and committees to ensure the effective day to day leadership and management of the Sandhurst Catholic Schools and monitoring the exercising of these powers as outlined in the **Delegations Framework**.

6. Role of the Delegate of the Bishop

The Delegate of the Bishop is a Director that is appointed to the Board by the Member to represent his interests on the Board. The Delegate of the Bishop, in addition to the usual obligations and responsibilities as a Director, would be able to assist the Board in its deliberations by providing the perspective of the Member and inform the direction of the Board's decision making to be always consistent with the Statement of Mission and the other matters prescribed in clause 9 of the Constitution.

7. Board Committees

The CES Ltd Constitution enables for the establishment of Board Committees. The purpose of the Board Committees is to provide specialist advice to inform the decisions of the Board. Whilst these Committees provide specialist advice and form part of the reporting mechanism to the Board, it is emphasised the Board acknowledges it is fully responsible for determining the extent of powers residing in each Committee and is responsible for accepting, modifying or rejecting Committee recommendations.

Presently there are three (3) Board committees that support the work of the CES Ltd Board. The Terms of Reference for each of these committees contain the responsibilities in detail.

The three current Board Committees are:

- 1. Catholic Identity and Mission Committee** – established to provide strategic advice, monitor compliance with related policies and make recommendations to the Board about issues relevant to the Catholic mission and identity of Sandhurst Catholic Schools.
- 2. Learning and Teaching Committee** – is established to provide strategic advice, monitor compliance with related policies and make recommendations to the Board about issues relevant to Learning and Teaching within all Sandhurst Catholic Schools.
- 3. Child Safety, Audit and Risk Committee** – is established to provide strategic advice, monitor compliance with policies and other legal and regulatory obligations (including Ministerial Order 1359) and make recommendations to the Board about potential risks and issues impacting CES Ltd and ensuring, that it operates effectively, efficiently, ethically and legally.

Membership of Board Committees includes at least one Board Member, one of whom will be the Chair of the Board Committee.

8. Company Secretary Role

The Role of the Company Secretary is primarily to exercise administrative oversight for the Board by ensuring:

- Compliance with the Corporations Act and any other relevant legislation or regulation on behalf of the Board
- Reporting to ASIC as per the Corporations Act 2001
- Attention to all ACNC requirements
- Agendas for meetings and accurate minutes of each meeting are established and distributed within (14) days.

8.1 In fulfilling this responsibility, the Company Secretary will:

- Prepare and attend to statutory lodgments
- Maintain Statutory Registers as required under the Corporations Act
- Keep abreast of all legislative, regulatory and governance developments that might affect the Company decision-making or processes.
- Ensure adherence to Company's Constitution
- Ensure meetings comply with governing document and its procedures
- Advise the Board in respect of current best practice corporate governance requirements and practices, directors' duties under the law, board reporting and disclosure obligations, listing rule requirements and proper meetings' procedure.

- Assist with the organisation of Board performance reviews
- Manage Director induction and maintain a handbook or manual for Board directors
- Ensure that Directors and Officers are covered by adequate and appropriate insurance for their roles
- Ensure responsible persons register is maintained
- Ensure the Board Delegations register is maintained.

8.2 The Board appoints the Secretary of the Company for a term and on conditions as determined by them.

8.3 The Company Secretary is entitled to be heard on any matter before all Board Directors and general meetings but does not have voting rights.

8.4 The Secretary may attend and be heard at meetings of the Board, except for any meeting or part of the meeting when the Board resolves the Secretary should not be present (e.g. in camera sessions)

9. Executive Director Role

9.1 The Executive Director is appointed by the Board subject to the approval of the Member, and is responsible to the Board for the leadership, stewardship and management of the Company and the education, safety and welfare of its students as outlined in the **Delegations Framework** and the **Policies and Procedures Framework**.

9.2 Principals are appointed by CES Ltd through the Executive Director, and the appointment is ratified by the Bishop of Sandhurst. This includes oversight of all delegated employment to School Principals.

9.3 The Executive Director:

- is advised of all Directors' meetings and is required to attend unless otherwise requested by the Board
- is not counted toward quorum at meetings
- is entitled to be heard on any matter at all Board Directors' and general meetings but does not have voting rights.

10. Board Meeting Procedures

10.1 Meetings, agendas and Board Papers

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

- obtain and exchange information with each other; and
- make decisions.

The agenda is important as it shapes the information flow and subsequent discussion.

Board papers should be presented to the Directors in good time and contain all relevant information in an easy to read and understandable form to enable the Board to make informed decisions. The Agenda and Board papers must be circulated to the Directors at least 7 days before a Board meeting (except in the case of urgent Board meetings by the Company Secretary).

10.2 Board Process

The Board will at all times:

- (a) accord due respect to other Directors and their views;
- (b) act in a business-like manner;
- (c) act in accordance with the Company's Constitution;
- (d) raise and address issues in a confident and firm, yet respectful manner;
- (e) minimize chatter and irrelevant remarks;
- (f) refrain from interruption or interjection; and
- (g) use good judgment, common sense and tact when discussing issues

10.3 Frequency of meetings and timing

The Board will meet at least eight times per annum between the months of February and November. Four of these meeting will be conducted via an electronic platform to ensure the Directors are complying with their obligations to perform oversight of the Company.

10.4 Quorum

A quorum of the Board comprises the majority of the Directors eligible to vote. The quorum must be present at all times during the meeting.

10.5 Decision Making Process

- All resolutions of the Directors must be passed by majority vote of those entitled to vote
- The Chair of the Board shall have a casting vote in addition to any vote they have as a Director
- Motions passed by Circular Resolution must be in accord with the Constitution 8.5 'Circulatory resolutions of Directors'.

10.6 Reports

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

10.7 Minutes of Meetings

Meeting minutes are important legal documents. They serve as a record of the decisions made by the Board and a historical document which traces the achievements and obstacles experienced by the Company.

The Board keeps detailed minutes of its decisions and actions because they:

- (a) serve as a reminder of decisions, assignments and deadlines
- (b) summarise the meeting for those individuals who could not attend
- (c) create a history of the Company explaining what is done, by whom and when
- (d) provide evidence in the event of a financial audit
- (e) can provide evidence in the event of a legal action.

The Company Secretary is responsible for taking and safekeeping the minutes. He or she is responsible for recording the minutes as they are a legal record of the organisation. If the minutes are taken by anyone other than the Company Secretary, it is still their duty to review and sign the approved minutes.

Contents of Minutes

At a minimum, the minutes of Board meetings will include:

- (a) Name and kind of meeting;
- (b) Date, place and time that the meeting began and ended;
- (c) Names of the Chair and Company Secretary;
- (d) Names of voting members attending, and whether a quorum was present;
- (e) Names of guests and their subject matter;
- (f) Whether minutes from the previous meeting were approved, or corrected;
- (g) Motions made. The Company Secretary must record:
 - i. the exact wording of the motion;
 - ii. who made the motion, moved the motion and seconder of the motion;
and
 - iii. the result of the vote, though not the number of votes for and against;
- (h) Reports. The name of the report, the name of the person presenting it, and any action taken on the report will be recorded. If the report was in writing, it will be attached. An oral report will be summarised briefly.
- (i) Other actions, assignments and deadlines, resolutions and recommendations will be briefly recorded.

Approval of Minutes

Minutes are not official until they are read and approved by a formal vote at the next Board Meeting. A draft form of the minutes will be distributed at least 7 days prior to the meeting. The Chair asks for corrections and additions to the Minutes and then calls for the vote. The Company Secretary must sign the minutes once they have been approved by the Board. Minutes in respect of each Board of Directors meeting is to be provided to the Member within fourteen (14) days following the relevant meeting.

Confidentiality

If confidential issues are being discussed the Board may vote to go into an *in camera* session which restricts participation in the meeting. Only meeting participants read and approve these minutes and they are to be kept separate to regular meeting minutes.

Record of Minutes

The Company Secretary is responsible for ensuring minutes are retained in the company register for a minimum of seven (7) years before archiving.

11. Directors Protection

Protocol for seeking information

As a general rule, a Director is entitled to information relevant to the Company and is to be protected against the specific risks of being a Director.

When seeking information, a Director should follow this protocol:

- (a) in the first instance request the Executive Director to provide the information;
- (b) if the information is not forthcoming, approach the Chair;
- (c) if it is still not forthcoming write a letter to all Directors and the Executive Director detailing the information required and the purpose for seeking the information.

Deed of Access, Indemnity and Insurance

Directors have certain rights and protections available to them under the Corporations Act and the Constitution. The Company has agreed that these rights will be set out in a Deed between the Company and each Director. Under the Deed, the Company undertakes to the extent permitted and subject to restrictions contained in the law:

- (a) to provide a Director with access to certain documents;
- (b) to indemnify the Director;
- (c) to maintain an insurance policy covering the Director in their capacity as an Officer of the Company.

Access to Board Papers

The complete set of Board papers of the Company is held by the Secretary on behalf of each Director (individually) for a period of at least seven years from the time that Director ceases to serve on the Board. In accordance with the Corporations Act, in the event of any legal action, investigation or enquiry by a regulatory authority, each Director is entitled to access the papers and any other relevant records of the Company for the period during which they were Director even if they have ceased to be a Director. This right continues for 7 years after that person ceased to be a Director of the Company.

12. Reporting Mechanisms, Risk Framework & Compliance

The Board is responsible for reviewing and verifying systems of risk management covering all areas of operation, including child safety, Occupational Health and Safety (OH&S), privacy, physical risk, security etc. The Board is also responsible for reviewing any systems for internal compliance and control, codes of conduct and legal compliance.

Clear reporting mechanisms and a risk framework have been developed by CES Ltd to ensure that the CES Ltd Board as the school governing body has comprehensive oversight of the Sandhurst Catholic Schools. In fulfilling its governance obligations for school regulation

purposes, all policies and procedures which concern the fulfilment by the Company of its objects and compliance with legal obligations in respect of the schools' operation, must be approved by the Board.

This includes all policies relating to the minimum standards of school registration including care, safety, welfare related matters, and Ministerial Order 1359.

Some of the Board oversight includes:

- The Board will ensure there are key Child Safety Policies and Procedures and strategies to reduce risk of child abuse that will be approved and mandated by the Board.
- The Executive Director will have delegated responsibility to report to the Board of Directors on implementation of the policies consistent with the **CES Ltd Policies and Procedures Framework**
- The Board will review these overarching CES Ltd policies regularly, particularly after a significant incident at a school and in accordance with the **CES Ltd Policy and Procedures Framework** for all Sandhurst Catholic Schools
- The **CES Ltd Policy and Procedures Framework** has been established to provide the structure in which policies are systematically and intentionally established, implemented, monitored, and reviewed appropriately across CES Ltd. It effectively supports the Company's work and provide assurance to the Board in regards to consistency and compliance with the various legislative requirements.
- The development of a comprehensive **Risk Management Policy** and **Risk Management Framework** that defines CES Ltd's risk operating model, appetite, responsibilities, methodology, and monitoring and reporting obligations, along with a specific Child Safe Risk Framework for all matters specific to Child Safety Legislation and Regulations.
- The **Risk Management Policy** in conjunction with the CES Ltd **Risk Management Framework** is intended to outline the structured process used by CES Ltd to identify potential risks, assess risks and to define the strategy for eliminating or minimising the impact of these risks, as well as the mechanisms to effectively monitor and evaluate these strategies.
- Reporting mechanisms require the Child Safety, Audit & Risk Committee to provide a report outlining all areas of compliance with legislative requirements, including [Ministerial Order 1359 – Child Safe Standards](#) along with significant care, safety and welfare incidents in Sandhurst Catholic Schools to the Executive Director on a quarterly basis which is then reported to the Board.
- All Board Committees will provide regular reports to the Executive Director and Board as outlined in their Terms of Reference. These reports will form part of the standing items on the CES Ltd Board Agenda and be tabled at each meeting by the Chair of each

committee, who, as outlined in the Terms of Reference for each committee will be a member of the CES Ltd Board.

13. Financial Management

The Board must ensure that the audit of the Company's annual financial statements:

- (a) have been completed by an auditor recognised by CPA Australia, Chartered Accountants Australia and New Zealand, or the Institute of Public Accountants;
- (b) comply with any other requirements imposed by Commonwealth or State Government agencies providing funding to the Company;
- (c) have not been completed by a person or body with whom the Company has another business relationship in addition to audit services or with whom any of the responsible persons of the Company has a conflict of interest; and
- (d) comply with the requirements of the ACNC Act and the regulations to that Act.
- (e) The Board will certify or provide other evidence that the audit and accompanying certificate are in accordance with the above requirements.

The Board will ensure the Company's audited and certified annual financial statements are to be made available for inspection and are to be retained for a minimum period of seven (7) years after the end of the period to which the annual financial statements refer before archiving or disposing.

The Board must ensure there are policies and guidelines to provide Sandhurst Catholic Schools with the necessary framework to deliver appropriate financial management, accountability and reporting processes. The Board has developed **CES Ltd Financial Management Framework** to document financial arrangements for Sandhurst Catholic Schools. The Financial Management Framework documents the various policies and procedures that underpin strong financial management of Sandhurst Catholic Schools.

14. Democratic Principles

CES Ltd recognises that schools play a vital role in advancing democratic ideals and principles. For democracy to continue to thrive, children must be taught to value its way of life. Sandhurst Catholic Schools will explicitly and implicitly support and promote the principles of Australian democracy, including a commitment to:

- elected government
- the rule of law
- equal rights for all before the law
- freedom of religion

- freedom of speech and association; and
- the values of openness and inclusion.

Through our curricular and extra-curricular programs, we will prepare our children to become citizens who will preserve and shape democracy in the future. Democratic values will be taught explicitly in the curricular and implicitly in the child's experience of the school, from classroom practice, from what is taught to how it is taught.

The democratic ideals and principles are also reflected in the way in which the CES Ltd governs and manages Sandhurst Catholic Schools.

15. Related Documents (to be hyperlinked)

This document should be read in conjunction with the following:

1. Catholic Education Sandhurst Ltd Constitution (August 2020)
2. The Initial Directions by the Member of CES Ltd Board
3. CES Ltd – Philosophy Statement
4. CES Ltd POLICY - Delegations Framework
5. CES Ltd CODE OF CONDUCT – The Board
6. CES Ltd POLICY - Child Safety Code of Conduct
7. CES Ltd POLICY & PROCEDURES – Responsible Persons
8. CES Ltd POLICY – Conflict of Interest for Board of Directors & Committee Members
9. CES Ltd POLICY – Conflict of Interest Framework for Responsible Persons
10. CES Ltd POLICY – Related Party Transactions
11. CES Ltd FRAMEWORK – Risk Management
12. CES Ltd POLICY – Risk Management
13. CES Ltd FRAMEWORK - Policies and Procedures
14. CES Ltd Shared Mission Framework & Commitment Statement
15. CES Ltd Terms of Reference – Catholic Identity and Mission Committee
16. CES Ltd Terms of Reference – Learning and Teaching Committee
17. CES Ltd Terms of Reference – Child Safety, Audit & Risk Committee
18. CES Ltd Terms of Reference – School Advisory Councils
19. CES Ltd FRAMEWORK – Financial Management

16. Review and Approval

This Charter will be reviewed annually by the Board. The Charter will be revised to improve existing procedures or reflect changes in any applicable legislation.

The Chair of the Board is responsible for ensuring that:

- (a) this Charter, and any related documents, are updated when necessary to reflect changes in the law or when otherwise appropriate; and
- (b) the current updated version of this Charter is provided to all Directors.
- (c) Any variation to this Charter must be approved by the Members.

	Description of Revision(s)
Responsibility for Charter	The Board (Chair)
Approval Authority	CES Ltd Board
Approval date	October 2020
Amendments	May 2023
Date of next review	February 2024

Appendix 1 – List of Sandhurst Catholic Schools (CES Ltd)

	VRQA no.	e no.	School name	Suburb	Campus Type	Year Levels
1	104	e3001	St Patrick's School	Wangaratta	Primary	F-6
2	156	e3003	St Brendan's School	Shepparton	Primary	F-6
3	204	e3004	St Monica's School	Kangaroo Flat	Primary	F-6
4	205	e3005	St Joseph's School	Benalla	Primary	F-6
5	262	e3006	St Liborius' School	Eaglehawk	Primary	F-6
6	324	e3007	Sacred Heart School	Tatura	Primary	F-6
7	367	e3008	St Joseph's School	Chiltern	Primary	F-6
8	368	e3009	St Mary's School	Rutherglen	Primary	F-6
9	379	e3010	St Mary's School	Inglewood	Primary	F-6
10	401	e3012	Sacred Heart Primary School	Yarrawonga	Primary	F-6
11	515	e3013	Notre Dame College	Shepparton	Secondary	7-12
12	518	e3014	Sacred Heart College	Yarrawonga	Secondary	7-12
13	525	e3015	St Joseph's School	Numurkah	Primary	F-6
14	584	e3016	St Mary's School	Echuca	Primary	F-6
15	603	e3018	St Joseph's School	Rochester	Primary	F-6
16	646	e3054	St Augustine's College	Kyabram	Primary/Secondary	F-12
17	661	e3020	Our Lady of the Sacred Heart Primary	Elmore	Primary	F-6
18	672	e3022	St Joseph's School	Beechworth	Primary	F-6
19	726	e3023	St Kilian's School	Bendigo	Primary	F-6
20	753	e3024	St Augustine's School	Wodonga	Primary	F-6
21	848	e3025	St Joseph's School	Quarry Hill	Primary	F-6
22	955	e3026	St Joseph's School	Kerang	Primary	F-6
23	1067	e3027	Holy Rosary School	White Hills	Primary	F-6
24	1136	e3028	St John's School	Euroa	Primary	F-6
25	1152	e3029	St Joseph's School	Cobram	Primary	F-6
26	1173	e3030	St Joseph's School	Nagambie	Primary	F-6

27	1188	e3031	St Mary's School	Myrtleford	Primary	F-6
28	1252	e3032	Holy Rosary School	Heathcote	Primary	F-6
29	1253	e3033	St Mary's School	Cohuna	Primary	F-6
30	1408	e3034	St Mary's School	Mooroopna	Primary	F-6
31	1523	e3035	St Mary's School	Rushworth	Primary	F-6
32	1550	e3036	St Patrick's School	Pyramid Hill	Primary	F-6
33	1555	e3037	St Therese's School	Kennington	Primary	F-6
34	1568	e3038	St Mel's School	Shepparton Sth	Primary	F-6
35	1583	e3039	St Michael's School	Tallangatta	Primary	F-6
36	1591	e3040	Our Lady's School	Wangaratta	Primary	F-6
37	1594	e3041	St Patrick's School	Tongala	Primary	F-6
38	1605	e3042	St Mary of the Angels College	Nathalia	Secondary	7-12
39	1629	e3043	St Bernard's School	Wangaratta	Primary	F-6
40	1642	e3044	Sacred Heart School	Corryong	Primary	F-6
41	1694	e3045	Marian College	Myrtleford	Secondary	7-12
42	1699	e3046	St Monica's School	Wodonga West	Primary	F-6
43	1709	e3047	St Peter's School	Bendigo North	Primary	F-6
44	1744	e3049	Galen Catholic College	Wangaratta	Secondary	7-12
45	1800	e3050	Catholic College Wodonga	Wodonga	Secondary	7-12
46	1823	e3051	St Francis' School	Nathalia	Primary	F-6
47	1940	e3053	St Francis of the Fields School	Strathfieldsaye	Primary	F-6
48	2028	e3055	St Luke's Catholic Primary School	Shepparton Nth	Primary	F-6
49	2029	e3056	St Francis of Assisi Primary School, Wodonga	Wodonga	Primary	F-6
50	2037	e3057	DOXA School Bendigo	Bendigo	Specialist	7-12
51	2063	e3058	Borinya, Wangaratta Community Partnership	Wangaratta	Specialist	7-12
52	2224	e3061	St Anne's College	Kialla	Primary/Secondary	F-10

Appendix 2 – List of Religious Institute Governed Schools within Sandhurst Diocese

	VRQA no.	e no.	School name	School Proprietor	Suburb	Campus Type	Year Levels
1	130	3002	Catherine McAuley College	Mercy Ed Ltd	Bendigo	Secondary	7-12
2	595	3017	St Joseph's College	Kildare Ministries	Echuca	Secondary	7-12
3	384	3011	FCJ College	Society of Sisters – Faithful Companions of Jesus	Benalla	Secondary	7-12
4	2098	3060	Marist College	Marist Schools Australia	Bendigo	Secondary	F-12