



# **Board Charter**

## Contents

Board Charter .....	3
1. Purpose of this Charter .....	3
2. Role and responsibilities of the Board .....	3
2.1 Role.....	3
2.2 Strategy.....	3
2.3 Oversight of management.....	3
2.4 College community.....	4
2.5 College community and other stakeholders.....	4
2.6 Ethics and responsible decision-making .....	4
2.7 Oversight of financial and capital management.....	5
2.8 Risk management and compliance.....	5
2.9 Disclosure and communication .....	5
3. Role and responsibilities of Chair and the Board Secretary .....	6
3.1 Chair.....	6
3.2 Board Secretary.....	6
4. Delegations of authority.....	7
4.1 Delegation to committees .....	7
4.2 Delegation to the Principal and management.....	7
5. Membership .....	8
5.1 Composition and size.....	8
5.2 Board skills matrix .....	8
5.3 Appointment and re-election of Board members.....	8
5.4 Independence .....	9
5.5 Conduct of individual Board members.....	10
5.6 Voluntary role .....	10
6. Board process .....	10
6.1 Meetings .....	10
6.2 Independent professional advice .....	11
6.3 Access to management.....	11
6.4 Notice, agenda and documents.....	11
7. The Principal's performance review.....	11
8. Board's performance evaluation .....	12
9. Review and publication of Charter.....	12



# Board Charter

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## 1 Purpose of this Charter

The Board is responsible for the good governance of the College. The purpose of this Charter is to specify how the College is governed to promote confidence in the College and to seek to protect the interests of the College community. This Charter sets out the roles and responsibilities of the Board and management, which responsibilities are delegated to committees of the Board or to management, as well as guidance relating to the membership and the operation of the Board.

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## 2 Role and responsibilities of the Board

### 2.1 Role

The role of the Board is to provide leadership, strategic guidance and oversight of management for the College. The Board derives its authority to act from the College's Constitution. The Board must pursue the objective that College activities comply with the College's Constitution and with legal and regulatory requirements.

The Board has reserved to itself the following specific responsibilities:

### 2.2 Strategy

The Board is responsible for:

- (a) providing leadership and setting strategic objectives for the College;
- (b) appointing the Chair and any Deputy Chair;
- (c) reviewing and approving strategy plans and performance objectives of the College consistent with the College's strategy, and reviewing the assumptions and rationale underlying the strategy plans and performance objectives; and
- (d) monitoring management's implementation of the College's strategic objectives and its performance generally.

### 2.3 Oversight of management

The Board is responsible for:

- (a) appointing, and if necessary, replacing, the Principal;
- (b) approving the appointment, and if necessary, replacement, of College Executive positions;



- (c) approving succession plans for the College Executive and other key individuals;
- (d) monitoring senior management's performance and implementation of the College's strategic objectives against measurable and qualitative indicators, encouraging enhanced effectiveness and ensuring that appropriate resources are available;
- (e) approving the College's remuneration framework, policies and practices; and
- (f) requiring that management supply the Board with accurate, timely and clear information to enable the Board to perform its responsibilities.

## **2.4 College community**

The Board is responsible for seeking to promote effective engagement with the College community (the students, staff, Old Collegians, parents and friends of the College and the Uniting Church). This includes:

- (a) Providing relevant information about the College and its governance, including on its website; and
- (b) overseeing community engagement which facilitates two-way communications with the community.

## **2.5 College community and other stakeholders**

The Board is responsible for monitoring:

- (a) policies governing the College's relationship with the College community and the broader community; and
- (b) to the extent, relevant policies relating to environmental, employment, occupational, health and safety, social responsibility, sustainable development and other matters.

## **2.6 Ethics and responsible decision-making**

The Board is responsible for:

- (a) promoting ethical and responsible decision-making and charging management with the responsibility for creating a culture in the College of ethical and responsible behaviour, including:
  - (i) acting in the best interests of the College;
  - (ii) acting with high standards of personal integrity;
  - (iii) complying with applicable laws, regulations, codes and policies; and
  - (iv) not knowingly participating in any illegal or unethical activity.



- (b) establishing, monitoring and promoting a code of conduct and related policies to guide members of the Board, management and employees in practices necessary to maintain confidence in the College's integrity (including encouraging the reporting of unlawful or unethical behaviour and protecting whistle-blowers who report violations in good faith);
- (c) monitoring the effectiveness of the College's governance practices and accountability for contraventions; and
- (d) monitoring and promoting a diversity policy to outline the College's commitment to diversity and inclusion.

## **2.7 Oversight of financial and capital management**

The Board is responsible for:

- (a) monitoring the integrity of the College's accounting and corporate reporting systems (including the external audit) and requiring that financial records are properly maintained and financial statements comply with appropriate accounting standards;
- (b) establishing and monitoring a delegations of authority policy and monitoring compliance with the policy;
- (c) reviewing and approving annual financial reports, with regard to having, among other things, the information members of the Board know about the College;
- (d) monitoring financial results on an ongoing basis;
- (e) approving and monitoring operating budgets, major capital expenditure, and other material commitments; and
- (f) capital management, including approving decisions affecting the capital of the College, capital structure, and major financing arrangements.

## **2.8 Risk management and compliance**

The Board is responsible for setting guiding risk parameters within which the Board expects management to operate (including the nature and extent of risks that can be taken to meet objectives), and for overseeing the strategic direction of risk identification, analysis and evaluation within the College.

## **2.9 Disclosure and communication**

The Board is responsible for monitoring and reviewing annually the College's compliance with its disclosure obligations.



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## 3 Role and responsibilities of Chair and the Board Secretary

### 3.1 Chair

The Board appoints the Chair. The Chair is responsible for:

- (a) chairing Board meetings, setting the Board's agenda and seeking to ensure that adequate time is available for discussion of all agenda items, in particular strategic issues;
- (b) seeking to ensure that Board members are briefed on Board matters and leading the Board in reviewing and discussing Board matters;
- (c) seeking to facilitate effective contribution by all Board members and monitoring Board performance;
- (d) seeking to promote constructive and respectful relations between Board members and between the Board and management;
- (e) seeking to achieve the objective that membership of the Board is skilled and appropriate for the College's needs; and
- (f) monitoring the role of the Board Secretary.

### 3.2 Board Secretary

The Board will appoint a Secretary of the Board, who will attend meetings of the Board and its committees. The Board Secretary is accountable directly to the Board, through the Chair, on matters to do with the proper functioning of the Board.

In addition to responsibilities under the Associations Incorporation Act, the Board's Constitution, and matters specifically delegated, the Board Secretary acts as a point of contact between the Board and management.

The Board Secretary responsibilities include:

- (a) monitoring that policies and procedures of the Board are followed;
- (b) organising Board and committee meetings, Board member attendance, draft notices of meetings and resolutions for approval, and coordinating the despatch of Board and committee meeting papers;
- (c) capturing the business of Board and committee meetings in the minutes, and circulating minutes from committee meetings to the Board;
- (d) helping to organise and facilitate the induction and professional development of Board members so that they can develop and maintain the skills and knowledge needed to perform their role as Board members effectively; and
- (e) seeking to ensure that the College complies with its requirements under the Associations Incorporation Act regarding its registered office, annual returns and notices to be lodged with Australian Charities and Not-for-profit Commission.



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## 4 Delegations of authority

### 4.1 Delegation to committees

Under the College's Constitution, the Board may delegate responsibility to committees to consider certain issues in further detail, and then report back to and advise the Board.

Standing committees established by the Board will adopt Charters setting out the authority, responsibilities, membership and operation of the committees.

There are currently five standing committees:

- Infrastructure and Digital Committee;
- Finance, Risk and Compliance Committee;
- Governance, Nominations and Remuneration Committee;
- Centenary Fund Committee; and
- Community and Events (Centenary) Committee

The Board may establish other committees from time to time to consider other matters of special importance.

Board members are entitled to attend committee meetings and receive committee papers. Committees will maintain minutes of their meetings and are entitled to obtain professional or other advice, in order to effectively carry out their proper functions. The Chair of each committee will report on committee meetings to the Board at the next full Board meeting.

### 4.2 Delegation to the Principal and management

The Board delegates to the Principal the authority to manage the day-to-day affairs of the College and the authority to control the affairs of the College in relation to all matters other than those reserved to the Board and its committees under their Charters, or under specific limitation or guidance from the Board.

The Principal has authority to delegate to the executive team who are responsible for:

- (a) implementing the strategic objectives of, and operating within the guiding risk parameters set by, the Board and for all other aspects of the day-to-day running of the College;
- (b) providing the Board with information to enable the Board to perform its responsibilities; and
- (c) from time to time the Board may review the division of functions between the Board and management so that it continues to be appropriate to the needs of the College.



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## 5 Membership

### 5.1 Composition and size

The Board members will determine the size of the Board, subject to the College's Constitution and applicable law, including the rules concerning Board limits under the Associations Incorporation Act. The College's Constitution provides that there can be up to nine Board members. The number of Board members and the composition of the Board must, at all times, be appropriate to allow the Board to achieve efficient decision making and adequately discharge its responsibilities and duties. The Chair of the Board will be elected annually by the Board members.

### 5.2 Board skills matrix

The College seeks to have Board members with an appropriate range of skills, knowledge, experience, independence and diversity, and an understanding of and competence to deal with current and emerging issues of the College. It will have a Board skills matrix, setting out the skills and diversity that the Board has, or is looking for, in order to identify any gaps in skills that the Board seeks. The Board's succession plans are designed to maintain an appropriate balance of skills, knowledge, experience, independence and diversity on the Board.

### 5.3 Appointment and re-election of Board members

The process of selection and appointment of new Board members to the Board is that when a vacancy arises, the Governance, Nominations and Remuneration Committee identifies candidates with appropriate skills, knowledge, experience, independence and expertise through a process of open advertising of positions. Candidates that best complement the Board's effectiveness will be recommended to the Board. When the Board considers that a suitable candidate has been found, that person may be appointed by the Board in accordance with the College's Constitution.

Board members will be engaged by a letter of appointment setting out the terms and conditions of their appointment. Board members will be expected to participate in any induction or orientation programs on appointment, and any continuing education or training arranged for them.

Board members must retire from office in accordance with the Constitution. Retiring Board members may be eligible for re-appointment. The Chair of the Board will assess the performance of any director standing for re-election and the Board will determine their decision on the re-election of the director (in the absence of the director involved). The Board (excluding the Chair) will conduct the review of the Chair.

The Board will disclose the length of service of each Board member.



## 5.4 Independence

All Board members should bring an independent judgement to bear on all Board decisions.

A Board member is considered independent if he or she is free of any interest, position, association or relationship that might influence, or reasonably be perceived to influence, in a material respect, his or her capacity to bring an independent judgement to bear on issues before the Board and to act in the best interests of the College and its community.

A Board member who:

- (a) is, or has been, employed in an executive capacity by the College and there has not been a period of at least 3 years between ceasing that employment and serving on the Board;
- (b) is, or has, within the last 3 years, been a partner, director or senior employee of a provider of material professional services to the College;
- (c) is, or has been, within the last 3 years, in a material business (e.g. as a supplier or customer) with the College, or an officer of, or otherwise associated with, someone with such a relationship;
- (d) has a material contractual relationship with the College other than as a parent;
- (e) has close family ties with any person who falls within any of the categories described above; or
- (f) has been a Board member of the College for such a period that his or her independence may have been compromised,

will not be independent, unless the Board is satisfied on reasonable grounds that the Board member is independent, despite the existence of one or more of these circumstances. In each case the materiality of the interest, position, association or relationship, needs to be assessed to determine whether it might interfere, or might reasonably be seen to interfere, with the Board member's capacity to bring an independent judgement to bear on issues before the Board and to act in the best interests of the College and its community generally.

The Governance, Nominations and Remuneration Committee will assess the independence of each Board member in light of interests disclosed by them at least annually, at or around the time that the Governance, Nominations and Remuneration Committee considers candidates for election to the Board. Each Board member must provide the Board with all relevant information for this. If a Board member's interests, positions, associations or relationships change, the assessment should be made as soon as practicable after the Governance, Nominations and Remuneration Committee becomes aware of the change.



## 5.5 Conduct of individual Board members

Board members must at all times act in accordance with legal and statutory requirements, and devote sufficient time to discharge their duties as Board members of the College. Board members must:

- (a) discharge their duties in good faith and in the best interests of the College and for a proper purpose;
- (b) act with care and diligence, demonstrate commercial reasonableness in their decision making, and act with the level of skill and care expected of a Board member, including applying an independent and enquiring mind to their responsibilities;
- (c) notify other Board members of their material personal interests and take reasonable steps to avoid actual, potential or perceived conflicts of interest (except as permitted by the Associations Incorporation Act);
- (d) not make improper use of information gained through their position as a Board member;
- (e) not take improper advantage of their position as a Board member;
- (f) make reasonable enquiries if relying on information or advice provided by others;
- (g) undertake any necessary inquiries in respect of delegates;
- (h) give the College all the information required by the Associations Incorporation Act;
- (i) not allow the College to engage in insolvent trading; and

consult the Chair if considering an invitation to become a Board member of any other College or entity, and have regard to the views of the Chair about the Board member acting as a director of an external entity, and relevant Board policies and best practice standards on multiple Board memberships.

## 5.6 Voluntary role

The role of a director of the Seymour College Board is entirely voluntary and no remuneration will be paid to directors.

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# 6 Board process

## 6.1 Meetings

All Board meetings will be conducted in accordance with the College's constitution and the Associations Incorporation Act. Board members are committed to collective decision making, but have a duty to question and raise any issues of concern to them. Matters are to be debated openly and constructively amongst the Board members. Individual Board members must utilise their particular skills, experience and knowledge when discussing matters at Board meetings.



Board members must keep Board discussions and resolutions confidential, except where they are required to be disclosed.

Board members are expected to prepare adequately for, attend and participate in Board meetings. Board members should consider the sufficiency of the contents of the Board papers that have been provided for consideration. The Board should assess the information that it receives and the timing of its distribution to ensure the Board has sufficient time to examine the material provided to it for approval.

The Board may request or invite external consultants to attend Board meetings if necessary or desirable. In discussion with the Principal, the Board may request other members of management to attend Board meetings.

The Board may conduct meetings by telephone, video conference or other electronic means.

## **6.2 Independent professional advice**

Following consultation with the Chair, Board members may seek independent professional advice at the College's expense. Generally, this advice will be available to all Board members if the Chair considers the advice relevant for them to discharge their responsibilities as Board members.

## **6.3 Access to management**

The Board members have complete and open access to management following consultation with the Chair and the Principal.

## **6.4 Notice, agenda and documents**

Unless otherwise agreed or considered necessary by the Chair, notice of each meeting confirming the venue, date and time, together with an agenda of items to be discussed and supporting documentation, will be circulated by the Board Secretary to each Board member and any other individual invited to attend, not less than four business days before the meeting.

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# **7 The Principal's performance review**

The Principal's performance review will occur at least once a year and will be undertaken by the Chair of the Board, or such other person(s) nominated by the Board. The process will aim to formally offer a time to reflect on the performance of the Principal and the role of the Principal.

In undertaking the review, the Chair and/or such other members of the Board as the Board determines, will meet with the Principal and discuss the process of review to be undertaken, which may include the following:

- (a) a self-assessment by the Principal which may include comment on specific areas nominated by the Chair;



- (b) an opportunity for individual Board members to offer feedback to the Chair, or nominated person, on the process undertaken and performance of the Principal; and
- (c) an agreed process identified with the Principal relating to obtaining feedback from staff and/or the College community, or other stakeholders, for consideration within the process.

The outcome of the review process will include the following:

- (a) an identification of areas on which the Principal will seek to focus in the next period;
- (b) an identification of professional development needs or opportunities for the Principal;
- (c) a report to the Board on completion of the process, a summary of the key areas covered, and feedback of the overall themes arising.

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## 8 Board's performance evaluation

The Board recognises the importance of regular reviews of its effectiveness and performance. Periodically the Board will review and evaluate:

- a) its own performance, including against the requirements of this Charter;
- b) the performance of its committees;
- c) the performance of individual Board members; and
- d) the performance of its senior executives,

against both measurable and qualitative indicators.

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## 9 Review and publication of Charter

The Board is responsible for reviewing this Charter and the division of functions and responsibilities in the College to determine its appropriateness to the needs of the College annually.

The Charter may be amended by resolution of the Board. The Charter is available on the College's website and the key features may be published in the Annual Report or a link to the Governance section of the College website.

