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Supporting Documents

1. The Constitution of SPCEF Ltd
2. Delegations Policy
3. Compliance Calendar
4. Risk Management Framework

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1 Introduction

St Philip's Christian Education Foundation Ltd owns and operates the following schools and centres.

1. St Philip's Christian College, Waratah (known as Newcastle) (est. 1982)
2. St Philip's Christian College, Port Stephens (est. 1995)
3. St Philip's Christian College, Dynamic Learning College - formally DALE (est. 1997)
4. St Philip's Christian College, Young Parent's Program - formally DALE Young Parents (est. 2000)
5. Narnia Early Learning Centre - Waratah (acquired 1997, relocated 2013)
6. St Philip's Christian College – Cessnock (acquired 2004)
7. St Philip's Christian College – Gosford (acquired 2007)
8. Narnia Early Learning Centre – Gosford (acquired 2007)
9. Narnia Early Learning Centre – Port Stephens (est. 2017)
10. Narnia Early Learning Centre – Cessnock (est. 2019)
11. St Philip's Teaching School (est 2018)
12. Saints Academy (est. 2023)
13. St Philip's Christian College – Gilibaa (est. 2024)

The Board of Directors is the ultimate governing authority for all the schools and Early Learning Centres owned by the Foundation.

Associated companies:

1. Cessnock Christian School Ltd

3 Delegations

The Board of Directors is responsible for the governance and management of the School. The Board, while retaining ultimate responsibility, may delegate responsibilities to the CEO, Deputy CEO, CFO, Principals or Heads of Entities, sub-committees or another person or persons as it sees fit. Attached to the right to delegate, the Board has a responsibility to ensure that delegations are being carried out within the requirements of statute and common law and the organisation's own policies.
For a detailed explanation of delegations, see supporting documentation - Delegations Policy 2021.

Governance Structure:

As a company Limited by Guarantee SPCEF Ltd has no shareholders. The highest tier of oversight is provided by the 'Members' who, through the general meetings, are the **guardians** of SPCEF Ltd, its purposes and welfare. Each member's liability is limited to $50.

The next tier of oversight is provided by the Board of Directors. Directors are appointed by the Members.

The Board of Directors have the responsibility to act in the best interests of the Foundation. They oversee the management and administration of SPCEF Ltd and the schools and centres it operates and herein delegates authority and responsibility to others.

The main delegation will be:

1. To **'Sub-Committees'** of the Board of Directors, who will act either in a permanent capacity or a temporary capacity where the terms of delegation will be determined by the Directors.

Management Structures:

2. To the **'Chief Executive Officer'**, who will be responsible for the day-to-day management of SPCEF Ltd and its schools and centres. The Chief Executive Officer is appointed by the Board of Directors and reports directly to it.

3. To the **'Executive Teams'** which are the executive management arms focus on operations. They operate under the leadership and direction of the CEO, who is also an Executive Director of SPCEF Ltd. The Executive Teams work directly with the staff in each school and operation to ensure that the required outcomes are achieved in accordance with the direction and vision of the Board of Directors.

a) **The Executive Committee** – made up of the CEO, DCEO and CFO who are the highest-ranking officers in the organisation. They collaborate to attend to urgent and important matters between the Executive Team meetings.
b) The **Central Office Executive Team** particularly focus on the areas covered in the Service Charter Agreement between The Foundation/Central Office and its Schools, Early Learning Centres, After School Academies and Associated Entities. The team comprises the CEO, DCEO, CFO, DCFO, DoPC, DoID, Principal of St Philip's Teaching School and will include the Director of Community Relations and The Director of Risk and Compliance when appointed.
c) The **St Philip's Executive Leadership Team** (SPELT) is made up of the senior leader of each school/entity and Central Office senior leaders. Namely, Principals of Newcastle, Gosford, Port Stephens, Cessnock, Dynamic Learning, Young Parents, Teaching School, Executive Director of Early Learning, CEO, CFO, DCEO, DoID, and DoPC. This team focuses on effective and efficient strategies to manage continuous improvement for students in the quality of teaching, wellbeing, including safeguarding.

4. The **Principal** (includes Executive Principals and Executive Director of Narnia) through the formal delegation of powers from the Board of Directors through the CEO. The operation of each school and entity will be managed by a named Principal, Executive Principal or Executive Director. The duties, responsibilities and authorities, of a Principal, may vary as between schools and entities.

5. The **Business Managers** through the formal delegation of powers from the Board of Directors through the CEO. Business Managers are supervised by their Principal and are also accountable to the CFO.

4 Qualifications of Governance Members

The following in italics is an extract from the SPCEF Ltd Constitution – all matters below are therefore given on the presumption that any aspect will fulfil the obligations contained within the Constitution of SPCEF Ltd.

11. Who can be a member

11.1 A person who supports the purposes of the company is eligible to apply to be a member of the company under clause 12.
11.2 In this clause, 'person' means an individual or incorporated body.

12. How to apply to become a member

12.1 A person (as defined in clause 11.2) may apply to become a member of the company by writing to the secretary stating that they:
(a) want to become a member;
(b) agree to comply with the company's constitution, including paying the guarantee under clause 4 if required;

(c) satisfy the requirements for admission set out at clause 13.2 and agree to continue to satisfy those requirements as a condition of ongoing membership; and
(d) are prepared to make a financial and time commitment to the company.

12.2 The application contemplated by clause 12.1 must be in the form approved from time to time by the directors and be accompanied by such other information and as the directors consider necessary.

13. Directors decide whether to approve membership

13.1 The directors must consider an application for membership within a reasonable time after the secretary receives the application.

13.2 Before admitting a person as a member of the company, the meeting at which the application for membership is considered must be satisfied, in its sole discretion, that the person:

(a) supports the objects of the company;
(b) accepts Christ personally as Saviour and Lord;
(c) adheres to the Statement of Faith of the company;
(d) acts in a manner that is consistent with the Statement of Faith and is otherwise compatible with Christian principles;
(e) is in good standing in a church holding the Apostolic Faith as summarised in the Nicene Creed;
(f) agrees to use their best endeavours to support the company to conduct its operations in a manner that is consistent with the Statement of Faith; and
(g) has a vision for the company that is in common with other members.

13.3 If the directors approve an application, the secretary must as soon as possible:

(a) enter the new member on the register of members, and
(b) write to the applicant to tell them that their application was approved, and the date that their membership started (see clause 14).

13.4 If the directors reject an application, the secretary must write to the applicant as soon as possible to tell them that their application has been rejected, but does not have to give reasons.

13.5 For the avoidance of doubt, the directors may approve an application even if the application does not state the matters listed in clauses 12.1 (a) – (d). In that case, by applying to be a member, the applicant agrees to those matters.

5 Regulations for the Board of Directors

The following in italics is an extract from the Constitution – all matters below are therefore given on the presumption that any aspect will fulfil the obligations contained within the Constitution of SPCEF Ltd.:

Note: "Foundation" in the rest of this document stands for St Philip's Christian Education Foundation Ltd.; "The Board" in the rest of this document stands for St Philip's Christian Education Foundation Ltd. Board of Directors.

44. Number of Directors

The company must have at least three and no more than nine directors, including the Chief

Executive Officer.

45. Election and appointment of Directors

45.1 The existing directors at the time of the adoption of this Constitution are the people who are listed as directors in Schedule One.

45.2 Apart from the existing directors appointed pursuant to clause 45.1, directors appointed under clause 45.5 and the Chief Executive Officer appointed as a director pursuant to clause 45.7, the members may elect a director by a resolution passed in a general meeting.

45.3 Each of the directors appointed pursuant to clause 45.2 must be appointed by a separate resolution, unless:

(a) the members present have first passed a resolution that the appointments may be voted on together, and

(b) no votes were cast against that resolution.

45.4 A person is eligible for election as a director of the company if they:

(a) are a member of the company, or a representative of a member of the company (appointed under clause 30)

(b) are nominated by two members or representatives of members entitled to vote (unless the person was previously elected as a director at a general meeting and has been a director since that meeting),

(c) give the company their signed commitment declaration,

(d) in the reasonable opinion of the members, satisfy the statements made in the commitment declaration,

(e) give the company their signed consent to act as a director of the company,

(f) are not an employee of the company (pursuant to subclause 45.7 this requirement does not apply to the Chief Executive Officer), and

(g) are not ineligible to be a director under the Corporations Act or the ACNC Act.

Please also note: SPCEF Ltd has set a gender balance target that by 2024 the Governing body would have 40% female, 40% male and 20% either gender representation for the purposes of fulfilling our obligations for the Workplace Gender Equality Agency.

6 The Duties of the Directors

The following in italics is an extract from the Constitution – all matters below are therefore given on the presumption that any aspect will fulfil the obligations contained within the Constitution of SPCEF Ltd.:

53. Duties of Directors

The directors must comply with their duties as directors under legislation and common law (judge-made law), and with the duties described in governance standard 5 of the regulations made under the ACNC Act which are:

(a) to exercise their powers and discharge their duties with the degree of care and

diligence that a reasonable individual would exercise if they were a director of the company,
(b) to act in good faith in the best interests of the company and to further the charitable purpose(s) of the company set out in clause 6,
(c) not to misuse their position as a director,
(d) not to misuse information they gain in their role as a director,
(e) to disclose any perceived or actual material conflicts of interest in the manner set out in clause 54,
(f) to ensure that the financial affairs of the company are managed responsibly, and
(g) not to allow the company to operate while it is insolvent.

7 The Board of Directors' Leadership Role

The Board of Directors is the custodian of the College's Mission Statement, Vision Statements and Core Values and is responsible for ensuring the organisation's operation is compliant with the Ethos Statement. Its role is to ensure that the organisation has in place strategic plans, policies, finances and physical and human resources to fulfil its mission within the ethos of the organisation and within all regulatory requirements.

The role of the Board of Directors fits into six broad areas. The Board is responsible for establishing, implementing, and monitoring policy in relation to each of these areas.

1) Staying Christian Mission true in all aspects of the Foundation's operations;
2) Strategic development;
3) Financial leadership and management;
4) Board/Chief Executive Officer relationships including the appointment of the Chief Executive Officer;
5) Provision of facilities and resources; and
6) Risk management.

These six areas are discussed in greater detail below:

1) Christian Mission

The Board is central to the development and maintenance of the Christian culture of any entity served by the Foundation and the ethical standards that the entities, their staff and students will maintain. This means that the central responsibility of the Board should be one of forward thinking rather than one of responding to internal issues and reflecting on day-to-day activities.

2) Strategic Development

Perhaps the greatest contribution a Board can make is to identify and enunciate its desired future for the Foundation. It is the Board which must ultimately determine and articulate the vision for the Foundation and the entities it serves. The Board, with the Chief Executive Officer (CEO), collaboratively decides the issues that matter most for the long-term success of the Foundation. Once identified these strategic issues need to be analysed to formulate the strategic goals and priorities for the Foundation and form the basis for its deliberations, decision making and policy formulation.

These strategic goals will be re-evaluated in strategic planning meetings where time is specifically allocated for the purpose of evaluating progress towards achieving the Foundation's long-term goals.

To inform the strategic planning process, opportunities will be provided for Principals, Heads of other Entities, staff and school community members to contribute to identifying issues, examining substantive matters of common concern and exploring potential avenues for the future, through their normal lines of responsibility.

The formulation of strategic plans guiding the development of the Foundation will reflect the Ethos Statement. Strategic plans will drive the ongoing development and operation of the Foundation, and will pervade all actions of the Board. Focus on these directions will assist the Board to look outward and forward, and to ensure that the Foundation is well placed to adapt to changing educational and market forces.

3) Financial Leadership and Management

Policies in the areas of Financial Leadership and Management establish the degree of control the Board exercises over the operations of the Foundation. These policies need to determine broad directions for the operation of the schools while simultaneously avoiding 'rubber-stamping' on one hand and becoming unnecessarily embroiled in the minutiae of the day-to-day financial administration of any school.

It is inappropriate to expect that the Board can or should keep track of every complexity of the day-to-day running of the schools. The chief concern the Board has in this area is that the Chief Executive Officer (CEO), Chief Financial Officer (CFO), School Principals and other Heads of entities be **prudent, ethical** and **transparent**, and provided these conditions are being met, the Board should step back and let the Executive operate in the best and most appropriate manner that their experience and qualifications permit. The CEO and CFO will present to the Board a Delegations Policy which clearly outlines normal responsibilities and attendant fiscal authorities annually.

The Board's Financial Leadership and Management policies give broad guidance to the Chief Executive Officer, as the only staff member (except for the Chief Finance Officer regarding financial matters) to whom the Board gives immediate direction. Policies in this area relate to ensuring the schools are being run as planned and in compliance with legal, legislative and regulatory obligations.

Because the Board has a duty to monitor financial performance it is advisable that each member possess a minimum standard of financially literacy. They should be able to read financial statements and understand the use of financial ratios and other indices

used to assess a school's performance. Board members are duty bound to question what they do not understand until the matter is clear.

In terms of what constitutes what is prudent and ethical, the Board will operate within in the duties and powers described in the Constitution and comply with the legal responsibilities of, and established best practice for, Boards of Directors.

4) Board-Chief Executive Officer Relationship

A sound relationship between Board and CEO is a key factor in determining organisational success. The foundation for this relationship is the recognition that the CEO cannot do his or her job unless the Board has first done its job. This extends from selecting a CEO with the key attributes and skills through to the development of governance policies which make clear the outcomes that the Board seeks to achieve.

The CEO is responsible to the Board as a whole, not the individuals or sub-committees. The CEO has responsibility to make his or her management plan clear at each meeting and to provide consistency in implementing the plan in reporting activities. The Board needs to have full and complete information and to advise on relevant issues. It must have time to consider and then debate these issues.

There must be transparency and free disclosure of information between the Board and CEO, while at the same time maintaining the independence of the Board. Having delegated its responsibility for the implementation of its policies to the CEO it is vital that the Board can enter into frank and open conversations with the CEO without factionalism or politicisation.

The Board will appraise the performance of the CEO from time to time. The Chairman of the Board and CEO will meet to finalise and clarify items for each Board meeting, in a timely manner.

5) Provision of Facilities and Resources

The provision of facilities and resources includes the buildings, plant, equipment and finances required for the schools and other entities to operate. Policies in this area relate to ensuring that the schools are well provided for in terms of facilities, staff and resources to enable them to carry out the Mission and achieve the goals.

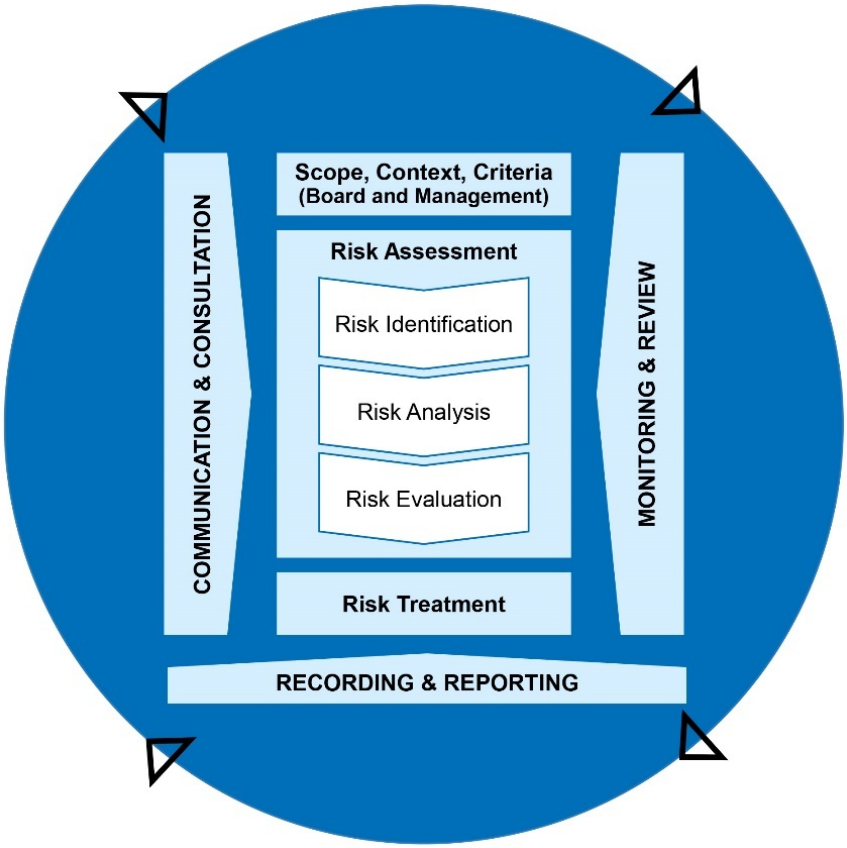
The Board is responsible for approving strategic directions and policies for the prudent stewardship of resources.

The Board will periodically approve a Master Plan (comprised of localised Master Plans) to give a future framework for the physical development of the schools and Early Learning Centres.

The Master Plan should be sufficiently clear to provide clear guidance for the growth while being flexible enough to allow for its re-evaluation and accommodate strategic changes in the schools' development.

6) Risk Management

The Board of Directors must identify and evaluate the major risks faced by the schools and entities including its Work Health & Safety risks, financial risks and regulatory compliance risks, and ensure that appropriate systems are in place to avoid or mitigate those risks. The processes of risk assessment and management will follow those described in the Australian Standard AS ISO 31000:2018 (outlined in the diagram below).



8 The Place of the Bible and Prayer in Governance Meetings

The following is a quote from 'Serving God on the Christian School Board' by Roy W. Lowie Jr. published by ACSI (pages 18-21).

The Bible in Board Meetings

Each meeting of the Board, whether regular or special, should begin with the reading of appropriate Scripture followed by prayer. Fellowship among board members is nurtured when each board member takes a turn in leading devotions instead of the same one or two members leading every time. This is a growth experience for the leader as he or she seeks the Lord for the devotional. It helps the Board members know the leader better as he/she shares his/her thoughts from the Word.

The devotional period should not be rushed, for it is difficult to quiet the heart to hear Scripture when everyone is in a hurry. The time in the Word sets the tone for the meeting, allowing the Board

members to get in tune with God's thoughts. The devotions are not a prelude to the meeting; they are a foundation on which the meeting is built. They are a priority. Boards should not tolerate a member regularly joining the meeting after devotions.

Throughout the meeting, members must think and act from a Biblical viewpoint. This requires the Board members who work in secular jobs to change some of their thinking and approaches to problems as they do the work of the Board. This shifting of gears is essential, or the school/entities will be run like any secular business. To illustrate, a board member can apply Christian ethics in his secular job, but he cannot encourage his secular board to trust God and move the company ahead by faith. When this board member comes to the ministry of the Foundation, he must view everything, not just ethics, from a Biblical orientation.

Christian ethics should be practiced throughout the meeting. Much of the Board's work is related to people, both in and out of the school. The Bible speaks clearly of the way Christians are to live with each other, and its principles must be applied. Board members need to encourage one another to do God's work in God's way. They should regularly ask the question that brought honour to the Bereans, "What do the Scriptures say?" (Acts 17:11). There is often wisdom in not tabling a motion until Scriptural teaching on the topic can be reviewed and its principles brought to bear on the decision. While Boards lead by their policy manuals, they should live by their Bibles.

Prayer in Board Meetings

The devotional period at the outset of the meeting should include time for earnest prayer. This prayer should be unhurried, allowing time for all to participate. If the prayer is conversational, members can feel free to pray more than once and can cover much in a short time.

The prayer time should include thanks to God for what He is doing in the school. When the going is tough, it is natural to petition God. In spite of severe stress in the school, there is always a reason to praise God. This is the sacrifice of praise, the fruit of our lips giving thanks to Him. Singing a hymn or spiritual song together at the end of devotions is a way to praise God together.

Prayer includes petitions for people and situations. God says that the fervent prayer of a righteous man accomplishes much (James 5:16). Board members must exercise care in talking about these petitions outside the meeting, for some should be held in strict confidence. There must be freedom in the meeting to pray about the real issues and problems.

As the Board meeting progresses, individual members should lift their hearts quietly to God as the Spirit leads. This is a request for God to give wisdom, a desire to see Him work in the matter being discussed. This unobtrusive act does not disturb the flow of the meeting, for others need not know it. Such prayers need not be long. The Bible records some very short prayers (for example, see Nehemiah 2:4-5).

There are times when a knotty problem or an impasse occurs during the meeting. At such a time it is extremely helpful for the president or chairman to quietly stop the discussion as the Board seeks the Lord about the matter. The president may ask a particular person to pray, or he may open the door for prayer as the Lord leads. The results of this approach are frequently immediate, for this prayer time often leads to new thinking and a solution to a matter. Another result may be a change in viewpoint and attitude on the part of some board members, allowing the impasse to be overcome. As a procedural matter, any board member should be able to call for a recess for prayer, and if one

other member joins in the request, other board business should be tabled while the board prays. Prayerless business is Godless business.

There is also wisdom in stopping for special prayer when the Board is ready to vote on a decision that will make a significant impact on the school. Time spent waiting before the Lord for knowledge of His will in such matters is time well spent. The decision should be unanimous, or nearly so, for if the board is not united in its understanding of God's will in a matter, the confusion in leadership will have a negative effect on the school. The Board should never move ahead on big issues on the basis of a close vote.

Note – the CEO will encourage and ask that all meetings of Foundation entities follow this pattern of Bible reflection and prayer.

9 Responsible Persons and Statutory Obligations

A key objective is that the legal requirements and liabilities of each responsible person involved in governance is clearly defined and understood. These standards are similar to those applying to members of other public boards and corporations.

Section 47(1)(b) of the Education Act (NSW) requires each responsible person for a non-government school to be a **fit and proper person** or body.

The Education Act defines a responsible person as:

- the proprietor of the school and, if the proprietor is a corporation, each director or person concerned in the management of the school, or
- a member of the governing body of the school, or
- the principal of the school.

This means that all of the above categories are considered to be responsible persons under the Education Act.

The proprietor of a non-government school must ensure that each responsible person or body for the school is fit and proper. This includes the proprietor ensuring that the school's responsible persons and governing bodies have experience and expertise in administering a school and providing education at a school. The proprietor should consider whether the school's governing body has governance arrangements in place to receive independent and professional advice about the way in which it complies with its obligations under the Education Act.

The proprietor must have policies and procedures for being assured that responsible persons and the governing body of the school are fit and proper and continue to be fit and proper whilst holding the role of a responsible person or governing body for the school.

The proprietor requires each responsible person for the school to sign a fit and proper statutory declaration prior to commencing as a responsible person for the school and on at least an annual basis while the person continues to be a responsible person for the school. Where a

responsible person does not qualify as fit and proper, the governing body must ensure that NESA is notified as soon as practicable.

The declaration will include that:

(a) they have not ever been convicted of an offence against a law of an Australian state or territory or the Commonwealth of Australia
(b) ever become bankrupt, insolvent or placed under external administration
(c) been convicted of, or charged with, an offence, including an offence in relation to children, dishonesty or violence
(d) ever been determined not to be a fit and proper person as prescribed under any law of an Australian state or territory or Australian Commonwealth
(e) ever engaged in a deliberate pattern of immoral or unethical behaviour
(f) been a responsible person for a non-government school or proposed nongovernment school where registration was refused or cancelled

In addition to this, Board members are also required to notify the Board Chairman (or Deputy Chairman) if they are arrested or convicted of any criminal act, or charged with or convicted of a serious offence, or if they become the subject of an Apprehended Violence Order. (This is the same standard as for all staff of SPCEF Ltd as expressed in the Staff Code of Conduct)

Management and Operation of SPCEF Ltd Responsible Persons - Guidelines and Procedures

a) Fit and Proper

To be considered 'fit and proper', a school's responsible persons must have the necessary skills, knowledge, experience, diligence and soundness of judgment to undertake the duties of their roles. As such, the Board of Directors, or a committee of the Board, should clearly document the required level knowledge, skills and experience for each position, and have processes to verify the fitness and propriety of each director on an ongoing basis including having them sign a statutory declaration and conducting appropriate checks. Where a responsible person does not qualify as fit and proper, the Board of Directors must ensure that NESA is notified as soon as practicable.

The responsible persons for SPCEF Ltd have processes of selection, induction, declaration and notification to ensure that its responsible persons are fit and proper.

Process

- CEO/CFO maintains a register of the qualifications and expertise of its responsible persons to demonstrate their competence to govern an individual non-government school. This register is updated at least prior to the commencement of each school year**,** retained for seven years and accessed/stored on MySPCC.
- SPCEF Ltd's responsible persons sign a 'fit and proper' statutory declaration at the start of each school stating they have not:

  - ever been convicted of an offence against a law of an Australian state or territory or the Commonwealth of Australia
  - ever become bankrupt, insolvent or placed under external administration
  - ever been convicted of, or charged with, an offence, including an offence in relation to children, dishonesty or violence
  - ever been determined not to be a fit and proper person as prescribed under any law of an Australian state or territory or the Australian Commonwealth
  - ever engaged in a deliberate pattern of immoral or unethical behaviour
  - ever been a responsible person for a non-government school or proposed non- government school where registration was refused or cancelled.

- If any SPCEF Ltd responsible persons cannot sign the fit and proper declaration the CEO will notify NESA as soon as practicable.
- SPCEF Ltd maintains a copy of these statutory declarations for seven years following the responsible persons ceasing to be a responsible person. The Company Secretary collects, checks and files these responsible persons statutory declarations annually and they are stored/accessible in the Board of Directors personnel file as well as on MySPCC/Board/registers.
- SPCEF Ltd's responsible persons responds to information suggesting that a responsible person may not be fit and proper by notifying NESA as soon as practicable of any determination that a responsible person is not fit and proper.

- **N.B.** In addition to the above requirements all non-staff Governance members are required to have a current volunteer Working with Children Check clearance which is verified by the Central Office.

See - Appendix 2 Responsible Persons Confirmation and Stat Dec

b) Cancellation or Refusal

Under NESA Requirement B2.1, during the past five years, the actions of a responsible person or a proposed responsible person cannot contribute towards the refusal or cancellation of a school's registration. Therefore, the Board of Directors must ensure the school has in place a notification process to assure NESA that any refusal or cancellation of registration of the school under section 56 or 59 of the *Education Act 1990* is not attributable to the actions of:

- A responsible person for the school, or
- Any other person or body exercising similar functions in relation to the management or operation of the school to those of a responsible person.

SPCEF Ltd has a notification process to assure NESA that any refusal or cancellation of registration of the school under section 56 or 59 of the *Education Act 1990*, occurring five years before an application for registration is made, is not largely attributable to the actions of:

- A responsible person for the school, or
- Any other person or body exercising similar functions in relation to the management or operation of the school to those of a responsible person.

Process

SPCEF Ltd will notify NESA via RANGS Online if any of its responsible persons have acted in ways which have contributed to a school having its registration cancelled or refused. Notifiable actions must have occurred in a five-year period immediately before an application for registration is made.

The Company Secretary for SPCEF Ltd will retain notification documents which will be archived for seven years and access/store them on MySPCC/Board.

c) Policies and Procedures

The Board of Directors' is the most senior policy-making body of the organisation. The Board's policy framework allows for the proper operation of the organisation, consistent with the Foundation's values, its strategic direction and the requirements of the law. However, the Board should be aware of the boundary between governance policy and operational policy and accept that it is the role of the individual school Principal and other staff to choose the educational and administrative means of realising the Board's overall policy direction. Thus, the responsibilities of the Board of Directors include:

- Ensuring relevant governance policies are in place, e.g. Governance Handbook, delegations of authority, code of conduct, conflict of interest, risk management; and
- Approving the content of significant school policies, e.g. admissions and enrolments.

SPCEF Ltd develops, implements and reviews policies and procedures to govern and operate the school in order to satisfy its legal obligations, manage risk, provide strategic guidance and monitor performance.

Process

SPCEF Ltd develops, implements, reviews and retains the following documentation, for the statutory period required in relation to:

- A document which identifies the governance structure of the school and the role and responsibilities of each responsible person or body (SPCEF Constitution – November 2021)

- A delegation schedule which identifies the respective authorities within the governance/management structure, and which describes the process for removing or varying a delegated authority (Delegations Schedule)
- A document which sets out supervisory and reporting arrangements for responsible persons of SPCEF Ltd (Governance Manual/Management Organisation Chart)
- Responsible persons' Code of Conduct (Code of Conduct)
- Records of governance decisions and actions (Minutes of Board Meetings)
- A document which describes the school's legal compliance process to facilitate compliance with relevant legislation and reduce risk of non-compliance (Legal Compliance Framework).
- An up-to-date school risk management framework (Risk Management Framework/Risk Register)
- A status report on the implementation of the individual schools' strategy (Principal's Termly Reports).
- The CEO is responsible for notifying NESA via RANGS Online of any changes to responsible persons within 28 days.

These documents are managed by the Company Secretary and the CEO, and reviewed by Chairman of the Board as needed and annually, and stored/accessed on MySPCC.

The governing body, or a committee delegated with the task, will review all policies and procedures relevant to NESA Requirement 3.9 every three years or more frequently if necessary due to changes in regulations or circumstances.

The Principals will provide an assurance statement to the governing body each year as to the individual schools' compliance with NESA Requirements.

d) Conflict of Interest

Conflict of Interest is a common law principle that refers to the existence or perception of divided loyalties and can be difficult to comply with for some board members. A conflict of interest may be:

- *Actual*: When a director has a private interest that is sufficiently connected to his/her duties and responsibilities as a director that it influences the exercise of these duties and responsibilities.

- *Perceived*: When reasonably well-informed persons could reasonably perceive that a director has a conflict of interest, even where, in fact, there is no real conflict of interest.

- *Potential*: When a director has a private interest, which could affect his/her decision about matters proposed for discussion.

The fiduciary obligations imposed on the Board of Directors encompass a duty to avoid situations where, without the prior consent of the Board, a material personal interest of a Director conflicts or may conflict with their duty to the school. Thus, a declaration of conflicts of interest should be a standing preliminary item on the agenda for the Directors' meetings so

that directors may declare any actual or potential conflict of interest before further items on the agenda are discussed.

A Director may also give a standing notice of the nature and extent of a possible conflict of interest. A standing notice means that the director will not be obliged to bring his or her interest to the attention of the Board every time a potentially conflicting matter arises.

The issues relating to a Director's conflict of interests can be complex and will, in most circumstances, depend on the individual circumstances. Poor handling of conflicts of interest can reflect badly on a school and relationships within the school, raising ethical and legal issues. As such, the Board has in place a policy and documented processes to deal with conflicts of interest.

SPCEF Ltd discloses as necessary, and avoid where possible, situations in which their personal interests or the interests of a relative or close associate may conflict either directly or indirectly with decisions made by the governing body, whether the conflict is actual, perceived or potential.

Process

SPCEF Ltd maintains the following documented processes in relation to Conflicts of Interest:

- An overarching statement defining Conflicts of Interest in the context of SPCEF Ltd
- A Checklist to assist SPCEF Ltd's responsible persons assess whether they have a Conflict of Interest
- An annual Conflict of Interest Declaration which is:

    1. Completed annually by each responsible person

    2. Retained from 1 September 2014, and retained for seven years for each responsible person before archiving;

    3. Collected and checked by the Company Secretary, and stored/accessed in the Board's personnel file and on MySPCC;

    4. Updated by the CEO when circumstances change

- A Declaration of Interest is placed at the head of the agenda at each formal meeting of the SPCEF Ltd governing body.
- SPCEF Ltd Board will determine and minute the process for managing any declared conflict of interest, actual, perceived or potential.

(See– Appendix 6 Conflict of Interest Policy, Appendix 7 Conflict of Interest Checklist and Appendix 8 Conflict of Interest Disclosure Statement)

e) Related Party Transactions

A related party transaction or benefit occurs when a business deal or arrangement is entered into by two parties (i.e. people or companies) who have a family or business relationship prior

to the deal. For example, a business transaction between a Director and the school, such as a contract for the Director's company (or a company owned by his or her daughter) to carpet the school library, would be regarded as a related party transaction.

Under NESA Requirement B2.4, a related party transaction includes any transaction through which a "'responsible person" for the school acting on behalf of the school provides a financial or other tangible benefit to a related party (such as themselves or another "responsible person" for the school or their spouse, other relatives or close associates and other related organisations)'. Without further guidance, a 'financial or other tangible benefit' must be interpreted broadly and would include transactions where there was no payment or other consideration for a benefit.

Related party transactions are closely related to conflicts of interest and the Board has in place a policy and processes for dealing with related party transactions and a register of all related party transactions which is validated by an external independent auditor.

Related party transactions should be declared at each Directors' meeting and the Board should as a matter of course resolve that a Director exclude himself/herself from the approval process where a related party is involved in a transaction.

SPCEF Ltd maintains a register of all related party transactions. This register is validated by an external independent auditor. Additional procedures ensure all related party transactions occur at arm's length.

Process

SPCEF Ltd responsible persons:

- Disclose any related party transactions via SPCEF Ltd's Conflict of Interest Declaration at each formal meeting of the SPCEF Ltd Board.
- The Company Secretary maintains a Related Party Transaction Register commencing from 1 September 2014. The register lists all Related Party Transaction approvals, details the nature of the transaction, the nature of the relationship, the date of approval and any conditions attached to the approval.
- Arrange for an annual external audit of the Related Party Transaction Register.
- Retain audited Related Party Transaction Registers from 1 September 2014 for a period of seven years. The Company Secretary will manage the Related Party Transaction Register which can be accessed at MySPCC/Board.
- SPCEF Ltd will notify NESA if the contract with the school's external auditor is terminated by the school or the auditor prior to the expiry of the term of the current audit contract and identify the reason(s) for the termination.

(See Appendix 4 Responsible Persons Related Party Transactions)

f) Professional Learning

Directors need to possess a range of skills – being familiar with their duties and responsibilities, having sound financial skills, possessing a certain familiarity with the school's legislative framework, having knowledge of risk management and compliance issues and being aware of the various stakeholder relationships that are important to the school's success.

To be most effective, the development of individual directors must happen within the context of the development of the Board as a whole, and within the context of the organisation. The starting point for development is an assessment of the Board's strengths and weaknesses, which can be achieved through a regular skills analysis.

Directors need to develop themselves and update their knowledge continuously to attain the levels of competence demanded of them as members of the Board. Consequently, the Board has an expectation that all Board members will commit to at least one day of professional development each year. The Board also allocates an annual budget to encourage Board members to participate in the training and professional development they require to meet their responsibilities.

SPCEF Ltd will provide professional learning for its responsible persons to ensure they have relevant qualifications, skills and knowledge to govern the school properly.

Process

SPCEF Ltd's responsible persons:

- Determine priority areas of professional learning relevant to the needs, skills and experience of its responsible persons, in relation to compliance, risk management, finance, legal obligations, conflict of interest, related parties and education biennially.
- Participate in at least twelve hours of governance training for each responsible person over a three-year period from becoming a responsible person.
- Ensure professional learning for responsible persons is delivered by a NESA-approved training provider.
- The Company Secretary maintains the register of each responsible persons' professional learning annually (Responsible Persons' Professional Learning Register). This register will record the names, role, date, nature and hours of professional learning and can be accessed on MYSPCC/Board.
- The Company Secretary will retain the responsible persons' Professional Learning Register for a minimum of seven years, commencing on 1 September 2014 before archiving.

g) Induction

Board of Director's induction (or orientation) is a process designed to help new Directors become effective as quickly as possible. A new Director will value a well-designed induction program, as it will give them an understanding of their rights and obligations, current school structure and operations, governance policies and good practice processes and procedures.

The process involves:

- meeting with the Chair of the Board;
- meeting with fellow Board members;
- meeting the CEO, the Principals and other key personnel of our entities;
- visits to the school campuses;
- familiarisation with the schools' educational philosophy and curriculum;
- familiarisation with the independent education sector and the importance of Christian Education;
- review of:
  - constitution of the Board of Directors;
  - strategic plan;
  - Codes of Conduct; and
  - Board protocols and policies including SPCEF Ltd Constitution and the Governance Manual.

While the Board should have a generic induction process, it may be necessary to design specific induction training for some individual newcomers. For example, if a new Director is joining the Board to fill a skills gap, but has had no previous exposure to Christian education, the induction program may need much greater emphasis on these topics; for example, the economics, participants and future outlook.

All new 'responsible persons' will participate in an induction program provided by SPCEF Ltd governing body and management within three months of their appointment to the Board.

Process

SPCEF Ltd responsible persons' inductees complete the following processes within three months of commencing as a responsible person:

- undergo a SPCEF Ltd induction to gain an understanding of the Foundation's history, understanding and commitment to the Foundation's ethos and vision; and an understanding and appreciation of the Foundation's academic culture from the student and staff perspectives.
- complete the four one-hour on-line modules, *Introduction to School Governance*, developed by AISNSW, or a similar program delivered by a NESA-approved provider, and approved by SPCEF Ltd's governing body;
- meet the Principal and the Chairman of SPCEF Ltd's governing body; as well as other Directors;
- meet the CFO, the Principals and Heads of each entity of SPCC and other relevant Executive Staff;
- tour the SPCC schools and other entities to inspect its buildings, grounds and facilities;
- receive key SPCEF Ltd governance documents. (These are listed below);
- sign a statement attesting these documents have been received by the inductee;
- receive a letter of appointment, outlining the Director's obligations and advised of the primary governance responsibilities of acting in the interest of SPCEF Ltd, confidentiality and conflicts of interests by the CEO.

SPCEF Ltd Responsible Persons

- Maintain an Induction Register recording the new responsible person's:
  - name
  - date of becoming a responsible person's
  - position of responsibility
  - qualifications and experience
  - date for meeting Principal and Chair

- received key SPCEF Ltd governance documents
  - SPCEF Ltd Governance Handbook
  - SPCEF Ltd Delegations Policy,
  - SPCEF Ltd Code of Conduct for the school's 'responsible persons' and the Staff Code of Conduct,
  - SPCEF Ltd minutes,
  - key audited financial statements and other key documentation from the previous 12 months,
  - SPCEF Ltd Legal Compliance Checklist,
  - SPCEF Ltd Risk Management Framework and register,
  - SPCEF Ltd Confidential Informing/Whistle Blower Policy

- details of completion of a NESA-approved training program including dates, provider and content of training.
- Keep the Induction Register from 1 September 2014 and retain each entry for a minimum of seven years from the date of entry before archiving.
- The CEO and Chair oversee the Induction Program. The Company Secretary maintains the Induction Register for SPCEF Ltd; this is accessed on MySPCC

h) Independent Audit

As part of its oversight role, the Board must ensure the school has procedures in place that ensure the annual financial statements are audited and certified by an external independent auditor who is a member of a recognised accounting body approved by NESA.

SPCEF Ltd has procedures to ensure that annual financial statements are audited and certified by an external independent auditor who is a member of a recognised accounting body approved by NESA.

Process

SPCEF Ltd's proprietor will certify that the audit and accompanying certificate*:*

- have been completed by an auditor of a recognised accounting body approved by NESA

- comply with any other requirements imposed by Commonwealth or NSW Government agencies providing funding to the schools.
- has not been completed by a person or body with whom the school has another business relationship in addition to audit services or with whom any of the responsible persons of SPCEF Ltd has a conflict of interest.
- SPCEF Ltd's CEO will notify NESA if the contract with the school's external auditor is terminated by the school or the auditor prior to the expiry of the term of the current audit contract and identify the reason(s) for the termination.
- SPCEF Ltd's audited and certified annual financial statements are kept from 1 September 2014 and retained for a minimum of seven years after the date of each year's audit before archiving.
- The Company Secretary will oversee the annual process including the retention of all audit records**.**

i) Financial Viability

The Board of Directors have a responsibility to ensure that there are appropriate systems and processes in place to enable not only good governance and management of the school; accountability to all stakeholders; and compliance with all regulatory and legislative requirements placed on the organisation; but also, that the organisation remains solvent and complies with all its financial obligations.

SPCEF Ltd's proprietor will maintain relevant evidence to demonstrate SPCEF Ltd's financial viability at the time of re-registration.

Process

SPECF Ltd responsible persons:

- when required by NESA, provide relevant financial data to NESA in the prescribed form of a certification or warrant.
- monitor key financial accounts and relevant financial management reports at each formal meeting of the SPCEF Ltd Board of Directors to assess financial viability.
- maintain SPCEF Ltd's audited and certified financial statements for seven years from 1 September 2014, before archiving. These are accessible on MySPCC and managed by the Company Secretary.
- retain a copy of the financial viability certification/warrant for seven years before archiving. These are accessible on MySPCC and managed by the Company Secretary.
- notify NESA if SPCEF Ltd is under any form of external control. The CEO makes the notification.
- have available and provide to a NESA inspector all financial documentation that a NESA inspector may require.

Please Note:

Board members of schools which are incorporated as companies limited by guarantee also have a duty to prevent insolvent trading under section 588G of the Corporations Act. Individual penalties

and personal liability for debts can apply to each school director for failure to prevent insolvent trading.

j) Notification of Matters

As part of its oversight role, the Board of Directors must ensure the organisation provides, and documents its process for providing, a return to NESA when there is a breach of legislation or changes occur to the:

- management and operation of the school, e.g. where the school intends to change its name;
- staffing of the school, e.g. a turnover of half or more of the teaching staff during any twelve month period;
- curriculum, e.g. the school increases the scope of its curriculum;
- premises and buildings, e.g. the school adds another campus; and
- boarding facilities, e.g. where the school intends to provide regular overnight accommodation for students at the school.

SPCEF Ltd notifies NESA of all matters set out in the current *Registered and Accredited Individual Non-government Schools (NSW) Manual* according to specified timelines and notification methods.

Process

SPCEF Ltd's CEO will notify NESA, within timeframes specified in the *Registered and Accredited Individual Non-government Schools (NSW) Manual*, in relation to responsibilities under the Education Act including:

- Alleged breaches of the following legislation:
  - Ombudsman Act 1974
  - *Child Protection Working with Children Act 2012*
  - *Teacher Accreditation Act 2004*
  - *Disability Discrimination Act 1992*
  - *Work Health and Safety Act 2011*
  - *Environmental Planning Assessment Act 1979*
  - *Food Act 2003*
  - *Explosives Act 2003*
  - *Building Code of Australia.*
- Relevant changes to the management and operation of the school
- Relevant changes to staffing of the school
- Relevant changes to the curriculum
- Relevant changes to premises and buildings.

The CEO will maintain notification records and store them on MySPCC

10 Adopted Rules of Governance Meetings

Rules for Board of Directors' Meetings

The following in italics is an extract from the SPCEF Ltd Constitution – all matters below are therefore given on the presumption that any aspect will fulfil the obligations contained within the Constitution of SPCEF Ltd.

27. Notice of general meetings

27.1 Notice of a general meeting must be given to:

(a) each member entitled to vote at the meeting,

(b) each honorary participant,

(c) each director, and

(d) the auditor (if any).

27.2 Notice of a general meeting must be provided in writing at least 21 days before the meeting.

27.3 Subject to clause 27.4, notice of a meeting may be provided less than 21 days before the meeting if:

(a) for an annual general meeting, all the members entitled to attend and vote at the annual general meeting agree beforehand, or

(b) for any other general meeting, members with at least 95% of the votes that may be cast at the meeting agree beforehand.

27.4 Notice of a meeting cannot be provided less than 21 days before the meeting if a resolution will be moved to:

(a) remove a director,

(b) appoint a director in order to replace a director who was removed, or

(c) remove an auditor.

27.5 Notice of a general meeting must include:

(a) the place, date and time for the meeting (and if the meeting is to be held in two or more places, the technology that will be used to facilitate this),

(b) the general nature of the meeting's business,

(c) if applicable, that a special resolution is to be proposed and the words of the proposed resolution, and

(d) a statement that members have the right to appoint proxies and that, if a member appoints a proxy:

i. the proxy does not need to be a member of the company,

ii. the proxy form must be delivered to the company at its registered address or the address (including an electronic address) specified in the notice of the meeting, and

iii. the proxy form must be delivered to the company at least 48 hours before the meeting.

27.6 If a general meeting is adjourned (put off) for one month or more, the members and honorary participants must be given new notice of the resumed meeting.

28. Quorum at general meetings

28.1 For a general meeting to be held, a majority (more than 50%) of members (a quorum) must be present (in person, by proxy or by representative) for the whole meeting. When

determining whether a quorum is present, a person may only be counted once (even if that person is a representative or proxy of more than one member).
28.2 No business may be conducted at a general meeting if a quorum is not present.
28.3 If there is no quorum present within 30 minutes after the starting time stated in the notice of general meeting, the general meeting is adjourned to the date, time and place that the chairperson specifies. If the chairperson does not specify one or more of those things, the meeting is adjourned to:

(a) if the date is not specified – the same day in the next week,
(b) if the time is not specified – the same time, and
(c) if the place is not specified – the same place.

28.4 If no quorum is present at the resumed meeting within 30 minutes after the starting time set for that meeting, the meeting is cancelled.

29. Auditor's right to attend meetings
29.1 The auditor (if any) is entitled to attend any general meeting and to be heard by the members on any part of the business of the meeting that concerns the auditor in the capacity of auditor.
29.2 The company must give the auditor (if any) any communications relating to the general meeting that a member of the company is entitled to receive.

30. Representatives of members
30.1 An incorporated member may appoint as a representative:
(a) one individual to represent the member at meetings and to sign circular resolutions under clause 37, and
(b) the same individual or another individual for the purpose of being appointed or elected as a director.
30.2 The appointment of a representative by a member must:

(a) be in writing
(b) include the name of the representative,
(c) be signed on behalf of the member, and

(d) be given to the company or, for representation at a meeting, be given to the chairperson before the meeting starts.
30.3 A representative has all the rights of a member relevant to the purposes of the appointment as a representative.
30.4 The appointment may be standing (ongoing).

31. Using technology to hold meetings
31.1 The company may hold a general meeting at two or more venues using any technology that gives the members as a whole a reasonable opportunity to participate, including to hear and be heard.
31.2 Anyone using this technology is taken to be present in person at the meeting.

32. Chairperson for general meetings
32.1 The elected chairperson is entitled to chair general meetings.
32.2 The members present and entitled to vote at a general meeting may choose a director or member to be the chairperson for that meeting if:

(a) there is no elected chairperson, or
(b) the elected chairperson is not present within 30 minutes after the starting time set for the meeting, or
(c) the elected chairperson is present but says they do not wish to act as chairperson of the meeting.

33. Role of the chairperson
33.1 The chairperson is responsible for the conduct of the general meeting, and for this purpose must give members a reasonable opportunity to make comments and ask questions (including to *the auditor (if any)).*
33.2 The chairperson does not have a casting vote.

34. Adjournment of meetings
34.1 If a quorum is present, a general meeting must be adjourned if a majority of members present direct the chairperson to adjourn it.
34.2 Only unfinished business may be dealt with at a meeting resumed after an adjournment.
Members' resolutions and statements

35. Members' resolutions and statements
35.1 Members with at least 5% of the votes that may be cast on a resolution may give:
(a) written notice to the company of a resolution they propose to move at a general meeting (members' resolution), and/or
(b) a written request to the company that the company give all of its members a statement about a proposed resolution or any other matter that may properly be considered at a general meeting (members' statement).
35.2 A notice of a members' resolution must set out the wording of the proposed resolution and be signed by the members proposing the resolution.
35.3 A request to distribute a members' statement must set out the statement to be distributed and be signed by the members making the request.
35.4 Separate copies of a document setting out the notice or request may be signed by members if the wording is the same in each copy.
35.5 The percentage of votes that members have (as described in clause 35.1) is to be worked out as at midnight before the request or notice is given to the company.
35.6 If the company has been given notice of a members' resolution under clause 35.1(a), the resolution must be considered at the next general meeting held more than two months after the notice is given.
35.7 This clause does not limit any other right that a member has to propose a resolution at a general meeting

36. Company must give notice of proposed resolution or distribute statement
36.1 If the company has been given a notice or request under clause 35:
(a) in time to send the notice of proposed members' resolution or a copy of the members' statement to members with a notice of meeting, it must do so at the company's cost, or
(b) too late to send the notice of proposed members' resolution or a copy of the members' statement to members with a notice of meeting, then the members who proposed the resolution or made the request must pay the expenses reasonably incurred by the company in

giving members notice of the proposed members' resolution or a copy of the members' statement. However, at a general meeting, the members may pass a resolution that the company will pay these expenses.
36.2 The company does not need to send the notice of proposed members' resolution or a copy of the members' statement to members if:
(a) it is more than 1,000 words long,
(b) the directors consider it may be defamatory,
(c) clause 36.1(b) applies, and the members who proposed the resolution or made the request have not paid the company enough money to cover the cost of sending the notice of the proposed members' resolution or a copy of the members' statement to members, or
(d) in the case of a proposed members' resolution, the resolution does not relate to a matter that may be properly considered at a general meeting or is otherwise not a valid resolution able to be put to the members.

37. Circular resolutions of members
37.1 Subject to clause 37.3, the directors may put a resolution to the members to pass a resolution without a general meeting being held (a circular resolution).
37.2 The directors must notify the auditor (if any) as soon as possible that a circular resolution has or will be put to members, and set out the wording of the resolution.
37.3 Circular resolutions cannot be used:
(a) for a resolution to remove an auditor, appoint a director or remove a director
(b) for passing a special resolution, or
(c) where the Corporations Act or this constitution requires a meeting to be held
37.4 A circular resolution is passed if all the members entitled to vote on the resolution sign or agree to the circular resolution, in the manner set out in clause 37.5 or clause 37.6.
37.5 Members may sign:
(a) a single document setting out the circular resolution and containing a statement that they agree to the resolution, or
(b) separate copies of that document, as long as the wording is the same in each copy
37.6 The company may send a circular resolution by email to members and members may agree by sending a reply email to that effect, including the text of the resolution in their reply.

Voting at general meetings
38. How many votes a member has
38.1 Each member has one vote.

39. Challenge to member's right to vote
39.1 A member or the chairperson may only challenge a person's right to vote at a general meeting at that meeting.
39.2 If a challenge is made under clause 39.1, the chairperson must decide whether or not the person may vote. The chairperson's decision is final.

40. How voting is carried out
40.1 Voting must be conducted and decided by:
(a) a show of hands,
(b) a vote in writing, or

(c) another method chosen by the chairperson that is fair and reasonable in the circumstances.

40.2 Before a vote is taken, the chairperson must state whether any proxy votes have been received and, if so, how the proxy votes will be cast.

40.3 On a show of hands, the chairperson's decision is conclusive evidence of the result of the vote.

40.4 The chairperson and the meeting minutes do not need to state the number or proportion of the votes recorded in favour or against on a show of hands.

41. When and how a vote in writing must be held

41.1 A vote in writing may be demanded on any resolution instead of or after a vote by a show of hands by:

(a) at least five members present;

(b) members present with at least 5% of the votes that may be passed on the resolution on the vote in writing (worked out as at the midnight before the vote in writing is demanded); or

(c) the chairperson.

41.2 A vote in writing must be taken when and how the chairperson directs, unless clause 41.3 applies.

41.3 A vote in writing must be held immediately if it is demanded under clause 41.1:

(a) for the election of a chairperson under clause 32.2, or

(b) to decide whether to adjourn the meeting.

41.4 A demand for a vote in writing may be withdrawn.

42. Appointment of proxy

42.1 A member may appoint a proxy to attend and vote at a general meeting on their behalf.

42.2 A proxy does not need to be a member.

42.3 A proxy appointed to attend and vote for a member has the same rights as the member to:

(a) speak at the meeting,

(b) vote in a vote in writing (but only to the extent allowed by the appointment), and (c) join in to demand a vote in writing under clause 41.1.

42.4 An appointment of proxy (proxy form) must be signed by the member appointing the proxy and must contain:

(a) the member's name and address,

(b) the company's name,

(c) the proxy's name or the name of the office held by the proxy, and

(d) the meeting(s) at which the appointment may be used.

42.5 A proxy appointment may be standing (ongoing).

42.6 Proxy forms must be received by the company at the address stated in the notice under clause 27.5(d) or at the company's registered address at least 48 hours before a meeting.

42.7 A proxy does not have the authority to speak and vote for a member at a meeting while the member is at the meeting.

42.8 Unless the company receives written notice before the start or resumption of a general meeting at which a proxy votes, a vote cast by the proxy is valid even if, before the proxy votes, the appointing member:

(a) dies;

(b) is mentally incapacitated;
(c) revokes the proxy's appointment; or
(d) revokes the authority of a representative or agent who appointed the proxy.
42.9 A proxy appointment may specify the way the proxy must vote on a particular resolution.

43. Voting by proxy
43.1 A proxy is not entitled to vote on a show of hands (but this does not prevent a member appointed as a proxy from voting as a member on a show of hands).
43.2 When a vote in writing is held, a proxy:
(a) does not need to vote, unless the proxy appointment specifies the way they must vote;
(b) if the way they must vote is specified on the proxy form, must vote that way; and (c) if the proxy is also a member or holds more than one proxy, may cast the votes held in different way

Conduct of Governance Meetings

1 Under God, the Directors commit themselves to seek Godly guidance and wisdom in ensuring the Foundation, and the Schools which it operates, remain true to its calling in furthering Christian education.

2 The Board of Directors' makeup is established by the Constitution and the Board is subject to its provisions.

3 Directors will act in accordance with Australian Corporate law.

4 Directors will ensure the highest standards of ethical behaviour and corporate accountability in the way they participate in any Foundation business and activities, as outlined in SPCEF Ltd's Staff Code of Conduct.

5 Directors will ensure they act at all times in the best interests of the legal and moral ownership of the College (i.e. the membership of the Foundation and the community it serves).

Serving together as community

1 The Board is a Christian community serving and worshipping together. Such a group is part of the body of Christ. Each member brings gifts, perspectives, intellect, wisdom, experience.

2 Belonging to the body means recognising, in full parity and equity of relationship, the gifts and contributions of others. Wherever possible the Board will try to reach a consensus agreement rather than working on the basis of a simple majority vote.

3 The Board always acts as a corporate body. Unless otherwise delegated by the Board, no member has individual authority outside Board meetings.

4 Board decisions are binding on members, who have a responsibility to act in accordance with them. Debate about decisions is internal not external; and Board discussions are confidential.

5 The Board has a single mind, that being the decision reached at Board of Directors' meetings. Members will of course canvass the opinions of a wide variety of stakeholders

on matters before the meeting. However, they are not at liberty to reveal internal Board discussions with others (other than when required by law) and once a decision on a matter is made, Directors are bound to uphold it in their actions and in any discussions with others.

6 Remaining a Director means agreeing to adhere to these principles. Directors seek to remain in fellowship with each other and to act as a body. Should any director feel in conscience they cannot agree with the direction of the Board, abide by these provisions and remain in fellowship with other members, the need to review the basis of their membership of the Board.

11 Governance Planning Cycle

The monthly agendas of governance meetings should draw from the approved governance planning cycle that is amended from time to time by the Board of Directors.

(see Appendix 1 Annual Governance Planning Cycle)

12 Relationships

Board/CEO Relationship

1 For the purposes of governance, the Chief Executive Officer is effectively the only employee of the Board. The Board will select, appoint, terminate and hold accountable the CEO.

2 The CEO is responsible for all operations of the company, and the authority of the Board is thus delegated to the CEO for operational matters including employment of all staff, unless otherwise provided for in the Delegations Policy

3 The Board will establish the vision and goals for the Foundation and its schools and entities and delegates to the CEO responsibility for carrying these out, within the limits set by the policies and limitations policies.

4 The Board relates to the CEO as a body. Individual members cannot direct the CEO unless acting under delegated authority by the Board.

5 The Board will regularly receive reports from the CEO about the operations of the schools. The reports will be the process by which the Chief Executive Officer accounts to the Board for progress in achieving the vision and goals, in accordance with the executive policies and limitations, as set out in this handbook.

6 Directors can and should maintain a regular dialogue and fellowship with the CEO. Directors may raise issues with or seek information from the CEO about matters relating to their Board responsibilities at any time, respecting the workload and day to day responsibilities of the CEO's role.

7 Concerns about the operation of the organisation or actions of the CEO may be raised individually with the CEO, bearing in mind the points above.

8 Unresolved issues, or those requiring determination, must be brought to a meeting of the

Board. Again, individual members should not direct the CEO unless they are acting under delegated authority.

Board/Principals Relationship

1 The Principals and Heads of the other entities present a written report to the Board at one meeting each term and attend a Board meeting once per semester to speak to the report and answer questions. Formal appraisals of the Principals are conducted by the Chief Executive Officer.

2 The Board will regularly receive reports from the Principals about the operations of the individual schools. The reports will be the process by which the Principals account to the Board for progress in achieving the vision and goals, in accordance with the executive policies and limitations, as set out in this handbook.

3 Directors can and should maintain a regular dialogue and fellowship with the Principals. However, concerns about the operation of a school or actions of a Principal should only be raised with the Chief Executive Officer.

Other staff

1. The Board relates to staff through the CEO.
2. Directors should not direct staff other than the CEO and then only as a Board.
3. Any concerns about staffing matters should be raised with the CEO at a Board meeting.
4. The CEO selects, appoints, terminates staff according to the approved Delegations Policy of the Board, and holds all staff accountable.
5. The Board, in compliance with legislation, has a Confidential Informing/Whistle Blower policy and procedures. This kind of policy would normally be the responsibility of the CEO. However, because all Directors are 'authorised recipients' of ethical and/or serious moral misconduct allegations against any person who is part of the Foundation or its operations, the Board of Directors are required to read and record that they understand this policy and its attendant procedures. The CEO will collect such signed statements and store them for at least seven years before archiving.

13 Office Bearers

Role of Board Chairperson is that he or she:

(this is in addition to the role as outlined in the SPCEF Ltd Constitution, Clause 32, Clause 46)

1 Presides over meetings.

2 Is responsible and accountable to other Board members for leading Board meetings in such a way as to maintain the fellowship and disciplines of the Foundation's Board.

3 Ensures good order at Board meetings, that the agenda outcomes are achieved in a timely fashion, that Board members all are able to contribute, and that no one member dominates proceedings unfairly or inappropriately.

4 Provides leadership for, and on behalf of, the Board within the ambit of Board decisions.

5 Acts as an ex-officio member of all Board committees.

6 Follows-up all unfinished items of business to ensure their completion.

7 Writes an annual report for the Foundation.

8 Ensures orientation sessions are provided for new Board members.

9 Takes responsibility for Board meeting agenda, in consultation with the CEO.

10 Has no individual authority in outside meetings, other than that delegated by the Board.

11 Has a pastoral care role with the CEO. This is a very important role, but its success depends on the principle above, that the Chairperson has no individual authority other than any delegated by the Board. The relationship between the Chairperson and the CEO, and the Chairperson and other Board members, is a critical factor in the success of good governance.

12 Is additionally responsible for overseeing governance matters for the organization and ensuring, through the Company Secretary, the correct organisation of Board affairs including minutes, annual reports and other statutory and regulatory reporting requirements.

Deputy Chairperson

The Board may wish to appoint a Deputy Chairperson who will fulfill the functions described above as and when delegated by the Chairperson.

Minute Secretary will:

1 Take minutes of all meetings of the Board and record items requiring official action.

2 Be sure the Board does not unknowingly overturn prior Board action.

3 Record and keep a file of all Board minutes. These are maintained for seven (7) years before archiving.

4 Provide previous minutes for each meeting for Board members within a week after each meeting.

Company Secretary (appointed by the Board of Directors as per Clause 62)

The following is taken from the Constitution of SPCEF Ltd, Clause 62.

Secretary 62.
Appointment and role of secretary
62.1 The company must have at least one secretary, who may also be a director.
62.2 A secretary must be appointed by the directors (after giving the company their signed consent to act as secretary of the company) and may be removed by the directors.
62.3 The directors must decide the terms and conditions under which the secretary is appointed, including any remuneration.

62.4 The role of the secretary includes:

(a) maintaining a register of the company's members,

(b) maintaining a register of honorary participants of the company, and

(c) maintaining the minutes and other records of general meetings (including notices of meetings), directors' meetings and circular resolutions

In addition, the Company Secretary:

1 Maintains all company records including the Constitution, company register, minutes of meetings, annual reports and other Board level statutory documents.

2 Distributes notices of meeting for the Foundation after consultation with the Chairperson and CEO.

3 Is the Public Officer of the company.

4 Conducts all correspondence with ASIC.

5 Completes other duties under law.

14 Governance Committees

General

1 Governance Committees are established to provide advice to the Board of Directors. They enable persons with relevant expertise or insights to bring their knowledge and perspectives to bear on those matters on which the Board seeks advice. Staff members, parents, alumni and community members may serve on Committees.

2 Governance Committees are always chaired by the Director who establishes them as delegated by the Board.

3 Membership of Committees is approved by the Board.

4 Committees act only within the scope of the reference given to them by the Board.

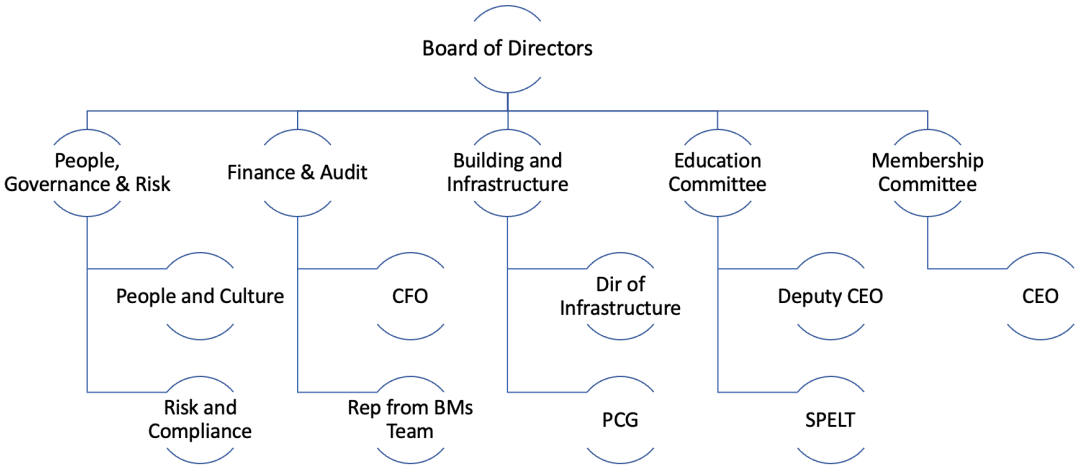
5 Committees may be permanent or standing committees, or ad hoc committees. Standing Committees have an ongoing role in assisting the Board carry out a specific function.

6 Committees make recommendation to the Board; they do not make decisions, unless the Board specifically delegates to the Committee the authority to make such decision.

7 The CEO shall be an ex-officio member of all Committees, except in cases where the Committee is formed for the purpose of reviewing the performance of the CEO.

Board Committees/Management Linkages

Board Committee/ Management Linkages



The following are established as Standing Committees, for the following purposes:

Finance and Audit Committee

1 Assists the Foundation Executive in the preparation of the budget for Board approval.

2 Provides advice to the Board about all financial matters including budget approval and monitoring.

3 Provides advice to the Board about the establishment of financial benchmarks. (These may include pupil/staff ratios, debt/student ratios, etc.)

4 Provides ongoing advice, assistance and encouragement to the Foundation's Executive.

5 Undertakes other matters requested by the Board.

6 The Finance Committee has no authority to meet or act unless delegated by the Board.

Note: Directors must satisfy themselves as to the status of the financial position of the entities of the Foundation. Australian law does not allow directors to delegate away this accountability.

(See Appendix 9 Finance and Audit Committee Charter)

People, Governance and Risk Committee

1 Ensures the establishment of a Compliance Framework and monitors and reviews its implementation.

2 Ensures the establishment of a Risk Management Framework and monitors and reviews its implementation.

3 Reports its monitoring and review of the Risk Management Framework to the Board at least once a term or as required by the Board.

(See Appendix 11 People, Governance, Risk Committee Charter*)*

Building and Infrastructure Committee

1 Monitors the condition and needs of the buildings, grounds and amenities of the entities of the Foundation.

2 Oversees the implementation of minor and major capital works programs of the Foundation.

3 Assists in the development of plans for the long-term use and development of buildings and grounds by providing input into the Master Planning activities of the Board.

4 Provides advice to the Board on priorities for buildings and grounds development and maintenance.

5 Receives from the Foundation's entities proposed capital items for the annual Foundation budget, and approves them for Board consideration on the allocation and expenditure of capital funds for each year.

(See 18.12 Appendix 12 Building and Infrastructure Committee Charter*)*

Education Committee

1. Monitors and oversight of the individual schools NESA registration
2. Oversight of the Academic Standards Team
3. Oversight of the Teaching and Learning Team
4. Monitors and reviews the schools' annual academic results

Membership Committee

1. Oversight and responsibility for developing and recruiting appropriate candidates for membership of the Foundation.
2. Reviewing membership processes and make recommendations on their improvement.

(See Appendix 10 Membership Committee Charter*)*

Membership of Committees

Membership of Committees

People, Governance & Risk Committee	Finance & Audit Committee	Building & Infrastructure	Education Committee	Membership Committee
At least one Director	The Treasurer	At least one Director	At Least one Director	At least two Directors
One Principal	One other Director	One Principal	One Principal	One Principal
Director of People & Culture	One Principal	Dir of Infrastructure and Development	Deputy CEO	
Risk & Compliance Officer	CFO	Rep from PCG		
Company Secretary	Rep from BMs Team			
CEO is ex-officio on all committees				

Agenda of Committees

Agenda of Committees

People, Governance & Risk Committee	Finance & Audit Committee	Building & Infrastructure	Education Committee	Membership Committee
HR Report (quarterly)	Quarterly Finance Reports	Quarterly Building & Infrastructure Rpt	NESA registration oversight	Quarterly membership report
Risk & Compliance Report (quarterly)	Annual Audit oversight	Review of Projects reporting	Quarterly report Academic Standards	Board membership succession planning
Governance responsibilities & Evaluations	Audit Management Report Review	Master planning Oversight	Quarterly report from the Teaching and Learning Team	Recommendations to the Board re EOI applicants
Board Paper Review	Review of Annual Finance Reports	Asset Management oversight	Annual Academic Results review	
Company Secretary responsibilities	Review of Insurances			
	Review of Annual Budget			
	Board Paper Review			

15 Summary Reports to the Board of Directors

Reports from all the schools, including Teaching School and Early Learning Centres are provided to the Board of Directors each term. The reports contain information regarding:

1 Prayer Points
2 Students
3 Planning and Operational Priorities (including strategic plan update)
4 WHS
5 Enrolments
6 Programs and Policies
7 Staff
8 Facilities
9 Parent and Community Support
10 Governance –including Conflict of Interest and Related Party Transactions
11 Items for the Board's attention

16 Governance Documents

The Foundation Board documents held by the CEO and CFO are listed below:

1 Foundation AGM Minutes and Member's Lists
2 Foundation Board of Directors' Minutes
3 Foundation Board of Director's Membership Lists
4 Constitution
5 Annual Financial Reports
6 Governance Handbook
7 Annual Reports to NESA (also uploaded to each School's website) in accordance with requirements for publicly disclosing the educational and financial performance measures and policies of each school as identified by the Minister for Education.

The CFO shall retain both the Original Electronic Copy and the Original Hard Copy of the above documents.

17 Executive Policies and Limitations

The Chief Executive Officer

The CEO is the operational leader and manager of the Foundation and its schools and other entities and is empowered to make those decisions necessary to further its vision and goals.

The Principals/Head of other Entities

The Principal/Executive Director of Narnia/Principal of Teaching School is the operational leader of their particular school/entity and is empowered to make those decisions necessary to further its vision and goals.

Employment

1 The CEO selects and appoints the leadership positions within schools/entities and holds those personnel accountable for acting with fidelity to the Foundation and their delegated responsibilities.

2 The Principal/Executive Director of Narnia/Principal of Teaching School selects and appoints all non-senior staff, and directs and holds accountable all staff of their School/entity.

3 The CEO and Principals/Executive Director of Narnia/Principal of Teaching School will not appoint staff unless these staff profess and demonstrate in their lives active commitment to the Christian faith, in accordance with the employment policies of the Foundation and the Constitution of the Foundation (Clause 22).

Financial Management

1 The CEO and CFO will present to the Board financial master plans for the Foundation.

2 The CFO presents annually to the Board budgets consistent with the financial master plans approved by the Board for each school and entity.

3 The budgets will be consistent with any guidelines established by the Board for the financial management of the Foundation as follows:

   a. Principals/Executive Director of Narnia/Principal of Teaching School will not allow their schools/entities to be in a position where it is unable to pay its debts as and when they fall due.

   b. Principal/Executive Director of Narnia/Principal of Teaching School will not cause their schools/entities to be in deficit without Board approval.

   c. Principal/Executive Director of Narnia/Principal of Teaching School will not allow their school/entity to fall below certain benchmarks as established with the CEO and CFO.

   d. Principal/Executive Director of Narnia/Principal of Teaching School will develop their budgets with the assistance of the Finance and Resources Management Committee lead by the CFO.

4 The CEO will report to the Finance and Resources Management Committee on financial performance with respect to the budget.

5 The CEO is empowered to approve and oversee expenditures within the established budget parameters according to the Delegations Policy.

6 The CEO will not allow the CFO to be uninformed about departures or likely departures from budget parameters.

7 Where the Board has allocated resources for a specific purpose or project, recurrent or capital, the CEO will not reallocate those resources for another purpose without Board

approval.

8 The CEO will not approve capital works which do not conform to the intent of the Board's Master Plan for school development.

9 Works with a bearing on the Master Plan or requiring additional resources as a variation to the budget, will come back to the Board for discussion and approval, as per the fiscal parameters described in the Delegation Policy.

10 The CEO will not allow any entity to be in breach of any accountability requirements to Department of Educational Skills and Employment (DESE) and state authorities for the use of public funds.

Critical Issues

1 The Principal/Executive Director of Narnia/Principal of Teaching School is not to allow the CEO and Board to be uninformed about critical issues which may impact on the good standing of the School or Foundation.

2 The Principal/Executive Director of Narnia/Principal of Teaching School will inform the CEO and Board about pending or threatened legal action, adverse media comment, industrial disputes, and unresolved disputes between parents and teachers and/or other staff.

Educational Plan

1 Each Principal/Executive Director of Narnia/Principal of Teaching School will have in place an educational plan to give expression to the vision and goals of the Foundation.

2 The plan will not extend the resources beyond those available in the yearly approved budget.

Governance Calendar

A calendar of all governance meetings for the year will be approved by the Board of Directors and distributed annually by the CEO.

Contact numbers for all involved in governance

Directors details will be updated at least annually and circulated to all Directors.

Board attendance at formal school activities

Where possible, Directors should attend some of the formal events on the individual schools' calendars, such as the Staff Dedication/Student Leadership Commissioning Services (February),

the Annual Prizegiving Presentations (December), as well as whole Staff events such as "Big Day Out" (January) and the Staff Conference (July). While members are invited and encouraged to attend other functions, attendance is optional.

External Advertising in our schools

It is the policy of the Board to allow advertising in the schools/entities only to the extent that it does not enter into a conflict with the Board's Mission, Vision and Values and any government act or regulation. Advertising of a political nature is not permitted in our schools/entities.

The Principals will decide whether to distribute or display materials that have been received by the particular entity.

The CEO or designate will decide whether to distribute or display materials that have been received for distribution to all schools, according to the Board's directions.

Alcoholic Beverages in Premises

The Board does not permit the storage or use of alcoholic beverages in its buildings or facilities. There are no exceptions.

Alcoholic Beverages at events in external venues

Where students are involved at an activity of the Foundation, no alcohol is to be served. There are no exceptions.

Further details about the use of alcohol and other drugs are outlined in the Foundation's Staff Code of Conduct, Section 8. Board members are expected to uphold all these standards, including at any Board only functions or activities.

Raffles as a Fund Raiser

The Board prohibits the conducting of raffles and the like, in fundraising. In the opinion of the Board it is a form of gambling and should not be encouraged. If skill is involved it is not deemed to be a raffle e.g. a guessing competition.

Association Membership

All schools are to maintain membership of the Association of Independent Schools of New South Wales (AIS NSW) and the Australian Association of Christian Schools (AACS). Membership of the Association of Christian Schools International (ASCI) is also to be maintained.

18 APPENDIX

18.1 Appendix 1 Annual Governance Planning Cycle

Annual Governance Planning Cycle

Committee Meetings	Board of Governors Meetings
JANUARY • No committees	**JANUARY** • No meeting
FEBRUARY • Finance and Audit Committee ➢ Finance Management Reports ➢ Audit Management Report ➢ Audit Plan review • People Governance and Risk Committee ➢ Compliance Framework review ➢ Risk Management framework review ➢ WHS Due Diligence Checklist Report ➢ Report on College Insurances • Building and Property Committee ➢ Update of Building Master Plans ➢ New major works proposal approvals	**FEBRUARY** • Company Finance and Building Reports • Reports from all Principals / Directors that includes reports on priorities for current year, including analysis of end of year student results; start of year enrolments and KPI's • Report from the CEO • Review of Company membership – target new members • Annual Budget Approval • Review Strategic Priorities • Duty of Care & Wellbeing report to report on any significant WHS, Legal or Pastoral Care issue
MARCH • Finance and Audit Committee ➢ Finance Management Reports ➢ Audit Management Report ➢ Audit Plan review • People Governance and Risk Committee ➢ Compliance Framework review ➢ Risk Management framework review ➢ WHS Due Diligence Checklist Report ➢ Report on College Insurances • Building and Property Committee ➢ Update of Building Master Plans ➢ New major works proposal approvals	**MARCH** • Company Finance and Building Reports • Reports from Committees • Report from the CEO • Review Company membership register and make recommendations for new members • Update the Board of Governors' Handbook • Notification of Company AGM and call for reports • Annual Review and Assessment of Company Board Directors effectiveness. • Duty of Care & Wellbeing report to report on any significant WHS, Legal or Pastoral Care issue

• Annual Review and Assessment of Committee effectiveness	
APRIL • Finance and Audit Committee ➢ Review of Financial Statements for distribution 28 days prior to AGM.	**APRIL** • No meeting
MAY • Finance and Audit Committee ➢ Finance Management Reports ➢ Audit Management Report ➢ Audit Plan review • People Governance and Risk Committee ➢ Compliance Framework review ➢ Risk Management framework review ➢ WHS Due Diligence Checklist Report ➢ Report on College Insurances • Building and Property Committee ➢ Update of Building Master Plans ➢ New major works proposal approvals	**MAY** • Reports from all Principals / Directors that includes mid-year progress report on implementation of priorities and KPIs • <u>Annual General Meeting</u> ➢ Annual Reports from Schools ➢ Annual Financial Reports for the Company ➢ Appointment of Auditors ➢ Election of Board of Governors
JUNE • Finance and Audit Committee ➢ Finance Management Reports ➢ Audit Management Report ➢ Audit Plan review • People Governance and Risk Committee ➢ Compliance Framework review ➢ Risk Management framework review ➢ WHS Due Diligence Checklist Report ➢ Report on College Insurances • Building and Property Committee ➢ Update of Building Master Plans ➢ New major works proposal approvals	**JUNE** • Company Finance and Building Reports • Reports from Committees • Report from the CEO • Election of office bearers for the Board • Conduct new Board members orientation • Duty of Care & Wellbeing report to report on any significant WHS, Legal or Pastoral Care issue

A NESA approved Governance PD (4 hours) for all Responsible Persons (Board and Executive Staff)	

JULY
• Finance and Audit Committee
  ➢ Finance Management Reports
  ➢ Audit Management Report
  ➢ Audit Plan review
• People Governance and Risk Committee
  ➢ Compliance Framework review
  ➢ Risk Management framework review
  ➢ WHS Due Diligence Checklist Report
  ➢ Report on College Insurances
• Building and Property Committee
  ➢ Update of Building Master Plans
  ➢ New major works proposal approvals
	JULY
	• Reports from all Principals / Directors, including any initial plans for restructures and / or capital development priorities for the following year
	• Company Finance and Building Reports
	• Report from the CEO
	• Duty of Care & Wellbeing report to report on any significant WHS, Legal or Pastoral Care issue
	• Report on NESA re-accreditation future timetable

AUGUST
• Finance and Audit Committee
  ➢ Finance Management Reports
  ➢ Audit Management Report
  ➢ Audit Plan review
• People Governance and Risk Committee
  ➢ Compliance Framework review
  ➢ Risk Management framework review
  ➢ WHS Due Diligence Checklist Report
  ➢ Report on College Insurances
• Building and Property Committee
  ➢ Update of Building Master Plans
  ➢ New major works proposal approvals
	AUGUST
	• Company Finance and Building Reports
	• Reports from Committees
	• Report from the CEO
	• Duty of Care & Wellbeing report to report on any significant WHS, Legal or Pastoral Care issue
	• <u>Strategic Planning Session</u>
	  ➢ Review of Strategic Plan incl Vision Statement, Financial Master Plan, Building Master Plans and Development Strategies

SEPTEMBER • No committees	**SEPTEMBER** • No meeting

OCTOBER
• Finance and Audit Committee
  ➢ Finance Management Reports
  ➢ Audit Management Report
  ➢ Audit Plan review
	OCTOBER
	• Company Finance and Building Reports

• People Governance and Risk Committee ➢ Compliance Framework review ➢ Risk Management framework review ➢ WHS Due Diligence Checklist Report ➢ Report on College Insurances • Building and Property Committee ➢ Update of Building Master Plans ➢ New major works proposal approvals	• Reports from all Principals / Directors including any critical issues for following year start-up, including staffing progress against student / staff KPIs for the following year • Report from the CEO • Duty of Care & Wellbeing report to report on any significant WHS, Legal or Pastoral Care issue • Report on Census student numbers • AIS Perspectives and Q12 survey results
NOVEMBER • Finance and Audit Committee ➢ Finance Management Reports ➢ Audit Management Report ➢ Audit Plan review • People Governance and Risk Committee ➢ Compliance Framework review ➢ Risk Management framework review ➢ WHS Due Diligence Checklist Report ➢ Report on College Insurances • Building and Property Committee ➢ Update of Building Master Plans ➢ New major works proposal approvals	**NOVEMBER** • Company Finance and Building Reports • Reports from Committees • Report from the CEO • Duty of Care & Wellbeing report to report on any significant WHS, Legal or Pastoral Care issue • Report on Exec (ELT) staffing changes within the organisation during the year and forecast for the start of the next year • Annual Budget pre-approval • Strategic Priorities Review
DECEMBER • No committees	**DECEMBER** • No meeting

18.2 Appendix 2 Responsible Persons Confirmation and Stat Dec

St Philip's Christian Education
FOR THE WHOLE OF LIFE

2024 Confirmation/Reconfirmation of your suitability and responsibilities as a Responsible Person for St Philip's Christian Education Foundation Ltd.

«Salutation» «Firstname» «Surname»

«Address»

«Suburb» «Postcode»

Dear «Firstname»,

Thank you for your ongoing commitment to the Governance of this College. As a Responsible Person of St Philip's Christian Education Foundation Ltd. the Education Act 1990 and the Education Amendment (Non-Government Schools Registration) Act 2004 require, amongst other requirements, all persons or bodies having input to the management or operation of the schools must be a fit and proper person.

By signing the attached **Statutory Declaration**, you are certifying that you are a fit and proper person and are a person suitable for having input into the management and operation of the school organisation. To this end, by signing the Statutory Declaration you declare and certify that:

1. You have never been convicted of an offence against a law of an Australian state or territory or the Commonwealth of Australia
2. You have never become bankrupt, insolvent or placed under external administration
3. You have never been convicted of, or charged with, an offence, including an offence in relation to children, dishonesty or violence
4. You have never been determined not to be a fit and proper person as prescribed under any law of an Australian state or territory or Australian Commonwealth
5. You have never engaged in a deliberate pattern of immoral or unethical behaviour
6. You have never been a 'responsible person' for a non-government school or proposed non-government school where registration was refused or cancelled.

By signing this **letter of confirmation/reconfirmation** you are also certifying that:

7. You will declare any related party transactions or conflict of interest in relation to my position as a responsible person for the School
8. You are aware of your responsibility to inform the NESA within 14 days should the school receive a notice of a breach of any of following legislation:
    - Children's Guardian Act 2019
    - Child Protection (Working with Children) Act 2012
    - Children and Young Persons (Care and Protection) Act 1998

- Teacher Accreditation Act 2004
- Disability Discrimination Act 1992
- Work Health and Safety Act 2011
- Environmental Planning and Assessment Act 1979
- Food Act 2003
- Explosives Act 2003
- Building Code of Australia

9. In addition, you undertake to inform NESA as required in the event of the following occurrences:
   a. the management and operation of the school changes - including the appointment of a new principal or if the school intends to change its name (notification within one month);
   b. the staffing of the school changes - whenever a turnover occurs of more than fifty per cent of the teaching staff in any twelve-month period (notify at commencement of the next new term);
   c. the curriculum changes [such as the addition of one or more course(s) in a Key Learning Area (KLA) not previously taught (notify within one month), or delivery of a significant part of students' courses by distance education (notify 9 months prior)]; or
   d. the school provides boarding facilities for its students.
10. You agree to participate in an induction process prior to or in the first three (3) months of your appointment as a responsible person.
11. You agree to undertake a minimum of twelve (12) hours NESA approved professional learning over three (3) years.
12. You agree to maintain confidentiality.
13. You agree to the Code of Conduct for Responsible Persons.

Please complete and return the acceptance and declaration below.

Yours sincerely,

Les Holland
Chairperson Board of Governors
SPCEF Ltd.

Graeme Irwin
Chief Executive Officer
SPCEF Ltd.

St Philip's Christian Education
FOR THE WHOLE OF LIFE

To the Chairperson Board of Directors
St Philip's Christian Education Foundation Ltd.
PO BOX 287
WARATAH 2298
NSW

I confirm that I have had the opportunity to study and discuss the requirements described within the 2024 Confirmation/Reconfirmation of your suitability and responsibilities as a Responsible Person for St Philip's Christian Education Foundation Ltd.

I agree to continue/commence my appointment as a Responsible Person to the St Philip's Christian Education Foundation Ltd organisation and certify that I am a fit and proper person and agree to comply with the conditions as outlined in the Governance Handbook.

In addition, I agree to inform the Board Chairperson or the CEO should an incident occur that requires notification to NESA as outlined above.

Signed: _____

Date: _____

Name of Responsible Person: _____

Role Responsible Person fulfils: _____

PLEASE PRINT

NSW Education Standards Authority

Statutory Declaration for Responsible Persons of Non-Government Schools

Under the New South Wales *Oaths Act 1900*

Statutory declaration of a responsible person for a NSW non-government school to be fit and proper as defined under the *Education Act 1990.*

Fit and Proper Person	
Name of responsible person:	
Name(s) of school(s):	
Name of proprietor of school(s):	
Position of person in organisation:	

Questions	Yes	No
1. Have you ever been convicted of an offence?	☐	☐
2. Have you ever become bankrupt, insolvent or been placed under external administration?	☐	☐
3. Have you ever been convicted of, or charged with, an offence, including in relation to children, dishonesty or violence?	☐	☐
4. Have you ever been determined not to be a fit and proper person as prescribed under any law?	☐	☐
5. Have you ever engaged in a deliberate pattern of immoral or unethical behaviour?	☐	☐
6. Have you been a responsible person for a proposed or existing non-government school whose registration was refused or cancelled?	☐	☐

If you answered **YES** to any of the questions 1-6 above, you must provide below further information that includes the year the event occurred and details of the event.

_____

_____

_____

_____

_____

_____

Statutory Declaration

I, _____

[insert full name of Responsible Person]

of, _____

[insert address]

solemnly and sincerely declare that in respect of the school and proprietor listed on the previous page:

1. I am authorised to make this statutory declaration as a Responsible Person.

2. I understand that I am required to sign a fit and proper statutory declaration prior to commencing as a responsible person for the school and at least on an annual basis while continuing to be a responsible person for the school.

3. understand that the NSW Education Standards Authority (NESA) will rely on evidence tendered by the school including this Statutory Declaration, in assessing the school's compliance with the Education Act 1990 as identified in the relevant NESA School Registration and Accreditation Manual.

4. I declare my answers to the Fit and Proper Person Requirements Declaration on the previous page to be true.

I make this solemn declaration, conscientiously believing the same to be true and by virtue of the Oaths Act 1900.

Declared at:_____ on _____

[place] [date]

_____

[signature of declarant]

In the presence of an authorised witness[1], who states:

I,_____, a _____

[name of authorised witness] [qualification of authorised witness]

certify the following matters concerning the making of this statutory declaration by the person who made it:

[*please cross out any text that does not apply]

a) *I saw the face of the person OR *I did not see the face of the person because the person was wearing a face covering, but I am satisfied that the person had a special justification for not removing the covering, and

b) *I have known the person for at least 12 months OR *I have not known the person for at least 12 months, but I have confirmed the person's identity using an identification document and the document I relied on was _____

[describe identification document relied on]

_____ _____

[signature of authorised witness] [date]

[1]An authorised witness is either a justice of the peace, a solicitor or barrister with a current practicing certificate issued under S6 of the Legal Profession Act 2004 in NSW, a notary public, a commissioner of the courts for taking affidavits or any person authorised to administer an oath.

18.3 Appendix 3 Responsible Persons Confidentiality Agreement

St Philip's Christian Education
FOR THE WHOLE OF LIFE

CONFIDENTIALITY AGREEMENT
for Responsible Person of St Philips' Christian Education Foundation Ltd

I, _____ (name) understand, as a Responsible Person of St. Philip's Christian Education Foundation Ltd (SPCEF Ltd) and in the course of undertaking my duties as a Responsible Person, that information may be disclosed that must be kept confidential. It is agreed that:

1. The confidential information which may be disclosed can be described and may include:
    a. Technical and business information relating to operations
    b. Existing and/or contemplated services, income, costs, surplus and margin information
    c. Finances and financial projections
    d. Clients, schools, business partnerships and/or alignments
    e. Staff, Parents, Students – past, present and future
    f. Marketing and Development plans and projections
    g. Current or future school business and facility plans and models, regardless of whether such information is designated as "Confidential Information" at the time of its disclosure.
2. Confidential information obtained from the discloser will not be shared with anyone unless required to do so by law.

I acknowledge that I have read and understand the above and voluntarily accept the duties and responsibilities as a Board member to respect such confidential matters, both during my membership of the Board and after I have ceased to be a member.

Responsible Person's Confidentiality Agreement

Name: _____

Signature: _____

Role of Responsible Person: _____

Date: _____

18.4 Appendix 4 Responsible Persons Related Party Transactions

St Philip's Christian Education
FOR THE WHOLE OF LIFE

St. Philip's Christian Education Foundation Ltd
RELATED PARTY TRANSACTIONS DISCLOSURE LETTER
(SENT TO ALL RESPONSIBLE PERSONS)

Dear < xxx >
As part of the preparation of our Annual Accounts we are required to collate information on transactions between the St. Philip's Christian Education Foundation Ltd and related parties. This information will potentially require disclosure in the notes to the accounts in accordance with AASB 124 and the NESA requirements. Related parties include directors, senior management and persons connected to them, e.g. by virtue of family relationship or business partnership. For your further information, a detailed definition of related parties is set out in AASB 124. Transactions potentially requiring disclosure include:

a) purchases, sales, leases and donations (including donations which are made in furtherance of the School's objects) of goods, property, money and other assets such as intellectual property rights to or from the related party;
b) the supply of services by the related party to the School, and the supply of services by the School to the related party. Supplying services includes providing the use of goods, property and other assets and finance arrangements such as making loans and giving guarantees and indemnities; and
c) any other payments and other benefits which are made to directors under express provisions of the governing document of a School or in fulfilment of objectives.

Please supply details of any such transactions on the pro-forma register attached by <date>. If there are no such transactions, please return Appendix 1 marked "nil return".

In addition to the items disclosed at items a) to c) above, we are required to disclose the aggregate amount of expenses reimbursed to trustees. However, you do not need to supply this information as central records are maintained of these expenses. [Delete if not applicable].

You do not need to include amounts received by you under your contract of employment with the school. [Include where this letter is sent to employees].

Yours in Christ,

Graeme Irwin
Chief Executive Officer

St Philip's Christian Education
FOR THE WHOLE OF LIFE

RELATED PARTY TRANSACTIONS REGISTER

Eg. Name of Responsible Person: Director AAA

Item	*Name of transacting party (if different from above)*	*Relationship between Responsible Person and transacting party*	*Description of transaction*	*Amount of transaction and of any outstanding balances*	*Date transaction approved by School Board and basis for approval*
1.	*XYZ plc*	*Director AAA is the CEO of XYZ plc*	*XYZ plc provides daily cleaning service to the School in accordance with the contract dated 20/2/2021*	*Annual contract $100,000. Payments in line with contract and fully up to date.*	*15/2/2021 The contract was awarded to XYZ following a tender process as outlined in the note to the Board papers for the 15/2/2021 meeting*
2.	*Joe Smith*	*Joe Smith is Director AAA's brother*	*Joe Smith is Head of the Senior School*	*Joe Smith is employed as a Band 3 Teacher with a CO3 allowance*	*15/11/2021 Joe Smith's employment as Head of Senior School was confirmed following the review as explained in the Board minutes of the 15/11/2021 meeting*

RELATED PARTY TRANSACTIONS REGISTER

Name of Responsible Person:

Item	Name of transacting party (if different from above)	Relationship between Responsible Person and transacting	Description of transaction	Amount of transaction and of any outstanding balances	Date transaction approved by School Board and basis for approval

18.5 Appendix 5 Responsible Person Code of Conduct

St Philip's Christian Education
FOR THE WHOLE OF LIFE

St. Philip's Christian Education Foundation Ltd
Responsible Persons Code of Conduct

This form is to be completed and signed by all Responsible Persons of St. Philip's Christian Education.

Responsible Person information:
Name: _____

Role:_____

Details:
By signing this agreement, the Responsible Person:
1) acknowledges their role and responsibilities in relation to the St. Philip's Christian Education.

2) agrees to maintain confidentiality, act professionally and with integrity whilst being a Responsible Person for the organization, and

3) agrees not to disclose information obtained from the school or as a result of being a Responsible Person.

Responsible Person Declaration:
I declare that I have read and understood this "Code of Conduct for Responsible Persons of St Philip's Christian Education" in conjunction with the SPCEF Ltd Code of Conduct –Staff. I declare that I have read, understood and agree to abide by the Codes of Conduct.

Signature: _____

Name: _____

Date: _____

St Philip's Christian Education
FOR THE WHOLE OF LIFE

SPCEF Ltd Code of Conduct for Responsible Persons

Statement of Support from SPCEF Ltd Chairman and CEO

When answering the call from God to fulfil the role of a Responsible Person for St Philip's Christian Education Foundation Ltd, the Foundation requires that the Responsible Person not only be of good character, and a fit and proper person as prescribed by the Education Act, but a person who displays a passionate commitment to living out the Christian principles, values and ethics modelled by Jesus Christ in all their dealings. To this end, we require all Responsible Persons of St Philip's Christian Education Foundation Ltd, to be committed Christians, active in their local church and committed to the values, ethos, and ministry of Christian Education. We require that all responsible persons sign the Responsible Persons Code of Conduct (below) and the accompanying Responsible Persons Statutory Declaration, as well as signing their acknowledgement and agreement to uphold the standards set out in the SPCEF Ltd. Staff Code of Conduct. (attached)

Yours in His Service,

Mr Les. Holland
Chairman of the Board of Directors

Mr Graeme Irwin AM
Chief Executive Officer

Application of the Code

1. This code applies to all Responsible Persons of SPCEF Ltd.
2. The code is intended to promote and maintain the highest standard of ethical behaviour by Responsible Persons.
3. All Responsible Persons should adhere to the Code of Conduct at all times.

SPCEF Ltd Mission Statement

St Philip's Christian College will continue to provide quality education in a caring, secure and challenging learning environment based on Christian beliefs, values and practice.

The College Vision

St. Philip's Christian College seeks to be a leading provider of quality Christian schooling within our nation, where:

1. Every student develops a personal faith in Jesus Christ and is empowered to live with purpose, integrity and joy.
2. Every student achieves their God-given potential and is well equipped to make a significant contribution to society.

3. Every student benefits from innovative and effective learning experiences taught by skilled and dedicated teachers.
4. Every student enjoys a safe and secure learning environment wherein they feel connected and affirmed.
5. Every student contributes to a culture of respect, dignity, care and concern for others.
6. Every student has access to excellent learning resources and is taught in the best learning facilities we can provide.

The College Core Values

1. Christ First
2. Serve One Another
3. Strive for Excellence
4. Do What is Right
5. Build Community

These core values should be reflected in all that we do as staff and how we relate as staff. That is, "faith expressing itself in love" (Gal 6:5 NLT). It is out of a demonstration of this "faith expressing itself in love" that students will have the opportunity to discover the wonderful privilege of having a genuine relationship with God through His love as we seek to meet their needs in education.

Resources

St Philip's Christian Education Foundation Ltd will ensure the provision of resources to support implementation and monitoring of this Code of Conduct.

Operational guidelines for Responsible Persons

In fulfilling their role, a Responsible Person will:

- familiarise themselves with the *Education Act 1990 and the Education Amendment (Non-Government Schools Registration) Act 2004.*
- familiarise themselves and abide by the specific documents provided by the school, including the Governance Handbook and the SPCE Code of Conduct for Staff
- Act honestly, in good faith and in the best interests of the organisation
- Use care, skill and diligence in fulfilling their duties
- Use the power of their position for a proper purpose
- Not make improper use of information acquired by their position
- Not allow personal interests or those of associates, to conflict with the interests of the School
- Exercise independent judgement in decision making
- Maintain confidentiality
- Report any matters on non-compliance to NESA within 14 days should the school receive a notice of a breach of any of following legislation:
    - *Children's Guardian Act 2019*

- *Child Protection (Working with Children) Act 2012*
- *Children and Young Persons (Care and Protection) Act 1998*
- *Teacher Accreditation Act 2004*
- *Disability Discrimination Act 1992*
- *Work Health and Safety Act 2011*
- *Environmental Planning and Assessment Act 1979*
- *Food Act 2003*
- *Explosives Act 2003*
- *Building Code of Australia*

Conduct of Responsible Persons
Directors and officers must:

1. Act honestly, in good faith and in the best interests of the School
2. Use care, skill and diligence in fulfilling their duties
3. Use the power of their position for a proper purpose
4. Not make improper use of information acquired by their position
5. Not allow personal interests or those of associates, to conflict with the interests of the School
6. Exercise independent judgement in decision making
7. Maintain confidentiality

SPCEF Ltd expects that the Responsible Persons will demonstrate the following:

a) Ethics and integrity

A Responsible Person must act ethically and with integrity at all times.

b) Decision making

A Responsible Person should draw upon personal and professional insight (background and experience) whilst seeking the wisdom and insight of God through personal prayer when reviewing information.

Decisions should be objective and robust, fully supported by evidence and be defensible.

c) Accurate and comprehensive information

A Responsible Person should ensure that all information provided to the Chief Executive Officer, Board of Directors and Government is accurate, comprehensive, timely, honest and impartial.

d) Use of data

A Responsible Person must not use student and school achievement data to:

- compare individual students
- assess teacher performance
- compare individual teachers, or
- make positive or negative comparisons about school performance.

e) Dignity, rights and views of others

A Responsible Person should treat members of the educational community and colleagues fairly, sensitively, consistently and with respect.
A Responsible Person should listen and be tolerant of the views and opinions of others, even if those views and opinions differ from their own.

f) Personal behaviour

A Responsible Person should conduct his or herself professionally and in a Christ-like manner, and not behave in an inappropriately.

g) Confidentiality

A Responsible Person should maintain confidentiality at all times and not disclose information and resources obtained whilst being a Responsible Person.

Responsible Persons should utilise their skills and experience for the purpose of their role of school Governance. Information obtained from the schools should only be used for that purpose and not otherwise disclosed without the permission of the organisation.

Non-Compliance

If a responsible person is no longer able to meet the stated requirements for Responsible Persons, they must immediately report this to the Chairman of the Board or Chief Executive Officer, whereupon they will be relieved of their position of responsibility. If the Responsible Person is found to be non-complaint and has not reported this, the Chairman of the Board or at his/her request, the Chief Executive Officer will cause an investigation to occur into the matter. If, after an investigation has occurred, the responsible person has been found to be non-complaint, appropriate consequences will be discussed. The non-compliant responsible person will be informed of the decision and pending consequences, upon which they may appeal the decision to the Chairman of the Board. The Chairman will consider all points and a final decision will be made. This will be communicated in writing to the responsible person and all documentation filed in a confidential file, kept by the Company Secretary.

Related Document

This Code of Conduct for Responsible Persons of SPCE must be read in conjunction with the SPCE Code of Conduct – Staff.

Document History

Written: March 2015. E. Moir
Reviewed: February 2023 E. Moir
Resourced from: AIS Governance Resource Manual, 2014. ACT DET Code of Conduct (School Boards)

18.6 Appendix 6 Conflict of Interest Policy

St Philip's Christian Education
FOR THE WHOLE OF LIFE

St. Philip's Christian Education Foundation Ltd

Conflict of Interest Policy

Document Information

Author/Supervisor	G Irwin, E. Moir
Compliance	
Legislative Requirements	Education Act 1990 (NSW) Section 21A *Corporations Act 2001*
Other Policy Relationships	Governance Policies Employment Policies
Key Dates	
Date of Issue/last revision	June 2023
Review Date	May 2024
Policy Review	This policy will be reviewed every year, or as needed in line with legislative changes
Applies to	All schools and operations of SPCEF Ltd including associated entities

St Philip's Christian Education
FOR THE WHOLE OF LIFE

Conflict of Interest Policy

Preamble:
The purpose of this policy is to help all persons involved with the schools and its operations to effectively identify, disclose and manage any actual, potential or perceived conflicts of interest in order to protect the integrity of St Philip's Christian Education Foundation Ltd and its entities and manage risk.

Conflicts of interests are not wrong in themselves, and cannot always be avoided, but it is important that there is no perception that the person involved in any decision regarding a transaction or decision has or should benefit from it occurring.

Conflict of Interest situations present the risk that a person will make a decision, or may be perceived to have made a decision, based on, or affected by, personal influences, rather than in the best interests of the organisation. Therefore, these situations must be managed accordingly.

It is the policy of St Philip's Christian Education Foundation Ltd, and the responsibility of the Board of Directors, that ethical, legal, financial or other conflicts of interest be avoided and that any such conflicts (where they do arise) do not conflict with the obligations to the organisation.

Definition:
A conflict of interest involves a conflict between the duties of an employee/Director/Responsible Person of the school and his/her personal interests which could improperly influence the performance of the employee/Director/Responsible Person in carrying out his/her responsibilities in regard to the school.

Personal interests include direct interests, as well as those of family, friends, or other organisations a person may be involved with or have an interest in.

A conflict of interest may be actual, potential or perceived and may be financial or non-financial.

Responsibility of the Board of Directors:
The Board of Directors is responsible for:

- establishing a system for identifying, disclosing and managing conflicts of interest across the organisation
- monitoring compliance with this policy, and
- reviewing this policy annually to ensure that the policy is operating effectively.

Disclosure:
All new employees, Directors, and Responsible Persons are to be provided with a copy of the school's Conflict of Interest policy and related documents. Directors and Responsible Persons are to complete a "Conflict of Interest Disclosure Statement" (attached) at the time they take up their role. Employees are to complete the "Conflict of Interest Disclosure Statement" when a conflict arises or is perceived to arise.

An annual declaration will be made by each Director and Responsible Person of the organisation.

Where the employee's, Director's, or Responsible Person's circumstances have changed since the existing disclosure was submitted, an updated statement should be completed.

All declarations will be filed and maintained for a period of seven (7) years before archiving. Directors and Responsible Persons declaration will be maintained by the Company Secretary. Employee declarations will be maintained by the local School Principal's Executive Assistant.

At each Board meeting, Directors will be asked to raise any actual, perceived or potential conflict in regard to agenda items for the meeting. This will be recorded in the meeting minutes.

Application:
St Philip's Christian Education Foundation Ltd will manage conflicts of interest by requiring all Directors, Responsible Persons and employees to:

- avoid conflicts of interest where possible

- identify and disclose any conflicts of interest
- carefully manage any conflicts of interest, and
- follow this policy and respond to any breaches.

Board of Director Meetings:
When a conflict of interest arises at a Board of Directors' meeting, the Director/Responsible Person/s should declare their interest and not be involved or attempt to influence the decision making in regard to a matter in which the conflict of interest exists.

The Board Chair, in consultation with the other Directors of the Board, will determine if the Director/Responsible Person/s shall be excluded from the process (such as voting on the matter, participating in any debate or be excluded from the room) or if they can be involved at "arm's length" in the decision-making process. (Arm's length refers to when a person uses the behaviour of an independent party as a guide or benchmark to determine their dealings.). The approval of any action requires the agreement of at least a majority of the Board (excluding any conflicted Director/Responsible Person/s) who are present and voting at the meeting. All determinations and steps taken to mitigate the conflict of interest will be recorded in the meeting's minutes.

In exceptional circumstances, such as where a conflict is very significant or likely to prevent a Director from regularly participating in discussions, the Board may consider if it is appropriate for the person conflicted to resign from their position on the Board of Directors.

For employees, the local School Principal will determine the appropriate course of action to mitigate the conflict. The School Principal may seek input from their College Leadership Team, or ask the Executive Principal to make the determination. The determination will be recorded on the employee's Conflict of Interest Disclosure Statement and filed by the local School Principal's Executive Assistant.

What should be considered when deciding what action to take:
In deciding what approach to take, the Board (or School Principal) will consider:

- whether the conflict needs to be avoided or simply documented
- whether the conflict will realistically impair the disclosing person's capacity to impartially participate in decision-making or activities
- alternative options to avoid the conflict
- the organisations objects and resources, and
- the possibility of creating an appearance of improper conduct that might impair confidence in, or the reputation of, the organisation.

Compliance with this policy
If the Board (or School Principal) has a reason to believe that a person subject to the policy has failed to comply with it, it will investigate the circumstances.

If it is found that this person has failed to disclose a conflict of interest, the Board (or School Principal) may take action against them. In serious matters, this may include seeking to terminate their relationship with the organisation.

If a person suspects that a Director has failed to disclose a conflict of interest, they must notify the Board Chair immediately regarding their concern.

Whistle Blowing:
If a Director, Responsible Person, employee, or student has knowledge that leads them to the assumption that a conflict of interest exists that may not have been disclosed, they should refer their concern to the relevant person, ie: School Principal, the Executive Principal or the Board Chair depending on the person/s allegedly involved. (See 'Confidential Information - Whistle Blowing policy')

Confidentiality:
The Board (or School) should ensure that disclosures are kept as confidential as possible within the requirements of the law.

Examples of Conflict of Interest for Board of Directors/Responsible Persons
(please note, this is not intended to be an exhaustive list)
Extract from
https://communitydirectors.com.au/help-sheets/handling-conflicts-of-interest

- *A Board member's daughter is put to the top of a long waiting list for the childcare services provided by the organisation s/he governs.*
- *A Board member's family business is given a contract without any other quotes being asked for.*
- *A Board member's sister's business bids for a Board-controlled contract and is successful, even though it's not the most competitive bid.*
- *A Board member's son or daughter is given a job with the organisation, despite the position not being advertised.*

Such situations as described above can cause real damage to official and public confidence in the Board and the reputations of individual Board members – even those not directly involved in the conflict. Failing to adequately deal with a conflict of interest may not always be illegal, but it will almost always be unethical.

There are other situations that can give rise to potential rather than actual conflicts of interest, which can be just as serious in undermining confidence in your group and your Board. Steps you can take to prevent the potential conflict becoming a real conflict are outlined later.

Examples of potential conflicts of interests include:

- *An organisation needs new headquarters and a Board member believes the vacant office buildings s/he owns would be perfect.*
- *A Board is planning to engage a consultant and a Board member wants his/her company to bid.*
- *A Board is planning to engage a consultant and a Board member wants his/her sister's company to bid.*
- *A person serving simultaneously on two Boards, and expected to help raise funds for both, finds s/he is expected to approach the same people or organisations for donations for the two different groups.*

General examples of Conflict of Interest for Employees
(please note, this is not intended to be an exhaustive list)

- An employee is engaged in regular private business calls during the employee's work time. The employee spends extended periods of work time responding to his private business interests to the detriment of his work area.
- An employee who is a member of a selection panel and has a close personal association with one of the applicants does not declare the conflict of interest to the other members of the selection panel.
- A parent offers to donate $1000.00 to purchase school sporting equipment if the school guarantees that the parent's son will be selected for the school football team. As selection for the football team is a merit-based selection it would be a conflict of interest to accept the donation on this condition.
- A staff member gives parents' names and addresses to a company marketing a product without the parents' consent in return for a cash 'donation' to the school's sport fund.
- An employee writes to their local state member or the media criticising the College's consideration of an unannounced plan to introduce a new levy on parents. The employee knows of the plan through the performance of his work duties.
- An employee who is a workplace delegate of an industrial union receives confidential information in the course of his work duties about a confidential policy proposal that he knows would be opposed by his industrial representatives. The employee leaks this information to the union.

- A teacher is writing a textbook based upon teaching materials developed in the course of their work duties. The teaching materials are the intellectual property of the College and the teacher has not sought consent.
- A teacher tutoring or coaching students from their school or workplace in return for payment.
- A staff member has a financial/personal interest in a business or organisation with which the College does business and could be perceived to be in a position to influence relevant business decisions.
- Situations where the time or creative energy that a staff member devotes to activities additional to their College commitment appears substantial enough to compromise the amount or quality of their College responsibilities.
- Activities for which employees are personally remunerated or receive a benefit in kind from an external source/party (eg. research projects, conferences, teaching programs, remunerative consulting agreements, reward programs, etc) that involve, or might reasonably be perceived to involve, the College's name, facilities, equipment and staff.
- A staff member having a commitment paid or unpaid outside the College that involves frequent or prolonged absence from the College on non-College business.
- A staff member accepting gifts of value, grants and/or favours from persons or associates who would be seen to benefit from the making of these gifts.

18.7 Appendix 7 Conflict of Interest Checklist

In assessing whether you have a conflict of interest it would be helpful to answer the following questions.

The test when assessing the situation is to ask: "Could this conflict with my duties as a Responsible Person at the School?" If you answer YES to any of the questions below, you may have an **actual**, reasonably **perceived** or **potential** conflict of interest.

- Would I or anyone associated with me benefit from or be detrimentally affected by my proposed decision or action?
- Could there be benefits for me that could cast doubt on my objectivity?
- Do I have a current or previous personal, professional or financial relationship or association of any significance with an interested party?
- Would my reputation or that of a relative, friend or associate stand to be enhanced or damaged because of the proposed decision or action?
- Do I or a relative, friend or associate of theirs stand to gain or lose financially in some covert or unexpected way?
- Do I hold any personal or professional views or biases that may lead others to reasonably conclude that I am not an appropriate person to deal with the matter?
- Have I contributed in a private capacity in any way to the matter my School is dealing with?
- Have I made any promises or commitments in relation to the matter?
- Have I received a benefit or hospitality from someone who stands to gain or lose from my proposed decision or action?
- Am I a member of an association, club or professional organisation or do I have particular ties and affiliations with organisations or individuals who stand to gain or lose by my proposed decision or action?
- Could there be any other benefits or factors that could cast doubts on my objectivity?

If the answer to any of these questions is yes or if you still have any doubts about your proposed decision or action, you should seek direction from the CEO or Chairman of the Board.

18.8 Appendix 8 Conflict of Interest Disclosure Statement

St Philip's Christian Education
FOR THE WHOLE OF LIFE

St. Philip's Christian Education Foundation Ltd
Conflict of Interest Disclosure Statement

Procedure:

Full disclosure of all material conflicts of interest should be made to the College at your time of employment or as soon as reasonably practical after you realise there is or there is the possibility of a conflict of interest. Please refer to the Conflict of Interest Policy for further information on what conflicts require disclosure.

1. Complete parts A to E of the Disclosure Statement and provide to your supervisor as soon as possible.
2. On receipt of the Disclosure Statement your supervisor should discuss it with you in a timely way. Your supervisor should exercise his or her judgement in determining an appropriate plan for managing the conflict of interest.
3. If appropriate you and your supervisor should agree on a plan for managing the conflict of interest.
4. The completed declaration should be retained in the staff member's personal file.

Disclosure Statement:

A. **Describe the nature of the real, perceived or potential material conflict of interest.** (Provide sufficient information to enable a procedure for management of the conflict of interest to be established. If third parties are relevant to the disclosure, the third parties should be informed.)

_____

_____

_____

_____

B. **Describe how the situation might affect or be seen to potentially affect you or the College.**

_____

_____

_____

_____

_____

C. **Explain how you propose to manage this conflict if applicable**

_____

_____

_____

_____

_____

Certification:

I have disclosed all relevant matters to the College.

I have agreed to implement the management plan summarised above.

Name of person disclosing:

Signature of person disclosing:

Date:

Name of Principal/Supervisor:

Signature of Principal/Supervisor: **Date:**

18.9 Appendix 9 Finance and Audit Committee Charter

St Philip's Christian Education
FOR THE WHOLE OF LIFE

St Philip's Christian Education Foundation Ltd

Finance and Audit Committee Charter

Purpose:

The over-arching purpose of the Board of Directors and (by delegation) all of its committees, is to deliver the Foundation's strategic vision, whilst remaining true to the Mission and living according to the Core Values.

The specific purpose of this committee is to monitor the financial controls in place and to report and make recommendations to the Board of Directors.

And this same God who takes care of me will supply all your needs from his glorious riches, which have been given to us in Christ Jesus. (Philippians 4:19 NLT)

Membership

- Membership and terms of reference will be reviewed periodically by the Board
- The committee will comprise three Directors (including the Chair of the Committee) and up to three members appointed from the executive staff, including the CFO.
- When the committee is operating as an Audit committee, employees of the Foundation will not be part of the committee, but the CEO and CFO will attend to provide information and participate in discussions.

Quorum

The quorum shall be three members including at least one Director.

Meetings

The committee will meet once per term or more frequently as required. The Chair is appointed by the Board of Directors annually. The Chair will be responsible for ensuring the agendas are produced, minutes of the meeting are taken and are circulated to Board members and reported at subsequent Board meetings.

Terms of Reference

Finance

- To oversee the production of a Financial Manual of guidance incorporating all the finance policies and delegations which will apply to the Foundation and its schools and centres. The manual should be recommended to the Full Board of Directors for approval and be reviewed annually.
- To review with the CEO and the CFO the projected budgets for the next year and the ten-year master plans for the Foundation and each business unit within the Foundation. Make recommendations to the Board of Directors concerning issues and changes.
- To consider Board Papers submitted for expenditure and make recommendations to the Board of Directors.
- To consider and explore means of external finance available to the Foundation.
- To consider regular budget monitoring reports and periodic strategic financial projections prepared by the CFO and submit reports to the Board of Directors on the budget position, together with any proposed corrective action to address significant variances between expenditure and budget.
- To consider regular Cash flow projections to ensure the viability of the Foundation. To consider and approve investment of funds in line with the Investment Policy.
- Where financial benchmarks are available, use these to compare expenditure with similar schools and to review efficiency and financial effectiveness throughout the Foundation.

Audit Committee

- Ensure that the Foundation's financial procedures (as set out in the Finance Manual and individual schemes of delegation) at both Foundation and school levels are reviewed at least annually paying particular attention to any recommendations made by internal or external audits.
- To receive reports from internal and external auditors following audits. To act on any recommendations after its consideration of such report.
- Review the annual audit plan prepared by the CFO and monitor the audit process.
- Review the Annual Financial Accounts prepared by the Board appointed Auditors and report to the Board of Directors.
- Review the Audit Management Report prepared annually by the auditors and make recommendations to the Board of Directors.
- To investigate on behalf of the Board of Directors any financial or administrative matter which may put the Foundation at risk. This may include examining reports on special investigations and advising the Board of Directors accordingly.

Powers of the committee

The committee shall have the power to require explanations, documents or analysis from any employee of the Foundation or any committee member and to make recommendations to officers, committees and Board of Directors. In the event of those

recommendations not being accepted by an officer or committee, they must be referred for consideration to the Board of Directors.

Recording and reporting of meeting

A minute secretary is to be appointed to the committee, who will produce minutes of all meetings to be circulated before the Board of Directors meeting following the committee meeting.

Review of terms of reference and membership

This will be undertaken annually by the Board of Directors.

Adopted by the Board of Directors

Reviewed by Board of Directors: November 2024

18.10 Appendix 10 Membership Committee Charter

St Philip's Christian Education
FOR THE WHOLE OF LIFE

St Philip's Christian Education Foundation Ltd

Membership Committee Charter

Rationale:

The membership committee is established pursuant to the SPCEF Ltd Constitution clauses 10.1 (b) and 65.

Role of the Membership Committee:

The Membership Committee considers all matters relating to the membership of the Foundation including recruitment and selection, communication with members, membership processes and make recommendations to the Board.

Responsibilities of the Membership Committee:

3. Set specific annual objectives for the committee with reporting dates.
4. Develop membership searches that promote the Foundation and attract the desired candidates.
5. Approach appropriate candidates suitable for membership.
6. Recommend candidates to Board for approval and rejection.
7. Review membership processes and make recommendations on their improvement.
8. Carry out the tasks delegated by the Board.

Membership:

At least three members are to be approved by the Board including the CEO.

Expertise:

Members of the committee should be a current Board member in at least their second three-year term.

Chair:

The chair should be appointed by the committee each year or when there are substantive changes to the membership of the committee.

Operation of the Committee:

9. Secretariat support and record keeping will be provided by the Foundation Office.
10. The committee should meet when necessary and at least twice per year.
11. The Board may call a meeting and delegate the committee to carry out agreed actions.
12. Minutes of each meeting should be kept and provided for the Board.
13. Reports should be made periodically to the Board and at their request.

Review and Assessment of the Committee:

14. The Board will receive a report from the committee at least annually indicating progress against objectives.
15. The Board will consider the performance of the Membership Committee in its annual evaluation process.

18.11 Appendix 11 People, Governance, Risk Committee Charter

St Philip's Christian Education
FOR THE WHOLE OF LIFE

St Philip's Christian Education Foundation Ltd

People, Governance and Risk Committee Charter

Purpose:

The over-arching purpose of the Board of Directors and (by delegation) all of its committees, is to deliver the Foundation's strategic vision, whilst remaining true to the Mission and living according to the Core Values.

The specific purpose of the **People, Governance and Risk Committee** is to provide advice to the Board of Directors by monitoring and reviewing issues that may impede the goals, objectives and performance of the Foundation

People might make many plans, but what the Lord says is what will happen. (Proverbs 19:21)

Membership

- Membership and terms of reference will be reviewed periodically by the Board
- The committee will comprise three Directors (including the Chair of the Committee) and up to three members appointed from the executive staff.
- From time to time experts in their subject field may be invited to attend a specific meeting.

Quorum

The quorum shall be three members including at least one Director.

Meetings

The committee will meet once per term or more frequently as required. The Chair is appointed by the Board of Directors annually. The Chair will be responsible for ensuring the agendas are produced, minutes of the meeting are taken and are circulated to Board members and reported at subsequent Board meetings.

Terms of Reference

People

- To oversee the currency and adequacy of human resources policies and procedures for the Foundation and that we are meeting our objectives and obligations.
- To review remuneration strategy, policy and arrangements.
- Manage as directed by the Board the CEO's appointment, remuneration, performance review and succession planning arrangements.
- Review for the Board the quarterly reports from the Director of People and Culture.

Governance

- Manage the review of the Governance Handbook including committee terms of reference.
- Review the Annual Governance Calendar.
- Manage as directed by the Board the evaluation process for the review of the Board and its committees with reference to the skills matrix.
- Review the Board of Directors professional development needs and the onboarding processes for new directors including the requirement for Directors to have a DIN prior to appointment. (Alternatively, this role could go to the Membership Committee)
- Monitor the Related Party Register and reporting to the Board.
- Periodically, review the database of legal entities and business names along with persons with designated responsibility.
- Oversee the register for all delegated persons with access codes and the like for example ATO Public Officer, Schools Hub, Commbiz, CardManager, ACNC, NESA responsible persons.
- Receive reports from the Company Secretary regarding his area of responsibility and ensure statutory obligations are meet. Report to the Board any updates required for Governance Registers.

Risk

- Review the Board's risk appetite statement and make recommendations to the Board.
- Review policy and procedures in the area of Risk Management.
- Regularly review the Foundations organisation wide Compliance Framework and Risk Management Framework.
- Receive reports on the effectiveness of CompliSpace or relevant system.
- Review the type and level of insurance coverage for the organisation and make recommendations to the Board.
- Monitor any critical matters such as current or pending litigation.
- Receive and review quarterly Risk Management Reports.

Powers of the committee

As directed by the Board, the committee shall have the power to require explanations, documents or analysis from any employee of the Foundation or any committee member and to make recommendations to officers, committees and Board of Directors. In the event of those recommendations not being accepted by an officer or committee, they must be referred for consideration to the Board of Directors.

Recording and reporting of meeting

A minute secretary is to be appointed to the committee, who will produce minutes of all meetings to be circulated before the Board of Directors meeting following the committee meeting.

Review of terms of reference and membership

This will be undertaken annually by the Board of Directors.

Adopted by the Board of Directors: (Date)

To be reviewed by Board of Directors: November 2024

18.12 Appendix 12 Building and Infrastructure Committee Charter

St Philip's Christian Education
FOR THE WHOLE OF LIFE

St Philip's Christian Education Foundation Ltd

Building and Infrastructure Committee Charter

Purpose:

The over-arching purpose of the Board of Directors and (by delegation) all of its committees, is to deliver the Foundation's strategic vision, whilst remaining true to the Mission and living according to the Core Values.

The Building and Infrastructure Committee (the Committee) has been established to provide advice to the Board concerning building and infrastructure matters with respect to existing and future properties and fixed assets.

Unless the LORD builds a house, the work of the builders is wasted. Unless the LORD protects a city, guarding it with sentries will do no good. (Psalms 127:1)

Membership

- Membership and charter will be reviewed periodically by the Board
- The committee will comprise three Directors (including the Chair of the Committee) and up to three members appointed from the executive staff, including the CFO.

Quorum

The quorum shall be three members including at least one Director.

Meetings

The committee will meet once per term or more frequently as required. The Chair is appointed by the Board of Directors annually. The Chair will be responsible for ensuring the agendas are produced, minutes of the meeting are taken and are circulated to Board members and reported at subsequent Board meetings.

Charter

- To provide specialist advice to the Board and Management in relation to dealing in property owned or leased by the Foundation or to be acquired by, sold by or leased from the Foundation.

- To advise the Board and staff within the Foundation with respect to the design, construction, alteration or demolition of buildings, including site works, external services and associated other costs.
- To assist entities within the Foundation to evaluate plans, drawings, specifications, etc. presented by their consultants.
- To assist staff within the Foundation in the preparation of the initial briefs to their appointed consultants taking into account the available resources of time, space and funds.
- To assist with the preparation of proposals for submission to the Board by the provision of advice and professional support. This advice and support should continue even in circumstances when the Board does not approve initial project proposals.
- To provide some advice concerning legal issues relevant to building projects or contractual matters.
- To assist staff of the Foundation in complying with guidelines in matters liturgical, educational and financial are followed.
- To ensure entities within the Foundation comply with relevant statutory requirements in planning and implementing any property matter.
- To assist with Strategic Planning within the Foundation.

Powers of the committee

The committee shall have the power to require explanations, documents or analysis from any employee of the Foundation or any committee member and to make recommendations to officers, committees and Board of Directors. In the event of those recommendations not being accepted by an officer or committee, they must be referred for consideration to the Board of Directors.

Recording and reporting of meeting

A minute secretary is to be appointed to the committee, who will produce minutes of all meetings to be circulated before the Board of Directors meeting following the committee meeting.

Review of terms of reference and membership

This will be undertaken annually by the Board of Directors.

Adopted by the Board of Directors: Proposed ratification May 2023

Reviewed by Board of Directors: March 2024