



College Board Charter

Version CBC2022-1.0

Purpose:	The purpose of this Charter is to outline the key roles, responsibilities and functions of the College board. It should be read in conjunction with the roles, responsibilities and functions of the CEO and Senior Leadership Team. In doing so, it reflects, in equal measure, the importance of both good corporate governance and Ohana College ('College') principles.	
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CONTENTS

I. The College	3
II. The Essence of the College	3
III. Vision.....	3
IV. Mission	3
V. Our Graduates	3
VI. The Role of the Board.....	3
VII. Style of Governance	4
VIII. Board Membership, Structure and Capability.....	5
IX. Capabilities of the Board	6
X. Directors' Appointment and Induction	6
XI. The Role of the Chair.....	6
XII. The Role of Directors	6
XIII. The Role of Company Secretary	7
XIV. Board Governance Protocols.....	7

I. The College

The College is operated by a Company limited by guarantee under the Act and the liability of members is limited as provided by the Constitution.

II. The Essence of the College

The College is a co-educational, independent, Special Assistance School specifically designed for young people who have disengaged from mainstream schooling and meet entry criteria.

III. Vision

It is our vision to provide flexible approaches to secondary schooling through the provision of a safe, inclusive, supportive, and progressive educational experiences. We seek to be recognised as a leading Special Assistance College.

IV. Mission

It is our mission at Ohana College to support and empower all young people to achieve individual and collective success. Individual and customised support is critical to our mission.

We provide an alternative, inclusive approach to education. Our College understands that engagement in education creates an opportunity for students to become empowered and successful learners. We believe that learning success is determined by an individual, and our priority is to nurture and guide young people so that they believe they are capable of success through hard work, determination and commitment to their learning. We deliver this through Advantage Thinking.

V. Our Graduates

We aspire for our graduates to:

- Be positive and engaged contributors to their families and their community;
- Be creative, critical thinkers who embrace innovation and problem solving;
- Have a career plan and be ready for employment with the ability to work in a team environment;
- Be confident and capable of embracing their chosen future aspirations;
- Have completed a QCE or other nationally recognised qualification; and
- Be healthy and happy.

VI. The Role of the Board

Role, Functions and Powers of the Board

The key role of the board is to govern Ohana College by ensuring that the College meets its “Objects” as outlined in Clause 4 of the Constitution. The functions and powers of the board are prescribed in Clause 17 of the Constitution.

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In carrying out its responsibilities and exercising its powers, the board recognises its overriding responsibility to act honestly, fairly, diligently and in accordance with the law in serving the interests of Ohana College, company members, teachers, students, parents and other stakeholders as well as upholding the values and ethos of the College. It works to promote and maintain an environment within the College that establishes these principles as basic guidelines for all its employees and representatives. In addition to matters expressly required by law to be approved by the board, powers specifically reserved for the board are as follows:

- a) reviewing and ratifying each of the following:
 - i. systems of risk management and internal control and compliance, codes of conduct and legal compliance;
 - ii. the performance of the organisation against its approved strategies and key performance indicators;
 - iii. financial and other reporting; and
 - iv. major capital expenditure, capital management, investments, acquisitions and divestitures.
- (b) any matters in excess of the authority that, from time to time, it may have delegated to the CEO;
- (c) appointing, and where appropriate removing, the CEO and determining their terms and conditions of employment (including remuneration); and
- (d) approving each of the following, on the recommendation of the CEO where appropriate:
 - i. the strategic plan, at least annually;
 - ii. the budget, at least annually;
 - iii. the appointment and, where appropriate, the removal of the company secretary;
 - iv. the acquisition, establishment, disposal or cessation of any significant business of the company;
 - v. any proposed change to the organisation's constitution, charters and membership processes;
 - vi. any public statements which reflect significant issues of the organisation's policy or strategy; and
 - vii. any changes to the authorities delegated to the principal from the board as outlined in Delegations of Authority policies.

VII. Style of Governance

Principles of Our Governance

The board will:

- guide and inspire the organisation by focusing on setting strategic direction and policy to attain long-term outcomes for the College, not on the operational means of attaining those outcomes;
- govern with a sense of collective responsibility. It will use the expertise of individual directors to enhance the ability of the board as a body, but will not substitute individual judgments for the board's collective considerations;
- hold itself accountable to govern with excellence. This discipline will apply to matters such as attendance, preparation for meetings, decision-making principles, respect of roles, and ensuring an appropriate skill mix of directors and the continuity of governance capability;
- continue to develop and improve itself through ongoing education and evaluation of board and individual director effectiveness.

A Balanced Approach to Board Leadership

In practice, this means that the board provides value to the leadership and governance of Ohana College in three ways:

1. **Generative Thinking** – by regularly considering and exploring broad issues, ideas, opportunities and challenges that could influence or change how Ohana College undertakes its work. This thinking is conducted at each board meeting and in particular at the Annual Strategy meetings.
2. **Setting Strategic Direction** – by considering key opportunities and challenges both within and outside Ohana College and making decisions on initiatives to address them. These decisions are made in accordance with approved budgets.
3. **Fiduciary Oversight** – by being accountable for the financial, risk and reputational health of Ohana College.

The board must balance these roles in all its decisions with guidance and support from management.

Specific Responsibilities of the Board

The specific responsibilities of the board are encompassed within the following seven Governance areas:

- Governance and Strategy
- The CEO
- Finances
- Property, Facilities and Capital Equipment
- Curriculum
- Risk Management
- External Relations

VIII. Board Membership, Structure and Capability

Board Membership and Structure

Clauses 16 to 18 of the Constitution details membership and structure of the board and the election, retirement and rotation of directors.

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IX. Capabilities of the Board

The capabilities and experience required on the board are in the areas of:

- Education
- Accounting and finance
- Strategy and policy development
- Business
- Marketing
- Stakeholder engagement
- Law
- Pastoral Care

These capabilities must be reviewed at the election of new directors, or when casual vacancies occur. It is the responsibility of the board, coordinated by the Chair, to work to maintain an appropriate mix of these key capabilities, or access to them.

X. Directors' Appointment and Induction

Each new director will receive a letter of appointment, which will include documents of importance to the organisation and College. New directors' induction will include developing an understanding of the difference between strategic and operational matters.

XI. The Role of the Chair

The Chair is responsible for:

- providing leadership and vision to the board and ensuring that the board is observing sound, up-to-date governance principles;
- communicating board decisions to Ohana College members and other stakeholders in conjunction with the principal;
- providing support and guidance to the CEO including the conditions of employment and remuneration of the CEO;
- co-ordinating informal and formal evaluation processes for the board, both collectively and for directors as individuals;
- attending all or any board committee meetings either as a member of these committees or in an ex-officio capacity as required;
- ensuring any conflict of interest is disclosed by directors at the beginning of each meeting.

XII. The Role of Directors

The role of the individual director includes:

- contributing to the collective responsibility of ensuring the board carries out its overall purpose,
- complying with the *Directors' Code of Conduct*;
- complying with obligations imposed by legislation, including all legislation relevant to College and the *Corporations Act 2001*;
- complying with policies as set by the board from time to time;

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- making active enquiry to ensure that the board has the necessary information for effective decision making;
- keeping confidential all board discussions, deliberations and documentation;
- returning, deleting or securely destroying all copies (electronic or otherwise) of board papers, minutes or other documentation that were referred to by the director during deliberations or discussions. Copies of all board documents, including tabled documents, are retained by Ohana College and remain the property of Ohana College. All directors have immediate and ongoing access to these documents under the terms of their Deed of Access and Indemnity.
- undertaking reading or research which will enhance their individual contribution to the activities of the board, including maintaining knowledge of the education system and appropriate legislation;

XIII. The Role of Company Secretary

The board must appoint at least one person to the role of Company Secretary in accordance with Clauses 19 of the Constitution. In its current Ohana College Company practice that the Chief Financial Officer fulfils the role of Company Secretary. The board may appoint another suitable Officer as Company Secretary such as the Finance Manager.

The role of the Company Secretary is to:

- propose and arrange appropriate Directors' insurance cover;
- manage board processes – preparation and circulation of agendas, discussion papers, reports and minutes for the board and its committees;
- ensure Members and Directors meetings are properly called and held;
- ensure records of Members and Directors meetings are kept in compliance with the Corporations Act and the Constitution;
- arrange board/director induction and training as required by the board and the Chairperson;
- manage all board Governance documents and advise the Chairperson of the schedule of Governance review;
- ensure legal requirements with ASIC, ACNC and other regulators are met, including continuous disclosure;
- provide advice to directors regarding the Corporations Act, Ohana College Constitution, and other legal and regulatory needs; and
- arrange, at the direction of the Chairperson and CEO, reviews of board governance and effectiveness.

XIV. Board Governance Protocols

1. Board Meetings

Clause 18 of the Constitution outline how board meetings will operate and the responsibilities of directors. The board meetings and agenda are fundamental to good governance. Board meetings are the main opportunity for directors to obtain and exchange information and make decisions in line with their overall purpose and consistent with their detailed roles and responsibilities.

2. Board Meeting Protocols

Directors will act in a manner to enable the conduct of meetings to be informed, productive and results-oriented. To this end they will:

- accord other directors and their views respect;
- act in a business-like manner;
- act in accordance with Ohana College Constitution;
- raise and address issues in a confident and firm, yet friendly manner; and
- use good judgment, common sense and tact when discussing issues.

3. Meeting Agenda, Reports, Minutes and Document Access

Meeting Agenda

The Chair will set the agenda for each meeting in consultation with the CEO and will meet beforehand, if necessary, to plan the order of business for the meeting.

All directors should have the opportunity to place items on the agenda and to thoroughly review and consider all upcoming agenda items before each meeting. This should be achieved by the following means:

- directors should submit agenda items via the Secretary, with supporting documentation if applicable no less than 7 days prior to each meeting.
- For difficult or complex matters, it is advisable that the relevant director discuss the matter with the Chair and/or meet with the Chair before the meeting to consider how best to present the matter.
- The Agenda and all meeting papers should be circulated a minimum of 3 days prior to each meeting
- Each agenda should also include the item "Other Business" to provide opportunities for directors to raise issues at meetings.

Papers and Reports

Papers and reports for board meetings should contain all relevant information in an easy to read and understandable form to enable the board to make informed decisions and be available no less than 3 days prior to each meeting. Papers should have an appropriately completed board Cover Page summarising what is proposed.

If any Committees of the Board have met since the last board meeting, the minutes of such committee meeting should be attached to the board papers for noting by the board at the next available meeting. If there are any matters or recommendations which the committee wishes the board to consider, these should be provided in a Paper for consideration by the board.

Minutes

Minutes of Board meetings are to be verified by the Chair. Minutes should be made available to all directors, via direct email, within 10 working days of the subsequent board meeting. Minutes must be approved at the next board meeting.

Documentation Access and Management

The Company Secretary is responsible for the maintenance, management and accuracy of the complete set of board papers. In the event of any legal action, investigation or enquiry by a regulatory authority, each director is entitled to access the papers and any

other relevant records of the College for the period during which they were a director, as per their Deed of Access and Indemnity.

4. Directors' Protection

Subject to the provisions of the Act, each director is indemnified with Directors' and Officers' Liability Insurance. (See Clauses 24 of the Constitution).

5. Specialist Advice

The organisation will reimburse a director for independent specialist advice which the director obtains relating to their duties and obligations as a director on the following basis:

- a) the organisation has not already received specialist advice on the point on which the director wishes to seek advice or has not made such advice available to the director or advised the director accordingly; and
- b) the director first obtains the Chair's approval to seek such advice or, failing receipt of the Chair's approval, the approval of the board.

6. Directors' Code of Conduct

Directors are expected to comply with the spirit, as well as the letter, of the law and with the principles of this Charter. Directors will ensure that in fulfilling their duties they:

- give of their expertise generously to the College;
- act for the benefit of the whole College and its stakeholders, putting aside their individual interests;
- declare any potential conflict of interest;
- act with skill, care and diligence;
- demonstrate commercial reasonableness in their decisions;
- discharge their duties in good faith and honestly;
- act in a manner that maintains and enhances the reputation of the College;
- act with appropriate confidentiality, congruent with the best interests of the College;
- fulfil their fiduciary duty to the College;
- make appropriate enquiries to ensure the College is operating efficiently and legally to achieve its goals;
- undertake diligent analysis of all proposals placed before the board; and
- use the powers of their office for a proper purpose.

7. Board Development and Evaluation

It is the board's policy to foster the professional development of each director and the board. The board will conduct an evaluation of its effectiveness and current capabilities on a regular basis with a view to providing best practice governance.

8. Changes, New Policies and Processes

Any new policies or processes, or changes to existing policies and processes of the board shall be incorporated into this Governance Charter in the review process. Consequently, this Charter shall be reviewed every two years or as required following a board evaluation process.

9. Relationship with the CEO

The CEO is appointed by the board. The board must provide a clear, united and mutually supportive governance environment in which the CEO can work. In doing so, all board members are required to fulfil their board role with confidence and objectivity. The CEO is responsible for the day-to-day leadership and management of the College in accordance with the priorities and policies agreed with the board. The CEO formally reports to the board at each meeting. The CEO shall meet with the Board Chair as required.