

Adopted by the Directors at a Board meeting held on 22 May 2023

EAST PRESTON ISLAMIC COLLEGE LIMITED

ACN 116 376 642
ABN 27 116 376 642

BOARD GOVERNANCE CHARTER

A registered independent school under the *Education Training and Reform Act 2006* (Vic)

A registered charity with Australian Charities and Not-for-profits Commission

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| Approved By: | Board |
| Version: | 1.0 (see also clause 13) |
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1 INTRODUCTION

This Board Charter of East Preston Islamic College Limited (**College**) outlines the key roles, responsibilities and functions of the Board. It should be considered in conjunction with the

The aim of this Charter is to:

- 2.4.1 assist Directors, Chair, Principal and Company Secretary to understand their individual and collective obligations, the Board's policies and obligations, and those of the College;
- 2.4.2 codify good corporate governance conventions and practices;
- 2.4.3 provide surety and consistency to facilitate reliability and confidence in the Board's operations;
- 2.4.4 ensure the Board is aware of its obligations under the Constitution and Relevant Laws to maintain its registration as a registered charity and independent school;
- 2.4.5 ensure that the Board, committees (if any), Principal and senior management act in a way that is consistent with the minimum governance standards of a registered school and registered charity;
- 2.4.6 ensure the Board has policies and procedures in place to enable it to operate effectively and efficiently in managing the College;
- 2.4.7 enable the Board to effectively manage its operations and interactions with stakeholders, regulators and auditors;
- 2.4.8 ensure the Board is aware of its obligations under the Constitution and Relevant Laws to maintain its registration as a registered charity and independent school;
- 2.4.9 ensure that the Board, committees (if any), Principal and senior management act in a way that is consistent with the minimum governance standards of a registered school and registered charity;
- 2.4.10 contextualise key policies, procedures and governing documents to the legal and regulatory framework in which the College operates;
- 2.4.11 provide board meeting procedures;
- 2.4.12 ensure that risk management and strategic planning obligations are met;
- 2.4.13 ensure that Director induction processes involve key documents and information is provided to new Directors;
- 2.4.14 provide consistency and clarity in relation to delegations from the Board to committees (if any), the Principal and senior management; and
- 2.4.15 strengthen the College's conflicts of interest policy and procedure to provide clear procedures for management of conflict of interest and duty.

2.5 **Interaction with Constitution**

This Charter is intended to operate in conjunction with the Constitution.

This Charter must at all times be read subject to the Constitution.

In the event of any discrepancy or ambiguity arising concerning the interpretation or application of any provision, the Constitution's interpretation or application will take priority and consideration should be given to seeking legal advice.

Any provision in this Charter that is impacted by any amendment to the Constitution must be read as if amended along with the Constitution, and the Board must effect appropriate changes at its earliest opportunity.

2.6 **Interaction with Relevant Laws**

As a registered charity and registered independent school, the College is required to meet minimum governance standards to ensure continued registration. This Charter is intended to assist the College by setting out the key functions and responsibilities of the Board and committees (if any) to ensure it can effectively manage its finances and development of strategic direction, and fulfil its legal obligations.

(iii) is otherwise not a payment made in good faith for the benefit of the school, or reasonably required for the conduct of the school.

2.6.4 the Child Safe Standards; and

2.6.5 the governance standards required of a registered charity, in particular ACNC Governance Standard 5 which relates to the duties of responsible persons.

2.7 **Policies**

The Board may develop and implement policies concerning any aspect of the operation of the

3.2.9 preside over Board meetings in accordance with clause 67 of the Constitution.

3.3 **Composition of the Board**

The Board acknowledges that for the ongoing operation of the College to ensure the College meets the minimum standards under the Relevant Laws, Directors are appointed to serve on the Board in accordance with clause 50 and 51 of the Constitution. The Directors are required to ensure that nominees hold relevant skills to ensure the Board is able to meet the demands of the College at any time.

3.4 **Working With Children Check clearance and Fit and Proper Person Declaration**

Directors must each assure themselves that adequate risk management procedures are implemented by the College, including by:

- 4.4.1 understanding the risk management process and levels of acceptable risk;
- 4.4.2 receiving and reviewing regular reports on the College's risk management procedures; and
- 4.4.3 ensuring the regular review of the College's risk management practices by external auditors.

Student safety risks will be managed in accordance with the College's student safety framework.

4.5 Relationships

4.5.1 Principal

The Principal of the College is appointed by the Board, and is effectively the chief executive officer of the College.

The Board must appoint the Principal for a specified term. The Board is responsible for the Principal's performance, and must maintain appropriate oversight over the Principal's activities.

The Board has overall responsibility for the management of the College but delegates matters in accordance with the Delegation Instrument and Delegation Matrix, to the Principal with the exception of those matters reserved for the Board.

The Principal's role in relation to the Board includes:

- (a) communicating with the Chair outside of scheduled Board meetings to address urgent or otherwise sensitive matters that arise;
- (b) providing support to the Board as requested by the Board from time to time;
- (c) ensuring matters which arise in the management and day-to-day operations and business of the College which should be considered by the Board are taken to the Board; and
- (d) providing input into strategic decisions.

The Principal is responsible for the management and day-to-day operations and business of the College which includes:

- (a) managing the College to achieve the goals agreed and endorsed by the Board whilst having regard to the Purposes and Strategic Policies of the College;
- (b) overseeing the educational and co-curricular programs and developments in the College;
- (c) ensuring the care, safety and welfare of the College's students, including by:
 - (1) ensuring that student safety is the College's paramount consideration, and that the College

- (2) disclosing to the Board any relevant matters regarding the same;
- (d) appointing, managing, disciplining and dismissing staff;
- (e) ensuring the College complies with all Relevant Laws, and disclosing to the Board any relevant changes to Relevant Laws;
- (f) managing the College's business effectively;
- (g) effectively managing College resources;
- (h) implementing the College's strategic direction;
- (i) maintain communication with the Board as is appropriate, including escalating for the Board's consideration any matter required to be escalated;
- (j) provide accurate and timely information and reports to the Board, to enable the Board to perform its role effectively; and
- (k) generally supporting the Board in its role.

4.5.2 Company Secretary

A Company Secretary must be appointed in accordance with clause 73 of the Constitution and the Relevant Laws. A Company Secretary must only be appointed

- 4.6.1 self assessment;
- 4.6.2 peer assessment; and/or
- 4.6.3 interviews conducted by an external facilitator or the Chair.

All matters relating to a Director's assessment are confidential and must only be discussed between the Chair and the Director involved. Director assessments must not be presented to other Directors unless

- 5.2.2 act ethically, with honesty and integrity, in the best interests of the College at all times;
- 5.2.3 take responsibility to contribute actively to all aspects of their individual role within the Board through sufficient preparation and engagement;
- 5.2.4 make decisions fairly, impartially and promptly, considering all available information, taking all reasonable steps to be satisfied as to the soundness of decisions made;
- 5.2.5 treat colleagues with respect, courtesy, honesty and fairness, and have proper regard to their interests, rights, safety and welfare;
- 5.2.6 contribute to a harmonious, safe and productive board environment/culture through professional relationships;
- 5.2.7 encourage a strong culture of accountability where issues are raised early;
- 5.2.8 not make improper use of their position to gain advantage for themselves or for any other person;
- 5.2.9 uphold the spirit and values of the College, as well as ensuring legal compliance, at all times;
- 5.2.10 act in a financially responsible manner; and
- 5.2.11 apply due diligence to the scrutiny of financial reports, audit reports and other financial material that come before the Board by actively monitoring and questioning all information.

5.3 **Conflicts of interest**

A conflict of interest occurs when a person has a personal interest which conflicts with the interests of the College, where it can reasonably be expected that decisions of the affected person may be influenced. It includes actual, potential and perceived conflicts of interest.

Directors must comply with clause 102 of the Constitution and the College's Conflict of Interest Policy and Procedure in relation to conflicts of interest. A Standing Notice of Conflicts of Interest may be given.

5.4 **Confidentiality**

Confidential information which is presented or made available to the Board, whether personal or sensitive information or information which is commercial in confidence, must be kept confidential by the Directors unless disclosure has been specifically authorised or consented to, and managed in accordance with all applicable laws. It is expected that Directors will not make any undisclosed and/or unapproved public statements regarding the business of the Board or the College.

Directors must take reasonable measures to keep all confidential information safe and secure (whether in electronic or hard copy formats).

5.5 **Alternate Directors**

Alternate Director are not permitted.

A Director is separately entitled to be reimbursed for reasonable travel and other expenses incurred by them when engaged in the College's business, attending meetings or otherwise in carrying out the duties of a Director where payment does not exceed any amount previously approved by the Board.

6 BOARD PROCEDURE

6.1 Meetings

6.1.1 Frequency

The Directors will meet for the dispatch of business, adjourn and otherwise regulate their meetings as they think fit as required by clause 63 of the Constitution.

6.1.2 Notice

Notice of every Board meeting will be given to each Director and may be given to any Director's nominated electronic address. At least 5 days' notice should be given of Board meetings, such notice to contain all relevant information in an easy to read and understandable form to enable the Board to make informed decisions.

A Board meeting may be called or held using any technology consented to by all the Directors. The consent may be a standing one. A Director may only withdraw the Director's consent within a reasonable period prior to the meeting.

6.1.3 Agendas

A draft agenda for each Board meeting must be circulated to all Directors in advance of the meeting. All Directors must be given ample opportunity to review agenda items and add new agenda items if thought fit.

6.1.4 Attendance

Directors are expected to attend 75% of Board meetings. Absences must be communicated beforehand to the Chair.

A Director who is absent from two Board meetings without the consent of the Board in a period of six months will cease to be a Director and will be removed in accordance with clause 55.8 of the Constitution.

The Principal may attend Board meetings where invited by the Board.

6.1.5 Quorum

A quorum will be a majority of the total number of Directors or such greater number as may be fixed by the Board, per clause 65 of the Constitution.

6.1.6 Retention of Board papers

A Director may be permitted to retain their papers at the completion of a Board meeting, subject to any requirements of the Board including any requirements for the safety, return and destruction of such papers.

6.1.7 Voting

In accordance with clause 64 of the Constitution questions arising at a meeting of the Board are to be decided by a majority of votes and in the event of an equality of votes the chair of the meeting has a second or casting vote. The Chair has discretion both as to whether or not to use the casting vote and as to the way in

Regardless of any of the above, Directors must not make any public statements that directly or indirectly criticise or contradict the Chair, the Principal, the Board or the College (or may be perceived as doing so) regardless of the capacity in which these statements are made.

Where a Director considers the

10.1.2 the roles and responsibilities of the Directors change (for any reason); or

