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## Newcastle Grammar School Ltd

ACN 054 234 141

### Board Charter

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#### 1 Introduction

Newcastle Grammar School Ltd ('NGS' or 'the School') is a company limited by guarantee and a registered not-for-profit entity under the *Australian Charities and Not-for-profits Commission Act 2012* (Cth) (ACNC Act). For the purposes of the ACNC Act, the charitable purpose of NGS is advancing education.

NGS is subject to the ACNC Act, the *Corporations Act 2001* (Cth), the *Education Act 2001* and its Constitution. If there is any conflict between this charter and the Constitution, the Constitution prevails.

#### 2 Purpose

The purpose of this charter is to document the role, responsibilities and principles for operation of the Board of NGS, and matters affecting individual Directors of the company. It also sets out the role and responsibilities of the Head of School as distinct from the Board.

#### 3 Roles and responsibilities

##### 3.1 Role of the Board

The role of the Board is to set the strategic direction for NGS and to guide and oversee its performance.

The Board's role is to govern NGS rather than to manage it. The Board has overall responsibility for ensuring the School is well-managed and its operations are successful. The Head of School is responsible for the day-to day management of the school to achieve the strategic goals set by the Board and subject to specified delegations of authority approved by the Board.

##### 3.2 Responsibilities of the Board

The Board is responsible for:

- a. setting the vision, values and strategic direction of the School, including approving and periodically reviewing the strategic plan
- b. approving business goals, objectives and strategy
- c. overseeing management's implementation of the strategic plan and monitoring the School's financial position and performance generally
- d. ensuring the School meets its legal obligations
- e. appointing and removing the Head of School, and determining the terms and conditions of appointment, including the remuneration package
- f. agreeing performance targets with, and regularly assessing the performance of, the Head of School
- g. approving executive appointments and succession planning for key executive positions
- h. approving operating budgets, major capital expenditure and tuition fees
- i. overseeing the integrity of the School's accounting and corporate reporting systems, including the external audit
- j. ensuring the School has an appropriate risk management framework in place, and setting the risk appetite within which the board expects management to operate
- k. approving the Charters of the Board and its committees, and reviewing the Charters at least annually
- l. monitoring the effectiveness of the School's governance practices, including evaluation of the Board, its Directors and committees.

##### 3.3 Responsibilities of individual directors

The responsibilities of individual directors are to:

- a. act with skill, care and diligence
- b. act in good faith and in the best interests of NGS
- c. not improperly use their position or misuse information about the School obtained in the performance of their duties
- d. to disclose perceived or actual conflicts of interest
- e. to ensure that the School's financial affairs are managed in a responsible manner
- f. not to allow the School to operate while insolvent
- g. comply with the School's Code of Conduct.

Each year, all directors must sign a statutory declaration that he/she is 'a fit and proper person' as required under the *Education Act 1990 (s47(1)(b))*, together with a conflict of interest declaration. Directors must also maintain a current Working with Children Check clearance.

### **3.4 Director remuneration**

Directors do not receive any remuneration, they provide their services on a voluntary basis (this is a requirement under s83C of the Education Act 1990).

### **3.5 Director induction**

Induction for new directors will include an outline of the School's financial, strategic, operational and risk position; directors' rights, duties and responsibilities; the roles and responsibility of senior management; and the role of Board committees. The induction program will include an opportunity to inspect the School's buildings, grounds and facilities.

Documents to be provided to new directors as part of the induction program include the most recent audited annual financial statements, the Constitution, Board and Committee Charters, Strategic Plan, Delegations Schedule, legal compliance and risk management frameworks, Code of Conduct and minutes of recent Board meetings.

At the time of induction, new directors will be required to sign a statutory declaration that he/she is 'a fit and proper person' as required under the Education Act 1990 (s 47(1)(b)), together with a conflict of interest declaration and confidentiality undertaking. They must also obtain a Working with Children Check clearance.

### **3.6 Director development**

The NSW Education Standards Authority (NESA) mandates that each director (as a 'responsible person' for a registered non-government school) must complete a minimum of twelve hours of professional learning with regard to governance issues over each three-year period from the time of commencement as a 'responsible person', to be delivered by a NESA-approved training provider.

Directors will be assisted by the School to fulfil their professional learning in a variety of ways, which may include opportunities to update and enhance their skills and knowledge through the resources of the Association of Independent Schools (AIS), via on-line governance training modules and attendance at the AIS Governance Symposium held each year.

Directors are also encouraged to complete formal training through the Australian Institute of Company Directors (AICD) if they do not already hold an equivalent qualification and/or experience. The School may provide assistance to undertake the Company Directors Course, subject to Board approval on a case-by-case basis.

### **3.7 Board performance and evaluation**

The Board shall review its performance annually, with particular attention being paid to the extent to which it has met its responsibilities in terms of this Charter and its effectiveness in focusing on matters of strategic importance for the School.

The Board recognises that the ongoing development and improvement of its own performance is a crucial input to effective governance. As a result, the Board will undertake regular evaluations of the effectiveness of the Board, its committees and directors.

The Board will approve the process for undertaking the evaluation and may engage an independent expert to facilitate the process.

Approved: 27th March 2018

Last reviewed: 24<sup>th</sup> March 2020

Next Review: March 2022