



# Board Charter

## 1. Introduction

The purpose of this Charter is to outline the functions and responsibilities of the Board and to support the key values and principle purpose outlined in the Constitution for Moama Anglican Grammar Ltd.

The Charter is intended to provide guidance to Directors to assist them in carrying out their roles and responsibilities, and define the standards of professional conduct that the School expects of its Directors.

The Charter also seeks to capture the obligations and responsibilities of Directors that would be required generally in accordance with good governance.

## 2. The School

Moama Anglican Grammar Limited is a Company limited by guarantee. (ACN 110 128 106).

## 3. Our Vision, Mission and Values

### Our Mission

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## **8. The Role of the Company Secretary**

The Corporations Act requires every public company to have an appointed Company Secretary.

The duties of the Company Secretary include:

- Ensuring the company complies with corporate legislation and regulation
- Ensuring statutory records and registers are correctly maintained
- Ensuring Board meetings are appropriately conducted and minuted
- Ensuring good governance principles are in place and being adhered to
- Ensuring appropriate and adequate corporate policies are in place
- Ensuring the Annual General Meeting and other general meetings of the Company are appropriately conducted and minuted

## **9. Board Directors**

### **9.1 Board Structure**

The School's Constitution outlines that the composition of the Board will |



### 9.3 Board Appointed Directors

#### Board Appointed Directors

- (f) The Board is responsible for appointing the Board appointed Directors, determining the selection process and conducting the selection process, subject to this Constitution. The Board may make Regulations for that purpose.
- (g) Before each annual general meeting, the Secretary (or such other person as the Board may nominate from time to time) must convene a nominations committee for the purpose of considering nominations and recommending candidates to the Board on the basis of their desirable skills, background and expertise (including without limitation, to complement the skills, background and expertise of any current Directors) for the effective operation of the Board.
- (h) The charter and composition of the nominations committee shall be determined by the Board, but must include at least one Director and two other members (who may or may not be Directors). The chair of the nominations committee must be a Director.
- (i)



## 9.5 Term of office of Directors

An Elected Director holds office for a term of three Years:

- commencing immediately after the annual general meeting at which his or her election was declared;
- concluding at the end of the third annual general meeting after the one at which they were declared elected.

An Appointed Director holds office for a term of three Years:

- commencing from the date the Board resolves to appoint the person (for example, the appointment may take effect immediately after the next annual general meeting);
- concluding at the end of the third annual general meeting after commencing as an Appointed Director.

The Board may appoint an Appointed Director for a shorter term than under Clause 7.6.2 of the Constitution if the Board so determines at the time of appointment.

## 9.6 Obligations

School Board Directors are obliged to comply with general law and legislative requirements. These legal obligations are not dependent on the size of the School or experience of the Board. It is a fundamental aspect of good governance that all Board Directors



Board Directors can incur civil or criminal liability for breach of their fiduciary obligations or for breach of any of their legislative obligations under the Act.

### **9.8 Confidentiality**

It is an essential aspect of good governance that Board Directors maintain confidentiality in respect of all Board matters and discussions. Confidentiality forms the basis of trust and encourages an open and honest forum for discussion. Board Directors have a right to freely express their views without fear of being named outside the Board meeting as taking a particular position. A Board Director has no right to disclose externally the deliberations or decisions of the Board unless expressly authorised to do so by the Board. To do so is a breach of the Board Director's duties under the Act and at law.

Each Board Director will be required to sign a Confidentiality Agreement.

### **9.9 Skills, Attributes and Characteristics**

To be effective in the representation of Moama Anglican Grammar stakeholders and sound delivery of effective governance, the Board are strongly committed to ensuring Directors hold an appropriate and balanced mix of skills and attributes such as:

- Corporate Governance (including Board experience)
- Risk Management & Audit
- Strategic Planning/Executive Management
- Financial & Accounting
- Legal & Regulatory Compliance
- Work Health and Safety
- Capital Project Management / Development

### **Other Desirable**



### **Characteristics**

Board Directors should represent a broad range of characteristics, backgrounds and interests, ideally encompassing a diverse cross-section of language, ethnicity and culture, gender, sexual orientation, age, socio-economic status, and disability reflective of the stakeholder base and local Echuca/Moama community.

The skills, attributes and characteristics of the Board will be reviewed annually to inform Board capacity building and development needs, as well as recruitment of new members.

#### **9.10 Board Appointment**

Upon appointment, each Board Director will receive 'Board Induction Information' as well as a tour of facilities at all Campuses.

#### **9.11 Board Induction**

The Board will provide all new Directors with a thorough induction and provide information such as the:

- Welcome letter from the Chair
- School's Constitution
- Board Charter
- The School's latest Annual Report
- Delegation Schedule
- Organisational Chart
- Directors and Officers liability insurance policy
- Directors Confidentiality Agreement and Code of Conduct
- Declaration of any Conflict of Interest and Related Part0000887 11.04 Tf1 0 0 1 310.2tuV







The Board may exercise its right to meet during the meeting without any staff members, including the Principal and Company Secretary, present at any time it chooses.

The Constitution provides that the Business Manager is responsible to the Board for the financial and business administration of the Company. As such the Business Manager has the right of direct approach to the Board and any Board Committee in relation to financial and business administration matters.

The agenda is important as it shapes the information flow and subsequent discussion. The Board agenda is developed by the Principal and Company Secretary in consultation with the Chair, taking into account suggestions from other Directors.

Board papers should be presented to the Board ideally 1 week prior to the meeting, and contain all relevant information in an easy to read and understandable form to enable the Board to make informed decisions.

## **10.2 Board Process**

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

- Respect other Board Director views
- Act in a professional manner
- Act in accordance with the Constitution
- Raise and address issues respectfully
- Minimize chatter and irrelevant remarks
- Refrain from interruption or interjection
- Use good judgment, common sense and tact when discussing issues

## **10.3 Meeting Frequency and Time**

The Board will meet at least 8 times in each calendar year. Board Directors will be presented a calendar of Board meeting dates for each year, prepared by the Company Secretary in consultation with the Board Chair and Principal. All meetings can be a combination of physical meetings or electronic meetings.

The Directors may pass a resolution by way of any electronic



meeting. If there are any matters or recommendations which such Committee wishes the Board to consider these should be



