



Christ Church  
Grammar School

# Council Charter

*April 2017*

## Table of Contents

1. Purpose .....	3
2. Objectives.....	3
2.1. Our Vision for Our School .....	3
2.2. Our Values .....	4
2.3. Our Mission .....	4
3. Role of the Council .....	4
3.1. The Council and Management .....	4
3.2. Role of the Council .....	5
3.3. Council Committees and Working Groups.....	5
4. Council Structure.....	6
4.1. Number and Appointment of Council Members .....	6
4.2. Council Skills.....	6
4.3. Casual Vacancy .....	6
4.4. Terms and Conditions of Appointment.....	6
4.5. The Role of Council Members .....	7
5. The Role of the Chairman .....	7
6. Election of the Chairman .....	8
7. Role of the Vice-Chairman.....	8
8. Role of the Treasurer.....	8
9. Role of the Council Secretary .....	8
10. Role of the Principal.....	8
11. Council Meetings.....	8
12. Council Member Protection .....	9
12.1. Protocol for Seeking Information.....	9
12.2. Access to Papers.....	9
12.3. Access to Independent Professional Advice .....	10
12.4. Insurance.....	10
13. Evaluating Performance .....	10
14. Remuneration .....	10
15. Council Member Induction and Development .....	10
16. Review .....	11
17. Related Documents .....	11

## 1. Purpose

The purpose of this Council Charter is to set out the functions and responsibilities of the Council of Christ Church Grammar School (“the School” or “CCGS”), adopting principles of good governance and practices that accord with the Anglican ethos and applicable laws.

## 2. Objectives

The objects of Christ Church Grammar School are given in Section 2 of the Constitution:

“To conduct and carry on at Claremont and/or elsewhere in Western Australia, an Anglican School by the name of Christ Church Grammar School.”

These objects are informed by the Mission of the Anglican Church of Australia, Diocese of Perth:

- To proclaim the good news of the Kingdom
- To teach, baptise and nurture new believers
- To respond to human needs by living service
- To seek to transform the unjust structure of society
- To strive to safeguard the integrity of creation and to sustain and renew the life of the earth.

### 2.1. *Our Vision for Our School*

We seek to be a School that is renowned for **building good men** who make a positive difference in their world.

We encourage our boys to become well-rounded in body, mind and spirit and to demonstrate their character through:

- the breadth, depth and range of their pursuits;
- their use of approaches that are flexible, rigorous and aligned; and
- their balanced appreciation of different views and perspectives.

We strive for academic excellence and to provide boys with the values and skills to succeed in our global world.

We provide an education that is enhanced by a faith tradition that engages with an Anglican ethos in an open, inclusive and diverse manner, and which is based on:

- the appreciative inquiry, critical thinking and contemporary content that equips our boys with a capacity to process and distil what really matters;
- a focus on goals, pathways, improvement and contribution; and
- a respectful and responsible commitment to a just, sustainable and inclusive world.

## 2.2. *Our Values*

Our School's values are:

**Care and Compassion:** Care for self and others.

**Excellence:** Seek to accomplish something noteworthy and admirable individually and collectively, and perform at one's best.

**Freedom:** Enjoy all the rights and privileges of citizenship free from unnecessary interference or control, and stand up for the rights of others.

**Honesty and Trustworthiness:** Be honest, sincere and seek the truth.

**Integrity:** Act in accordance with principles of moral and ethical conduct, and ensure consistency between words and deeds.

**Respect:** Treat others with consideration and regard.

**Responsibility:** Be accountable for an in charge of one's own actions – personal, social, civic and environmental.

**Social Justice:** Be committed to the pursuit and protection of the common good where all persons are entitled to legal, social and economic fair treatment.

**Understanding and Inclusion:** Be aware of others and their cultures, accept diversity and include others.

Our values both support and reflect the Australian Government's *National Framework for Values Education in Australian Schools* (2005) and are underpinned by the teachings of the Anglican Church:

“Who is wise and understanding among you? By his good conduct let him show his works in the meekness of wisdom.”

James 3: 13

## 2.3. *Our Mission*

Our mission is “boys educated to know, to do, to live with others and to be, locally, nationally and globally.”

(adapted from Delors, J (1996) *Learning: The Treasure Within, Report of the International Commission on Education for the Twenty-First Century*, UNESCO, Paris)

## 3. Role of the Council

### 3.1. *The Council and Management*

The Council's role is to govern CCGS rather than to manage it. In governing the School, the Council members act in the best interests of the School as a whole. It is the role of executive management to manage the School in accordance with the direction and delegations of the Council and it is the responsibility of the Council to oversee the activities of management in carrying out these delegated duties. Thus, except when dealing with specific management delegations of individual Council members, it is misleading to refer to the management function of the Council.

### 3.2. *Role of the Council*

The Council's role is to govern Christ Church Grammar School and the Council has the final responsibility for the successful operations of the School. In general, the Council is responsible for and has the authority to determine all matters relating to the policies, practices, administration and operations of the School.

In accordance with its constitution, CCGS policies and strategic intent, the Council is responsible for excellent governance practice within the School, with an emphasis on:

- Future orientation, organisational vision and strategic leadership;
- The continuity of accountability for the School;
- The relationship of the School to its key stakeholders;
- Sound policy-making principles;
- Encouragement of diversity in viewpoints, group responsibility and collective decision-making within the Council;
- Using a skills matrix and the expertise of individual Council members to enhance the ability of the Council as a body, without substituting the individual judgments for the Council's collective values;
- Ensuring the continuity of governance capability, especially through:
  - Appointment of Council members;
  - Appointment of Council officers;
  - Other appropriate succession planning;
  - Constitution and management of Council committees;
  - Council education;
  - Appraisal of Council members; and
  - Council review processes.
- Respect of roles, including clear understanding of and respect for the management and operational responsibilities and functionalities of its employees; and
- Preparation for and attendance at Council meetings, and participation at the other appropriate School activities.

In carrying out its governance role, the Council has two main tasks. First, the Council must drive the performance of the School. Second, the Council must also ensure that the School complies with all of its contractual, statutory and any legal obligations, which includes the requirements of any regulatory body such as the Australian Charities and Not-for-Profits Commission (ACNC).

### 3.3. *Council Committees and Working Groups*

The Council may recruit and appoint committees and working groups to support its work. Committees and working groups provide advice on specific matters to the Council in the exercise of its responsibilities. Current committees include; Building and Development Working Group and the Audit and Remuneration Committee.

## 4. Council Structure

### 4.1. *Number and Appointment of Council Members*

The Constitution of the School provides that the Council consists of:

- One member nominated by the Anglican Archbishop of Perth;
- Three members elected by the Synod of the Anglican Diocese of Perth;
- Two members nominated by the Diocesan Council of the Diocese of Perth;
- Three members elected by the Old Boys' Association, with candidates nominated by the committee of that association and elected by a general meeting of the association;
- One elected by the Parents' Association, with candidates nominated by the committee of that association and elected by a general meeting of the association; and
- Two members elected by the Council itself.

### 4.2. *Council Skills*

All Council members should bring specific skills and experience that add value to CCGS. Therefore, Council members are appointed based on the specific governance skills required by the School. In addition, the Council members have identified other skills, knowledge, diversity and experience that are desirable attributes of Council members of the School.

### 4.3. *Casual Vacancy*

In the event of a casual vacancy arising on the Council, in accordance with the Constitution, the vacancy shall be filled as follows:

- In the case of the Archbishop's nominee by the Archbishop;
- In the case of the Synod's three memberships by the Diocesan Council until the next Synod when the vacancy shall be filled by Synod;
- In the case of the Diocesan Council's two memberships by the Diocesan Council;
- In the case of an association's memberships by the association.

Subject to the temporary nominations by the Diocesan Council in the case of Synod's memberships any member appointed or elected to a vacancy in the Council shall hold office for the balance of the term of the member whose seat on the Council has become vacant.

### 4.4. *Terms and Conditions of Appointment*

The terms and conditions of the appointment of new Council members are contained in a letter of appointment.

#### 4.5. *The Role of Council Members*

##### 4.5.1. General Duties

CCGS Council members have ultimate responsibility for the overall successful operations of the School. Their duties relate to:

- the strategic direction of the School;
- financial operations and solvency;
- all matters as prescribed by law including, but not limited to, safety and the environment; and
- all major policy issues including risk management.

##### 4.5.2. Ethical Standards

As soon as a Council member becomes aware of a potential or actual conflict of interest, the Council member must inform the Chairman or Principal.

Council members are bound by the Council's Code of Conduct and Code of Ethics.

### 5. The Role of the Chairman

The Chairman's role is a key one within CCGS. The Chairman is considered the "lead" director and utilises his/her experience, skills and leadership abilities to facilitate the governance processes. As such, the Chairman is responsible for:

- Adopting a leadership role in the conduct of the Council's responsibilities and leading the Council in the discharge of its duties;
- Facilitating open and constructive communications between directors and encouraging their contribution to Council deliberations;
- Setting the agenda for the performance of the Council's responsibilities;
- Taking reasonable steps to ensure the Council meets with sufficient frequency, for a sufficient length of time and with adequate information;
- Taking reasonable steps to ensure the Council is kept properly informed of the School's financial position and performance;
- Leading the Council in the monitoring of management, assessing the School's financial position and performance, and detecting and assessing material adverse development;
- Representing, jointly with the Principal, the interests of the School with the media, regulators and industry associations;
- Coordinating and confirming the accuracy of significant public statements made on the School's behalf;
- Managing the periodic review of the performance of the Board as a whole, individual Council member and Council Committees;
- Acting as a liaison between the Council and Principal;
- Consulting with the Principal with respect to the implementation of significant resolutions of the Council;
- Acting as a mentor and independent sounding board for the Principal, advising on likely Council reactions to issues and proposals, keeping directors informally

advised as necessary on such matters, and optimising the working relationship between the Chairman, Principal and Council members;

- Identifying and managing any actual, potential or perceived conflicts of interest; and
- Ensuring the Council stays focused on improving student learning outcomes.

## 6. Election of the Chairman

In accordance with the Constitution, the Council members elect the Chairman annually. A Council member is also elected Vice-Chairman.

## 7. Role of the Vice-Chairman

The Vice-Chairman is responsible for:

- Chairing meetings in the absence of the Chairman; and
- Undertaking any other duties as required by the Council.

## 8. Role of the Treasurer

The Treasurer is primarily responsible for oversight of the School's finances. The Treasurer is responsible for ensuring that correct books and accounts are kept showing the financial affairs of CCGS in the conduct of its activities including those in connection with agreements entered into with Departments or Agencies of the Australian and/or Western Australian Governments.

## 9. Role of the Council Secretary

The Council Secretary is accountable to the Council.

The Council Secretary facilitates the School's governance processes and is responsible for the coordination of Council meetings, including agendas, Council papers and minutes, for communication with regulatory bodies, and for all statutory and other filings.

## 10. Role of the Principal

The Principal is appointed by the Council and holds office until removal, resignation or retirement.

The Principal is responsible for the attainment of the School's goals and vision for the future, in accordance with the strategies, policies, programs and performance requirements approved by the Council. The Principal reports directly to the Council.

## 11. Council Meetings

Unless otherwise agreed, the Council meets nine [9] times per annum. A Council meeting can be convened under the CCGS Constitution when the Chairman or Visitor so requests. In such situations, a minimum of seven [7] days' notice must be given unless it is an



emergency meeting.

Meetings by technology may be held as decided by the Council.

The meeting agenda and Council papers are provided to directors no less than seven [7] calendar days prior to a scheduled meeting.

Meetings are conducted to allow a full and frank exchange of views by the Council members, while at the same time ensuring that a positive Council culture is maintained.

Minutes are to be a sufficient record of discussion that appropriately details the decision(s) and matters discussed at a Council meeting. The minutes contain a brief summary and reference to relevant Council papers tabled plus any official resolutions adopted by the Council. All decisions are recorded in the minutes by means of a formal resolution. Individual votes of the Council are registered on the minutes on any motion or decision unless requested by a director. A full set of minutes is kept by the Council Secretary.

In order to provide an even distribution of work over each financial year, the Board has adopted a twelve month Council calendar, which includes all scheduled Board and Committee meetings as well as major School and Council activities.

## 12. Council Member Protection

As a general rule, a Council member has two key areas of protection – the right to information relevant to the School and the ability to insure against specific risks of being a Council member.

Therefore, as a matter of policy, the following measures of Council member protection apply for members of the School Council.

### 12.1. *Protocol for Seeking Information*

When seeking information, a Council member should follow this protocol:

- In the first instance request the Principal and advise the Chairman to provide information;
- If the information is not forthcoming, approach the Chairman;
- If it is still not forthcoming write a letter to all Council members and the Principal detailing the information required and the purpose for seeking the information.

### 12.2. *Access to Papers*

The complete set of papers is held by the Council Secretary on behalf of each Council member (individually) for a period of at least seven years from the time that Council member ceases to serve on the Council. In the event of any legal action, investigation or enquiry by a regulatory authority, each Council member is entitled to access the papers and any other relevant records of the School for the period during which they were a Council member even if they have ceased to be a member of Council.

### 12.3. *Access to Independent Professional Advice*

The School will reimburse a director for independent profession/specialist advice which the Council member obtains relating to his/her duties and obligations as a Council member on the following basis:

- The School 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;
- The Council member first obtains the Chairman's approval to seek such advice or, failing receipt of the Chairman's approval, the approval of the Council.
- Advice so received should be received on behalf of the Council as a whole.

### 12.4. *Insurance*

Council members have their Directors' and Officers' Insurance premiums paid by the School.

### 12.5. *Deed of Indemnity*

Council members are indemnified by the School to the extent permitted by law.

## 13. Evaluating Performance

The Council recognises its responsibility to conduct regular evaluations of the performance of the Council, individual Council members and committees. Annually, there is a performance evaluation of:

The Board having regard to the requirements of this Charter and leading practice principles of good governance;

- The Chairman;
- Individual directors' contribution to the Council;
- Committees.

The Council engages an independent advisory firm with expertise in performance assessment to facilitate the process every three [3] years.

## 14. Remuneration

Council members do not receive remuneration for their role on the Council, but are entitled to be reimbursed for reasonable expenses incurred in the undertaking of their role.

## 15. Council Member Induction and Development

New Council members undergo a full induction into their role on the Council.

The Council allocates an annual budget to encourage Council members to participate in training and professional development programs to enable them to discharge their

responsibilities and enhance the School's governance capacity.

## 16. Review

The Council will review and assess the adequacy of this Charter annually and make any appropriate amendments.

## 17. Related Documents

- Christ Church Grammar School Constitution
- Delegation of Authority Policy
- Council Handbook
- Council Code of Conduct
- Code of Ethics
- Committee Charters
- Deed of indemnity, insurance and access