



Christ Church  
Grammar School

# Council Charter

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## 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 objectives 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 objectives are informed by the Mission 2020+ of the Anglican Church of Australia, Diocese of Perth "that we are a beacon of God's love in our communities".

### 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
- by embracing diversity, showing flexibility in the face of change and demonstrating empathy towards the experiences of others with acceptance of difference.

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:

**RESPECT** for self, others and everything around us, demonstrated by

- Exhibiting courteous behaviour
- Recognising the rights, interests and welfare of others
- Avoiding discrimination, abuse or exploitation
- Acknowledging parents as partners in the education of their children

**INTEGRITY** and a true moral compass in everything we do

- Acting in the best interests of students
- Recognising, declaring and managing real or perceived conflicts of interest
- Responsibly managing the School's assets, resources and the environment

**EXCELLENCE** demonstrated by

- A commitment to being the very best one can be in all areas
- Providing quality teaching
- Developing and maintaining excellence in professional practice
- Striving for continuous improvement

**CARE AND COMPASSION** demonstrated by

- Kindness and respect for self and others
- Treating students fairly and impartially
- Working cooperatively with colleagues in the best interests of students to ensure their safety and wellbeing
- Maintaining professional relationships with colleagues, students, parents and the School community

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)

## 2.4 Our Motto

Our motto is *Deus Dux Doctrina Lux (God is our leader, learning is our light)*

### 3. Role of the Council

#### 3.1. *The Council and Management*

The Council's role is to govern CCGS rather than to manage the School. In governing, 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. 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. 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 with varying expertise using a skills matrix;
  - 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.
- The appointment, remuneration and performance of and continuing relationship with the Principal

- In consultation with the Principal, the appointment, remuneration and performance of and continuing relationship with the School Secretary to the Council
- The endorsement of the Principal's recommendations as to the structure, membership, appointment and remuneration of the School Executive
- The development of the School's Strategic Intent document, provision of strategic direction the Principal and approval of the Strategic Plan
- School culture, ethos and values
- School finances including the annual budget, the School master plan and associated capital acquisitions, expenditure and management, the acquisition, encumbering, disposal of or entering into long term leases of real property, investment of School funds, School debt and approval of tuition and boarding fees.

Risk management especially through monitoring

- The School's Constitution and policies and compliance with them
- External compliance with contractual, statutory and other legal requirements
- The performance of the school especially through setting key performance indicators (KPI) and
- Monitoring performance against the KPIs

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) the WA Department of Education and the Human Rights Commission.

### 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 Committee, the Finance, Audit and Risk Committee and the Nominations 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 up to:

- One member nominated by the Anglican Archbishop of Perth;
- Five 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.

The Anglican Archbishop of Perth shall be the Visitor of the School.

### 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 may shall be filled as follows:

- In the case of the Archbishop's nominee by the Archbishop;
- In the case of the Diocesan Council's 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 Chair or Principal.

Council members are bound by the Code of Conduct Staff, Volunteers and Contractors and Code of Ethics.

### 5. The Role of the Chair

The Chair's role is a key one within CCGS. The Chair is considered the "lead" director and utilises their experience, skills and leadership abilities to facilitate the governance processes. As such, the Chair 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 Chair, 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 Chair

In accordance with the Constitution, the Council members elect the Chair annually. A Council member is also elected Deputy Chair.

## 7. Role of the Deputy Chair

The Deputy Chair is responsible for:

- Chairing meetings in the absence of the Chair; 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 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 Chair or Visitor so requests. In such situations, a minimum of five [5] 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 five 5] 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.

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 Council has adopted a twelve month Council calendar, which includes all scheduled Council 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 Chair to provide information;
- If the information is not forthcoming, approach the Chair;
- 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 their 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 Chair's approval to seek such advice or, failing receipt of the Chair'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 Chair;
- 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
- Council Handbook
- Code of Conduct Staff, Volunteers, Contractors
- Code of Ethics
- Committee Charters
- Deed of indemnity, insurance and access