

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

Approved By:	Board
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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 Relevant Laws, the Constitution and any supporting policies.

It is expected that Directors, the Principal and the Company Secretary will comply with this Charter and any amendments to it.

2 PURPOSE AND AIMS OF COLLEGE

2.1 Purpose

The College is a not-for-profit and charitable institution established and operated in Australia solely to advance education as a charity and a registered not-for-profit co-educational school from early learning centre (ELC) to Year 12 and:

- 2.1.1 To vigilantly maintain and apply the true Islamic teachings as contained in the Holy Quran and practiced by the Prophet Muhammad (S.L.A.W.) at all times.
- 2.1.2 To preserve, promote and safeguard the welfare of staff, students and members of the College community.
- 2.1.3 To promote Islamic Brotherhood and better understanding and awareness of Islam in the Muslim community
- 2.1.4 To support and participate in Teaching and Preaching activities among Muslim community and promote understanding of Islam among Non-Muslim in general.
- 2.1.5 To borrow and raise money in such manner as the Company may think fit or proper.
- 2.1.6 To accept any gift or property whether subject to trust or not for any one or more of the objects of the Company.
- 2.1.7 To operate the College for the benefit of the students and the Muslim community.
- 2.1.8 To encourage and promote the teachings of Arabic and Islam to students and the Islamic community.

2.2 Vision

The vision of the College is to ensure excellence, in both academic and Islamic development, with continuous progress towards producing a new generation of Muslims who are committed, compassionate and hardworking citizens, and who are ready to contribute positively and productively to the Australian society.

2.3 Values

The core values of the College are learning, achievement, respect, commitment and fairness. The College aims to provide a positive learning environment where staff and students work cooperatively to achieve their best, developing a commitment to continuous learning. Scope of Board Charter.

2.4 Purpose

This Charter and any supporting policies form the basis for the governance framework for the College.

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.

In particular, this Charter is created to assist the College in complying with the following obligations under the Relevant Laws:

- 2.6.1 the minimum standard of governance requiring a registered school to have in place documents, processes and procedures to ensure the effective strategic, financial and legal management of the College, see clause 15 of Schedule 4, *Education Training and Reform Regulations 2017*;
- 2.6.2 the requirements of a not-for-profit school by ensuring sufficient controls are in place to ensure the property and assets of the College are not distributed or used for the profit or gain of another person or entity, see regulation 7 and clause 17 of Schedule 4, *Education Training and Reform Regulations 2017*;
- 2.6.3 the requirements that the College must not enter into any prohibited agreement or arrangement (as defined in regulation 7A, *Education Training and Reform Regulations 2017*) with another person or entity. Regulation 7A states:

For the purposes of these Regulations, a prohibited agreement or arrangement means an agreement or arrangement—

(a) made between 2 or more of the following parties—

(i) the governing body of a school;

(ii) the proprietor of the school;

(iii) another person or entity; and

(b) where the purpose of the agreement or arrangement—

(i) is to pay or divert any profit or gain made in the conduct of the school to the proprietor or any other person or entity; or

(ii) that involves a payment by the governing body of the school or the proprietor of the school (as the case requires) to another person or entity which—

(A) is excessive compared to the reasonable market value of the charges, fees, rates or costs currently prevailing in the community for payment for that purpose (other than a payment made in good faith for that purpose); or

(B) involves a gift, loan or similar payment for a purpose unconnected to the conduct of the school (other than payments made to a bank in connection with the conduct of the school); or

(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 College.

Where this Charter and a policy deals with the same subject matter, the policy will prevail.

The Board must make all relevant policies available to all Directors upon induction and on request.

3 **OVERVIEW OF THE BOARD**

3.1 **Directors**

Directors must be appointed in accordance with clauses 48 to 51 of the Constitution. Directors must only be appointed if the College has received their prior written consent.

3.2 **Chair**

There shall be a Director who is the Chair of the Board in accordance with clause 45 and 50 of the Constitution. The Chair should use skill and leadership to ensure that the Board observes all Relevant Laws and minimum governance standards. The Chair, where appropriate, represents the Board to outside parties or does so through the Principal.

The Chair of the Board must:

- 3.2.1 provide leadership to the Board, particularly in relation to student safety, good governance, succession planning, performance review, crisis management, dispute resolution and key relationships with stakeholders and regulators;
- 3.2.2 ensure the Board's progress is consistent with the College's strategic plan and that its actions are consistent with College policy;
- 3.2.3 possess strong management and leadership skills to ensure the effective operation of the Board;
- 3.2.4 ensure compliance with any Relevant Laws and policies;
- 3.2.5 ensure the balance of responsibilities between the Board and the Principal is appropriate;
- 3.2.6 communicate with the Principal outside scheduled Board meetings to address urgent or otherwise sensitive matters that arise;
- 3.2.7 provide ongoing mentoring, support and supervision for the Principal;
- 3.2.8 ensure the Board has sufficient perspective of the College's performance, and the opportunities and risks that it may face; and

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**

Prior to appointment, each prospective Director must provide to the College:

3.4.1 evidence of a valid Working With Children Check clearance; and

3.4.2 a completed Fit and Proper Person Declaration.

The Principal is responsible for ensuring that the College has a record of such evidence and declaration, and evidence that each Director's Working with Children Check clearance is current throughout the term of each Director's appointment.

3.5 **Director induction**

The Board must establish and implement an effective and thorough orientation process for new Directors.

The induction must ensure new Directors are provided with or have access to all relevant information and are familiarised with all relevant areas of the College, to enable the new Directors to perform their roles. The Board will issue a welcome letter following the appointment of a new Director to initiate the induction process.

Director induction must include a comprehensive guide of matters and topics to be discussed with, and materials to be supplied to, the new Director, including:

3.5.1 a copy of the Constitution, this Charter, and all relevant Board policies;

3.5.2 a copy of the College's key student safety framework documentation (including any applicable risk register, student safety policy, student safety staff code of conduct, and reporting procedures);

3.5.3 a copy of the College's Grievance Policies;

3.5.4 a copy of the Child Safe Standards;

3.5.5 a copy of current Guidelines to the Minimum Standards and Requirements for School Registration published by the Victorian Registration and Qualifications Authority;

3.5.6 information on:

(a) rights, duties and responsibilities, including specific information regarding the minimum governance standards required of the College under the Relevant Laws;

(b) expectations of and from the Director;

- (c) acting in the best interests of the College in pursuit of the Purposes;
- (d) managing conflicts of interest; and
- (e) an induction program.

New Directors will receive induction regarding the Child Safe Standards, the College's student safety framework, and Relevant Laws concerning student safety (including the reportable conduct scheme, mandatory reporting, child information sharing scheme and the failure to disclose and failure to protect offences).

3.6 Professional development

The Chair will ensure continuous education and professional development programs are made available to Directors as and when necessary. The Board must ensure appropriate records are kept of all education and professional development programs undertaken by Directors.

Amongst other things, Directors receive regular (usually annual) training regarding the Child Safe Standards, the College's student safety framework, and Relevant Laws concerning student safety (including the reportable conduct scheme, mandatory reporting, child information sharing scheme and the failure to disclose and failure to protect offences).

4 ROLE OF THE BOARD

4.1 Function and purpose

The Board is responsible for:

- 4.1.1 ensuring effective governance of the College, including ensuring that the College continues to meet the minimum governance standards required for registration under the Relevant Laws;
- 4.1.2 determining the College's purpose, vision, priorities and the strategic direction of the College, and ensuring the activities undertaken by the College are solely to further the College's purpose as set out in clause 1.2 of the Constitution;
- 4.1.3 reviewing the performance of the College on an annual basis;
- 4.1.4 appointing the Principal and supervising the Principal's performance; and
- 4.1.5 ensuring the College complies with the Relevant Laws, any other relevant legislation and all compliance obligations.

4.2 Responsibilities

The Board must:

- 4.2.1 act in the best interests and furtherance of the purposes of the College to operate a not-for-profit school;
- 4.2.2 ensure that student safety is the College's paramount consideration, and that the College complies with the Child Safe Standards;
- 4.2.3 establish, enforce and update as necessary:
 - (a) appropriate procedures for assessing and dealing with the conduct and performance of the Directors and the Board generally;

- (b) appropriate procedures for assessing and dealing with the conduct and performance of the Principal;
 - (c) appropriate procedures for dealing with conflicts of interests;
 - (d) appropriate procedures for the conduct of meetings (whether Board meetings or general meetings of the College); and
 - (e) appropriate procedures and internal controls to prevent the misuse of the College's property or finances;
 - (f) appropriate procedures to guide and monitor systems of risk management and legal compliance; and
- 4.2.4 ensure adequate and appropriate records are kept on matters such as financial records, meetings and delegations;
- 4.2.5 ensure only qualified and experienced employees are appointed to the College and in appropriate roles for those qualification and experience;
- 4.2.6 review and approve the College's business plans, budgets and the setting of the College's performance objectives; and
- 4.2.7 ensure that Board remuneration arrangements are approved in a transparent manner in compliance with the Constitution and the Relevant Laws.

4.3 **Strategic direction of the College**

The Board is responsible for the strategic direction of the College, to determine the manner in which the College is to progress, and to set reference terms for the development of policies and initiatives.

The Board must engage in strategic planning by establishing, implementing and updating:

- 4.3.1 a strategic plan, setting out the College's goals and objectives;
- 4.3.2 a business plan, setting out the College's operational activities; and
- 4.3.3 an annual budget, setting out the College's proposed expenditure.

The strategic plan and the business plan must be regularly reviewed and updated (at least annually) to determine their alignment with the then current progress of the College. The annual budget must be updated as necessary.

4.4 **Risk Management**

The Board must oversee the risk management of the College and must establish, enforce and update as necessary appropriate procedures for identifying, assessing and dealing with risk (including interventions and investigations where necessary). In this context, risk management involves protecting the College from potential events having a negative impact on its objectives, operations and students.

Directors must consider all relevant risks when making decisions.

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 complies with the Child Safe Standards; and

- (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 if the College has received their prior written consent.

The Company Secretary holds office on such terms and conditions as the Board sees fit.

The duties of the Company Secretary include:

- (a) maintaining the College's corporate registers (eg. register of directors, register of company secretaries, register of members);
- (b) facilitating new Director orientation and inductions;
- (c) facilitating professional development programs for the Board;
- (d) providing administrative support to the Board;
- (e) taking Board minutes;
- (f) circulating papers as necessary and ensuring information flow between the Board, and with any committees; and
- (g) facilitating Board and general meetings of the members.

The Board may dismiss a Company Secretary and make a new appointment in accordance with clause 73 of the Constitution.

4.6 Board Performance Review

The Board must, at least annually, assess its performance both collectively and as individual Directors. Every three years the Board must undertake an assessment of its progress and development.

This may be conducted through:

- 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 the Director concerned has consented, or unless the assessment is de-identified and presented in an aggregate form.

5 BOARD MEMBERS

5.1 Duties as Directors

Each Director has duties owed to the College. These duties include those required under the Relevant Laws and also fiduciary duties of care, diligence and skill, and of loyalty and good faith toward the College.

In addition to the obligations and responsibilities of Directors set out in the Board Position Description, the duties of Directors include those duties to:

- 5.1.1 comply with the minimum requirements for registration of an independent school under the *Education Training and Reform Act 2006* (Vic);
- 5.1.2 comply with the Child Safe Standards, and any personal obligations regarding the care, safety and welfare of students (such as under the Student Safety Code of Conduct, the child information sharing scheme, and the failure to disclose and failure to protect offences in the *Crimes Act 1958* (Vic));
- 5.1.3 comply with the requirements to maintain registration as a charity with the Australian Charities and Not-for-profits Commission, including complying with the ACNC Governance Standards;
- 5.1.4 comply with all other applicable laws, including the *Corporations Act 2001* (Cth);
- 5.1.5 act solely in interests of the College to pursue its purposes as a not-for-profit school;
- 5.1.6 use Director's powers for proper purposes;
- 5.1.7 avoid conflicts of interest; and
- 5.1.8 not make improper use of their position or information gained as a Director, whether or not to cause detriment to the College.

Former Directors retain obligations to the College after resigning their positions, including (but not limited to) obligations of confidentiality.

5.2 Code of Conduct

Directors must act with integrity in a businesslike and reputable manner appropriate to their position as Directors of the College by ensuring that they comply with the following minimum standards:

- 5.2.1 take responsibility for contributing in a constructive, courteous and positive way to enhance good governance and the reputation of the College;

- 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.

5.6 **Ceasing to be a Director**

In accordance with clause 55 of the Constitution, Directors will automatically cease to be Directors if they are no longer fit and proper to remain a responsible person of the College under Relevant Laws or are otherwise disqualified from being a director under Relevant Laws.

5.7 **Indemnity, immunities and insurance**

A Director may not be personally liable for their acts or omissions if they reasonably believe they acted or omitted to act in good faith in the performance of a function or duty or the exercise of any power under this Charter or the Constitution.

To the extent permitted by law, the College may pay or agree to pay the premiums for indemnity and insurance cover for its Directors in this capacity, while they are acting in their capacity as officers of the College, as set out in clauses 96, 97 and 98 of the Constitution.

In addition to the indemnities set out in the Constitution and at law, a Director has rights of indemnity set out in any deed of indemnity entered into between the College and each Director.

5.8 **Access to Information**

A Director has a right of access to all College information necessary to allow that Director to discharge their duties. In addition to Director rights of access set out in the Constitution and at law, a Director has rights of access set out in any deed of indemnity entered into between the College and each Director.

A Director may access the financial records of the College at all reasonable times, and has the right to inspect the books of the College (other than the financial records) at all reasonable times for the purpose of a legal proceeding.

Other than for the purpose of a legal proceeding, documents must only be accessed as necessary and for the purposes of the College and not for the Director personally (such access may constitute a breach of the duty to not misuse College information or the Director's position).

The Board may grant a former Director access to any Board or College papers developed during the term of office of the former Director; however the Board may impose whatever conditions they deem reasonable on such access.

Procedures for accessing information may be detailed in a Board policy.

5.9 **Remuneration and reimbursement**

In accordance with clause 3 of the Constitution, a Director is entitled to be paid reasonable remuneration for undertaking the ordinary duties of a Director. Reasonable remuneration (if any) is to be determined by the Members.

It is important that the College ensures it can demonstrate that:

5.9.1 it has an appropriate process for Members approving director remuneration which complies with the Constitution, the *Education Training and Reform Act 2006* and the *Education Training and Reform Regulations 2017*, and addresses address actual or perceived conflicts in respect of remuneration; and

5.9.2 the approved level of director remuneration is reasonable, and that members have considered and approved the case for why remuneration is in the best interests of the College.

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.

If a quorum is not present, matters on the agenda for the Board meeting may be discussed, however resolutions may not be taken until a quorum is present.

Where a quorum cannot be established for a meeting of the Board (or consideration of a particular matter) the Chair must set a date for the adjourned meeting in accordance with Relevant Laws.

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 which it is used.

If a motion is passed by the Board, it becomes a resolution which must be recorded in the minutes to the meeting.

6.2 Role of the Chair

In chairing Board meetings, the Chair (or in the Chair's absence, the Vice Chair) must ensure that:

- 6.2.1 Board meetings are properly planned, that notice and Board papers are disseminated in a timely manner, that Board deliberations are confined to agenda items, and that minutes are kept which accurately reflect the Board deliberations and resolutions;
- 6.2.2 Board decisions are properly made and recorded, and that all Board decisions are communicated and understood by the Directors;
- 6.2.3 all Directors are treated evenly and fairly, and are able to contribute to Board discussion;
- 6.2.4 the Board develops and continues to develop processes and systems improving the Board's and the College's effectiveness;
- 6.2.5 succession planning for Board members and Officers is conducted in a smooth and proper fashion, taking into account the Board limits set out in clauses 49 and 50 of the Constitution and the College's corporate context; and
- 6.2.6 performance assessments of the Board are carried out on an annual basis.

The Chair has no authority to change or override any Board decision. The Chair may cast a deciding vote in accordance with clause 64 of the Constitution.

7 PUBLIC COMMENT

The responsibility for public comment and responding to media requests may be delegated by the Board in accordance with the Delegation Instrument and Delegation Matrix.

Directors will refrain from making comments in public or in circumstances where they will be reconveyed or become public comments, without the approval of the Board or the Chair.

In determining whether they are making a public comment, Directors should assume comments made on a personal basis will be interpreted as being made on behalf of the College.

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 College should be issuing a public comment, they should contact the Chair. Where a Director is approached for public comment, they should direct the question to the Chair.

Directors must make the Chair aware of any inadvertent public comment either before it is broadcast or disseminated or as soon as possible afterward.

8 DELEGATION

The Board may delegate its powers and functions in writing to Officers, employees or a committee (if any) of the College in accordance with clauses 62, 68 and 69 of the Constitution. Such delegations are contained in the College's Delegation Instrument and Delegation Matrix.

8.1 Committees

The Board may form committees to assist the Board in accordance with clause 62, 68 and 69 of the Constitution, and may define their functions and terms of reference, and delegate any of their powers permitted under the Constitution and the Delegation Instrument and Delegation Matrix to those committees to achieve those functions.

Committees shall consist of such persons as the Board thinks fit, which may include members of the members or Board. The committee may elect one of their number as chair of the meeting.

The Board may revoke the delegation of its powers to a committee at any time.

A committee will conform to any regulations that may be imposed upon it by the Board in the exercise of its powers. A committee exercising the delegated power of the Board must act within the terms of reference imposed by the Board and all delegation limits in accordance with clause 62.2 and the Delegations Instrument and Matrix.

So far as they are capable of application and with the necessary changes, the provisions of the Constitution for regulating the meetings and proceedings of the Board govern the meeting and proceedings of committees.

8.2 Matters reserved for the Board

It is critical for the Board to perform certain tasks, and therefore these cannot be delegated. Matters reserved for the Board's exclusive consideration include:

- 8.2.1 determining the strategic direction of the College and the manner of activities required of the College to meet this direction;
- 8.2.2 overall, ensuring compliance with the minimum standards for registration as a not-for-profit school and registered charity;
- 8.2.3 establishing, amending and enforcing the strategic policies, priorities and strategies of the College, including this Charter;
- 8.2.4 establishing, amending and enforcing corporate governance principles;
- 8.2.5 approval of financial records, including approval for significant capital expenditure exceeding the limits specified in the Delegation Instrument and Delegation Matrix;

8.2.6 appointing the Chair, Principal, and Company Secretary, considering applications for membership, and calling member meetings (subject to the members' rights to call a meeting under the *Corporations Act 2001 (Cth)*); and

8.2.7 Board performance assessments.

8.3 **Communication with management**

The Board must implement College policies and practices, and must enforce and update them as necessary to ensure the College is competently run and that the following are expressly and expeditiously communicated to the Board:

8.3.1 matters relating to the care, safety and welfare of students (including compliance with the Child Safe Standards, the reportable conduct scheme, mandatory reporting, child information sharing scheme, and the failure to disclose and failure to protect against such offences);

8.3.2 matters likely to attract publicity for (whether beneficial or adverse) or cause damage to (whether to the College's finances or reputation) the College;

8.3.3 serious issues arising within the College (whether relating to individuals or the organisation), including any nuisance or criminal activity, or any strategic misalignment or misdirection; and

8.3.4 any breach or potential or anticipated breach of any obligation of the College.

9 **DISPUTE RESOLUTION**

All complaints between Directors should be dealt with in-house at first instance, subject to any mandatory reporting obligations. All Directors must not, and must use reasonable efforts to ensure employees do not, make any public comment about any disputes involving the College.

All disputes involving Officers or employees of the College are confidential, and any complaint must be treated as such.

Complaints, claims and grievances concerning an Officer or employee must be raised at first instance by the complainant with a Director, or in accordance with a relevant policy, to attempt to resolve the dispute.

If the issue is not adequately resolved, it should be raised and discussed by the complainant with the Chair, who must then determine and implement the appropriate course of action.

If the complaint involves the Chair and is unable to be resolved by discussion between the parties, the complainant may approach the Vice Chair or any other Director who must take it to the Board to determine and implement the appropriate course of action.

The Chair or a Director asked to deal with a dispute must not act as mediator between the parties involved but must engage an external mediator to resolve the dispute.

10 **REVIEWING THIS CHARTER**

The Charter must be reviewed by the Board on a regular basis, and at least once per year, to ensure its alignment with and relevance to the College. The Charter must be reviewed earlier if any of the following occurs:

10.1.1 the College's strategic direction changes;

- 10.1.2 the roles and responsibilities of the Directors change (for any reason); or
- 10.1.3 non-compliance has been detected.

11 TERMINOLOGY

For the purposes of this Charter:

- 11.1.1 **Board** means the board of Directors of the College.
- 11.1.2 **Chair** means the person appointed as the Chair of the Board of the College.
- 11.1.3 **Charter** means this Board charter, including any attached schedules or annexure.
- 11.1.4 **Child Safe Standards** means *Ministerial Order No. 1359 – Implementing the Child Safe Standards – Managing the risk of child abuse in schools and school boarding premises*.
- 11.1.5 **College** means East Preston Islamic College Limited, and where the context requires, includes or refers to the registered school known as East Preston Islamic College operated by the company.
- 11.1.6 **Company Secretary** means the company secretary of the College.
- 11.1.7 **Constitution** means the constitution of the College.
- 11.1.8 **Director** means a director of the College.
- 11.1.9 **Officer** has the meaning given to that term by section 9 of the *Corporations Act 2001* (Cth) and includes Directors, the Secretary and all persons who make or participate in making decisions affecting the College (including members and employees) or who have the capacity to significantly affect those decisions or the College's financial standing.
- 11.1.10 **Principal** means the College Principal appointed by the Board.
- 11.1.11 **Relevant Laws** means all laws, in effect from time to time, relevant to regulating the registration, reporting or governance obligations of the College, and includes without limitation at the date of adoption of this Charter:
- (a) *Education Training and Reform Act 2006* (Vic) and any subordinate law, including the *Education Training and Reform Regulations 2017* (Vic);
 - (b) Child Safe Standards;
 - (c) *Australian Charities and Not-for-profits Commission Act 2012* (Cth), including the ACNC Governance Standards;
 - (d) *Charities Act 2013* (Cth);
 - (e) *Corporations Act 2001* (Cth); and
 - (f) *Income Tax Assessment Act 1997* (Cth).

12 RELATED DOCUMENTS

This policy should be considered in conjunction with the other governance systems and policies of the College, including:

- 12.1.1 Conflict of Interest Policy and Procedure and Standing Notice of Conflicts of Interest.
- 12.1.2 Delegation Instrument and Delegation Matrix.
- 12.1.3 Board Director Position Description.

13 REPLACEMENT OF ANY EXISTING BOARD GOVERNANCE CHARTER

Upon adoption of this Board Governance Charter, any former Board Governance Charter is repealed and replaced with this Board Governance Charter.

14 APPROVAL AND ADOPTION OF THIS GOVERNANCE CHARTER

Adopted by the Board on 22 May 2023.

15 REVISION HISTORY

Version	Date	Approved by
1	22 May 2023	Board