

# *Board Policy for Committees*



ST ANDREWS  
CHRISTIAN COLLEGE

INSPIRED BY  
FAITH

DISTINGUISHED BY  
CHARACTER

LEADERS BY  
INFLUENCE



# Board Policy for Committees

## PREAMBLE

All policy, protocols and procedures flow from the St Andrews Christian College Mission Statement:

*“To educate our students so that they are well skilled, understand life on the basis of biblical truth, and are motivated to walk with God and serve Him in their lives, so that they will be a positive Christian influence in the world.”*

## POLICY DOCUMENT INFORMATION

<b>TITLE:</b>	Board Policy for Committees
<b>AUTHORS:</b>	James Bligh
<b>ACKNOWLEDGEMENTS:</b>	
<b>PURPOSE:</b>	To provide policy and direction for all the College Community.
<b>RELATED DOCUMENTS:</b>	

## KEY DATES

<b>ISSUE DATE:</b>	June 2014
<b>REVIEWED AND APPROVED:</b>	February 2024
<b>SCHEDULED REVIEW DATE:</b>	February 2026



## 1. DEFINITIONS

### **College**

The registered school known as St Andrews Christian College.

### **Company**

The Presbyterian School of St. Andrew Limited ACN 006 044 122 ABN 52 006 044 122.

### **Board**

Company Board, the governing body of the Company.

### **Sub-Committee / Committee**

Committee of the Board.

## 2. INTRODUCTION

The Company is governed by *Education Training and Reform Act 2006* and *Education Training and Reform Regulations 2016*, *Corporations Act 2001*, *Australian Charities and Not-for-profits Commission Act 2012*, and the Constitution.

The Board is its governing body and has the power to conduct and manage the affairs of Company and to carry out its objects contained in clause 1 of the Constitution.

This document seeks to govern the functions and proceedings of all sub-committees established under clause 9 of the Constitution.

Nothing in this Policy limits any powers or responsibilities of the Board.

## 3. CONSTITUTION

The Board may from time to time appoint sub-committees and may delegate thereto such business or matters as the Board sees fit. The quorum of any such sub-committee consisting of five or more shall be three and if the sub-committee consists of less than five, the quorum shall be two.

The Board shall appoint from one of its number a person who shall act as the Convener and Chair of any sub-committees appointed by the Board. If the appointed Convener and Chair of any sub-committee appointed by the Board is not present within five minutes after the time appointed for holding a meeting of that sub-committee, the members of that sub-committee who are present may choose one of their number to be Chair of the meeting.

A sub-committee may meet and adjourn as it thinks fit. Questions arising at any meeting shall be determined by a majority of votes of the sub-committee members present. The Chair of the sub-committee has a second casting vote.

Each sub-committee after a meeting shall furnish to the next regular meeting of the Board a report of its activities and shall render to the Board such advice concerning the subject matter of its activities as the Board requires.



## 4. ADDITIONAL REQUIREMENTS FOR ALL SUB-COMMITTEES

The Board must approve all recommendations of sub-committees before they can be carried out.

The Board will define the purpose of the sub-committee, provided that the sub-committee must always undertake their functions in accordance with Relevant Laws. Once approved by the Board, the sub-committee's purpose will form part of this Policy.

Unless otherwise provided in this Policy, each sub-committee shall be subject to the following provisions:

### 4.1 Tenure

- Sub-committee members are appointed by the Board and not by the Committee.
- Sub-committee members may be Board members or others (e.g. from the College community, outside experts) as approved by the Board.
- The Board shall review the membership of the sub-committees as well as the Conveners and Chairs annually. A membership list is contained in Appendix 1.
- The Board retains the power to discontinue its delegation, and conclude any sub-committee.
- For any Board member, membership of a sub-committee shall coincide with the Board Member's term on the Board unless otherwise determined by the Board.

### 4.2 Meetings

- Sub-committees shall meet as often as is necessary, and may communicate and resolve questions by any available media – including electronic means.
- Sub-committee members must submit an apology to the Chair as soon as possible after becoming aware that they will be absent from a scheduled meeting in order that it can be ascertained as to whether a quorum will be present.
- A sub-committee member may request that a meeting be convened by advising the Convenor of Chair who will arrange the meeting.
- It shall be the normal procedure of any meeting to open the meeting with prayer.
- The first substantive items of business of any meeting shall be the consideration of the minutes of the previous meeting, and any directive of the Board to the sub-committee made since the previous meeting.

### 4.3 Attendance at Meetings

- The Board Chair is entitled to notice of meetings and is entitled to attend, regardless of whether or not the Chair is a member of the sub-committee.
- The Principal and Business Manager shall receive notice of all meetings to be convened, and they shall be entitled to attend, except that they must excuse themselves when the matter under discussion and consideration relates to them personally. Unless specifically appointed, they are not members of the Committee, and therefore do not have the power to vote. This provision does not apply to the Principal Remuneration and Appraisal Committee.
- A sub-committee Chair may invite a party external to the Company to attend a meeting of their sub-committee.
- A sub-committee Chair may invite, with notice to the Principal, an employee of the College to attend a meeting of their sub-committee.
- The sub-committee Chair is to inform fellow sub-committee members of the intent to invite parties prior to the meetings.



#### **4.4 Powers of the Sub-Committee**

- Subject to any limitation by the Board, the sub-committee shall have access to all relevant documents to which the Board has access.
- Subject to prior budgetary approval by the Board, a sub-committee may engage professional advisors on behalf of the Company.
- The proceedings of the sub-committee shall be as confidential as if they were proceedings of the Board. There is no restriction on communicating confidential matters of the sub-committee to the Board, except that all parties to the communication should be explicitly aware that the matters communicated are potentially or actually in confidence.

#### **4.5 Sub-Committee Papers**

- The Agenda and any related papers shall, so far as practicable, be distributed in advance of the meeting to each of the sub-committee members, unless otherwise directed by the sub-committee Chair.
- The Principal and Business Manager shall be entitled to be given copies of all documents to be considered by the sub-committee, not limited to any notice of meeting, agenda, or supporting documents, and any report of the sub-committee to the Board. This provision does not apply to the Principal Remuneration and Appraisal Committee.

#### **4.6 Sub-Committee Minutes**

- Draft minutes of meetings shall be distributed to all sub-committee members prior to the holding of the following meeting.

## **5. RISK COMMITTEE**

### **5.1 Purpose**

The purpose of this sub-committee is to:

- Develop the Risk Management Policy to be approved by the Board.
- Monitor adherence to the Board-approved Risk Management Policy and report on the same to the Board.
- Review the Risk Management Policy and as required bring revisions to the Board for approval.

The Risk Management Policy forms part of the internal control and corporate governance arrangements for the Company. The primary objective of this policy is to provide a structured and consistent approach to dealing with 'uncertainty' in the context of the Company's strategic direction and its 'appetite for risk'.

In particular it is designed to:

- Promote cultural awareness of the main risks confronting the Company.
- Protect and enhance the Company's assets and its reputation.
- Ensure all significant risks are identified and treated appropriately.

The Risk Management Policy further defines the key risk terminology, outlines the risk management process, and documents the roles and responsibilities of the sub-committee and other key personnel.

## **6. FINANCE AND AUDIT COMMITTEE**



## 7.1 Purpose

The purpose of the sub-committee is to assist the Board to oversee the Company's financial planning and management matters, accounting and financial reporting processes, systems of internal accounting and financial controls, investment policy, production of external financial statements and the audit of the organisation's financial statements.

The sub-committee will also ensure all legal and regulatory obligations are met in relation to the financial management and fulfilment of the Company's objectives.

## 7.2 Responsibilities

The sub-committee's responsibilities are set out as follows:

### Audit

The sub-committee will oversee the conduct and engagement of the external audit function, ensuring auditor independence and providing a forum for communication between the Board and auditors.

This will include:

- Recommending to the Board the adoption of the annual financial statements.
- Reviewing the accounting policies adopted.
- Reviewing the internal control systems and matters arising, including processes for the prevention, detection and investigation of fraud and irregularities.

In overseeing the preparation of Annual Financial Statements the sub-committee will:

- Approve the scope of the external audit, and review the quality and effectiveness of the external auditor's performance.
- Meet formally with the auditor for discussion of the draft report prior to finalisation of the auditor's final report.
- Monitor and review management's response to matters raised by the external auditor.

### Financial and Budget Management

The sub-committee will exercise its responsibilities for the oversight of financial management matters, by reviewing:

- Reports of financial information and reporting to the Board.
- Reports of compliance of covenants as applicable related to borrowings.
- Application of accounting policies.
- Financial management systems.
- Internal control systems.
- Policies for protection of assets.
- Compliance with applicable laws and regulations, as applicable to the sub-committee's role.
- Any related party transactions.

The sub-committee will assist in managing the Company's budget by:

- Reviewing the annual budget prepared by management and recommending it to the Board for approval.
- Reviewing financial performance against the budget.
- Reviewing performance against covenants for borrowings.

The sub-committee will also review other financial matters as required, such as matters in relation to property development or building construction in consultation with the Property sub-committee.

## 8. PROPERTY DEVELOPMENT COMMITTEE

### 8.1 Purpose

The sub-committee will be responsible for:

- the development and monitoring of the Company's Capital Development and the on-going maintenance of the College grounds and buildings in accordance with the College Master Plan and a fully costed and approved annual capital strategic development plan.
- the investigation and development of feasible options to extend the current student number capacity of the College in order to meet the local demand for Christian education.

### 8.2 Responsibilities

The sub-committee's responsibilities are to:

- Review the College Master Plan and make recommendations, when considered necessary, for changes to the Master Plan.
- Work with the Executive Leadership Team (ELT) to assess projected property and infrastructure needs in light of the College's strategic plan.
- Develop a fully costed annual capital strategic development plan for the College grounds and buildings.
- Oversee the tendering and delivery of any large scale projects that are components of the capital strategic plan.
- Liaise with the ELT to ensure the successful delivery of the annual capital strategic development plan for the College grounds and buildings.
- Report to the Board on the planning and progress of the annual capital strategic development plan for the College grounds and buildings.
- Conduct regular maintenance inspections of the College grounds and buildings.
- Investigate potential off-site options for increasing student numbers. For any option which is considered feasible:
  - Make recommendations to the Board for development of further plans;
  - Work with the Executive Leadership Team (ELT) to assess projected student demand, property and infrastructure needs in light of the College's strategic plan.
  - Develop fully costed strategic development plans;
  - Report regularly to Board on status of the above.

## 9. PRINCIPAL REMUNERATION & APPRAISAL COMMITTEE

### 9.1 Purpose

The sub-committee will be responsible for setting the performance appraisal framework and outcomes for the Principal only. Board remuneration is prohibited by clause 6.11 of the



Constitution. All other staff remuneration is to be managed via the operational structure of the College.

Specifically, the sub-committee will be responsible for conducting performance appraisals and determining any annual salary increase for the Principal and any other appropriate remuneration.

The sub-committee will not be responsible for negotiation and renewal of the Principal's contract. This will remain the direct responsibility of the Board.

## 9.2 Responsibilities

The sub-committee's responsibilities are to:

- Each year, set an appraisal framework for the Principal which supports the goals of the College, which is clear, measurable and acceptable to the Principal and to the Board.
- Perform appraisal of the Principal on a regular basis, at times agreed to with the Principal, in accordance with the set appraisal framework.
- Each year, review the Principal's remuneration in line with the obligations in the Principal's contract and performance against the appraisal framework.

## 9.3 Composition

The sub-committee shall be chaired by the Board Chair and will include the following members:

- The Board Chair.
- The Board Vice-Chair.
- The Board Secretary.
- The Finance Committee Chair.

In the event that a single person occupies two of these positions then the Board will appoint an additional member from its own number to be a member of the sub-committee on the recommendation of the Board Chair.

## 9.4 Reporting to the Board

The decisions of the Committee on Principal Remuneration and Appraisal must be presented to the full Board for ratification.

The remuneration figures for the Principal must be treated with the utmost discretion.

For this reason annual review recommendations will be presented to the Board using percentages of base salary rather than absolute amounts.

## APPENDIX 1 — *Committee Membership*

COMMITTEE	MEMBERS
Finance & Audit	Sharon Rowland (Chair)
	James Bligh
	Alan MacGavin
	Justyna McKenna
	John Audet (Guest, non-Board member)
Property Development	James Bligh (Chair)
	Thomas Chong
	Peter Lewis
	Sharon Rowland
Risk	Sue Dunn (Chair)
	James Bligh
	Rachel Bird
	Thomas Chong
	Stephanie Thor
	Lisa Wilks-Beasy (Staff)