



*“Every man, every woman who has to take up the service of governance, must ask themselves two questions: Do I love my people in order to serve them better? Am I humble and do I listen to everybody, to diverse opinions in order to choose the best path? If you don’t ask these questions, your governance will not be good.”*

Pope Francis

DOBCEL is a company limited by guarantee, and is a not-for-profit, non-political entity established and located in Ballarat for the purpose of carrying on and promoting the activities of the Diocese of Ballarat in connection with education.

DOBCEL through its structure, policies and processes, seeks to ensure effective governance for DOBCEL schools in accordance with Canon Law, and with the requirements of the Education and Training Reform Regulations 2017.

DOBCEL is bound by and observes the requirements of the following key legislation, along with all other legislation (State and Commonwealth) as it pertains to education, effective governance and workplace health and safety:

- Australian Government:
  - Australian Charities and Not-for-profits Commission 2012 and Regulations 2013
  - Australian Education Act 2013
  - Australian Securities and Investments Commission Act 2001
- Victorian Government
  - Child Wellbeing and Safety Act 2005
  - Education Training and Reform Act 2006 and Regulations 2017 (*Vic*)

## **1.1 ROLE OF THE DOBCEL BOARD**

All who cooperate in the process of governing have a responsibility to observe governance practices which are transparent and accountable. Those responsible for governance, may be liable where a breach of responsibility/duties can be proven or where they act outside the law. Meeting the expectations defined can minimize risk in the area of governance.

The first and primary duty of the Board is to ensure that DOBCEL's Objects are carried out and implemented. This includes:

- to share the Good News of the risen Christ with all who engage in our learning community
- to support and advance Catholic education
- to govern and manage Catholic primary and secondary schools within the Diocese of Ballarat, through policy, delegations and stewardship
- to provide support, services and leadership to those schools operating as part of the mission of the Catholic Church in conformity with canon law
- to co-operate with the Bishop, other governing authorities and principals in the work of school governance
- to promote, enhance and nurture the Catholic identity of all diocesan schools
- to work collaboratively with schools in ensuring continuous school improvement and the safety and wellbeing of children.

The Australian Government *Corporations Act 2001* (**Corporations Act**) provides that the Directors of DOBCEL have the ultimate responsibility for matters relating to the governance of the company. Additionally, in accordance with DOBCEL's charitable registration with the Australian Charities and Not-for-Profits Commission (**ACNC**), the responsible persons of a charity (being, in the case of DOBCEL, the directors) are responsible for ensuring DOBCEL meets the governance standards imposed by Division 45 of the Australian Government *Australian Charities and Not-for-profits Commission Act 2012* (**ACNC Act**). These standards require DOBCEL to provide a certain level of confidence to the public that DOBCEL will promote the effective and efficient use of its resources and minimise the risk of mismanagement and misappropriation. The Board must also adhere to the terms of DOBCEL's Constitution as well as directives made by the Member. The Board guides and monitors the business and affairs of DOBCEL to ensure that the interests of the Member are protected.

In particular, the Board is responsible for:

- the overall corporate governance of DOBCEL (as opposed to the day-to-day management) including:
- overseeing regulatory compliance
- ensuring that DOBCEL entities uphold Church Laws
- ensuring that appropriate, adequate and effective systems of risk management and internal control are established and maintained and
- charting the overall strategy and direction of DOBCEL including setting, monitoring and reviewing strategic, financial and operational plans and determining matters relating to policy and practice.

The Board may delegate its powers to officers or committees provided that it will at all times remain responsible for the decisions of the delegates.

The Board must do all things necessary to ensure that DOBCEL meets its Objects and that all income and property of DOBCEL are applied only to achieve the Objects.

### **(a) Operating Principles**

In observing all the DOBCEL Principles of Governance the Board seeks to:

- take a strategic and monitoring role
- work from a constituency rather than a representative perspective and exercise independent judgement in decision making, ensuring it acts in the interests of Catholic Education as a whole
- maintain a broad skill set and experience across its directorship and seek out expertise from others when required
- build cohesion through mutual respect, open communication, and maintenance of the confidentiality of the meeting room.

### **(b) Responsibilities**

The Board serves as the governing authority of DOBCEL schools, exercises ultimate responsibility for all school operations, serves as employer of all staff, puts in place mechanisms to ensure that they are regularly and fully informed about school operations, compliance, accountability and improvement. The particular responsibilities of the Board include:

- to enact the vision and key strategic priorities of Catholic Education in the Diocese of Ballarat
- to nurture leaders who genuinely identify with and exercise distinctively Catholic leadership in facilitating learning and improvement for all within the school community
- to promote adult learning that is tailored to individual contexts and needs
- to pursue actively a culture of continuous improvement within the education system and model that culture in our service and leadership.

It is important to note that the responsibility is on the Board and not the individual director and therefore, directors cannot and must not discharge these responsibilities personally. Also, individual directors are expected to support any decisions made by the Board.

### **(c) Accountabilities**

The DOBCEL Board accepts responsibility to:

- allocate and monitor resources to support effective governance, service provision, professional learning and leadership formation across a range of areas that align with nominated education priorities;
- define the delegations and accountabilities as they apply to the Chief Executive Officer and Principals;
- monitor and advocate for adult and student learning;
- monitor accountability of schools to government, diocesan authority and public expectation;
- monitor and respond to school and system data as part of an ongoing improvement agenda;

- seek the cooperation of the local parish and education communities in the process of ensuring effective governance for schools;
- meet community expectations as regards participation, transparency, consultation and accountability in governance;
- respect and support the System Authority's responsibility to oversee school compliance with State and Commonwealth funding agreements, legislation and compliance and reporting.

## 1.2 DOBCEL BOARD

The DOBCEL Board includes:

- The Member: the sole Member of the Board is the Bishop of the Diocese of Ballarat
- Directors: no fewer than three and not more than 10
- The Member appoints the Chief Executive Officer
- The Directors appoint the Board Secretary
- The Board Secretary and
- The Public Officer

### (a) The Bishop of Ballarat as Member of DOBCEL

As Member of DOBCEL, the Bishop delegates responsibility for the governance oversight of schools (other than those governed by Religious Institute and Ministerial PJPs) to the DOBCEL Board.

### (b) DOBCEL Board Directors

The DOBCEL Board is a skills-based board appointed by the Bishop as Member of DOBCEL.

#### (i) *Obligations and Expectations of Board Director*

Board Directors and Officers of DOBCEL will:

- engage in formation and spiritual reflection appropriate to the ministry of educational governance
- adhere to the Public Sector Values of responsiveness, integrity, impartiality, accountability, respect, leadership, human rights and confidentiality
- annually reaffirm their commitment to these obligations and expectations
- act ethically and
- act and speak honestly
- act in good faith in the best interests of Catholic Education
- act with integrity, in particular with respect to avoiding or managing any conflict of interest
- act in a financially responsible manner
- act with a reasonable degree of skill, care and diligence

- not use information acquired in their position for gain, nor cause detriment to the Board
- not allow DOBCEL to operate whilst insolvent
- adhere to the relevant obligations of other legislation.

Directors should take steps to familiarise themselves with the duties expected of them as a responsible person of a charity. Further information about the duties of those who manage charities can be found on the ACNC's website or in the *ACNC's Guide: Governance for Good (the ACNC's guide for charity board members)* which is provided to Directors by DOBCEL upon their appointment.

*(ii) Breaches of Responsibility*

- Board Directors must report any perceived or actual breach of these roles and responsibilities to the Chair (or, in the case of a perceived or actual breach of these roles and responsibilities by the Chair, to the Member) as soon as is reasonably possible.
- For minor or technical breaches, the Chair (or, in the case of a breach by the Chair, the Member) may counsel the non-compliant Board Director. For more significant breaches, the Chair must inform the Member, who may decide against reappointment of the non-compliant Director, or censure, suspend or expel that person.

*(iii) Role of Board Directors*

The Board directors are expected to:

- prepare adequately for Board meetings;
- attend and participate actively in Board meetings and the broader work of the Board;
- develop a deeper understanding of the mission of Catholic schools and the issues and opportunities available for DOBCEL schools;
- question, request information, raise any issue, and fully canvas all aspects of any issue confronting the Board;
- observe the confidentiality of Board business and meetings, maintaining Board solidarity and collective responsibility;
- consult with and reflect the views of the diocesan education community;
- disclose and manage any conflicts of interest with transparency;
- act in good faith and in the interests of DOBCEL;
- cause the Board to comply with any obligations under the ACNC Act or any other legislation, including, without limitation, any governance standards and reporting requirements;
- refer matters raised by other stakeholders to the Chief Executive Officer or Board Chair as appropriate;
- exercise care and diligence in carrying out Board responsibilities;
- continuously improve the Board's capacity to perform its roles and responsibilities;

- exercise responsible management of any areas of risk that fall within the Board's responsibilities.

*(iv) The Chair*

The Member will appoint a Director as the Chair and determine the period for which the Chair will hold office. The Member may also appoint a Director as deputy chair to act as Chair in the Chair's absence.

The role of the Chair is to:

- lead the Board with a focus on achieving objectives;
- maintain a professional working relationship with the Chief Executive Officer;
- act as spokesperson for DOBCEL, where appropriate, in conjunction with the Chief Executive Officer;
- communicate and consult with key stakeholders on significant issues as appropriate;
- establish the agenda for Board meetings in consultation with the Chief Executive Officer and the Board Executive;
- ensure the proper flow of information to the Board, reviewing adequacy and timing of documentary materials in support of management proposals;
- ensure meetings are effectively conducted by encouraging all Directors to participate in and contribute to their fullest potential;
- ensure that conflict of interest is well managed, that no one exerts excessive influence and that the discussion reflects standing orders as to role and behaviours.

**(c) The Chief Executive Officer**

The Member appoints the DOBCEL Chief Executive Officer. The Chief Executive Officer assists the DOBCEL Board in meeting their responsibilities for school governance. The Chief Executive Officer's role includes but is not limited to:

- providing strong leadership;
- executing strategies, policies and plans to meet the objectives of the Board;
- briefing the Member in relation to any of the activities of the Board in consultation with the Board Executive.

The Chief Executive Officer oversees a management team and company operating model to ensure that the operations of DOBCEL are aligned with the mission and purpose of DOBCEL.

#### **(d) The Company Secretary**

The Company Secretary is appointed by the Directors. The Company Secretary is generally responsible for carrying out the administrative and statutory requirements of the Board by:

- coordinating the development of the agenda in a timely and effective manner for approval by the Chair;
- ensuring, in conjunction with the Chair, that the board papers are prepared in a timely and effective manner;
- ensuring the timely dispatch of the agenda and board papers;
- coordinating, organising and attending meetings of the Board and ensuring the correct procedures are followed;
- drafting and maintaining minutes of Board and directors' meetings;

The Company Secretary will advise the Chair, and through the Chairperson, the Board and Directors on all matters of governance process.

### **1.3 BOARD STANDING COMMITTEES**

The Board is assisted by five Standing Committees:

1. Enhancing Catholic School Identity
2. Audit, Risk and Finance
3. Family and Community Engagement
4. System Improvement
5. Wellbeing and Safeguarding

Members of standing committees are chosen for their specific expertise, skills and/or experience in the area of responsibility. The terms of reference for each standing committee include specific responsibilities in policy development, implementation, monitoring; identifying and monitoring strategies for continuous improvement; identifying areas of potential risk and recommending strategies for mitigation and oversight of risk. Standing Committees may also make recommendations to the Chief Executive Officer regarding areas of school governance and improvement that require resources, support and/or intervention.

## **1.4 BOARD MEETINGS**

### **(a) Meetings, Agenda and Board Papers**

Board meetings and agendas are fundamental to good governance. The meetings are critical as they are the main opportunity for the Directors to obtain and exchange information with each other and make decisions. The agenda is important as it shapes the information flow and subsequent decisions at the meeting.

The agenda shall provide an opportunity for the Chief Executive Officer to report to the Board on matters that have arisen since the previous meeting of the Board.

Board papers should be presented to the Directors at least five working days before the meeting and should contain all relevant information in an easy to read and understandable form to enable the Board to make informed decisions.

If any of the Board Committees have met since the last Board meeting, the minutes of such meetings should be attached to the Board papers for noting by the Board. If there are any matters or recommendations which a Board Committee wishes the Board to consider, these should be contained in a Report for consideration by the Board.

### **(b) Board Process**

The Board will at all times:

- accord due respect to other Directors and their views;
- act in a business-like manner;
- act in accordance with the Constitution;
- raise and address issues in a respectful manner;
- refrain from interruption or interjection; and
- use good judgment and tact when discussing issues.

### **(c) Meeting Frequency and Times**

The Board will meet not less than eight (8) times per annum. The Chief Executive Officer should present a calendar of Board meeting dates by December of the preceding year. As far as possible all meetings should be physical meetings. It may, however, be necessary to meet electronically or virtually or pass resolutions by circular resolution and this is permitted under clause 35 of the Constitution.

### **(d) Minutes and Registers**

Meeting minutes are important legal documents which serve as a record of the decisions made by the Board. Proceedings of all meetings are to be minuted and signed by the Chair of the meeting.



The Minutes are to be circulated to all Board Directors within 14 working days following the Board meeting and approved by the Board at the subsequent meeting.

**(e) Responsibility for keeping Minutes**

The Company Secretary is responsible for taking and safekeeping the minutes as they are a legal record of the organisation. If the minutes are taken by anyone other than the Company Secretary, it is still their duty to review and maintain the approved minutes.

**(f) Contents of Minutes**

The Directors must cause minutes to be made of:

- the names of the Directors present at all Board meetings and meetings of Board committees;
- all proceedings and resolutions of the Company, Board meetings and meetings of Board committees;
- all resolutions passed by the Board in accordance with clause 25;
- all orders made by the Directors and Directors' committees; and
- all disclosures of interests made under clause 21.

Minutes must be signed by the Chair of the meeting or by the Chair of the next meeting of the relevant body after minutes have been approved by Directors resolution.

DOBCEL must keep all registers required by this Constitution, the ACNC Act, the Corporations Act, ETRR and ETRA and any other regulatory or legislative requirements.

**(g) Approval of the Minutes**

Minutes are not official until they are read and approved by a formal vote at the next Board Meeting. The Chair asks for corrections and additions to the Minutes and then calls for the vote. The Chair must sign the minutes once they have been approved by the Board.

**(h) Confidentiality**

If confidential issues are being discussed, the Board may vote to go into executive session which restricts participation in the meeting. Only meeting participants read and approve these minutes and they are to be kept separate to regular meeting minutes.

**(i) Record of Minutes**

The Company Secretary is responsible for ensuring minutes are retained in the company register for a minimum of seven (7) years before archiving.

**(j) Access to Board Papers**

The complete set of Board papers of DOBCEL is held by the Secretary on behalf of each Director (individually) for a period of at least seven (7) years from the time that director ceases to serve on the Board. In accordance with the Corporations Act, in the event of any legal action, investigation or enquiry by a regulatory authority, each Director is entitled to access the papers and any other relevant records of DOBCEL for the period during which they were a Director even if they have ceased to be a Director. This right continues for seven (7) years after that person ceased to be a Director.

**(k) Quorum for Meetings**

A quorum for Board meetings is at least a majority of the Directors entitled to receive notice of the Board meeting. The quorum must be present at all times during the meeting subject to clause 21.

The Directors need not all be physically present in the same place for a quorum to be present.

Where a quorum cannot be established for the consideration of a particular matter at a Board meeting, the Chair may either request that the Member deal with the matter or adjourn the matter to another meeting.

**(l) Written Resolutions of the Board**

In the event it is not possible or impractical for the Board to hold a physical meeting by which the Directors are present in person or by the use of technology, the Board may make decisions by circulating a proposed resolution and seeking the Directors' written consent to such. Written resolutions of the Board should be covered by an explanatory letter and include a recommendation. If the proposed resolution is circulated by email, it will be sufficient for a Director to provide their written consent to a resolution in those terms by return email.

The threshold for passing a written resolution requires a percentage of the total number of Directors to provide their written consent, rather than a percentage of those present and voting for a resolution to be passed. In determining which matters of the Board are proposed to be passed by written resolution, the Directors should consider the fact that such matters will not be subject to the same level debate and discussion as if a meeting is held.

## **1.5 ASSESSMENT AND PERFORMANCE**

The Board will formally assess its own performance at least annually, with such review being conducted externally at least every four years.

The Board (or in the case of the Chair, the Member, who will solicit feedback from other Board Directors) will annually assess the performance of individual Board Directors.

In both cases, performance will be assessed against the roles and responsibilities outlined. Assessments will include reflection on development needs and matters for improvement for the coming period.

## **1.6 INDEMNITY**

DOBCEL will:

- indemnify the Directors to the full extent permitted by law and, in particular, subject to the Corporations Act, as is provided in DOBCEL's Constitution;
- maintain Directors' and Officers' Liability Insurance and provide each Director with a copy of the policy. It will maintain each Director's insurance for a period of seven (7) years from the date on which each Director ceases to be a Director.

## **1.7 Review of Charter**

These guidelines form the Board Charter and will be reviewed at least once every three years to ensure it remains consistent with the Board's objectives and responsibilities. The Board is responsible for ensuring that:

- the Charter, and any related documents, are updated when necessary to reflect changes in the law or when otherwise appropriate; and
- the current updated version of this Charter is provided to all Directors.

## **1.8 Relevant Legislation**

Board directors must comply with all applicable legislation as it applies to education.

## **1.9 Other Matters**

A number of additional operational matters relating to the Board are governed by the Constitution of DOBCEL