



Policy Documentation

Board Charter

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1 The School

1.1 Legal setup

Erasmus School is a Company limited by guarantee and was incorporated under the *Corporations Act 2001* in 1997. Its registered address is 40 Lisson Grove, Hawthorn.

A copy of the School's Constitution is retained in the Principal's office and may be inspected on request.

1.2 Key objectives

The School's founding objectives are as stated in its Constitution and include:

- To promote personal development and to encourage all students to achieve their highest potential in intellectual, physical and cultural activities;
- To enable each student to contribute to school life and develop a sense of responsibility in relationship to others;
- To promote tolerance and understanding of individual differences, other cultures and the diversity of views in the world;
- To promote awareness and understanding of the underlying unity;
- To promote a desire to learn, a spirit of enquiry and an ability to reason;
- To provide an environment which will enable each student to develop:
 - a sense of personal worth, integrity and self discipline
 - courtesy, consideration and care for others
 - initiative and perseverance
 - the ability to make decisions and to accept responsibility for them

In addition to the objectives set out above, the Board has approved the School's *Ethos, Mission, Vision* and *Values* which form the guiding principles and values for the whole School community. The *Ethos* is:

Erasmus School follows the principle that every human being shares the same universal essence. This essence, or light, comes from God and is the source of truth, beauty and goodness. Discovering the light within brings knowledge, vitality and happiness. The world's great spiritual traditions and philosophers acknowledge this principle.

1.3 Democratic Principles

The School is committed to the support and promotion of the principles and practice of Australian democracy in its programs and teaching including a commitment to:

- elected government
- the rule of law
- equal rights for all before the law
- freedom of religion
- freedom of speech and association

- the values of openness and tolerance

The Board is committed to ensure these principles are adhered to.

2 The Board

2.1 Election

The Board is elected pursuant to the School's Constitution. The Principal and Business Manager are ex officio members of the Board.

2.2 Role of the Board

The primary responsibility of the Board is to ensure that the democratic principles and the School's fundamental principles as stated in its Constitution, Ethos, Mission, Vision and Values are carried out and implemented.

The Board's role is to govern the School and not to be involved in the School's day to day management. That is the responsibility of the management committee which manages the School in accordance with strategic goals set by the Board and as represented in its Strategic Plan. The Board does not have a management function.

The Board is responsible for, and should determine all matters relating to, policy and practice. It has overall responsibility to ensure that the School is well managed and that its operations are in accordance with the School's Strategic Plan.

2.3 Principal functions

The Board's principal functions are to:

- set goals, approve strategic direction and review
- appoint the Principal
- determine policies governing operations
- approve the annual budget and long term budget
- approve material expenditure outside the budget
- approve all capital expenditure in excess of \$20,000
- conduct an annual review of the Board's own performance
- review the performance of the Principal annually
- review annually VRQA registration compliance

2.4 Structure

2.4.1 Size

The Constitution requires that there be no less than four directors elected from the School's members who must also be members of the School of Philosophy (Melbourne) Inc. Directors are elected annually.

2.4.2 Current Directors

The Directors since 1 January 2012 and their areas of responsibility are:

Mr Michael Smith, Chair, legal and governance
Mrs Marita Brewster, marketing and communications
Mr Chris Kemp, Treasurer
Mr John Marshall, Bursar

2.4.3 Skills

The skills and experience required by the Board are in the areas of:

- education
- philosophy
- accounting and finance
- legal
- marketing and communications

and such other areas as the Board deems may be required from time to time to fulfill the Strategy Plan.

2.4.4 Casual Vacancy

If a casual vacancy occurs, the Board in filling that casual vacancy will endeavor to ensure that the Board has the required skill set as determined from time to time.

2.5 Board Members' Conduct

Board members are expected to act with wisdom, justice, courage and self control and with the utmost integrity and honesty.

In particular, Board members in fulfilling their duties will ensure that they:

- act for the benefit of the School
- act with skill, care and diligence
- demonstrate commercial soundness in their decisions
- discharge their duties in good faith and honestly
- do not allow personal interests to conflict with the School's interests
- do not engage in conduct likely to discredit the School
- do not make improper use of information gained as a Board member

- fulfill their fiduciary duty to the School
- give of their expertise generously to the School
- make appropriate enquiries to ensure the School is operating soundly, financially sustainably, efficiently and legally to achieve its goals
- diligently analyse all proposals and information presented to the Board
- use their powers for a proper purpose

2.5.1 The Role of the Chair

The Chair plays a key role and should use skills and leadership abilities to ensure that the Board is effective and observes good governance principles.

2.5.2 The Principal

The Principal is appointed by and reports to the Board and is responsible for the ongoing management of the School in accordance with the strategy, policies and programs approved by the Board.

The Principal shall manage the School to achieve the agreed strategy as approved by the Board from time to time, having regard to the School's Ethos, Mission, Vision and Values.

As the key public face of the School, the Principal will conduct all his or her activities in an exemplary manner and in accord with the standards required of the members of the Board.

2.6 Board Matters

2.6.1 Meetings, Agendas and Board papers

The Board meetings and agenda for each meeting are fundamental to good governance. The meeting is critical as it is the main opportunity for Board members to:

- obtain and exchange information with the Principal and management
- obtain and exchange information with each other
- make decisions

The Principal must attend all Board meetings except where, as part of its role, the Board meets to discuss the performance of the Principal. The Business Manager will also attend each Board meeting.

An agenda for each meeting circulated beforehand together with any relevant Board papers is needed to ensure all Board members are prepared and able to contribute to discussion and consideration of each agenda item.

Board members will act in a manner to enable the conduct of meetings to be informed, productive, relevant and result orientated. To this end, Board members will:

- give other Board members and their views respect
- act in a business like, professional matter
- act in accordance with the founding documents including the Constitution, Ethos, and Values
- raise and address issues in a confident and firm yet friendly and open manner
- minimize chatter and irrelevant remarks
- refrain from interjections and interruptions
- use good judgment, common sense and tack in discussions

2.6.2 Meeting frequency and time

The Board will meet at least ten times each year and include at least one full day session with the Chair responsible for setting the meeting dates and times and preparing and circulating beforehand the agenda for each meeting.

Meetings will generally require physical presence but meetings and resolutions may, if approved by the Chair, be held remotely and resolutions and Board papers circulated electronically.

2.6.3 Reports and Minutes

Reports for consideration of the Board should be circulated to Board members before each meeting to allow their full consideration.

Minutes should be circulated within seven days of each Board meeting for consideration by the Board members and must be formally approved at the next Board meeting.

2.6.4 Access to Board papers

The complete set of Board papers is held by the Board's Chairman on behalf of each Board member and is available on request. The Board papers will be held for a minimum of seven years.

2.6.5 Indemnity for Board members

Board members are entitled to be indemnified by the School in relation to the carrying out of their duties and subject to Board members exercising reasonable care and diligence.

2.7 Board and Principal Evaluation

It is the School's policy to foster the development of each Board member and the Board as a whole. Each year the Board will conduct an evaluation of its performance with a view to providing best practice. The review should be conducted by September each year and the findings tabled at the following Board meeting.

It is the School's policy to measure the Principal's performance against Key Performance Indicators agreed between the Principal and the Board each year. The Chair is responsible for ensuring that the review of Board members and the Principal is conducted annually.

2.8 Compliance

A key responsibility for the Board is compliance covering the School's operations generally and to ensure systems and procedures are in place to measure, monitor and improve.

Specific compliance areas include OH&S, insurance, financial sustainability, privacy, safety and wellbeing of staff.

The OH&S Committee meets ten times annually and is attended by, amongst others, the Chair and the Business Manager. The key focus is the safety of all students, staff and site visitors. Minutes of each meeting are made and circulated to the Committee members and are available for inspection.

Insurance coverage against all usual risks will be reviewed annually by the Chair and the Business Manager. Financial sustainability and budgeting is the responsibility of the Treasurer reported on at each Board meeting, with key aspects to be highlighted.

Privacy and wellbeing of staff are the responsibility of the Principal.

2.9 Charter Review

This Charter will be reviewed annually by the Board by December each year and will be amended or updated to take account of any changes or introductions of new policies or new standards.

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