



ANTONINE COLLEGE LTD (ACL)

Board Governance Charter 2021

Governance Charter is to be read in conjunction with AC Ltd Constitution

Board Approved: [Nov 2021] Review: [Sep 2024]



Commitment to Child Safety Statement

Every person involved in the governance of Antonine College has a responsibility to understand the important and specific role he/she plays individually and collectively to ensure that the wellbeing and safety of all children and young people is at the forefront of all they do and every decision they make.

Antonine College has **zero tolerance** for child abuse.



Preamble

As reflected in the Antonine College Ltd (ACL) Constitution, the College was the realisation of a dream for the Antonine Sisters, who came from Lebanon in the 1980's to minister to the Christian Lebanese and Maronite community.

The spirituality comes from both the rich heritage of Saint Anthony the Great, founder of religious life, and from the heritage of the Maronite Church, based on the spiritual life of Saint Maroun.

This profound double heritage is based on a life of:

- Contemplation and prayer;
- Community and fraternal commitment; and
- Apostolic and missionary activity.

We also claim the influence of the special spirituality of Mother Isabelle Khoury, who created the apostolic dimension of the congregation. Her spirituality is characterised by:

- Simplicity of life;
- Evangelical poverty; and
- Family spirit.

Education is a major part of our mission and plays a very important role in the life of the Antonine Sisters. Our aim is to work alongside the families, guiding them and helping them grow as good Christians. We are committed to supporting and maintaining Gospel and family values. We work in partnership with families to develop fidelity to religious values and the spreading of God's word.

The Antonine Sisters are found around the world, they invest most of their human and material resources to serve the Lebanese communities working alongside families, guiding and helping them grow as Christians. The Antonine Sisters arrived in Melbourne in 1980 and soon established an Arabic language and a cultural school.

In 1986, the Child Care Centre was established, which now serves as an integral pastoral component of the community. The Parish established Saint Paul's Hostel, a welcoming home for the elderly, which is run by the Antonine Sisters.

In 1998 the Antonine Sisters Maronite Primary School was successfully established.

In 2002 the Antonine Sisters – Trinity Maronite Catholic College (a co-educational secondary college) was established.

Antonine College was formed in 2005 by the amalgamation of the Antonine Sisters Maronite Primary School and Antonine Sisters Trinity Maronite Catholic College which catered for students from Prep to Year 10. VCE classes were established by 2007. In 2010 a site was purchased in Pascoe Vale South and the secondary campus moved in 2011 from Brunswick.

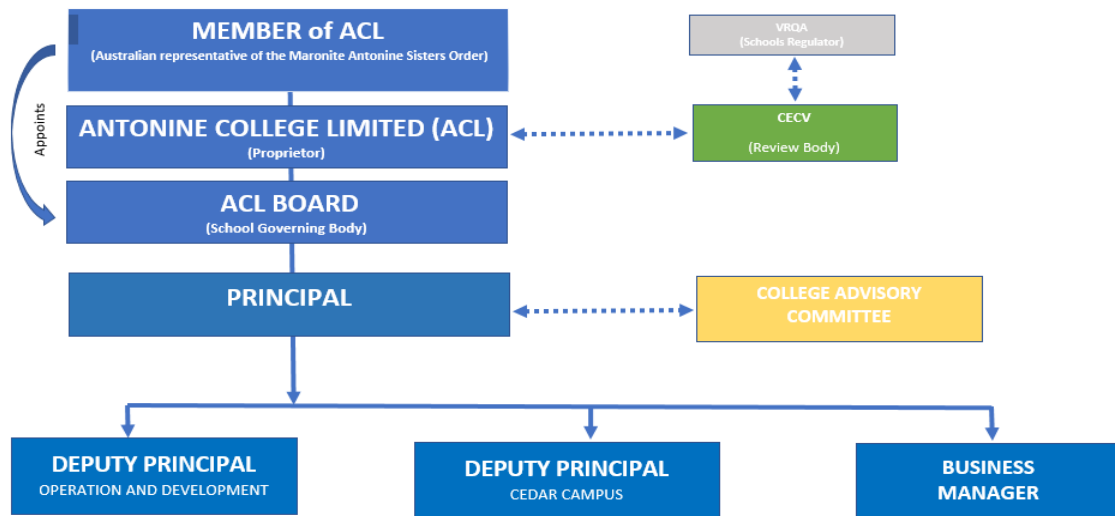
Antonine College has two campuses:

- **Cedar Campus (Foundation to Year 6)** located at 130 Harding Street, East Coburg.
- **Saint Joseph Campus (Year 7 to 12)** located at 71 Grandview Avenue, Pascoe Vale South.

Both sites have been extensively renovated and extended over the years. As a result, the facilities for students, staff and parents are of high standard.



GOVERNANCE CHART



Antonine College Philosophy Statement

Vision

Antonine College will commit to building a faith-filled learning community where:

- every student and staff member takes ownership of and responsibility for continuous improvement and lifelong learning
- students develop as autonomous, self-managing, resilient and responsible learners
- Digital technologies are fostered through an agile, innovative and effective teaching and learning environment

Mission

Enhance our Education in Faith

Provide a comprehensive education in a secure and caring environment in which every person can grow and develop spiritually, intellectually, socially, and physically. Gospel values are reflected in our daily practices. Differences are welcomed and the value of every individual as a child of God is affirmed.

Enhance Teaching and Learning

Provide a curriculum that caters for individual needs through a range of experiences suited to diverse learning styles.

Utilise Digital Technologies so that learning is engaging, personalised and authentic enabling students to become active and informed citizens of the 21st century.

Promote Student Wellbeing

Foster respectful relationships among students, staff and others associated with the College in a spirit of co-operation, trust and responsibility.



Strengthen School Community

Our College is committed to the continuous growth in learning outcomes for students and to develop the skills for lifelong learning. Partnership between home and College is promoted.

Opportunities for engagement in a deeper awareness of our cultural heritage, especially through the study of languages is provided.

Build Leadership

All individuals are considered to be leaders demonstrating relationships and processes which are supportive, consultative and guided by a clear moral purpose.

Values

The College emblem is derived from the emblem of the Antonine Sisters. The Tau of Saint Anthony the Great, famous for being a Father of the Desert (Egypt 250 – 355).

- As a Christian symbol the cross has developed a rich significance:
- As a biblical sign of election, salvation and confirmation.
- As a theological sign of death, resurrection and hope.
- As a monastic sign of contemplation and vigil.



This cross has its origins in the “key of life” or Ankh, which was the symbol of life for the ancient Pharaohs. The early Coptic Christians adopted this cross as a symbol of membership of the Christian community.

It has maintained its strong links to monastic life but lost the oval that connected it to the ancient Egyptians.

This emblem reflects the Christian spirit and values embraced by all members of Antonine College, where we are challenged by the words of the motto: **Faith, Knowledge, Virtue**

Objectives

It is intended that students graduating from Antonine College will:

- have developed a personal relationship with God,
- be competent, skilled, lifelong learners
- be effective, powerful communicators
- be creative, critical thinkers
- be happy, confident, self-managed individuals
- be socially and environmentally responsible citizens

Philosophy enactment statement

The Board requires the philosophy of the College to be communicated to the college community via college website, inclusion of the philosophy in the College enrolment package. The philosophy must be reflected in the way in which the College is governed and operated.

The College supports and promotes the principles and practice of Australian democracy in the operation of the College, in the governance of the College and in what we teach. Australian democracy and its principles are actively covered in the curriculum, and in the way in which the school operates. The Board requires the statement of



Australian democracy to be published on the College's website. Additional communications regarding adherence to Australian democratic principles may be communicated to the school community as necessary.

Role of the Board

ACL is formed to continue and enhance the education mission of the Antonine Sisters. The business of ACL is to be managed under the direction of the Directors.

Powers and duties of the Board

The Board may exercise all the powers of the company that are not required by the law or the ACL constitution (including those matters described at Schedule 1 or Schedule 2) to be exercised by the Member. The Board may from time to time make policies for or with respect to all matters relating to the organisation, management, and good governance of the Company and the College operations. The power of the Board to make any policies is subject to the Board ensuring that at all times any such policies are consistent with the beliefs, traditions and practices of the Antonine Sisters or any direction issued from time to time by the Member. In the exercise of its power and duties, the Board must take note of those matters described in Schedule 1 or Schedule 2 of the constitution to allow the Member sufficient time as is appropriate to obtain directions from the Antonine Sisters.

The objects for which ACL is established for are:

- To pursue the advancement of education and advancement of religion through the ownership and operation of a catholic school known as Antonine College and other educational establishments and services for young people related to the operation of the college, always in accordance with legislation and the mission of the Antonine Sisters;
- To provide primary education and secondary education (Foundation – Year 12) in accordance with the guidelines and directives as set out by the Victorian State Government, the Catholic Education Commission of Victoria Ltd and the Victorian Registration and Qualifications Authority whilst educating students on the teachings of the catholic Church; and
- To facilitate learning in a religious environment in order to develop students' knowledge, skills and values.
- In pursuing its objects, ACL may without limitation:
- Operate, manage or control any out of school hours program and other children's services that are related or ancillary to the operation of the catholic school that ACL operates;
- Establish, promote, operate, and maintain any trusts or funds which may seem directly or indirectly conducive to the Company's objects; and
- Do all such other things as are incidental or conducive to the attainment of the objects and the exercise of the powers of ACL always in accordance with the beliefs, traditions, practices of the Antonine Sisters.
- The Board is obliged to ensure systems for monitoring of legal compliance including requirements under Ministerial Order 870 – Child Safe Standards are in place.

Ministerial Order 870 obligations

Under Ministerial Order 870 – Child Safe Standards, the Board as the school governing authority has the ultimate responsibility for ensuring child safety at the College and its compliance against Ministerial Order 870. Under Ministerial Order 870 the school governing body must ensure there are policies, procedures, practices, mechanisms and protocols for child safety that meets the requirements of Ministerial Order 870. In particular the school governing body is responsible for:



- Developing strategies for embedding an organisational culture of child safety and for periodically reviewing the effectiveness of these strategies put into practice and if considered appropriate to revise such strategies;
- Ensuring the College has a Child Safety Policy or a Statement of Commitment to Child Safety and demonstrating its commitment to child safety and monitoring the College's adherence to its Child Safety Policy or Statement of Commitment;
- Developing, endorsing and making publicly available a Child Safety Code of Conduct;
- Ensuring the College implements staff recruitment, supervision and management practices for a child safe environment;
- Developing strategies to identify and reduce or remove risks of child abuse at the College;
- Ensuring the College has a clear procedure or set of procedures for responding to allegations of suspected child abuse and that these procedures are publicly available, accessible to children, College staff and the wider community and is sensitive to diversity characteristics of the College community;
- Ensuring diversity characteristics of the College community accommodated in matters relating to child safety;
- Ensuring that at least annually the appropriate guidance and training is provided to each member of the school governing body and College staff about the risk of child abuse in the school environment, individual and collective obligations and responsibilities for managing the risk of child abuse and the College's current child safe standards;
- Developing strategies for promoting child empowerment and participation.

In accordance with the Constitution and the Instrument of Delegations, the Board requires the College Principal to work in close consultation with the Chair of the Board in relation to all child safety matters under determination and report on child safety incidents as outlined in the Instrument of Delegations. Child Safety has been included as a standing agenda item to ensure that child safety remains at the forefront of all Board meetings and determinations. The Board requires the College Principal to provide an update on child safety at each Board meeting, including updates to the child safety risk register.

Reserved powers of the Member and Mother Superior

The Member must exercise any of the rights and powers which are required or reserved under the ACL constitution or by law to be exercised by the Member. In exercising any rights reserved for the Member listed in Schedule 2 of the ACL constitution, the Member may confer with Mother Superior as the Member thinks fit and will comply with any relevant Directives, policies, procedures, and protocols of the Antonine Sisters. The rights and privileges of the Member are personal to the Member and are not transferrable.

The Member may direct the Board by notice in writing (Direction) and the Directors must comply with any such Direction.

- Adopt, implement, or act upon the objectives, priorities, strategies and policies for the Company referred to in the Direction;
- Consider and report to the Member, in a form and within such reasonable time period stipulated in the Direction, the achievement by the Company and Directors (as the case may be) of the objectives set out in the Direction,

Board Structure

The Board shall comprise a minimum of five (5) Directors appointed by the Member by notice in writing to the Secretary, including a Director who shall be a Delegate of the Member. The Member may from time to time increase or reduce the number of Directors, provided that the minimum number must always be five (5). The Member may at any time by written notice to the Secretary remove any Director.



Directors' appointment

In appointing Directors, the Member:

- may take into account any recommendation by the Board;
- will have regard to the skills and experience of the Directors in any discipline, profession or field of knowledge which may be beneficial to ACL; and
- will require each appointee to the office of Director to accept the mission of the Antonine Sisters as articulated by Mother Superior from time to time.

Where the office of a Director becomes vacant, the continuing Directors may act despite any vacancy in their body. If the number falls below the minimum number fixed in the ACL constitution, the Directors may act only to ask the Member to fill a vacancy on the Board.

Each Director will hold office for a term of up to three (3) years as determined by the Member when appointing the Director after which that Director must retire from office. A retiring Director shall be eligible for re-appointment for further terms of up to three (3) years as determined by the Member, subject to a maximum tenure of nine (9) consecutive years in office unless otherwise determined by the Member.

Induction and training of Directors

The Constitution requires the Member of ACL in appointing the Directors of ACL to have regard to the skills and experience of each Director which may be beneficial to ACL.

Directors of ACL are members of the school governing body for the purposes of the Education and Training Reform Regulations 2017. Accordingly, there is a positive obligation placed on the Board to ensure that each Director receives induction and annual child safety training as required under Ministerial Order 870 – Child Safe Standards and to demonstrate an awareness and understanding of the expectations under MO 870.

Therefore, each Director will be required to attend an induction facilitated by the Board Chair, where Directors will be given a copy of the Constitution, this Charter and all other governing documents, including Child Safety Policies and Procedures.

Directors' Code of Conduct

The Board of Directors of ACL are bound by the **Directors' Code of Conduct** which includes adherence to the **Child Safety Code of Conduct**. The objective of the Code is to ensure that high standard of ethical behaviour is observed individually and collectively. The Code is informed by the standard of behaviour expected by Company Directors:

- under common law and the *Corporations Act 2001 (Cth)*
- under the *Australian Charities and Not-for-Profit Commission Act 2012 (Cth)*
- as members of the school governing body under the Education and Training Reform Regulations 2017
- the values and charism of the Order

Probity requirements for Directors

The Constitution enshrines the requirement for each Director to meet fit and proper requirements under ACNC Act as well as under the Education and Training Reform Act 2006 (Vic). A Director is not eligible to be Director where they do not meet these requirements.

For the purposes of the Education and Training Reform Act 2006 and Education and Training Reform Regulations 2017, each Director of ACL is considered a Responsible Person and therefore must complete a Fit and Proper



Statutory Declaration and notify the Board Chair of any 'notifiable disclosure events' which would render them ineligible.

The Board must notify the Victorian Registration Qualification Authority (VRQA) via Catholic Education Commission of Victoria Ltd (CECV) within 30 days of a notifiable disclosure event relating to any Responsible Person of ACL, including school based Responsible Persons.

Changes to Board Directors must also be reported to ACNC and CECV.

Conflict of Interest Management

The Constitution includes embedded protections. It prohibits remuneration for Directors for his or her services in the capacity as a Director. The Constitution also prohibits employment of Directors or an employee of ACL from becoming a Director of ACL.

Each Director has an ongoing obligation to avoid conflicts and disclose conflicts and act in the best interest of ACL.

Therefore, all Directors must disclose conflicts of interest at the time they are appointed to the role of Director and annually. Conflict of Interest is a standing agenda item of all Board meetings. All disclosed conflicts will be recorded and managed in accordance with the **Conflict of Interest for Responsible Persons Policy**.

The role of the Board Chair

The Member will elect one of the Directors to be the Chair and Vice-Chair of the Board and shall determine the period for which such persons are to hold office as the Chair and Vice-Chair of the Board, respectively.

The Chair shall preside at all meetings of the Board.

At a meeting of Board if:

- no Chair has been elected; or
- the Chair is not present within 10 minutes after the time appointed for the holding of the meeting or is unwilling to act;

The Vice-Chair is the chair of the meeting, but if:

- no Vice-Chair has been elected; or
- the Vice-Chair is not present within 10 minutes after the time appointed for the holding of the meeting or is unwilling to act;

The Directors present must elect a Director present to be the chair of that meeting. The Chair has a casting vote if necessary.

Initiate suitable consultations with the Member and the Principal on matters ensuring the good governance of ACL.

The Chair shall ensure that each Director receives an induction and annual training, particularly on child safety, to maintain the skills and experience which may be beneficial to ACL.

The role of the Delegate of the Member

The Board shall include a Director who shall be a Delegate of the Member. The Delegate is appointed to represent the interests of the Congregational Leader on the Board.

If the Delegate is of the opinion that any matter presented for decision by the Board or any decision by the Board

- On any matter is of such nature that it touches upon the charism and philosophy of the Order or
- is otherwise contrary to the welfare or interest of the Order,



The Delegate may give to the Board of Directors or the Chair oral notice of such opinion

- At any time but not later than the second day after a decision by the Board was made, and
- Thereupon for a period of seven days after the date of the Board's decision all action on that decision shall be stayed.

If during the period of seven days, the Delegate gives written notice to that effect to the Chair or, in his/her absence, to any Director,

- Then either the decision shall not take effect at all, or
- Its taking of effect shall be postponed either for a limited period or indefinitely according to the terms of the written notice.

In providing the notice, the Delegate will act in accordance with the directions of the Member.

The role of the Principal

The Principal is appointed pursuant to Clause 40 of the Constitution which requires the prior approval of the Member. The Principal is employed in accordance with the terms of the Principal's Contract of Employment. The Principal must be fit and proper for the purposes of school Regulation.

The Principal is responsible for the day to day operations and management of the College in accordance with the decisions and directions of the Board. Also, for the ongoing leadership and management of the College and the education, care and welfare of its students and staff in accordance with the strategy, policies and programs approved by the Board.

The Principal has authority delegated by the Board as listed in the Delegations Matrix. Included is the responsibility for the employment of the staff of the ACL and the authority to sub-delegate. In particular, it is noted that under the new governance arrangements, the Principal is required to notify the Board of any child safety incidents within 24hrs of occurrence and provide updates on child safety matters at each Board meeting.

Principal appraisals are to be undertaken at agreed intervals and in accordance with the recommendations, criteria and measures specified by the Board.

Position Description of the Principal contains the detail responsibilities and duties of the role.

In accordance with Clause 43 of the Constitution the Principal is not eligible to be a Director of the Board. The Principal shall receive notice of and attend all Directors' meetings and may speak at those meetings, except where otherwise requested by the Board.

The role of the College Sub-Committees

The Board may from time to time form (or terminate) one or more sub-committees of the Board as may be thought expedient to assist the Board in carrying out its role. Such sub-committees must be formed in accordance with clauses 36 and 39 of the constitution and the terms of references must be developed by the Board. Currently there are no such Board sub-committees.

The role of the Company Secretary

The Board pursuant to Clause 34 of the Constitution shall appoint a Secretary of the Company for a term and on conditions determined by them. The Secretary is entitled to attend and be heard on any matter at all Board of Directors' meetings.

The Secretary is responsible for

- The receipt of notices regarding director's appointments and other matters required for the operation of ACL.



- The circulation of the Agenda and Board papers at least 7 days before a Board meeting
- The recording the minutes Board meetings and keeping them in the company register for a minimum of seven (7) years as they are a legal record of ACL.
- Ensuring the minutes accord with clause 33 of the constitution
- Exercise company documents in accordance with clauses 62 to 65 of the constitution
- Other matters as required by the Board.

Board processes and meetings

Quorum

The quorum for a Board meeting is majority of Directors entitled to vote. The quorum must be present at all times during the meeting.

Decision making process

All resolutions of the Board must be passed by a majority of the votes cast by Directors entitled to vote on the resolution.

The chair has a casting vote if necessary, in addition to any vote he or she has as a Director. The chair has a discretion both as to whether or not to use the casting vote and as to the way in which it is used.

The Board may pass a resolution without a Board meeting being held if each of the Directors entitled to vote on the resolution, signs or otherwise signifies acceptance and returns, by a means and in a manner approved by the Chair, a document containing a statement that he or she is in favour of the resolution set out in the document. The resolution is passed when the last Director acceptance is received by the Chair.

Board Agendas

The agenda is important as it shapes the information flow and subsequent discussions.

An agenda will be prepared for each Board meeting by the Company Secretary in consultation with the College Principal and the Chair of the Board. The Board meeting agenda will generally include fixed agenda items such as:

- conflict of interest
- child safety
- risk management and high risk College compliance matters
- financials
- strategic objectives and progression

The Agenda and Board papers must be circulated to the Directors at least 7 days before a Board meeting (except in the case of urgent Board meetings or a motion put by circulating resolution).

Meeting frequency and time

The Board shall meet at least 5 times the school calendar year or as frequently as deemed necessary.

Minutes of Board meetings

Meeting minutes are important legal documents and used to record the decisions of the Board. They are not a transcript of every word that was said during the meeting or a record of individual directors' contributions.



However, they can be used as evidence in legal proceedings and reviews of governance undertaken by the regulatory bodies such as the VRQA, and as such care must be taken with the preparation of the Board minutes.

The Company Secretary is responsible for recording the minutes and safekeeping them 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 sign the approved minutes.

Minutes are not official until they are read and approved by a formal vote at the next Board Meeting. The unconfirmed minutes will be distributed with the papers at least 7 days prior to the meeting and confirmed at the meeting. The Chair must sign the minutes once they have been approved by the Board.

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

Member Notification

The Board must provide to the Member the agenda and meeting papers at least seven (7) days prior to the meeting and minutes in respect of each Board of Directors' meetings within fourteen (14) days following the relevant meeting.

Reports

The Board may require all or any company officer to prepare and submit any reports that may assist in the governance of ACL.

Board evaluation

The Board must conduct an evaluation of its actions in the governance of ACL every 3 years. Such evaluation may be completed in house or by an expert in the governance of educational bodies.

Directors' protection

In accordance with clauses 58 and 59 of the constitution, no officer of the Company is liable for the act, neglect or default of any other officer or for joining in any act or for any other loss, expense or damage which arises in the execution of the duties of his or her office unless it arises through his or her own negligence, default, breach of duty or breach of trust.

Access to Board papers

The Member may inspect the books of ACL.

In addition the following persons may at any reasonable time access and inspect any financial record of ACL:

- The Auditor;
- Any Director; and
- Any nominee of the Member according to the terms of authorisation.

Indemnity and Insurance

To the extent permitted by the Law and in accordance with clauses 50 and 51 of the constitution, ACL may indemnify against any liability or pay a premium in respect of a contract insuring a person who is or has been an officer of the ACL against any liability incurred by the person as an officer of the ACL except a liability (other than one for legal costs) arising out of conduct involving a wilful breach of duty in relation to the ACL.

Specialist Advice

The Board may engage specialists from outside the company to provide information and to prepare reports that may assist in the governance of ACL.



Financial Management

In accordance with clauses 58 and 59 of the constitution, the Board must;

- Cause proper accounting and other records to be kept in accordance with the Law.
- Ensure the preparation of a financial report, a Directors' report and any other reports that comply with the ACNC Act, the *Education and Training Reform Act 2006* (Vic) and any other relevant legislation.
- Cause the Company's financial report for each financial year to be audited by the Auditor and obtain an auditor's report in accordance with any requirements of the ACNC Act and any other relevant legislation.

Review of the Charter

This Charter will be reviewed by the Board annually. It will be revised to improve procedures and to reflect any legislative or regulatory changes where applicable. Changes to this Charter must be consistent with the reserved powers of the Member as outlined in the Constitution.

A copy of the current version of the Charter must be provided to Directors.