

# *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
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<b>SCHEDULED REVIEW DATE:</b>	March 2022



## 1. DEFINITIONS

**College**

Abbreviation for St Andrews Christian College.

**Board / Council**

College Board, the governing body of the College.

**Sub-Committee / Committee**

Committee of the Board.

## 2. INTRODUCTION

The Presbyterian School of St Andrews Limited ACN 006 044 172, a company limited by guarantee and not having a share capital, is governed by The Corporations Law, and the Memorandum and Articles of Association.

The Council 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 3 of the Memorandum. [Art.36(1)(a)]

In carrying on the management of St Andrews Christian College, the Council is commonly referred to as the 'College Board'.

This document seeks to govern the functions and proceedings of all Committees. It contains excerpts from the Memorandum of Association and the Articles where relevant. Nothing in this Policy limits any powers or responsibilities of the College Board.

## 3. ARTICLES OF ASSOCIATION

Articles 46 to 49 inclusive in the Article of Association are specifically relevant to Committees. These Articles [19 August 2010 version] are reproduced here:

46. The Council may from time to time appoint committees and may delegate thereto such business or matters as the Council sees fit. The quorum of any such committee consisting of five or more shall be three and if the committee consists of less than five, the quorum shall be two.
47. The Council shall appoint from one of its number a person who shall act as the Convener and Chairman of any Committees appointed by the Council. If the appointed Convener and Chairman of any Committee appointed by the Council is not present within five minutes after the time appointed for holding a meeting of that Committee, the members of that Committee who are present may choose one of their number to be Chairman of the meeting.
48. A Committee may meet and adjourn as it thinks fit. Questions arising at any meeting shall be determined by a majority of votes of the Committee members present. The Chairman of the Committee shall have a deliberative vote and a casting vote.
49. Each Committee after a meeting shall furnish to the next regular meeting of the Council a report of its activities and shall render to the Council such advice concerning the subject matter of its activities as the Council requires.



## 4. ADDITIONAL REQUIREMENTS FOR ALL COMMITTEES

The Board must approve all recommendations of Committees before they can be carried out.

It is the task of each Committee to define their purpose. Once approved by the Board, the Committee's purpose will form part of this Policy.

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

### 4.1 Tenure

- Committee members are appointed by the Board and not by the Committee.
- 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 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 Committee.
- Membership of a Committee shall coincide with a Board Member's term on the Board unless otherwise determined by the Board.

### 4.2 Meetings

- Committees shall meet as often as is necessary, and may communicate and resolve questions by any available media – including electronic means.
- Committee members to submit an apology to the Chair ASAP where a member is aware that they will be absent from a scheduled meeting in order that it can be ascertained as to whether sufficient members will be present.
- A member of a Committee may request that a meeting of that Committee 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 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 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.
- The Committee Chairs may invite a party external to the College to attend a meeting of their Committee.
- The Committee Chairs may invite, with the Principal's consent, an employee or officer of the College to attend a meeting of their Committee.
- In the previous two points, the Committee Chair is to inform fellow committee members of the intent to invite parties prior to the meetings.



#### 4.4 Powers of the Committee

- Subject to any limitation by the Board, the Committee shall have access to all relevant documents to which the Board has access.
- Subject to prior budgetary approval (except in case of emergency), a Committee may engage professional advisors on behalf of the Corporation.
- The proceedings of the Committee shall be as confidential as if they were proceedings of the Board. There is no restriction on communicating confidential matters of the Committee to members of 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 Committee Papers

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

#### 4.6 Committee Minutes

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

*The following provisions relate specifically to the individual Committees created by the Board and serve to further define their roles and responsibilities:*

## 5. RISK COMMITTEE

### 5.1 Purpose

The purpose of this Committee is to:

- Develop the College 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 College 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 College. The primary objective of this policy is to provide a structured and consistent approach to dealing with 'uncertainty' in the context of the College's strategic direction and its 'appetite for risk'.

In particular it is designed to:

- Promote cultural awareness of the main risks confronting the College.
- Protect and enhance the College'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 Committee and other key personnel.



## 6. COMMUNICATIONS AND COMMUNITY COMMITTEE

### 6.1 Purpose

The purpose of this Committee is to:

- Seek to ensure effective communication from the Board to the wider College community.
- Identify ways of helping to strengthen the sense of community within the College.

### 6.2 Responsibilities

#### Communications

The Board clearly wish for its communications to be effective. To that end it will be the task of this committee to:

- Ensure information on the College Board section of the College website is appropriate and up to date.
- Make a contribution to the College website following each Board meeting. This will include any decisions made by the Board that are appropriate to be shared with the community at that time. This would be done in consultation with the Principal.
- Make a further contribution to the College newsletter as appropriate. (This may include matters outside the monthly meetings, such as building progress; Principal search matters; Comment on Staff & Board retreat; etc.
- Consider how more delicate matters would be best communicated to the College Community.
- Consider other matters as instructed by the Board.

#### Community Building

Recognising that there are other segments of the College which are also involved in this important role – e.g. PFA – the committee will also consider:

- Ways that the Board can help to build up and strengthen the community.
- How the Board can seek to repair damage to our community, when such damage is identified (working with the Risk Committee).
- What the Board can do to continuously strengthen the connection between the Board and the wider College community.

### 6.3 Composition

This Committee will be chaired by the Board Correspondence Secretary.

## 7. FINANCE AND AUDIT COMMITTEE

### 7.1 Purpose

The purpose of the Committee is to assist the Board to oversee the College'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 Committee will also ensure all legal and regulatory obligations are met in relation to the financial management and fulfilment of the College's objectives.



## 7.2 Responsibilities

The Committee's responsibilities are set out as follows:

### Audit

The 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 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 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, in relation to the Committee's role.
- Any related party transactions.

The Committee will assist in managing the organisation'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 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.

## 7.3 Powers

### Authorisation of debt write-offs

The Committee may authorise the write-off of debts deemed unrecoverable to a value of \$20,000. Values above this level will be referred to the Board. All write-offs will be reported to the Board at the earliest opportunity.



## 8. PROPERTY DEVELOPMENT COMMITTEE

### 8.1 Purpose

The Committee will be responsible for:

- the development and monitoring of the College'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 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 College 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 College 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 for development of further plans;
  - Work with the College 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 College Board on status of the above.

### 8.3 Composition

Committee members may be Board members or others (e.g. from the College community, outside experts) as approved by the Board.





## 9. PRINCIPAL REMUNERATION & APPRAISAL COMMITTEE

### 9.1 Purpose

The Committee will be responsible for setting the performance appraisal framework and outcomes for the Principal of the College only. Board remuneration is prohibited by the College Constitution and all other staff remuneration is expected to be managed via the operational structure of the College.

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

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

### 9.2 Responsibilities

The 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 full Board.
- Perform appraisal of the Principal on a regular basis, 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 Committee shall be chaired by the College Board Chairman and will include the following members:

- The College Board Chairman.
- The College Board Vice-Chairman.
- The College Board Secretary.
- The Finance Committee Chairman.

In the event that a single person occupies two of these positions then the Board will appoint an additional member from its own membership to be a member of the Committee on the recommendation of the Chairman.

### 9.4 Reporting to the Board

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

Note, however, that actual remuneration figures for the Principal will 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
	John Audet (Guest, non-Board member)
Property Development	James Bligh (Chair)
	Sab Ambrosino
	Thomas Chong
	Peter Lewis
	Sharon Rowland
Risk	Sab Ambrosino (Chair)
	Dean Carroll
	James Bligh
	Sue Dunn
	Thomas Chong
	Tim Farmilo (Staff)
Community & Communications	Peter Lewis
	Sharon Rowland
	Peter Friend (Staff)