



## Board of Governance Charter

### The College

Newhaven College (“the College”) is a non-trading co-operative with shares incorporated on 28 August 1979. Its registered address is 1770 Phillip Island Road, Phillip Island Vic 3923.

### Newhaven College Vision

Newhaven College supports the pursuit of personal excellence and encourages personal best through social, emotional, intellectual, and spiritual growth.

### Newhaven College Mission

We aim to provide an environment where creativity, academic, emotional, spiritual, physical and life skills are nurtured.

We do this by:

- Creating a respectful working environment for students and staff
- Providing a personalised and student-centred approach to learning through creative and physical activity
- Building a culture of achievement in both students and staff
- Focusing on continuous improvement and shared accountabilities
- Promoting equity and social justice
- Developing partnerships with our community— local, national, and global
- Recognising and celebrating diversity
- Encouraging school and community health and well-being

### Newhaven College Motto

“In Quietness and Confidence Shall Be Your Strength” (Isaiah 30:15)

Translated into modern language it means: “Quietly trust in Me, then you will be strong and secure”.

### Newhaven College Values

At Newhaven College we affirm the values of our society which promote the dignity of the individual, foster relationship based on integrity and create a genuine concern for our environment. Our strategic plan, programs and practices reflect the following core values:



**Respect** – Treat oneself, others and the environment with care and compassion. Embrace the values and beliefs of others.

**Excellence** – Seek to accomplish worthy and admirable outcomes in everything you do. Approach life with resilience and perseverance. Embrace challenges with enthusiasm and confidence.

**Responsibility** – Be accountable for one’s own actions, resolve differences in constructive and peaceful ways, contribute to the community and behave in an environmentally sustainable way.

**Honesty** – Be sincere and seek the truth. Be truthful to yourself and others.

**Empathy** – Be open to others and their cultures; accept and respect diversity within a democratic society. Understand the beliefs and experiences of others.

As members of the Newhaven College Community, we are all accountable to these values and should strive to fulfil them in all that we do.

## The Board

The Board is elected pursuant to the **Rules of Newhaven College Co-operative Limited** (“the Rules”).

## The Role of the Board

The Board’s role is to govern the college and not to be involved in the day-to-day management. It is senior management’s role to manage the college in accordance with the strategic goals set by the Board. The Board’s governance responsibility includes:

- Appointing, reviewing and in some cases removing the Principal
- Providing ongoing support for the Principal
- Determining and implementing the college’s key values, principles and ethos
- Setting strategic plans and major direction for the college
- Determining the Board’s policies and practices
- Ensuring compliance with legal obligations
- Monitoring adherence to systems of assessing risk management
- Approving and monitoring the college budget
- Reviewing the College’s performance annually
- Reviewing the Principal’s performance annually
- Undertaking self-assessment review of Board performance (including the chairman) annually
- Handling of grievances concerning the Principal

The Board should be focussed on the core responsibilities of Identity and Culture, Student Achievement, Strategy, Policy, and Risk.



## Board of Directors: Code of Conduct

Board Directors are expected to comply with the spirit, as well as the letter, of the law and with the principles of the Charter.

Board Directors will ensure that in fulfilling their duties, they:

- act for the benefit of the College
- be informed on matters under discussion
- discharge their duties in good faith and honesty
- act in good faith and best interests of the College
- not make improper use of the position on the Board
- not make improper use of information obtained by virtue of the Board position or not disclose confidential information
- ask searching questions
- ensure that the College remains solvent
- not use the position for personal gain
- undertake diligent analysis of all proposals put before the Board
- fulfil their fiduciary duty to the College.

## The Role of the Chair

The Board Chair plays a key leadership role of the Board. The Chair is responsible for the leadership of the Board and for the efficient organisation and conduct of the Board. The chair should facilitate the effective and respectful relations between Board members and between the Board and the College Principal.

It is the responsibility of the Chair to:

- effectively lead the Board and chair Board meetings
- create an appropriate environment for Board discussion and facilitate constructive debate by acting with impartiality to ensure that the will of the majority is carried out
- ensure the balance of responsibilities and duties between the Board and Principal is appropriate
- provide ongoing support and mentoring to the Principal
- ensure that adequate committees are in place to assess the general standards of performance of both management and finances
- respond promptly and comprehensively to concerns raised by other Board directors
- ensure individual Board Directors are made aware of their responsibilities and act in accordance with this Charter and other appropriate documents governing their behaviours
- ensure new Board Directors gain from an effective induction program



## Induction for New Members

An induction meeting is held with all new Board members and should be conducted by the Chair with the assistance from the Principal as appropriate.

Material provided to new Board members should include:

- The Board Charter
- Background history including the college's vision, strategic direction
- Financial statements and report for previous two months
- School governance guidelines and policy statements
- Access details for the Corporations Act

## The Principal

The Principal is appointed by the Board. The authority to exercise managerial powers is delegated from the Board to the Principal. The Principal is responsible for the ongoing management of the College, in accordance with the strategy, policies and programs approved by the Board. The Principal is responsible for the daily operations of the College, and oversees the educational programs and developments in the College and school community.

The Principal is responsible for the management and day to day operations and business of the College which includes:

- manage the College to achieve the goals always agreed and endorsed by the Board whilst having regard to the Key Values and Mission Statement
- oversee the educational programs and developments in the College
- keep the Board informed on any relevant issues
- attend Board meetings except those at which the Principal's performance is assessed
- brief the Chair regularly on management and administrative matters
- manage the College's business effectively
- present adequate and timely information to the Board
- supply information to the Board to enable it to form an accurate view of the College's performance
- foster a good relationship with Executive Management
- perform against the indicators set out in the Principal's contract of employment
- implement the College's strategic plan
- effectively manage resources
- handle grievances that may be raised, other than those concerning Board members



## Evaluations

It is the College's policy to foster the development of each Board Director and the Board as a whole. Each year the Board will conduct an evaluation of its performance with a view to providing best practice governance and delivering the performance of an effective Board.

It is also the College's policy to annually measure the Principal's performance against the indicators agreed between the Principal and the Board as set out in the Principal's contract of employment.

The performance management criteria for the evaluations include:

- strategic planning implementation
- financial performance
- Board information and processes
- effective communication and teamwork
- attendance and input on Board sub- committees
- student performance
- student retention rates
- the items for review set out in the Principal's contract

Following the receipt of any evaluations, the Board will determine what action may be required to improve any areas identified as requiring attention.

## Board Meetings

The Board will meet on the third Thursday of each month at 7.00 pm or any other times as may be decided at a meeting of the Board.

## Board Process

Board Directors will act in a manner to enable the conduct of meetings to be informed, productive and result orientated.

To this end they will:

- accord other Board directors and their views respectfully
- act in a professional manner
- act in accordance with the Rules of this Charter
- raise and address issues in a confident and firm, but friendly manner
- minimise chatter and irrelevant remarks
- refrain from interruption or interjection
- use good judgment, common sense and tact
- ask questions or seek explanations whenever they do not fully appreciate the issues discussions or resolutions
- respect the confidentiality of Board discussions



- seek specialist advice if necessary
- not use any information obtained by virtue of their position on the Board for any purpose other than it was intended
- declare any potential conflicts of interest
- be assured that the College is able to pay its debts as and when they fall due

### Minutes, Agendas and Reports

Minutes, agendas and reports should be circulated by the Friday before the next Board meeting.

### Indemnity

The College indemnifies the Board of Directors to the full extent permitted by law and in particular subject to the Corporations Act (2011)

### Insurance

The College will maintain Directors' and Officers' liability insurance and provide each Director with a copy of the Policy. The College will maintain Director and Officer's liability insurance for a period of seven (7) years from the date on which each Director ceases to be a Director.

### Committees

The Board can establish committees to consider certain issues in further detail on an "as needs" basis. These committees do not carry out any functions of the Board, unless so provided by the Rules.

The role of any committee will be determined from time to time by the Board. The chair of each committee is to report to the monthly Board meeting.

### Specialist Advice

The College will reimburse a Board Director for independent specialist advice which the Board Director obtains relating to his/her duties and obligations as a Board Director on the following basis:

- The College has not already received specialist advice on the point on which the Board Director wishes to seek advice or has not made such advice available to the Board Director or advised the Board Director accordingly;
- The Board director first obtains the Chair's approval to seek such advice or failing receipt of the Chair's approval, the approval of the Board.