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SECTION 1: Diocesan Schools Board - Establishment

Mission

1.1 The Diocesan Schools Board has been established by the Bishop of the Diocese of Broken Bay to assist and advise him in the governance of systemic Catholic schools within the diocese.

1.2 In carrying out this responsibility, the Board is charged with three primary functions:

1.2.1 To develop and foster a vision for Catholic schools, consistent with the diocesan mission statement and the statement of purpose of Catholic schools which will enable them to respond to the church’s mission by offering educational services and opportunities in an atmosphere of Catholic faith and practice, designed to nurture the formation of the whole person and to foster a just society.

1.2.2 To develop, support and resource this vision through the provision of long-term strategic planning for the key elements within the diocesan schools system including faith formation, educational programs, personnel, finance, facilities, accountability, quality assurance, risk and promotion.

1.2.3 To establish, monitor and develop priorities, goals, outcomes, broad policies and guidelines necessary for the smooth operation of all elements of the system including:

- Catholic life, evangelisation and pastoral care
- Learning and teaching
- Resource management
- System development and consolidation
- Relationship between systemic and congregational schools
- Strategic leadership and direction
- Accountability

1.3 The Board is not a body corporate. The Board at all times acts in an advisory capacity to the Bishop and the Director of Schools.

Membership

1.4 The Bishop of the Diocese of Broken Bay appoints the members of the Diocesan Schools Board.

1.5 The Bishop of the Diocese of Broken Bay appoints the Chairperson of
the Diocesan Schools Board.

1.6 The Bishop of the Diocese of Broken Bay and the Director of Schools are ex officio members of the Diocesan Schools Board.

1.7 The Director of Schools is the Executive Officer of the Diocesan Schools Board.

1.8 Members are appointed for an initial term not exceeding three years and are then eligible for re-appointment for a further term of three years. In the appointment of members to the Board, a balance between desirable turnover of membership and maintenance of continuity is considered.

1.9 There are normally 16 Board members and usually no more than five would be current staff of the Catholic Schools Office.

1.10 The collective membership of the Board is devised to maintain a balance across all sections of the diocesan community: Clergy, principals, Catholic Schools Office personnel, parents and members of the Catholic educational community generally.

Individual members of the Board do not formally represent any group but are chosen for their:

- Demonstrated commitment to the Catholic faith and to the diocesan mission
- Personal qualities and expertise in particular fields relating to the functions of the Board
- Capacity to provide sound visionary leadership to the diocesan schools system

1.11 Board composition reflects the broader educational community with membership including:

- At least one priest of the Diocese
- One primary principal
- One secondary principal
- One congregational school principal
- Three members of the Catholic Schools Office leadership team
- One tertiary education professional
- One independent financial consultant
- Community representatives including parents with relevant expertise in such areas as:
  - Diocesan Parent Council, school P&Fs, school boards
  - Financial management
  - Education
- Risk management
- Corporate governance
- Pastoral care

1.12 Appointed members may at any time resign in writing to the Director of Schools effective from a mutually agreed date.

1.13 Secretarial support to the Board including the role of Assistant Executive Officer is provided by staff members of the Catholic Schools Office.

**Decision Making**

1.14 Board members determine the style of decision making that best suits the work of the Board. Decisions would normally be made by consensus.

**Quorum**

1.15 A quorum for meetings is at least half the number plus one of currently appointed Board members.

**Meeting Frequency**

1.16 Meetings will be held at least seven times per year or as otherwise agreed to by the Board.

**Record of Proceedings**

1.17 Minutes of proceedings shall be kept of all meetings of the Board and its committees including recording actual attendance.

1.18 Minutes shall be subject to confirmation at the next succeeding meeting.

1.19 A summary of the meeting will be provided to the Bishop and issued for the information of Diocesan staff.

**People in Attendance at Meetings**

1.20 A wide range of other persons, involved in or interested in the Diocesan Schools System, its programs or students will, from time to time, be invited to bring their knowledge and experience to the Board’s meetings to assist in the deliberations of the Board.

**Charter Changes**

1.21 Changes to this Charter require the approval of the Bishop.
SECTION 2: Diocesan Schools Board – Governance Processes

The Board’s Role

The Board

2.1 Is accountable for exercising the authority given to it in its terms of reference and the law of the land.

2.2 Sees its role as one of governance.

2.3 Is responsible for determining Board induction and formation, meeting procedures and for its own annual self-review, the form of which is decided by the Board.

2.4 Ratifies the annual plan and agenda for the year.

2.5 Exercises due diligence and ensures that risks are identified and managed.

2.6 Is responsible for ensuring communication of its deliberations to the Bishop and the Director of Schools.

2.7 May recommend the establishment of working parties or forums in addition to the standing committees of the Board.
The Chairperson’s Role

*The Chairperson:*

2.8 Is responsible for maintaining the relationship between the Board, the Bishop, the Director of Schools and the Catholic Schools Office.

2.9 Chairs the meetings of the Board. In the event that the Chair is absent from a scheduled meeting another Board member will be invited by the Director of Schools to chair the meeting.

2.10 Serves as an *ex officio* member of Board committees and attends their meetings when appropriate.

2.11 Discusses major issues confronting the Diocesan Schools System with the Director of Schools and reports such concerns back to the Board.

2.12 Ensures that the annual self-review of the Board is conducted in a professional and timely manner.

2.13 Ensures Board members are satisfied with their contribution to the Board.

2.14 Performs other duties as required.
Board Members’ Role:

Board Members:

2.15 Serve with respect, courtesy, concern and responsiveness, exercising due skill, care and diligence.

2.16 Make judgements in good faith and observe board solidarity about decisions reached and authority to act.

2.17 Attend all board meetings. Where a Board member is unable to attend a scheduled meeting the member is expected to inform the Board Chair through the Assistant Executive Officer.

2.18 Know and understand the Diocesan Schools System’s mission, policies and services.

2.19 Review the agenda and supporting materials prior to Board meetings.

2.20 Speak on the Board’s behalf only when they have been authorised to do so.

2.21 Inform others about the Diocesan Schools System.

2.22 Recommend potential Board members.

2.23 Adhere to and maintain the Board’s policies and at all times act in the best interests of the Diocesan Schools System.

2.24 Keep up to date on developments in the Diocesan Schools System and education generally.

2.25 Do not formally represent any interest group.
Board Committees:

2.26 Are endorsed by the Bishop.

2.27 Develop policy options for the Board and recommend actions for its consideration and approval.

2.28 Operate at the strategic level, not at operational/managerial level. There are three standing committees of the Board:

- Mission Services Committee
- Educational Services Committee
- Finance Committee

2.29 Provide expert advice to the Board in accordance with their terms of reference.

2.30 Require a membership that pays attention to a mix of expertise and experience with the focus of the particular committee.

2.31 Have a terms of reference that outlines the committee’s purpose, length of appointment, responsibilities, membership, meeting frequency and annual goals. (See appendices 1-3)

2.32 Undertake self evaluation annually.

Board – Director of Schools Relationship

2.33 The Board’s relationship with the operations of the Diocesan Schools System is through the Director of Schools.
Director of Schools – Board Relationship

The Director of Schools:

2.34 Is the Executive Officer of the Board.

2.35 Develops the agenda based on the Board’s work plan and the agenda for the year.

2.36 Reports directly to the Board through written and verbal reports.

2.37 Supports the Board with strategic information, briefings and reports that are relevant, timely and accurate.

2.38 Plans, co-ordinates and implements the annual plan.

2.39 Assures the Board of compliance to its policies through agreed upon reporting processes.

Board Member Recruitment, Appointment and Development

2.40 Members are chosen for their:

- demonstrated commitment to the Catholic faith
- commitment to assist the Bishop in his governance of the Diocesan Schools System
- personal qualities and expertise in particular fields relating to the functions of the Board
- capacity to provide sound visionary leadership to the Diocesan Schools System

2.41 The Catholic Schools Office will meet reasonable travel, accommodation and other approved expenses incurred by Board or Board committee members in attending Board or Board committee meetings or undertaking other work on behalf of the Board.

2.42 If it is discovered that there was a defect in the appointment or continuance in office of any Board member all acts done at any meeting of the Board shall be as valid as if every such person had been duly appointed or had continued in office as a Board member.
Policy Review

2.43 It is the Board’s responsibility to review, and if necessary revise, all Board policies triennially.
TERMS OF REFERENCE
MISSION SERVICES COMMITTEE

1.0 Objectives

1.1 The primary objectives of the Mission Services Committee are to advise the Board on all aspects of mission policy from a diocesan wide perspective by:

- Operating within the policy framework determined by the Board
- Advising the Board on matters pertaining to:
  - Congruence in mission between the Diocesan Schools System and the Diocese
  - Policy and priorities in Catholic life and mission, pastoral care and evangelisation
  - Religious education curriculum and the religious outcomes of diocesan schooling
  - The integration of the Catholic worldview in the total curriculum
  - The on-going spiritual formation and professional development of principals, staff and all engaging in the ministry of religious education
  - Research on Catholic identity and the mission the Diocesan Schools System
- Advising the Board on matters relating to the optimal use of diocesan resources in Catholic life and mission (human, budgetary or other)
- Liaising, as appropriate with relevant diocesan, parish and community groups
- Undertaking any task that the Board may assign from time to time related to the above areas
2.0 **Membership**

2.1 The members of the Mission Services Committee are appointed on behalf of the Bishop by the Director of Schools.

2.2 The Chair of Mission Services Committee is appointed on behalf of the Bishop by the Director of Schools.

2.3 The Chairperson of the Board and the Director of Schools are ex-officio members of the Mission Services Committee.

2.4 Members are usually appointed for a term of three years, and are eligible for reappointment for a further term of three years.

2.5 There are normally seven appointed Committee members.

2.6 Committee members may include Diocesan Schools System personnel, parents or other persons with relevant expertise.

3.0 **Developing Recommendations**

3.1 The Committee develops options and recommendations for the Board. The Committee does not normally make decisions on behalf of the Board unless the Board has authorised them to do so in a particular circumstance.

3.2 Committee members decide how they will develop their recommendations for the Board.

4.0 **Quorum**

4.1 A quorum for meetings is at least half the number plus one of currently appointed members.

5.0 **Meeting Frequency**

5.1 Meetings will be held at least seven times per year or as otherwise agreed to by the committee.

6.0 **Record of Proceedings**

6.1 Minutes of proceedings shall be kept at the Catholic Schools Office of all meetings of the committee.

6.2 Minutes shall be subject to confirmation at the next succeeding meeting.
6.3 A summary of each meeting will be submitted to the Diocesan Schools Board.

7.0 People in Attendance

7.1 A wide range of other persons, involved in or interested in the organisation, its programs or clients will, from time to time, be invited to bring their knowledge and experience to the committee’s meetings to assist in the deliberations of the committee or to provide briefings or reports.

8.0 Committee Self Review

8.1 The Committee decides the form of self review for the Committee and submits the outcome to the Board annually.

9.0 Terms of Reference Changes

9.1 Changes to these terms of reference require the approval of the Bishop.
1.0 Objectives

1.1 The primary objectives of the Educational Services Committee are to advise the Board on all aspects of education policy from a diocesan wide perspective by:

- operating within the policy framework determined by the Board
- advising the Board on matters pertaining to education K-12 including curriculum, teaching and learning, policy and priorities, educational evaluation, educational accountability, which will reflect major educational needs of schools
- preparing responses to relevant educational proposals, curriculum documents etc emanating from Commonwealth, State, CEC NSW, Board of Studies NSW and other bodies, which have education implications for children in Catholic schools
- recommending or promoting research on education issues to further the quality of education in Catholic schools, and advising the Board as appropriate
- monitoring legislative and administrative requirements imposed on schools
- undertaking any task which the Board may assign, from time to time, related to the above areas
- monitoring social, political and educational developments in the community and identifying issues on which the Board may develop a public position

2.0 Membership

2.1 The members of Educational Services Committee are appointed on behalf of the Bishop by the Director of Schools.

2.2 The chair of Educational Services Committee is appointed on behalf of the Bishop by the Director of Schools.

2.3 The chairperson of the Board and the Director of Schools are ex-officio members of the Educational Services Committee.

2.4 Members are usually appointed for a term of three years, and are eligible for reappointment for a further term of three years.

2.5 There are normally seven appointed Committee members.

2.6 Committee members may include Diocesan Schools System personnel, parents or other persons with relevant expertise.
3.0 Developing Recommendations

3.1 The Committee develops options and recommendations for the Board. The Committee does not normally make decisions on behalf of the Board unless the Board has authorised them to do so in a particular circumstance.

3.2 Committee members decide how they will develop their recommendations for the Board.

4.0 Quorum

4.1 A quorum for meetings is at least half the number plus one of currently appointed members.

5.0 Meeting Frequency

5.1 Meetings will be held at least seven times per year or as otherwise agreed to by the Committee.

6.0 Record of Proceedings

6.1 Minutes of proceedings shall be kept at the Catholic Schools Office of all meetings of the Committee.

6.2 Minutes shall be subject to confirmation at the next succeeding meeting.

6.3 A summary of each meeting will be submitted to the Diocesan Schools Board.

7.0 People in Attendance

7.1 A wide range of other persons, involved in or interested in the organisation, its programs or clients will, from time to time, be invited to bring their knowledge and experience to the Committee’s meetings to assist in the deliberations of the committee or to provide briefings or reports.

8.0 Committee Self Review

8.1 The Committee decides the form of self review for the Committee and submits the outcome to the Board annually.

9.0 Terms of Reference Changes

9.1 Changes to these terms of reference require the approval of the Bishop.
Appendix 3

TERMS OF REFERENCE

FINANCE COMMITTEE

1.0 Objectives

1.1 The primary objectives of the Finance Committee are to advise the Board on all aspects of financial policy from a diocesan wide perspective by:

- Operating within the policy framework determined by the Board
- Contributing to the development and review of a strategic financial management plan
- Determining and monitoring the immediate and long-term financial priorities of the diocesan schools system
- Developing comprehensive policies on recurrent and capital funding for Catholic schools, taking into account CEC NSW objectives and priorities and the funding priorities of Commonwealth and State Governments
- Analysing sources of school funding and assessing and reporting to the Board on the implications for the system on any changes to government funding policies
- Contributing to the development and review of accounting policies and financial management principles for the system and schools
- Undertaking research on Catholic school resourcing issues to optimize grant distribution to meet diverse needs and priorities including equitable allocation of resources within the school system
- Advising on the formula for the distribution of general recurrent grants to dioceses for systemic schools by CEC
- Advising the Bishop through the Diocesan Schools Board annually rates for tuition fees and building levy
- Receiving and reviewing annual budget, audited financial statements and periodic financial and non financial performance reports including capital and repairs and maintenance expenditure reports
- Approving the CSO annual budgets both recurrent and capital each year in November and revised each year in March
- Approving audit engagement, external audit plan and audit fee
• Approving, following advice from the auditors, the annual financial report of the Diocesan Schools System prepared by CSO
• Undertaking tasks the Board may assign, from time to time, related to the financial and budgetary aspects of the system
• Contributing to the development of a financial risk management framework
  - Review insurance cover
  - Review financial controls
  - Ensure the integrity and timelines of financial reporting
  - Monitor that adequate funds are available to meet financial commitments as they fall due
  - Monitor legislative and administrative requirements imposed on schools’ capital programs and other funding programs

2.0 Membership

2.1 The members of Finance Committee are appointed on behalf of the Bishop by the Director of Schools.

2.2 The chair of Finance Committee is appointed on behalf of the Bishop by the Director of Schools.

2.3 The chairperson of the Board and the Director of Schools are ex-officio members of the Finance Committee.

2.4 Members are usually appointed for a term of three years, and are eligible for reappointment for a further term of three years.

2.5 There are normally seven appointed committee members.

2.6 Committee members may include Diocesan Schools System personnel, parents or other persons with relevant expertise.

3.0 Developing Recommendations

3.1 The Committee develops options and recommendations for the Board. The Committee does not normally make decisions on behalf of the Board unless the Board has authorised them to do so in a particular circumstance.

3.2 Committee members decide how they will develop their recommendations for the Board.
4.0 Quorum

4.1 A quorum for meetings is at least half the number plus one of currently appointed members.

5.0 Meeting Frequency

5.1 Meetings will be held at least seven times per year or as otherwise agreed to by the Committee.

6.0 Record of Proceedings

6.1 Minutes of proceedings shall be kept at the Catholic Schools Office of all meetings of the Committee.

6.2 Minutes shall be subject to confirmation at the next succeeding meeting.

6.3 A summary of each meeting will be submitted to the Diocesan Schools Board.

7.0 People in Attendance

7.1 A wide range of other persons, involved in or interested in the organisation, its programs or clients will, from time to time, be invited to bring their knowledge and experience to the Committee’s meetings to assist in the deliberations of the Committee or to provide briefings or reports.

8.0 Committee Self Review

8.1 The Committee decides the form of self review for the Committee and submits the outcome to the Board annually.

9.0 Terms of Reference Changes

9.1 Changes to these terms of reference require the approval of the Bishop.