

GSCA 1.3**Governance Handbook for Members, Directors and Officers (June 2012)****Contents**

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STATEMENT OF CHARISM FOR GOOD SAMARITAN EDUCATION

The charism of *Good Samaritan Education* is centred on the person of Jesus Christ in the communal seeking of God, believing that it is together – not as isolated individuals – that we go to God (RB72:12), our hearts overflowing with the inexpressible delight of love (RB Prologue 49).

Enriched and inspired by the Parable of the Good Samaritan (Luke 10: 25-37) the Rule of Benedict and the Sisters of the Good Samaritan, the mission of *Good Samaritan Education* is to sustain and nurture communities of learning in the Catholic tradition.

Such faith communities of learning are formed by essential values drawn from the Rule of Benedict: love of neighbour, prayer, stability, *conversatio*, obedience, discipline, humility, stewardship, hospitality, community and justice.

PHILOSOPHY OF EDUCATION

Good Samaritan schools commit themselves to a vision of Catholic education which:

(a) Draws on the strength of the Good Samaritan/Benedictine tradition

We value:

- the dignity of each person;
- an academic school environment which is at the forefront of contemporary educational developments;
- a love of learning;
- a holistic view of education and an integrated curriculum which will challenge and foster the creativity, initiative and ability of each student;
- respect for individual differences so that "the strong have something to strive for and the weak nothing to run from" (Rule of Benedict 64:9);
- the integration of faith and life;
- an appreciation of beauty and the diversity of cultural values;
- wise stewardship, which reverences the earth and its resources;
- a balance of prayer and work;
- hospitality of heart and place;
- the seeking of peace.

(b) Is directed to the seeking of God

Life is a journey in search of God, the Creator, Word and Spirit. We reverence the Scriptures as nourishment and guide in the seeking of God. We express our longing for and praise of God in personal, communal and liturgical prayer. Because God has become one with us in Jesus Christ, we believe that our lived experience is the meeting place with the divine. Our plans and endeavours are so arranged "that in all things God may be glorified".

(c) Is centred on Jesus Christ and his mission

Personal commitment to Jesus Christ and his mission is central to our educational ministry. Inspired by the example of the Samaritan of Luke's Gospel and by Polding's compassionate missionary vision, we commit ourselves to a Gospel way of life, responding with energy and creativity to the challenge of our social reality. We have special concern for, and aim to stand in solidarity with, those on the margins of society.

(d) Is committed to partnership and to Christian community

Our educational settings, where we work in a spirit of collaboration, teamwork and partnership, witness to the possibility of Christian community. We aim to foster inclusive communities where all are encouraged to contribute with the "good gifts" given them (cf Rule of Benedict Prologue 21) and so build up the Body of Christ (cf 1 Corinthians 12).

(e) Is committed to participative leadership

We acknowledge the key dimensions of educational, spiritual and managerial leadership. We affirm a leadership style, which fosters the gifts and leadership potential of all members of the school community. Drawing upon the wisdom both within and beyond the school community we promote a discernment model of decision-making.

(f) Is responsive to its cultural context

The Spirit's unifying force is what unites us in the midst of our cultural plurality. We recognise, accept and respect the differences among cultures and races in our school communities. We generously contribute to and critique the society in which we live.

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ORIGIN OF GOOD SAMARITAN EDUCATION

The Institute of the Sisters of the Good Samaritan of the Order of St Benedict was founded by John Bede Polding OSB, the first Archbishop of Sydney, on 2 February 1857. The founding charism of the Institute, the first religious institute to be established in Australia, was Polding's own Benedictine vision drawn from the Rule of Benedict and the Benedictine tradition.

Since 1861 the Institute of the Sisters of the Good Samaritan has shared in the mission of Catholic education in Australia. In 2011, the Institute's apostolate in Catholic education in Australia comprises ten Schools in five Particular Churches: the Archdioceses of Brisbane, Melbourne and Sydney and the Dioceses of Broken Bay and Wollongong.

In reading the signs of the times as they relate to the Institute and its schools, the Sisters of the Good Samaritan discerned that 2011 was the appropriate time to embrace a new and different future.

In common accord with the Archbishops of Brisbane, Melbourne and Sydney and the Bishops of Broken Bay and Wollongong, the Superior of the Institute, Sr Clare Condon, established *Good Samaritan Education*. With the agreement of the other four diocesan Bishops, the Archbishop of Sydney, George Cardinal Pell, constituted *Good Samaritan Education* a collegial public juridic person.

Good Samaritan Education assumed the Institute's rights and obligations pertaining to the ministry of Catholic education.

John Bede Polding founded the Sisters of the Good Samaritan to be at the service of the church and society¹. *Good Samaritan Education* continues this mission through its apostolic work of education.

PURPOSE OF GOOD SAMARITAN EDUCATION

The purpose of *Good Samaritan Education* is to foster ecclesial communion "of life, of charity and of truth" and to share in the mission of God through the ministry of Catholic education.²

*Before considering the diversity of gifts, offices and duties, we must recognize as fundamental the common vocation of all to union with God for the salvation of the world. This vocation requires in all, as a criterion for participating in ecclesial communion, the primacy of life in the Spirit.*³

The mission of *Good Samaritan Education* is grounded in:

- Parable of the Good Samaritan
- Rule of Benedict
- *Good Samaritan Education* Statutes
- *Good Samaritan Education* Statement of Charism
- *Good Samaritan Education* Philosophy of Education

¹Sisters of the Good Samaritan Constitutions 2:1

²Statutes 5

³*Mutual relations between bishops and religious in the church* 3:11

As a collegial public juridical person, *Good Samaritan Education* is committed to *communio* (the building of an authentic community) and to discernment as fundamental to life.

As a community of faith, established to participate in the ministry of Catholic education, *Good Samaritan Education* is enriched by its heritage, now taking on new form and new expression according to its Statement of Charism.

In continuing the mission that Jesus Christ gave to the Church, *Good Samaritan Education* is called to ensure that *In All Things May God Be Glorified - In Omnibus Glorificetur Deus*

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COLLEGE COMPANY STRUCTURE

Good Samaritan Education is the public juridic person established for the governance of the Good Samaritan Colleges in Australia.

The Colleges are:

- ❖ Rosebank College, Five Dock, NSW
- ❖ St Scholastica's College, Glebe Point, NSW
- ❖ Stella Maris College, Manly, NSW
- ❖ Mount St Benedict College, Pennant Hills, NSW
- ❖ St Mary Star of the Sea, Wollongong, NSW
- ❖ St Patrick's College, Campbelltown, NSW
- ❖ Mater Dei, Camden, NSW
- ❖ Mater Christi College, Belgrave, Victoria
- ❖ Santa Maria College, Northcote, Victoria
- ❖ Lourdes Hill College, Hawthorne, Queensland

Within this structure, each of the ten Good Samaritan Colleges is established as a public company limited by guarantee, formed for purposes beneficial to the community. It is a legal structure created by Commonwealth law (the *Corporations Act 2001*).

The Board of Directors of the college company limited by guarantee provides governance in each college community and is accountable to the members of the College company for the conduct of its ministry.

Each Member of *Good Samaritan Education* is also a member of a College company for up to two Good Samaritan Colleges in a particular Archdiocese or Diocese.

Each College, as a company limited by guarantee must comply with the laws in the *Corporations Act* that apply to public companies. Limited by guarantee means that the members guarantee to pay a fixed but small amount of money in the event of the liquidation of the company. The members agree in writing to pay a nominal amount to the property of the company. If the company is wound up, the liability of the members is limited to the nominal amount that they have guaranteed.

The government body responsible for regulating companies limited by guarantee is the Australian Securities and Investments Commission (ASIC).

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MODEL OF GOVERNANCE OF THE COLLEGES

The incorporation of each of its Colleges was made in response to the guiding directions of the Second Vatican Council, and the complexity of today's world, especially in the legal and financial fields. Each College is governed according to a Constitution. The Members of the Company (the Members) represent and are accountable to *Good Samaritan Education*. The Board of Directors (the Board), appointed by the Members in accordance with the Constitution, is responsible for the management of the College. The Principal as Chief Executive Officer (CEO) is responsible for the internal administration of the College and is accountable to the Board.

MEMBERS OF THE COMPANY LIMITED BY GUARANTEE

Members ensure that the charism of *Good Samaritan Education* is central to all of the educational endeavours of the Colleges. *Good Samaritan Education* nominates persons as Members of each company and delegates to them the responsibility of ensuring that the educational ministry of is carried forward with fidelity and vitality into the future.

Specific areas of responsibilities of the Members

Mission

- to ensure that the Company is faithful to promoting the charism of *Good Samaritan Education* through their direct experience and knowledge of the operations of the Company;
- to participate in formation activities provided by *Good Samaritan Education* and/or the College

Currency of knowledge

- to know and understand the Constitution;
- to keep informed about and to pass on educational and philosophical directions of *Good Samaritan Education*;
- to adopt and pass on to the Board policies, statements and protocols approved by *Good Samaritan Education* for use in all colleges
- to be aware of Members' civil and canonical responsibilities

Meetings

- to attend the meeting each year to receive the budget and information on any proposed major strategic planning before the commencement of the financial year
- to attend the Annual General Meeting (AGM) and vote on those matters as required by the Act and the Constitution

The Company is responsible for any out of pocket expenses incurred by a Member in attendance at meetings of the Company or formation activities connected with her/his role as Member.

Reporting and accountability

- Following Meeting 1, The Chair of Members reports to the *Good Samaritan Education*, through the Executive Director, noting any significant changes, challenges or areas of major concern facing the Company.
- Following Meeting 2 (AGM), the Chair of Members reports to *Good Samaritan Education*, through the Executive Director, noting any significant changes, challenges or areas of major concern reported upon.
- Should an extraordinary meeting of Members be held, the Chair of Members reports to *Good Samaritan Education*, through the Executive Director, on the business of the meeting.

The Member of each Company who is also a member of the Governing Council of *Good Samaritan Education* brings her/his knowledge of the Company to discussions at Governing Council meetings.

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Rights of the Members under the Constitution

- The Members are the only persons who have the right, in accordance with the Constitution, to:
 - amend the Constitution of the College;
 - vote to wind up the Company;
 - change the name of the Company.

These actions can only be taken with the written approval of *Good Samaritan Education*.

- The Members, as specified in the Constitution, must be consulted before any substantive change in policy directions is made in the life of the College.
- On behalf of *Good Samaritan Education*, and in consultation with the Board of Directors, the Members retain the right:
 - to be consulted about, and to approve, religious and philosophical statements concerning the purpose of the College;
 - to be consulted in the appointment, re-appointment, suspension and removal of a Principal, and with the approval of *Good Samaritan Education*, to give the necessary approval in response to Board recommendations and in accordance with the Constitution. (Constitution 17.1)
- The Members appoint the Directors in accordance with the Constitution (9.2). They may remove a Director following consultation with the Chair of Board and *Good Samaritan Education* according to the Constitution (9.6).
- A Member may appoint a proxy for a meeting, using the appropriate form in the GSCA Manual.

The business of the Company is managed by or under the direction of the Directors in accordance with the Constitution and the requirements of the Act. The Principal is responsible for the internal administration of the College.

Term of Office for Members

- At each College, a Member has a 4 year term and is eligible for re-nomination for a second term. A break of at least one year is required after two consecutive terms.
- A staggered rotation has been established by appointing some Members initially for a 2 year period and others for 4 years.
- Each Company prepares a Membership Schedule, indicating the retirement dates of Members, updated annually at the AGM, as part of the Company Succession Plan.

Towards Effective Governance

For the effective operation of a model of governance certain elements are essential. These include:

• **Ethos**

Refer to the Philosophy of Education at the beginning of the Constitution.

• **Clarity of purpose**

Refer to the Objects of the Company (Constitution 2).

• **Clear lines of responsibility and accountability**

The basic elements are contained in the Constitution and are further explored and explained in this *Governance Handbook for Members, Directors and Officers* and in the *Good Samaritan Colleges Australia (GSCA) Manual of Policies, Statements and Protocols* located on the website.

- **Communication**

While respecting appropriate protocols, confidentiality and privacy, it is important to keep open lines of communication between *Good Samaritan Education*, Members, Directors, Officers and staff.

In particular the Constitution requires the maintaining of liaison between the Chair of Members, Chair of Board and the Principal for the sake of the ongoing life of the College (Constitution 8.6, 13.1b, 17.4).

Good Samaritan Education facilitates stewardship, communication and coordination among all parties involved in governance within the Good Samaritan education community.

- **Spirit of partnership and good will**

Good Samaritan Education recognises and commends the spirit of partnership evident among all who have been involved in each College since the introduction of this model of governance.

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THE BOARD OF DIRECTORS

Invitation to Become a Director

By inviting persons to join the Board of Directors *Good Samaritan Education* is inviting them to share in the privilege and responsibility of ensuring that the College, as a community of faith, retains its Catholic and Good Samaritan ethos, and provides the best possible educational opportunities that can be offered to the students within a faith community. The role of Director in a Good Samaritan College offers an opportunity to work in partnership with others in the ministry of education within the mission of the Church.

Appointment of Directors

People of good will, from all walks of life, may be appointed as Directors. The first and foremost requirement is that each one comes with his or her own life experience, knowledge and gifts, and is prepared to use and share them for the benefit of the school community. It is important that Directors have a sincere desire to grow in closeness to God, to live the gospel life and to listen to the voice of the Spirit in order to contribute fully to the work of the Board. At times this may call for a letting go of a personal opinion or position in order to listen to the voice of the Spirit in the whole group.

It is a legal requirement that a Director must not be an undischarged bankrupt nor subject to any personal insolvency agreement nor have been convicted of fraud or other offences under company law.

Ideally each Director contributes according to the gifts, skills and life experience that each one has - always remembering that no one has all of the wisdom, everyone has some of the wisdom and everyone has a different piece of the wisdom. Gifts differ but all are needed. The Board, therefore, needs a balance of special knowledge and experience (e.g. educational, legal, financial, business and human resource management) and some Directors ought to have local knowledge of the College.

The Directors have the responsibility to ensure that the Company is properly managed.

Formation for Newly Appointed Directors

A general orientation and introduction to the school should take place before the first meeting. This will include:

- a visit to the College and a tour of the school and, if possible, an introduction to the senior administration of the school;

- presentation to the new Director of a copy of the Constitution, a copy of the *Governance Handbook for Members, Directors and Officers*, information required for on-line access to the *GSCA Manual of Policies, Statements and Protocols* on the website along with a file of College information and policy documents;
- discussion, with the Chairperson or nominee and other Directors, on the responsibility of a Director;
- Attendance at the Induction Day for new Directors provided by *Good Samaritan Education*;
- where appropriate, attendance at a meeting, or section of a meeting, of the Board.

Responsibilities of Directors

Initial and continuing formation is essential for the Board to fulfil its responsibilities. A more formal formation programme will be arranged through *Good Samaritan Education*, the Chair of the Board and the Principal in which new and continuing Directors will participate.

The first responsibility of the Board is to ensure that the primary educational goal of the College is fulfilled, namely, the provision of a sound, contemporary, Catholic education leading to human and spiritual maturity, which fits students for their place in the local and global community. The Board should ensure that the religious and Good Samaritan ethos are distinctive characteristics of the school as expressed in its Mission Statement.

The Board is responsible for the development of policy and for ensuring that participative procedures of policy development are followed. Policies will be available to all within the College community. The Board will require, through the Principal, a reporting procedure regarding policy implementation.

The Board approves the annual budget and any ensuing variations, monitors expenditure and oversees the financial and business management of the school, in accordance with the Act and the Constitution and as required, from time to time, by *Good Samaritan Education*. This calls for a clear understanding of the financial procedures and the requirements of accountability to parents, to the Members, to *Good Samaritan Education* and to regulatory authorities.

The Chair or one of the Directors will be a member of the interview panel for the selection of key executive staff of the College.

Guided by the College Mission Statement, the Philosophy of Education, and any criteria determined by the Board from time to time, the Principal makes staff appointments.

The Board oversees the provision of a sound curriculum in accordance with the Philosophy of Education.

It is essential that the Board engage in long-term planning.

The Board undertakes to review its performance, including the effectiveness of its policies and projects.

The Board will report to the College community from time to time, and will report to the Members by forwarding to them the minutes of each Board meeting, meeting with them to present the budget and by formally reporting at each AGM.

The Directors will be aware of all of their responsibilities as described in the Constitution and as prescribed in the Act.

Committees of the Board

The Board will be assisted by a finance/audit standing committee (Constitution 15.1) which is required to meet at least four times a year, and by other committees, as required by law or otherwise, to assist the Board in any particular area of its responsibility, (e.g. Property, Risk Management and Compliance, Governance).

Each committee is to be established in accordance with the Constitution with clear terms of reference. Committees make recommendations to the Board as a basis for decision-making by the Board.

Review of the Functioning of the Board

Review of the functioning of the Board is a process through which individual Directors and the Principal can make suggestions for improving Board performance.

A small review committee (including the Chairperson and Principal):

- determines the format and focus of the review;
- presents the outline and process for review for the approval of the Board;
- determines when the review will take place;
- appoints someone from within the Board to conduct the review, or engages the services of a facilitator, or a Member of the Company;
- presents the outcome of the review to the Board.

Following this and after discussion, the Board determines its annual goals for the coming year in the light of its long-range plan.

Ethical Standards for Directors

- Directors will give the necessary time, thought and study to the work of the Board so that they may render effective service.
- Directors will be willing to share their own wisdom and to listen to the wisdom of others until, ideally, a consensus is reached. If there is voting, they must vote with honest conviction.
- Directors will abide by, and uphold, the final decision of the Board regardless of an individual stand taken on any issue.
- Directors are to ensure that problems are solved through due process.
- Directors will keep all confidences shared during the meetings of the Board.
- The lines of communication between the Members, the Directors, the Principal and the staff will be free and open.
- Directors will realise that the welfare of the students and adults served by the Board is a priority in making decisions.
- Directors will correct misinformation when it is encountered at a Board Meeting.
- Directors will clearly distinguish between educational policy and its implementation. The latter is the responsibility of the professional educators within the College.

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Directors' and Officers' Legal Responsibility

The law vests the overriding responsibility for managing a company with the Board of Directors of the Company. Because of the unique position of control given to the Directors (who will not necessarily be the owners of the Company) the law imposes a very high duty of care on Directors. The Directors of

each College owe fiduciary duties to their College and must at all times act in good faith and in the best interests of the College. These duties are owed to the College.

However, in some circumstances, the law will also impose on the Directors a duty to consider not only the interests of the College but also the interests of *Good Samaritan Education* as owner, and of the Members and the creditors of the College as a separate legal entity.

The Act imposes the following specific duties on Directors:

➤ **Duty of care and diligence**

The Directors and Officers of each College must exercise their powers and discharge their duties with the degree of care and diligence that a reasonable person would exercise if they:

- were a Director or Officer in the College's circumstances; and
- occupied the Office held by and had the same responsibilities within the College as that Director or Officer (Section 180(1) of the Act).

A Director or Officer of a College who makes a business judgment (meaning any decision to take or not to take action in respect of a matter relevant to the business operations of the College) is taken to meet these requirements if they:

- make the judgment in good faith for a proper purpose;
- do not have a material personal interest in the subject matter of the judgment;
- inform themselves about the subject matter of the judgment to the extent they reasonably believe to be appropriate; and
- rationally believe that the judgement is in the best interests of the College (Section 180(2) of the Act).

➤ **Good faith**

Directors and Officers must exercise their powers and discharge their duties in good faith in the best interests of the College and for a proper purpose (Section 181 of the Act).

➤ **No improper use of position or information**

Directors and Officers must not improperly use their position or information obtained because they are or have been a Director or Officer, to gain advantage for themselves, or someone else, or to cause detriment to the College (Sections 182 and 183 of the Act).

➤ **No insolvent trading**

Directors must not allow the College to trade whilst insolvent or to incur debts if the Directors have reasonable grounds to suspect that the College will not be able to meet its debts when they became due and payable (Section 588G of the Act).

➤ **Responsibility for actions of delegates**

Where a Director delegates a power, the Director is responsible for the exercise of the power by the delegate as if the Director had exercised that power unless:

- the Director believed on reasonable grounds that at all times the delegate would exercise the power in conformity with the duties imposed on Directors; and
- the Director believed on reasonable grounds, in good faith, and after making proper enquiry, that the delegate was reliable and competent in relation to the power delegated.

Directors are entitled to rely on information or expert advice provided by employees of the College, professional and expert advisers, and other Directors and Officers of the College, provided they do so

in good faith and having formed the view that it is reasonable to rely on that information or advice (Section 189 of the Act).

It is a criminal offence for Directors or Officers to:

- act recklessly intentionally, dishonestly, or fail to exercise their powers and discharge their duties in good faith in the best interests of the Company and for a proper purpose;
- use their position dishonestly with the intention of directly or indirectly gaining an advantage for themselves or someone else or causing detriment to the Company, or use their position recklessly as to whether the use may result in them or someone else directly or indirectly gaining an advantage, or in causing detriment to the Company;
- use information obtained from being a Director or Officer dishonestly with the intention of directly or indirectly gaining an advantage for themselves or someone else or causing detriment to the company, or use information recklessly as to whether the use may result in themselves or someone else directly or indirectly gaining an advantage or in causing detriment to the company.

Directors' and Officers' Insurance

The Constitution makes provision for indemnity of Directors and Officers to the extent permitted by law (Constitution 27).

Sections 199A and 199B of the Act provide that the College is not able to indemnify, through payment of insurance premiums or otherwise, any Director or Officer in relation to:

- a liability owed to the College or a related body corporate;
- any pecuniary penalty or compensation order imposed for a contravention of the Act;
- a liability owed to someone other than the College, where the Director or Officer not acting in good faith caused the liability;
- legal costs incurred in defending:
 - an action for a liability incurred by a Director or Officer for which he or she is not entitled to be indemnified from the College;
 - criminal proceedings in which the Director or Officer is found guilty; or
 - proceedings brought by the Australian Securities and Investment Commission (ASIC), or a liquidator where the court grants the orders sought.

The College is also prohibited from agreeing to pay insurance premiums relating to potential liabilities arising out of a Director's or Officer's wilful breach of duty or a breach of the duty not to improperly use their position or information obtained as a result of being a Director or Officer (Section 199B of the Act).

Disclosure of interests and conflicts

A Director who has a material personal interest in a matter that relates to the affairs of the College must give the other Directors the Act (Section 191).

A Director who has a material personal interest in a matter that is being considered at a Board meeting must not be present while the matter is being considered at the meeting, nor can that Director vote on the matter unless the requirements of Section 195 of the Act have been complied with. [Back to top](#)

THE ROLE OF THE COMPANY SECRETARY

The law requires each College to appoint a Secretary resident in Australia. The person appointed Secretary might also be a Director. Each College is required to maintain a register of its Members, Directors, Company Secretary, Principal /CEO.

The Secretary, as the Public Company Officer, carries responsibility at law similar to that of Directors.

The duties of the Secretary of the Company include:

- Prepare Agenda for Board Meetings in consultation with the Chair of Board and the Principal.
- Distribute the Agenda, together with any relevant documentation, to the Directors 7 days before the date of a Board Meeting.
- Receive and send all correspondence unless another Director/CEO is asked at the Board Meeting to do so. Care should be taken to ensure that the Secretary retains a copy of all correspondence for the Company's records.
- Prepare Minutes and distribute them within 14 days to Directors and Members.
- Present a schedule of Meeting dates for the following year.
- Prepare the Schedule of Bad Debts to be written off and matters affecting the financial performance of the Company.
- Notify the Auditor of the proposed date of the AGM.
- Prepare, in consultation with the Chair of Members, the Agenda for the AGM.
- Include with the Agenda for the AGM, correspondence, the Annual Financial Report and reports of the Auditor, the Chair of Board, and the Principal, and any new policy documents.
- Send documents to *Good Samaritan Education*, through the Executive Director as required by GSCA Manual of Policies and Statements.
- Keep particulars in the Company Register updated.
- Retain a register of each document signed as a Deed by the Company.
- Notify the Australian Securities and Investments Commission (ASIC) regarding change of Members, Directors and Company Secretary and any other notifications required.
- Sign documents that are to be sent to the ASIC after the AGM.
- Verify and update all College insurances.
- Have a working knowledge of the Act.

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THE BOARD OF DIRECTORS AND THE PRINCIPAL

The Board provides a forum for sharing wisdom. It is also the means by which the Principal, as CEO, can exercise educational leadership and be given direction and assistance. The Board and the Principal, working collaboratively, ensure that the requirements of the philosophical, educational and financial accountability are fulfilled.

The Board has the following specific responsibilities in relation to the Principal:

- to undertake the selection procedures for the appointment of a new Principal in accordance with the provisions of the Constitution and the protocol in the GSCA Manual;
- to ensure that the review of the performance of the Principal is consistent with the Principal's contract and with the protocol on Principal Review in the GSCA Manual;
- to make a clear distinction between policy development and policy implementation.

The Principal works closely with the Board especially by:

- contributing to the agenda for Board meetings;
- identifying the needs of the College and informing the Board;
- making policy recommendations within a consultative process;
- presenting an annual budget for the consideration and approval of the Board;

- ensuring regular and adequate financial reporting to the Finance committee;
- offering ideas and making arrangements, in collaboration with the Chair of Board, for in-service of the Board.

The Principal provides the Board with timely, thorough and clear information about the school.

This is done through:

- preparation of a written report for each Board meeting;
- information about curriculum, staffing, activities, special events, facilities, resources and risk management issues;
- informing the Board about parent involvement in the school;
- sharing with the Board any school-wide problems or concerns;
- informing the Board of any significant changes in enrolments;
- providing the Board with regular statements of financial accountability.

The Principal is accountable to the Board. This is demonstrated by:

- carrying out all aspects of the duty statement of the Principal/CEO;
- engaging in the formulation of policies of the Board;
- managing the implementation of the policies of the Board;
- completing particular tasks set by the Board;
- implementing Board decisions regarding long term planning in areas including:
 - trends for student enrolment and staffing
 - curriculum
 - budgeting and expenditure
 - capital planning
 - risk management

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THE POLICY PROCESS

In a Catholic school, principles arise out of gospel values. In Good Samaritan Colleges this gospel way of life, shaped by the Rule of Benedict and the compassion of the Good Samaritan, informs the approach to policy within the schools that are owned by *Good Samaritan Education*. Such policy is developed within the terms of the Constitution.

Discernment and Policy Formulation

Policy formulation involves sharing wisdom, which is realised in a discerned outcome. Discernment is different from other kinds of decision making because it stresses the participative development of a decision in which people work together rather than compete with each other in the process. The goal of discernment is a decision that is consented to by all group members. Full consent does not mean that everyone must be completely satisfied with the final outcome - in fact, total satisfaction is rare. The decision and outcome, however, must be acceptable enough so that everyone will agree to own the decision and its consequences. Discernment is aimed at coming to wise, creative and inclusive decisions.

The need for the guidance of the Holy Spirit is recognised and sought through the process.

Group conditions that support discernment are:

- unity of purpose;
- equality, integrity and autonomy of people who are sharing wisdom;

- sufficient time allowed for the sharing of wisdom and the decision-making process;
- a willingness in the group to attend to process;
- a willingness in the group to attend to one's own and others' attitudes;
- a willingness to learn and practise sharing wisdom;
- a belief that a good and guiding God will assist and provide for all our endeavours.

Policy has several characteristics, which distinguish it from incidental or reactive decision-making. Policy arises from defined principles, which have a long-term or constant application and a widespread relevance. These principles may be social, economic, territorial or political. Because there are consequences of implementation, policy will always involve rationales for defining principles on which resources will be allocated.

In the formulation of policy, the Board aims to give voice to the mind of the faith community which it represents and to reflect that community's vision and values. Policy is a guide to discretionary action and is a broad and general direction given to a particular person or persons to carry out or to implement within the context of the school. A policy, furthermore, is the expression of a Board's mind and intention regarding some aspect of educational operation or organisation.

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Origins of Policy

If a particular need requires a policy statement, anyone within an organisation can request the development of a policy. This means anyone in the school community - parents, teachers, students, administrators, Directors and Officers and Members - may ask that a policy be formulated. It is the responsibility of the Board to determine whether a policy is needed and how it will be formulated. For example, if the "need" is trifling or inconsequential, a policy is not necessary. Similarly, if the "need" is a unique situation that is not likely to recur, a policy may not be necessary.

An awareness of the need for change may prompt a search for new knowledge, especially where the issue impinges on principles of action through which an organisation, to date, has expressed its basic values. The Board should take into account, explicitly, both why the change is required and how it should be addressed. Policy is the process and product, not of an individual's effort, but of the deliberations and collective wisdom of all the Directors.

Policy should be developed by the Principal and staff and presented in draft to the Board for its consideration.

Types of Policies

Policies can be classified under broad headings and have particular purposes according to the nature of the policy. Some policies have combined purposes.

The main categories of policies are:

- Strategic/Directional
- Operational/Procedural
- Compliance

Some examples are:

Strategic/Directional:

- College Mission Statement
- Curriculum

- Aboriginal and Torres Strait Islander Education

Operational/Procedural:

- Child Protection
- Enrolment

Compliance:

- Safe Environment

Policy Making Process

- **Awareness**

A need is identified that seems to be best addressed through the development of policy.

- **New Knowledge**

A particular person or a committee is appointed by the Board to gather data, which will help it to understand a need. This information helps to identify policy options which are desirable, feasible and within the Good Samaritan Benedictine tradition.

- **Understanding**

The draft policy should include some background, rationale and any explanatory notes required. It should be clear, direct and briefly stated.

- **Identification of Values**

On its first presentation, the draft policy is examined for its underlying values, by the Directors. They also consider the consequences, especially in the human and material resources required by the policy in both the short and the long term.

- **Consultation**

The Board, in conjunction with the Principal, decides who is to be consulted with regard to the policy that is being formulated. Those affected by the policy should be included in the consultation. Usually, a draft policy is forwarded to interested parties, together with a consultation sheet for written replies. The draft policy can be amended, accepted or sent back to the writer(s) for reworking until it is ratified in its final form.

- **The New Policy is Accepted and Published**

Once ratified, the policy is promulgated. Those affected by the policy are notified through an established process. Once a policy is promulgated, the College Board's Policy Manual is updated with the new or revised policy.

- **Review**

The policy is subject to periodic review after it has had a reasonable time for implementation.

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Policy and the Role of Principal

The Principal, as CEO, provides educational leadership to the entire College community. The Principal has a dual role in relation to the Board, namely as the educational leader who contributes to policy identification and development, and as an administrator who ensures that the policy is translated into action.

Policy states what is to be done, but does not specify how it is to be done, and by whom it should be carried out. Policy may also be implemented through procedures, and/or programmes.

The Principal, as administrator and professional educator, and in collaboration with the College executive, is responsible for the implementation of the policy, and for providing progressive reports to the Board on such implementation.

The Board must trust the Principal and the College executive to determine the specifics of how a policy is to be implemented. It is outside the mandate of the Board to intervene, either collectively or individually, in the day-to-day running of the school.

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COLLEGE REVIEW AND DEVELOPMENT

Catholic Colleges, set within a community context, are both responsible and accountable. College Review and Development is a planned, responsible approach to education. It assists College communities to examine the way they work together so that they can continue to develop and adapt their practice to better meet the needs of the students they serve. The process also provides a documented account of what has been achieved and the developments and directions that a College should plan and implement within a cycle approved by the Board (e.g. three, or five years).

Long Term Planning

In order to carry out its responsibilities, the Board is required to engage in long term planning. With trust in God's loving care and using all the information available, a long-term plan (3-5 years) can be developed for the guidance of the Board, the Principal and the College community.

The steps for long term planning are:

1. Review the statement of mission or focus.
2. Assess the present situation.
3. Explore future possibilities.
4. Analyse the data.
5. Test the analysis. Gather further information if required.
6. Set goals and objectives and identify areas, which require policy formulation.
7. Develop an action strategy, including a time frame, for the implementation of the plan.

Dimensions of Long Term Planning should include:

Enrolment: Projections and any demographic patterns or other factors that may affect future enrolments at the College.

Curriculum: Identification of areas in which change may be expected or required.

Staffing: Projection of staffing needs and changes, for example, any new positions, which the College anticipates, or any positions that are likely to be reduced.

Supportive Services and Resources: Identification of what is needed to support the curriculum.

Facilities: Identification of major changes or additions relating to the buildings and the site. It identifies what new facilities may be required and develops a long-term maintenance and refurbishing plan for existing buildings and grounds.

Finances: Projected costs of the College and the sources of income. Each section of the proposed plan is costed. Modifications may have to be made to the proposals in the light of the overall financial commitments of the College.

Risk Management: Risks associated with the various areas of the plan are assessed and strategies for management put in place.

The long-term plan, including financial projections, is committed to writing and, with the approval of the Board, becomes the College Business Plan.

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GUIDELINES FOR DIRECTORS REGARDING REPRESENTATIONS TO BE TAKEN TO THE BOARD

Introduction

Parents, staff and others involved in the College, may, on occasion, approach a Director and ask that the Board attend to a matter.

The following guidelines have been developed to assist Directors to deal with issues of concern, which may fall into three broad categories:

- 1) issues that concern the competence and responsibility of the Board;
- 2) issues that concern the administration of the College in general terms;
- 3) issues that relate to individual staff members, students, parents or situations, and to the day-to-day running of the College.

1. Issues that concern the competence and responsibility of the Board

Areas of responsibility for the Board include:

- policy development
- financial management of the College
- general issues of pastoral care of staff, parents, students
- maintenance
- planning
- review of the Principal, the Board, the College

Directors may bring issues of concern in the above areas to a Board Meeting.

2. Issues that concern the administration of the College in general terms

These concerns would largely centre on such matters that affect the overall well being of the College and are not directed at individual staff members, students or parents, or specific organisational issues.

Directors should feel free to bring to the Board concerns of a general nature, whether they are issues raised by parents, staff or students, or by the Directors themselves.

The Director should raise such an issue of concern with the Chair and the Principal prior to raising it at the meeting.

3. Issues that relate to individual staff, students, parents or situations, or to the day-to-day running of the College

Issues in this category come under the internal administration of the College. They may include:

- performance of teachers
- individual programmes
- individual methodology
- College rules etc.
- specifics of policy implementation

These issues **are outside** the competence of the Board, and accordingly should not be brought to a Board Meeting.

Where an issue in this category is raised with a Director, the following procedures should be adopted:

- The Director advises the person presenting the issue that it is a matter to be handled by the internal administration of the College, and needs to be raised with the Principal;
- In the event of the person making representation with the Principal, and feeling that no resolution could be reached, then the person may refer the matter to the Chair of Board, who will then discuss the issue with the Principal.

Review History

1st edition published 1995

2nd edition published June 2003

3rd edition published June 2007

4th edition published June 2012

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