

CHARTER

CATHOLIC EDUCATION COMMISSION

NEW SOUTH WALES

1.0 ESTABLISHMENT, FUNCTIONS AND POWERS OF THE CEC

1.1 Preamble

The Catholic Education Commission New South Wales (CEC) is established by the Bishops of New South Wales and is responsible to them for the co-ordination and representation of Catholic School Education in New South Wales. CEC is not a body corporate but is an agency of The Trustees for the Province of Sydney and Archdiocese of Canberra and Goulburn and is created by them for the objects and functions set out in clause 1.3 of this Charter.

The CEC provides leadership in Catholic School Education through service to Dioceses, Religious Institutes, educators and parents. It functions through consultation with all Education Authorities – government and non government - and with Principal and Parent associations.

Responsibility for the direct management of Catholic schools in New South Wales nevertheless rests with the Catholic Schools Authorities (under the canonical authority of the Diocesan Bishop) and with the Religious Congregations (as the case may be).

The NSW/ACT Bishops' mandate is broader and covers both religious education and pastoral care for all Catholic school children, as well as the oversight of all Catholic educational establishments including, but without limitation, Catholic Universities and adult education.

The CEC will witness to its own commitment to Christ as part of the Church's mission of education in faith and will model and promote a faith relationship with Christ.

1.2 Definitions

Acquittal means ensuring that grants are used for the purposes for which they were given. It may include collating financial and statistical information on outlays, obtaining audit certificates and making financial and operational declarations. **Acquitting** has the corresponding meaning.

Catholic School Education means any activity undertaken as part of the delivery of education by a Catholic School, including both:

- (a) pre-school services provided in conjunction with a Catholic school; and
- (b) vocational education and training provided in conjunction with a Catholic Schools Authority.

Catholic Education Office means the body established by a Diocesan Bishop to manage systemic Catholic schools within his Diocese.

Catholic Schools Authorities means Catholic Education Offices and Religious Institutes managing Congregational Schools in New South Wales.

Catholic schools are those schools recognised as Catholic by a Diocesan Bishop and managed by one of the local Catholic Schools Authorities and consequently affiliated with the CEC.

CEC means the Catholic Education Commission New South Wales, being an agency governed by the CEC Charter.

CEC Charter means this charter as amended from time to time.

CEC Staff Members mean all persons employed by CEC from time to time.

Chairman means the Chairman of the Commission.

Commercial Suppliers mean private sector suppliers providing goods and services for an agreed price.

Commission means the body of Commissioners appointed under clauses 2.5 and 4.3 of the CEC Charter and charged with ensuring the proper and efficient performance of the functions of the CEC under clause 1.3. In this regard, the Commission has similar responsibilities to that of a board of directors.

Commission Secretary is the secretary assigned responsibility by the Executive Director to manage the machinery of Commission meetings.

Commissioners mean the members of the Commission as set out in clause 2.3.

Congregational Schools means those Catholic schools directly managed by Religious Institutes affiliated with the CEC.

Contract Authority means the agent contracting with the Australian or New South Wales governments on behalf of Catholic Schools Authorities, receiving and distributing grant funds and acquitting their outlays to government. It may also involve CEC having some direct involvement in Catholic schools' administration in satisfaction of the conditions of any grant.

Diocesan Bishop means the local Ordinary responsible for governing a Diocese in the Province of Sydney or Archdiocese of Canberra and Goulburn.

Education Authorities means all bodies established by government or non-government to manage, support or coordinate school education.

Executive Director means the person appointed as Executive Director pursuant to clause 4.3 of the CEC Charter and is the ex officio Commissioner.

Non-executive Commissioners means those persons appointed to the Commission (other than the Executive Director) by the NSW/ACT Bishops pursuant to clause 2.5.

NSW/ACT Bishops mean The Trustees for the Province of Sydney and Archdiocese of Canberra and Goulburn.

Other Persons mean external persons on CEC Committees, and also consultants and contractors engaged by CEC from time to time.

1.3 Objects and Functions

The primary object of the CEC is to assist Catholic Schools Authorities with the provision of Catholic School Education and related services. In this regard, CEC promotes the Catholic faith through religious and general education within New South Wales.

The CEC is to fulfil its object by:

- 1.3.1 developing State-wide education policies and commissioning/publishing research materials, which contribute to the:
 - a) betterment of education in all Catholic schools;
 - b) maintenance of the Catholic ethos in education; and
 - c) enhancement of the quality of education generally;
- 1.3.2 supporting Catholic Schools Authorities;
- 1.3.3 liaising with and coordinating Catholic Schools Authorities, especially in relation to grant administration and curriculum/assessment directed by governments;
- 1.3.4 liaising with the Council of Catholic School Parents, Association of Catholic School Principals, Conference of Leaders of Religious Institutes, National Catholic Education Commission and other State Catholic Education Commissions;
- 1.3.5 providing guidance to Catholic educators and fostering understanding and co-operation between the various administrative components of Catholic education including parents, parish priests, teachers, administrators and other supporters;
- 1.3.6 providing advocacy for Catholic schools with:
 - a) governments;
 - b) parliaments;
 - c) boards of studies;
 - d) other education bodies;
 - e) employer groups;
 - f) the media; and
 - g) the general public;
- 1.3.7 providing advice to the NSW/ACT Bishops on education issues and related advocacy matters;
- 1.3.8 developing cooperative links with other education institutions, both government and non government;

- 1.3.9 representing the Catholic Schools Authorities in education and other general forums of relevance to the sector;
- 1.3.10 negotiating with governments for grants in support of Catholic schools;
- 1.3.11 acting as the Contract Authority with governments on behalf of Catholic Schools Authorities and individual Catholic schools where necessary; and
- 1.3.12 any other object which is ancillary to the objects referred to in clauses 1.3.1 to 1.3.11.

1.4 Powers

Subject to clauses 1.4.12 to 1.4.21, CEC has power to do all things necessary or convenient to be done for, or in connection with, the performance of its functions and, in particular, may:

- 1.4.1 enter into deeds, contracts, licences or lease agreements;
- 1.4.2 be the Contract Authority with the Australian Government and the New South Wales Government for education grants for Catholic schools;
- 1.4.3 purchase, hire and dispose of, plant, machinery, equipment and other goods;
- 1.4.4 enter into an accommodation licence with the Chancellery of the Archdiocese of Sydney;
- 1.4.5 obtain credit card facilities;
- 1.4.6 charge for work done and services rendered by it;
- 1.4.7 appoint agents and attorneys and act as agent for other persons, agencies and organisations;
- 1.4.8 engage consultants;
- 1.4.9 engage staff and enter into individual agreements or collective agreements for their services;
- 1.4.10 accept gifts, grants, bequests and devises made to it and act as trustee of money and other property vested in it on trust; and
- 1.4.11 do anything incidental to any of its powers.

CEC may not, without the express prior approval of the NSW/ACT Bishops:

- 1.4.12 form, and participate in the formation of, companies;
- 1.4.13 enter into commercial partnerships (does not apply to partnership agreements with the Australian Government and NSW South Wales Government);
- 1.4.14 participate in joint ventures;
- 1.4.15 acquire land and buildings;

- 1.4.16 enter into major administrative contracts or licence agreements with Commercial Suppliers involving outlays by the CEC exceeding \$1,000,000;
- 1.4.17 enter into contracts with Commercial Suppliers, on behalf of Catholic schools, which involve guarantees of custom or involve underwriting by the CEC;
- 1.4.18 participate in the direct management of Catholic schools, other than through conditions included in government funding;
- 1.4.19 determine the level of levies for the services of CEC to be charged to Catholic Education Offices, Congregational Schools or individual Catholic Schools;
- 1.4.20 develop and/or manage education programs outside the express functions of the CEC or against the directions of the NSW/ACT Bishops; or
- 1.4.21 borrow moneys other than through lease contracts or credit card facilities.

CEC is not a body corporate. CEC at all times acts as an agency of The Trustees for the Province of Sydney and Archdiocese of Canberra and Goulburn.

2.0 THE COMMISSION

Establishment of the Commission

- 2.1 The Commission is given its authority by the NSW/ACT Bishops under this section of the CEC Charter.

Functions of the Commission

- 2.2 The functions of the Commission are to ensure the proper and efficient performance of the functions of the CEC and, subject to the functions and powers of the CEC as set out in clauses 1.3 and 1.4 of the CEC Charter, to determine the policy of the CEC with respect to any matter.

Membership of Commission

- 2.3 The Commission will include:
- 2.3.1 the Chairman who will be a Bishop who is incardinated in a diocese within New South Wales;
 - 2.3.2 a Bishop who is incardinated in a diocese within New South Wales;
 - 2.3.3 the Executive Director being the ex officio Commissioner;
 - 2.3.4 one member nominated from each of the Dioceses in New South Wales;
 - 2.3.5 two members who are nominees of the Conference of Leaders of Religious Institutes in New South Wales;
 - 2.3.6 two members who are nominees of the Council of Catholic School Parents (one Sydney and one country);
 - 2.3.7 two members who are nominees of the Association of Catholic School Principals (one Secondary Principal and one Primary Principal);
 - 2.3.8 one Indigenous member; and
 - 2.3.9 other members appointed by the NSW/ACT Bishops from time to time.
- 2.4 The Executive Director is an employee of the CEC and is appointed pursuant to clause 4.3 of the CEC Charter.
- 2.5 The other Commissioners are the Non- executive Commissioners appointed by the NSW/ACT Bishops under this clause of the CEC Charter. The NSW/ACT Bishops shall also elect the Chairman.
- 2.6 When acting as the Commission, individual Commissioners have a similar role to that of directors on a board of directors and are not in that capacity acting as representatives of their nominators.
- 2.7 The Commission may elect a Deputy Chairperson annually who shall carry out the responsibilities of Chairman in the absence of the appointed Chairman, unless otherwise directed by the NSW/ACT Bishops.
- 2.8 Commissioners may not send alternates to Commission meetings.

- 2.9 Each Commissioner will be provided with an indemnity from the NSW/ACT Bishops.

Eligibility for Non-executive Commission Membership

- 2.10 A person will not be eligible for appointment as a Non-executive Commissioner unless, in the opinion of the NSW/ACT Bishops, the person nominated has expertise in one or more of the following fields:
- 2.10.1 education administration;
 - 2.10.2 Catholic religious education;
 - 2.10.3 management;
 - 2.10.4 pastoral care;
 - 2.10.5 finance; or
 - 2.10.6 corporate governance.
- 2.11 In appointing Non-executive Commissioners, the NSW/ACT Bishops shall endeavour to ensure that there is a membership balance so that at all times the Commission has available to it the expertise outlined in clause 2.10 of the CEC Charter.

Terms of Appointment

- 2.12 Each Non-executive Commissioner shall be appointed by the NSW/ACT Bishops:
- 2.12.1 with effect from the day specified in the instrument of appointment; and
 - 2.12.2 holds office for such term as is specified in the instrument of appointment and is eligible for re-appointment.
- 2.13 The Executive Director is the ex officio Commissioner and serves in that capacity for the term of his/her employment with the CEC.
- 2.14 Non-executive Commissioners may at any time resign in writing to the Chairman effective from a mutually agreed date.
- 2.15 The Executive Director resigns as:
- 2.15.1 a Commissioner upon resigning as the Executive Director; and
 - 2.15.2 the Executive Director upon resigning as a Commissioner.
- 2.16 A Non-executive Commissioner may be removed from office upon resolution by the NSW/ACT Bishops, should the NSW/ACT Bishops lose confidence in that Non-executive Commissioner. A Non-executive Commissioner has no right of appeal against any decision made pursuant to this clause 2.16.
- 2.17 A Non-executive Commissioner may obtain leave of absence from the Commission meetings from the Chairman.

- 2.18 Where a Non-executive Commissioner is absent from three consecutive Commission meetings without leave of absence approved by the Chairman pursuant to clause 2.17, his/her appointment is automatically terminated.
- 2.19 A Non-executive Commissioner holds office on such terms and conditions (if any) in relation to such matters not provided for by the CEC Charter as are determined, in writing, by the NSW/ACT Bishops.
- 2.20 NSW/ACT Bishops' decisions on the appointment of Non-executive Commissioners are advised by the:
- 2.20.1 Secretary of the NSW/ACT Bishops to the CEC; or
- 2.20.2 NSW/ACT Bishops to the Chairman.

Meetings

- 2.21 The Commission shall hold such meetings as are necessary for the efficient performance of its functions but in any event shall meet at least four (4) times each year.
- 2.22 Subject to clauses 2.23 and 2.24, meetings of the Commission shall be held at such times and places as the Commission from time to time determines.
- 2.23 The Chairman:
- 2.23.1 may, at any time, convene a meeting of the Commission; and
- 2.23.2 shall, on receipt of a written request signed by not less than five other Commissioners, convene a meeting of the Commission.
- 2.24 The NSW/ACT Bishops may, at any time, convene a meeting of the Commission.
- 2.25 A minimum of five days notice must be given to all Commissioners to convene a meeting of the Commission.
- 2.26 The Chairman shall preside at all meetings of the Commission at which the Chairman is present.
- 2.27 Should the Chairman and Deputy Chairperson both be absent from a scheduled Commission meeting, the Commissioners present may elect a presiding member to chair that meeting, so long as there is a quorum present.
- 2.28 At a meeting of the Commission:
- 2.28.1 at least fifty per cent of appointees at that time, but no less than nine Commissioners, present constitutes a quorum;
- 2.28.2 decision making shall normally be by consensus;
- 2.28.3 where a deliberative vote is required, a question shall be decided by a majority of the votes of the Commissioners present and voting; and
- 2.28.4 the presiding Commissioner (being the Chairman, Deputy Chairperson or a presiding member, as the case may be) has a deliberative vote and, in the event of an equality of votes, also has a casting vote.

- 2.29 The Chairman may invite a person to attend a Commission meeting for the purpose of advising or informing the Commission on any matter.
- 2.30 Circulating resolutions are permitted in the following circumstances:
- 2.30.1 Where all appointed Commissioners sign a document (or two or more separate but identical documents) containing a statement that they are in favour of a resolution in the terms set out in the document, a resolution in those terms shall be deemed to have been passed at a duly convened meeting of the Commission on the day that the last signature is affixed.
- 2.30.2 A facsimile transmission which is received by the CEC and which purports to have been signed by a Commissioner shall for the purposes of clause be taken to be in writing and signed by that Commissioner at the time of the receipt of the facsimile transmission by the CEC in legible form.
- 2.30.3 An email transmission which is received by the CEC and which purports to have been sent by a Commissioner shall for the purposes of this clause be taken to be in writing and signed by that Commissioner at the time of the receipt of the email transmission by the CEC.
- 2.31 A Commission meeting may be convened or held using any technology consented to by all Commissioners. The consent may be a standing one. A Commissioner may withdraw consent to the use of a particular technology within a reasonable time period before a Commission meeting.
- 2.32
- 2.32.1 All resolutions of the Commissioners; or
- 2.32.2 any act carried out pursuant to such resolutions;
- passed at a meeting of the Commission where a quorum is present but where notice of the meeting has not been given as required to each Commissioner, shall be as valid as if notice of the meeting had been duly given to all Commissioners, provided each Commissioner to whom notice was not given subsequently agrees to waive his or her right to the requisite notice.
- 2.33 Even if it is discovered afterwards that there was a defect in the appointment or continuance in office of any Commissioner or person or that they or any of them were disqualified or were not entitled to vote, all acts done:
- 2.33.1 at any meeting of the Commission; or
- 2.33.2 by any person acting as a Commissioner,
- shall be as valid as if every such person had been duly appointed or had continued in office and was duly qualified to be a Commissioner and had been entitled to vote.
- 2.34 The Commission shall establish its own meetings procedures.
- 2.35 The Commission shall keep minutes of its proceedings.

- 2.36 A summary report of each Commission meeting (excluding any confidential items) shall be made available on the CEC's public website, as soon as practicable after the meeting and shall be distributed to the NSW/ACT Bishops.

Committees

- 2.37 The Commission may establish committees to assist it in the performance of its functions and in the exercise of its powers.
- 2.38 In addition to committees and working parties that may be established for specific purposes from time to time, the following core committees are established:
- 2.38.1 Aboriginal Education Advisory Committee;
 - 2.38.2 Audit and Risk Management Committee;
 - 2.38.3 Education Policy Committee;
 - 2.38.4 Executive Committee;
 - 2.38.5 Public Policy Committee; and,
 - 2.38.6 Resources Policy Committee.
- 2.39 A committee may be constituted wholly of Commissioners or partly of Commissioners and partly of Other Persons.
- 2.40 The Commission in establishing a committee must articulate the terms of reference clearly, which terms of reference will include whether the committee is a standing committee or a temporary committee, membership, delegations, quorum, meetings procedures and reporting arrangements.

General

- 2.41 Commissioners have the right of access to only those Commission and Commission committee meeting papers considered during his/her term as a Commissioner. That right of access continues for seven years after ceasing to be a Commissioner.
- 2.42 Where a Commissioner, during the currency of or after his/her appointment ceases, requests copies of past Commission and/ or Commission committee meeting papers to which he/she has right of access under clause 2.41, the Commission Secretary may charge that person reasonable costs to recoup time and materials expended in satisfying the request.
- 2.43 CEC will meet reasonable travel, accommodation and other approved expenses incurred by Commissioners and Other Persons in attending Commission or Commission committee meetings or in undertaking other work on behalf of the CEC.

3.0 OPERATION OF CEC

Delegations

- 3.1 The Commission may approve personnel and financial delegations to the Executive Director and CEC Staff Members as required for the efficient administration of the CEC.
- 3.2 The Commission may approve personnel or financial delegations to Commission committees.
- 3.3 The Commission may delegate to the Executive Director the power to delegate the delegations referred to in clause 3.1.
- 3.4 The Commission in approving delegations may reserve certain powers to itself and these need to be clearly articulated in any delegation instrument.

Powers Reserved by NSW/ACT Bishops

- 3.5 The NSW/ACT Bishops have reserved to themselves certain of their powers under clause 1.4 of the CEC Charter. In the event that the Commission wishes to exercise any such reserved powers, the Commission shall submit proposals to the NSW/ACT Bishops for their prior approval.
- 3.6 The NSW/ACT Bishops may direct the Commission at any time in respect of the performance by the CEC of its functions and in the exercise by CEC of its powers.

Reporting to the NSW/ACT Bishops

- 3.7 The Commission shall report regularly to the NSW/ACT Bishops on the operations and strategic plans of the CEC. Reporting shall occur at least twice annually.
- 3.8 The Biannual Commission Report shall contain the following matters:
 - 3.8.1 progress in meeting key corporate goals;
 - 3.8.2 new education developments and CEC strategies to meet them;
 - 3.8.3 key education advice to NSW/ACT Bishops;
 - 3.8.4 major contracts entered into by the CEC; and
 - 3.8.5 any specific reporting required by the NSW/ACT Bishops.
- 3.9 The Commission shall forward an annual report, incorporating audited financial statements, to the NSW/ACT Bishops as soon as practicable after the end of the fiscal year, with a target for submission of 30 June of that year.
- 3.10 The Commission shall submit to the NSW/ACT Bishops in November each year a request to approve the CEC's WorkPlan.
- 3.11 In preparing its WorkPlan, the Commission shall consider the functions and powers referred to in the CEC Charter and any directions or requests made by the NSW/ACT Bishops to the CEC from time to time.

- 3.12 The WorkPlan shall articulate how the Commission intends to carry out the mandate provided by the NSW/ACT Bishops in a changing environment.
- 3.13 The Commission shall also submit to the NSW/ACT Bishops in November each year a request to approve the CEC's budget for the forthcoming calendar year and levies to be imposed upon Catholic Schools Authorities for the forthcoming calendar year.
- 3.14 NSW/ACT Bishops' decisions are advised by the:
- 3.14.1 Secretary of the NSW/ACT Bishops to the CEC; or
 - 3.14.2 NSW/ACT Bishops to the Chairman.

Financial Accounting

- 3.15 The Commission shall adopt the calendar year as its fiscal year.
- 3.16 The CEC shall maintain accounting records that properly record and explain its transactions and financial position in a manner that allows for:
- 3.16.1 the preparation of financial statements in the form required of a not for profit organisation; and
 - 3.16.1 the financial statements to be properly audited.
- 3.17 The CEC shall keep its accounting records for a least seven years after completion of the transactions to which they relate.

Archives of CEC Business Documents

- 3.18 The CEC shall keep records of Commission meetings, committee meetings, education research/policy documents and government grant material for at least seven years after the year to which they relate.

Code of Conduct

- 3.19 Commissioners and CEC Staff Members shall, when acting for CEC:
- 3.19.1 exercise his/her powers and discharge their duties with due skill, care and diligence;
 - 3.19.2 make judgements in good faith;
 - 3.19.3 avoid situations of material self interest in the subject matter of the judgement, unless that Commissioner or CEC staff member has complied with clause 3.20;
 - 3.19.4 inform him/herself about the subject matter of the judgement to the extent he/she reasonably believes to be appropriate; and
 - 3.19.5 at all times act in the best interests of CEC and for proper purposes.

Conflicts of Interest

3.20

- 3.20.1 CEC may enter into contracts or arrangements with other organisations, companies or bodies in which a Commissioner or CEC Staff Member has an interest, provided it does so according to the usual commercial terms and conditions which apply to such contracts or arrangements.
- 3.20.2 A Commissioner and CEC Staff Member must disclose any such interest to the Commission and the Commission must record such declarations of interest in the minutes of the relevant meeting.
- 3.20.3 Subject to clause 3.20.4, a Commissioner who has an interest in an existing or proposed contract or arrangement already made or to be made by the CEC and has disclosed this interest to the Commission still may:
 - 3.20.3.1 vote on the matter;
 - 3.20.3.2 be counted in determining whether or not a quorum is present at any meeting of the Commission considering that contract or arrangement or proposed contract or arrangement;
 - 3.20.3.3 sign or countersign any document relating to that contract or arrangement or proposed contract or arrangement; and
 - 3.20.3.4 vote in respect of, or in respect of any matter arising out of, the contract or arrangement or proposed contract or arrangement.
- 3.20.4 In the event that the Commission resolves that a Commissioner has a material personal interest in a contract or arrangement being discussed at a Commission meeting, the Commission can require that Commissioner to not:
 - 3.20.4.1 be present whilst the contract or arrangement is being considered at the Commission meeting; and/or
 - 3.20.4.2 vote on the matter.
- 3.20.5 CEC shall not make any payment for services rendered by a Commissioner in a professional or technical capacity, except where the provision of such services and the amount payable have prior approval of the Commission and where the amount does not exceed an amount that is commercially reasonable for those services.
- 3.20.6 The failure of a Commissioner or CEC Staff Member to make disclosure under this clause 3.20.2 does not render void or voidable a contract or arrangement in which the Commissioner or a CEC Staff Member has a direct or indirect interest.

4.0 THE EXECUTIVE DIRECTOR

- 4.1 There shall be an Executive Director of the CEC.
- 4.2 The Executive Director shall be both the Chief Executive of the CEC and ex officio Commissioner. The Executive Director shall only be an ex officio Commissioner for so long as he/she holds the position of Executive Director.
- 4.3 The Executive Director shall be appointed by the Chairman on terms and conditions agreed for the appointment.
- 4.4 The Executive Director shall not engage in paid employment outside the duties of his/her office, except with the prior approval of the Chairman.
- 4.5 The Chairman shall approve all leave and other absences of the Executive Director and concomitant terms and conditions.
- 4.6 The Executive Director shall put into place administrative arrangements, staffing and policies and procedures in supporting the Commission to:
- 4.6.1 carry out the functions set out in clause 1.3 and to comply with all governance requirements included in the CEC Charter;
 - 4.6.2 undertake out all directions and requests made by the NSW/ACT Bishops;
 - 4.6.3 comply with all legislative requirements applicable to a not for profit organisation such as CEC; and
 - 4.6.4 ensure that the CEC undertakes its business with the highest level of integrity.
- 4.7 The Executive Director shall determine the terms and conditions of employment for all other staff employed within CEC.
- 4.8 A person appointed as Executive Director may resign the appointment by writing delivered to the Chairman.
- 4.9 The Executive Director cannot appoint an acting Executive Director to coincide with his/her absence without the prior approval of the Chairman.
- 4.10 The Executive Director shall obtain prior approval from the Commission for the organisational structure of the CEC and any substantial changes proposed.
- 4.11 The Executive Director shall obtain prior approval from the Chairman for all appointments or re-appointments of CEC Staff Members who report directly to the Executive Director.

+ Bruce Matthews

Secretary to Catholic Bishops of NSW and ACT

Dated 6 November 2008