



# CATHOLIC LADIES' COLLEGE LTD

## Information for Prospective Directors

### 1. Governance

The College is conducted by Mary Aikenhead Ministries (MAM) which was established as an incorporated entity in 2009 to continue the various ministries of the Sisters of Charity of Australia. The College is incorporated as a company and has legal existence in its own right. The sole Member of the company is Mary Aikenhead Education (MAE) Ltd. The governance of the College is vested in the Board of Directors. (For further information please refer to the Constitution of Catholic Ladies' College Limited, revised 2013).

### 2. Mary Aikenhead Ministries Values

The four values endorsed by Mary Aikenhead Ministries are:

- Love
- Hope
- Justice
- Compassion

Each of these values is an invitation to each Director to continue to attend to ways in which these values can be recognised and nurtured in themselves and in the context of Catholic Ladies' College.

### 3. Responsibilities of the College Board

The key areas of responsibility can be broadly categorised as:

*Mission and Values:* The Board must ensure that the MAM vision, mission and spirit and the tradition of the Sisters of Charity are promoted and upheld in the education of young women and in all college activities.

*Catholic Identity:* The Board must affirm, support and promote the Catholic identity of the College and ensure that the religious and general education of its young women is grounded in Gospel values and the traditions of the Catholic Church.

*Governance and Stewardship:* The Board must ensure the good governance of the College, including meeting its legal and financial requirements and exercising stewardship of college resources.

*Board Performance:* The Board must display due care in the performance of Board work.

### 4. Director Formation

In acknowledgement and support of the principle that the formation of Directors in the charism, mission and philosophy of Mary Aikenhead Ministries and the heritage of the Sisters of Charity is of fundamental importance, the Board pursues the following practices:

- Each meeting of the Board commences with a reflection as a reminder to members of the real purpose of life and how the Catholic faith must underpin commitment to Catholic education and the work of the Directors.
- Where possible, members of the Board attend the MAM and MAEA seminars and conferences. These provide opportunities for further development in faith and foster connections beyond the College.
- Where possible, suitable guest speakers are invited to attend Board meetings and to address the members on topics relevant to Director formation and the roles and responsibilities of Directors.

### 5. Appointment of Directors

Directors are appointed by the Directors of Mary Aikenhead Education Ltd for terms not exceeding three years. Directors are eligible for re-appointment but are required to retire from the Board after nine consecutive years, unless re-appointed on an annual basis thereafter. Incoming Directors are provided with relevant induction and documentation.



## 6. Operation of the Board

- Meetings of the Board take place at the College, 19 Diamond Street, Eltham.
- Meetings are normally held 8 times per year.
- Meetings commence at 7:00 pm and normally conclude by 9:00 pm. They are held on the third or fourth Tuesday of relevant months, depending on the timing of school holidays. The meeting schedule for the year is confirmed in October or November of the previous year.
- The Board Chair is appointed by the Board of MAEL.
- The College Principal is the Chief Executive Officer and is appointed by the College Board.
- The College Business Manager is the Company Secretary and the Principal's PA is the minutes secretary.
- The Board may have between 6 and 12 Directors. Currently there are 9 Directors. One half of the members constitute a quorum.
- Most matters for determination by the Board are decided by a simple majority vote.
- Officers of the Board are indemnified out of the property of the company.
- Absence from three successive Board meetings without consent may result in the office of the Director becoming vacant.

## 7. Board Committees

The Board may delegate its powers to committees. Directors are encouraged to participate in the work of at least one of the committees. Currently there are three standing committees of the Board:

- Governance and Formation Committee
- Finance, Audit and Risk Management Committee
- Facilities Development Committee

## 8. Further information

<b>Vision</b>	To inspire young women to realise their personal excellence and confidently shape their future.
<b>Purpose</b>	We create opportunities for young women to achieve and champion justice in the global community.
<b>Tradition and Stewardship</b>	Our founding Sisters were forward thinkers, who advocated comprehensive education and new possibilities for young women.  The Sisters of Charity founded Catholic Ladies' College in East Melbourne in 1902 and moved the school to its present eight-hectare, tree lined setting in Eltham in 1971.

Further information about the College can be accessed on our website:

[www.clc.vic.edu.au](http://www.clc.vic.edu.au)

Further information about Mary Aikenhead Ministries can be accessed at:

[www.maryaikenheadministries.com.au](http://www.maryaikenheadministries.com.au)

## How to apply

If you are interested in serving on the Catholic Ladies' College Board as a Board Director, you are invited to write to the Board Chair, c/- Mrs Debbie Brock, Acting Principal, Catholic Ladies' College ([principal@clc.vic.edu.au](mailto:principal@clc.vic.edu.au)). Please include:

- a brief CV
- two referee contacts
- any other supporting documentation you may wish to provide

Should you have any queries, please telephone Mrs Vicky Rigas at the College on 03 9439 4077.



## Catholic Ladies' College Board Director Role Description

### Overview

As a College under the Stewardship of Mary Aikenhead Ministries (MAM) Catholic Ladies' College is incorporated as a company and as such has a legal existence in its own right. The College functions according to its own Constitution and the corporations' law.

The four Catholic girls' Colleges under the Stewardship of Mary Aikenhead Ministries originally established by the Sisters of Charity are in the states of New South Wales, Queensland and Victoria. These four secondary colleges serve the Australian community by providing high quality Catholic education within the wider context of Catholic education in Australia. Catholic Ladies' College is located in Eltham, Victoria.

Mary Aikenhead Education (MAE) Ltd, which is the sole member of each company, exercises its authority, rights and duties according to the MAE Ltd Constitution and Canon Law.

All those involved with Governance at Catholic Ladies' College are called to be co-workers in the ecclesial mission of witnessing and proclaiming God's reign.

### Overarching Governance Responsibilities

Governance refers to the actions of the College Board of Directors in establishing and monitoring the strategic directions of Catholic Ladies' College. Governance is to be distinguished from management, which is the visible way of responding to the educational, human resources, pastoral, technology, communications, finance and professional development needs of the College.

The authority of the Board in governance rests in its collective nature. No one Board Director can claim authority in his/her own right.

Effective governance begins with leadership, which is a process of empowering all to work together toward fulfilling the College Vision and Mission and improving the quality of life for all within the College community. The Board must be cognisant of employing participatory practices, of exercising shared responsibility for decision-making, and of developing positive relationships with the Principal and the Catholic Ladies' College Executive Team.

### Constitutional Responsibilities

The Constitution of Catholic Ladies' College describes the objects of the company and also outlines how the Board will conduct its business. The Constitution explicitly delivers duties and responsibilities to the Board, both as individual Board members and as a Board of Directors.

Each College company has the following objects:

- a) To carry on or assist in carrying on and promoting the charitable activities of Mary Aikenhead Ministries in connection with Catholic education;
- b) To undertake the management and control of the College established by the Sisters of Charity to provide Catholic education for girls;
- c) To conduct, manage and carry on the College at Eltham or elsewhere in the State of that College as part of the mission of the Catholic Church and in conformity with Canon law and the education philosophy of Mary Aikenhead Ministries, as determined by the Trustees from time to time;
- d) To provide, within a Christian environment, the highest standard of education;
- e) To create an environment for all staff members to act according to the values set out in the education philosophy of Mary Aikenhead Ministries;
- f) To promote programs of, and to provide a working environment for, staff development and appraisal by means of teaching, continuing education, training activities and other means;
- g) To cooperate and collaborate with other Mary Aikenhead schools and with other entities furthering the mission of the Catholic Church in education and other services.



## Key Areas of Responsibility

The Catholic Ladies' College, College Board must ensure that the objects of its Constitution are met. The key areas of responsibility derived from these objects can be broadly categorised into four areas:

1. **Mission and Vision** – the Board must ensure that the MAM vision, mission and spirit and the tradition of the Sisters of Charity are promoted and upheld in the education of young women and in all College activities;
2. **Catholic Identity** – the Board must affirm, support and promote the Catholic identity of the College and ensure that the religious and general education of its young women is grounded in Gospel values and the traditions of the Catholic Church;
3. **Governance and Stewardship** – the Board must ensure the good governance of the College, including meeting its legal and financial requirements and exercising stewardship of College resources;
4. **Board Performance** – the Board must display due care in the performance of Board work.

In addition, each Director is a collaborator in the MAM educational mission. Directors contribute their expertise, experience and creativity in order to sustain and continually renew the life of the College, and as such will have their own individual roles and responsibilities.

<p><b>Mission and Vision</b></p> <p>The Board will:</p>	<ul style="list-style-type: none"> <li>• Ensure that the vision, mission statement and strategic plan of the College animate the mission of Catholic education and the vision, mission and values of MAM;</li> <li>• Ensure that, in the spirit and tradition of MAM, the College is enacting a 'preferential option for the poor' within and beyond the college community;</li> <li>• Engage in ongoing formation and professional learning experiences that facilitate a contemporary and distinctive understanding of the charism of the Sisters of Charity and the mission and vision of MAM.</li> </ul>
<p><b>Catholic Identity</b></p> <p>The Board will:</p>	<ul style="list-style-type: none"> <li>• Ensure the College's continuing commitment to exemplary Catholic education that is grounded in Gospel values and the traditions of the Catholic Church;</li> <li>• Ensure that the College supports and collaborates with the Catholic education authorities and other colleges in its diocese and state;</li> <li>• Attend and engage in forums and professional learning experiences about issues, policy developments, changes and challenges in education (public and private, state and national), particularly those matters that have direct bearing on the religious and general education of young women.</li> </ul>
<p><b>Governance and Stewardship</b></p> <p>The Board will:</p>	<ul style="list-style-type: none"> <li>• Understand and fulfill the expectations and requirements of the Trustees of Mary Aikenhead Ministries (TMAM) as specified in the Constitution, the Matrix of Responsibilities and MAEA and TMAM policies, protocols and guidelines;</li> <li>• Plan the College's future and monitor its strategic plans/directions;</li> <li>• Establish and seek TMAM's approval of the College annual budget, ensuring that it serves and resources the College's educational needs and strategic directions;</li> <li>• Approve the College's enrolment and fees policies and ensure that each is responsive to students and families in the school and local community in need of assistance;</li> <li>• Understand and fulfil its legal and financial responsibilities, in particular, maintaining oversight of the College budget; obtaining annual audits of the college's finances; and submitting Annual Financial Statements to ACNC (incorporating the auditor's and Directors' report);</li> <li>• Understand and fulfill its legal obligations and responsibilities to the Australian Charities and Not-for-profits Commission (ACNC) by ensuring it maintains ongoing entitlement to registration, notifying the ACNC of relevant changes, keeping required records, reporting to the ACNC annually, and complying with the ACNC governance standards. The standards relate to the purposes and not-for-profit nature of a registered entity, accountability to members, compliance with Australian law, the suitability of responsible persons and the duties of responsible persons;</li> <li>• Recognise and manage College risks to persons, finances and reputation;</li> <li>• Support and provide counsel to the Principal and members of the College Executive Team;</li> </ul>



Key Areas of Responsibility	
	<ul style="list-style-type: none"> <li>• In collaboration with TMAM, oversee procedures associated with the appointment or re-appointment of the College Principal and make recommendations to TMAM on this matter;</li> <li>• In collaboration with TMAM, oversee the formative and summative review processes for the College Principal and, subject to whether the appraisal is a formative or summative review, either endorse, approve or recommend for TMAM approval or endorsement the Review Reports (commendations and recommendations) and potential re-appointment, as appropriate;</li> <li>• Ensure succession planning for the Board and the induction/orientation of new Board Directors;</li> <li>• Attend and engage in forums and professional learning experiences that advance and strengthen understanding of College Board governance and stewardship responsibilities.</li> </ul>
<p><b>Board Performance</b></p> <p>The Board will:</p>	<ul style="list-style-type: none"> <li>• Maintain confidentiality in relation to Board issues and decisions;</li> <li>• Understand the role of Board Directors as distinct from the role of management;</li> <li>• Act and speak collectively as a group;</li> <li>• Authorise the Chair to have a particular leadership role within the Board;</li> <li>• Encourage and support College events and be a presence in the College community;</li> <li>• Establish sub-committees or working parties, as required, to handle strategic priorities of the college (e.g. finance, building, marketing and community development);</li> <li>• Uphold the policies, protocols and guidelines established by TMAM;</li> <li>• Review and evaluate its own operations and its contribution to the achievement of the College’s mission, vision and strategic direction.</li> </ul>
<p><b>Individual Directors Roles and Responsibilities</b></p> <p>A Director:</p>	<ul style="list-style-type: none"> <li>• Takes seriously the work of the Board and attends to this work in and between meetings;</li> <li>• Recognises the authority that rests in the Board Chair to establish and follow systems of accountability for the Principal, the Company Secretary, the leadership team, MAEA and TMAM;</li> <li>• Builds working relationships based on mutual respect amongst Board members, the Principal, the Company Secretary, the leadership team and the College community;</li> <li>• Is conversant with the Constitution and the MAEA Policy and Procedures Manual, following the requirements outlined in these documents;</li> <li>• Ensures the successful running of each Board meeting by attending to agendas, minutes, starting time, length of meetings and meeting protocols;</li> <li>• Reflects on and celebrates the identity and achievements of the Board and the College on a regular basis;</li> <li>• Attends and engages in forums and professional learning experiences that advance and strengthen understanding of governance and stewardship responsibilities;</li> <li>• Supports College events and is a presence in the College community;</li> <li>• Participates in evaluation of the Board’s achievements and overall performance.</li> </ul>



Selection Criteria	
<p><b>Commitment to Child Safety</b></p> <ul style="list-style-type: none"> <li>• a demonstrated understanding of child safety</li> <li>• a demonstrated understanding of appropriate behaviours when engaging with children</li> <li>• familiarity with legal obligations relating to child safety</li> <li>• be a suitable person to engage in child-related work</li> </ul>	
<p><b>Risk and Occupational Health and Safety</b></p> <p>Board Directors will:</p> <ul style="list-style-type: none"> <li>• Act at all times in compliance with legislated health and safety practices.</li> <li>• Contribute proactively to discussions and decisions relating to the identification, mitigation and/or elimination of risk, and ensure compliance with appropriate legislative, statutory and CEV accountabilities.</li> </ul>	
<p><b>Background and Qualifications</b></p>	<ul style="list-style-type: none"> <li>• Commitment to the education ministry of the Catholic Church, particularly as it pertains to the education of young women.</li> <li>• Significant experience and skill in leadership in Catholic education or other areas relevant to, or necessary for, the governance functions of the College Board.</li> <li>• Willingness and ability to support and promote the Vision, Mission and Values of Catholic Ladies' College and of Mary Aikenhead Ministries.</li> <li>• Hold or be willing to acquire a current Working with Children Check (Volunteer) while serving as a Board Director.</li> <li>• Hold or be willing to acquire an Australian Director Identification Number</li> </ul>
<p><b>Conditions</b></p>	<p><b>Tenure:</b> Three year appointments with the option for a second three year appointment</p> <p><b>Remuneration:</b> All Board roles are Pro-Bono roles</p> <p><b>Appointment:</b> The appointment of Catholic Ladies' College Board Directors is approved by the Directors of Mary Aikenhead Education (MAE) Limited</p>

**DATE: 3 August 2022**