

GOVERNANCE REFORMS

14 September 2018



“Slowly, steadily, surely, the time approaches when the vision will be fulfilled. If it seems slow, wait patiently, for it will surely take place.”

Habakkuk 2:3

“Those who cultivate the soil
heap up their harvest.”

Ecclesiastes 20:28

Introduction

As part of the PMSA's commitment to ensure appropriate governance arrangements are in place, we engaged the Australian Institute of Company Directors (AICD) in February 2018 to conduct an extensive governance review.

The PMSA received the AICD report on 31 July 2018 with recommendations based on best practice and feedback from the community. The AICD's recommendations are broad ranging and provide the PMSA with an excellent basis for contemporary governance.

Over the coming months, the PMSA will be making a series of changes that will:

- promote greater transparency of the PMSA governance arrangements;
- ensure the PMSA Board focusses on strategic governance at 'a group level', rather than operational aspects of individual schools;
- enable School Councils to play a more active and decisive role in the governance of each school; and
- enhance the capability and performance of the PMSA Board and School Councils.

This review has come at a pivotal time in the PMSA's history. We are looking forward to implementing these governance reforms that will clarify and reset roles, responsibilities and reporting arrangements for the PMSA Board, the School Councils and Committees.

These governance changes, combined with the new PMSA Strategic Plan for 2019-2023 and our ongoing commitment to change and continuous review, are part of a new collaborative culture that focusses on working together, building strong relationships and leveraging collective strengths.

Background of the Review

The AICD review assessed PMSA governance arrangements against generally accepted standards of good practice and the industry context in which the PMSA operates. It also sought extensive feedback from PMSA stakeholders and school communities.

To conduct the review, the AICD prepared an Issues Paper for public feedback; conducted interviews with key stakeholders; sent surveys to stakeholders; and conducted workshops with School Foundations, School Councils and the PMSA Board. The full AICD Statement of Work and Issues Paper is available on the [PMSA website](#).

We were eager for the AICD to seek feedback from School Council members, School Principals and staff, representatives of School Foundations, P&F Associations, past student associations, current and past parents, past students, and Church representatives.

The AICD review was aided by feedback and material resulting from three public forums held by the PMSA in April 2018 and also observations made by the Chesterman Review. The AICD also referenced a series of interviews they conducted with PMSA Board members and survey responses from School Council members as a part of a previous project in 2017.

“If you reject criticism, you only harm yourself; but if you listen to correction, you grow in understanding.”

Proverbs 15:32

Key Reforms

The PMSA Board has carefully considered the AICD recommendations and further possible changes. We are now embarking on implementing changes in five key areas:

- 1) The roles, powers, responsibilities and composition of the PMSA Board and School Councils
- 2) The size, tenure and representation of the PMSA Board and School Councils
- 3) Reporting and transparency
- 4) Culture, communication and stakeholder engagement
- 5) Services and functionality.

1) PMSA Board and School Council Roles and Responsibilities Changes

The PMSA agrees with the AICD recommendations and respondents' views that School Councils should have a more active role in the governance of school affairs while the PMSA Board should function as an overarching board and focus primarily on governance matters at 'a group level'.

We also agree that appointments to the PMSA Board and School Councils should be capability-based, the available pool of candidates should be widened, and available positions should be more widely advertised.

Based on our own consideration of the issues, the PMSA will implement the following changes:

- School Councils will be responsible for establishing school plans, monitoring risk and ensuring adherence to all policies and procedures.
- School Councils will oversee and recommend new School Council member appointments.
- School Principals will report directly to School Councils.
- The name of the PMSA Council will be changed to the 'PMSA Board' to better reflect the strategic role.
- The PMSA Board will primarily focus on group-wide matters that enhance the efficiency and effectiveness of the PMSA as a whole.

One change already implemented is the widening of the pool of PMSA Board candidates. In June 2018, the PMSA together with the Churches changed the Constitution to remove the restriction that PMSA-appointed Board members must be a member of the Presbyterian or Uniting Church.

2) PMSA Board and School Council Structure and Representation Changes

To reinforce the delineation of respective responsibilities of both the PMSA Board and School Councils and enhance their ability to fulfill their respective roles, the PMSA will implement the following changes:

- The maximum size of the PMSA Board will reduce from 15 to 13 members.
- The maximum tenure of both PMSA Board and School Council members will reduce to nine years.
- The maximum size of the School Councils will increase from eight to nine members.
- The number of PMSA Board representatives on each School Council will reduce from three to two.

3) Reporting and Transparency Changes

The PMSA will implement the following changes to provide a greater level of transparency and accountability:

- All newly-amended charters for the PMSA Board, Committees and School Councils will be published.
- The PMSA's policies and processes for the nomination and appointment of PMSA Board and School Council members will be published.
- Breakdowns of schools' operational income and expenditure will be published and the governance section in each school's annual report will be enhanced.
- All vacancies on the PMSA Board and School Councils will be advertised for expressions of interest, noting the desired capabilities of applicants.
- Governance sections on the PMSA and school websites will include expanded information such as relevant skills and experience of PMSA Board and School Council members.

4) Culture, Communication and Stakeholder Engagement Changes

The consultation process revealed many issues relating to the PMSA's culture, communication and stakeholder engagement.

While we will be implementing the AICD's recommendations to enhance reporting and increase transparency, we believe that over time, the changes we are making to the PMSA Board and School Councils will significantly improve organisational culture and stakeholder relationships.

The PMSA will develop and implement a stakeholder engagement plan together with the schools. To support this, the PMSA Board and School Councils will also provide better mechanisms and channels to engage with the school community and facilitate more open dialogue with the community regarding the operation of each school.

Our overall aim with making these changes is to ensure the PMSA rebuilds relationships, restores trust with key stakeholders and enables our four schools to continue to thrive.

5) Services and Functional Changes

We agree with the AICD recommendations and many respondents' views that the PMSA could do more to leverage the collective strengths of our group, but in ways that do not adversely impact the individual character of each school.

The PMSA will explore back office areas where our schools would benefit from sharing some services, purchasing as a group, learning from each other and collaborating together.

In addition, the PMSA will continue to work on changes that will improve our functionality in the following ways:

- Induction, training and professional development will be improved for new members of the PMSA Board and School Councils.
- Our external recruitment process will be improved to be more transparent and robust.
- Functions within the PMSA Corporate Office will be expanded to better support the PMSA's governance model.

Reform Implementation

The PMSA Board understands the need for significant work over the coming months to implement these changes and realise reform. Some changes are relatively simple while others are more complex and require adoption throughout the organisation. These will take time to implement.

To implement all of the changes, the PMSA Board, the PMSA's new CEO, the Corporate Office team and the Governance Steering Committee are prioritising these changes into our project management implementation plan and actions are underway.

Some of these changes require amendments to the PMSA Constitution. To change the Constitution, the PMSA Board and both Churches must all agree. The PMSA Board is working closely with the Churches to finalise the new Constitution.

In addition to the governance recommendations made by the AICD, the PMSA Board and the Constitutional Working Party will continue to consider the PMSA's best model of incorporation and ownership structure of our schools.

The PMSA also understands that governance reform is an ongoing process and will likely involve additional changes in the future. One example of possible future reforms may be to change the election process of the School Council Chair. Our implementation plan also includes continual review of governance arrangements.

As the PMSA has done throughout 2018, we will continue to communicate through the PMSA website, PMSA Facebook page and school newsletters as changes are implemented.

Corporate Office Team

The implementation of these governance changes will be led by the following PMSA Corporate Office team members.

Sharon Callister, *Chief Executive Officer*
BHA, MBA, GAICD

Sharon has outstanding credentials in organisational change and culture development, building relationships and trust, as well as finance and operational management. Sharon will lead the PMSA through this reform process.

Jen Mundt, *Policy and Systems Project Manager*
BSc(App Psych), FAHRI, GAICD

A high level professional with solid skills across project management, organisational design and change management, Jen will lead the implementation of the governance changes.

Caroline Thurlow, *Communication Manager*
BBus(Comn), MPRIA

Caroline has 25 years experience in communication focussing on corporate communication, marketing communication and community relations. A Clayfield College Old Collegian and current parent, Caroline will assist with communication of the governance reform.

Governance Steering Committee

The PMSA Board Governance Steering Committee comprises the PMSA Chairman and four newly appointed PMSA Board members who have experience and are committed to change management.



Greg Adsett, *PMSA Chairman*

BArch, RAIA, GAICD

Chairman of the PMSA since August 2017, Greg is committed to governance improvement and is keen to deliver the reforms the PMSA Board has agreed to. He has many years experience in governance on community, school and church boards.



Con Graves, *PMSA Board Member*

BA Hons (Psych), GDipMan, MEd, AMICDA

A retired psychologist and senior executive after more than 20 years experience in education, Con brings to this committee his extensive experience in strategic leadership, change management and innovation as well his passion for education.



Wayne Knapp, *PMSA Board Member*

PGCert (Applied Mgt), PGDip (Bus Admin), PGCert (Bus Admin)

Wayne has more than 20 years experience in governance, risk management and leadership on boards. He has served on many not-for-profit boards, including St Andrews War Memorial Hospital Board during a time of significant change.



Morgan Parker, *PMSA Board Member*

LLB, GAICD

Morgan is an Old Collegian of Brisbane Boys' College and a current parent at Somerville House. Serving on many boards over the last 15 years and a career in senior executive roles, he is deeply committed to the future of education in the PMSA schools and preserving the PMSA legacy.



Jennifer Radbourne, *PMSA Board Member*

CertTeach, ATCL, LSDA, BA, MA, PhD, GAICD

Jennifer is a retired university professor and has held board positions over 35 years. She is keen to bring her knowledge of educational institution management to the PMSA and her arts and business background gives her a creative edge in thinking in contemporary governance.

“The task is too heavy for you;
you cannot do it alone.”

Exodus 18:18

PMSA Corporate Office

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