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## 1. Preamble

*“It will be asked, what is the aim of the promoters of this undertaking and of the Churches which have accepted it?”*

*Our answer is – The whole movement has been an inspiration of faith...*

*The education of our young people is to us a matter of vital concern, and we felt we ought to be doing more than we have done to surround them with influences which would help to strengthen their Christian faith, and to form in them the Christian character.”*

*Sir David Hardie, 1918, ‘The Official Historic Statement’ at the PMSA inaugural ceremony*

## 2. Purpose

The purpose of this Charter is to document the objectives, responsibilities and governance framework for the operation of Somerville House Council as part of the PMSA Group.

### **3. Legal entity**

- 3.1 The PMSA was established as a body corporate by letters patent granted in 1918 pursuant to the 'Religious Educational and Charitable Institutions Act', 1861 and is the legal entity for the four PMSA schools. The PMSA is a joint mission of the Uniting Church in Australia, Queensland Synod and the Presbyterian Church of Queensland that promotes Christianity through involvement in education.
- 3.2 The PMSA is a large not-for-profit organisation registered under the 'Australian Charities and Not-for Profits Commission Act', 2012 (Cth). (ACNC Act) whose purpose is to advance education and to advance religion.
- 3.3 The PMSA is subject to the 'ACNC Act', the 'Australian Education Act', 2013 and the 'Education (Accreditation of Non-State Schools) Act' 2017 (Qld).

### **4. The PMSA Group**

- 4.1 The PMSA formed a Group (Group) of schools and entities that, together, work to achieve the Christian mission of PMSA in education.
- 4.2 The Group is governed by the Constitution, By-laws and governance framework that supports the unique identity of each school within the Group.
- 4.3 The PMSA Board (Board), through their Constitution and By-laws has resolved to form a sub-committee - the Somerville House Council (School Council). The School Council is advisory in nature and is delegated duties by the Board to assist in governing the activities of the Somerville House within the parameters, guidelines and frameworks set by the Board. The School Council reports regularly to the Board.
- 4.4 The School Council has an important shared governance relationship with other sub-committees that are responsible for organisation-wide initiatives of the Group. Together they work with the Group Office to achieve the Objects of the PMSA and support and promote the sustainability of the PMSA.

### **5. Somerville House**

- 5.1 Established in 1899, Somerville House is a day and boarding school for girls from Prep to Year 12 and provides a comprehensive, balanced educational environment that recognises the importance of academic excellence as well as psychological, physical and spiritual wellbeing. Somerville House School Council Charter Version 02 approved 15 June 2020.
- 5.2 Somerville House's vision is to remain an exemplary school and a leader in education. The School continually invests in learning excellence, building capacity and proactively engaging with the community. This focus is underpinned by four strategic priorities which set the direction across all operations of the School: Striving for academic success, sustaining personal growth, supporting service learning, and serving as responsible custodians.
- 5.3 The approach adopted at Somerville House acknowledges the Christian beliefs. Respect, integrity and inclusiveness drive the School's behaviours exemplified through the School motto, Honour Before Honours

### **6. Objectives**

The objectives of the School Council are to provide support and guidance to the Principal and advice to the Board to implement the School Strategic Plan.

## 7. Role and responsibilities

7.1 As a sub-committee of the PMSA Board, the School Council has eight advisory responsibilities:

### (1) Culture and Christian focus

- (a) Articulate and support the Principal in effective implementation of the School mission and vision.
- (b) Provide support to the Principal to lead, guide and uphold the Christian culture, reputation and standards of conduct of the School.
- (c) Provide support to the PMSA Board on its appointment of the Principal in accordance with the Principal appointment process.
- (d) Provide effective induction to all School Council members within the Group induction processes.
- (e) Plan for the succession in membership.

### (2) Group initiatives implementation

- (a) Support the Principal in the implementation of all Group-wide initiatives, including Group policies, frameworks and procedures including but not limited to:
  - (i) child protection;
  - (ii) strategic plan;
  - (iii) shared procurement and structural cost savings;
  - (iv) human resource management;
  - (v) environment and sustainability; and
  - (vi) financial performance and internal audit.

### (3) School-level strategy and master plan

- (a) Support and provide advice to the Principal in the development of the School strategic plan for approval of the Board including:
  - (i) supporting community consultation;
  - (ii) implementing cyclical review of the strategic plan and its success; and
  - (iii) assessing the School plan in the context of the overall PMSA strategic direction.
- (b) Provide advice to the Board on the School master plan that supports the long-term sustainability and strategic direction of the School including:
  - (i) Best use of facilities;
  - (ii) good stewardship of real assets.

### (4) Risk

- (a) Provide advice to the Principal on areas of strategic risk within the Group risk management framework.

**(5) Finance**

- (a) Support the Principal in the development of the School business plan and annual budget to meet the Group's stipulated financial performance thresholds.
- (b) Provide advice to the Board through the AFRC on the financial performance of the School.
- (c) Provide advice to the Board through the AFRC on the long-term sustainability of the School.

**(6) Communication**

- (a) Support effective communication with the Principal, the School community, the Board, fellow School Council members and other stakeholders.

**(7) Education market**

- (a) Provide advice to the Board on the effectiveness of enrolment strategy.

**(8) Supporting performance and reporting**

- (a) Provide advice and support to the Principal.
- (b) Provide a Quarterly report to the Board on effectiveness of school activities delivering on the School Strategic Plan

7.2 Each School Council member is individually responsible to:

- (1) act in good faith and in the best interests of the School and the Group;
- (2) not improperly use their position or misuse information obtained as a School Council member;
- (3) declare any conflict of interest;
- (4) act with care and diligence in providing advice and support; and
- (5) report to the Board any matter that adversely impacts on the sustainability and reputation of the School.

**8. Powers**

8.1 The School Council shall have the authority to seek any information they require to fulfill their responsibilities through the Principal, as authorised by the School Council.

**9. Membership**

- 9.1 The School Council shall consist of up to nine members, one shall be a member of the PMSA Board. Up to seven members shall be drawn from the wider community. The Principal is an ex-officio, non-voting member of the School Council.
- 9.2 The School Council may from time to time invite any person, including senior school executives, to attend meetings. Such attendance is non-voting.
- 9.3 PMSA Board Members reserve the right to attend any School Council meeting as an ex-officio, non-voting member.
- 9.4 The PMSA CEO is granted the authority to attend all School Council meetings as an ex-officio non-voting member

## 10. Skills and capabilities

- 10.1 The members shall be appointed based on their appropriate skills and/or experience in relation to the business conducted by the School.
- 10.2 **Mandatory skills and capabilities**
- (1) Proactive commitment to the PMSA's and the School's Christian ethos, mission, vision, values and frameworks.
  - (2) Understanding of the trends and issues in school education.
  - (3) GAICD or equivalent qualification or board governance experience.
  - (4) Community leadership or representation.
  - (5) Ability to apply sufficient time and effort to achieve the objectives of the School Council.
  - (6) Sufficient experience in committees / associations / boards to develop a good understanding of corporate governance requirements.
  - (7) Preparedness to publicly identify with or champion independent, Christian-based schools.
  - (8) Current Blue Card eligibility in accordance with the Working with Children Act.
  - (9) Meet the ACNC requirements of a Company Director.
- 10.3 **Desired skills and attributes**
- In addition to these essential skills, new School Council members may be required to possess other specific skills and attributes depending on the School Council's skills matrix needs. These will be outlined in specific School Council vacancy advertisements.

## 11. Appointment

- 11.1 A call for expressions of interest will be advertised for vacancies of all positions on the School Council that are to be drawn from the wider community.
- 11.2 Appointment of Board members to the School Council will be through an expression of interest within the Board.
- 11.3 All appointments will take account of the skill matrix and requirements for the School Council and are in accordance with Group appointment processes.
- 11.4 The Chair is appointed from the non-PMSA Board members of the School Council by the PMSA Board following a recruitment process. This process shall take place by application and will take account of the mandatory skills and capabilities as well as the capabilities determined by the School Council for the position of Chair.
- 11.5 The Deputy Chair shall be the PMSA Board member and be appointed to support the role of Chair and undertake the role and function of the Chair in the absence of the Chair for any reason.

## 12. Terms of membership

- 12.1 Each School Council member will hold office for three years, or a shorter duration as approved by the PMSA Board.
- 12.2 At the end of each term, School Council members will be subject to retirement by rotation but shall be eligible for re-appointment subject to Clause 12.3.
- 12.3 A School Council member may be appointed for a maximum of nine years.
- 12.4 The term of appointment as Chair is two years and are eligible for reappointment subject to Clause 12.3.

## 13. No remuneration

- 13.1 No School Council member may receive any remuneration for service in their capacity as a School Council member.
- 13.2 Notwithstanding Clause 13.1, a School Council member may be reimbursed for reasonable travel and other business expenses incurred in connection with their role on the School Council.

## 14. Vacation of office

### 14.1 Removal from office

- (1) The PMSA Board may dismiss a School Council member, including a School Council Chair. Prior to such action, the PMSA Chair will consult the School Council Chair and the individual concerned.
- (2) A School Council member has no right of appeal against the decision of the PMSA Board.

### 14.2 The office of a School Council member immediately becomes vacant if the School Council member:

- (1) dies;
- (2) becomes bankrupt or compounds with creditors or otherwise takes advantage of the laws in force for the time being related to bankruptcy;
- (3) becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under the law relating to mental health;
- (4) is convicted of an indictable offence or an offence punishable on summary conviction for which the person is sentenced to imprisonment, other than in default of payment of a fine;
- (5) has been convicted on indictment or summarily and sentenced to imprisonment, other than in default of payment of a fine and the rehabilitation period in relation to the conviction has not expired;
- (6) becomes disqualified from being a director under the Corporations Act or a responsible entity under the ACNC Act or any order made under the Act or the ACNC Act;
- (7) no longer complies with the Working with Children Act; or
- (8) resigns from office in accordance with clause 14.3.

### 14.3 Resignation

- (1) A School Council member may resign from office by giving written notice to the Chair.

- (2) The resignation of a School Council member takes effect on the date of receipt of the notice of resignation or any later date provided in the notice.

## **15. Meetings**

- 15.1 The School Council shall meet at least six times per year.
- 15.2 The School Council may determine the conduct of the meeting which will be in accordance with Clause 8 of the By-laws.
- 15.3 Meetings are called by the Chair of the School Council and a minimum of seven days notice will be given, unless an urgent matter requires a shorter notice period.
- 15.4 The School Council will appoint a secretary who shall assist the Chair.
- 15.5 The agenda and papers for a meeting will be circulated at least seven days prior to the meeting to all School Council members, excepting for a meeting called for an urgent matter in accordance with 15.3.
- 15.6 The secretary is responsible for keeping the minutes of School Council meetings and circulating them in accordance with the By-laws.
- 15.7 A quorum is 50 per cent of voting members, with a minimum of three voting members of the School Council.

## **16. Authority**

- 16.1 The Chair or delegate of the School Council shall report the findings and recommendations of the School Council to the Board each Quarter. The Minutes of all School Council meetings shall be circulated to the Board
- 16.2 The School Council shall have no executive powers with regard to their findings and recommendations. These executive powers remain with the Board.
- 16.3 In performing their role, the School Council can appoint sub-committees to assist them in undertaking their responsibilities. Such committees may include a Finance and Risk Committee and a Capital Projects Committee. Sub-committees are of an advisory nature only and do not have delegated powers.

## **17. School Council evaluations**

The School Council undertakes an annual evaluation of the School Council and School Council member performance to support ongoing development and improvement of performance and good governance.

## **18. Review**

This Charter will be reviewed by the Board as required.

## 19. Review and version control register

| Version | Authorising officer | Approval date | Effective date                             | Change history / superseded documents   | Next review date |
|---------|---------------------|---------------|--|---|------------------|
| 1.0     | PMSA Board          | 2/9/2019      | 5/9/2019                                   | Replaced Council Manual – Part A Section 3(a0(vi)<br>Committee Charter – School Council                               | September 2020   |
| 2.0     | PMSA Board          | 15/6/2020     | 18/6/2020                                  | Amendment to Board membership of School Council   | June 2021        |
| 3.0     | PMSA Board          | 8/3/2021      | By Sept 2021 (pending implementation plan) | Revised responsibilities to advisory Council  | Sept 2024        |
| 4.0     | PMSA Board          | 16/8/2021     | 17/8/21                                    | Revised membership to include CEO attendance.<br>Revised role of council and principal.<br>Revised powers of council. | Sept 2024        |