



BRISBANE BOYS' COLLEGE



Clayfield College



SUNSHINE COAST
GRAMMAR SCHOOL

Board Charter

January 2023



PMSA

PRESBYTERIAN AND METHODIST
SCHOOLS ASSOCIATION

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."

Hardie, D. (1918). 'The Official Historic Statement,' PMSA

2. Purpose

The purpose of this Charter is to document the objectives, responsibilities and governance framework for the operation of the PMSA Board (Board) of the Presbyterian and Methodist Schools Association (PMSA) and the relationship of the Board to PMSA committees and School Advisory Councils. The Board is established through the PMSA Constitution to govern the PMSA.

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 of 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. Objectives

- 4.1 As the governing body of the PMSA, the objectives of the Board are to provide Christian leadership in achieving the mission of the PMSA. This includes:
 - (1) Culture and Christian focus
 - (2) Governance
 - (3) Futures planning
 - (4) Risk
 - (5) Safe and inclusive environments
 - (6) Finance
 - (7) Property and Assets
 - (8) Communication
 - (9) Education
 - (10) Monitoring performance

5. Role and responsibilities

- 5.1 The role of the Board is to:
 - (1) Approve the strategic direction of the PMSA and PMSA Schools (Group);
 - (2) Guide and monitor the management of the Group in achieving the PMSA strategic goals;
 - (3) Review, approve and monitor the Group enterprise risk management system; and
 - (4) Oversee overall good governance practice.
- 5.2 The Board has eight focus areas of responsibility:
 - (1) Culture and Christian focus
 - (a) Articulate the vision, mission and value proposition of PMSA.

- (b) Set, lead and guide the Christian culture and reputation and standards of conduct of the Group.
 - (c) Provide effective induction to all Board, Committee and School Advisory Council members.
 - (d) Plan for the succession in membership of the Board and, in collaboration, all Committees and School Advisory Councils.
 - (e) Appoint the Chief Executive Officer, Principals and Chaplains.
- (2) Governance
- (a) Determine the corporate governance framework for the PMSA.
 - (b) Make and/or amend from time to time the By-laws and Charters that regulate the Board, Committees, School Advisory Councils, the PMSA and PMSA schools.
 - (c) Determine and monitor the effectiveness of the PMSA Code of Conduct and other Group-level policies as recommended by the CEO.
 - (d) Determine and monitor successful implementation of Groupwide policies.
 - (e) Determine the assurance framework for the Group, ensure compliance with all legal and regulatory requirements and meet community expectations.
 - (f) Determine and approve the overall executive remuneration framework and policy including remuneration of the Chief Executive Officer as recommended by the Nominations and Remuneration Committee.
- (3) Future planning
- (a) Develop and promulgate the strategic direction for PMSA.
 - (b) Ensure future-proofing of the PMSA.
 - (c) Approve school strategic plans to:
 - (i) ensure the school plans are congruent with the PMSA strategic plan; and
 - (ii) consider other school initiatives to ensure alignment with the overarching strategic direction of PMSA.
- (4) Risk
- (a) Determine, articulate and monitor the risk appetite and tolerance levels for the PMSA.
 - (b) Determine, articulate and monitor the enterprise risk management framework for the Group.
 - (c) Review and approve appropriate levels of insurance for the Group as recommended by the Risk, Child Safeguarding & Assurance Committee.
 - (d) Monitor risk across the Group.
- (5) Child Safeguarding
- (a) Determine and approve the child safeguarding practices for the PMSA.
 - (b) Ensure compliance with all legislative requirements in relation to child safeguarding.
 - (c) Monitor all risk management and assurance practices in relation to child safeguarding.
- (6) Finance
- (a) Ensure the financial sustainability of the PMSA.
 - (b) Approve school business plans and annual budget to:
 - (i) ensure school plans are congruent with the PMSA strategic direction; and
 - (ii) ensure financial sustainability of individual schools.
 - (c) monitor financial performance including the approval of the Consolidated Financial Statements and liaison with external auditors through the Finance and Audit Committee.
- (7) Property and Assets
- (d) Oversee the strategic development of the property and asset portfolio.
 - (e) Ensure the maintenance and sustainability of the assets.
 - (f) Ensure safety and compliance processes are aligned to legal requirements.
 - (g) Oversee the future investment strategy for capital projects.
 - (h) Oversee overall asset management.
- (8) Communication
- (a) Monitor effective stakeholder engagement strategies.

- (b) Communicate regularly with Committees and School Advisory Councils in accordance with individual Charters.
 - (9) Enrolments and curriculum provision
 - (a) Determine the performance measures for education delivery of the Group.
 - (b) Assess the effectiveness against state, national and international benchmarks.
 - (10) Monitoring performance
 - (a) Monitor the effectiveness of the strategic direction in achieving the Objects of PMSA.
 - (b) Monitor organisational performance, the achievement against the PMSA strategic plan and the associated risk mitigation.
 - (c) Monitor effectiveness of the governance of the PMSA.
 - (d) Assess Board performance annually.
 - (e) Monitor the performance of the Chief Executive Officer.
- 5.3 The responsibilities of individual Board members are in accordance with Clause 5.11 (Board Members' duties) and Clause 10 (Interests of Board Members) of the Constitution and to maintain and model Christian ethos.

6. Powers

- 6.1 The direction and good governance of the PMSA is vested in the Board as a whole. The Board's authority to govern the PMSA is granted in accordance with Clause 5 (Governance and the Board) of the Constitution and Clause 5 (Powers and Duties of the Board) of the By-laws. The Board may delegate their powers in accordance with Clause 5.4 (Delegation) of the By-laws.
- 6.2 Delegation of powers under 6.1 are documented in the Delegations of Authority, Committee Charters and School Advisory Council Charters as amended from time to time.
- 6.3 The Chief Executive Officer of PMSA is delegated authority through the PMSA Board for the implementation of the PMSA business plan and the day-to-day management of the PMSA, including the PMSA schools as necessary.

7. Membership

The composition of the Board is in accordance with Clause 5 (Governance and the Board) of the Constitution.

8. Skills and capabilities

The skills and capabilities of the Board are in accordance with Clause 4.1 (3) (Qualification) of the By-laws and the skills matrix of the Board, as varied from time to time.

9. Term of membership

The term of membership of the Board is in accordance with Clause 5.6 of the Constitution.

10. Meetings

Meetings of the Board are in accordance with Clause 8 (Proceedings of the Board) of the Constitution and Clauses 7, 8 and 9 (General Meetings, Ordinary Meetings and Proceedings of Board Meetings) of the By-laws.

11. Removal of Board Members and Vacancy of office

Removal of Board members and vacancy of office is in accordance with Clause 5.9 of the Constitution.

12. Quorum

The quorum of the Board is in accordance with Clause 8.4 of the Constitution.

13. Authority

The Constitution provides the PMSA Board with the authority to deal with all matters relating to the governance of the PMSA and their business and the exercise of their powers.

14. Board evaluations

The Board undertakes an annual evaluation of the Board, Chair and individual Board Member performance to support ongoing development and improvement of performance and good governance.

15. Review

This Charter will be reviewed annually or more frequently by the Board as required.

16. Revisions register

Version	Date of approval	Responsible officer
01	2 Sept 2019	Company Secretary
02	29 September 2021	Company Secretary
03	2 August 2022	Company Secretary
04	31 January 2023	Company Secretary

