



Board Charter

Green Valley Islamic College Limited

ABN 38 097 528 008

Revised July 2020

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Green Valley Islamic College Limited

Board Charter

1. Introduction

This Board Charter sets out the terms of reference of the Board of Green Valley Islamic College Limited (GVICL), the Board's approach to key corporate governance matters and defines the roles and responsibilities of the Directors, both individually and collectively as a board. School Management and Operations Manual is maintained by the Principal which outlines how governance and operational risks are managed.

GVICL is a not-for-profit company limited by guarantee. It is a charity registered with the Australian Charities and Not-for-Profits Commission (ACNC) and operates a registered school in New South Wales; namely, Green Valley Islamic College. GVICL's primary aim is to manage and develop the College as a centre of educational activities, with a high quality standard of education in an Islamic environment with the aim of producing good citizens, imbued with Islamic culture and spiritual values.

This Board Charter provides an explanation of the Board's approach to the following:

- overview of the Board's responsibilities;
- Board structure and composition;
- the Board's policy for assessing independence;
- roles and responsibilities;
- relationship between the Board and management;
- powers retained by the Board;
- Board meeting procedures; and
- payments to directors.

2. Board's responsibilities

The role of the Board is to govern GVICL in a way that protects and promotes the vision of the Muslim League of NSW in establishing GVICL and founding Green Valley Islamic College (the College). The Board is responsible for determining the College's direction and for monitoring the way that the Principal and staff take the College in that direction.

The Board is to have a focus on the long-term goals for the College by developing an overall strategy and by developing and approving Board policies and practices. The Board has delegated the responsibility for the operation and administration of the College to the principal and staff.

The Board is accountable to the Muslim League of NSW which is currently the sole member of GVICL for protecting and enhancing the overall interest of the College.

The key functions and responsibilities of the Board include:

- working with the Principal to develop, approve and implement corporate strategy
- approving and monitoring the annual budget, financial reporting and financial performance
- approving and monitoring major capital expenditure, investments, and loans
- selecting, appointing, managing, evaluating and removing the Principal
- delegating authority to the Principal to ensure the effective day-to-day management of the College
- approving the remuneration of the Principal, and ensuring a succession plan is in place for the Principal
- input into, and review of, performance objectives and monitoring the Principal's performance
- ensuring robust and effective risk management, compliance and control systems (including legal compliance) are in place and operating effectively
- overseeing the development and approval of policies and standards, and
- providing leadership to GVICL by guiding the development of an appropriate culture and values for GVICL.

3. Directors' duties

The Directors must comply with their duties as directors under legislation and the common law (found in cases decided by judges in court) and with the duties described in Governance Standard 5 of the Regulations made under the *Australian Charities and Not-For-Profits Commission Act* which are:

- (a) to exercise their powers and discharge their duties with the degree of care and diligence that a reasonable individual would exercise if they were a Director of the Company;
- (b) to act in good faith in the best interests of the Company and to further the charitable Objects of the Company;
- (c) not to misuse their position as a Director;
- (d) not to misuse information they gain in their role as a Director;
- (e) to disclose any perceived or actual material conflicts of interest in the manner set out in clause 37 of GVICL's constitution.
- (f) to ensure that the financial affairs of the Company are managed responsibly; and
- (g) not to allow the Company to operate while it is insolvent.

Consistent with these duties, Directors are expected to be forthright, but polite, in Board meetings and to question, request information, raise any issue, fully canvass all aspects of any issue confronting the Company and cast their vote on any resolution according to their

own judgement. Outside the boardroom, however, Directors must support the letter and spirit of Board decisions to all stakeholders, including staff, parents, students and members of the Muslim League of NSW.

Directors are encouraged to attend College events and other activities outside of Board meetings.

4. Composition of the Board

This is governed by clause 29 of the GVICL Constitution which states:

- (a) The Board consists of at least three and not more than nine persons appointed by the Shuraa Council in accordance with this Constitution.
- (b) The Shuraa Council must appoint the following people to the Board:
 - (i) Independent Directors so that at all times there are a majority of directors on the Board who are Independent Directors;

Note: For example, if there are seven directors, there must be four Independent Directors and, if there are nine directors, there must be five Independent Directors.

- (ii) at least one person who is a current financial member of the League; and
 - (iii) at least one person who is a member of the Shuraa Council.

Note: The League and the Shuraa Council may have their own processes for considering people for appointment as Directors.

- (c) The normal term of a Director is three years. The Shuraa Council may reappoint a Director for a further term.
- (d) When the Shuraa Council appoints a person as a Director, the Shuraa Council must advise that person of the term of that appointment.
- (e) Each Independent Director must:
 - (i) be suitably skilled, qualified and experienced in the management of a not-for-profit organisation;
 - (ii) be of good character;
 - (iii) not be a previous or sitting member of the Shuraa Council;
 - (iv) not be a sitting member of the League or have been a member within the period of two years prior to the person's appointment as an Independent Director;

- (v) not be a sitting director or officer of the League or have been a director or officer of the League within the period of five years prior to the person's appointment as an Independent Director;
- (iv) Independent Directors so that at all times there are a majority of directors on the Board who are Independent Directors;

Note: For example, if there are seven directors, there must be four Independent Directors and, if there are nine directors, there must be five Independent Directors.

- (v) at least one person who is a current financial member of the League;
and
- (vi) at least one person who is a member of the Shuraa Council.

Note: The League and the Shuraa Council may have their own processes for considering people for appointment as Directors.

- (f) The normal term of a Director is three years. The Shuraa Council may reappoint a Director for a further term.
- (g) When the Shuraa Council appoints a person as a Director, the Shuraa Council must advise that person of the term of that appointment.
- (h) **Each Independent Director must:**
 - (i) be suitably skilled, qualified and experienced in the management of a not-for-profit organisation;
 - (ii) be of good character;
 - (iii) not be a previous or sitting member of the Shuraa Council;
 - (iv) not be a sitting member of the League or have been a member within the period of two years prior to the person's appointment as an Independent Director;
 - (v) not be a sitting director or officer of the League or have been a director or officer of the League within the period of five years prior to the person's appointment as an Independent Director;
 - (vi) be independent of all Related Entities;
 - (vii) not have any familial relationship with a person employed or previously employed by the College;
 - (viii) not have any familial relationship with a person previously or currently contracted by the College or any Related Entity.

- (i) A person is not eligible for appointment as a Director unless the person has signed the Oath of Office (found in the Schedule to this Constitution) including a commitment to the Company's Objects or if the person:
- (i) was formerly a Director but was removed by the Shuraa Council and a period of five years, or such longer period as determined by the Shuraa Council has not elapsed since that removal;
 - (ii) has been prohibited from being, a director or a responsible entity by virtue of the *Corporations Act* or the *Australian Charities and Not-For Profits Commission Act*, or
 - (iii) has been appointed as the auditor of the Company or the League, or is a partner, employer or employee of that auditor; or
 - (iv) is an employee of the Company or the League; or
 - (v) has been found guilty of any offence punishable under the criminal or company law of any country.
- (j) When appointing Directors pursuant to this clause, the Shuraa Council ensures any person appointed satisfies the "fit and proper" person requirements of the *Australian Education Regulation 2013* (Cth) and of the *Education Act 1990*

5. Directors Selection and Retention Process

- (a) Board will advertise an Expression of Interest for the position of Director(s) for any vacancies that may arise.
- (b) The Board will review all expression to ensure the applicant meets:
 - Conditions stated in the Green Valley Islamic College Constitution.
 - ACNC standard 4 by assessing if applicant is not disqualified from managing a corporation under the Corporations Act 2001 (Cth) or disqualified from being a Responsible Person of a registered charity by the ACNC
 - ACNC standard 5 to ensure Responsible Persons understand and able to carry out the duties set out in this Standard.
 - Meets qualification and experience in in running NFP institutions.
- (c) Board will refer eligible applicants to the Shuraa Council.
- (d) Chairman and Secretary will hold meeting with Shuraa Council and interview eligible directors to finalise selection and appointment process.
- (e) Chairman and Company Secretary will assess the performance and operation of the Board, each committee as well as for individual directors.

6. Term of office

A Director's term of office is three years effective from the date on which they are appointed to the Board. Directors remain on the Board for their three year term unless:

- they die
- they resign
- they are absent without the consent of the Directors from three consecutive meetings of the Directors and the Board resolves that the office of that Director be vacated
- they become insolvent under administration

- they are prohibited by a court order or an order made under the Corporations Act, the ACNC Act, or other applicable legislation from doing so.

7. Board skills and diversity

Consistent with the constitutional requirements, all Directors should bring specific skills and experiences that add value to GVICL. Board Chairman and Shuraa Council regularly review the diversity of skills, experiences, qualifications, gender, age, geographic representation, relationships and personal attributes on the Board to ensure an appropriate balance is maintained to increase the Board's effectiveness.

8. Induction, education and evaluation

An orientation meeting for new members will be scheduled as required. This meeting will provide an overview of The Company's business activities, organisational structure, corporate priorities and policies. The Company Secretary is responsible for organising such meetings. This Charter and the Constitution must be sent to each Director at the time they are notified by the Company of their appointment.

Education Access to ongoing education for Directors on a funded basis is available on request through the Chairman who will discuss the training requirement with the Company Secretary. The Principal is responsible for maintaining an accurate record of training and orientation attended by Directors and members of Committees and Advisory Panels.

The Board undertakes a bi-annual evaluation of Board and Director performance. The Board may engage an independent expert to facilitate the process. The Board considers the outcome of the review in a dedicated meeting and develops a series of actions and goals to guide improvement. The Chair provides each Director with confidential feedback on his or her performance.

8. Prohibition of Directors' Fees

The Company must not pay fees to Directors.

9. Reimbursement of Directors' Expenses

The Company may pay Directors travelling and other expenses properly incurred by them in attending and returning from Board meetings or any committee meetings or general meetings or otherwise in connection with the Company's business.

10. Appointment of Chairman, Deputy Chairman and Treasurer

- (a) The Shuraa Council must appoint a Director as Chairman, a Director as Deputy Chairman and a Director as Treasurer and may remove any person so appointed and appoint another instead. If the Chairman, Deputy Chairman or Treasurer ceases to be a Director, that person must immediately vacate the office of Chairman, Deputy Chairman or Treasurer as the case may be.
- (b) Any casual vacancy occurring in the office of Chairman, Deputy Chairman or Treasurer must be filled by the Shuraa Council.

11. The Role of The Chair

The Chair is responsible for leading the Board, ensuring Directors are properly briefed in all matters relevant to their role and responsibilities, facilitating Board discussions and managing the Board's relationship with the Principal.

Inside the boardroom the role of the Chair is to:

- establish the agenda for Board meetings in consultation with the Principal ensuring the right matters are considered
- be clear on what the Board has to achieve, both in the short and long term
- provide guidance to other Board members and promote the on-going development of the Board and individual Directors
- determine the degree of formality required at each meeting while maintaining the decorum of meetings and ensuring that the authority of the Chair is recognised
- ensure all members are given the opportunity to contribute effectively and that decisions and debates are completed with a clear, formal resolution recorded, and
- ensure that the Board behaves in accordance with the Code of Conduct.

Outside the boardroom the role of the Chair is to:

- undertake appropriate public relations activities in conjunction with the Principal
- be the spokesperson for the Company in reporting performance and outcomes
- be the major point of contact between the Board and the Principal
- be kept fully informed of current events by the Principal on all matters of interest to Directors
- regularly review progress on important initiatives and significant issues with the Principal, and
- provide a sounding board for the Principal.

12. The Role of the Company Secretary

The Company Secretary is responsible for advising the Board on governance matters and ensuring there is a system of corporate governance and compliance in place in the Company. The Company Secretary ensures that the Company meets its statutory obligations and provides advice to Directors on matters including, but not limited to, risk management, corporate ethics, governance, compliance and insurance.

13. Board Committees

The Board may delegate any of its powers to sub committees consisting of such persons as it thinks fit and may revoke such delegation. However, the Board as a whole is responsible for determining the extent of powers delegated to each committee and is ultimately responsible for accepting, modifying, or rejecting committee recommendations.

Any committee so formed must conform to any rules imposed upon it by the Board. The meetings and proceedings of any such committee consisting of two or more members are governed by the clauses of this Constitution for regulating the meetings and proceedings of

Board so far as the same are applicable and are not superseded by any rule made by the Board under this clause.

The Board has established nine standing committees:

- Governance
- Development
- Finance and Audit
- Technology
- School Support and Evaluation
- Academic Excellence
- Communication & Marketing
- Parent Advisory
- Communication and Marketing

The Board reserves the right to appoint other committees from time to time as deemed necessary.

Each committee has its own Charter outlining its purpose, powers as delegated by the Board, composition and reporting requirements.

a) Governance Committee

Objective: Primarily responsible for matters pertaining to Board member induction, orientation, training, and evaluation, in accordance with the NESA requirements. This committee will oversee Risk Management and WHS policies and other compliance policies.

b) Development Committee

Objective: Primarily responsible for utilizing the school fund to support the Colleges mission. In addition to good fiscal management, it ensures that the school has enough funding to support the growth and expansion for long term sustainability.

c) Finance & Audit Committee

Objective: Ensuring there are appropriate budgeting processes in place and to monitor the financial position and performance of the GVIC. Responsible for monthly financial reporting to the Board and annual financial reporting with auditors. This committee will also ensure managing audit relationship and compliance relating to finance.

d) Technology Committee

Objective: Its purpose is to evaluate technology needs for the GVIC as well as their usage. The committee tracks technology progress and prioritize initiatives, in addition to identifying training needs, budgeting and overall IT forecasting, It will review and approve plans for major IT projects, decisions and will assess online capabilities and digital platform of GVIC. This includes web page re-design, social media, online teaching & learning capabilities, BCP plans, IT governance, etc.

e) School Support and Evaluation Committee

Objective: To evaluate structure of systems in school, new curriculum, oversight of recruitment process, evaluation and setting up KPIs and performance management of executive team, industrial relation, staff wellbeing and strengthen partnership and coordination with Principal and staff

f) Academic Excellence Committee

Objective: Ensuring nothing short of academic excellence for every child. It will measure outcomes against stated goals for metrics such as performance on state tests HSC, National Standardized Tests NAPLAN, interim assessments, or internal assessments. This committee ensures that the board and school share the same vision of academic excellence, that all directors understand the school's academic promises, and leads the board in conducting proper oversight of the academic program.

g) Communication & Marketing Committee

Objective: The committee is to develop and implement communications and marketing strategy for GVIC. This includes promoting GVIC mission, values, and vision; share important news, publications, and events. It will also conduct strategy, impact analysis, reporting requirements to ASIC, NESAs, Department of Education and broaden external relations. Additionally, it will incorporate relationship management with sole member of the GVIC Ltd.

h) Parent Advisory Committee

Objective: Its role is to ensure the board builds strong and strategic relationships with parents and community through the integration of the GVIC's education, public relations, and public policy activities. It will endeavor to enhance parental engagement with staff and executives and build a good rapport with the community.

14. Directors & sub Committee working guidelines

- Chairman acts as a liaison between Directors and the Principal and/or executive team of the college.
- Directors will limit all communication to Chairman only and should not liaise with any staff of the school unless approved.
- Sub-committees will oversee Board approved directives only and Chair of the sub-committee will organise meeting with executives of the school, if required.
- Sub-committees will analyse probity and due diligence on recommendation for Board approval. PS: Sub-committee cannot approve any recommendation and will only recommend best outcome.
- Chair of the sub-committee will submit a proposal and/or resolution to the Secretary 3 business days before next Board meeting. Proposal template will be provided.
- All approved instruction by the Board will be communicated to the Principal and/or School Accountant where appropriate.
- All quotes will be obtained by the Principal of the college. Directors will not engage in obtaining quotes unless approved by the Chairman.

- All external communication will be done by Chairman and/or Secretary only. Audit relationship to be managed by the Treasurer.
- Approved minutes and action items are provided by the Secretary to the Chair of Sub-committees and the Principal with deadlines.
- Chairman and/or Secretary will follow up and/or discuss action items with the Principal prior to next Board meeting.
- Key papers for discussion will be provided to all Directors for review prior to the board meeting.

15. Meetings

a) Proceedings of the Board

- i. The Board may meet, adjourn or otherwise regulate its meetings and proceedings as it thinks fit.
- ii. The Board may meet by using any technology which allows the Directors to communicate with each other (that is, simultaneously hear each other and to participate in discussion) and see all documents tabled at the meeting.
- iii. A Director who participates in a meeting held in accordance with this clause is taken to be present and entitled to vote at the meeting.

b) Meeting frequency

Unless otherwise agreed, the Board will meet at least 8 times per year. Meetings may be held in person, by telephone, or by web or video conference.

c) Agenda and Board papers

A detailed agenda together with Board papers must be circulated to Board members at least five days prior to each meeting. Board members should prepare thoroughly for Board meetings to be able to provide appropriate and constructive input on matters for discussion.

The Company Secretary or delegate is responsible for the preparation and circulation of Board papers.

All Board packs including a full set of Board papers must be circulated to Directors in appropriate time for the Board meeting. No papers requiring decision can be tabled at the Board meeting, except with the unanimous approval of the Board. The Principal and/or Chair will vet papers or any other information supporting each draft agenda item to ensure they adequately inform the debate, add to the discussion and help Directors to reach a decision.

Effective papers should have the right balance between data and detail, analysis and insight, drawing on specialist expertise from relevant people. They should be written succinctly, follow a consistent format and clearly identify the issues, stating the resolution recommended. The Principal and/or Chair will direct that any poorly

written papers be re-written, allowing for a suitable period of circulation before the meeting, or the agenda item should be withdrawn.

Board papers should be written using the Board Template; a sample Template is provided at Appendix 2 below.

Recommendations or Resolutions should be clearly identified in the Board paper cover page. The relevant managers may be invited to speak to the paper.

d) Electronic access to documents

Access to Board and committee papers, charters, policies, the business plan and other governance documents is provided electronically through a Board portal which is administered by the Company Secretary. Directors have access to the Board portal via a secure login and password.

e) Chair of Board Meetings

The Chairman or, in the Chairman's absence, the Deputy Chairman presides as chair at all Board meetings. If at any meeting neither of such officers is present or willing to be chair within 10 minutes after the time appointed for holding the meeting, the Directors present must choose one of them to be chair of the meeting.

f) Voting at Board Meetings

A majority of the votes of the Directors present and voting decides questions arising at a Board meeting. In the case of an equality of votes, the chairman of the meeting has a casting vote in addition to the chairman's deliberative vote.

g) Board Quorum

The quorum necessary for the transaction of the business of the Board is five provided that a majority of the Directors attending the meeting are Independent Directors.

h) Convening of Special Board Meetings

Upon the written requisition of any four Directors, the Chairman or Deputy Chairman, or in their absence the Company Secretary, must convene a special meeting of the Board to be held within 14 days after the receipt of the requisition. The requisition must set out the purposes for which the meeting is required.

i) Out of session decision making

Any urgent decision that cannot wait until the next Board meeting may be dealt with by a written resolution out-of-session. In this case, the Board paper, or an email advice, will be distributed by e-mail to all Directors with a closing date set for voting on the matter.

A minimum of five Directors (including the Board Chair, who has a casting vote), or otherwise five Directors (not including the Board Chair) are required to vote on any

out-of-session decision. The decision will be made by a simple majority, at a nominated closing date.

All Directors are required to make every effort to vote on the resolution by the closing date. The collated copies of written resolutions, or the collated email responses, will be the record of the decision and should be notified to the Board at the next Board meeting as this ensures a minuted record of the resolutions. Where a Director has a conflict of interest concerning the matter being decided upon, the Director is to make this known to the Chair. The Conflict of Interest Policy needs to be referred to, to manage the Conflict of Interest.

16. Board Resolutions without a Meeting

- (a) If all the Directors, who are eligible to vote on a resolution, have signed a document containing a statement that they are in favour of a resolution in terms set out in the document, then a resolution in those terms is taken to have been passed at a Board meeting held on the day on which the Company Secretary, or other officer authorised by the Board to collect such documents, received the document signed by all the Directors.
- (b) For the purposes of paragraph (a):
 - (i) two or more identical documents, each of which is signed by one or more Directors, together constitute one document signed by those Directors; and
 - (ii) the reference to all the Directors excludes any Director who, at the time the statement is provided or sent, is on leave of absence formally approved by the Board.
- (c) Any document referred to in this clause may be in the form of electronic mail or facsimile transmission.
- (d) The minutes of Board meetings must record that a meeting was held in accordance with this clause.
- (e) This clause applies to meetings of Board committees as if all the members of the committee were Directors.

17. Minutes

- (a) The Board must cause minutes to be made of:
 - (i) the names of those present at all general meetings, Board meetings and meetings of Board committees;
 - (ii) all proceedings of general meetings, Board meetings and meetings of Board committees;
 - (iii) all appointments of officers;

- (iv) all orders made by the Board and Board committees; and
 - (v) all disclosures of interests made pursuant to clause 37(b).
- (b) At the end of a meeting of the relevant body or at next meeting of that body, that body must consider the minutes of the meeting and, if satisfied that the minutes comply with the requirements in paragraph (a) and are accurate, adopt those minutes.
- (c) After the minutes have been adopted, the chair of the meeting or the chair of the next meeting of the relevant body and the Company Secretary must sign the minutes and, once signed, they are as between the members of that body conclusive evidence of the matters stated in them.

18. Confidentiality

Every Director and other agent or officer of the Company must keep confidential all aspects of all transactions of the Company, except:

- (a) to the extent necessary to enable the person to perform the person's duties to the Company;
- (b) as required by law;
- (c) when requested to disclose information by the Board to the Company's Auditor or a general meeting of the Company; or
- (d) as otherwise permitted by the Board.

19. Legal Compliance Framework

The GVIC board maintains a legal compliance process to facilitate the school's compliance with all relevant legislation and reduce any risk of non-compliance. Compliance reports are presented by the Principal at the monthly board meetings to reduce any risk of non-compliance.

20. Risk Management Framework

The GVIC board maintains a risk management framework describing the school's risk management framework or plan for developing, implementing and reviewing risk management strategies in relation to strategic direction, governance, operation and finance and the associated risk register.

21. Conflicts of Interest and Material Personal Interest

- (a) A Director must disclose the nature and extent of any actual or perceived material conflict of interest in a matter that is being considered at a meeting of Directors (or that is proposed in a circular resolution) or otherwise relates to the affairs of the Company:

- (i) to the other Directors, or
 - (ii) if all of the Directors have the same conflict of interest, to the Members at the next general meeting, or at an earlier time if reasonable to do so.
- (b) The disclosure of a conflict of interest by a Director must be recorded in the minutes of the meeting. Declarations regarding any conflicts of interest must be a standing item on all Board meeting agendas.
- (c) Each Director who has a material personal interest in a matter that is being considered at a Board meeting (or that is proposed in a circular resolution) must not, except as provided under paragraph (d):
 - (i) be present at the meeting while the matter is being discussed;
 - (ii) be counted in a quorum in relation to that matter; or
 - (iii) vote on the matter.
- (d) Directors may still be present and vote if:
 - (i) their interest arises because they are a Member of the Company and the other Members have the same interest;
 - (ii) their interest relates to an insurance contract that insures, or would insure, the Director against liabilities that the Director incurs as a Director of the Company (see clause 54)
 - (iii) their interest relates to a payment by the Company under clause 53 (indemnity) or any contract relating to an indemnity that is allowed under the *Corporations Act*;
 - (iv) the Australian Securities and Investments Commission makes an order allowing the Director to vote on the matter; or
 - (v) the Directors who do not have a material personal interest in the matter pass a resolution that:
 - (A) identifies the director, the nature and extent of the director's interest in the matter and how it relates to the affairs of the Company, and
 - (B) says that those directors are satisfied that the interest should not stop the director from voting or being present.
- (e) The quorum for consideration at a Board meeting of a matter in which one or more Directors have a material personal interest is three Directors who are entitled to vote on any resolution that may be considered at the meeting in relation to that matter.

- (f) Each Director must disclose to the Company any material contract in which the Director is interested, and must provide the Company with the names of the parties to the contract, particulars of the contract, and the Director's interest in the contract. A Director's failure to make such disclosure does not render void or voidable a contract in which the Director has an interest.
- (g) Directors and employees of the Company must not enter into contracts with the Company where to do so would be in breach of this Constitution and the law. Even where to do so would not be in breach of this Constitution and the law, Directors and employees may only enter into contracts with the Company with the prior written approval of the Shuraa Council.

22. The Principal and Deputy Principal

- (a) The Board may appoint a person as Principal for such period, for such remuneration and on such terms as the Board thinks fit and, subject to those terms, this Constitution and the law, may revoke such appointment.
- (b) The Board may appoint a person as Deputy Principal for such period, for such remuneration and on such terms as the Board thinks fit and, subject to those terms, this Constitution and the law, may revoke such appointment.
- (c) When the Board wishes to offer a person the position of Principal or Deputy Principal, the Board must notify the Shuraa Council of this. The Board may only make the offer if the Shuraa Council has not objected to the making of the offer within seven days of receipt of the notice.
- (d) The Principal is responsible to the Board for the general administration and daily operation of the College and for the implementation of the decisions of the Board. The Board may seek information from the Principal to assist it to fulfil its governance of the Company.
- (e) The Board may:
 - (i) delegate to or give the Principal any powers, discretions and duties the Board thinks fit;
 - (ii) withdraw, suspend or vary any of the powers, discretions and duties given to the Principal;
 - (iii) authorise the Principal to delegate any of the powers, discretions and duties given to the Principal.
- (f) Normally, the Principal or the Deputy Principal and the Business Manager are to attend Board meetings for the purposes of presenting College reports and attending to any business which is required by the Board.
- (g) The Principal is the formal channel of communication between the Board and the College staff.

23. Reports of the College

- (a) The Chairman or the Company Secretary are to prepare such reports about the activities of the Company as the Board requires. Such reports may only be released with the approval of the Board.
- (b) The Board must provide written Quarterly Reports to the Shuraa Council.

24. Financial Report

- (a) The Board must cause the Company to prepare an annual financial report of the Company's business in accordance with the Corporations Act, the Australian Charities and Not-For-Profits Commission Act and the Australian Charities and Not-For-Profits Commission Regulation.
- (b) The Board must cause the financial report to be:
 - (i) audited; and
 - (ii) tabled at the annual general meeting of the Company.
- (c) A copy of the annual financial report must be sent to the Shuraa Council and to all other persons entitled to it.
- (d) The annual financial report when audited is conclusive except as regards any material error discovered in the report within 6 months next after its approval. Whenever any material error is discovered within that period, the financial report must immediately be corrected and then it is conclusive.

25. Relationship with Board and management

Management of the day to day business of The Company is to be conducted by or under the supervision of the Principal appointed by the Board, and by those other officers and employees to whom the management function is properly delegated by the Principal. Communication between Directors and management will primarily be through the Principal. When Directors seek clarification regarding information provided to Directors, or are seeking information about The Company generally, this may be sought directly from the appropriate senior executive, but the Principal should be advised. When Directors are providing information about opportunities for The Company or are seeking introduction of persons to the Company, this should always be through the Principal.

26. Director Protection

Reliance on Information Directors are entitled to rely on information and advice after making an independent assessment of the information or advice, having regard to the Director's knowledge of the organisation and its operations.

The Board reduces the risk of the Principal being the only conduit of information to the Board by:

- encouraging attendance at meetings of other managers both in person and as authors of reports

- the use of the risk management and financial functions, where all staff have written instructions to bypass intermediate managers in the event of a breach
- the use of the external auditors
- a three-year rotating internal audit cycle that focuses on major business risks such as governance, research, security, privacy and finance
- absenting management from the final Committee proceedings at one point when discussing the audit report
- requiring letters of assurance be provided to the Board as part of the annual accounts process.

27. Insurance

The organisation executes with each Director a Deed of Access and Indemnity. The Company indemnifies Directors to the maximum extent permitted by law against liability incurred in or arising out of the conduct of the organisation, or in or arising out of the discharge of their duties.

The organisation seeks appropriate Directors' and Officers' (D&O) insurance cover, where possible, for all potential liabilities flowing from the indemnities. The Company Secretary holds a copy of the insurance policy and can supply a copy on request. The organisation maintains each Director's D&O insurance for seven years from the date at which they cease to be a Director.

28. Access

The Board shall have unlimited access to the external and internal auditors. Directors sign a Deed of Access and Indemnity that enables access to all Board papers as well as financial and operational information in the custody of the organisation during the access period. The access period covers any legal action commenced from the time when the Director first became a Director of The Company for a period determined from time-to-time by the Board, after they ceases to be a Director.

The Corporations Act 2001 (Cth) also provides Directors with the right to inspect the organisation's books. The Directors have complete and open access to management following consultation with the Chair and Principal.

The Board collectively, and each Director, has the right to seek information from the Company Secretary to assist them to carry out their responsibilities.

29. Independent Advice

The Board also has the authority to consult independent experts where they consider it necessary to carry out their duties. Any costs incurred as a result of the Board consulting an independent expert will be borne by The Company; however no Director is authorised to commit the organisation to the expenditure of monies on professional advice until first obtaining the approval of the Chair to do so. In the event the Chair is unwilling or unable to provide approval, or that the cost of the professional advice will exceed \$10,000, then the approval of the Board must be sought and obtained.

Where the Chair is seeking professional advice which will incur any level of expenditure, then the Chair must first seek and obtain approval from the Board for that expenditure. Prior to seeking professional advice a Director must inform the Chair about the nature of the

opinion or information sought, the reason for the advice, the terms of reference for the advice and the estimated cost of the advice. Where more than one Director is seeking advice about a single issue, the Chair will endeavour to coordinate the provision of the advice. The Board as a whole must be the recipient of such advice.

30. Information seeking protocol

The Board must be provided with the information they need to discharge their responsibilities.

Management must supply the Board with information in a format, time frame and quality that enables them to discharge their duties effectively. Directors are entitled to request and receive such additional information as they consider necessary to support informed decision making. Directors will adhere to the following protocol when seeking information:

- (a) Approach the Principal to ask for the required information.
- (b) If the information is not provided, approach the Chair.
- (c) If the information is still not provided, write a letter to all Directors and the CEO detailing the information that is required, the purpose of the information, and who the Director intends to approach in order to obtain the information.
- (d) As a last resort, employ the provisions of the Corporations Act 2001 (Cth). When considering an application from a Director to access organisation information, other than Board papers, the party considering the application may ask the Director for the reason for their request to establish that the information is required for organisation (and not personal) reasons. In the normal course, information obtained by a Director in the course of the Director's duties should be made available to all Directors.

31. Code of Conduct

In carrying out its responsibilities and exercising its powers, the Board recognises its overriding responsibility to act honestly, fairly, diligently and in accordance with the law in serving the interests of The Company, including its employees, volunteers, stakeholders and the community. The Company has adopted a Board Code of Conduct setting out the obligations of integrity and honesty beheld of each member of the Board, as well as a statement of principles and responsibilities with respect to both its internal dealings with employees and consultants, and external dealings with the community at large.

The Board Code of Conduct applies in addition to any relevant provisions of The Company's Code of Conduct Policy and takes precedence to the extent of any inconsistencies.

32. Review

This Policy must be reviewed annually, and the reviewed document submitted to the Board for approval by the last Board meeting in a calendar year.

Document information

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| Title: | Board Charter |
| Owner: | Chairman |
| Approver: | GVIC Board |
| Date of Effect: | 1 July 2020 |
| Next Review Date: | 1 July 2023 (no later than three years) |

Document history

| Version | Date | Reason for amendment | Name/s |
|---------|------------|-------------------------|----------------|
| 1.0 | 1/06/2020 | Initial draft | Mohammed Yakub |
| 1.1 | 20/06/2020 | Amended | Mohammed Yakub |
| 1.2 | 13/7/2020 | Approved | Mohammed Yakub |
| 1.3 | 17/7/2020 | Amended updated version | Sirtaj Hussain |