

HILLBROOK



Hillbrook Anglican School Ltd

Board of Directors Charter

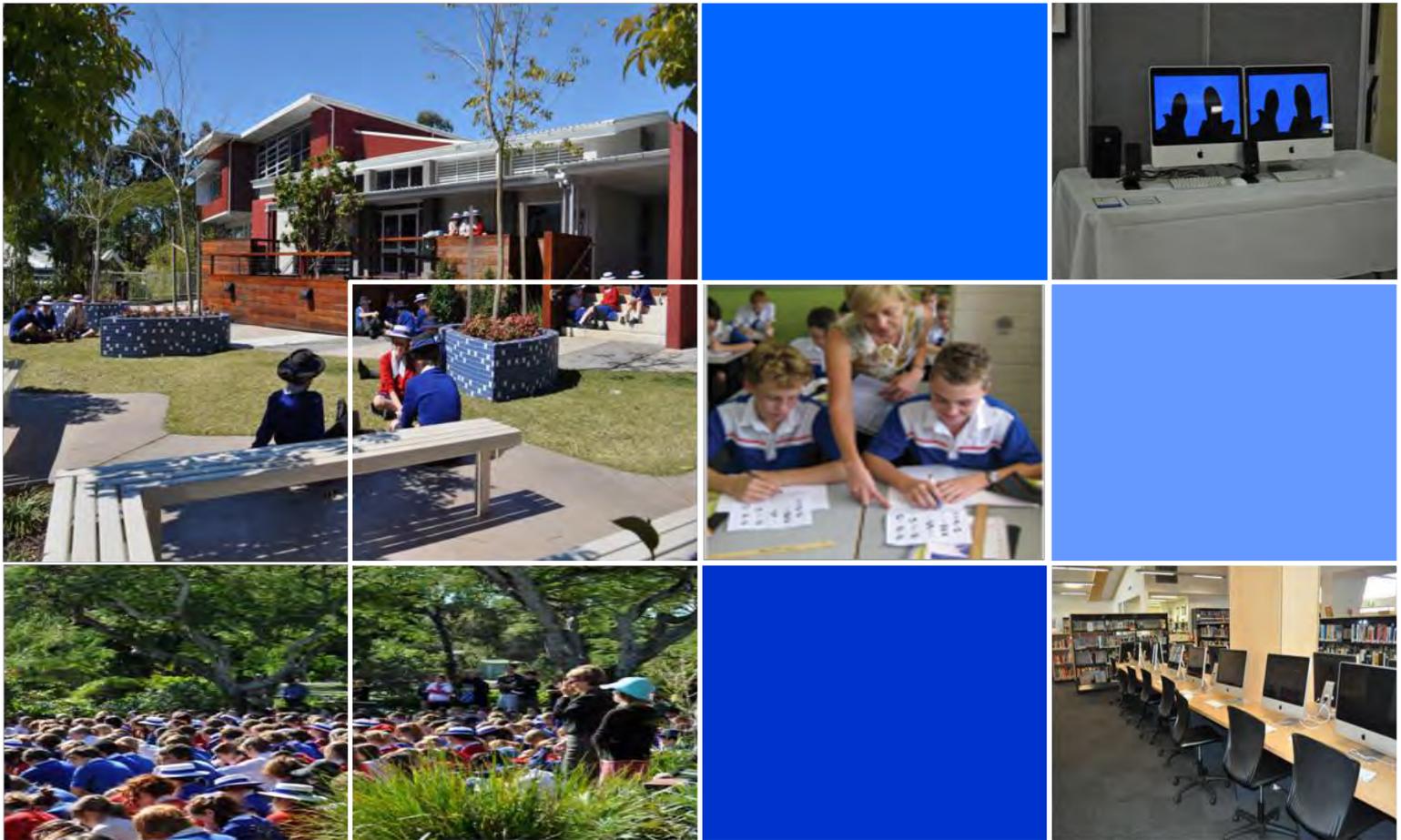


TABLE OF CONTENTS

1	PREAMBLE	3
2	THE SCHOOL	3
3	THE ESSENCE OF HILLBROOK	3
	3.1 Our Vision	3
	3.2 Our Mission	3
	3.3 Beliefs	3
	3.4 Curriculum Themes.....	4
	3.5 Key Principles	4
4	THE ROLE OF THE BOARD	5
	4.1 Role, Functions and Powers of the Board	5
	4.2 Style of Governance.....	6
	4.2.1 Principles of Our Governance.....	6
	4.2.2 Board Priorities.....	6
	4.2.3 A Balanced Approach to Board Leadership	6
5	BOARD MEMBERSHIP, STRUCTURE AND CAPABILITY	7
	5.1 Board Membership and Structure	7
	5.2 Capabilities of the Board	7
	5.3 Directors' Appointment and Induction	7
	5.4 The Role of the Chairperson	7
	5.5 Role of Directors.....	8
	5.6 Role of the Company Secretary	8
6	BOARD GOVERNANCE PROTOCOLS	9
	6.1 Board Meetings	9
	6.2 Board Meeting Protocols	9
	6.3 Meeting Agenda, Reports and Minutes	10
	6.3.1 Meeting Agenda	10
	6.3.2 Papers and Reports.....	10
	6.3.3 Minutes	10
	6.3.4 Documentation Access and Management	10
	6.4 Directors' Protection.....	10
	6.5 Specialist Advice	10
7	DIRECTORS' CODE OF CONDUCT	11
8	BOARD DEVELOPMENT AND EVALUATION	11
9	CHANGES, NEW POLICIES AND PROCESSES	11
10	RELATIONSHIP WITH THE PRINCIPAL	11
	APPENDIX A	13-22
	APPENDIX B	23

1 Preamble

This Charter outlines the key roles, responsibilities and functions of the School Board. Appendix A to this Charter details the relevant roles and responsibilities of the Board and the supporting roles and responsibilities of the School Leadership Team (SLT). In doing so, it reflects, in equal measure, the importance of both good corporate governance and Hillbrook's principles. This Charter should be read in conjunction with:

- the Constitution of Hillbrook Anglican School Ltd (May 2014);
- the Memorandum of Understanding – Hillbrook Anglican School and Anglican Diocese of Brisbane; and
- the Corporations Act and other relevant legislation.

This Charter reflects the key elements in each of these documents. However, if there is any ambiguity, the meaning from the above documents will prevail.

2 The School Company

Hillbrook Anglican School Ltd (Hillbrook) is a company limited by guarantee and the liability of members is limited as provided by the Constitution.

3 The Essence of Hillbrook

3.1 Our Vision

To open minds, inspire hearts and nurture dreams.

3.2 Our Mission

To empower young people to make a positive difference.

3.3 Beliefs

Our beliefs underpin the culture of our community and help to provide direction to our vision and mission statements.

- **Growth**
All who come to the school - students, staff, and parents - will grow in ways that reflect the many dimensions of what it means to be human.
- **Balance**
There will be a dynamic balance of expectations, learning experiences, commitments and behaviour that characterises daily life at Hillbrook, as expressed in our motto 'In Balance We Grow'.
- **Inclusion**
Students have the right to belong and to contribute to our community as their talents and interests dictate.
- **Anglicanism**
As Anglicans, we approach spirituality as a journey - a voyage of exploration and discovery - through a creative balance of scripture, tradition, reason and experience. Our Christianity will have a strong human focus, with particular emphasis on the many practical opportunities to act it out.

3.4 Curriculum Themes

There are 4 curriculum themes that guide our programs, curriculum organisation and student learning experiences.

- **Thinking**
We are a thinking centred school that provides opportunities for members of our community to become creative, independent thinkers.
- **Teaching and Learning**
Our teaching/learning environment and philosophy nurtures the talents and potential of our students, staff, parents and our wider community in an active and collaborative way.
- **Adolescence**
Our students are supported through adolescence by empowering them to explore and appreciate their talents and make a positive difference in the lives of others on their journey into young adulthood.
- **Community**
The Hillbrook community is based on trust and is where current and past students and parents, teachers and others who work with us can flourish and grow and be respected for who they are.

3.5 Key Principles

The context of our vision, mission, motto and themes also needs to be articulated. There are a number of critical principles to guide the actions and decisions of the School Board and the School Leadership Team.

Hillbrook is a school that:

- was founded by teachers and parents;
- provides teachers and parents with significant responsibility for the strategic direction of the school;
- has an academic focus, providing a balance of learning experiences;
- offers a broad preparation for life by:
 - nurturing individual talents;
 - developing effective interpersonal relationships;
 - preparing for contributing to a democratic society, and to the global community; and
 - preparing for a fulfilling and productive working life;
- embraces a model of distributed leadership;
- is a moderate size and moderate fee secondary day school;
- operates with collaborative structures and a caring, community culture;
- has an open and inclusive enrolment policy;
- is committed to environmental, social and economic sustainability;
- is committed to ethical decision making; and
- fosters a culture of innovation and creativity.

4 The Role of the Board

4.1 Role, Functions and Powers of the Board

The key role of the Board is to govern Hillbrook Anglican School Ltd by ensuring that the company meets its “Objects” as outlined in Clause 5 of the Constitution. The functions and powers of the Board are prescribed in Clauses 10.8 and 10.9 of the Constitution, respectively.

In carrying out its responsibilities and exercising its powers, the Board at all times recognises its overriding responsibility to act honestly, fairly, diligently and in accordance with the law in serving the interests of Hillbrook Anglican School company members, teachers, students, parents and other stakeholders as well as upholding the values and ethos of the Anglican Church. It works to promote and maintain an environment within the School that establishes these principles as basic guidelines for all of its employees and representatives at all times.

In addition to matters expressly required by law to be approved by the Board, powers specifically reserved for the Board are as follows:

- reviewing and ratifying each of the following:
 - systems of risk management and internal control and compliance, codes of conduct and legal compliance;
 - the performance of the company against its approved strategies and key performance indicators;
 - financial and other reporting; and
 - major capital expenditure, capital management, investments, acquisitions and divestitures.
- any matters in excess of the authority that, from time to time, it may have delegated to the Principal;
- appointing and, where appropriate, removing the Principal;
- determining the Principal’s terms and conditions of employment (including remuneration);
- approving and/or reviewing each of the following, on the recommendation of the Principal or SLT where appropriate:
 - the strategic plan, at least annually;
 - the budget, at least annually;
 - the appointment and, where appropriate, the removal of the company secretary;
 - significant changes to organisational structure;
 - the acquisition, establishment, disposal or cessation of any significant business of the company;
 - any proposed change to the company’s constitution, charters and company membership processes;
 - any public statements which reflect significant issues of the company policy or strategy; and
 - any changes to the authorities delegated to the Principal from the Board as outlined in delegations of authority policies.

4.2 Style of Governance

4.2.1 Principles of Our Governance

These are articulated by Australian Institute of Company Directors' ten principles of good governance:

- **Roles and Responsibilities** – The need for clarity;
- **Board Composition** – The right group of people;
- **Purpose and Strategy** – An appropriate vision, purpose and set of strategies;
- **Risk** – Recognition and management of appropriate risk oversight;
- **Organisation Performance** – A focus on effective use of resources;
- **Board Effectiveness** – Appropriate board structures and processes;
- **Integrity and Accountability** – The right information at the right time;
- **Organisation Building** – Build and maintain organisational capability to deliver on purpose;
- **Culture and Ethics** – A healthy culture in the boardroom and throughout the organisation; and
- **Engagement** - Effective stakeholder engagement.

In implementing these principles, the Board will:

- guide and inspire the company by focusing on setting strategic direction and policy to attain long-term outcomes for the School, not on the operational means of attaining those outcomes;
- govern with a sense of collective responsibility: it will use the expertise of individual Directors to enhance the ability of the Board as a body, but will not substitute individual judgments for the Board's collective considerations;
- hold itself accountable to govern with excellence: this discipline will apply to matters such as attendance, preparation for meetings, decision-making principles, respect of roles, and ensuring an appropriate skills mix of directors and the continuity of governance capability; and
- continue to develop and improve itself through ongoing education and evaluation of Board and individual Director effectiveness.

Specific Board responsibilities are outlined in Appendix A.

4.2.2. Board Priorities

Board Priorities will vary with each 3 year strategy cycle. The Strategic Initiatives are developed by staff and the Board every 3 years to guide our long term planning. The focus is always on developing our learning community and the Board Priorities are designed to support this focus and to develop the Board's skills and expertise so as to discharge their responsibilities in this area as efficiently and effectively as possible. See Appendix B for current Board Priorities.

4.2.3. A Balanced Approach to Board Leadership

In practice, this means that the Board provides value to the leadership and governance of Hillbrook in three ways:

- **Generative Thinking** – by regularly considering and exploring broad issues, ideas, opportunities and challenges that could influence or change how Hillbrook

undertakes its work. This thinking is conducted at each Board meeting and in particular at the biannual Strategy meetings.

- **Setting Strategic Direction** – by considering key opportunities and challenges both within and outside Hillbrook and making decisions on initiatives to address them. These decisions are made in accordance with approved budgets.
- **Fiduciary Oversight** – by being accountable for the financial, risk and reputational health of Hillbrook. This is achieved at Board meetings and through the work of the Audit and Risk Management Committee.

The Board must balance these roles in all of its decisions with guidance and support from management.

5 Board Membership, Structure and Capability

5.1 Board Membership and Structure

Clauses 10.1 to 10.7 of the Constitution details membership and structure of the Board and the election, retirement and rotation of directors.

5.2 Capabilities of the Board

The capabilities and experience required on the Board are in the areas of:

- Corporate Governance
- Education
- Accounting and finance
- Strategy and policy development
- Business
- Marketing
- Stakeholder engagement
- Law
- Pastoral Care
- Anglicanism

These capabilities must be reviewed at the election of new directors, or when casual vacancies occur. It is the responsibility of the Board, coordinated by the Chairperson, to work to maintain an appropriate mix of these key capabilities, or access to them.

5.3 Directors' Appointment and Induction

Each new Director will receive a letter of appointment which outlines the induction process and an "*Induction Kit*", which will include documents of importance to the Company and School. In particular, new Directors' induction will include developing an understanding of the difference between strategic and operational matters. The Secretary will be responsible for maintaining and updating the "*Induction Kit*" at the direction of the Chairperson.

5.4 The Role of the Chairperson

The Chairperson is responsible for:

- providing leadership and vision to the Board and ensuring that the Board is observing sound, up-to-date governance principles;

- communicating Board decisions to Hillbrook Members and other stakeholders in conjunction with the Principal;
- providing support and guidance to the Principal;
- co-ordinating informal and formal evaluation processes for the Board, both collectively and for Directors as individuals;
- attending all or any Board Committee meetings either as a member of these Committees or in an ex-officio capacity as required;
- ensuring any conflict of interest is disclosed by Directors at the beginning of each meeting; and
- fulfilling Child Protection responsibilities.

5.5 The Role of Directors

The role of the individual Director includes:

- contributing to the collective responsibility of ensuring the Board carries out its overall purpose;
- complying with the Director Code of Conduct (see Section 7);
- complying with obligations imposed by legislation, including all legislation relevant to Schools and the *Corporations Act 2001*;
- complying with policies as set by the Board from time to time;
- making active enquiry to ensure that the Board has the necessary information for effective decision making;
- keeping confidential all Board discussions, deliberations and documentation;
- returning, deleting or securely destroying all copies (electronic or otherwise) of Board papers, minutes or other documentation that were referred to by the Director during deliberations or discussions. Copies of all Board documents, including tabled documents, are retained by Hillbrook and remain the property of Hillbrook. All Directors have immediate and ongoing access to these documents under the terms of their Deed of Access and Indemnity; and
- undertaking reading or research which will their enhance individual contribution to the activities of the Board, including maintaining knowledge of the education system and appropriate legislation.

5.6 Role of Company Secretary

The Board must appoint at least one person to the role of Company Secretary in accordance with Clauses 13.1 to 13.6 of the Constitution. It is current Hillbrook Company practice that the Business Manager fulfils the role of Company Secretary. The Board may appoint another suitable Officer as Company Secretary such as the Finance Manager.

The role of the Company Secretary is to:

- propose and arrange appropriate Directors' insurance cover;
- manage Board processes – preparation and circulation of agendas, discussion papers, reports and minutes for the Board and its committees;
- ensure Members and Directors meetings are properly called and held;
- ensure records of Members and Directors meetings are kept in compliance with the Corporations Act and the Constitution;
- arrange Board/Director induction and training as required by the Board and the Chairperson;

- manage all Board Governance documents and advise the Chairperson of the schedule of Governance review;
- ensure legal requirements with ASIC and other regulators are met, including continuous disclosure;
- provide advice to Directors regarding the Corporations Act, Hillbrook Constitution, and other legal and regulatory needs; and
- arrange, at the direction of the Chairperson, reviews of Board governance and effectiveness.

6 Board Governance Protocols

6.1 Board Meetings

Clauses 10.10 to 10.17 of the Constitution outline how Board meetings will operate and the responsibilities of Directors. The Board meetings and agenda are fundamental to good governance. Board meetings are the main opportunity for Directors to obtain and exchange information and make decisions in line with their overall purpose and consistent with the detailed Roles and Responsibilities outlined in Appendix A.

6.2 Board Meeting Protocols

Directors will act in a manner to enable the conduct of meetings to be informed, productive and result-oriented. To this end they will:

- accord respect to other Directors and their views;
- act in a business-like manner;
- act in accordance with the Hillbrook Constitution;
- raise and address issues in a confident and firm, yet friendly, manner; and
- use good judgment, common sense and tact when discussing issues.

6.3 Meeting Agenda, Reports, Minutes and Document Access

6.3.1 Meeting Agenda

- The Chairperson will set the agenda for each meeting in consultation with the Principal and will meet beforehand with the relevant meeting Chair and the Principal to plan the order of business for the meeting.
- All Directors should have the opportunity to place items on the agenda and to thoroughly review and consider all upcoming agenda items before each meeting. This should be achieved by the following means:
 - Directors should submit agenda items via the Secretary, with supporting documentation if required (see 6.3.2) no less than 7 days prior to each meeting.
 - For difficult or complex matters, it is advisable that the relevant Director discuss the matter with the Chairperson and/or the meeting Chair before the meeting to consider how best to present the matter.
- The Agenda and all meeting papers should be circulated 6 days prior to each meeting, i.e. on the Thursday prior to a Wednesday meeting.
- Each agenda should also include the item “Other Business” to provide opportunities for Directors to raise issues at meetings.

6.3.2 Papers and Reports

Papers and reports for Board meetings should contain all relevant information in an easy to read and understandable form to enable the Board to make informed decisions and be available no less than 6 days prior to each meeting, via posting on the Board page of the School web site and notification via direct email. Papers should have an appropriately completed Board Cover Page summarising what is proposed.

If any Committees of the Board have met since the last Board meeting, the minutes of such Committee meeting should be attached to the Board papers for noting by the Board at the next available meeting. If there are any matters or recommendations which the Committee wishes the Board to consider, these should be provided in a Paper for consideration by the Board.

6.3.3 Minutes

Minutes of Board meetings are verified by the Chairperson. Minutes should be made available to all Directors, via direct email and posting on the website, within 10 working days of each Board meeting. Minutes must be approved at the next Board meeting.

6.3.4 Documentation Access and Management

The Company Secretary is responsible for the maintenance, management and accuracy of the complete set of Board papers. (See 5.6 for more detail).

In the event of any legal action, investigation or enquiry by a regulatory authority, each Director is entitled to access the papers and any other relevant records of the School for the period during which they were a Director, as per their Deed of Access and Indemnity.

6.4 Directors' Protection

Subject to the provisions of the Corporations Act, each Director is indemnified via Directors' and Officers' Liability Insurance. See Clauses 14.1 to 14.4 of the Constitution.

6.5 Specialist Advice

The Company will reimburse a Director for independent specialist advice which the Director obtains relating to his/her duties and obligations as a Director on the following basis:

- the Company has not already received specialist advice on the point on which the Director wishes to seek advice or has not made such advice available to the Director or advised the Director accordingly; and
- the Director first obtains the Chairperson's approval to seek such advice or, failing receipt of the Chairperson's approval, the approval of the Board.

7 Directors' Code of Conduct

Directors are expected to comply with the spirit, as well as the letter, of the law and with the principles of this Charter.

Directors will ensure that, in fulfilling their duties, they:

- give of their expertise generously to the School Company;
- act for the benefit of the whole School Company and its stakeholders, putting aside their individual interests;
- declare any potential conflict of interest;
- act with skill, care and diligence;
- demonstrate commercial reasonableness in their decisions;
- discharge their duties in good faith and honestly;
- act in a manner that maintains and enhances the reputation of the School;
- act with appropriate confidentiality, congruent with the best interests of the School;
- fulfill their fiduciary duty to the School Company;
- make appropriate enquiries to ensure the School is operating efficiently and legally to achieve its goals;
- undertake diligent analysis of all proposals placed before the Board; and
- use the powers of their office for a proper purpose.

8 Board Development and Evaluation

It is the Board's policy to foster the professional development of each Director and the Board as a whole. The Board will conduct an evaluation of its effectiveness and current capabilities on a regular basis with a view to providing best practice governance.

9 Changes, New Policies and Processes

Any new policies or processes, or changes to existing policies and processes of the Board shall be incorporated into this Governance Charter. Consequently, this Charter shall be reviewed every five years or as required following the Board Evaluation.

10 Relationship with the Principal

The Principal is appointed by the Board. The Board must provide a clear, united and mutually supportive governance environment in which the Principal can work. In doing so, all Board Members are required to fulfill their Board role with confidence and objectivity.

The Principal is responsible for the day-to-day leadership and management of the School in accordance with the priorities and policies agreed with the Board.

The Principal formally reports to the Board by the following means:

- Each meeting - The Principal reports to the Board on relevant matters, as outlined in Appendix A, his or her Duties and responsibilities and The Key Result Areas agreed by the Board.
- Annually - The Principal provides an annual report to the Board in November, in accordance with the Duties and Responsibilities in the Principal's contract.
- Every five years - The Board, via the Principal Committee, conducts a formal review of the Principal's performance and contract prior to renewal.

Initial Implementation			
Date Adopted:	March 2011		
Review and Acceptance			
Responsibility:	Chairperson	Frequency:	Every 5 years in July
Last Reviewed:	January 2016		
Next Review Date:	July 2019		
Authorised by:	School Board		

APPENDIX A

ROLES AND RESPONSIBILITIES

- 1 GOVERNANCE AND STRATEGY**
 - 2 THE PRINCIPAL**
 - 3 FINANCES**
 - 4 PROPERTY, CAPITAL WORKS, FACILITIES AND CAPITAL EQUIPMENT**
 - 5 CURRICULUM**
 - 6 RISK**
 - 7 EXTERNAL RELATIONS**
-

1 Governance and Strategy

Board Responsibilities / Decisions	Timing	Processes leading up to decision
Ensure that all Board actions are in accordance with relevant legislation, the Constitution and the MOU with the Diocese of Brisbane	As required	<ul style="list-style-type: none"> • Any Director draws the attention of the Board to a matter of concern. • Consideration by all Directors and particularly the Principal, Chairperson, and Archbishop's Representative for MOU.
Review the Constitution and MOU	As required or every 5 years (2016)	<ul style="list-style-type: none"> • Chairperson and Principal recommend a review to the Board.
Review Board Charter and the Essence of Hillbrook	As required or every 5 years (2015)	<ul style="list-style-type: none"> • Chairperson and Principal recommend a review to the Board.
Establish a committee structure to assist the Board in fulfilling its obligations	As required	<ul style="list-style-type: none"> • Chairperson and Principal bring a proposal to the Board.
Ensure that the Board has a membership capable of undertaking all its functions	Annually pre-AGM	<ul style="list-style-type: none"> • Chairperson and Principal co-ordinate on this and discuss with the Board prior to the AGM each year.
Endorse proposal for Directors' insurance cover	Annually before premium renewal	<ul style="list-style-type: none"> • Company Secretary brings a proposal to the Board.
Ensure all new Directors have signed a Deed of Access and Indemnity, are properly inducted and have attended appropriate Director training	Annually after AGM	<ul style="list-style-type: none"> • Company Secretary prepares Deed for each new Director. • Chairperson and Principal check at induction and arrange as necessary.
Organise an evaluation of the Board's governance/operational effectiveness	Consider mid-year Biennially (2016)	<ul style="list-style-type: none"> • Chairperson and Principal bring a proposal to the Board.
Provide professional development opportunities for Directors	As required – Register provided	<ul style="list-style-type: none"> • Chairperson and Principal identify at induction and as opportunities arise from AICD, ISQ, ASC etc.
Conduct Generative Thinking	Each Meeting	<ul style="list-style-type: none"> • Chairperson and Principal to arrange.

Board Responsibilities / Decisions	Timing	Processes leading up to decision
Conduct Strategy Meetings	Each March and September	<ul style="list-style-type: none"> • Chairperson and Principal to arrange agenda for Board approval. • SLT to research and report on trends opportunities and challenges relevant to the School's future direction and proposals to address these.
Approve the rolling 3 year Strategic Initiatives document Monitor progress on their implementation and provide feedback	April every 3 years (2016) March and September Strategy meetings	<ul style="list-style-type: none"> • Board and SLT use September and March Strategy meetings to consider trends, opportunities and challenges and develop Initiatives. • SLT develops "Strategic Initiatives" document in consultation with Staff and Board. • SLT reports on progress and proposed actions at each Strategy Meeting.

2 The Principal

Board Responsibilities / Decisions	Timing	Processes leading up to decision
Convene the Principal Committee to make recommendations to the Board on matters to do with the Principal.	As required	The Principal Committee meets to formulate recommendations to the Board in relation to all functions below. It consists of the Chairperson, the Deputy-Chair, the Archbishop's Representative, a Class A Board member.
Appoint the Principal as a vacancy arises	As required	<p>The Principal Committee establishes a Succession Committee preferably 12 months prior to the Principal ceasing employment. The Succession Committee should consist of: The Principal Committee, the Regional Bishop, an external independent consultant, and a Class A member. The Succession Committee:</p> <ul style="list-style-type: none"> • proposes the criteria, process and timetable for selection/appointment; • advertises Australia-wide and conducts the selection process; • makes a preliminary recommendation to the Board, with a comparative evaluation of short-listed candidates. <p>Upon Board approval, the Chairperson or his/her nominee will discuss the appointment with the Archbishop – as per the MOU with the Diocese.</p>

Board Responsibilities / Decisions	Timing	Processes leading up to decision
Renegotiate and ratify a new employment contract with the Principal every 5 years.	To begin in January of the last year of the current contract, or as required	<p>The Principal Committee will lead the negotiations, including:</p> <ul style="list-style-type: none"> • conducting a formal review of the Principal’s performance and contract, prior to renewal and seeking external advice as required; • initiating, conducting and completing contract negotiations with the Principal – allowing sufficient time for the Principal to effectively participate; and • submitting the proposed new contract to the Board for approval.
Approve salary and employment conditions	As part of any new contract and November each year	<p>The Principal Committee will:</p> <ul style="list-style-type: none"> • review salary range/structure and employment conditions based on current data provided by AHISA and ISQ (or other relevant organisations); • submit proposed new salary/structure/conditions to the Board for approval; and • conduct negotiations with the Principal through the Chairperson.
<p>Monitor the performance of the Principal through consideration of reports,</p> <p>annual performance review conducted by the Chairperson,</p> <p>and five year review conducted by the Principal Committee</p>	<p>Each Meeting</p> <p>November each year</p> <p>In final year of Contract</p>	<ul style="list-style-type: none"> • The Chairperson and Principal meet regularly to discuss current priorities. • The Principal prepares a report for each Board meeting on current issues and priorities and Key Result Areas as approved by the Board. • The Principal prepares a report on the achievement of the duties and responsibilities designated in the Contract of Employment, discusses this with the Chairperson and presents it to the Board for consideration. • The Principal Committee reviews the performance of the Principal over the previous and makes recommendation to the Board.
Approve the plan of the Principal for Study Leave and consider the findings of the Principal’s Report from Study Leave	At least once each five year contract term	<ul style="list-style-type: none"> • Principal tables a plan to participate in study leave including where appropriate an external executive development program. • Principal provides a report subsequent to the program of study on its outcomes, and the implications for the school.

Board Responsibilities / Decisions	Timing	Processes leading up to decision
Determine actions to counsel and/or dismiss the Principal	As required	<ul style="list-style-type: none"> • In accordance with appropriate State and Commonwealth legislation, and the Principal's Contract, the Principal Committee will act on any breaches of the Principal's employment contract by: <ul style="list-style-type: none"> - gathering relevant information regarding either inappropriate conduct or unsatisfactory performance; and - counselling the Principal or recommending to the Board to dismiss the Principal, and recommending also the process for dismissal.

3 Finances

Board Responsibilities / Decisions	Timing	Processes leading up to decision
Approve Budgets <ul style="list-style-type: none"> • 10 Year • Annual 	October/ March October	<ul style="list-style-type: none"> • SLT tables 10-year budget by October and if necessary a revision by March to include any significant new developments. • SLT tables following year's budget estimates and proposed fee rise.
Approve loans not provided for within Budget	As required	<ul style="list-style-type: none"> • SLT tables proposals as required. • SLT advises Board Meetings as loans are drawn.
Approve additional expenditure or write off of bad debts not provided for within Budget	As required	<ul style="list-style-type: none"> • SLT tables proposals as required. • SLT adjusts Budget as required.
Propose External Auditor to Members for a vote at AGM	AGM	<ul style="list-style-type: none"> • SLT recommends Auditor to the Board. • Board puts to Company members at AGM.
Approve project-based Capital Fundraising	As required	<ul style="list-style-type: none"> • SLT tables proposals as they arise.
Endorse financial viability	July & February Each Meeting	<ul style="list-style-type: none"> • SLT tables detailed Financial Reports as at 30/6 & 31/12 respectively. • SLT tables summarised Financial Reports.

4 Property, Capital Works, Facilities and Capital Equipment

Board Responsibilities / Decisions	Timing	Processes leading up to decision
Approve the acquisition of any additional properties	As required	<ul style="list-style-type: none"> • SLT tables proposals or business case as required.
Approve capital works projects in excess of \$100,000 beyond that already provided for in the approved budget	As required	<ul style="list-style-type: none"> • SLT tables proposals or business case as required.

Board Responsibilities / Decisions	Timing	Processes leading up to decision
Approve purchase of capital equipment in excess of \$100,000 beyond that ready provided for in the approved budget	As required	<ul style="list-style-type: none"> • SLT tables proposals or business case as required.
Approve of write-off or disposal of equipment in excess of \$50,000 beyond that already provided for in the approved budget	As required	<ul style="list-style-type: none"> • SLT tables proposals or business case as required.
Approve the engagement of consultants for fees in excess of \$25,000 beyond that already provided for in the approved budget	As required	<ul style="list-style-type: none"> • SLT tables proposals or business case as required.
Approve acceptance of tenders/contracts for capital works in excess of \$100,000	As required	<ul style="list-style-type: none"> • SLT tables proposals or business case as required.
Monitor capital expenditure and contract performance and approve remedial action where required	Each Meeting	<ul style="list-style-type: none"> • SLT reports on all major capital expenditure and contract performance in the Finance Report and recommends remedial action where required.

5 Curriculum

Board Responsibilities / Decisions	Timing	Processes leading up to decision
Ensure Hillbrook Curriculum meets the standards of external accrediting agencies such as QCAA, ACARA and NSSAB	As required	<ul style="list-style-type: none"> • SLT to advise Board of reviews by accrediting agencies and feedback received.

<p>Enable a positive and progressive curriculum development culture by supporting relevant initiatives in the “Strategic Initiatives”, in accordance with the “Essence of Hillbrook” and resourcing them in the budget context.</p>	<p>Consider at September and March Strategy Meetings</p>	<ul style="list-style-type: none"> • SLT conducts research and consultation with appropriate stakeholders in designing new curriculum initiatives. • SLT ensures all new curriculum initiatives are contemporary in accordance with the “Essence of Hillbrook” and meet external accreditation guidelines. • SLT presents all to the Board for approval in the rolling 3 year Strategic Initiatives process. • SLT reports progress on new curriculum initiatives at Strategy Meetings and by exception at other Board meetings.
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6 Risk

Board Responsibilities / Decisions	Timing	Processes leading up to decision
Approve the Risk Management Framework – Policy, Strategy and Register	Every three years in July	<ul style="list-style-type: none"> SLT to review the Risk Management Framework – Policy, Strategy and Register, every three years and present this to the Board via the Audit and Risk Management Committee (ARMC).
Approve the Risk Management Priorities for each year	Annually in July	<ul style="list-style-type: none"> SLT to prepare Risk Management Priorities each year from the Risk Register and present this to the Board via the ARMC.
Determine whether implementation of the Risk Management Priorities for the previous year have been effective	Annually in July	<ul style="list-style-type: none"> SLT to report to the ARMC on implementation of the Risk Management Priorities for the previous year and ARMC to report to the Board on its effectiveness.
Respond appropriately to reports of accidents and incidents of sufficient significance to warrant a strategy or policy response	As they arise	<ul style="list-style-type: none"> SLT to report accidents and incidents of sufficient significance for the Board to be informed, and make recommendations on strategy or policy responses.
Ensure appropriate compliance with legal, regulatory and Church requirements	At each meeting	<ul style="list-style-type: none"> Presentation by the SLT of a checklist of compliance requirements addressed each month.
Respond appropriately to concerns raised about issues of strategic significance, such as financial viability, reputation and governance	As they arise	<ul style="list-style-type: none"> Presentation by the SLT or from other sources to the Board of information related to any matter of strategic concern.

7 External Relations

Board Responsibilities / Decisions	Timing	Processes leading up to decision
Maintain positive working relationships with all stakeholders through implementation of a stakeholder engagement strategy to avoid legal liability or reputational damage	As required	<ul style="list-style-type: none"> • SLT to advise on priorities and opportunities for stakeholder engagement.
Endorse Stakeholder Engagement Strategy to keep stakeholders informed of Hillbrook activities and developments	Every three years following approval of Strategic Initiatives	<ul style="list-style-type: none"> • SLT to prepare and update Stakeholder Engagement strategy.
Receive and discuss Incident Reports and respond in consultation with the Director of Communications, Anglican Diocese of Brisbane, through the Chairperson	As required	<ul style="list-style-type: none"> • SLT take action, in line with Risk Management Policy, in response to any matters with potential legal liability and/or reputational risk. • SLT report any incidents and intended/current action to the Chairperson, the Director of Communications, Anglican Diocese of Brisbane and the Board. • SLT Updates Risk Management Priorities and Register as appropriate.
Approve any significant legal action undertaken by the school, or any defense against legal action taken by others	As required	<ul style="list-style-type: none"> • SLT to notify Board as soon as legal action is proposed or initiated by others or of any communication of intention to do so.
Endorse the Strategic Marketing Plan	Every three Years following approval of Strategic Initiatives As required	<ul style="list-style-type: none"> • SLT to develop and maintain a Strategic Marketing Plan in line with the three year rolling 'Strategic Initiatives' for Board endorsement. • SLT informs Board of any significant and material changes to the Strategic Marketing Plan.

APPENDIX B

BOARD PRIORITIES

Board priorities 2016 - 2018

Good Governance

To promote the long term health of the school by:

- directors engaging regularly in professional development;
- continuing to strengthen our proactive risk management system;
- developing and maintaining procedures that efficiently support the Board's leadership;
- maintaining our comparative value by monitoring educational landscape;
- maintaining our moderate fee status;
- closely monitoring and engaging with Government funding and regulatory changes;
- ensuring we are leaders in teaching and learning;
- developing other educational services and offerings on a fee for service basis (before, during and after high school years);
- developing our relationship with the alumni to improve mutual support;
- using our infrastructure more efficiently;
- investigating options for expansion in the longer term; and
- improving our stakeholder engagement and marketing.