



Governance Charter

1. Purpose

The purpose of this Charter is to provide a framework for OakTree College Inc. ('the College') Board with the requirements for its governance, compliance, and decision-making processes. This Charter includes key information for 'Responsible persons' including the College Board and Executive Principal/Assistant Principal to ensure compliance with the College's philosophy, values, strategic goals and constitution.

2. Governance Structure

The College is an Incorporated Association, governed by a College Board and is subject to the Associations Reform Regulations 2012 and registered under the Australian Charities and Not-for-Profits Commission (ACNC). The College Board comprises of a Chair, a Deputy Chair, a Secretary, a Treasurer, and the College Executive Principal.

3. Vision

To provide education opportunities for young people of migrant backgrounds that may be experiencing difficulties within mainstream education settings and could be at risk of disengaging from education. The College mission is to provide a sustainable and deliberate learning community where the potential and aspirations of the young people are harnessed and honed and where they are equipped with skills and knowledge for them to play their part in the wider Australian Multicultural society.

4. Core Values

The Core Values of OakTree College are:

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| Fairness: | Every student is treated impartially, offered unbiased and consistent assistance, and is ensured equitable access to learning resources and tools. |
| Empowerment: | Every student will adequately be equipped with the tools and the means to take control and ownership of their learning. |
| Deliberate & Purposeful: | We are intentional and deliberate in building a sustainable learning school community where every student will have access to equitable opportunities. |
| Industrious: | Students are encouraged to work hard, be diligent and persistent. |
| Inclusive: | Everyone in our school community is valued and instilled with confidence to be themselves and a right to belong. |

The College provides an alternative education environment that engages young people to be confident by creating a sense of belonging by building a sustainable learning school community where every student has access to equal opportunities. It provides an environment where every student is treated impartially, offered unbiased and consistent

assistance and is equipped with tools and the means to take control and ownership of their learning by encouraging hard work and persistent.

There is an expectation that the values will be adhered to and the values of the College will remain true. Those involved in decision making positions will abstain from the influence of vested interests and uphold the true intention of the College to ensure equality of educational opportunity. Regular evaluation processes will be in place to measure performance in all areas of the College. The philosophy will be published on the College website and in the business plan and handbooks.

5. Australian Democratic Principles

In its policies and practices, the College supports and promotes the principles and practice of Australian democracy, including a commitment to:

- Elected government,
- The rule of law,
- Equal rights for or before the law,
- Freedom of religion,
- Freedom of speech and association,
- The values of openness and tolerance.

6. Statement of Commitment to Child Safety

The College:

- Has zero tolerance for child abuse, bullying and harassment,
- Actively works to listen to and empower children,
- Has systems to protect children from abuse,
- Will take all allegations and concerns very seriously and respond to them consistently in line with mandatory reporting requirements as outlined in Ministerial Order No. 1359 and in accordance with the Child Safety and Mandatory reporting policies,
- Is committed to promoting physical, emotional and cultural safety for all children,
- Is committed to providing a safe environment for all children.

The College will communicate the Child Safety Statement via its College website, posters displayed at the College site and at staff meetings and information sessions. The Child Safety Statement will be included in staff and parent/student handbooks.

7. The College Board Composition

The College Board is elected pursuant to the College's Constitution. The College Board positions are elected positions for a term of 1 year and are eligible for re-election.

The College Board shall consist of at least three (3) and up to a maximum of seven (7) persons who must be members of the Association, including:

- the Executive Principal of the School,
- up to six (6) members elected at the annual general meeting, or
- nominated by the College Board to fill any vacancy during the year until the next AGM.

Quorum

Any 3 (three) members of the Board will constitute a quorum for the conduct of the business of a meeting of the Board. No business may be conducted unless a quorum is present, either in person or virtually.

Decision making

If the numbers of votes for and against a proposal or resolution are equal, the chair or other director chairing the meeting has a casting vote. For example, where there is an equal vote between board members, the chair's vote will be the deciding vote. A casting vote is a vote that the chair may exercise to resolve a tied vote.

8. The Role of the College Board

The College's constitution states that the College Board has the ultimate responsibility for all matters relating to the running of the College.

A key function of the College Board is to ensure that the College's fundamental principles embodied in its Philosophy and Values are carried out and implemented.

In addition, the College Board must comply with:

- The Guidelines to the Minimum Standards and Requirements for School Registration as prescribed by the Education and Training Reform Act 2006 and the Education and Training Reform Regulations 2017;
- Ministerial Order 1359 Child Safe Standards – Managing risk of child abuse in schools;
- The Fit and Proper Person requirement within the meaning of the Victorian Registration and Qualifications Authority (VRQA) Guidelines; and
- The Australian Charities and Not-for-Profits Commission Governance Standards.

Furthermore, the College Board's role is to govern and oversee the College and not to be involved in its day-to-day management. It is the Executive Principal's role to manage the College in accordance with the strategic goals set by the College Board and under its direction (refer to the Instrument of Delegation Policy). The College Board has overall responsibility to ensure that the College is well-managed and that its operations are successful and meet the purpose set out in the Constitution.

Duties of the College Board

In fulfilling their role, the College Board members will:

- Act with reasonable care and diligence.

- Act in good faith in the best interests of the College and for its charitable purposes,
- Act with skill, care and diligence,
- Discharge their duties in good faith and with honesty,
- Not make improper use of information gained as a College Board Member,
- Not allow their personal interests or interests of their associates conflict with those of the College and any conflict of interest will be disclosed and managed appropriately in line with the Constitution and associated policies,
- Ensure that the financial affairs of the organisation are managed responsibly for the best interest of the College,
- Ensure the entity does not operate while insolvent.

The College Board are entrusted with the responsibility of securing the continued well-being, safety and growth of the College by:

- Informing the strategic directions of the College and monitoring progress and ensure they are consistent with the College's philosophy,
- Appraising and reviewing policies and procedures specific to a registered independent co-educational specialist school and ensuring that they are consistent with the Guidelines to the Minimum Standards and Requirements for School Registration as prescribed by the Education and Training reform Act 2006,
- Monitoring and ensuring that the College complies with all legal requirements as a registered school, including ACNC Governance Standards,
- Meeting its obligations under Ministerial Order No. 1359 – Child Safe Standards and Managing Child Abuse in Schools (as well as Ministerial Order 709) by developing and approving policies for a child safe environment including mandatory reporting procedures are in place and compliant i.e. any allegation of reportable conduct is reported to the Commission for Children and Young People and an appropriate investigation of the allegation is undertaken,
- Undertaking professional development as deemed appropriate,
- Appointing the College Executive Principal and undertaking performance reviews of the Executive Principal as well as managing delegation of duties to the Executive Principal and any other responsible person,
- Managing conflict of interest or potential conflicts of interest related to any activities or interests of any member of the College Board that may conflict with, compromise or restrict the College Board from fully meeting its duties and obligations,
- Requiring that a College Board member who has a material personal interest in a matter being considered at a College Board meeting must disclose the nature and extent of that interest to the College Board.
 - The member,
 - a) must not be present while the matter is being considered at the meeting unless invited to do so by the person presiding at the meeting, and
 - b) must not vote on the matter.
- Reviewing and approving the annual budget, including overseeing expenditure against budget and in doing so, ensuring that College funding received from State and Federal Governments and student fees obtained are used solely for the purposes of the College and all funding requirements are met,
- Approving expenditure outside the Executive Principal's delegated budget,
- Maintaining a safe environment that minimises any foreseeable risk of harm, abuse or injury to any person in line with the Occupational Health and Safety Act 2004.
- Reporting to stakeholders and members via the Annual General Meeting.

Obligations of the College Board

The College Board must:

- Operate in accordance with the requirements of the College Constitution
- Maintain a register of its members
- Keep a record of all directors and members
- Record meeting minutes and resolutions
- Keep proper financial records
- Appoint a registered company auditor
- Hold an annual general meeting once every year after the end of its financial year
- Audit and provide an Annual Report to members and to the VRQA
- Ensure that all responsible persons complete the VRQA Fit and Proper Person Declaration and has the WWCC card if they will attend the College site
- Lodge notices of changes when they occur to officeholders.

9. Delegation of Authority

The College Board retain ultimate authority for the duties and functions in accordance with its Constitution.

The College Board employs the Executive Principal to manage the operations of the College. Delegation to the Executive Principal is carried out in accordance with the **Delegations Policy**. The Executive Principal is responsible for regular reporting to the College Board on the operational activities of the College and the College Board is responsible for ensuring the College operations are being managed effectively.

10. The Role of the Chairperson and Deputy Chairperson

The Chairperson plays a key role on the College Board. The Chairperson will use skills and leadership abilities to ensure that the College Board is effective, observing sound governance principles. The College Board shall appoint the Chairperson.

The Chairperson assures the integrity of the College Board's processes and chair general meetings. The Chairperson will be in regular contact with and provide support to the Executive Principal.

In the absence of the Chairperson, the Deputy Chairperson will assume responsibility as stated in clause 26 of the Constitution.

11. The Role of other College Board members i.e. Secretary and Treasurer

The role of the Secretary, Treasurer and other members are explicitly stated in the Constitution under clauses 27, 28 and 29. The College Board shall appoint at least one secretary and treasurer in accordance with the Constitution.

The Secretary will assist the College Board on governance related matters such as managing the Register of Conflicts and capturing of College Board minutes with administrative support provided by the College via the Executive Principal.

The Treasurer will assist to review and submit financial reports to the College Board at each College Board and/or General meetings as well as making payments authorised by the College Board with cheques signed by at least 2 College Board members, while the Executive Principal is responsible for the day-to-day financial management.

12. Conflict of Interest

A conflict of interest occurs when a person's personal interests conflict with their responsibility to act in the best interests of an organisation. These situations present the risk that a person may make a decision based on, or affected by, these influences, rather than in the best interests of the College and must be managed accordingly.

It is the responsibility of the College Board to ensure that ethical, legal, financial or other conflicts of interest are avoided and that any such conflicts (where they do arise) do not conflict with the obligations to the College. College Board members must disclose the nature and extent of any actual, potential or perceived conflict of interest to the College Board as soon as they become aware of the matter; and not be present or vote on any matter considered at the College Board meeting in which they have a material conflict of interest.

The Register of Interests is maintained by the College Board Secretary and record information related to a conflict of interest (including the nature and extent of the conflict of interest and any steps taken to address it). Refer to the Register of Interests.

13. The Role of the Executive Principal

The Executive Principal is appointed by the College Board. The Executive Principal is responsible for the day-to-day management of the College in accordance with the College's philosophy, strategy, policies and procedures approved by the College Board (refer to the Register of Interests in relation to the delegation authority to the Executive Principal).

The Executive Principal will manage the operations of the College to achieve the goals agreed and endorsed by the College Board including the employment, supervision and management of staff as well as implementing the curriculum practices and management of the registration and legal compliance requirements. In addition, the Executive Principal has the responsibility for having systems in place to prevent child abuse and if child abuse is alleged, responsibility to ensure allegations are appropriately responded/investigated to and reported to all the relevant organisations and law enforcement agencies including the College Board for appropriate oversight and monitoring. The Executive Principal will keep record of all training undertaken by the College Board.

The Executive Principal will develop the annual budget and conduct activities within the approved annual budget as well as develop and maintain the College's risk management systems, including internal compliance and control mechanisms like safety and emergency audits and report to the College Board.

The Executive Principal is a member of the College Board as stated in the Constitution and is required to provide a written report on all relevant matters as stipulated by the College Board.

14. College Board Meetings

College Board papers will be presented to the College Board Members in good time and contain all relevant information in an easy to read and understandable form to enable the College Board to make informed decisions. Special meetings of the College Board may be convened by the Chair or by any 3 members of the College Board.

Meetings will occur at least eight (8) times per year.

15. Professional Growth

The College Board values professional development of the members and the College staff to enhance personal achievement and contribute to continuous improvement activities across the workforce.

To ensure compliance with the registration requirements, all College Board members including any responsible persons will undertake an induction program in conjunction with Independent Schools Victoria (as soon as the College is registered by the VRQA) which includes information about Ministerial Order 1358 Child Safe Standards, ACNC Governing Standards, Governance Training, Compliance and Risk Management Plan, Conflicts of Interest and any other related compliance training.

16. Confidentiality

The College Board members acknowledge that all proceedings are strictly confidential and will not be disclosed to any person other than College Board members, except as agreed by the College Board or as required by law.

17. Communication

The College will communicate this Charter with the College Board and other responsible persons as part of their induction requirements.

18. Independent/Expert Advice

In line with clause 43, the College Board collectively, and each College Board Member individually, may obtain independent professional advice at the College's expense, only for purposes fulfilling their relevant duties and responsibilities on the College Board.

Any service rendered by a member in a professional or technical capacity where the provision of the service has the prior approval of the College Board and the amount payable is not more than an amount which commercially would be deemed reasonable payment for the service.

19. Review of Charter

The College Board will from time to time review this Charter to ensure that it meets best practice and complies with the applicable legislative and regulatory requirements and meets the needs of the College Board.

20. Contact

For questions about this policy, contact the College Executive Principal.

21. Related Policies

- Conflict of Interest Policy
- Delegations Policy
- Duty of Care Policy
- Complaints Policy
- Child Safety Policy

22. Approval and Review

Document Owner:	Executive Principal
Approved by:	College Board
Approval date:	10 November 2024
Next review date:	June 2025 (and every 12 months thereafter)