



NEWCASTLE GRAMMAR SCHOOL

Newcastle Grammar School Ltd
ACN 054 234 141

Board Charter

1 Introduction

Newcastle Grammar School Ltd ('NGS' or 'the School') is a company limited by guarantee and a registered not-for-profit entity under the *Australian Charities and Not-for-profits Commission Act 2012* (Cth) (ACNC Act). For the purposes of the ACNC Act, the charitable purpose of NGS is advancing education. NGS is also subject to the ACNC Act, the *Corporations Act 2001* (Cth), the *Education Act 2001* and its Constitution.

The Constitution of Newcastle Grammar School Limited (2025) contains important details regarding the operation and governance of the Company. If there is any conflict between this Charter and the Constitution, the Constitution prevails.

NGS is governed by a voluntary, independent Board of Directors that provides strategic oversight, ensures accountability, and acts in accordance with the Company's constitution and regulatory requirements.

2 Purpose

This Charter sets out the responsibilities of the Board in governing the School. The Board's primary purpose is to provide strategic leadership, ensure accountability, ensure a high level of governance of operations and safeguard the mission and values of the School.

The purpose of this Charter is to document:

- a. The role, responsibilities and principles for the operation of the Board of Directors;
- b. Expectations on individual Directors of the company;
- c. The creation of and expectations for Committees of the Board; and
- d. The role and responsibilities of the Head of School and Executive as distinct from the Board.

3 Roles and responsibilities

3.1 Role of the Board

The role of the Board is to:

- a. uphold the School's ethos, values, and mission;
- b. establish and continually review the strategic direction and long-term planning of the School and execute such strategy and plans;
- c. ensure prudent financial management, risk oversight, and regulatory compliance;
- d. appoint, support, and evaluate the performance of the Head of School and Executive;

- e. partner with the Executive to develop and review policies that guide the operation of the School;
- f. engage with stakeholders;
- g. maintain effective governance structures that promote growth and sustainability; and
- h. succession plan for the Board.

The Board's role is to govern NGS rather than to manage it. The Board has overall responsibility for ensuring the School is well-managed and its operations are successful.

The Head of School is responsible for the day-to day management of the school to achieve the strategic goals set by the Board and subject to specified delegations of authority approved by the Board.

3.2 Responsibilities of the Board

The Board is responsible for:

- a. setting the vision, values and strategic direction of the School, including approving and periodically reviewing the strategic plan;
- b. approving the education and business goals, objectives and strategy;
- c. overseeing management's implementation of the strategic plan and monitoring the School's educational outcomes, financial position and performance generally;
- d. ensuring the School meets its legal obligations;
- e. appointing the Head of School and determining the terms and conditions of appointment, including the remuneration package;
- f. agreeing individual Key Performance Indicators (KPIs) for the Head of School and performance targets for the operation of the School, and regularly assessing the performance of the Head of School;
- g. removing a Head of School if and when required and determining the appropriate procedures for such action;
- h. approving key financial matters such as operating budgets, major capital expenditure, delegations of authority and tuition fees;
- i. overseeing the integrity of the School's accounting and corporate reporting systems, including the external audit;
- j. ensuring the School has an appropriate risk management framework in place, and setting the risk appetite within which the Board expects management to operate;
- k. approving the establishment and membership of committees of the Board (**Committees**), dissolving Committees as appropriate and monitoring performance of such Committees;
- l. approving the Charters of the Board and its Committees, and reviewing the Charters at least annually;
- m. monitoring the effectiveness of the School's governance practices, including evaluation of the Board, its Directors and committees;
- n. ensuring appropriate communications strategy of the School and engaging with key stakeholders, including parents, students, staff and alumni;
- o. ensuring the Board and its Directors meet ongoing professional development and governance standards as required by law and best practice; and
- p. ensuring appropriate succession planning is in place for the Board membership, including annual assessment of the Board's performance and skill matrix to maintain strong and effective governance.

3.3 Responsibilities of Individual Directors

The Directors must comply with their duties as directors under legislation and the common law and the Constitution 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 that individual was a director of the Company and in accordance with the Constitution;
- b. to act honestly and in good faith in the best interests of the Company and to further the charitable Object 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 and appropriately manage any actual, potential or perceived conflicts of interest;
- f. ensure the School's financial affairs are managed in a responsible manner;
- g. not allow the School to trade or operate while insolvent;
- h. uphold and model the School's values and Code of Conduct;
- i. dedicate sufficient time and attention, including regular participation in Board and Committee meetings, and attend school and stakeholder to effectively perform their responsibilities; and
- j. undertake ongoing governance training and professional development as required by law and best practice.

Each year, all Directors must sign a statutory declaration that he/she is 'a fit and proper person' as required under the *Education Act 1990 (s47(1)(b))*, together with a conflict of interest declaration and Code of Conduct.

Directors must also obtain and maintain a current Working with Children Check clearance and meet the required Independent Schools NSW and other professional learning requirements.

3.4 Role of the Chair

The Chair of the Board must be an independent non-executive Director and will be appointed by the Board. The Chair provides leadership to the Board, ensuring it operates effectively, upholds the highest standards of governance, and works cohesively as a team. The detailed role and responsibilities of the Chair are outlined in the Position Description (as amended from time to time).

The Chair is responsible for:

- a. fostering a culture of integrity, respect, and collaboration within the Board;
- b. leading the Board to ensure decisions are based in the best interest of the school and students to ensure compliance with legal obligations and to maintain Board independence;
- c. ensuring the Board is well-informed and equipped with accurate and timely information to support effective decision-making;
- d. enabling all Directors to contribute fully by encouraging open discussion, constructive challenge, and the expression of diverse views;
- e. facilitating the development of clear collective decisions and strategic direction;
- f. maintaining a constructive and professional relationship with the Head of School and key stakeholders;
- g. ensuring the Board has an appropriate mix of qualifications, skills and experience to effectively govern a non-government school;
- h. ensuring appropriate processes are in place to ensure that Board and Committee members are of good character and meet the fit and proper requirement as a 'responsible person' under NSW and Commonwealth legislation.

In the absence of the Chair, the Deputy Chair will act as Chair. In the absence of both the Chair and the Deputy Chair, the Board will appoint an alternative Chair.

3.5 Role of the Deputy Chair

The Board may appoint a non-executive Director as Deputy Chair. The Deputy Chair will be appointed by the Board following a transparent nomination and selection process. The Deputy Chair supports the Chair in the performance of their duties and provides leadership to the Board in the Chair's absence. In the absence of both the Chair and the Deputy Chair, the Board will appoint another Director to act as Chair. The Deputy Chair of the Board will be appointed by the Board through a nomination and voting process in accordance with the Constitution.

The Deputy Chair should demonstrate strong governance skills and leadership, fostering collaboration and ensuring the effective functioning of the Board in support of the Chair. The detailed responsibilities of the Deputy Chair are outlined in the Position Description (as amended from time to time).

3.6 Role of the Company Secretary

The Company Secretary is appointed by, and is accountable to, the Board. The Company Secretary may be a member of the Executive. The Board may remove the Company Secretary. The Company Secretary is responsible for:

- a. advising the Board, Directors and Committees on all governance and procedural matters and assisting the Board as required to effectively carry out its responsibilities;
- b. in consultation with the Board, developing, implementing and maintaining governance policies, processes and systems and ensuring they reflect current legislative and regulatory requirements;
- c. supporting the effectiveness of the Board by coordinating the timely completion and dispatch of Board agendas, briefing papers and minutes, and ensuring appropriate recording of out-of-session decisions;
- d. drafting minutes and maintaining records of Board and Committee meetings;
- e. ensuring the compliance requirements of the Board are met, including keeping all registers and records required by the Constitution, the *Corporations Act 2001*, and regulatory bodies including NESA;
- f. ensuring compliance with the Constitution and this Charter, and other relevant governance documents;
- g. obtaining legal advice or other professional advice at the request of the Board;
- h. providing proactive support for and advice to the Chair and the Board on managing conflicts of interest (and potential conflicts of interest) within the Board, in accordance with Board approved policies;
- i. maintaining a register of Members;
- j. advising on best practice in governance, promoting high standards of ethical behaviour and championing the compliance framework to safeguard the integrity of the organisation;
- k. facilitating induction and ongoing governance training for Directors to support compliance with sector standards (including Independent Schools NSW and NESA requirements); and
- l. acting as a central point of communication between the Board, Committees, and senior management to support the effective flow of information

3.7 Role and responsibilities of the Head of School

As the Chief Executive Officer, the role of the Head of School is to implement the strategic objectives and plans approved by the Board and to operate the School within the risk appetite, governance processes and delegations as set by the Board. The Head of School is responsible for managing the day-to-day operation of the School.

The specific responsibilities of the Head of School include, but are not limited to:

- a. working with the Board to develop, implement and monitor the School's strategic plan, financial plans and the annual operating budget and business objectives;
- b. planning, implementing and monitoring all major capital expenditure and capital management within the delegated authorities approved by the Board from time to time;
- c. ensuring the powers delegated by the Board are exercised in a responsible and competent manner by the Executive and School, and referring all matters and risks outside the delegated authority to the Board for approval/advice;
- d. overseeing the preparation of accurate, timely and comprehensive financial reports, and all other material reporting and external communications by the School;
- e. developing, implementing and monitoring the School's risk management framework and ensuring risks are proactively identified, assessed and mitigated;
- f. consulting with the Chair and the Company Secretary to establish agendas for Board meetings;
- g. providing the Board with accurate, timely and clear information to enable the Board to perform its responsibilities, support decision-making and effective governance;
- h. keeping the Chair fully informed of all material matters relevant to the Board;
- i. acting as the primary channel of communication and point of contact between senior executives and the Board;
- j. managing the recruitment, development, performance and succession planning of senior executives and staff of the School;
- k. providing strong and visible leadership to staff and students and ensuring the effective management of the School;
- l. ensuring the School operations reflect the interests of key stakeholder including employees, students, parents and the broader community and are conducted in an environmentally and socially responsible manner;
- m. managing the daily operations of the School efficiently and effectively to ensure high standards of teaching, learning, and student wellbeing and good communication with stakeholders;
- n. upholding the School's values, mission, and reputation, and representing the School positively in the wider community;
- o. meeting the KPIs as agreed with the Board each year.

The performance of the Head of School will be formally reviewed by the Board on an annual basis against agreed strategic, financial and operational KPIs and objectives. This process ensures accountability, supports continuous improvement, and aligns the Head of School's performance with the long-term interests of the School. The Board will also work with the Head of School to ensure effective succession planning is in place for key leadership roles, safeguarding the continuity and stability of the School's operations.

4 Board Processes

4.1 Size and Composition

The Board is responsible for determining the size and composition of the Board, subject to the Constitution.

Collectively, the Board requires a broad range of financial, legal, governance and other skills, experience and knowledge to set the strategic direction of the School. The Board will determine and regularly review the composition of the Board having regard to the optimum number, diversity, independence, skill mix and personal attributes of directors. For reasons of independence, the Board shall aim to include at least one non-executive Director who does not have children or grandchildren enrolled at the School.

The Board is also responsible for appointing a Chair, filling casual vacancies on the Board, and managing the succession of Board members.

4.2 Meetings

The Board will meet as often as the Chair and/or Directors consider necessary to fulfil their duties and meet the demands of the business. Board meetings will normally be held ten times per year at venues, dates and times agreed in advance. Board meetings are typically held in the Boardroom of NGS and/or online on the fourth Tuesday of each month (February to November inclusive), commencing at 5.30pm. Changes to this schedule may occur and/or additional meetings may be scheduled as required.

Urgent matters requiring Board approval between scheduled meetings may be dealt with by way of a circular resolution (out-of-session meeting) in accordance with the Constitution. If the circulating resolution is not signed by all Directors approving the action, the item for consideration may be deferred to the next Board meeting.

Board papers containing the agenda and briefing materials will be distributed to each director for each Board meeting in sufficient time to enable directors to properly consider the agenda and briefing materials. This will normally be at least five days before the meeting.

The Chair will generally set the agenda for Board meetings in consultation with the Head of School, although any director may request the inclusion of specific items. Each director should be familiar with the agenda for each meeting, have carefully reviewed all materials distributed in advance of the meeting, and be prepared to participate meaningfully in the meeting and to discuss all scheduled items of business. At any Board meeting each Director is free to raise matters that are not on the agenda for that meeting.

Senior members of management and external auditors may be invited to attend any Board meeting or part of any meeting as required.

4.3 Board Calendar

The Board will maintain a 'board calendar' (or forward program) whereby important and recurring governance matters are assigned to particular Board or Committee meetings, including approval of annual operating and capital budgets, approval of annual financial statements, a Board strategy session, and Head of School performance and remuneration review.

4.4 Quorum and Voting

As provided in the Constitution, a quorum for meetings of Directors is three directors. The quorum must be present at all times during the meeting.

It is expected that each Director will make every effort to attend each Board meeting and each meeting of any Board Committee on which he/she sits. Attendance in person is preferred but attendance by teleconference or videoconference is permitted if necessary.

Matters will generally be decided by consensus or, if a consensus can't be reached, by a majority of votes from the members present. In the event a Board Director repeatedly fails to attend Board and Committee meetings or is not actively participating in the Board as required by the Constitution and this Charter, this may be grounds for removal of the Director in accordance with the Constitution and this Charter.

4.5 Minutes

The Company Secretary (or his or her authorised delegate) will take formal minutes of all Board and Committee meetings and will distribute a copy of the minutes to all Directors once the Chair has given preliminary approval.

4.6 Board Committees

The Board may establish Board Committees to assist it in carrying out its responsibilities. The Board will appoint the members of each Committee and the Chair

of each Committee. Each Committee must be comprised of the individuals the Board considers best suited to fulfil the role of each Committee. Each Committee must act in accordance with a charter approved by the Board setting out matters relevant to the composition, responsibilities, authority and reporting of the committee, and such other matters as the Board considers appropriate. Board Committees may only act within the prescribed limits of authority delegated by the full Board. Committees must include three Directors and can include non-members who have the expertise in the applicable field. The Board will receive copies of minutes of Committee meetings.

The Board has established the following Board committees:

Name	Role
Audit, Finance and Risk Committee	To assist in the oversight of financial and operational controls and risk management systems
Corporate Governance Committee	To ensure an effective governance framework, evaluate the Head of School's performance and recommend on Director nominations
Property Development Committee	Develop and manage the school property and facilities to meet the changing needs of the school and oversees associated projects.
Equity Scholarship Committee	Oversee the distribution Newcastle Grammar School Scholarship Fund and provide independent advice to the NGS Board, as the Trustee of the Fund

The Board may establish issue-specific Committees from time to time to consider matters of special significance (eg masterplanning).

The Board has the ability to disband a Committee if the Committee is no longer required.

4.7 Confidentiality

All proceedings of the Board and its Committees are strictly confidential. Each Director must maintain the confidentiality of information received in connection with his/her service as a Director. In accordance with the Constitution, every Director and other agent or officer of the Company must keep confidential all aspects of all business 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.

4.8 Conflicts of Interest

Directors must ensure that any decision or action they make or endorse does not conflict with their duty to the School or have the effect of placing the Director's personal interests above the interests of the School.

Each Director is required to declare all actual, perceived or potential conflicts of interest. A register of annual declarations must be maintained by the Company Secretary, and any conflicts identified with regard to agenda items at a Board meeting shall be recorded in the meeting minutes.

Directors may not vote on any matter that may give rise to a conflict of interest.

The Chair or Deputy Chair can excuse any Director from discussions if there is a conflict of interest.

4.9 Meetings of Non-executive Directors

The non-executive directors will meet alone without Executive Directors or representatives of Executive Management present at least once a year or as required.

4.10 Access to Company Information

A record of Board submissions and papers, and of material presented to the Board, is maintained and held by the Company Secretary together with minutes of each meeting. These documents are held on a SharePoint site and are accessible to Directors.

4.11 Access to Independent Professional Advice

The Board may access independent professional advice at any time. Individual Directors have the right to seek independent professional advice at the expense of the School, subject to the prior approval of the Chair and within the delegation schedule guidelines, which shall not be unreasonably withheld. The Chair may determine whether any such advice received by a Director will be circulated to the Board.

5 Board Effectiveness

5.1 Directors Protection

Directors are entitled to information relevant to the School and to be protected against the specific risks of being a Director.

The School shall maintain Directors' and Officers' Liability Insurance and provide each Director with a copy of the policy. It will maintain each Director's insurance indefinitely.

5.2 Director Selection

One of the roles of the Corporate Governance Committee is to review and make recommendations to the Board on the selection process and nominations for new Directors.

The balance of skills, knowledge, experience, independence and diversity on the Board shall be periodically reviewed by the Board to meet its current needs and future challenges. The desired skill mix may include strategic expertise, accounting and finance, corporate governance, legal, risk management, managing people and achieving change, improving business performance, and understanding of the education sector.

Directors must also be team players, able to commit sufficient time to meet their obligations and demonstrate personal qualities such as integrity and the capacity for independent thinking and collegial decision-making.

5.3 Director Remuneration

Directors do not receive any remuneration, they provide their services on a voluntary basis (this is a requirement under s83C of the *Education Act 1990*).

5.4 Director Induction

Induction for new Directors will include an outline of the School's financial, strategic, operational and risk position; Directors' rights, duties and responsibilities; the roles and responsibility of senior management; and the role of Board Committees. The induction program will include an opportunity to inspect the School's buildings, grounds and facilities.

Documents to be provided to new Directors as part of the induction program include the most recent audited annual financial statements, the Constitution, Board and Committee Charters, Strategic Plan, Delegations Schedule, legal compliance and risk management frameworks, Code of Conduct and minutes of recent Board meetings.

At the time of induction, new Directors will be required to sign a statutory declaration that he/she is 'a fit and proper person' as required under the *Education Act 1990* (s

47(1)(b)), together with a conflict of interest declaration and confidentiality undertaking. They must also obtain a Working with Children Check clearance.

5.5 Director Development

The NSW Education Standards Authority (**NESA**) mandates that each Director (as a 'responsible person' for a registered non-government school) must complete a minimum of twelve hours of professional learning with regard to governance issues over each three-year period from the time of commencement as a 'responsible person', to be delivered by a NESA-approved training provider.

Directors will be assisted by the School to fulfil their professional learning in a variety of ways, which may include opportunities to update and enhance their skills and knowledge through the resources of the Independent Schools NSW, via on-line governance training modules and attendance at the Independent Schools NSW Governance Symposium held each year.

Directors are also encouraged to complete formal training through the Australian Institute of Company Directors (**AICD**) if they do not already hold an equivalent qualification and/or experience. The School may provide assistance to undertake the Company Directors Course, subject to Board approval on a case-by-case basis. Directors must obtain a Director Identification Number from AICD.

5.6 Board Performance and Evaluation

The Board shall review its performance annually, with particular attention being paid to the extent to which it has met its responsibilities in terms of this Charter and its effectiveness in focusing on matters of strategic importance for the School.

The Board recognises that the ongoing development and improvement of its own performance is a crucial input to effective governance. As a result, the Board will undertake regular evaluations of the effectiveness of the Board, its Committees and Directors.

The Board will approve the process for undertaking the evaluation and may engage an independent expert to facilitate the process.

5.7 Removal of a Director

The Board may remove a Director if, in the opinion of the Board, the Director has vacated the office of Director, is no longer capable of performing their duties, or if the director fails to participate in the Board, is no longer meeting the requirements of the Constitution or this Charter or other material concerns. The Board may by ordinary resolution vote for the removal of the Director from the Board in accordance with the Constitution and provide written notice of such decision to the Director.

For example, the office of a Director may be vacated if that Director:

- a. dies;
- b. resigns by notice to the Company;
- c. is removed by resolution of the Members at a general meeting;
- d. becomes bankrupt or, as the debtor, becomes a party to a personal insolvency agreement;
- e. becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under the law relating to mental health;
- f. is absent from three consecutive meetings of the Board without leave of the Board which may be granted before or after any absence;
- g. ceases to be a Member of the Company;
- h. ceases to hold a current Working With Children Check clearance;
- i. is found guilty of any offence punishable under the criminal or company law of any country or the law of any country relating to not-for-profit entities, charities or trusts; or
- j. otherwise ceases to be, or becomes prohibited from being, a director by virtue of the Corporations Act or the Australian Charities and Not-For-Profits Commission Act.

5.8 Review of the Board Charter

The Board will review this Charter at least once every year.

Approved: 27th March 2018
Last reviewed: 11 November 2021
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Next Review: December 2026