

**TERMS OF REFERENCE
SHENTON COLLEGE BOARD
2018 Version 1 (Adopted by Board on 22 October 2018)**

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1 Name of Board

The name of the Board is Shenton College Board.

2 Definitions

In these rules, unless the contrary intention appears-

- “Annual public meeting” is the annual meeting in which the Board presents to the school community an annual report based on the Board’s functions (**SER r.117**).
- “Board” means the council established in **SEA s.125** and referred to in rule 1.
- “Director General¹” means the chief executive officer of the Department of Education as defined in **SEA s.229**.
- “Ordinary meeting” means a meeting held by determination of the Board (**SER r.115(1)**).
- “Parent” in relation to a child, means a person who at law has responsibility –
 - For the long term care, welfare and development of the child; or
 - For the day to day care, welfare and development of the child (**SEA s.4**).
- “PCA” means **Parliamentary Commissioner Act 1971**.
- “Minister” means a body corporate with the name “Minister for Education” (**SEA s.214(1)**).
- “SEA” means **School Education Act 1999**.
- “SER” means **School Education Regulations 2000**.
- “Special meeting” means a meeting of the Board called for by written notice to the chairperson by parents of students at the school for a specific purpose (**SER r.118**).
- “Student” means a person who is enrolled at the school (**SEA s.4**).
- “Terms of Reference” means these rules that will apply to the Board and members.

3 Purpose of Board

3.1

The Board is formed with the fundamental purpose of enabling parents and members of the community to engage in activities that are in the best interests of students and will enhance the education provided by the school.

¹ All but one of the functions of the Director General mentioned henceforth have been delegated from the Director General to the Deputy Director General, Public Schools, under the current delegation instruments.

4 Functions of the Board

4.1

The Board has the following functions:

To take part in:

- a) establishing and reviewing from time to time, the school's objectives, priorities and general policy directions **(SEA s.128(a)(i))**;
- b) the planning of financial arrangements necessary to fund those objectives, priorities and directions **(SEA s.128(a)(ii))**;²
- c) evaluating the school's performance in achieving them **(SEA s.128(a)(iii))**; and
- d) formulating codes of conduct for students at the school **(SEA s.128(c))**.

4.2

With the approval of the Director General to:

- a) take part in the selection of, but not the appointment of, the school principal or any other member of the teaching staff **(SEA s.129(2))**³.

4.3

To approve:

- a) of a charge or contribution determined by the principal for the provision of certain materials, services and facilities **(SEA s.99(4))**;
- b) of the costs determined by the principal to be paid for participation in an extra cost optional component of the school's educational program **(SEA s.100(3))**;
- c) of the items determined by the principal to be supplied by a student for the student's personal use in the school's educational program **(SEA s.108(2))**; and
- d) of an agreement or arrangement for advertising or sponsorship in relation to a government school **(SEA s.216(5))**.

4.4

To determine in consultation with students, their parents and staff a dress code for students when they are attending or representing the school **(SEA s.128(d))**.

4.5

To provide advice to the principal of the school on:

- a) a general policy concerning the use in school activities of prayers, songs and material based on religious, spiritual or moral values being used in a school activity as part of religious education **(SEA s.70)**; and
- b) allowing time for the special religious education of students in the school, but the total number of hours so allowed in a school year is not to exceed 40 **(SEA s.69(2))**.

² The principal submits the school's budget to the Board for noting and inclusion in the school development plan. School boards note major revisions to the budget, which have an impact on the original programs and priorities (Section 5.1.4 Department of Education's *Financial Management in Schools Finance and Accounting* policy)

³ An Independent Public School board takes part in the selection of, but not the appointment of, the school principal. An Independent Public School board may apply to the Director General or delegate to take part in the selection of, but not the appointment, of any other member of the teaching staff. Where the school is an Independent Public School, the Director General's delegate is the school Principal.

4.6

To promote the school in the community (**SEA s.128(b)**).

4.7

To note the school's Funding Agreement (with Schedules).

4.8

To do all things necessary or convenient to be done for or in connection with the carrying out of its functions (**SEA s.133**), including but not limited to:

- a) assessing sources of additional funds and the framework within which those funds can be collected, preserved and expended, for the benefit of the school and its students;
- b) advocating for the school in the community; and
- c) leveraging relationships with individuals and organisations within the community to effect the school's objectives, priorities and policy directions.

5 Limits of Functions

5.1

The Board cannot:

- a) intervene in the control or management of a school (**SEA s.132(a)**);
- b) intervene in the educational instruction of students (**SEA s.132(b)**);
- c) exercise authority over teaching staff or other persons employed at the school (**SEA s.132(c)**); or
- d) performance manage the principal or any other Department of Education employee (**SEA 132(c)**);
- e) intervene in the management or operation of a school fund (**SEA s.132(d)**); and
- f) purchase property (**SEA 131**);

5.2

The Board is not permitted to borrow money, or obtain funds for the school.

5.3

The Director General may give directions in writing to the Board with respect to the performance of its functions, either generally or in relation to a particular matter, and the Board is to give effect to any such direction (**SEA s.135(1)(2)**).

6 Qualifications for membership of Board

6.1

Membership of the Board will be drawn from the following categories:

- a) parents of students at the school (**SEA s.127(1)(a)**);
- b) members of the general community (**SEA s.127(1)(b)**);
- c) staff of the school (**SEA s.127(1)(c)**);
- d) the principal is automatically a member of the Board (**SEA s.127(2)**);
and
- e) students 15 years and over (**SEA s.127(1)(d)**) and (**SER r.105(1)(2)**).

6.2

Staff who are also parents or community members will only serve on the Board in their capacity as a Department of Education employee. Such a person will only be on the Board in the category of staff membership **(SEA s.127(3))**.

6.3

The number of members of the Board will be 13.

6.4

The Board will determine its composition:

- a) having regard to the nature of the student population of the school and the social, cultural, lingual, economic or geographic factors that may be relevant to the school **(SER r.107(1)(a)(i))**;
- b) having regard to the functions of the Board and any changes in those functions **(SER r.107(1)(a)(ii))**; and

6.5

The composition of the Board will be:

- a) 5 members of the general community, including:
 - 1) If the Parents & Carers Association's nominee is not elected to the Board as a parent, that nominee;
 - 2) At least 1 person chosen from the tertiary education sector; and
 - 3) (If applicable) a member of another association of the school referred to in SEA s.149 in relation to the school or group of schools that the school belongs **(SER r.107(1)(b)(i)(ii)(iii)(iv))**;
- b) The principal and 3 elected staff of the school;
- c) 2 elected parents; and
- d) 2 students over 15 years of age, being the elected head boy and head girl in each year.

6.6

Parents and members of the general community will form the majority of the members of the Board **(SEA s.127(4))**; and at least one of this majority will be a parent member **(SER r.107(2))**.

6.7

The Board may co-opt a member of the local community to be a member of the Board for such period, or in relation to such matters, as determined by the Board where that person's experience, skills or qualifications would enable him or her to make a contribution to the Board's functions **(SER r.112)**.

6.8

Students at the school who are not members may attend Board meetings and take part in discussions, but without having a right to vote or being counted in determining a quorum **(SEA s.140(b))**.

6.9

Board members will serve a maximum term of 3 years, and may be reappointed. Appointments and elections are to be managed by the Board and the Principal in a way which ensures that:

- a) at least 4 Board members' terms expire in each year;
- b) no more than 1 elected member of staff's term expires in a particular year; and
- c) no more than 1 elected parent's term expires in a particular year.

7 Roles of Office Bearers

7.1

Chairperson

The role of the chairperson is to:

- a) work in partnership with the Principal;
- b) ensure a wide variety of people are considered for membership and that members are representative of the school community, for example gender, social, cultural, lingual, economic or geographic factors relevant to the school;
- c) chair and convene Board meetings **(SER r.115(2))**;
- d) ensure minutes of meetings are taken and reviewed;
- e) provide leadership to the Board;
- f) manage the business of the Board;
- g) declare the result of decisions and motions;
- h) uphold Board decisions;
- i) work with the Principal to induct members;
- j) ensure the Board stays focused on supporting the school to achieve the best outcomes for students;
- k) prepare and present an annual report to members and the school community at annual public meetings **(SER r.117(c))**;
- l) comply with any directions of the Board in relation to the venue and time of meeting and giving notice of the meeting **(SER r.115(2))**;
- m) resolve disputes as required;
- n) represent the school in the community and at formal functions; and
- o) facilitate mediation meetings as required.

7.2

Secretary⁴

Where there is such a position, the role of the secretary is to:

- a) co-ordinate the correspondence of the Board;
- b) ensure that full and correct minutes of the meetings and proceedings of the Board are kept in a minute book and are signed off by the chairperson after every meeting;
- c) serve formal notice to Board members and the community at the direction of the chairperson, for:
 - i. ordinary, special and annual public meetings; and
 - ii. motions;
- d) keep and maintain in an up to date condition a register of the members of the Board and their postal and residential addresses;
- e) keep a list of nominees of members of the general community that may be appointed to the Board in the category of general community membership **(SER r.108(2)(b))**;
- f) keep and maintain this Terms of Reference and have copies of this Terms of Reference available to all members;
- g) ensure every member has access to inspect the records and documents of the Board;
- h) have custody of all books, documents, records and registers of the Board; and
- i) have custody of all other records held by the Board.

⁴ Schools may provide support to the Board through the school support staff who may undertake the role of the secretary.

Guideline

In regards to the secretary's record keeping role (h) (secretary) it may be useful to have two custodians of the records and documents of the Board, in the event that the first custodian is unavailable.

7.3

A member may at any reasonable time inspect the books, documents, records and securities of the Board. Members may make a copy of or take an extract, but have no right to remove the books, documents, records or registers of the Board.

8 Elections and appointment of members

8.1

Members of the Board are appointed for a term not exceeding three years **(SER r.110(1)(a))**.

8.2

Members may be reappointed for a further term once or more than once **(SER r.110(1)(b))**.

8.3

The Parents and Citizens' Association may nominate one of its members to be considered for membership of the Board in the membership category of parents or general community members as is relevant to the nominee **(SER r.107(3))**.

8.4

Any member appointed or elected to a casual vacancy on the Board will hold office for the residual period of the predecessor's term of office **(SER r.110(2))**.

8.5

The chairperson is elected by and from its membership **(SEA s.127(6))**.

Guideline

It is good practice for the Council to review on an annual basis, for example at the first meeting of the year, who will undertake the role of Chair.

8.6

The principal of the school will invite nominations from all persons in each category to fill vacancies in the Board membership **(SER r.108(1))**.

Guideline

*People who are eligible to nominate for a category are also eligible to vote for that category. That is, only parents vote for the parent members, only students vote for the student members and only staff vote for the staff members. **(SER r.109)** Each parent whose name and address has been provided to the school at the time of the application for enrolment is eligible to nominate and is to be provided with the opportunity to vote where an election is to be held. **(SER r.109)** For example, where a parent position becomes vacant on a Council of a secondary school in Term 4, all parents are to be provided with the opportunity to nominate (and vote if an election is to be held). This would include the parents of Year 6 students whose enrolment has been accepted for the following year.*

8.7

If there are more nominees than places available on the Board:

- a) the principal will conduct an election to appoint parents, staff and students (**SER r.108(2)(a)(c)(d)**); and
- b) in the category 'community members' the choice of nominee will be decided by the Board rather than by election (**SER r.108(2)(b)**).

8.8

Only those people eligible for a position are eligible to vote for representatives for that position (**SER r.109(1)(2)(3)(4)(5)**).

8.9

Parent members are to be elected from and by parents (**SER r.108(2)(a)**).

Parents eligible to vote are:

- a) each parent whose name and address has been provided to the school **SEA s.16(1)(b)(ii)(i) (SER r.109(1)(a))**; or
- b) if neither parent's name and address has been so provided in relation to a particular student, each person who is responsible for the student (**SER r.109(1)(b)**).

8.9.1

Students aged 15 years and over, or students who will reach the age of 15 years during the calendar year, are to be elected from and by other students (**SER r.108(2)(d)**).

Students eligible to vote for student members are each student:

- a) enrolled at the school at the date of the notice of the election (**SER r.109(4)(a)**); and
- b) who is 15 years of age, or who will reach 15 years of age during the calendar year (**SER r.109(4)(b)**).

8.10

Staff members are to be elected from and by the staff of the school (**SER r.108(2)(c)**). Staff members who are eligible to vote are each person who is employed at the school under **SEA s.235(1)**, and whose usual place of work is at the school (**SER r.109(3)**).

8.11

There will not be an election to appoint community members. The Board may appoint suitably qualified persons from the list of nominees by vote in a meeting (**SER r.108(2)(b)**).

8.12

There will not be an election to appoint co-opted members. The Board will appoint a person of the local community having such skills, experience, or qualifications as would enable the person to make a contribution to the Board's functions for a specified time period (**SER r.112**).

8.13

A person will not vote in respect of more than one category of membership of the Board (**SER r.109(5)**).

8.14

Voting in Board elections will be conducted in written form (as opposed to a show of hands).

8.15

The school principal is responsible for the proper conduct of all elections (**SER r.108(2)**).

8.16

A person who wishes to nominate to serve on the Board will notify the school principal in writing using the prescribed nomination form by the due date in order to be considered. The principal will keep a record of nominations received.

8.17

Appointments to the Board will not be made until after a Screening Clearance Number has been issued by the Department of Education's Screening Unit (as is applicable to the membership category).⁵

9 Board meetings and proceedings

9.1

The Board must meet together to undertake Board functions for not less than 6 Ordinary meetings in each year.⁶

9.2

[Left intentionally blank]

9.3

The chairperson will give to the school community not less than 14 days formal notice of an Ordinary meeting.

9.4

Publication on the Shenton College website of the dates of Ordinary meetings of the Board shall be treated as formal notice.

9.5

Annual public meeting

- a) "Annual public meeting" is the meeting held once in every calendar year that is open to the public (**SER r.117(a)**).
- b) An annual report will be presented at the meeting to advise the school community of the performance of the Board in relation to its functions since the previous annual public meeting (**SER r.117(c)**).

9.6

The chairperson will give to all members and parents not less than 14 days formal notice of an annual public meeting (**SER r.117(b)**).

⁵ *Criminal History Screening policy and procedures and School Councils and Boards policy and procedures*

⁶ School Compliance Program, Schools Resourcing and Support, Department of Education requires a minimum of 2 Ordinary meetings

Guideline

It would be useful to specify in the formal notice –

- a) *When and where the annual public meeting is to be held;*
- b) *The agenda, for example -*
 - i. *first, the consideration of the annual report of the school council;*
 - ii. *second, any other business requiring consideration by the school council at the annual public meeting.*

9.7

A special meeting:

- a) Is a meeting called for by families of students at the school for a particular purpose **(SER r.118)**.
- b) will be held by determination of the Board **(SER r.115(1))**; or
- c) will be called for by:
 - i. at least 20 families of students at the school **(SER r.118(1)(b)(i))**;
or
 - ii. at least half the number of families of students at the school, whichever is the lesser number of families, **(SER r.118(1)(b)(ii))**;
and
 - iii. a formal notice to the chairperson, which will state the purpose for which the special meeting concerned is required; and be signed by the families who called for the special meeting.

9.8

The chairperson is not to convene a special meeting if the purposes of the proposed meeting are not relevant to the Board's functions **(SER r.118(3))**.

9.9

A special meeting is to deal only with matters relevant to the purposes set out in the notice received by the chairperson **(SER r.118(4))**.

9.10

The chairperson will give to all members and the school community not less than 14 days formal notice of a special meeting.

9.11

The chairperson will convene the special meeting within 30 days of receiving the request in writing.

9.12

The chairperson may, with the consent of a meeting at which a quorum is present, and must, if so directed by such a meeting, adjourn that meeting from time to time and from place to place.

9.13

No business will be transacted at an adjourned meeting other than business left unfinished or on the agenda at the time when the meeting was adjourned.

9.14

When a meeting is adjourned for a period of 30 days or more, the chairperson will give formal notice of the adjourned meeting as if that meeting were a fresh meeting.

9.15

The Board will agree on the manner that the secretary will communicate notice of ordinary, special and annual public meetings to members and the school community.

9.16

Meetings for the Board and the Parents and Citizens' Association are to be held separately.

9.17

Subject to this Terms of Reference, the Board will determine its own procedures **(SEA s.136)**.

10 Quorum at Board meetings

10.1

At a meeting 60_per cent of members present in person at a Board meeting constitute a quorum.

10.2

If within 30 minutes after the time specified for the holding of a meeting of which formal notice has been given:

- a) a quorum is not present, the meeting lapses and will be rescheduled;
or
- b) otherwise than as a result of a request, notice or action, the meeting stands adjourned until such time as the Board agrees to reconvene the meeting.

10.3

If within 30 minutes of the time for the resumption of adjourned meeting a quorum is not present, the members who are present in person may nevertheless proceed with the business of the meeting as if a quorum were present.

11 Motions at Board meetings

11.1

A motion may be moved by a member with full voting rights, and voted on by a member with full voting rights, at an ordinary meeting, special meeting, or annual public meeting.

11.2

The chairperson will be given 4 business days notice of a motion to be proposed at a meeting.

11.3

The chairperson will give 2 business days formal notice to members that a motion will be proposed at a meeting.

11.4

The Board will agree on the manner that the secretary will communicate notice of motions to members and the school community.

12 Resolutions at Board meetings

12.1

Each Board member is entitled to one vote only **(SER r.119(3))**.

12.2

A co-opted Board member is not entitled to a vote **(SEA s.140(a))**.

12.3

Students attending Board meetings that are not members do not have a right to vote or be counted in determining a quorum **(SEA s.140(b))**.

12.4

Procedures for counting of votes will be decided by show of hands, unless a private ballot is requested prior to the vote by a Board member.

12.5

Voting on issues will be recorded in the minute book.

12.6

A decision of the Board will not take effect unless it has been made by an absolute majority **(SER r.119(2))**.

12.7

An absolute majority, in relation to a Board for a school, means a majority comprising enough of the current members of the Board for their number to be more than 50 per cent of the number of offices (whether vacant or not) of members of the Board **(SER r.119(1))**.

Guideline

If a council has 15 positions then an absolute majority is 8 votes. If only 8 members attend a meeting, 8 votes are required to form an absolute majority.

12.8

A motion put to the vote:

- a) may be moved and voted on at an ordinary, special or annual public meeting; and
- b) will be decided by an absolute majority of votes.

12.9

A motion which is passed will be declared by the Chairperson as a resolution. A declaration by the Chairperson is evidence of the fact.

13 Closing an ordinary Board meeting to the public

13.1

Meetings of the Board are generally to be open to the public **(SER r.115(3))**.

Guideline

Where members of the public attend an ordinary council meeting they do so as observers.

13.2

The Board will not close to members of the public an annual public meeting or special meeting (**SER r.115(3)**).

13.3

The Board may decide to close an ordinary meeting or part of an ordinary meeting if it deals with any of the following:

- a) a matter affecting a person who is employed at the school (**SER r.116(a)**);
- b) the personal affairs of any person (**SER r.116(b)**);
- c) a contract entered into, or which may be entered into, by the Board and which relates to a matter to be discussed at the meeting (**SER r.116(c)**);
- d) legal advice obtained, or which may be obtained, by the Board and which relates to a matter to be discussed at the meeting (**SER r.116(d)**);
- e) a matter that if disclosed, would reveal:
 - i. information that has a commercial value to a person and that is held by, or is about, a person other than the Board (**SER r.116(e)(i)**); or
 - ii. information about the business, professional, commercial or financial affairs of a person and that is held by, or is about, a person other than the Board (**SER r.116(e)(ii)**); and
- f) information which is the subject of a direction given **PCA s.23(1)(a)** (**SER r.116(f)**).

13.4

A decision to close an ordinary meeting or part of an ordinary meeting and the reason for the decision are to be recorded in the minutes of the meeting (**SER r.116(2)**).

14 Disputes and Mediation

14.1

The grievance procedure set out in this rule applies to disputes under these rules between:

- a) a Board member and another member;
- b) a Board member and the principal of the school;
- c) a Board member and the chairperson; or
- d) a Board member and co-opted members.

14.2

The parties to the dispute should meet and discuss the matter in dispute, and, if possible, resolve the dispute within 14 days after the dispute comes to the attention of all parties.

14.3

If the parties are unable to resolve the dispute at the meeting, a meeting may be held in the presence of a mediator.

14.4

The mediator will be-

- a) a person chosen by agreement between the parties; or
- b) in the absence of agreement-
 - i. in the case of a dispute between a member and another member, a person appointed by the chairperson of the Board;
 - ii. in the case of a dispute between a member or relevant non-member and the Board, a person who is a mediator appointed to, or employed with, a not for profit organisation.

14.5

A member of the Board can be a mediator.

14.6

The mediator cannot be a member who is a party to the dispute.

14.7

The mediator, in conducting the mediation, will-

- a) give the parties to the mediation process every opportunity to be heard;
- b) allow due consideration by all parties of any written statement submitted by any party; and
- c) ensure that natural justice is accorded to the parties to the dispute throughout the mediation process.

14.8

The mediator will not determine the dispute.

14.9

The mediation will be confidential and without prejudice.

14.10

If the mediation process does not result in the dispute being resolved, the parties may seek advice from the Regional Executive Director.

Guideline

Councils are encouraged to adopt a Code of Conduct, review the code regularly and include the code as part of the induction for new members.

15 Cessation or termination of membership of the Board

15.1

The office of a member of the Board becomes a casual vacancy if the member:

- a) becomes ineligible to hold office as a member (**SER r.111(1)(a)**);
- b) resigns by written notice delivered to the Board (**SER r.111(1)(b)**); or
- c) is removed from office by the Director General (**SER r.111(1)(c)**).

15.2

The Board may remove a person as a member of the Board on the grounds that the person:

- a) has neglected his or her duty as a member **(SER r.111(3)(a))**;
- b) has misbehaved or is incompetent **(SER r.111(3)(b))**;
- c) is suffering from mental or physical incapacity, other than temporary illness, impairing the performance of his or her function as a member **(SER r.111(3)(c))**; or
- d) has been absent, without leave or reasonable excuse, from three consecutive meetings of which the member has had notice **(SER r.111(3)(d))**.

15.3

The Board will not remove a person as a member unless the person has been given a reasonable opportunity to show that he or she should not be removed from office **(SER r.111(4)(a))**.

15.4

A decision of the Board to remove a person from office is to be made by resolution of a majority comprising enough of the members for their number to be at least two thirds of the number of offices, whether vacant or not, of members of the Board **(SER r.111(4)(b))**.

16 Board working groups

16.1

The Board may establish working groups to give focussed attention to particular functions of the Board and to make recommendations to the Board. Any working group established by the Board:

- a. will not have any decision-making power of its own, and cannot be delegated decision-making authority by the Board
- b. may be established either as a standing working group, or as an ad hoc working group with a particular timeframe to complete its work
- c. may meet at a time and place determined by the working group and
- d. may determine its own meeting procedures.

16.2

Membership of any working group established by the Board will be determined by the Board, and may include non-Board members but must be chaired by a member of the Board. The Board chairperson and the Principal each have a standing right to attend any working group meeting.

16.3

The working group chair must:

- a. ensure that accurate minutes are taken of working group meetings;
- b. supply the minutes of each working group meeting to the Secretary to distribute to the Board in advance of the next Ordinary meeting; and
- c. be available to provide an oral report of the progress of the working group at the next Ordinary meeting of the Board.