



## Preamble

*The discovery of gold in Western Victoria and the subsequent population increase provided the impetus for Catholic laity to offer basic education for children in what was to become the diocese of Ballarat.*

*These beginnings paved the way for more formal Catholic education.*

*To assist the laity who began this ministry, bishops invited religious brothers and sisters, mostly from Ireland.*

*Generations of parents and parishioners have collaborated with clergy and religious to provide the organization for Catholic education to flourish throughout the Diocese for more than one hundred and seventy years.*

*The establishment of Diocese of Ballarat Catholic Education Limited (DOBCEL) marks the beginning of further development in this rich educational history. This initiative is grounded in a commitment to ensure consistency and professionalism of governance for parish schools and to support the continued pastoral ministry of priests in Catholic education. Under DOBCEL governance, parish schools will continue to be quality schools where strong financial management is assured. They will continue to be staffed by teachers committed to sound teaching practice who implement an effective curriculum. Above all they will continue to be safe places where children and young people can flourish.*

*The Diocesan Education Vision - as partners in Catholic education and open to God's presence, we pursue fullness of life for all - informs the entire diocesan educational endeavour including the work of DOBCEL. (from DOBCEL Constitution)*

## Company Purpose

DOBCEL is a company limited by guarantee and a registered charity established by the Bishop of the Catholic Diocese of Ballarat (the Bishop) to assume the governance and operation of Catholic schools within the diocese and to be responsible for the operation of further schools to be established by DOBCEL. These schools were previously operated in an unincorporated form by Parish Priests, associations of Parish Priests and/or the Diocese.

On 1 January 2021 DOBCEL assumed governance and operational responsibilities from Parish Priests for 56 Catholic schools across the Diocese with two further, previously incorporated, schools joining DOBCEL in 2022.

DOBCEL is governed by a Constitution with the Bishop of the Catholic Diocese of Ballarat the sole Member.

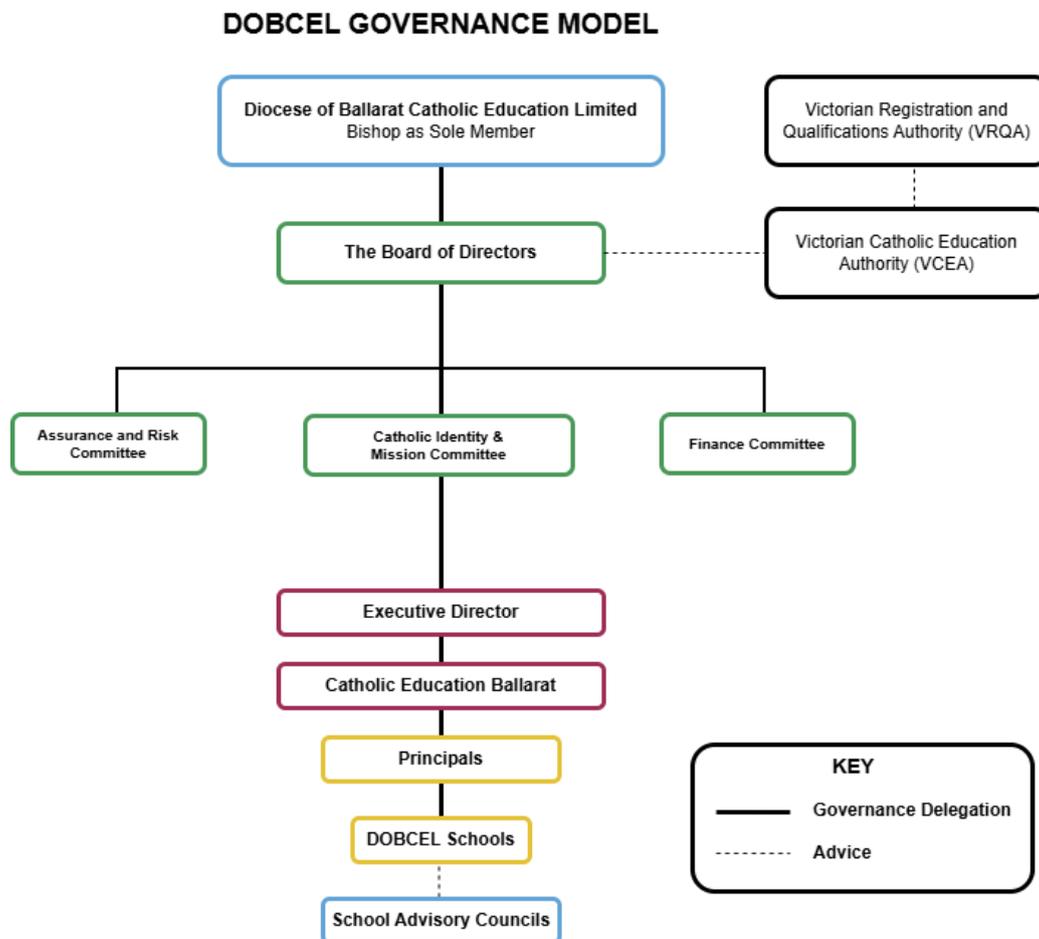
The Objects of DOBCEL

- a) are to pursue the advancement of education and religion through the operation of an effective system of Catholic education by ownership and operation of Ballarat Catholic Schools and provision of any services that are ancillary or conducive to such pursuits.
- b) must be realised always in accordance with the beliefs, traditions, practices and canonical decrees of the Church and Church Laws as determined by the Bishop.
- c) must be realised always in accordance with the Education and Training Reform Act 2006 and any other applicable Federal or State Legislation, including prioritising the care, safety and wellbeing of children and young people.

According to the Australian Institute of Company Directors, corporate governance “can be defined as the framework of rules, relationships, systems and processes within and by which authority is exercised and controlled”.

This Charter sets out the governance arrangements of DOBCEL and the principles governing the Board. It is intended to assist the Board fulfill its responsibilities under the constitution, in accordance with all Federal and State legislation and regulatory requirements and to ensure the schools it governs and operates meet the minimum standards for school regulation in Victoria.

## Governance Chart



## Board Composition

The Board shall comprise a minimum of three and a maximum of ten Directors appointed by the Bishop and shall include a Director who shall be the Delegate of the Bishop.

The Bishop shall appoint from among the Directors, the Board Chair and Deputy Chair, from time to time, and shall determine the period for which such persons are to hold office respectively as Board Chair and Deputy Chair.

No employee of DOBCEL can be a Director.

## Recruitment and Appointment of Directors

In appointing Directors, the Bishop

- a) may take into account any recommendations made by the Board;
- b) will have regard to the skills and experience of the Directors in any discipline, profession or field of knowledge which may be beneficial to DOBCEL; and
- c) will require each appointee to the office of Director to accept the mission of the Church for Catholic education in the Diocese as articulated from time to time, in accordance with Catholic Doctrine.

Each Director will hold office up to a term of four (4) years after which that Director must retire from office.

A retiring Director shall be eligible for re-appointment for one further term as determined by the Bishop.

In addition to the circumstances in which the office of Director becomes vacant by virtue of the *Corporations Act* or other provisions of the Constitution, the office of Director is vacated automatically if the Director:

- a) has been:
  - (i) disqualified from being a Responsible Entity of a Registered Entity during the preceding 12 months; or
  - (ii) suspended or removed as a Responsible Entity of a Registered Entity, under the *ACNC Act*.
- b) ceases to be a fit and proper person for the purposes of *Education and Training Reform Act 2006*.
- c) is liable to have a person appointed, under a law relating to the administration of estates of persons who through mental or physical incapacity are incapable of managing their affairs, to administer it, or becomes in the opinion of the Directors incapable of performing his or her duties;
- d) resigns by notice in writing to the Company;
- e) is absent from 3 consecutive Board meetings without the prior leave of the Board or fails to respond to 3 consecutive requests for a circulatory resolution in accordance with the Constitution.

## Board Recruitment and Skills Matrix

In appointing new Directors, the Bishop will consider the diversity (gender, age, cultural background, etc), skills, and competencies of individual directors on the Board at the time, and of the Board as a whole.

To be appointed a Director, an individual must be able to meet the criteria for a Responsible Person as defined by both the ACNC (appendix) and Victorian Regulation and Qualifications Authority (appendix).

Additionally, all Directors must-:

- read and comprehend DOBCEL's accounts, financial material presented, financial reporting requirements and understand finance
- abide by all DOBCEL policies and codes of conduct
- accept the mission of the Church for Catholic education in the Diocese as articulated from time to time by the Bishop.

To the extent possible the following skills and competencies will be represented on the Board as a whole and not necessarily in one person:

- Educational, Ecclesial and/or theological knowledge and experience
- Strategic expertise
- Accounting and financial literacy
- Legal skill
- Governance skill
- Risk management experience
- Human Resource Skills
- Information Technology and Cyber security expertise.

The Board Chair will support the Member to:

- monitor Board performance
- identify the qualities and skills required of new Directors to complement existing membership and to avoid potential gaps left by vacating Directors
- plan for the timely recruitment of new Directors.

## Director's Responsibilities

In undertaking their duties each Director will:

- engage in formation and spiritual reflection appropriate to the ministry of Catholic educational governance
- act in good faith and to the best of their ability in the interests of DOBCEL
- act with reasonable care and diligence
- not improperly use information or position for personal gain
- avoid or manage conflict of interest
- act in a financially responsible manner
- adhere to the relevant obligations of all appropriate Victorian and Australian legislation.

Directors should take steps to familiarise themselves with the duties expected of them as Directors of DOBCEL, a registered Company under the Corporations Act, and as a responsible person of a charity under the ACNC.

## Breaches of Director Responsibilities

Directors must report any perceived or actual breach of these, or any, responsibilities to the Board Chair (or, in the case of a perceived or actual breach of these responsibilities by the Board Chair, to the Bishop) as soon as is reasonably possible.

For minor or technical breaches, the Board Chair (or, in the case of a breach by the Board Chair, the Bishop) may counsel the non-compliant Director. For more significant breaches, the Board Chair must inform the Bishop, who may decide against reappointment of the non-compliant Director, or censure, suspend or expel that person.

## Commencement as a Director

To become a Director each candidate will be required to complete necessary declarations and provide the relevant information requested by the Company Secretary and will include completion of-:

- a) Code of Conduct for Directors
- b) Safeguarding Children and Young People Code of Conduct
- c) Declaration of Private Interests
- d) ACNC Declaration for Responsible Persons
- e) Details of Responsible Persons for ACNC Register
- f) Conflict of Interest declaration
- g) VRQA Fit and Proper Person Declaration
- h) Completion of mandatory reporting training
- i) Working with Children Check
- j) National Police Check
- k) Completion of PRODA (Provider Digital Access) requirements

This information must be completed before the commencement of the Directorship and maintained up to date. Should a director's interests change, it must be declared, and the documents amended accordingly.

Once a Director has been appointed by the Bishop the appointment date to the Board will be the date appointed by the Bishop.

## Payments to Directors (and Board Committee Members)

DOBCEL may make the following payments to a Director:

- a) Remuneration in an amount determined by the Bishop from time to time;
- b) Reimbursement of out-of-pocket expenses incurred on reasonable commercial terms in carrying out the duties of a Director where the amount does not exceed an amount previously approved by a resolution of the Directors;
- c) Payment for any service rendered to DOBCEL in a professional or technical capacity, where the terms of service are on reasonable commercial terms and have been previously approved by a resolution of the Directors.

The Bishop shall have the discretion to determine the remuneration of the Directors to be paid as an honorarium by DOBCEL.

Payment of the honorarium and reimbursement for out-of-pocket expenses shall be made by the company upon presentation of the completed CEB claim form and relevant receipts. Reimbursement for travel expenses will be made in line with the rates determined by the Australian Tax Office.

## Role of the Board

The Board's role is to govern DOBCEL and it is therefore not involved in day-to-day operational management functions. The Board delegates its authority and the role of managing DOBCEL to the Executive Director who is supported by a management infrastructure (Catholic Education Ballarat and DOBCEL School principals), in accordance with the strategic goals set by the Board and under its direction.

The Board is responsible for directing the management of the business of DOBCEL and may exercise all powers of DOBCEL that are not required by the law or by the Constitution to be exercised by the Bishop.

The principal functions and responsibilities of the Board include, but are not limited to, the following:

- Overseeing the development and implementation of the strategic direction for DOBCEL, *DOBCEL Strategy 2035: Pursuing fullness of life for all*.
- Reviewing the progress and performance of DOBCEL in achieving the objectives of *DOBCEL Strategy 2035: Pursuing fullness of life for all* and corporate objectives.
- Approving annually CEB and DOBCEL School budgets.
- Ensuring accountability to the Bishop in accordance with the DOBCEL Constitution.
- Ensuring that robust and effective risk management, compliance and control systems (including legal compliance) are in place and are operating effectively.
- Being responsible for DOBCEL's senior management and personnel including:
  - appointing, reappointing or, where appropriate, removing the Executive Director subject to the approval of the Bishop
  - annually determining the remuneration of the Executive Director subject to the approval of the Bishop
  - providing advice and counsel to the Executive Director including formal reviews and feedback on the Executive Director's performance
  - overseeing the professional development of the Executive Director
  - ratifying the appointment, the terms, and conditions of the appointment and, where appropriate, the removal of the Company Secretary
  - ensuring that an appropriate succession plan is in place for the Executive Director, the Company Secretary and other senior managers
  - ensuring appropriate human resource systems, including those relating to workplace health and safety, are in place to ensure the well-being and effective contribution of all employees.
- Delegating appropriate powers in accordance with the Instrument of Delegations and the Policy Development document and maintaining a record of delegations.
- Ensuring all policies governing the operations of DOBCEL and DOBCEL Schools are consistent with the Constitution and ensuring these comply with all DOBCEL's legal and regulatory obligations.
- Fostering relationships with key stakeholders including clergy, families, and parish communities.

## Powers of the Board and Reserved Powers for the Bishop

The powers of the Board are restricted by the specific powers reserved for the Bishop or are subjected to a prior approval by the Bishop, pursuant to the Constitution as outlined in Schedule 1 and Schedule 2 of the Constitution. The Board must ensure that appropriate approvals are sought from the Bishop in respect of all relevant decisions.

The Board has overall responsibility to ensure that the Company is well-managed and that its operations are successful. It must do all things necessary to ensure that DOBCEL pursues its objectives consistently as outlined in the Constitution.

DOBCEL is subject to the veto powers of the Bishop pursuant to clause 15.8 of the Constitution, if any decision on any matter is such that it touches upon the Roman Catholic religion or upon the purposes, policies, or practices of DOBCEL based on that religion or is otherwise contrary to Church Laws or the welfare or interest of the Church. The Delegate of the Bishop is a representative of the Bishop on the Board and is required to report to the Bishop any matter of the above-mentioned nature as is required by clause 15.8, so the Bishop can determine if any decision of DOBCEL should not proceed due to conflict with canonical principles or position.

The Constitution requires the Bishop to exercise his rights and powers in accordance with any relevant decrees, policies, procedures, and protocols under Church Laws, and if there is any concern by the Board that the Bishop's exercise of the rights and powers is not in accordance with those prescriptions, the Board may have recourse according to the provisions of Church Laws. While the Board undertakes to ensure clarity of accountability through the Delegations Policy and Instrument of Delegation to the Executive Director, at no time does it abdicate its responsibility for DOBCEL's legal obligations and duty of compliance with these matters.

The Principal of each school has key responsibilities for the educational, administrative, and operational functions of the School.

Each Principal is supported to fulfil key responsibilities by a School Advisory Council (SAC) that is guided in their work by the SAC Terms of Reference. The SAC of each school is an important consultative and advisory group for the Principal, providing support and advice in strategic planning, school improvement and capital development and stewardship of resources. It does not have any financial or non-financial decision-making authority or governance over the school.

## Governance for school regulation

For the purposes of school regulation, the Board is structured in a way to enable:

- effective development of strategic direction of the schools
- effective management of the finances of the DOBCEL Schools;
- fulfilment of its legal obligations in respect of the DOBCEL Schools.

In fulfilling its governance obligations for school regulation purposes, all policies and procedures which concern the fulfilment of DOBCEL's objects and compliance with legal obligations in respect of the schools' operation, must be approved by the Board and ratified by the Bishop.

It is the role of the Board to make explicit the importance of system improvement, facilitate the achievement of high-quality personal learning outcomes for all students and the provision of educational environments in which all will continue to flourish. In so doing the Board ensures that all legal obligations and compliance responsibilities arising from being a Company are met.

These include compliance with:

- the Minimum Standards for School Registration under *Schedule 4 and 8 of the Education and Training Reform Regulations 2017 (Vic) (ETR Regulations)*. The minimum standards relate to:
  - governance of DOBCEL including all the schools it operates – democratic principles, governance, not-for-profit status, probity, philosophy
  - enrolment – student enrolment numbers, enrolment policy, register of enrolments, attendance register
  - curriculum and student learning – curriculum framework, student learning outcomes, monitoring and reporting on students' performance, information about school performance
  - student welfare – care, safety and welfare of students, child safety, anaphylaxis management, emergency bushfire management, student behaviour management, attendance monitoring and any student welfare matters of a mandatory compliance matter
  - staff employment – teachers' requirements, compliance with the *Working with Children Act 2005*
  - school infrastructure – buildings, facilities and grounds, and education facilities
  - senior secondary (as applicable) – accredited senior secondary courses and qualifications, governance and democratic principles, student learning outcomes, student records and results, student welfare, teaching, and learning.
- Ministerial Order 1359: *Implementing the Child Safe Standards – Managing the risk of child abuse in schools and school boarding premises (Ministerial Order No. 1359)*
- the *Corporations Act 2001 (Cth) (Corporations Act)*
- the governance standards imposed by *Division 45 of the Australian Charities and Not-for-profits Commission Act 2012 (Cth) (ACNC Act)*
- reviewing and ensuring the reliability and effectiveness of DOBCEL's reporting and monitoring systems including finance, compliance, and risk management systems.

## Board Committees

The Board is assisted by three Committees to support good governance, reporting and 'line of sight' between the Board and DOBCEL schools. Each committee must have at least one Director among its members. The committees are:

- Assurance and Risk
- Catholic Identity & Mission
- Finance

The terms of reference for each committee include specific responsibilities in policy development, implementation, monitoring; identifying and monitoring strategies for continuous improvement; identifying areas of potential risk and recommending strategies for mitigation and oversight of risk. Committees may make recommendations to the Board regarding areas of school governance and improvement that require resources, support and/or intervention.

Members of committees are chosen for their specific expertise, skills and/or experience in responsibility outlined in the Terms of Reference. The Board values diversity within the membership of its committees. As vacancies arise the Executive Director together with the respective committee Chair, will provide recommendations for the Board for approval. From time to time this may involve an expression of interest process through schools and school communities seeking recommendation select process for vacant positions.

## Induction, Training and Formation of Directors

Incoming Directors will be required to attend an induction day facilitated by the Board Chair and based upon the information contained in this Charter. In addition, all Directors will be required to undertake Child Safety training and to demonstrate a thorough understanding of the expectations under *Ministerial Order No 1359*.

Formation and professional development opportunities for Directors will be held throughout each calendar year.

## Conflict of Interest

The Board will ensure that all responsible persons and employees of DOBCEL effectively identify, disclose, and manage any actual, potential, or perceived conflicts of interest to meet governance obligations, protect the integrity of the Board, each school and workplace, and to manage risk.

The Board has developed the Conflict of Interest Policy for Directors, relating to Board and Committee members and a separate Conflict of Interest Policy and Procedures for DOBCEL employees to manage all other conflicts of interest. DOBCEL requires all responsible persons and employees of DOBCEL to identify, disclose and manage conflicts of interest to ensure that their professional decisions and actions are free from bias, influence and not impacted by personal interest.

## Code of Conduct

Directors are required to familiarise themselves with the *DOBCEL Safeguarding Children and Young People Code of Conduct* and take reasonable action to clarify any concerns they may have concerning its content and obligations. Further information about the duties of those who manage charities can be found on the website of the Australian Charities and Not-for-profits Commission (ACNC) or in the ACNC's Guide: *Governance for Good (the ACNC's guide for charity board members) provided to Directors by DOBCEL upon their appointment*.

All Directors will sign their acknowledgement of the *DOBCEL Safe-guarding Children and Young People Code of Conduct* at the time of appointment and at the commencement of each year.

Further information is available within the *Safeguarding Children Young People Code of Conduct [DOBCEL]*

## Responsible Persons

ACNC Governance Standard 4 requires DOBCEL to take reasonable steps to ensure that the responsible persons who are directors of DOBCEL satisfy probity requirements and be fit and proper persons.

Further information is available within the *Responsible Persons Policy and Procedure [DOBCEL]*.

## Related Party Transactions

The DOBCEL Delegations Policy and Instrument of Delegation establishes a framework for delegating authority. All responsible persons with delegated authority to enter transactions or payments have a duty to avoid and disclose related party transactions and to ensure that they do not enter into a prohibited agreement or arrangement.

The Board will ensure that all related party transactions are appropriately approved and managed in accordance with DOBCEL's Related Party Transactions Policy while also disclosing all related party transactions within DOBCEL Financial Reports.

## Role of individual Directors

In addition to their legal Director responsibilities and Duties as a Responsible Person, the Directors are also expected to:

- prepare adequately for Board meetings
- attend and participate actively in Board meetings and the broader work of the Board
- develop a deeper understanding of the mission of the DOBCEL schools and the issues and opportunities available for them
- question, request information, raise any issue, and fully canvas all aspects of any issue confronting the Board
- observe the confidentiality of Board business and meetings, maintaining Board solidarity and collective responsibility
- disclose and manage with transparency any conflicts of interest
- act in good faith and in the interests of DOBCEL
- enable the Board to comply with any obligations under the *ACNC Act* or any other legislation, including, without limitation, any governance standards and reporting requirements
- refer matters raised by other stakeholders to the Executive Director or Board Chair as appropriate
- exercise care and diligence in carrying out Board responsibilities
- engage in activities to improve the Board's capacity to perform its roles and responsibilities
- exercise responsible management of any areas of risk that fall within the Board's responsibilities.

## Role of the Board Chair

The role of the Board Chair is to:

- ensure there is proper succession planning, recruitment and training of new Directors
- lead the Board with a focus on achieving objectives
- maintain a professional working relationship with the Executive Director
- act as spokesperson for DOBCEL, where appropriate, and in conjunction with the Executive Director
- communicate and consult with key stakeholders on significant issues as appropriate
- establish the agenda for Board meetings in consultation with the Executive Director and other members of the Board Executive
- ensure the proper flow of information to the Board, reviewing adequacy and timing of documentary materials in support of management proposals
- ensure meetings are effectively conducted by encouraging all Directors to participate in and contribute to their fullest potential
- ensure that conflict of interest is well managed, that no one exerts excessive influence and that the discussion reflects standing orders as to role and behaviours.

## Role of the Company Secretary / Secretaries

The Secretary is appointed by the Directors. The Secretary is generally responsible for carrying out the administrative and statutory requirements of the Board by:

- coordinating the development of the agenda in a timely and effective manner for approval by the Board Chair
- ensuring, in conjunction with the Board Chair, that the board papers are prepared in a timely and effective manner
- ensuring the timely dispatch of the agenda and board papers
- maintaining the fit and proper register of responsible persons
- coordinating, organising and attending meetings of the Board and ensuring the correct procedures are followed
- drafting and maintaining minutes of Board meetings.

The Secretary will advise the Board Chair, and through the Board Chair, the Directors on all matters of governance process.

## Role of the Executive Director

The Bishop appoints the Executive Director. The Executive Director assists the Board in meeting their responsibilities for school governance. The Executive Director's role includes but is not limited to:

- providing strong leadership
- executing strategies, policies and plans to meet the objectives of the Board
- briefing the Bishop in relation to any of the activities of the Board in consultation with Directors
- employing all DOBCEL staff working for Catholic Education Ballarat and DOBCEL School Principals

The Executive Director oversees a management team and company operating model to ensure that DOBCEL operations are aligned with the mission and purpose of the company.

## Board Meetings

### a) Meetings, Agenda and Board Papers

The Board agenda shall provide an opportunity for the Executive Director to report to the Board on matters that have arisen since the previous meeting of the Board.

The Board Chair, together with the Executive Director, the Deputy Chair and the Deputy Directors will form an executive working group to assist the Board Chair to prepare the agenda for each meeting.

Board papers should be presented to the Directors at least five working days before the meeting and should contain all relevant information in an easy to read and understandable form to enable the Board to make informed decisions.

If any of the Board consultative committees have met since the last Board meeting, the minutes of said meetings should be attached to the Board papers for noting by the Board. If there are any matters or recommendations which a Board consultative committee wishes the Board to consider, these should be contained in a report for consideration by the Board.

## **b) Board Process**

The Directors will always:

- accord due respect to other Directors and their views
- act in a business-like manner
- act in accordance with the Constitution [*see Supporting Documents*]
- raise and address issues in a respectful manner.

## **c) Meeting Frequency and Times**

The Board will determine its meeting schedule annually. The Executive Director should present a calendar of Board meeting dates by December of the preceding year. As far as possible all meetings should be physical meetings. It may, however, be necessary to meet electronically or virtually or to pass resolutions by circular resolution and this is permitted under clause 15 of the Constitution.

## **d) Minutes**

Proceedings of all meetings are to be minuted and signed by the Board Chair of the meeting. The minutes are to be circulated to Directors within 14 working days following the Board meeting and approved by the Board at the subsequent meeting.

## **e) Responsibility for Keeping Minutes**

The Company Secretary is responsible for the taking and safekeeping of the minutes as they are a legal record of the proceedings of the organisation. If the minutes are taken by anyone other than the Company Secretary, it is still their duty to review and maintain the approved minutes.

## **f) Contents of Minutes**

The Directors must ensure that the following are minuted:

- the names of the Directors present at all Directors' meetings and meetings of Directors' committees
- all proceedings and resolutions of the Company, Directors' meeting and meetings of Directors' committees
- all resolutions passed by Directors
- all appointments of officers
- all orders made by the Directors and
- all disclosures of interest.

Minutes must be signed by the Board Chair or by the appointed Chair of the next meeting.

DOBCEL must keep all registers required by the Constitution, the ACNC Act, the Corporations Act and any other regulatory or legislative requirements.

## **g) Approval of Minutes**

Minutes are not official until they are read and approved by a formal vote at the next Board Meeting. The Board Chair asks for corrections and additions to the minutes and then calls for the vote. The Board Chair must sign the minutes once they have been approved by the Board.

## **h) Confidentiality**

If confidential issues are being discussed, the Board may vote to go into 'in camera' sessions which restricts participation in the meeting. Only meeting participants read and approve these minutes which are to be kept separate to regular meeting minutes.

## **i) Record of Minutes**

The Company Secretary is responsible for ensuring minutes are retained in the company register for a minimum of seven (7) years before archiving. Archiving connotes future possible access to historical minutes.

## **j) Access to Board Papers**

The complete set of Board papers of DOBCEL is held by the Secretary on behalf of each Director (individually) for a period of at least seven (7) years from the time that Director ceases to serve on the Board. In accordance with the *Corporations Act*, 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 DOBCEL for the period during which they were a Director even if they have ceased to be a Director. This right continues for seven (7) years after that person ceased to be a Director.

## **k) Quorum for Meetings**

A quorum for a meeting of Directors comprises a majority of the Directors eligible to vote. The quorum must be present at all times during the meeting.

## **l) Circular Resolutions of the Board**

If it is not possible or is impractical for the Board to hold a physical meeting by which the Directors are present in person or using technology, the Board may make decisions by circulating a proposed resolution and seeking the Directors' written consent to such. Circular resolutions of the Board should be covered by an explanatory letter and include a recommendation. If the proposed resolution is circulated by email, it will be sufficient for a Director to provide their written consent to a resolution in those terms by return email.

The threshold for passing a circular resolution requires the majority of the total number of Directors to provide their written consent, rather than a percentage of those present and voting for a resolution to be passed. In determining which matters of the Board are proposed to be passed by circular resolution, the Directors should consider the fact that such matters will not be subject to the same level of debate and discussion as if a meeting is held.

## **Assessment and Performance**

The Board will formally assess its own performance annually, with such review being conducted externally at least every four years. The Board (or in the case of the Board Chair, the Bishop, who will solicit feedback from other Board members) will assess the performance of individual Board Directors on a regular basis.

In both cases, performance will be assessed against the roles and responsibilities outlined. Assessments will include reflection on development needs and matters for improvement for the coming period.

## **Indemnity**

DOBCEL will:

- indemnify the Directors to the full extent permitted by law and subject to the *Corporations Act*, as is provided in DOBCEL's Constitution
- maintain Directors' and Officers' Liability Insurance and provide each Director with a copy of the policy. It will maintain each Director's insurance for a period of seven (7) years from the date on which each Director ceases to be a Director.

## Review of Charter

The Charter and will be reviewed at least once every three years to ensure it remains consistent with the Board’s objectives and responsibilities. The Board is responsible for ensuring that:

- the Charter, and any related documents, are updated when necessary to reflect changes in the law or when otherwise appropriate; and
- the current updated version of this Charter is provided to all Directors.

## Supporting Documents

Safeguarding Children Young People Code of Conduct [DOBCEL]

Board Directors – Conflict of Interest [DOBCEL]

Responsible Persons Policy and Procedure [DOBCEL]

DOBCEL Constitution

## Legislative Context

[Australian Charities and Not-for-profits Commission Act 2012 \(Cth\)](#)

[Australian Education Act 2013 \(Cth\)](#)

[Australian Securities and Investments Commission Act 2001 \(Cth\)](#)

[Child Wellbeing and Safety Act 2005 \(Vic\)](#)

[Education Training and Reform Act 2006 and Regulations 2017 \(Vic\)](#)

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