



# Board Charter

(OHAED) BC-POL-2025:1.0

<b>Purpose:</b>	The purpose of this Charter is to outline the key roles, responsibilities and functions of the Ohana Education Ltd Board. It should be read in conjunction with the roles, responsibilities and functions of the CEO, Principal and School Leadership Team (CLT). In doing so, it reflects, in equal measure, the importance of both good corporate governance and the company's principles.	
<b>Scope:</b>	The policy covers the Board and Director's relationships with the CEO, Principal and staff.	
<b>Status:</b>	Approved	<b>Supersedes:</b> (ARC) BC-POL-2025:1.0
<b>Authorised by:</b>	Board Chair	<b>Date of Authorisation:</b> 1st Dec. 2025
<b>References:</b>	<p>This document should be read in conjunction with the following documents.</p> <ul style="list-style-type: none"><li>• <i>Constitution</i></li><li>• <i>Corporations Act 2001</i></li></ul> <p>The Charter reflects the key elements in each of the above documents. However, should there be any ambiguity between the documents, then the information contained within the Ohana Education Ltd Constitution and the Corporations Act will prevail.</p>	
<b>Review Date:</b>	Annually	<b>Next Review Date:</b> December 2026
<b>Policy Owner:</b>	Board	

## Table of Contents

1. The School	2
2. The Essence of Ohana Education Ltd	2
3. The Role of the Board	2
4. Board Membership, Structure and Capability	4
5. Board Governance Protocols	6
6. Directors' Code of Conduct	7
7. Board Development and Evaluation	7
8. Changes, New Policies and Processes	8
9. Relationship with the Principal	8

## **1. The School**

Each school or education program (*from now on referred to as the School*) is operated by a Company LIMITED BY GUARANTEE under the Corporations Act 2001 and the liability of members is limited as provided by the Constitution.

## **2. The Essence of Ohana Education Schools**

### **i. Our Vision for the School**

Committed to the Alice Springs (Mparntwe) Educational Declaration, Ohana Education schools will provide a dynamic secondary education with a strong focus on wellbeing in a safe, inclusive and progressive environment. It will inspire our students to utilise educational pathways to become life-long learners, to have the tools and skills to navigate the future in the 21st century. Our purpose is to enable our students to empower themselves and their communities. Ohana Education Ltd seeks to be a recognised leader within the Education sector.

### **ii. Our Mission**

Our mission is to empower young people with the skills to achieve individual success. Our aim is to develop 21st century citizens, who become life-long learners, who are productive, compassionate and engaged participants in their communities.

Ohana Education Ltd believes all educational opportunities help young people to develop respect for themselves and others, challenging them to broaden their horizons and follow their dreams.

The philosophy of Advantage Thinking will underpin our interactions and behaviours.

## **3. The Role of the Board**

### **A. Role, Functions and Powers of the Board**

The key role of the Board is to govern Ohana Education Ltd schools by ensuring that the school meets its "Objects" as outlined in Clause 4 of the Constitution. The functions and powers of the Board are prescribed in Clauses 18 of the Constitution, respectively.

In carrying out its responsibilities and exercising its powers, the Board always recognises its overriding responsibility to act honestly, fairly, diligently and in accordance with the law in serving the interests of Ohana Education Ltd members, staff, students, parents and other stakeholders as well as upholding the values and ethos of the school.

It works to promote and maintain an environment within the company that establishes these principles as basic guidelines for all its employees and representatives. In addition to matters expressly required by law to be approved by the Board, powers specifically reserved for the Board are as follows:

- a) reviewing and ratifying each of the following:
  - i. systems of risk management and internal control and compliance, codes of conduct and legal compliance

- ii. the performance of the organisation against its approved strategies and key performance indicators
  - iii. financial and other reporting
  - iv. major capital expenditure, capital management, investments, acquisitions and divestitures.
- (b) any matters in excess of the authority that, from time to time, it may have delegated to the CEO;
- (c) advising the Ohana Education Ltd Board on the performance of the CEO and delegating to Ohana Education Board the appointment of the CEO; and
- (d) approving each of the following, on the recommendation of the CEO where appropriate:
  - i. the strategic plan, at least annually;
  - ii. the budget, at least annually;
  - iii. the appointment and, where appropriate, the removal of the Company Secretary;
  - iv. the acquisition, establishment, disposal or cessation of any significant business of the company;
  - v. any proposed change to the organisation's constitution, charters and membership processes;
  - vi. any public statements which reflect significant issues of the organisation's policy or strategy; and
  - vii. any changes to the authorities delegated to the CEO from the Board as outlined in Delegations of Authority policies.

## **B. Style of Governance**

### ***i. Principles of Our Governance***

The Board will:

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

### ***ii. A Balanced Approach to Board Leadership***

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

1. *Generative Thinking* – by regularly considering and exploring broad issues, ideas, opportunities and challenges that could influence or change how Ohana Education Ltd undertakes its work. This thinking is conducted at each Board meeting and in particular at the Annual Strategy meeting.
2. *Setting Strategic Direction* – by considering key opportunities and challenges both within and outside Ohana Education Ltd and making decisions on initiatives to address them. These decisions are made in accordance with approved budgets.
3. *Fiduciary Oversight* – by being accountable for the financial, risk and reputational health of Ohana Education Ltd.

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

### **C. Specific Responsibilities of the Board**

The specific responsibilities of the Board are encompassed within the following seven Governance areas:

- Governance and Strategy
- The Principal
- Finances and Fundraising
- Property, Facilities and Capital Equipment
- Curriculum
- Risk Management
- External Relations

## **4. Board Membership, Structure and Capability**

### **A. Board Membership and Structure**

Clauses 12 and 17 of the Constitution details membership and structure of the Board and the election, retirement and rotation of Directors.

### **B. Capabilities of the Board**

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

- Education
- Accounting and finance
- Strategy and policy development
- Business
- Marketing
- Stakeholder engagement
- Law
- Wellbeing

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

### **C. Directors' Appointment and Induction**

Each new Director will receive a letter of appointment, which will include documents of importance to the organisation and school. New Directors' induction will include developing an understanding of the difference between strategic and operational matters. These documents may be provided through a Board portal.

### **D. The Role of the Chair**

The Chair is responsible for:

- providing leadership and vision to the Board and ensuring that the Board is observing sound, up-to-date governance principles;
- communicating Board decisions to Ohana Education Ltd members and other stakeholders in conjunction with the CEO;
- providing support and guidance to the CEO;
- co-ordinating informal and formal evaluation processes for the Board, both collectively and for Directors as individuals;

- attending all or any Board committee meetings either as a member of these committees or in an ex-officio capacity as required;
- ensuring any conflict of interest is disclosed by Directors at the beginning of each meeting.

## **E. The Role of Directors**

The role of the individual Director includes:

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

## **F. Role of Company Secretary**

The Board must appoint at least one person to the role of Company Secretary in accordance with Clauses 20 of the Constitution.

The role of the Company Secretary is to:

- propose and arrange appropriate Directors' insurance cover;
- manage Board processes – preparation and circulation of agendas, discussion papers, reports and minutes for the Board and its committees;
- ensure Members and Directors meetings are properly called and held;
- ensure records of Members and Directors meetings are kept in compliance with the Corporations Act and the Constitution;
- arrange Board /Director induction and training as required by the Board and the Chairperson;
- manage all Board Governance documents and advise the Chairperson of the schedule of Governance review;
- ensure legal requirements with ASIC, ACNC and other regulators are met, including continuous disclosure;
- provide advice to Directors regarding the Corporations Act, Ohana Education Ltd Constitution, and other legal and regulatory needs; and
- arrange, at the direction of the Chairperson, reviews of Board governance and effectiveness.

## **5. Board Governance Protocols**

### **A. Board Meetings**

Clauses 19 of the Constitution outline how Board meetings will operate and the responsibilities of Directors. The Board meetings and agenda are fundamental to good governance. Board meetings are the main opportunity for Directors to obtain and exchange information and make decisions in line with their overall purpose and consistent with their detailed roles and responsibilities.

### **B. Board Meeting Protocols**

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

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

### **C. Meeting Agenda, Reports, Minutes and Document Access**

#### ***iii. Meeting Agenda***

The Chair will set the agenda for each meeting in consultation with the CEO and will meet beforehand, if necessary, to plan the order of business for each meeting.

All Directors should have the opportunity to place items on the agenda and to thoroughly review and consider all upcoming agenda items before each meeting. This should be achieved by the following means:

- Directors should submit agenda items via the Secretary, with supporting documentation if applicable no less than 7 days prior to each meeting.
- For difficult or complex matters, it is advisable that the relevant Director discuss the matter with the Chair and/or meet with the Chair before the meeting to consider how best to present the matter.
- The Agenda and all meeting papers should be circulated a minimum of 1 week prior to each meeting
- Each agenda should also include the item "Other Business" to provide opportunities for Directors to raise issues at meetings.

#### ***iv. Papers and Reports***

Papers and reports for Board meetings should contain all relevant information in an easy to read and understandable form to enable the Board to make informed decisions and be available no less than 3 days prior to each meeting. Papers should have an appropriately completed Board Cover Page summarising what is proposed.

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

#### ***v. Minutes***

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

### ***Documentation Access and Management***

The Company Secretary is responsible for the maintenance, management and accuracy of the complete set of Board papers. In the event of any legal action, investigation or enquiry by a regulatory authority, each Director is entitled to access the papers and any other relevant records of the school for the period during which they were a Director, as per their Deed of Access and Indemnity.

### **D. Directors' Protection**

Subject to the provisions of the Corporations Act, each Director is indemnified via Directors' and Officers' Liability Insurance. See Clauses 24 and 25 of the Constitution.

### **E. Specialist Advice**

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

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

## **6. Directors' Code of Conduct**

Directors are expected to comply with the spirit, as well as the letter, of the law and with the principles of this Charter. Directors will ensure that in fulfilling their duties they:

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

## 7. Board Development and Evaluation

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

## 8. Changes, New Policies and Processes

Any new policies or processes, or changes to existing policies and processes of the Board shall be incorporated into this Governance Charter. Consequently, this Charter shall be reviewed annually or as required following a Board evaluation process.

## 9. Relationship with the CEO

The CEO is appointed by the Ohana Education Ltd Board. The Board must provide a clear, united and mutually supportive governance environment in which the CEO can work. In doing so, all Board members are required to fulfil their Board role with confidence and objectivity.

The CEO is responsible for the day-to-day leadership and management of Ohana Education company in accordance with the priorities and policies agreed with the Board.

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

- ii. ***Each meeting*** - The Principal reports to the Board on relevant matters, as outlined in his or her duties and responsibilities and the Key Performance Areas as agreed by the Board.
- iii. ***Annually*** - The CEO provides an annual report to the Board in accordance with the Key Performance Areas as agreed by the Board in the CEO's contract.
- iv. ***Every five years*** – The Board conducts a formal review of the CEO's performance and contract prior to renewal.

### Related Documents

- Board Delegations of Authority Policy
- Board Code of Conduct Policy