



**ST PATRICK'S**  
Technical College



SACE ■ TRAINING ■ APPRENTICESHIPS

Policies & Procedures 1.2

# Corporate Governance

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## **LEGAL ENTITY OF THE COLLEGE**

St Patrick's Technical College is registered under the Non-Government Schools Registration Board (NGSRB) as a Senior Secondary College.

The College is owned by the Catholic Archdiocese of Adelaide and comes under the umbrella of the Catholic Education Office (CEO).

The management of the business and affairs of the College is vested in and discharged by a Board of Directors.

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## **BOARD OF DIRECTORS**

### **Purpose**

The Board of Directors provides innovative and ethical leadership in the areas of fiduciary duty and business strategy. The Board is responsible for the direction, policy development and overall financial management of the College, whereas it is the responsibility of the Principal and College staff to attend to the day to day educational and financial management of the College.

### **Membership**

The Board of Directors consists of ten members:

- a) One person with industry experience appointed by the Archbishop; this nominee is also Chair of the Board;
- b) Two persons nominated by the Director of Catholic Education who have and maintain the approval of the Archbishop;
- c) Two persons nominated by the Board who have and maintain the approval of the Archbishop;
- d) Four persons with significant industry experience nominated by the Board as representing the range of industries that may benefit from the achievements of the objectives of the College and who have and maintain the approval of the Archbishop;
- e) The Principal appointed by the Director of Catholic Education with the approval of the Archbishop.

### **Term of Office**

Members of the Board of Directors, other than the Principal, hold office for two years and are eligible for re-appointment.

A casual vacancy is to be filled from the same constituency as that afforded the vacating member (either industry or Catholic Archdiocese of Adelaide) and the new member will be a member of the Board of Directors for the duration of the term of his or her predecessor.

### **Meetings**

The Board of Directors meets as often as is necessary to exercise its functions and, in any event, not less than once during each College term.



The College Business Manager is the convener of Board meetings and has responsibility to:

- Provide financial reports;
- Provide secretarial services, including preparation of Agendas, recording of minutes and distribution of information.

Three days written notice is to be given each Board Member which outlines the nature of the business to be dealt with at the meeting.

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## **PERFORMANCE ASSESSMENT**

The success of the College is dependent on a well performing governing Board. To ensure the Board is able to perform its duties and responsibilities well the following initiatives are in place:

- Clear processes and procedures for Board nomination to ensure well qualified members with appropriate background and diverse expertise are nominated;
- Strategic planning seminars are held at least annually, where Board performance is assessed;
- Corporate Governance training for Board members is provided.

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## **STRATEGIC DIRECTION**

A number of strategies have been identified to assist the Board in the adoption of best practice governance delivery:

- Develop and monitor policies to govern the work of the College.
- Establish Board sub-committees with specific responsibilities as needed (e.g. Finance, Industry Advisory Groups, Risk Management, etc.).
- Provide Governance related training to existing and new Board members.
- Appointment of the Chair of the Board and Principal of the College. Members of the Board are involved in the selection panel of senior staff positions.
- Approve staffing levels of the College.
- Adopt sound risk management practices.
- Comply with requirements of major funding bodies of the College:
  - Catholic Archdiocese of Adelaide
  - Commonwealth Government
  - State Government.

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## **CONFLICT OF INTEREST**

Any member who has a direct or indirect pecuniary or other interest in a contract, proposed contract or other business matter brought before the Board must:

- As soon as the person becomes aware of his or her interest, disclose the nature and extent of his or her interest to the Board of Directors;



- Must not take part in any decision of the Board of Directors with respect to that interest.

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## PROCEDURE FOR MANAGING CONFLICT OF INTEREST ISSUES

### 1. Board Meeting

The Board will establish as a standing agenda item the opportunity for Board members to declare any conflict of interest or possible conflict of interest they may hold with any item of business to be discussed at that meeting or any other operational activity of the College.

Any such disclosures shall be minuted and the Secretary will maintain a Register of Disclosures.

### 2. Board Determination

The Board shall make a decision about the nature of the conflict and determine whether:

- i. The Board member should be excused from all discussions and decisions relating to the conflict or possible conflict; or
- ii. Whether the conflict or possible conflict is of a sufficiently minor nature to allow the Board member concerned to continue to take part in the discussions and decisions on the matter; or
- iii. Take part in the discussions but be excluded from the decision making

The Board's decision shall be recorded in the Register of Disclosures and enacted on every occasion the issue is discussed, or other action taken, in relation to that decision.

Any record of the discussion or decision made may be withheld from the excused members during the currency of the issue.

Individual members shall be excused from the meeting should the Board need to discuss a matter involving them personally.

If the Secretary is excused from the meeting, the Chair shall record the proceedings for that agenda item.

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## RELATED POLICIES

- *1.1 – Ethos & Charter*
- *1.4 – Staff Code of Conduct*
- *1.5 – Sexual Harassment*
- *2.1 – Financial Management*