

Emmanuel College Council

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Preamble

Emmanuel College operates with the consent of the Catholic Archbishop of Melbourne and is owned, operated and governed by Melbourne Archdiocese Catholic Schools Ltd (MACS). As part of the Archdiocesan educational mission, the College provides a Catholic education to the young women and men of the region. The Marianist ethos of the College is expressed in a safe and secure environment, based on compassion, respect, justice and responsibility which fosters the development of the learning and faith community for the flourishing of the students whom it serves.

1. Emmanuel College Council structure

Members of the Emmanuel College Advisory Council

Serving on the College Council, as a form of Church lay ministry, is a response to the call to support our regional parish communities as members of the College community share their skills and talents for the common good. A well-functioning Council provides rich sources of wisdom and insight and strengthens community links and partnerships.

The Council represents the breadth of involvement of the College community and comprises :

- (a) president of the Association of Canonical Administrators (ex officio)
- (b) College principal (ex officio)
- (c) two (2) parents, guardians, carers of children attending the College
- (d) business manager
- (e) a staff member
- (f) a Year 12 student member from each campus (appointed annually)
- (g) an alumni member
- (h) two (2) deputy principals, as scheduled per meeting
- (e) two (2) co-opted members.

** Note: To ensure continuity in the transition from the College Board, which operated under the College Constitution to the conclusion of 2020, to the College Council, which commenced operation in 2021, the members of the College Board continued on the College Council for the term of their appointment.*

Appointment of Council members

The principal, and president of the Association of Canonical Administrators (ACA), are responsible for appointing Council members, ensuring a balance of gender, diversity and skill sets in the composition of the Council. Expressions of interest are sought through the relevant channels:

- Parent members: College newsletter
- Alumni member: Alumni newsletter
- Co-opted members: Invitation from the principal
- Student members: Invitation from the principal to senior student leaders
- Staff member: Invitation to staff from the principal.

When multiple expressions of interest are received, the principal and ACA president meet to discern the most suitable candidate.

The principal appoints a Council member, as required, to maintain a quorum, or to fill a casual vacancy for the period to the next Annual General Meeting.

Council members sign the College Child Safety Code of Conduct annually.

Diversity

Emmanuel College Council seeks to be inclusive of all community members and will demonstrate a genuine commitment to gender equity and diversity regardless of socio-economic and cultural backgrounds.

Collectively, Council members should bring a range of personal skills and experience to add value to the College Council.

A process of discernment

The process of appointment is one of discernment in which potential Council members understand:

- the mission and vision of MACS and the College
- the roles, responsibilities and processes of the MACS Board and College Council
- the role of Council members.

As part of this discernment, an information pack is provided to those interested in nominating for a Council position.

Induction of Council members

New Council members will be provided with a Council handbook including:

- the MACS Statement of Mission
- College Council Terms of Reference.

An induction meeting is conducted with new members by the Council chair and principal.

Terms and conditions of appointment

The period of appointment is for three years with the option of further reappointment to a total of three terms. For student members the appointment is for the one year of their Year 12 studies. Terms and conditions of appointment of Council members are contained in the letter of appointment which also provides the Council Handbook with MACS School Governance Policies, the Code of Conduct, Conflict Resolution Procedure, and Conflicts of Interest Policy.

A Council member may be removed by the Principal, in collaboration with the ACA president, if a member is in breach of the relevant expectations, as outlined in the Terms of Reference or applicable MACS School Governance Policies. In any such instance, the member may appeal the removal to the Executive Director of MACS.

2. Role of the College Council

The Board of Melbourne Archdiocese Catholic Schools Ltd (MACS) has responsibility for the strategic direction and oversight of the operation and management of MACS Catholic Schools. Clear lines of authority, reporting and delegation have been established with the day to day operational management of the College delegated to the Principal.

In keeping with the MACS Constitution, which states “*the good work of educating the young, undertaken in the light of the Gospel, is a co-responsible task led by every member of the Catholic school community*”, Council provides a crucial point of connection with the College community. While Council does not have decision-making authority, it informs, advises and supports the Principal.

Advisory in nature

The College Council provides a forum for discussion and discernment to inform and support the decisions made by the Principal in the work of the College for the wellbeing and flourishing of the young women and men whom it serves.

Council does not have a legal identity and is not involved in the day-to-day management of the School.

In the context of the MACS governance arrangements, and within the parameters of the Terms of Reference, the role of Council members is to give consideration to, and advice on, important College matters in supporting the College and the Principal.

Given the principles of subsidiarity and solidarity, MACS is not responsible for the activities of Council.

The College Council supports the College and the Principal in:

- Promoting the College Catholic ethos and culture in the Marianist tradition
- Articulating and enacting the College vision and mission
- Supporting implementation of the College Annual Action Plan
- Supporting the four yearly College Review process
- Promoting faith formation and development
- Advising on Capital resource planning and maintenance
- Promoting the College to prospective parents
- Reviewing and implementing relevant College policies
- Reporting to the College community, including through the College annual report
- Advising on issues such as enrolments, College improvement plans and enrolment trends
- Advising on the annual College budget and other financial matters.

3. Role of Council members

Qualities and skills of a Council member

The following are key qualities and skills of members of the College Council:

- commitment to the MACS Statement of Mission
- commitment to Catholic education
- commitment to the vision and mission of the College
- understanding of the roles of the ACA president, principal and Council members
- willingness to ask questions and seek clarification
- ability to think strategically
- willingness to support the contributions of other Council members
- capacity to listen in an active and meaningful way
- willingness to work cooperatively with others
- commitment to maintaining confidentiality at all times.

Expectations of the Council member

Each Council member is required to:

- understand the Council's role
- have a positive and constructive attitude
- table appropriate issues for consideration by the Council
- prepare fully for Council meetings
- attend each Council meeting, unless there are extenuating circumstances
- bring their expertise and views to discussions on behalf of the College community
- participate actively and responsibly in the work of the Council
- abide by applicable MACS School Governance Policies, including MACS Statement of Mission, Code of Conduct and the Conflicts of Interest Policy.

4. Specific responsibilities

The Council chair, principal, ACA president and minutes secretary have the following specific responsibilities.

Council chair

The role of the Council chair is to:

- chair Council meetings
- in conjunction with the Principal oversee the development of meeting agendas, papers for meetings and the draft minutes
- ensure the meetings are focused on the agenda
- encourage participation by all Council members
- act as a spokesperson for the Council, as authorised
- attend College events, as relevant
- participate as a member of the Council.

Appointment

The Council chair is elected by majority vote at the relevant Annual General Meeting of Council. When the chair resigns during a given year, a new chair is appointed, as above, at the following Council meeting.

The chair is an independent member, not employed by MACS, and is selected on the basis of the person's achievements and record as a leader.

The chair is appointed for a period of three years, subject to satisfactory performance. When the Chair has served as a Council member prior to appointment, the Chair's total period of appointment is to a maximum of four terms (twelve years).

The chair may be removed by the Principal if the chair is in breach of the expectations of a Council member or Council chair, as outlined in the Terms of Reference, or applicable MACS School Governance Policies. A chair may appeal any removal to the Executive Director of MACS.

Principal

Key responsibilities of the principal include development of the faith community, the safety and wellbeing of students, formulation of a vision for the College, implementation of contemporary teaching and learning practices, and stewardship of the people and resources of the College community.

The principal works with the Church authority, staff, students and the College community in pursuing the educational mission of the College.

The Principal's role as an ex officio member of Council is to:

- contribute to the development of the overall goals and priorities of Council
- work with the Council Chair in developing the agenda for meetings and the preparation of agenda papers
- oversee the management of Council correspondence
- arrange provision of adequate notice of the Annual General Meeting and of any relevant election for Council positions
- support the implementation of agreed actions arising from Council meetings
- act as chief education advisor to the Council
- maintain an archive of relevant Council documentation, including meeting minutes
- arrange the distribution of agenda papers prior to meetings
- assist in the provision of relevant information to Council members between meetings
- maintain a register and record of Council, committee and working groups and all applicable documentation and records, including minutes, agendas and correspondence.

Appointment

The Principal is an ex officio member of Council. The Principal has full voting rights and is counted in the usual way for quorum purposes.

President of the Association of Canonical Administrators

The President of the Association of Canonical Administrator's role, as an ex officio member of Council, is to:

- support the principal and Council in ensuring the College is faithful to its distinctive Catholic identity and spirituality, in the Marianist tradition
- ensure that the work of Council supports the principal and the College mission
- act on behalf of Canonical Administrators:
 - as evangelisers and educators in faith within the regional parishes and custodians of the College educational mission
 - in their provision of strong pastoral support and effective leadership of the regional parishes as this pertains to the work of Council
 - as beneficial owners of College land, in any planning intended to change the nature of the College property or affect the use of that property
 - to bring to Council attention any aspects of College operations that may put at risk the good name of any regional parish.

Appointment

As an ex officio member of Council, the president of the Association of Canonical Administrators has full voting rights and is counted in the usual way for quorum purposes.

Minutes Secretary

The minutes secretary takes minutes of Council meetings.

Appointment

The minutes secretary is appointed at the Annual General Meeting.

5. Finance and Risk Committee

Membership

The Finance and Risk Committee comprises the following:

- Council chair
- principal
- ACA president
- business manager
- assistant business manager
- other members as approved by the principal and ACA president.

Committee membership is confirmed to Council annually.

The Finance and Risk committee reports to Council.

Terms of reference

The Finance and Risk committee provides recommendations to Council with regard to relevant College financial and risk matters.

Draft committee minutes are included in Council agenda papers.

The Finance and Risk committee may not speak publicly for the Council unless it has delegated authority to do so.

A summary of the work of the Finance and Risk committee is included in the Council's annual report.

6. Council meetings

Meetings

The College Council meets termly [4 times] during the year with the Annual General Meeting being one of these scheduled meetings.

As approved by the principal, an extraordinary Council meeting may be conducted, as required.

Meeting agendas, and related papers, are distributed prior to each meeting.

Quorum

The quorum of members in attendance for any decisions of a given meeting to be binding or valid is two-thirds of the total number of Council members at any given time.

Conduct of Council meetings

Council confidentiality and solidarity are key ingredients of successful Council meetings. All Council meeting proceedings are confidential. There may be occasion to formally declare an issue, a paper and/or a discussion as particularly sensitive and confidential. This should be done by the Chair prior to a Council meeting, and confirmed before the close of the meeting.

Council members respect the right of individuals to express their views freely at Council meetings and to have confidentiality respected. Trust among Council members is vital for the effective operation of Council.

Minutes of Council meetings are maintained.

Disclosure of interests by Council and committee members

Council and committee members disclose to the principal and Council chair any personal interest or duty which relates, or may relate, to the business of the College, to ensure that any actual, or perceived conflict of interest or duty, is identified and appropriately managed.

When an issue arises at a Council or committee meeting, relating to such an interest or duty, the member does not attend the meeting while the matter is discussed, nor vote on any related matter.

7. Annual General Meeting

The Annual General Meeting of Council is generally conducted at the first meeting of the year.

The College community receives adequate notice of any intention to hold elections for any relevant, vacant Council positions.

The agenda for the Annual General Meeting is determined by Council and normally includes:

- presentation of the Council's annual report by the chair
- the election of relevant office bearers, as relevant
- the announcement of newly appointed Council members, as relevant.

The Council Annual Report is drafted using the MACS approved template. Preparation of the Council Annual Report is overseen by the chair and approved by Council. The Council Annual Report acknowledges the activities, achievements and challenges of the Council over the previous year and outlines goals for the current year. The College community is alerted to the Council Annual Report, following its acceptance at the Annual General Meeting and its availability on the College website.

8. Record keeping

The Principal ensures the maintenance of the following Council documents and records:

- Council Terms of Reference
- Council and committee agenda and minutes
- register of the current members, and officers, of the Council and committee
- Council correspondence.

9. Agenda and minutes

Council and committee minutes are recorded in a consistent format and maintained in College archives.

Draft minutes of meetings are distributed with the agenda of the following meeting.

Minutes are approved by Council and committee at the following relevant meeting.

Council and committee minutes are not public documents.

10. Evaluating the work of Council

As part of preparation of its Annual Report, Council undertakes an annual evaluation of its performance and any areas for improvement.

The evaluation process undertaken is informed by the related MACS template and may include identification to MACS of any improvements to Council operation or Terms of Reference. The Council Chair oversees the annual evaluation process and the implementation of any agreed actions.

Areas for evaluation may include any of the following:

- Council processes such as meeting procedures, planning, communication
- the work of the Finance and Risk committees
- the effectiveness of the work of Council

11. Publication of Council Terms of Reference

Council Terms of Reference are available on the College website.

These Terms of Reference for the Emmanuel College Advisory Council were endorsed in March 2021.