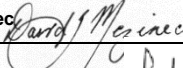
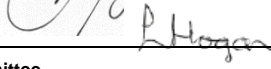
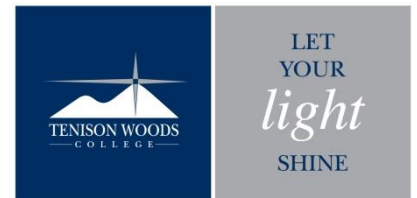


TENISON WOODS COLLEGE

BOARD CONSTITUTION

TENISON WOODS COLLEGE BOARD CONSTITUTION approved by:			
SIGNED (Principal or Delegate)	David Mezinec 	Date:	28.02.2024
SIGNED (Board Chair)	Lisa Hogan 	Date:	28.02.2024
POLICY TO BE REVIEWED BY (person/role):	Board Committee	Review Date:	2027

BOARD CONSTITUTION



CONSTITUTION FOR THE STEWARDSHIP OF TENISON WOODS COLLEGE (INCORPORATING TENISON WOODS COLLEGE AND THE TENISON WOODS COLLEGE EARLY LEARNING AND COMMUNITY CENTRE)

This document sets out the administrative structure for the Tenison Woods College Board, the stewardship roles that the Archbishop of Adelaide and Archdiocese of Adelaide, together with the South Australian Commission for Catholic Schools, delegates to the Board, the Constitution under which the Board is to undertake those stewardship roles and the Board's relationship with the Principal as Executive Officer of the Board.

1. NAME

The College will be conducted under the business name "Tenison Woods College". This incorporates both the R-12 College (ABN 25 508 850 572) and the Early Learning & Community Centre (ELCC) (ABN 97 980 424 510).

2. OBJECTIVE

The sole objective of the Board is to manage the resources of the College in accordance with the Constitution, the directives of the Archbishop/Bishop from time to time, and the tenets of the Catholic Church so as to provide, within the College, the highest standard of early learning, primary and secondary education.

3. INTERPRETATION

Act means the Associations Incorporations Act 1985 as amended.

Board means the Tenison Woods College Board which oversees the R-12 College and the Early Learning & Community Centre.

Business Manager means the person who for the time being occupies the position of Business Manager at the College, including the acting Business Manager.

CCES means the Catholic Church Endowment Society Inc.

Constitution means this Constitution.

College means Tenison Woods College which encompasses the R-12 College and the Early Learning & Community Centre.

College Community means all parents, students and staff of the College, members of the local or regional church communities and all other persons who have a legitimate interest in or connection with the College.

Elected Member means a Board Member elected to office in accordance with Rule 10.

Executive Officer means the Principal and includes an Acting Principal.

Financial Year and **Year** means the year ending 31 December or as varied by administrative instruction of CCES.

General Meeting means a public meeting of the College Community.

Members are the Members of the Board.

Parent means the enrolling parent(s) of a student enrolled at the College. and includes;

(a) a person who enrolls the student and has legal responsibility or legal guardianship of the student; and

(b) a person standing in loco parentis to the student and who enrolls the student;

but does not include a parent of a student where a court order specifies that another parent or person has sole parental responsibility or sole guardianship of the student to the exclusion of that parent.

Principal means the person appointed from time to time by the Archbishop/ Bishop as Principal of the College and includes an Acting Principal as so appointed with the approval of the Archbishop/Bishop.

SACCS means the South Australian Commission for Catholic Schools Incorporated.

Student is a person enrolled as a student of the College.

Unless a contrary intention appears in the Constitution, every reference to the masculine gender will be considered as including a reference to the feminine gender, and every clause in the singular number will be construed as including a reference to the plural number and vice versa.

4. DELEGATION

4.1 Subject to the Archbishop's/Bishop's overriding directions and in accordance with SACCS policies, the Board is delegated the following stewardship roles, whereby the Board, working with the Principal as its Executive Officer and the College operational leader, has high level care of the College in all its dimensions:

- (a) To oversee the overall wellbeing of the College;
- (b) To plan and guide the direction of the College in accordance with SACCS, the Archdiocesan and Board policies and guidelines;
- (c) To nurture the religious dimension of the College;
- (d) To ensure the implementation within the College, of the Religious Education curriculum and guidelines, as determined by the Archbishop/Bishop;
- (e) To develop the relationship between the College and the local Church;
- (f) To protect children;
- (g) To foster harmonious and positive collaboration within the school community;
- (h) To develop a genuine partnership between the College and the parent community;
- (i) To support the Principal in the establishment of an appropriate organisational structure of the College to meet the curriculum and operational needs of the College;
- (j) To support the Principal in the College's pursuit of educational excellence;
- (k) To ensure that the financial affairs of the College are conducted in accordance with SACCS and Archdiocesan policies, procedures and guidelines;
- (l) To appoint an auditor to audit the College finances in accordance with SACCS and Archdiocesan policies and guidelines;
- (m) To oversee the development and maintenance of buildings and grounds for the needs of the College;
- (n) To support the administration of the College;
- (o) To ensure compliance by the College with legal obligations as they relate to the conduct and operation of the College;
- (p) To the extent that they are consistent with SACCS or Archdiocesan policies and guidelines, and with cognition of the responsibilities of the Principal, as set out in Section 13 of this Constitution and elsewhere in the manual, to develop and oversee the implementation within the College of policies relating to the conduct of the College;
- (q) To provide full and frank information to:
 - i. the Archbishop/Bishop on any matter referred to the Board by the Archbishop/Bishop;
 - ii. the Director of Catholic Education on any matter referred to the Board by the Director; and
 - iii. the Principal on any matter referred to the Board by the Principal.
- (r) To oversee the relationships between the College and organisations that support or are associated with the College or the College Community; and
- (s) To perform such other functions as the Archbishop/Bishop and SACCS may from time to time determine.

5. MEMBERSHIP OF THE BOARD

5.1 The Board will normally comprise 12 or 13 persons namely:

- (a) the Parish Priest as President of the Board;
- (b) one person nominated, if determined, by the Director of Catholic Education after consultation with the President, Chairperson and Principal;
- (c) one person nominated by the Parish Pastoral Council;
- (d) one person nominated by the College Parents' Community Committee;
- (e) one person nominated by the College staff;
- (f) six persons who are parents who have been elected in accordance with clause 10; and
- (g) the Principal as Executive Officer.

Note that in circumstances where the normal membership cannot be achieved, then the above membership can be varied on application to the respective Director.

5.2 Board Members, other than the President and the Executive Officer who shall hold office Ex Officio, will hold office for two years, and be eligible for reappointment, provided they have not served more than six consecutive years in office. A Board Member can hold a position for over 6 years if approved by the President for a particular purpose/project.

5.3 Board Members will cease to hold office when the Member:

- (a) resigns in writing; or
- (b) ceases to be an appointee or nominee under sub-clauses 5.1(a), 5.1(b), 5.1(c), 5.1(d), or 5.1(e); or
- (c) is suffering physical or mental incapacity which precludes the Member from discharging the duties of the Member's office; or
- (d) would be disqualified under Section 30 of the Act from being a member of a committee of an incorporated association under that Act; or
- (e) if an elected Member or a nominated Member, is absent for three consecutive meetings without sufficient reason.

5.4 A casual vacancy in the membership of the Board shall be filled as soon as possible after the vacancy occurs.

If the vacancy occurs in an elected Member position, the President, Chairperson and the Executive Officer, in consultation with the Board, appoint a replacement Member, being a parent, for a term expiring on the same day as the expiration of the term of the then longest serving elected Member.

If the vacancy occurs in an appointed or nominated position, the same constituency which appointed or nominated the vacating Member shall appoint or nominate a new Member and that new Member will be a Member of the Board for the duration of the term of his or her predecessor.

The Archbishop/Bishop may dissolve the Board after consultation with the Chairperson of the Board.

6. OFFICE HOLDERS

6.1 Offices

The office holders of the Board will be:

- (a) the President;
- (b) the Chairperson;
- (c) the Vice-Chairperson;
- (d) the Executive Officer; and
- (e) the Chairperson of the Finance Committee.

6.2 Appointment

The Chairperson, the Vice-Chairperson and the Chairperson of the Finance Committee must be elected by the Board at the first meeting of the Board in a financial year and each of whom will hold office for that financial year.

The Principal will be the Executive Officer and the parish or regional priest or parish administrator will be the President. These two positions will be Ex Officio appointments.

6.3 The President

The President is the parish or regional priest or parish administrator as determined by the Archbishop/Bishop.

The President is to:

- (a) act in accordance with the tenets of the Catholic Church;
- (b) attend and participate in Board meetings;
- (c) ensure that the Catholicity and integrity of the College is upheld;
- (d) support the pastoral care and spirituality of the school staff, students and parents in collaboration with the Principal; and
- (e) support the Chairperson, Principal and the work of the Board.

6.4 The Chairperson

The Chairperson must:

- (a) chair the meetings of the Board and any general meetings; and
- (b) carry out the duties of a Chairperson as provided in Archdiocesan policies, procedures and guidelines.

6.5 The Vice-Chairperson

The Vice-Chairperson must, at the request of the Chairperson, from time to time assist the Chairperson in undertaking the Chairperson's duties and, if required by the Chairperson, deputise for the Chairperson at relevant functions.

If the Chairperson is absent or unable to chair a meeting of the Board, the Vice-Chairperson must chair.

6.6 The Executive Officer

The Principal will be the Executive Officer of the Board and will:

- (a) carry out the duties of an Executive Officer of a School Board as provided in Archdiocesan and SACCS policies, procedures and guidelines; and
- (b) chair that part of the Annual General Meeting that involves the election of office holders.

6.7 The Chairperson of the Finance Committee

The Chairperson of the Finance Committee must be the chairperson of, and must preside at, the meetings of the Finance Committee.

The Chairperson of the Finance Committee must not be a member of staff.

The Chairperson of the Finance Committee must carry out the duties of a Chairperson of Finance Committee as provided in Archdiocesan and SACCS policies, procedures and guidelines.

6.8 Removal from Office

The position of any office holder, except the Executive Officer and an appointed Member, absent for three consecutive Board meetings without sufficient reason automatically becomes vacant. Acceptance of an apology at the Board meeting will be deemed a sufficient reason.

7. BOARD SECRETARIAT

- 7.1 An appropriate person as determined by the Executive Officer will carry out the secretarial duties for the Board as provided in Archdiocesan and SACCS policies, procedures and guidelines.
- 7.2 This person will attend Board meetings for the purpose of providing secretarial services but is not a Member of the Board and can only by invitation of the Board, provide advice or comment.

8. PROCEEDINGS OF THE BOARD

- 8.1 The Board will meet as often as is necessary to exercise its stewardship obligations set out in the Constitution, and in any event not less than once during each school term.
- 8.2 Meetings of the Board will be convened at the request of the Chairperson, or the Vice-Chairperson or the Executive Officer, with at least three days' written notice being given to each Member, of the nature of the business to be dealt with at the meeting.
- 8.3 A quorum at any meeting of the Board will be 50% plus one of Members present and entitled to vote comprising a majority of appointed or nominated Members.
- 8.4 Consensus is the preferred decision-making mode for School Boards. In extraordinary situations where consensus cannot be achieved, the issue should be deferred and voted upon at the next meeting.
- 8.5 Each Board Member will have one vote in respect of any resolution. Each resolution will be determined by simple majority. In the event of equality of votes in respect of any resolution, the Chairperson or the person acting in substitution for the Chairperson, may, in addition to the Chairperson's deliberative vote, choose to exercise a casting vote. If the Chairperson chooses not to exercise a casting vote, the matter may be deferred until the next meeting.
- 8.6 At the next meeting if there is again an equality of votes on the matter, the Chairperson or the person acting in substitution for the Chairperson will, in addition to the Chairperson's deliberative vote, exercise a casting vote which will be exercised in such a manner as to retain the status quo.
- 8.7 That part of the meetings that relates to the election of office holders must be chaired by the Executive Officer or the nominee of the Executive Officer.
- 8.8 In the absence of the Chairperson and the Vice-Chairperson from a meeting of the Board, the Members present will elect an Acting Chairperson to chair the meeting.

9. MEETINGS

9.1 General Meetings

9.1.1 A general meeting of the College community must be held:

- (a) at least once annually (the Annual General Meeting) to present reports to the College Community in accordance with Archdiocesan and SACCS policies and guidelines; and
- (b) for any other reason relating to the affairs, functions or membership of the Board, determined by agreement between the President, Chairperson and the Executive Officer.

9.1.2 At least 14 days' written notice of the Annual General Meeting must be given to the College community by the means generally used to communicate with the College community. The notice must specify the date, time and place of the meeting.

- 9.1.3 The period between each Annual General Meeting must not exceed 16 months.
- 9.1.4 All persons within the College community are eligible to attend general meetings of the College community and vote on any matters proposed for resolution.
- 9.1.5 No resolution passed at a general meeting shall bind CCES or the Board or be deemed to have any effect whatsoever other than as an expression of the opinion of the College community voting in favour thereof.

9.2 Extra-ordinary Meetings

- 9.2.1 The President, Executive Office or Chairperson or the Director of Catholic Education may call an extra-ordinary school Board meeting from time to time. Members must be provided with a minimum of two days' notice.

10. ELECTED MEMBERS

10.1 Calling for Nominations, Time for Nomination and Voting

- 10.1.1 In the second half each year, the Board must, if necessary, appoint a time (in these Rules referred to as the "time for nomination") within which nominations for elected Members' positions becoming vacant in the following year must be made to the Board in writing and appoint a closing time for the return of ballot papers for voting (in these Rules referred to as the "closing time") and call for nominations.
- 10.1.2 The Board will publicise such call for nominations, the time for nomination and the number of vacancies, to parents in the manner usually used for notifying parents by the College. The time for nomination must allow for an election to be conducted and concluded within any one year.

10.2 Nomination

- 10.2.1 Subject to sub-clauses 5.3(c) and 5.3(d), a parent (as defined in clause 3), who is not employed by the College in any capacity, is eligible to be nominated for election as an elected Member.
- 10.2.2 A retiring elected Member shall (subject to clause 5.2) be deemed to be duly nominated if that elected Member notifies the Executive Officer in writing of the Member's willingness to stand for re-election at any time prior to the time for nomination.
- 10.2.3 Other candidates for election as elected Members must, before the time for nomination, deliver to the Executive Officer a nomination in writing signed by two parents entitled to vote in elections of elected Members.
- 10.2.4 A nomination may be withdrawn by notice in writing, signed by the person nominated and delivered to the Executive Officer at any time before the ballot papers are distributed to parents.
- 10.2.5 The Board will reject nominations which do not satisfy the qualifying criteria.

10.3 Election

- 10.3.1 If more candidates are nominated than there are vacancies to be filled, there shall be an election to be conducted by secret ballot in such manner as the Board may determine.
- 10.3.2 If only the requisite number is duly nominated for the position of elected Members, the Executive Officer shall report accordingly to the Chairperson and the Chairperson shall then declare them duly elected.
- 10.3.3 If, before the ballot papers are distributed to parents, the number of candidates for any office is reduced by withdrawal or otherwise, to the number required to fill the vacancies in elected Members, the Executive Officer shall report accordingly to the Chairperson and the Chairperson shall declare the candidates or candidate remaining duly elected.

- 10.3.4 If insufficient candidates are nominated, the Executive Officer shall report accordingly to the Chairperson and the Chairperson shall declare those who are nominated to be elected and any vacancy shall be treated as a casual vacancy pursuant to Rule 5.4 (a).

10.4 Eligibility to Vote

Only those parents/legal guardians who are enrolling parents/legal guardians of a student enrolled at the school as at the nomination time and present at the Annual General Meeting shall be eligible to vote to elect an elected Member and each voter will have only one vote.

11. COMMITTEES

11.1 Committees

The Board may appoint committees, comprised of Members or both Members and non-Members, which will meet as directed by the Board, and report to the Board at subsequent Board meetings. Any committee must consist of at least three people and at least one of these must be a Board Member.

11.2 Terms of Reference

The Board must specify terms of reference for its committees.

11.3 Finance Committee

- 11.3.1 The Board must establish a Finance Committee to carry out the duties and functions of a Finance Committee as provided in Archdiocesan and SACCS policies and guidelines.

- 11.3.2 The membership of the Finance Committee must be determined by the Board and must include:

- (a) the Chairperson of the Finance Committee;
- (b) the Principal or the Principal's nominee; and
- (c) the Business Manager.

- 11.3.3 The membership may include persons co-opted by the Board.

11.4 Buildings and Grounds Committee

- 11.4.1 The Board must establish a Buildings and Grounds Committee to carry out the duties and functions of a Buildings and Grounds Committee as provided in Archdiocesan and SACCS policies and guidelines.

- 11.4.2 The membership must be determined by the Board and must include:

- (a) The Principal or his nominee; and
- (b) The Business Manager.

12. AUDIT

- 12.1 The Board must ensure that the College's financial accounts are audited at least once in every year, by an auditor approved in accordance with Archdiocesan and SACCS policies and guidelines, as soon as possible after the end of the financial year.
- 12.2 The audit of any accounts under the stewardship of the Board will be in accordance with the provisions of the Incorporations Associations Act, SACCS and Archdiocesan policies and guidelines.

13. THE PRINCIPAL

- 13.1 The Principal is responsible to the Board and to the Archbishop/Bishop for providing educational leadership in the College and the ongoing day-to-day management of the College in accordance with Archdiocesan, SACCS and Board policies and guidelines and without limiting the generality of the foregoing for:
- (a) Engagement, direction and dismissal of staff;
 - (b) The acceptance for the internal organisation of the school and its day-to-day operation;
 - (c) Recommending a Religious Education Coordinator or Assistant Principal (Religious Identity and Mission) for appointment and approval by the Director;
 - (d) The acceptance of the delegated role of Responsible Officer in relation to Occupational Health, Safety and Welfare matters;
 - (e) Allocating leadership positions;
 - (f) Appraising all staff;
 - (g) Undertaking human relations procedures;
 - (h) Maintaining adequate administrative procedures incorporating current financial information and accountabilities to the State and Federal Governments, SACCS and the Archdiocese; and
 - (i) The acceptance, suspension and expulsion of students.

14. EXECUTION OF CONTRACTS

- 14.1 Subject to any authority expressly delegated to the Principal under Archdiocesan and SACCS policies and guidelines, the Archbishop/Bishop through CCES will have sole authority to enter into contracts on behalf of the College.

15. MEMBERS' COMPLIANCE WITH ACT

- 15.1 Members must comply with the provisions of the Act to act honestly and with reasonable care and diligence in the exercise of their roles and the discharge of their duties.
- 15.2 Members must not make improper use of information or improper use of their position so as to gain, directly or indirectly, any pecuniary benefit or material advantage for themselves or for any other person or so as to cause detriment to the College.

16. CONFLICTS OF INTEREST

- 16.1 Members who have any direct or indirect pecuniary interest in a contract, or proposed contract, with the College:
- (a) must, as soon as they become aware of their interest, disclose the nature and extent of their interest to:
 - (i) The Board; and
 - (ii) CCES.
 - (b) must not take part in any decision of the Board with respect to that contract (but may, subject to complying with the provisions of this Rule as to disclosure, take part in any deliberations with respect to that contract).

17. PROPRIETORIAL INTEREST

- 17.1 The Board must ensure that the assets and income of the school will be applied solely in furtherance of its objects and Vision Statement, and no distribution shall be made to any Member save and except:
- (a) for reasonable remuneration for work done for or on behalf of the College; or
 - (b) for any payments or dispositions that are incidental to the activities of the Board in accordance or consistently with its object.

18. INDEMNITY

- 18.1 CCES will indemnify Members from personal liability to the extent that it is possible by law which excludes CCES indemnifying Members from a Member's negligence, default or breach of duty or breach of trust.
- 18.2 CCES will ensure that the College's insurance cover extends to Members in relation to public liability and professional indemnity insurance as it applies to Members in the conduct of their role under these Rules.

19. COLLEGE COMMUNITY ACCESS TO THE CONSTITUTION

- 19.1 The Board must keep available for any inspection by any member of the College community a copy of the Constitution at the College during normal school hours.