



ST JOSEPH'S COLLEGE GEELONG
FOUNDATION

**COMMITTEE OF
MANAGEMENT**

**CHARTER
2018**





ST JOSEPH'S COLLEGE GEELONG

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St Joseph's College Foundation Committee of Management

Introduction

Our vision

The Foundation is a significant stakeholder in the College and is proud to make regular major contributions for quality facility upgrades. These contributions ensure the College's initiatives can continue to deliver the best education for Catholic boys in the Geelong region.

This level of contribution is achieved by progressing toward the goals and objectives of the Foundation's strategic plan.

Our mission

To provide ongoing financial support to St. Joseph's College to ensure its initiatives can deliver the best education for Catholic boys in the Geelong region.

Our values

The values of the Foundation are directly aligned to those of the College – Justice and Solidarity; Inclusive Community; Liberating Education and Gospel Spirituality.

Purpose and responsibilities

The St. Joseph's College Foundation Committee of Management (the Committee) is the governing body of the St Joseph's College Foundation. The Foundation was established in 1995 with 33 members and has now grown to a membership of 115.

The functions of the Committee are to:

- Determine objectives, strategies and policies to be followed by the Foundation
- Manage the execution of the Committee's activities including appropriate allocation of funds and expenditure
- Ensure the proper, efficient and effective performance of the Foundation's function
- Establish and maintain systems relating to risk and control
- Develop and maintain a successful bequest program
- Implement, manage and review a range of successful initiatives to generate ongoing income
- Engage with the school and broader community to establish an understanding of the role and reputation of the Foundation and its initiatives
- Grow a diversified portfolio of investments to provide long term sustainability and financial growth
- Keep the College Board and Management informed of the activities of the Foundation's Committee of Management
- Provide quarterly reports/updates on Foundation activities and proposals to the College Board and Management team. Where a proposal forms part of the report, a request for feedback from the Board should be included
- To offer both financial and non-financial support to other College community groups and College Principal where it is deemed appropriate by the Committee.



Matters to be considered in performing functions

The Committee has the power to do all things necessary or convenient to be done for or in connection with the performance of its functions.

In performing its functions, the Committee must have regard to:

- Ensuring the Foundation's objectives, goals and mission are being followed
- Ensuring the Foundation operates in an ethically, environmentally, and socially responsible manner.

Composition

The Committee consists of the Chair and up to 11 other members.

The Members, taken collectively, will have a broad range of skills and experience relevant to the operations of the Foundation with at least one Member of the Committee having significant accounting or related financial management experience.

Members will be appointed for an initial period not exceeding three years. Members may seek re-appointment for a further term of three years which will be voted on at the Annual General Meeting. At the conclusion of this time, Foundation Committee members will revert to being Foundation members however can still be invited to join a committee project group or subcommittee.

Meetings

The Committee must hold an Annual General Meeting (AGM) along with general meetings necessary for the efficient performance of its functions. The Chair or a nominee has responsibility for convening meetings and must convene at least five meetings in addition to the AGM each calendar year.

A schedule of meetings will be developed and agreed to annually. Under special circumstances an out of session meeting may be convened by the Chair. To maximise efficiencies, sub-committees/working groups may be formed to explore a particular issue. A report from these groups shall be submitted to the Committee for consideration and advice. All working groups should include a minimum of two Committee members.

Presiding at meetings

The Chair will preside over all meetings at which he or she is present. If the Chair is not present the Committee member nominated by the Chair presides or if no member has been nominated by the Chair, the other Committee members present must appoint one of themselves to preside.

Quorum

At a meeting of the Committee a quorum is constituted by more than 50% of the current Committee members.

However, if:

- a Committee member has a material conflict of interest and is required not to be present during deliberations or decision on a matter, and
- when the member leaves the meeting and there is no longer a quorum present.

the remaining members at the meeting constitute a quorum for the purpose of any deliberation or decision at that meeting with respect to that matter.



Voting at meetings

Voting on an issue at a well-functioning Committee is unusual. However, if that eventuality arises, a decision is to be determined by a majority of the votes of the Committee members present and voting. The member presiding at a meeting has a deliberative vote and, if the votes are equal, a casting vote.

Secretariat

All meetings will have an agenda with minutes recording attendees, apologies, decisions, action items and outcomes prepared by the Secretariat. The Foundation's Development Manager can fulfil this role. It is noted that any member can submit agenda items prior to the finalisation and distribution of the agenda. The agenda shall be distributed at least one week prior to the scheduled meeting.

The Secretariat will attend Committee meetings for the purposes of:

- Keeping an accurate record of proceedings
- Be the Foundation's primary action officer and conduit to College management.

Minutes will be compiled, approved by the Chair and distributed to all Committee members within one week of the meeting taking place.

Decisions without meetings

In the need of an urgent matter The Committee has determined that it can make decisions without a meeting in the following circumstances:

- All Committee members have been informed of the proposed decision (or reasonable efforts have been made to inform all members), and
- A majority of Committee members entitled to vote on the proposed decisions indicate agreement.

Committee members are to indicate agreement to a decision by providing written advice to the Committee Chair and Development Manager of their agreement to the proposed decision. This can be done by electronic signature/voting.

Conflict of interest

Any matter deemed by a member to represent a Conflict of Interest shall be reported to the Chair/Secretariat either prior to a meeting or before the specific item is discussed.

Committee members must disclose details of any material interest that relates to the affairs of the St Joseph's College Foundation. Committee members will be asked to complete a statement of interests upon taking up their role which will be added to the standing register of interests.

The Committee Secretariat will circulate an annual declaration of interest form to directors for completion. Directors are required to advise the Committee Secretariat of any changes to their declarations as they arise. Changes to the register of interests will be tabled at the next Committee meeting. The Committee Secretariat will maintain the standing register of interests.

Where a conflict of interest exists with respect to a particular agenda item, the Member will not receive any relevant paper in relation to that agenda item. At the meeting, the Committee will determine if there is value in the member participating in the discussion, and the process by which the member participates in the discussion, according to the nature of the conflict.



St Joseph's College Foundation Committee of Management

Code of Conduct for members of Committee

I agree to:

- Attend Committee meetings and provide apologies in advance where attendance is not possible
- Respect the ideas and beliefs of all members and provide an atmosphere where all members feel comfortable to participate
- Contribute in a positive way to finding solutions to issues or concerns
- At all times act in good faith, with honesty and integrity and applying skills and expertise with diligence and care
- Notify St Joseph's College Foundation Chair or Secretariat of any potential conflict of interest that may arise with respect to participation on the Committee
- Provide an annual statement of declaration upon request
- Allow St Joseph's College Foundation to promote participation in the Committee in order to facilitate community feedback and participation
- Not disseminate confidential information that is discussed at the Committee meetings, and
- Not make any media comment on behalf of the Committee in relation to the Foundation unless approved by the Committee.

Signed: _____

Name: _____

Date: _____

