



# Governance Principles, Role of Chair, Role of Councillor

updated for November 2016  
From the Chair of Council

## Council Governance Principles, Role of Chair, Role of Councillor

### Purpose:

To summarise Council approved core governance principles and the role/responsibilities of Chair and Councillor.

### A. Core Council Governance Principles

#### 1. Council governs on behalf of people who are not at the Council table.

Trusteeship forms the foundation of governance, so the Council must establish, maintain, clarify and protect the relationship of trust with the legal (*The Company*) and moral (*The School Community*) owners of the School.

#### 2. Council speaks with one voice and must function cohesively as a group.

Councillors do not govern the School as individuals, governance is a collective action and authority is exercised only when decisions are made in Council meetings by Councillors. An individual Councillor has no more or less authority than any other person in the School community as an individual and their opinions and commands carry no weight.

#### 3. Council decisions should predominantly be policy decisions.

Council's role is to govern the School while the Principal's role is to manage the School. Council (in collaboration with School senior leadership and relevant stakeholders) sets the Ethos (Vision, Mission, Values, Graduate Aim), policies and direction for the School and ensures that these are achieved, while the Principal's role is to ensure the Ethos, policies and direction set by Council are implemented effectively. In this way, governance and management work coherently in teamwork to achieve common goals that enhance the welfare of students, parents and staff.

#### 4. Council's focus is the outcomes to be achieved, not the process.

Council focuses on the future, while the Principal focuses on everyday operations. Council delegates the day to day running of the School, including all operational matters, to the Principal. This includes managing enrolments, enforcement of rules and policies, hiring and evaluations of staff, disciplinary matters, the design and implementation of the educational program, ensuring compliance with regulatory and statutory

requirements. Complications arise when operational matters also have strategic implications that affect the future viability and direction of the School or when a Councillor believes an operational matter impacts their legal duties and responsibilities (since ultimately Council is accountable for everything that happens in the School). In those cases, Councillors do not have the right to 'meddle' in everyday operations; they have a legitimate interest in ensuring such matters are conducted in accordance with Council policies and priorities. Council's role is to ensure effective School management without micromanagement. Where there is uncertainty on whether a matter is governance (Council responsibility) or operational (Principal responsibility), and such a matter is unable to be resolved in Council, the Chair and Principal will discuss and agree where the balance of responsibilities will lie in addressing the issue and the Chair will report the outcome to Council.

**5. Council's best control over the means used by executive staff is to *proscribe*, not *prescribe*.**

Council maintains prudent control of the School by putting certain actions off limits (expressed as Executive Limitations), while not unduly interfering in the work of the School Executive. While the Principal is the only employee with direct accountability and responsibility to Council, in order to exercise proper School oversight, Council will have a defined relationship with School Executive staff. This will include Council being consulted on the recruitment and periodic evaluation of Executive staff, collaborating with Executive staff in joint Council/Staff working sessions and workshops and periodically having Executive staff present to Council on strategic plans and other matters.

**6. Council speaks officially to staff only through the Principal.**

The Principal must be the official connection between staff and Council, though Councillors may talk to anyone they wish in an informal capacity. When Council gives instructions, it must be through the Principal.

**7. The Principal and the Chair work for the Council.**

The Principal is the Council's sole employee and the Chair is the 'first among equals' in Council. The Chair is responsible for the operations of Council while the Principal is responsible for the operations of the School. Council's responsibility is to ensure an effective Principal and an effective Chair and a trusting and collaborative relationship between Council and Principal.

**8. The Principal's performance must be monitored rigorously.**

This monitoring would be against policy criteria explicitly established by the Council and in accordance with an appraisal framework defined by Council.

**9. Council committees exist to enhance Council's productivity.**

Standing Committees will each have their charter and will not exceed the authority given them by Council. Unless otherwise specifically agreed by Council, Committees are empowered only to make recommendations to Council, not decisions in their own right and committees may not speak or act for Council, except when formally given such authority for specific and time-limited purposes. Council committees are not to be created by Council to advise or help staff do their job.

**10. The Chair of Council has only the authorities given by Council.**

The Chair is responsible to Council and is not authorised to make unilateral decisions on any matters other than those for which Council specifically grants authority.

## B. Role/Responsibilities of Council Chair

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In addition to the responsibilities as a Councillor, the Chair:

**1. Ensures Council provides leadership and vision to the School.**

This includes initiating policy discussions and decisions with the Council and Principal, ensuring the existence of an effective strategic planning system and the appropriate consideration of future development opportunities.

**2. Takes primary responsibility for Council's agenda, in concert with the Principal.**

This includes establishing basic Council priorities.

**3. Takes the lead in meetings of Council and School Company Members.**

Directs Council discussions to ensure the effective use of time and focus on critical issues facing the School and ensure the proper working of Council. Ensures that Councillors are properly informed and that sufficient information is provided to enable Councillors to form appropriate judgements. Ensures special Executive Council sessions are called when appropriate. Ensures adequate Council focus on these four dimensions of School Governance:

- i. **Ethos** - Vision, Mission, Values, Graduate Aim, Strategic Plan
- ii. **Duties** - Legal compliance, Finances and resources, risk management, reputation.
- iii. **School Oversight** - Principal, Programs, Community engagement, School demographics.
- iv. **Council Processes** – Council policies, Change leadership/innovation, Dynamics and meetings, Composition and succession.

**4. Acts as sounding board, adviser to the Principal and, where necessary, Councillors.**

The Chair has no authority to supervise or direct the Principal. The Principal at all times remains accountable to Council as a whole.

**5. Maintains proper relations with School Company Members.**

Ensures Members are properly and regularly kept informed on relevant School matters.

**6. Represents Council to outside parties in announcing Council-stated positions.**

**7. Initiates the annual process of Council appraisal.**

**8. Facilitates an annual evaluation of each Councillor.**

**9. Serves as ex-officio member on all of Council's Committees and task forces.**

**10. If called upon, and where appropriate, advocate for and support School philanthropic and fundraising activities.**

**11. Be an exemplar of Council's Code of Conduct and Council Policies.**

**12. Publicly support all Council decisions.**

The Chair is bound to support Council decisions irrespective of how they voted. The Chair has the obligation to respect confidentiality of Council's discussions.

**13. Council elects the Chair annually.**

Chair is responsible for ensuring a succession plan exists for Office Bearers.

**14. In the event that the Chair is unable to fulfill these responsibilities they should resign as Chair.**

## **C. Role/Responsibilities of Councillors**

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**Councillors have the following responsibilities in addition to any duties and obligations under Corporations Law and any relevant legislation:**

**1. As a member of Council, actively participate in the development of the School's Ethos.**

Review and monitor progress, compliance and the need for change.

**2. Commit to fulfil the School's Ethos and make decisions in the best long term interests of Hills Grammar students.**

**3. Monitor and review performance of the School:**

- i. ensuring School compliance with regulatory responsibilities;
- ii. ensuring School performance meets Council's outcome expectations; and
- iii. ensuring that current and proposed School programs and services are consistent with the School's Ethos.

This requires a duty of care and for Councillors to comply with the School's values and certain standards of behaviour, such as ensuring they are well informed and thus able to participate in informed decision-making, attending meetings regularly, preparing for meetings and asking probing questions when appropriate, participating in Council training sessions, focusing on Ethos and exercising wise stewardship.

**4. Ensure probity is maintained in School accounting and reporting.**

**5. Operate in accordance with Hills Grammar Council Governance Principles.**

**6. Operate consistently with the requirements of BOSTES, Corporations Law and other relevant legislation and regulations governing Council and the School.**

Councillors must act solely for the good of the School, not for their own self-interest, or in the interests of a third party.

- 7. Actively contribute to the development and maintenance of Council policies and processes, consistent with governance best practice.**
- 8. Review and approve the School Annual Strategic Operating Plan and Operating Budget, ensuring they are consistent with the School's Ethos.**
- 9. Regularly participate in School community events and maintain an understanding of student activities.**

Councillors perform the role of advocate and public ambassadors for the School.

- 10. Participate in Council Standing Committees according to interest, skill and need and lead or be involved in special projects or Council Task Forces as the need arises.**
- 11. Actively participate in, and contribute to, Council governance events such as the Annual Strategic Planning Day.**
- 12. Actively participate in the regular evaluation and assessment of the Principal.**

When necessary, actively participate in the selection and recruitment of a new Principal and/or process leading to the termination of Principal.

- 13. Publicly support all Council decisions.**

Councillors are bound to support Council decisions irrespective of how the Councillor voted. Councillors have the obligation to respect confidentiality of Council's discussions.

- 14. Councillors will follow correct communication protocols**, referring issues to either the Chair or Principal as appropriate, and refrain from responding to situations as individuals.

- 15. Adhere to Council's Code of Conduct and Council Policies.**

Councillors must be faithful to the Ethos of the School and never do anything which might undermine the School's good name and reputation.

- 16. In the event that a Councillor is unable to fulfill these responsibilities they should resign as a Councillor.**