



Board Charter

V2.2a

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Board Charter

Preamble

Lyons College is established in accordance with the Constitution of Coleraine Share Trading Pty Ltd as an education provider providing higher education (subject to TEQSA approval) and vocational education and training services as its principal purpose. Governance and management of its operations is located in Melbourne, Australia.

The Lyons College Board of Directors is the primary corporate governing body of Lyons College, and is responsible for monitoring and continuous improvement of all of Lyons College's major functions. The Board is responsible for the strategy and governance of Lyons College. The Board is also the primary decision making body of Lyons College, charged with shaping the agenda and policy of Lyons College. The Board has delegated academic governance of higher education matters to the Academic Board through the Academic Board Terms of Reference.

Membership: Board Composition

1. Lyons College will at all times have a Board of no fewer than three (3) and no more than seven (7) Directors.
2. Appointment to Lyons College Board is based on skills and merit. The Board has developed a skills matrix tool to support its succession planning and help identify skills gaps and determine needs for adding new or different skills to the Board through targeted Director recruitment.
3. Directors are initially appointed by the Board. Director appointments are confirmed by the members at the next Annual General Meeting following the appointment of a Director.
4. Each Director is appointed for a three-year term, which may be renewed subject by mutual agreement and subject to satisfactory performance.
5. After ten years' service on the Board, a Director can only be re-elected with prior approval from the Board.
6. Removal of a Director requires a resolution passed by a general meeting of the members of Lyons College.

Role and Objectives of the Board

1. Set the direction for the future development and growth of Lyons College and to ensure Lyons College develops and implements strategies to enable it to fulfil its Vision and Mission.
2. Provide good governance by ensuring Lyons College has systems in place to enable it to comply with its legal and policy obligations.

3. Ensure a risk management framework is in place to protect students and staff, protect business assets and ensure financial sustainability.
4. Monitor the performance of Lyons College.
5. Be alert to and advise on emerging strategic issues.
6. Support Management in implementation of strategic goals.
7. Protect the interests of stakeholders.
8. Protect the interests and assets of shareholders.

Responsibilities

1. Set and review the medium and long-term direction and goals of Lyons College in consultation with management.
2. Approve the strategic plan and the budget.
3. Monitor business performance.
4. Approve large investments and any major financial decisions.
5. Provide leadership for Lyons College's quality, risk management and compliance programs and monitor the controls framework to ensure major risks are identified and managed.
6. Ensure there are systems in place to enable accurate financial reporting and compliance with all regulatory requirements and relevant aspects of the law.
7. Make provision for succession planning for Directors and executive management.
8. Appoint the CEO and regularly evaluate their performance.
9. Contribute to mobilisation of resources for Lyons College's work.
10. Communicate with key stakeholders and be accountable to the students, shareholders and members of Lyons College.
11. Monitor its own performance by conducting external reviews and strive for continuous improvement.

Board Roles/Office Bearers

With the exception of appointment of a Chair, the number and role of office bearers is at the Board's discretion. The Board of Lyons College will have four office bearers, whose roles are defined in more detail below.

All office bearers are appointed by the Board from among the Directors. A Director's skills and relevant experience are the primary criteria on which appointment to one of the office bearer roles will be based.

A Director may only hold a maximum of two office bearer roles at one time.

Chair

The Chair of the Board is appointed by the Directors from among the Directors.

The Chair requires skills and experience in leadership, strategic planning and demonstrate a consultative approach suitable to achieving outcomes through influencing rather than exercising line management and control.

The primary role of the Chair is to provide leadership to the Board and ensure the effective working of the Directors as a team and the integrity of Board processes.

The Chair is responsible for ensuring that issues requiring Board attention are brought forward in a timely manner, that adequate information is available to allow informed decision-making, that there is appropriate consultation and discussion, and that decisions are transparent and timely.

The Chair is the primary liaison person between the Board and management, and between the Board and the Members of Lyons College. It is essential that the Chair is able to establish and maintain a strong working relationship with the CEO.

The Chair, together with the CEO, is the public face of Lyons College and may be called on to represent Lyons College in public forums, or speak on behalf of Lyons College to external audiences or the media.

Deputy Chair

A Director's appointment to the role of Deputy Chair is part of the Board's succession plan and will usually be a precursor to the incumbent moving into the Chair position in due course. The Deputy Chair therefore requires similar background experience and skills as a Chairperson. The Deputy Chair:

1. Assists, supports and deputises for the Chair, as and when required in providing leadership to the Board or the organisation; liaising with management or with external stakeholders.
2. Chairs Board meetings in the absences of the Chair and fulfils all other duties and responsibilities of the Chair as and when required, at the request of the Chair.

Treasurer

The Treasurer is appointed from among those Directors whose skills and experience include financial management or accounting. Their key responsibilities are:

1. General Financial Oversight

- 1.1 Oversee and present budgets, accounts and financial statements to the Board;
- 1.2 Liaise with designated staff about financial matters;
- 1.3 Ensure that appropriate financial systems and controls are in place;
- 1.4 Ensure that record-keeping and accounts meet the conditions of funders or statutory bodies; and
- 1.5 Ensure compliance with relevant legislation.

2. Financial Planning and Budgeting

- 2.1 Oversee and present budgets for new or ongoing work to the Board;
- 2.2 Advise on financial implications of strategic and operational plans; and
- 2.3 Present revised financial forecasts based on actual spend.

3. Financial Reporting

- 3.1 Present regular reports on the organisation's financial position;
- 3.2 Oversee accounts preparation for audit and liaising with the auditor, as required;
- 3.3 Present accounts at the AGM; and
- 3.4 Advise on the organisation's reserves and investment policy.

4. Risk Management

- 4.1 Oversee risk management framework; and
- 4.2 Ensure timely and consistent reporting of risk matters requiring Board input.

Company Secretary

The Company Secretary has a pivotal role in corporate governance including ensuring compliance with and discharge of all matters of administration of Lyons College. The Company Secretary must have a thorough knowledge of:

- Lyons College;
- its operations;
- its constitution;

- its reporting obligations to the relevant regulator;
- Lyons College's students, shareholders, stakeholders and members; and
- the laws and standards which regulate Lyons College's operations.

The Company Secretary needs to establish and maintain a sound working relationship with the Chair of the Board.

Terms of Office for Office Bearers

The Term of Office for each office bearer will usually be aligned with their term of appointment as a Director. The Board prefers Directors to acquit the full term of an office bearer appointment in the interests of planned and orderly succession.

On each occasion where an office bearer's term of Directorship is due for renewal, their office bearer role should be reviewed with the opportunity to re-commit to the role, or rotate responsibilities among the Directors.

A Director holding one of the office bearer roles can elect to relinquish that role early by giving two months' notice in writing to the Chair. The Chair must give notice of their intention to resign to the Board as a whole, ideally with not less than three months' notice. Notice periods do not apply where a decision to resign is due to special circumstances (such as illness, change in personal circumstances or other mitigating factors).

Expectations of Directors

1. Directors are expected to be familiar with the duties and responsibilities that attach to Directorship under the guidelines established by the corporate regulators and to have the skills and experience necessary to acquit their responsibilities professionally.
2. In particular - any potential and/or apparent conflict must be discussed with the Board and:
 - 3.1 Directors must maintain the confidentiality of Lyons College matters at all times and have to resign if they are unable to do so; and
 - 3.2 Directors are required to act in the interests of Lyons College at all times and must declare and manage conflicts of interest as part of their legal responsibilities as a Board Member to ensure that personal or individual interests do not impact on the Board's decisions.
3. In addition, Lyons College expects its Directors to:
 - 4.1 Commit to Lyons College's vision and values and to demonstrate their commitment through their behavior in the Board room and in interaction with students, staff, stakeholders and clients of Lyons College;

- 4.2 Act respectfully and professionally at all times in their contact with fellow Directors, members, staff and clients of Lyons College and in any external forums where they may be representing Lyons College;
- 4.3 Comply with Lyons College policies and procedures in all circumstances;
- 4.4 In accepting an appointment to Lyons College Board, a Director must be willing and able to give appropriate priority to Lyons College business in the context of other commitments. Directors are required to give advance notice before missing a Board or committee meeting and to request leave of absence for extended absences;
- 4.5 Devote on average 6-8 hours per month to Lyons College business, including attendance at Board and/or (sub-)committee meetings; preparation for meetings; and acquitting tasks delegated by the Board to individual Directors from time to time;
- 4.6 Deal with Lyons College Management via the CEO's office. It is not appropriate that Directors contact Lyons College staff other than the CEO and/or their Assistant directly; and
- 4.7 Participate constructively in self-assessment and Board evaluation processes.

Grievance Process

1. A grievance brought by a student, staff member or member of the public against a Director is a whole-of- Board matter which may be delegated and will be dealt with in accordance with the Lyons College Staff Complaints and Appeals Policy. The principles that apply include a commitment to natural justice and procedural fairness; prompt investigation and resolution of grievances and complaints; handling of grievance matters in confidence; and an undertaking that reportable matters will be reported to the appropriate authorities.
2. Any Lyons College students, staff member, client or other member of the public wishing to raise a complaint against any of the Directors will in the first instance be directed to advise the CEO in confidence of their grievance.
3. The CEO will alert the Chair, who will make a preliminary assessment of the seriousness of the complaint or allegation and determine the next course of action.
4. If the complaint is about the Chair, the CEO will in the first instance escalate the matter to the Deputy Chair who will be responsible for determining the next course of action.
5. Any grievance raised that concerns a breach of the law and/or reportable offence may be directed to the relevant authority.
6. A complaint or allegation by a Director about a fellow Director should be raised with the Chair in the first instance. A complaint or allegation against the Chair should be raised with the Deputy Chair. External assistance to facilitate conflict resolution may be engaged.

Meetings

1. Lyons College Board meets as often as required, at least four times a year.
2. Board meetings will normally last two hours. An annual planning session may be a longer event and can take up to a full day.
3. Most Board meetings will be held at Lyons College head office in Melbourne. However, from time to time Board meetings will be held at other locations. Directors are expected to arrange their own travel to the relevant meeting venue.
4. Directors are expected to attend a minimum of 80% of scheduled meetings.
5. A Director who is going to be absent from three consecutive meetings or longer, or for 4 meetings over a 12 months' period, needs to arrange for formal leave of absence from the Board for the relevant period.
6. A Quorum for a Directors' meeting is dependent on the total number of Directors appointed at that time. The number of Directors required for a Quorum to exist is as follows:

Number of Directors	Quorum
3	2
4	2
5	3
6	3
7	4

7. Board meetings may be held via teleconference.
8. Decisions outside Board meetings require passing of a circular resolution which will usually be distributed and 'voted on' via electronic mail. This option will be used sparingly and only in circumstances where delaying a decision to the next scheduled Board meeting would result in a significant disadvantage to the organisation or to an individual, or in a compliance breach.
9. Board agenda and papers (Board packs) will be distributed electronically. during the week prior to the next Board meeting.

Committees

The Board has authority to establish committees and delegate any of its powers to a committee or governance board. The number and nature of committees is at the Board's discretion.

Under this Charter, the Directors agree that:

1. Each Board Committee will have its own terms of reference setting out its responsibilities, delegations, modus operandi and membership;
2. All Committees established by the Board will report to the Board;
3. The common purpose of Board Committees is to support the work of the Board and its decision-making by providing expert review and advice on matters before the committee and recommending action to the Board; and
4. Once a recommended course of action has been endorsed by the Board, providing guidance and oversight for implementation may be delegated by the Board to the relevant Committee.

Access

The Directors may invite management and/or an independent third party to attend all or part of a meeting of the Board.

Directors may contact the CEO at Lyons College directly between meetings of the Board to source information or seek help with specific queries.

Lyons College Support for Directors and Board Processes

Lyons College maintains Directors’ and Officers’ liability insurance providing coverage to the value of \$5,000,000 per any one claim. Directors are entitled to receive a copy of the Certificate of Currency for the insurance on appointment as part of their induction pack, or at other times once a year on request to management.

The Board is committed to modelling excellence and continuous improvement in its operation. The Board will undertake an evaluation of its performance at least every three years. This will be done by engaging an external auditor who has experience is assessing Board performance.

Review of Board Charter

The Board will review this charter once every three years as part of its cyclical governance review to determine its adequacy for current circumstances.

Version Control and Change History					
Version	Approval Date	Approved by	Amendment	Created by	Review Date
V0.1			Document creation		
V0.2			Refining purpose and duties and responsibilities. Define membership composition.		
V1.0	23 Sept 2016	Board	Final version	Michelle Lac	Three years from date of approval or as required
V2.0	14 July 2017	Board	Review and to update first with new Governance structures from July 2017.	Rukesh Sadhai	Prior to July 2020

Version Control and Change History					
Version	Approval Date	Approved by	Amendment	Created by	Review Date
V2.1	14/12/2017	Board	Minor grammar corrections. Change from minimum 2 to 3 Directors. Clearer explanation of Quorum in accordance with Board Resolution 20171214/03	Rukesh Sadhai	Prior to December 2020
V2.2			Increase the term of Board appointments from 2 years to 3 years in accordance with Board Resolution 20181108/02. Incorporate wording from AJ in accordance with Board Resolution 20171214/03	Rukesh Sadhai	
V2.2a			Additional amendments from V2.2, with changes to wording in the Preamble to remove some ambiguity.	Rukesh Sadhai	