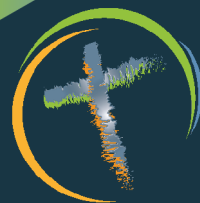


CATHOLIC EDUCATION SANDHURST Ltd

POSITION DESCRIPTION



POSITION TITLE	Board Director
ORGANISATION	Catholic Education Sandhurst Limited (CESL)
REMUNERATION	Set by the Member of the Company
STATUS	Fixed Term
REPORTS TO	Board Chair

Purpose

A Board Director is a key governance role within Catholic Education Sandhurst Ltd, providing skills and experience in a range of sectors to contribute to the strategic leadership of the Company.

Appointed by the Member (the Bishop), a Board Director fulfils their duties in line with ASIC and the ACNC requirements, with a focus on the purpose of the Company to advance both education and religion through the establishment and operation of an effective system of Catholic education within the Sandhurst Diocese.

Role Context

Our Board Directors, led by the Chair, are called to be faithful stewards of the organisation. They govern with authority and care for the resources entrusted to them in pursuit of CESL's mission to provide stimulating and enriching learning environments for our students, to support them to live *life to the full*.

The Board operates as the governance body responsible for the strategic oversight, stewardship and accountability of Catholic Education Sandhurst Ltd, exercising all powers of the Company except those expressly reserved for the Bishop as Member of the Company.

In fulfilling its role, the Board sets the strategic direction in alignment with the Bishop's Initial Directions, ensures that policies, decisions and organisational performance remain consistent with the mission and teachings of the Church, and oversees robust systems of risk management, compliance and organisational control.

The Board delegates operational authority to the Executive Director, who is accountable to the Board for the leadership, management, and day-to-day administration of the organisation, while remaining subject to Board direction and monitored through established delegation frameworks.

Our Organisation

CESL is committed to the mission of Catholic Education across the Diocese of Sandhurst. With a rich history dating back to 1853 the Diocese reaches from Central to Northeast Victoria. The organisation supports more than 3,000 employees in just under sixty schools and early childhood facilities.

The Executive Director of Catholic Education Sandhurst is appointed by the Board of CESL to support the administrative, leadership, organisational, safeguarding and business service functions to Catholic schools within the Diocese.

The Executive Director and all delegations via that position, including school principals, operate within Australian law, the parameters of Canon Law and the established protocols of the Catholic Church. CESL is the employing authority for its schools and acknowledges and respects the relational role of Parish Priests and the Parish communities in which schools are located and supported.

Our Vision and Mission

Vision

The vision for CESL is to provide, in partnership with our families, stimulating, enriching, liberating, and nurturing learning environments in each of the Catholic school communities within the Diocese. At the heart of this vision is our commitment to the ongoing duty of care that we have for the safety, wellbeing and inclusion of all children and young people.

We believe:

- That the values of the Gospel are central to who we are, what we do, and how we act.
- That we have a vital role in the mission of the Catholic Church to imagine and seek new horizons while respecting our Tradition
- That a strong sense of community is dependent on the quality of our collegial relationships
- That each person's potential is fostered through the dedicated ministry of Catholic Education
- In leadership encompassing vision, innovation, and empowerment.

Mission

The **Sandhurst Cultural Covenant** guides the work of our organisation, drawing inspiration from the significant history of Catholic education in our region. It is more than an agreement, it is a heartfelt pledge to uphold values that nurture dignity, respect and flourishing, that is, *'life to the full'*.

This Covenant binds us as colleagues, and extends to our students, their families and the communities in which our learning centres are based, affirming that every interaction and every process reflect our commitment to serve and to lead with integrity.

Why do we **EXIST**?

Catholic Education Sandhurst empowers regional young people, their families, our staff and communities to have *'life to the full'* (John 10:10).

What do we **DO**?

- We champion *Authentically Sandhurst* Catholic Education
- We prioritise *Outstanding Learner Growth*
- We honour *Solidarity and Subsidiarity*

How will we **BEHAVE**?

- We are hope-filled and joyful
- We have a passion to 'know better and do better'
- We are synodal; we welcome, we listen, we discern and we act
- We celebrate the sacred in all things

How will we **SUCCEED**?

- Ambitious expectations
- Stable core, disruptive edge
- Formation to inspire and empower
- Challenge regional disadvantage in all its forms

Key Responsibilities

Mission and purpose

- Uphold the mission of Catholic education as articulated in the Constitution
- Approach decisions with consideration for the Catholic identity, ethos and mission of the Sandhurst Diocese

Leadership and relationships

- Contribute to a high-performance Board culture that supports informed decision-making, constructive challenge, and effective stewardship of the organisation in alignment with the CESL Cultural Covenant
- Exercise collective accountability for decisions of the Board, including active participation in meetings and adherence to codes of conduct and conflict of interest requirements

Governance and Financial Performance	• Apply financial stewardship by scrutinising financial performance, budgets, and resource decisions to support the responsible and sustainable management of resources • Critical monitoring of organisational performance to be assured that appropriate systems of risk management, compliance and internal control are in place and operating effectively
Monitoring and Compliance	• Constructively engage with and question reports from Management to ensure that operational performance aligns with Board-approved strategy, financial objectives and risk appetite • Exercise diligent oversight of governance frameworks through critical review, approval and periodic review, ensuring policies are consistent with the Constitution, legislative requirements and the teachings and directives of the Church, seeking assurance that policies and frameworks are effectively implemented across the organisation.

Key Capabilities

Strategic Leadership	• Operates as part of a team, holding equal responsibility to engage, discuss and determine outcomes • Contributes to the Board's demonstration and representation of CESL's Cultural Covenant
Collaboration	• Demonstrates confidentiality inside the boardroom and solidarity outside the boardroom, demonstrating mutual respect and trust • Actively and respectfully listens to all Directors, candidly sharing opinions and recognising the value in diverse and new opinions
Decision Making	• Brings a spirit of inquiry and discernment to the board table to critically assess information • Contributes to respectful debate and critical assessment of information to support well-informed decisions
Accountability	• Is fully prepared for meetings, including reading all Board Papers, and able to contribute to discussions • Is responsible for their own behaviours and actively and respectfully raises issues when required

Key Selection Criteria

	Desirable Qualifications	- Qualifications or significant experience in the field of expertise that the Director brings to the Board (e.g. CPA for financial sector experience etc.) - Experience and/or interest in gaining governance experience that would align with Governance Institute of Australia or Australian Institute of Company Director training
	Knowledge and Experience	Transferable knowledge and experience that can be applied to the purpose of Catholic education
	Commitment to Catholic Education	It is expected that all Board appointments espouse and respect the principles of Catholic Teaching, as is reflected in the identity of the Sandhurst Catholic School which is grounded in the person and teaching of Jesus and interpreted and enacted for the “common good” in response to the “signs of the times”.
	Commitment to Child Safety	In addition to the mandatory requirements for compliance with Child Safety legislation, Board Directors are required to demonstrate CESL’s commitment to the safety and wellbeing of children and young people as our highest priority through their decisions and actions.
	Skills and Attributes	To support the Board with a diverse range of skills, experience and perspectives, and based on a skills assessment of the Board, Directors will have experience in a minimum of one of the following attributes: - Catholic Mission - Strategic Expertise - Education - Financial expertise (qualifications) - Legal or governance - Risk Management - Child Safety/Safeguarding - Not for profit or related education industry experience - Human Resources.
	Eligibility	All Board Directors are required to meet eligibility requirements, including: - Are not to be an employee of the Company - Are not disqualified from being a Responsible Entity under the ACNC Act, - Have Fit and Proper Person status for the purposes of the Education and Training Reform Act - Are over 18 years of age, and provide written Consent to be a Director - Must not be disqualified from managing corporations - Must have an active, valid Director ID prior to appointment.

Mandatory Responsibilities and Requirements

Compliance with CESL Policies and Procedures

All CESL policies and procedures are available in CompliSpace. It is expected that all Board Directors and Committee Members of CESL must ensure that they comply with policies, procedures and standard ways of work practices when conducting their work. Any breaches in compliance may result in disciplinary action.

Compliance with Occupational Health and Safety

All CESL Board Directors and Committee Members have a responsibility to take reasonable care of their own health and safety along with the safety of others. It is expected that all Directors and Committee members comply with policies, safe work procedures, instructions, and rules of CESL's OH&S Management System.

All Board Directors/Committee Members must report any hazards or any other health, safety, or wellbeing issues to their Board/Committee Chair. There is also an expectation that Board Directors/Committee Members will actively eliminate hazards, follow instructions, and participate in training and consultation processes.

Compliance with Child Safety Legislation

CESL is committed to creating and maintaining a child safe school environment in which all students feel safe and are safe. They do this by promoting the safety, wellbeing, and inclusion of all children. All CESL Board Directors/Committee Members have a responsibility to comply with current Child Safety legislation. This includes keeping up to date with relevant mandatory reporting requirements, **annual child safeguarding training** and maintaining a valid working with children check or VIT registration. CESL are committed to ensuring the safety of children in our care, as such rigorous reference and background checks are conducted at the pre-employment stage. All staff are also expected to comply with the Child Safety Code of Conduct as amended or varied from time to time.

This position description is intended to describe the general nature and level of work that is to be performed by the person appointed to the role.

It is not intended to be an exhaustive list of all responsibilities, duties and skills required.

Any elements of this document may be changed at Catholic Education Sandhurst's discretion and activities may be added, removed or amended at any time.

