



Sacré Cœur School Alumnae Association Committee Charter

PREAMBLE

The Alumnae Association Committee Charter is an adjunct to the Alumnae Association Constitution in respect of the structure and function of the Association's elected committee. The Charter does not supplant, replace or over-ride the intent of the Alumnae Association Constitution or its Purpose.

The Charter is for the purpose of compliance with the School Board in respect of streamlining the School's internal committee structure.

1. PURPOSE

The Committee of the Sacré Cœur Alumnae Association (the Committee) was established to maintain the integrity of the Association in ensuring its core purpose of:

- (a) enabling contact and mutual support between Members
- (b) maintaining loyalty to the Sacré Cœur School and to the Members of the Society of the Sacred Heart, and
- (c) conducting two Masses in the School Chapel each year, one for the deceased Members of the Association.

The Committee is deemed with the responsibility to uphold *The Constitution of the Sacré Cœur Alumnae Association 2021*.

2. AUTHORITY

The Committee is solely comprised of Members of the Alumnae Association. It inherits its authority from its Members and acts as the interface between the Association and the School Board via representation on the School Community Council

3. COMPOSITION & MEETINGS

The Committee will be comprised of Members of the Association and have a maximum of 15 and a minimum of 6.

Office-bearers nominated by the Committee Members elected by the Association, form the Executive Committee and comprise:

- (a) a single Chairperson who is the President, or two Chairpersons acting jointly as Co-Presidents of the Association
- (b) a Vice-President unless there is a Co-Presidency in which case no Vice-President is selected
- (c) a Secretary
- (d) a Treasurer and
- (e) an Assistant Treasurer.

Roles and Responsibilities for Office-bearers are attached. See Appendix 1

3.1 Election of Office Bearers

- (a) Office-bearer vacancies are announced via publication in the *E-Newsletter*, or equivalent, one month prior to the AGM.
- (b) Nomination forms made available from the Alumnae Relations Manager's (ARM) Office, or equivalent, and on the Alumnae Association website, or equivalent.
- (c) Nomination forms, including name and signature of nominee, proposer and seconder must be received by the ARM, or equivalent, 14 days before the Annual General Meeting.
- (d) Proxy votes will be made available from the ARM and must be received prior to the commencement of the AGM.
- (e) Nominees will be announced at the AGM and voted on by those eligible and present. A majority vote is required.

4. CONDUCT OF MEETINGS

- (a) The time and venue for meetings should be agreed to by all Committee Members.
- (b) The Secretary shall prepare a meeting agenda for all meetings if appropriate to do so.
- (c) The Secretary shall distribute the agenda to all Committee Members no less than three days prior to a meeting.
- (d) If a Committee member wishes to add an agenda item, they may liaise with the Secretary in relation to this.
- (e) A meeting may be held with one or more Members taking part by telephone, audio-visual link or other live communication method, provided that Members' participation is not unduly compromised.

5. MEETING TYPES

5.1 Regular meetings

The Committee of the Association shall hold at least four regular meetings each year. A notice of meeting shall be sent to all Committee Members no less than three days prior to such meetings.

5.2 Annual General Meetings

An Annual General Meeting (AGM) will be conducted each year.

The Secretary must give to each known member of the Association, at least 14 days prior notice of the AGM, such notice may be given by way of email, letter, on-line newsletter or any such communication as agreed. Failure to receive such notice shall not invalidate any proceedings thereof.

5.3 Special General Meetings

Any general meeting of the Association, other than an Annual General Meeting or a disciplinary appeal meeting, is a Special General Meeting.

The Committee may convene a Special General Meeting whenever it agrees reasonable to do so; usually when an issue arises which requires the input of the Members urgently, or requires urgent resolution.

The Committee must convene a Special General Meeting if a request to do so is made by any Member, or Members, and they provide:

- (a) a request for the meeting in writing; and
- (b) state the business to be considered at the meeting and any resolutions to be proposed; and
- (c) include the names and signatures of the Members requesting the meeting; and
- (d) be given to the Secretary.

6. **INVITED GUESTS**

Guests may be invited to attend the Alumnae Association Committee meetings at the Committee's discretion, or as required.

7. **TENURE**

Office-bearing Committee Members may be appointed for a term not exceeding two years and, subject to Committee approval, may be eligible to be appointed for two further terms but must retire after holding office for 6 sequential years.

General Committee Members may be appointed for a term not exceeding three years and, subject to Committee approval, may be eligible to be appointed for a further two terms. Committee Members must retire after serving 9 sequential years.

8. **QUORUM**

A minimum of 6 Members, including the Chairperson is required to constitute a meeting quorum.

9. **STANDING AGENDA ITEMS**

The ordinary business required to be conducted includes:

- (a) Declarations of any conflicts of interests
- (b) Declaration of adherence to the School Child Safety Policy:
<https://sac.vic.edu.au/child-safety/>

- (c) Minutes of previous meeting
- (d) Review of action items brought forward from previous meetings
- (e) Report on current financial status
- (f) Feedback from the Sacré Cœur Community Council
- (g) Committee briefing on relevant matters
- (h) Review and consideration of events and activities

10. RESPONSIBILITIES AND DUTIES

The overriding responsibility of Committee Members is to consider and act in the interests of the Sacré Cœur Alumnae Association and the School.

The Association must not distribute any funds or assets directly or indirectly to its Committee Members or Members of the Association. The Committee is not precluded from paying, or reimbursing a Committee Member or general Member for expenses properly incurred by the Member, or for goods or services provided, if this is done in good faith and on terms no more favourable than if the Member was not a Member.

11. LEAVE OF ABSENCE

A committee member may request an extended period of leave from the committee by making a written request to the President/s.

A leave request from an office-bearer of longer than three months will require a temporary replacement for the relevant position.

A special leave request from an office-bearer for a period of 12 months, or longer, will require resignation and re-appointment of the office-bearer.

12. REPORTING

The Annual Report of the Association, as well as regular Presidents' Reports are required to be made available for general publication, e.g.: published on the website, the Alumnae Association website and/or other relevant communication networks.

Paper-based copies of Annual Reports will be stored by the School and remain in the School Archives.

An accurate record of each Committee meeting, i.e., the Minutes of the Meeting and Financial status Report, will be created and distributed to Members of the Committee.

13. CONFLICTS OF INTEREST

A conflict of interest occurs when a person's personal interest/s conflict with their responsibility to act in the best interests of the Sacré Cœur Alumnae Association and/or the School. The school has developed a [Conflicts of Interest Policy: Appendix 2](#) which will be used for reference by the Committee.

CONFIDENTIALITY

Discussions and information of a confidential nature obtained by Committee Members are held on a confidential basis and are not disclosed to any outside parties.

Committee members are required to provide verbal agreement of this Clause, at their first Committee meeting, following their appointment.

14. REVIEW

The Committee will review its performance in respect of its Purpose, Responsibilities and Duties annually.

The performance of all Committee Members will be reviewed annually by the President/s and/or other persons who are directed, from time to time, to undertake a review. Each Committee Member's performance will be measured against the responsibilities of the Committee as detailed by key performance indicators:

15.1 Key Performance indicators:

- Number of meetings attended
- Active contribution to meeting agenda items and any other identified individual tasks, as set by the Committee
- Where appropriate, the effective management of sub-committees of the Committee.

15.2 Key Performance requirements:

- Actively contribute to fulfil the responsibilities of the Committee
- Attend fifty percent (50%) or more, of meetings during a 24 month period

Where a Committee Member does not meet Key performance requirements, she may be counselled and supported by a member of the Executive Committee to encourage a greater contribution, or asked to resign from the Committee upon resolution of the Executive Committee.

15. INSURANCES

Sacré Cœur school holds insurance cover for public liability and professional indemnity which extends to cover the activities of the Committee.

16. AMENDING THE ALUMNAE ASSOCIATION COMMITTEE CHARTER

This charter is intended to guide and assist the work of the Committee and provide clarity regarding roles and responsibilities. It will be reviewed by the Committee annually, or as deemed necessary, and amended in accordance with the resolution of the Committee.

Version Control

Date	Review or Amendment Description	By Whom
May 2021	Document created	Kerry Bergin (Co-President 2018-2021)

APPENDIX 1

Office-Bearer Role Descriptions

1. President or Co-Presidents shall:

- i. Ensure that meetings are held in accordance with the Constitution.
- ii. Ensure that key responsibilities are fulfilled in accordance with the Constitution.
- iii. Ensure that key responsibilities and duties are fulfilled in accordance with the Committee Charter.
- iv. Be the Chairperson at meetings.
- v. Ensure that two Masses will be said each year; one for the deceased Members of the Association.
- vi. Act as a spokesperson for the Association.
- vii. Sign off on official letters and documentation on behalf of the Association.
- viii. Undertake roles on other Sacré Cœur committees, as required, or delegate to other general Committee Members (such as ASCA, the Sacré-Coeur Community Council).

2. Vice-President (if no Co-Presidency)

The Vice President shall share and support the President in all responsibilities including:

- i. Ensure that meetings and key responsibilities are fulfilled in accordance with the Constitution.
- ii. Ensure that key responsibilities and duties are fulfilled in accordance with the Committee Charter.
- iii. Be the Chairperson at meetings, should the President be absent.
- iv. Ensure that two Masses will be said each year, one for the deceased Members of the Association.
- v. Act as a spokesperson for the Association, in the absence of the President.
- vi. Sign off on official letters and documentation on behalf of the Association, if required.
- vii. Undertake roles on other Sacré Cœur committees as required or delegate to other general Committee Members (such as ASCA, the Sacré Cœur Community Council).

3. Secretary

The Secretary shall:

- i. Take minutes during meetings and distribute minutes to Committee Members for review and approval, after each meeting.
- ii. Prepare and send agendas, in consultation with President and send to Committee Members no later than three days prior to meeting.

- iii. Retain all non-financial records pertaining to the Committee including an up-to-date list of Committee Members, approved minutes, agendas, reports and copies of correspondence with Sacré Cœur including any *Memorandum of Understanding* and general correspondence.
- iv. Ensure that two Masses will be said each year, one for the deceased Members of the Association.

4. Treasurer

The Treasurer shall:

- i. Ensure that there are receipts for all funds received by the Association.
- ii. Provide financial reports at each meeting (or when otherwise requested by the President) detailing account balances, funds raised, outgoings/incomings.
- iii. Provide an annual financial report, to the Members, at the AGM.
- iv. Retain all financial records pertaining to the Association including receipts, invoices, and correspondence.
- v. Liaise with Sacré Cœur in relation to receiving the monies levied from students.
- vi. Ensure as far as practical that the Association keeps accurate financial records.
- vii. Maintain bank accounts and ensure there are two signatories for the accounts.

APPENDIX 2

Conflict of Interest Guidelines for Committee Members

Any reference to Directors in these guidelines applies equally to all Alumnae Association Committee members.

1. Preamble

The Directors of Sacré Coeur have been entrusted by the Trustees of the Society of the Sacred Heart of Jesus (“the Member”) to promote and protect its interests. Those interests include increasing, consolidating and disseminating knowledge concerning the School. Inasmuch as the School’s principles recognise the need to foster values described as balanced, ethical, collaborative, transparent and open, it is important that Directors place, and will be seen always to place, the interests of the School above their own when engaged in School business. The following points are intended to provide guidance for the Board and for individual Directors in cases where real, apparent, or potential conflicts of interest may arise.

2. Definition

Conflicts of interest include situations:

- where Directors’ private affairs or financial interests are in conflict with their duties and
- responsibilities or are likely to result in a perception that a conflict exists; or
- where a Director’s actions compromise or undermine the trust which the Member and School Community place in the Board; or
- which could impair or appear to impair the Directors’ abilities to act in the School’s interest.

Conflicts of interest can include both financial and other material interests. In addition to actual conflict of interest, there can also be apparent or potential conflict of interest.

An apparent conflict of interest occurs when the answer to the following question is “yes”:
Would a reasonably informed person perceive that the performance of the Director’s duties and responsibilities could be influenced by their financial or material interest?

For example, any time a Director is also directly or indirectly (by virtue of a personal or professional relationship) engaged in a project sponsored or supported by the School, there is the possibility of an apparent conflict of interest.

A potential conflict of interest is a situation that may develop into a real conflict of interest, and to ensure good governance of the School, should be addressed in the same way.

3. Guidelines

The following guidelines direct all actions and decisions by Directors regarding potential and actual conflict of interest in activities sponsored or supported by the School. These principles apply to both for-profit and not-for-profit activities.

- The Directors must act in the best interests of the School;
- The Directors should not participate in decisions from which they could benefit financially or materially;
- The Directors shall regard benefits accruing to immediate family as if the Director in question were to benefit;
- The Directors must not use their positions or information obtained therefrom to provide an unfair advantage to themselves, including (for example) cases involving awarding of contracts and other approvals and appointments.

4. Some Types of Conflict of Interest

The following are examples of situations which will, or are likely to, give rise to an actual or perceived conflict of interest on the part of a Director:

- Self-dealing:
In the Director's School role, the individual makes decisions that financially or materially benefit or advantage the Director personally or professionally or the Director's immediate family (other than, if a parent, on the same terms as all other School parents).
- Accepting benefits:
In the Director's School role, the Director accepts gifts, bribes, services, or other benefits that may be perceived to influence the Director.
- Influence peddling:
The Director accepts benefits in exchange for exerting influence or giving preferential treatment to the giver of the benefit.
- Using School property:
The Director uses School property (e.g., photocopiers, telephones) for non-School business.
- Using confidential information:
The Director uses for private advantage confidential information acquired because of School work.
- Post-Appointment:
Confidential information that has been gained in the Director's role is used for private advantage after leaving the School Board.
- Influence of teaching staff:
The Director uses their position to influence how school teaching staff interact with and teach their own child.

5. Procedure when a Conflict of Interest Arises

1. It is the responsibility of each Director to immediately disclose in writing to the Chair of the School Board the existence of any actual or perceived conflict of interest.
2. It is the duty of the Board of Directors of the School to decide whether there is any perceived conflict which would not allow the Director to participate in any discussions or vote on the issue that has given rise to the perceived conflict.
3. In respect of contracts or proposed contracts with the School, there follows below an extract from the Constitution of Sacré Coeur:

Rule 4:

Definitions: "Company" means the company limited by guarantee and called Sacré Coeur.

Rule 31:

Subject to Rule 32, Directors shall not vote in respect of any contract or proposed contract with the Company in which they are in any way whether directly or indirectly interested or in respect of any matter arising out of such contract or proposed contract and shall not be present when the Board votes in respect of such a matter and if they are present and vote in contravention of this clause their vote shall not be counted.

Rule 32:

Where any Director is directly or indirectly interested in a contract or proposed contract with the Company, the Board may in respect of that contract or proposed contract and/or a matter arising out of the contract or proposed contract ("the matter") pass a resolution that the interest should not disqualify the Director from considering or voting on the matter and which resolution:

- a. specifies the Director, the interest and the matter; and
- b. states that the Directors voting for that resolution are satisfied that the interest should not disqualify the Director from considering or voting on the matter, provided the specified Director is not present for and does not vote in respect of such resolution.

In respect to the applicant of a proposed contract with the School, the Director must immediately inform the Chair of the School Board in writing if the Director:

- is the applicant, co-applicant, or co-signor; or
- is a senior official from the same organisation as an applicant; or
- belongs to the same organisation as an applicant; or
- is an applicant's colleague; or
- is a competitor of an applicant or involved in an organisation or business that is a competitor of the applicant; or
- is directly involved in collaborative activities with the applicant;

4. Any proposal for work or otherwise submitted by any Director in which they, their relatives, or their friends have a financial interest, other than student scholarship applications to the School (to which the Scholarships Policy applies), must be forwarded to a minimum of two other Directors and/or external reviewers (as determined by Board) for independent evaluation.
5. Should a Director be found to have a conflict of interest that has not been disclosed to the Board as required in point 1 above, without limiting all available rights and remedies available at law to the School, the Board may:
 - (a) require the Director to provide full disclosure of the nature of the conflict of interest;
 - (b) vacate the office of Director under Rule 17 (d) of the Constitution of Sacré Coeur if the Director “is directly or indirectly interested in any contract or proposed contract with the Company and fails to declare the interest as required by this Constitution and the Corporations Act”

The office of Director may also be vacated under Rule 17 (e) of the Constitution of Sacré Coeur whereby the Director “is removed by notice in writing by the Member of the Company to the Directors and to the Board” Review.

These Guidelines will be reviewed by the School Board every three (3) years.

Guidelines adopted by the School Board.

Date: 20 June, 2017