



## **Incorporation Governance**

In October 2017, Fr Brian McCoy SJ, the Provincial of the Society of Jesus in Australia, announced significant changes to the governance of Jesuit owned schools in Australia.

From 5 March 2018, Xavier College has become an incorporated entity with a board that is responsible for the local governance and management of the school. Xavier College Limited (Ltd) is the legal entity that conducts the College and is the employer of all of the staff at the school.

At the same time as announcing the move to incorporating the Jesuit owned schools, the Provincial announced the establishment of a new incorporated entity called Jesuit Education Australia (JEA). JEA is the member of the entity that operates Xavier College. In turn, the Society of Jesus in Victoria, which is a legal entity of the Australian Province of the Society of Jesus, is the member of JEA. The Principal reports to the board of the school which in turn reports to the Province through its member, JEA.

The purpose of JEA is to:

- Advance and provide leadership in Catholic education in the Jesuit tradition
- ensure, support, and facilitate communication and collaboration between, the Jesuit Colleges, Jesuit Companion Schools and other entities that operate to advance Catholic education in the Jesuit tradition as specified by the Provincial
- ensure that each of the Colleges is conducted as a Catholic school in the Jesuit tradition of such character as may from time to time be specified by the Province
- carry on or assist in the carrying on and promotion of the charitable activities of the Province in connection with education
- ensure that the Jesuit Colleges and Jesuit Companion schools give authentic witness to the Ignatian vision and Jesuit mission of education
- do all other things necessary for, or ancillary to, the fulfilment of the purposes listed above.

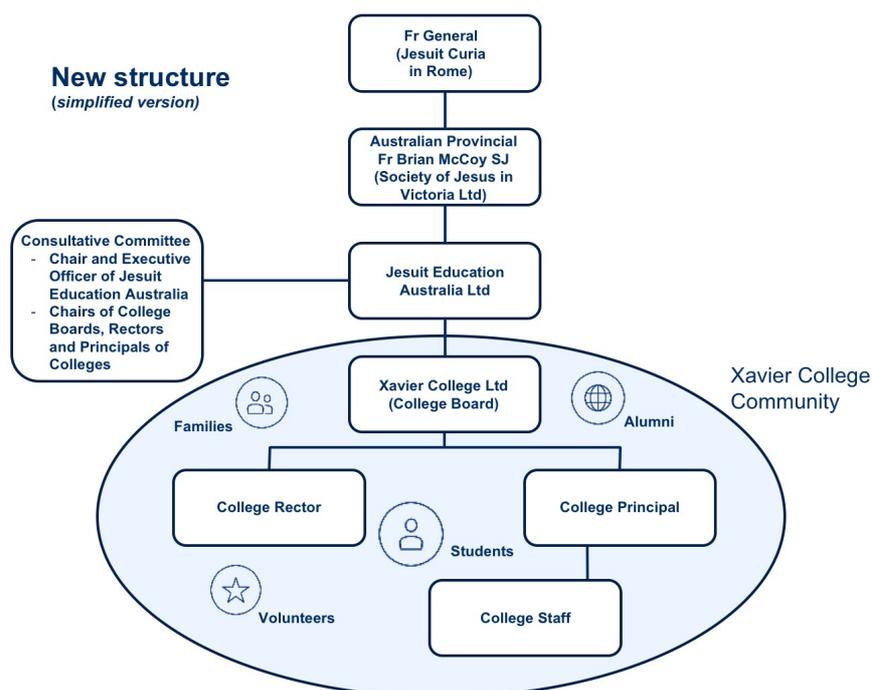
Under our governing constitution, the Chair, Deputy Chair and directors of the board are appointed by JEA, taking into account nominations from the Chair of the board and/or the Provincial. The boards are non-representative bodies but in making appointments to the board JEA must ensure that there are directors with an appropriate range of skills, experience, and expertise including the ability to understand and competently deal with current and emerging issues in connection with Jesuit education. Before JEA appoints a Chair, Deputy Chair and/or director, it must seek the prior approval of the Provincial. Directors are usually appointed for an initial 3 year term.

The Principal and the Rector are not members of the board but report to the board and attend all board meetings. They have the ability to speak at meetings but not vote on any decisions. No member of staff can become a director of the board. There will be a representative of JEA present at each board meeting. The JEA representative has the ability to speak at board meetings but cannot vote on any decision.

JEA is also the entity that approves the appointment of a Principal, the annual budget, and the College's strategic plan including its master plan. As with the appointment of directors, JEA must seek the prior approval of the Provincial for each of these matters.

The responsibility for day to day management and administration of the College is delegated to the Principal by the board. While the Principal is the Chief Executive Officer of the College, he shares the day to day leadership of the College with the Rector. The Rector must be a member of the Society of Jesus and is appointed directly by the Provincial. The Rector has the overall responsibility for the preservation and promotion of the Ignatian ethos and Jesuit identity of the College. He also has a special care and responsibility for the faith formation of the College including leadership in the liturgical, spiritual and service life of the College.

The diagram below sets out the structure of incorporation governance:



A significant aspect of this governance change is the ongoing importance of Ignatian formation of the board and the staff of the College and the importance of the principle of subsidiarity, meaning that issues should be dealt with at the level that is most appropriate for their resolution. Consequently, the board is specifically responsible for the following:

- Ensuring the school is conducted as an independent Catholic school in the Jesuit tradition

- Guiding the College's strategic direction
- Participating in ongoing formation, including Ignatian formation
- Developing the annual budget and the strategic plan of the College to JEA for approval
- Appointing and/or removing the Principal, subject to the prior approval of JEA
- Supporting, encouraging and advising the Principal and Rector of the College
- Assessing and managing the Principal's performance
- Ensuring the Rector complies with his responsibilities/obligations and providing regular reports to the Provincial including any concerns they may have regarding the Rector
- Monitoring the risks faced by the College and ensuring that they are appropriately dealt with, including to provide support to the Principal on the mitigation of risks
- Ensuring the infrastructure of the College is properly developed and maintained
- Making recommendations to JEA about future potential directors of the incorporated entity
- Ensuring board committees exist that oversee the Audit, Finance and Risk of the College as well as the property and buildings used by the College.