



VILLANOVA COLLEGE



BOARD OF DIRECTORS CODE OF CONDUCT

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Table of Contents

PURPOSE	3
APPLICATION	3
SCOPE	3
DEFINITIONS	3
THE CODE OF CONDUCT	3
1. MISSION, VISION, AND VALUES.....	3
2. COMPLIANCE.....	4
3. DECISION-MAKING	4
4. CONFIDENTIALITY	4
5. STUDENT AND COLLEGE DATA.....	5
6. ETHICS AND INTEGRITY	5
7. GIFTS	5
8. COLLABORATION	6
9. FORMATION.....	6
10. COMMITMENT	6
11. BREACH OF THE CODE	6
ACCOUNTABILITY.....	7
ASSOCIATED DOCUMENTS	7
REVIEW AND APPROVAL.....	7



PURPOSE

Villanova College is a company limited by guarantee and registered as a charity with the *Australian Charities and Not-for-Profit Commission*. It is established to govern, operate, and conduct Villanova College (the College) in the Augustinian charism.

The Board of Directors, collectively referred to as 'the Board', is responsible for promoting the objectives of the company in accordance with its constitution and in line with the values and vision of the company. In fulfilling their duties, the directors should refer to the Mission Statement. Each director is bound by this Code of Conduct (the Code) to fulfill their duties to the Company.

The purpose of the Code is to ensure that the highest standard of conduct is observed by the Directors to fulfill their duties under legislation and mission and to ensure their conduct is consistent with the moral values and charism of the Augustinian Order.

This Code is informed by the standard of behaviour expected by Company Directors:

- under common law and the *Corporations Act 2001* (Cth)
- under the *Australian Charities and Not-for-Profit Commission Act 2012* (Cth)
- as members of the school governing body under the *Accreditation of Non-State Schools Act 2017* (Qld)
- the values and charism of the Augustinian Order.

Board Directors are appointed under the requirements of the *Villanova College Constitution*. Upon appointment, Board Directors are required to commit to the Code of Conduct to support their ethical and informed duties. A Board Director's role is to serve the people of the community of Villanova College as an Augustinian ministry and a ministry of the Church.

APPLICATION

The Code applies to all appointed members of the Board of Directors and Company Secretary of Villanova College.

SCOPE

The Code applies in Villanova College's workplace.

DEFINITIONS

Workplace means where work at Villanova College takes place, work-related locations (e.g., client sites, worksites, public spaces, remote sites), and places where workplace participants do things related to work, including outside normal working hours (e.g., conferences, social events, business trips, and work parties). The workplace is physical and virtual. It includes work-related interactions using technology and social media even if workers are not using our resources

Workplace participant is any person who works for Villanova College in any paid or unpaid capacity (including as an employee, contractor, or volunteer).

THE CODE OF CONDUCT

Villanova College promotes the highest standard of ethical behaviour for Board Directors to follow, apply, and always model in their role governing Villanova College.

1. MISSION, VISION, AND VALUES

Board Directors will:

- 1.1. familiarise themselves with the mission, vision, values, and strategic documents of the College



- 1.2. through word, deed, intent, and honour, accept and support the mission statement, vision statement, and values of Villanova College.

2. COMPLIANCE

Board Directors will:

- 2.1. understand how the *Accreditation of Non-State Schools Act 2017* (Qld) applies to non-government education in Queensland and the implications for the *Non-State Schools Accreditation Board* (NSSAB) requirements for governing bodies that follow the *Villanova College Constitution*
- 2.2. declare and disclose any real, perceived, or apparent conflict with the interests of the College.

3. DECISION-MAKING

While having due regard for the responsibilities accorded by the Constitution, Board Directors share authority equally. Only when the Board clearly delegates an individual Director to act on its behalf will that person be empowered to speak or act on behalf of the Board.

Board Directors will:

- 3.1. prepare for board meetings
- 3.2. use professional skills and personal experience when reviewing information
- 3.3. ask questions to:
 - 3.3.1. clarify uncertainty
 - 3.3.2. gain more information to understand
 - 3.3.3. better understand an issue
 - 3.3.4. make objective, robust, and defensible decisions that are supported by evidence
- 3.4. undertake formation in faith, respect opposing points of view, strive for cooperation and harmony, and manage conflict constructively
- 3.5. accept the final decision of the Board regardless of his or her personal position on any issue.

4. CONFIDENTIALITY

Board Directors are expected to keep confidences when the Board agrees that information is so confidential that it should not be shared outside a meeting.

Board Directors will:

- 4.1. always treat information they learn about the College through Board membership as confidential
- 4.2. use College and Board information only for its stated purpose, unless the Principal or Board Chair allows otherwise
- 4.3. not take or make copies of Board documents in any form without the Principal's permission
- 4.4. securely store records and documents relating to the College.



5. STUDENT AND COLLEGE DATA

Board Directors will be informed of and have access to a range of College data, including achievement, attendance, enrolment, financial, staffing, and data as determined appropriate by the Principal and Board Chair.

Board Directors will not:

- 5.1. use student achievement data to:
 - 5.1.1. compare individual students
 - 5.1.2. judge teacher performance
 - 5.1.3. compare individual teachers.
- 5.2. disclose any tabled data nor Board discussions about student achievement and College performance.

6. ETHICS AND INTEGRITY

Under the Code, Board Directors are required to always behave professionally and appropriately and, in their work for the College, act ethically, honestly, with integrity, and in good faith.

Board Directors will:

- 6.1. work for the good of all members of the community, rejecting bias or the conflicting interests of self or any other group
- 6.2. participate as fully as possible in prayer, reflection, and the sharing activities at each meeting
- 6.3. act in the best interests of the College and its students using care and diligence and should not use the information they learn as a Board Director improperly nor take advantage of being a Board Director
- 6.4. act as governing representatives of the College and, therefore, in a way that will not discredit the College or the Augustinian community.

7. GIFTS

The Villanova College Board holds a register of gifts and benefits received. Given the voluntary nature of the work, it is understood that on occasion, parents, staff, and related parties may seek to recognise and acknowledge the time and commitment of Board Directors through the giving of a gift.

Transparency in declaring gifts is critical to ensure ethics and integrity prevail.

- 7.1. Gifts under the commercial value of \$300.00 do not need to be declared.
- 7.2. Gifts over the commercial value of \$300.00, or those gifts where declaring an accurate value, is difficult, must be declared to the Company Secretary for admission to the Villanova College Gift Register.
- 7.3. Where the commercial value exceeds \$300.00, the Board Chair will determine whether action is required to redirect the gift, hold or transfer the gift, or return the gift. Where Board Directors receive gifts under the determined value, they may generally accept the gift. In a case where the purpose of the gift comes into question (e.g., seeks to influence, is directly related to current contracts or a College procurement, to gain Board membership), these matters must be registered and referred to the Board Chair for determination, even if the gift value falls below the threshold for declaration.



8. COLLABORATION

Board Directors will:

- 8.1. honour decision-making as per the constitution, working within a model of collaboration, shared wisdom, and open, honest dialogue
- 8.2. treat member colleagues and the College's staff, students, and community fairly, sensitively, consistently, and with respect; listen to others and be tolerant of their views, even if they differ from those held by a Director.

9. FORMATION

Board Directors will:

- 9.1. commit to regular spiritual formation and self-education programs offered at meetings and at regular intervals across the annual calendar of Board meetings, events, and activities
- 9.2. participate as fully as possible in prayer, reflection, and the sharing activities at each meeting
- 9.3. complete the annual Villanova Student Protection Training for Volunteers and be the holder of a current Blue Card Working with Children Check
- 9.4. complete the extended student protection training every three years (one per term of appointment).

10. COMMITMENT

- 10.1. Board Directors will invest the necessary time, thought, and study into the Board's work, committing to the periods of appointment as outlined in the constitution.

11. BREACH OF THE CODE

If anyone has reason to believe, in good faith, that a Board Director has breached the Code, it should be brought to the attention of the Board Chair to be investigated. The Board may seek independent legal advice in relation to these matters prior to taking appropriate action.

12. ETHICAL CONSIDERATIONS

As a Director of the Villanova College Board have you:

- 12.1. Given the necessary time, thought and study to the work of the Board so that you have rendered effective service. Has the Board benefitted as a result of your appointment?
- 12.2. Willingly shared your own wisdom and listened to the wisdom of others until a consensus is reached. Have you voted with considered and honest conviction?
- 12.3. Abided by, upheld and committed and be seen to be committed to a final decision of the Board regardless of an individual stand taken by any issue?
- 12.4. Always actively contributed to solving problems through the application of due process?
- 12.5. Always and without exception kept confidences shared during meetings of the Board?
- 12.6. Actively worked to ensure that communication between the Members, the Directors, the Principal and staff are always free, frank and open?



- 12.7. At all times, had the welfare of the students and adults served by the Board as a priority when making decisions?
- 12.8. Corrected misinformation when encountered at a Board meeting?
- 12.9. Exercised appropriate judgement and distinguished between educational policy and its implementation in discharging your role?

ACCOUNTABILITY

Role	Responsible For
College Principal and College Board Directors	Oversight and compliance with this Code
College Company Secretary	Implementation, compliance, review, and reporting Maintaining currency of registers

ASSOCIATED DOCUMENTS

Description	Document Type
Australian Charities and Not-for-Profit Commission Act 2012 (Cth)	Code
Villanova College Constitution	Constitution
Accreditation of Non-State Schools Act 2017 (Qld)	Legislation
Corporations Act 2001 (Cth)	Legislation

REVIEW AND APPROVAL

Version	Review	Author/s	Authorisation	Approval Date	Next Review
2.0	Periodic Review Update publishing platforms.	College Company Secretary	College Board	October 2025	2026