



CRANBROOK SCHOOL COUNCIL PROCESS FOR APPOINTMENT OF NEW MEMBERS OF COUNCIL

Under the Cranbrook School Constitution, the Council is responsible for the governance, management and strategic direction of the School. The Council delegates to the Headmaster the School's day-to-day management.

The Constitution requires that Council is comprised of a minimum of eleven and up to fifteen members. Of that number, under clause 7.1 of the Constitution, the Council must include two Archbishop Nominee Councillors, and a nominee from each of the Cranbrook School Parents' Association (CSPA) and the Old Cranbrookians Association (OCA). Those nominee appointments are to be made after consultation with Council, having due regard to Council's skills, experience and qualifications.

The remaining members of Council are known as Elected Councillors. Those Councillors must be elected by members of the Cranbrook School company at the Annual General Meeting (AGM). However, the Constitution allows for the Council to appoint Councillors to fill vacancies on Council, but those Elected Councillors, appointed to a casual vacancy, must then stand for election at the first AGM following their appointment. This is the provision of the Constitution that allows Council to be reconstituted under the current circumstances.

Given the resignation of ten of the currently serving eleven members of Council, at least ten positions must be filled, with at least six of those being Elected Councillors, and the rest being nominated, after consultation, by the Archbishop of the Dioceses of Sydney of the Anglican Church (two positions), the CSPA and the OCA (one position each). The Elected Councillors will serve until the 2023 AGM of Cranbrook School, when they will be eligible for election for a three year term.

To assist with the process of appointing ten Councillors, both elected and nominated, an Independent Nominations Committee has been established, under the authority of the retiring Council. The Nominations Committee will consist of Dr Helen Nugent AC and Mr Roger Massy-Greene AM. They will be supported by Mr Jason Johnson, who as CEO of Johnson Partners, a respected recruitment firm, will draw on the resources of the firm.

Both Helen and Roger are former Presidents of Cranbrook School.

Helen was President from 2010 to 2016, and Roger from 2016 to 2020. During Helen's term as President, Mr Nicholas Sampson was appointed as Headmaster; the new Junior School was reinvigorated, including through the construction of the new Junior School campus under Roger's leadership as Chairman of the School's Building Committee; and the International Baccalaureate (IB) pedagogy was introduced to the School. She was the first female member of Council and the first female President of the School Council.



As President, Roger oversaw the planning for and commencement of the Vicars Centenary Building and the Murray Rose Aquatic and Fitness Centre; planning for the introduction of the IB Diploma in Years 11 and 12; and planning for and delivery of the refurbishment of the Senior School Building. It was also under his leadership that the constitution of Cranbrook School was modernised.

Jason is an experienced search consultant, with strong credentials in board recruitment and governance. The assistance of Jason and his firm in supporting the Nominations Committee is greatly appreciated.

The Nominations Committee is to recommend a fit-for-purpose School Council to be in place by 31 December 2022 when the resignation of ten existing School Councillors takes effect. The Nominations Committee will strive to meet this timetable. As stated earlier, all Elected Councillors appointed as part of this process will stand for election by Members of the Company at the AGM in May 2023.

In recommending members of Council, the Nominations Committee will undertake an open and transparent selection process that will canvass the School community for potential Councillors with a mix of key skills, experience and formal qualifications. Attributes will include strategic planning, oversight and delivery; educational policy and delivery; organisational culture and well-being; accounting and finance; corporate governance, legal and compliance; technology, digital and cyber, and operations, asset management and communications. It will also be important for candidates to support the established ethos and strategic direction of the School, including the decision to commence coeducation in 2026. As defined in the Constitution, candidates should also demonstrate a commitment to act in the best interest of the School.

In addition to the specified skills, the Nominations Committee will seek appointees with strong connections to the School, with particular emphasis on current Senior School and Junior School parents, as well as former parents and alumni. It will seek diversity of thought, including that which comes from gender, age and cultural diversity, among other attributes.

Expressions of interest in becoming a member of Council will proactively be sought from the Cranbrook community. The input of diverse stakeholders will be sought, while maintaining the independence of the Nominations Committee. That will include the Headmaster; Ms Katrina Rathie, the only ongoing member of Council; outgoing members of Council; those who sought governance changes; as well as parent groups

Individuals with the relevant skills, qualifications and experience are encouraged to indicate their interest on the attached Form which should be emailed to team@johnsonpartners.co as soon as possible, but at the latest by 6 December, 2022.

Other members of the School community with relevant skills may also be asked to apply.

A short list will be prepared by 13 December 2022; and interviews will be conducted throughout December. Members of the School community will be kept informed of progress.

In making recommendations, the Nominations Committee must also have regard to other provisions of the Cranbrook School Constitution. The expression of interest form seeks information in relation to those provisions. The key ones are:

1. At least two Elected Councillors must be clerks in holy orders in the Anglican Church of Australia.
2. At least 50% of all Councillors must be members of a Christian Church – being under the Constitution, a person who affirms in writing that he or she has been baptised, is a member of a Christian Church that affirms the Apostles' Creed and partakes regularly in the Holy Communion.
3. Each person who serves as a Councillor must affirm in writing that they support and uphold the Anglican ethos of Cranbrook School.
4. A person may not serve as a Councillor if, at any time, they have been convicted of a criminal offence (other than an offence that cannot have a jail term imposed), have been a bankrupt or insolvent or have made a general arrangement or composition with creditors of the person's joint or separate estate.
5. A person may not serve as a Councillor for more than four full terms in aggregate.
6. Councillors are not remunerated for the service on the School Council.

Cranbrook School Council currently meets approximately ten times a year, and Council members attend an annual strategy day and represent Cranbrook School at various functions throughout the year. Additional responsibilities usually arise from appointment to one or more Council Committees (currently Finance, Building and Development, Coeducation, and Governance), each of which can involve significant workload. Board and Committee materials are provided in advance of each meeting.

Once the Council is appointed, Councillors will elect a new School President, and two Vice Presidents. Members of each Council Committee will also be appointed, although Committees might include non-Council members. The Chair of the Cranbrook Foundation Limited is usually an Elected Councillor. Induction materials will be provided to all new Councillors.

Decisions in relation to the School's strategic direction and governance – such as membership of the Company – will be made by the new Council.

Once the new Council is appointed and reaches the minimum required size, the Independent Nominations Committee will be disbanded. Neither Helen nor Roger is eligible for appointment or election to the Council, and neither have an interest in so doing.