

Terms of Reference: St Kevin's Transition Committee
Approved by the EREA Board

1. Introduction

These terms of reference set out the St Kevin's College Transition Committee (the **Committee**) objectives, authority, composition, tenure and administrative arrangements.

2. Working together

The members of the Committee will work together in a respectful manner that allows open and confidential discussion on all matters of relevance to the Committee.

3. Objective

The objective of the Committee is to consider all matters pertinent to assist the transition of St Kevin's College into an incorporated entity and to assist in effective and timely oversight of St Kevin's College during this period. This is to ensure appropriate support for the Principal and to ensure the best interest of the safety, wellbeing and appropriate education of the students; and in turn a safe and productive working environment for all staff over this period.

The Committee will consider and support the plans necessary to implement the recommendations of the various independent culture reviews and apply the time necessary to achieve this objective including making decisions in a timely manner.

4. Authority

The Committee is established as a committee of the EREA Board.

The Committee may consider any matter relevant to the management of St Kevin's College and the issues presently before the College, including any matter that the Principal deems appropriate to bring before the Committee.

The Committee will be provided with reports, reviews, data and documentation necessary to complete its work and, unless specified otherwise, retain access for the life of the Committee.

It is recognised that during the transition period governance and support for the Principal of St Kevin's College relating to child safeguarding, and in particular to Ministerial Order 1359 which came into operation 1 July 2022, will remain with the EREA Board and operationally the EREA executive leadership team.

The EREA Board shall ensure that recommendations of the Committee are implemented by the EREA Executive Director, unless the EREA Board directs otherwise. Where the Board determines not to accept a Committee recommendation, it will provide the Committee with an explanation as to why the matter is not to be progressed.

5. Composition, Quorum, Decision-Making and Tenure

The persons appointed by the EREA Board as members of the Committee shall be persons holding the following positions at the time of appointment:

- Principal of St Kevin's College (Deborah Barker)
- Immediate Past Chair of the EREA Board (Mark Anderson)
- Chair of EREA Board

- Chair of the SKC Advisory Council (Paul O'Malley)
- A member of the SKC Advisory Council (Natalie MacDonald)
- A member of the SKC Advisory Council (transition working group) (Evan Dwyer)
- President of the EREA Council (Philomena Billington) – ex-officio

The EA to the St Kevin's College Principal will provide secretarial support to the Committee.

A quorum for meetings of the Committee shall require the attendance of the Principal, a member of the SKC Advisory Council and a member of either the EREA Board or EREA Council. Decisions will be by consensus.

- Joint Chairs shall be appointed, Chair of EREA Board and Natalie MacDonald (SKC).

A member of the Committee may resign from the Committee by notice to the other members of the Committee. Any such resignation by a member of the Committee shall be without prejudice to the indemnity provided to that member or other rights set out in these Terms of Reference. Upon resignation of a member their position is replaced by a person drawn from the body they represent or the new appointee to their role.

The Committee will be wound up on creation and operation of St Kevin's College Ltd.

6. Meetings

Meetings shall be held as needed by the Principal and can be called by either of the Joint Chairs. An agenda provided in advance by the Principal or Executive Officer and as approved by the Joint Chairs.

Minutes of each meeting will be prepared for the purposes of recording decisions of the Committee together with actions captured for subsequent follow up by designated officers.

A copy of minutes of each meeting will be provided to the EREA Board. As needed, minutes may also be provided to the St Kevin's College Advisory Council with redactions if required of confidential matters, to ensure the transition is managed effectively.

7. Additional Advice

The Committee may obtain external professional advice as considered necessary to assist in the proper exercise of its responsibilities.

The Committee may recommend that audits, reviews or investigations are initiated.

8. Confidentiality and Conflict of Interest

Matters considered in Committee are confidential to the Committee and the Board of EREA.

Decisions of the Committee as recorded in the minutes may be cited to effect necessary action or advice.

Where a member of the Committee has a perceived or material conflict of interest, they must declare this to the Joint Chairs and absent themselves from the meeting prior to discussion of that item of business.

9. Evaluation

The Committee may alter its Terms of Reference as required from time to time, and any such alterations shall be ratified by the EREA Board. A copy of these Terms of Reference will be given to each member of the Committee upon appointment and following amendment.

10. Indemnity

Indemnity is provided by EREA to members of Board Committees as part of the Board decision to establish the Committee; such indemnity will be confirmed in writing with each Committee member upon appointment.