

**PORT MACQUARIE STEINER SCHOOL
BOARD INFORMATION TO PARENTS**



We would like to share an introduction to the Board with you to better clarify the role of the board in our School. Some key questions we will answer in this notice are:

- What is the board and why is it necessary?
- How are board members elected?
- How does one become a company member?
- When is the Annual General Meeting?
- What role does the board play in our School?
- What are the responsibilities of the board?
- What is expected of board members?
- How conflicts of interest are managed?
- How to communicate to the board?

Some definitions

Board – when we refer to the board, it has the same meaning as board of directors, council, governing body, responsible entity.

People who serve on the board – when we refer to board members, it has the same meaning as board directors, directors, trustees.

Company – the legal entity under which our school is run.

Constitution – a document that outlines the internal management of the company.

Members – these can be company members or board members. All board members are company members but not all company members are board members.

Responsible Persons – according to the definition under the Education Act, these are all board members and the leadership team.

What is the board and why is it necessary?

Independent schools in NSW are required to operate under a legal entity in order to register the school with NSW Education Standards Authority (NESA) and receive government funding. In our case, we have established our company - Port Macquarie Steiner Limited under which the school is run. The board is the governing body of the school and is made up of directors of the company whom we refer to as board members.

As a not-for-profit Company Limited by Guarantee, the board is entirely volunteer-run, and all profits are delivered back into the School. The company is defined by NESA as the

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Proprietor of the School. Port Macquarie Steiner Limited is a registered charity with the Australian Charity and Not-for –Profits Commission (ACNC).

The board is necessary for the task of governance which involves the board members and the leadership team. The board members carry ultimate legal and financial responsibility for the School.

The board operates in accordance with the company’s Constitution and all board members are company members.

How are board members elected?

The board members are elected from the pool of company members at each Annual General Meeting (AGM). Company members may nominate for the board outside of an AGM and be accepted onto the board by the board members.

There is a \$10 joining fee and a \$10 annual membership fee to maintain company membership. This allows a member to vote at General Meetings of the company.

The company operates in accordance with our Constitution and the Corporations Act 2001.

How do you become a company member?

All company membership applications are proposed and seconded by current members. The proposer and seconder must know the applicant personally and the application must be approved by the board members.

When is the Annual General Meeting?

The AGM is usually held in July each year.

What role does the board play in our School?

The Board of Directors has the legal responsibility for the whole organisation, including the School. The Board oversees all aspects of the School, and is responsible for strategic planning and review, policy making and compliance with external requirements.

The Board sets the vision and values of the School along with strategic direction and monitoring of the external environment. Rather than actively performing the day-to-day operations of the School, the Board guides and leads the organisation whilst holding the larger vision and providing discernment within the operations of the School.

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The educational decisions relating to the School, the wellbeing of the students and the curriculum, are the responsibility of the Head of School.

All significant changes relating to education within the School's policies, procedures or curriculum are determined by the Teaching Faculty and approved by the Head of School.

All significant changes relating to all non-educational school policies and procedures are determined and approved by the Board of Directors.

There are also Committees of assigned groups to assist with other areas of the school such as the Bursary Committee, Building Fund Committee and Fundraising Committee.

Parents do make up a portion of the Board and their input and contribution is highly valued. As a community organisation, the input of the school community and the local community is imperative to the success of the school and to ensure our direction meets the needs of the school community.

Under the authority of our company's Constitution, the board can have up to ten (10) members elected at Annual General Meetings of the company. Director specific positions include those of:

- President
- Vice-President
- Treasurer

Where there are adequate numbers of board members, they may have responsibilities allocated to them by the board, these include:

- Secretary of the Board
- Meeting Chairperson
- Human Resources Director
- Community Relations and Marketing Director
- Planning and Infrastructure Director
- Culture, Ethics and Diversity Director

The board will aim to always include at least one member who has experience in the administration of a school.

The board maintains an effective mix of skills and experience amongst its members, and when there is a need for additional skills, actively seeks to improve current members' skills or to recruit a member with these abilities.

Where there is a vacant membership place available on the board, the board may choose for another member to temporarily hold more than one position while a new member is sought.

What are the responsibilities of the board?

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The responsibilities of the board as a whole include:

- Providing strategic leadership of the school to reach its goals;
- Providing leadership and management for the Head of School and other staff reporting to the Board;
- Ensuring the school operates ethically and to the highest standards;
- Ensuring compliance with all relevant legal, financial and external requirements;
- Ensuring effective monitoring processes are in place, and consider reports on finances, educational outcomes and overall performance;
- Ensuring that the company remains able to meet and pay its debts as and when they fall due;
- Overseeing the development of effective risk management strategies and internal quality controls; and
- Approving policies and procedures and forms which relate to strategy, external compliance or significant risk to the organisation.

What is expected of board members?

All board members and our leadership team are defined by NESA as “Responsible Persons” under the Education Act. It is a requirement of NESA that all responsible persons of the school maintain a fit and proper statutory declaration which is completed annually and attests to the following questions:

- 1 Have you ever been convicted of an offence against a law of an Australian state or territory or the Commonwealth of Australia?
- 2 Have you ever become bankrupt, insolvent or placed under external administration?
- 3 Have you ever been convicted, or charged with, an offence, including an offence in relation to children, dishonesty or violence?
- 4 Have you ever been determined not to be a fit and proper person as prescribed under any law of an Australian state or territory or Australian Commonwealth?
- 5 Have you ever engaged in a deliberate pattern of immoral or unethical behaviour?
- 6 Have you been a responsible person for a non-government school or proposed non-government school where registration was refused or cancelled?

The board members are also required to comply with a code of conduct at all times, by:

- Acting honestly, in good faith and in the best interests of the school;

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- Using care, skill and diligence in fulfilling their duties;
- Using the power of their position for a proper purpose;
- Not making improper use of information acquired by their position;
- Not allowing personal interests or those of a relative or close associate, to conflict with the interest of the school – see conflict of interest section below;
- Exercising independent judgement in decision making;
- Maintaining confidentiality at all times; and
- Not allowing the registered entity to operate whilst insolvent.

The school is committed to ensuring that ongoing professional development occurs for its board members so that they have suitable experience and expertise to successfully govern the school.

Board members have a mandatory requirement under the Education Act to complete a minimum of twelve hours of professional learning with regard to governance for every three years of service.

Where there is a specific skill set or qualification requirement of a board member in relation to their role in governance of the school, they must undertake relevant professional learning through a NESA approved training provider to support this. Such areas might relate to finance, compliance, risk management or education.

How conflicts of interest are managed?

Port Macquarie Steiner Limited is incorporated under the Corporations Act and therefore has a statutory obligation to ensure that all board members discharge their duties in the best interests of the school and for a 'proper purpose'. To meet this requirement, directors must avoid putting themselves in a position of conflict by declaring any conflict that arises. The Board is required to take steps to manage conflicts of interest in order to protect the best interests of the school.

The board is committed to transparent and ethical management throughout all levels of governance. This will ensure the integrity of the school is upheld.

Conflicts of interest can be actual, potential or perceived and any or all of them have the potential to cause harm to the school's reputation, operation and its continued success and need to be handled with honesty and integrity.

Related party transactions conflicts can also occur within the school and need to be managed in ways that are transparent and ethical. Every board member has a continuing responsibility to scrutinise their transactions, external business interests and relationships for potential conflicts and to make such disclosures in a timely manner as they arise.

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Board members are required to address actual, potential or perceived conflicts of interest and related party transactions relating to, but not limited to:

- Parents of children who attend the School or who are on the Board;
- Family members or close associates who are employed by the School;
- Educational staff members with students and parents;
- Responsible Persons who have relationships with suppliers, contractors or businesses that provide the School with services.

Board members are required to complete an Annual Declaration of Conflicts of Interest for Responsible Persons to declare any actual, perceived or potential conflict and to ensure quality decision making in the best interests of the school.

How to communicate with the board?

The school welcomes the communication of feedback and information on any aspect of school operations as a part of a philosophy of overall accountability, responsiveness, and transparency. Feedback on matters of governance should be provided in writing to the Head of School or School Admin Manager, who will then ensure that it is addressed in the appropriate forum.

Parents, guardians or staff members may communicate in writing directly to the board through correspondence to the President of the board.

All board meeting minutes are confidential to the board. The board communicates to the school community through the Board News section of the school newsletter or through Board News Sheets sent directly to parents.