

PORT MACQUARIE STEINER SCHOOL
BOARD NOTICE



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 do you 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 those in school leadership positions

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

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The board is necessary for the task of governance which involves the board members and the school leadership team as the governance 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 a current company member. 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 June each year.

What role does the board play in our School?

At Port Macquarie Steiner School we view the Board's main gesture towards the school is service. While there may be a hierarchical structure from the point of view of accountability – i.e. staff accountable to school leadership, and leadership accountable to the Board - in every other sense it is not a two -dimensional top-down hierarchy with the Board at the top, but a three dimensional interaction of living spheres of work and activity, each sphere with its own particular focus.

The Board supports and serves the spheres of staff, students, and parents. The ways the Board serves are in the typical sense of strategy, direction, resourcing, and structuring of and appointments to school leadership positions. The Board can also act as guardian, ensuring the well-being of the school as a whole and safeguarding it against any potential harm. How we do that is with a united stance for the truth in all situations. This is built on listening, open frank discussion, mutual respect, intuitive awareness, and agreement for what is best for the whole of the school. Regular communication with the leadership, staff, and parents is also important so that the Board is sensitive to and aware of situations occurring in the school, and everyone in the school feels a sense of connectedness to the direction of the school.

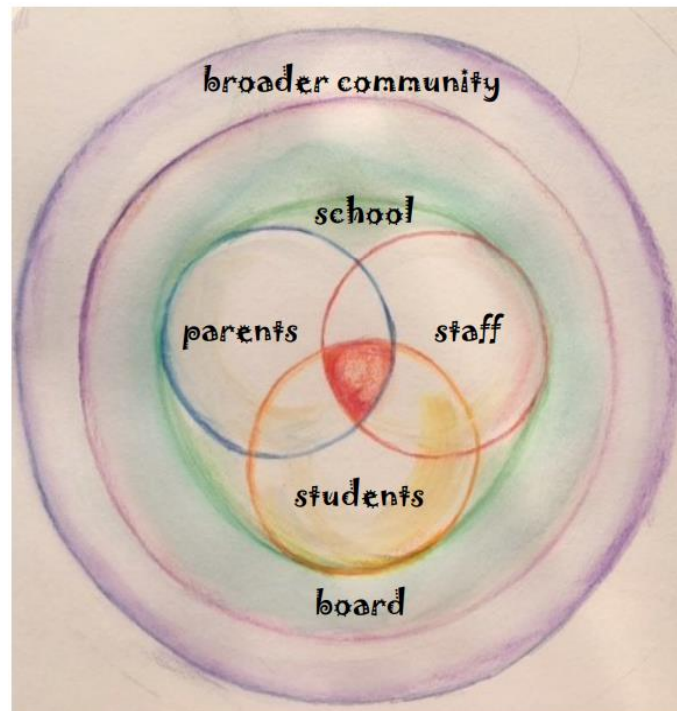
Equality is the over-arching principle we strive to work under. Equality implies appreciation of one another as equals, each with our individual gifts to give. We aim for consensus in our decision-making, but the process is inherently democratic. With a mix of knowledge, skills and experience on the Board, working cooperatively, cohesively, and respectfully makes for a strong board and healthy school.

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The Board can only operate effectively if each member is clear about their role and responsibilities, and feels valued and included in the team. The skillset and membership of the Board needs to be considered regularly, and these roles will evolve as the needs of the school change.

The Board understands that people have other commitments in their lives, and aims to be clear about expectations in relation to the responsibilities the role requires. In turn, the school encourages Board members to be open about their capacity, and negotiate roles and tasks as needed. Leaves of absence can be granted for Board members needing that for limited periods of time.

Below is our organisation imagination



The educational decisions relating to the school, the wellbeing of the students and the curriculum, are the responsibility of the Education Director.

All significant changes relating to education within the school's policies, procedures or curriculum are determined by the Teaching Faculty and approved by the Education Director.

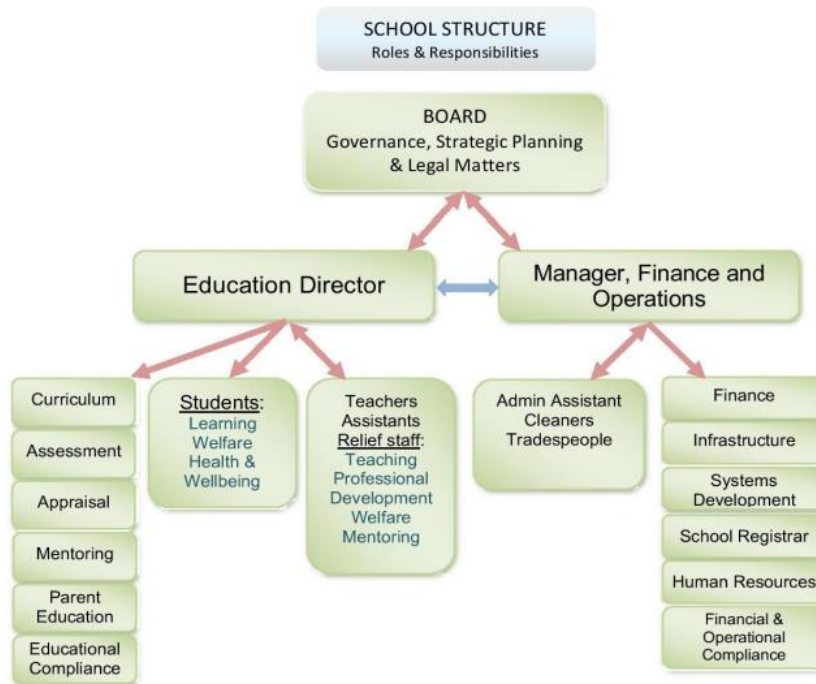
All significant changes relating to all non-educational school policies and procedures are determined and approved by the Board.

There are also Committees of assigned groups to assist with other areas of the school such as the Fee Assistance 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.

Below is a diagrammatical representation of the organisational structure of our school.

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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:

- Board Chair
- Board 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
- Human Resources Director
- Community Relations and Marketing Director
- Planning and Infrastructure Director
- Culture, Ethics and Diversity Director

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?

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 Education Director and Manager Finance and Operations;
- Ensuring the school operates ethically and to the highest standards;

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- 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 NESAs as “Responsible Persons” under the Education Act. It is a requirement of NESAs 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;
- 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.

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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.

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 are conflicts of interest 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.

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 Board Chair, who will then ensure that it is addressed in the appropriate forum.

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

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 and school community meetings.

Interested in Joining the Board?

We currently have a Board with a range of experience including leadership and management, community development, education generally and Steiner education in particular, project management, and business management. Additionally, two directors are active members of the Anthroposophical Society in Australia which provides us with the capacity to inform our guardianship responsibility with knowledge and experience in the work of Rudolf Steiner. We also have two parents on the Board at present. While we have a very experienced financial advisor, who works across many Steiner Schools, we don't have anyone on the board whose experience inclines them to take on the role of Treasurer. Moving as we are to a major infrastructure project, we would also welcome additional project management experience.

Prospective board members are therefore asked to provide two referees and a "CV" outlining their experience and the ways they believe they can contribute to the Board, particularly at the Strategic level from which good governance indicates effective boards should operate.

Additionally, we look for:

- Demonstrated capacity to support and enrich the team
- Communication and Interpersonal skills that support our interaction with each other, the school community and the wider community.

If you are interested in joining the Board or have any further questions, please contact Ruth, the Board Chair at ruth@portmacquariesteinerschool.nsw.edu.au or Mel in the school office for more information.