



FOR RUDOLF STEINER EDUCATION LTD.

# Governance Manual

## **MUMBULLA SCHOOL'S MISSION STATEMENT**

Mumbulla School is based on the philosophy of Rudolf Steiner which acknowledges the spiritual nature of human beings. The School community through the encouragement and co-operation of individuals sets out to create a harmonious school environment that fosters the balanced development of children, preparing them to act in freedom, with intelligence, creativity and purpose in a changing world.

**This Governance Manual was produced by the Governance, Leadership and Management group (GLaM) for the Board of Directors of Mumbulla School.**

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## **DISCLAIMER**

Mumbulla School for Rudolf Steiner Education acknowledges the information provided by the Association of Independent Schools NSW, Steiner Education Australia and especially, the Central Coast Rudolf Steiner School that has helped inform this document.

We cannot accept any responsibility for the use by others in meeting their compliance requirements by the use of this document.

Board of Directors  
Mumbulla School for Rudolf Steiner Education



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## VERSE FOR MEETING

As we meet here now  
may we truly meet.

In the presence of the Spirit,  
in the presence of each other  
may we be fully present.

May we learn to listen to each other  
and listening, learn  
until light is fully shed  
on every question.

May we be open with each other  
and trust in others'  
openness to us  
so that we share  
our hopes and concerns

May clear thoughts  
and warm hearts  
bring strength to our purpose  
as it finds its way  
into our hands.



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## **ACKNOWLEDGEMENT OF COUNTRY**

Mumbulla School would like to acknowledge the Traditional Owners of the lands and waters of the Bega Valley Shire – the people of the Yuin and Monaro nations - and show our respect to elders past and present.

The healthy social life is found when in the mirror of each individual, the whole community finds its reflection, and when in the whole community the virtue of each one is living.

Rudolf Steiner

Our highest endeavour must be to develop free human beings who are able of themselves to impart purpose and direction to their lives.

Rudolf Steiner

# Governance Matters



## INTRODUCTION

### What is Governance?

Governance is about leadership. Governance steers the School toward a vision and ensures the day-to-day management is aligned with the Schools goals. It is about setting the right policy and sequences for ensuring things are done in a proper way.

**Governance** can be described as:

*“The set of responsibilities and practices, policies and procedures used to provide strategic direction, ensure objectives are achieved, manage risks and use resources responsibly and with accountability”.*

**Management** can be described as:

*“The process of planning, organising, directing and controlling the School resources (human, financial, physical, and informational) in the pursuit of the School’s goals”.<sup>1</sup>*

**The Management Team** at Mumbulla School is the Education Manager, the Business Manager and the Chair of the College of Teachers.

**Senior Management** may also include, from time to time and as needed, the Chair of the Board, the Educational Administrator and/or other members of the administrative staff, as well as the Management team.

**Responsible Persons** at Mumbulla School, as defined under the Education Act, are Directors on the Board of Mumbulla School, the Education Manager, Business Manager and College Chair. **(See Responsible Person Policy on p. 35 and Appendix I: Responsible Persons Register on p. 72.)**

The Board Management Relationship	
Board’s role	Management’s role
Select, evaluate, and support senior management	<ul style="list-style-type: none"> <li>Run the School in line with Board direction</li> <li>Keep the Board educated and informed</li> <li>Seek the Board’s counsel</li> </ul>
Approve high level School goals and policies	<ul style="list-style-type: none"> <li>Recommend goals and policies supported by background information</li> </ul>
Make major decisions	<ul style="list-style-type: none"> <li>Frame decisions in the context of the mission and strategic visions, and bring the Board well-documented recommendations.</li> </ul>
Oversee management and the School’s performance	<ul style="list-style-type: none"> <li>Bring the Board timely information in concise, contextual, or comparative formats.</li> <li>Communicate with candour and transparency</li> <li>Be responsive to requests for additional information</li> </ul>
Act as advocates and diplomats in public policy, fundraising, and stakeholder communication	<ul style="list-style-type: none"> <li>Keep the Board informed, bring recommendations, and mobilise Directors to leverage their external connections to support the School</li> </ul>

<sup>1</sup> Qld Health Reform <http://www.health.qld.gov.au/health-reform/docs/factsheet-govn-mgmt.pdf>

**A governing Board functions best when it focuses on higher level, future-orientated matters of strategy and policy and performs its oversight responsibilities in a rigorous but highly efficient manner.**

1. The Board's focus is on:
  - a. guiding and directing the school's development by maintaining a well-functioning organizational structure,
  - b. upholding the ethos of Steiner education
  - c. The **primary** function of the Directors is to understand and address the legal and financial affairs of Mumbulla School and to address issues of **governance**.
  - d. Being a director on the Board of Directors is an active role not an advisory role.
2. Distinction between Governance and Management:
  - a. Directors will be mindful of the difference between Governance and Management, and ensure that the main focus of Board meetings is on issues of governance rather than issues of management.
  - b. Governance generally involves the oversight of well-functioning organisational structures within the school, guiding and directing the school's development through effective strategic planning and ensuring that all legal and financial requirements are met.
  - c. Management refers to the day-to-day operation of the school. This will normally be the domain of the staff, either administrative or educational. The Board also delegates responsibility for management decisions to mandated groups who may recommend matters to the Board for decision.
  - d. Pedagogical matters, that is, those that relate to teaching and learning, are the domain of the College of Teachers as specified in the constitution of the school.  
**Note that when an area of management involves a duty of care it remains the responsibility of the Board to ensure that this is carried out.**
3. The decisions impacting roughly 10 percent or more of a school's revenues or activities are strategic decisions.
4. If the Board-approved strategic plan has more than five or six areas and more than about 20 strategic initiatives the Board is involved at too low a level.
5. Management should bring the Board well-documented analyses and recommendations to help directors strike the right balance when missions and financial realities come in conflict.
6. Directors should know the red flags that signal the need for closer enquiry. One rule of thumb states that statistically significant over or under performance on a strategic, quality, or financial indicator over at least three reporting periods constitutes a trend.
7. The Board should not micromanage possible solutions; it should hold management accountable for producing better results.
8. If government, the tax department, the law or the news media cares, the Board should care.
9. The Board will be responsive to needs identified by Senior Management.

***See the Board Charter p. 33 and Proper Governance section on p. 34***



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## **10 PRINCIPLES THAT PROMOTE GOOD GOVERNANCE<sup>2</sup>**

### **ROLES AND RESPONSIBILITIES**

There should be clarity regarding individual director responsibilities, the School's expectations of directors and the role of the Board.

### **BOARD COMPOSITION**

A Board needs to have the right group of people, having particular regard to each individual's background, skills and experience, and how the addition of an individual builds the collective capability and effective functioning of the Board.

### **PURPOSE AND STRATEGY**

The Board plays an important role in setting the vision, purpose and strategies of the School, helping the School understand these and adapting the direction or plans as appropriate.

### **RISK – RECOGNITION AND MANAGEMENT**

By putting in place an appropriate system of risk oversight and internal controls, Boards can help increase the likelihood that the School will deliver on its purpose.

### **THE SCHOOL PERFORMANCE**

The degree to which the School is delivering on its purpose can be difficult to assess, but this can be aided by the Board determining and assessing appropriate performance categories and indicators for the School.

### **BOARD EFFECTIVENESS**

A Board's effectiveness may be greatly enhanced through: careful forward planning of Board-related activities; Board meetings being run in an efficient manner; regular assessments of Board performance; having a Board succession plan; and the effective use of sub-committees, where appropriate.

### **INTEGRITY AND ACCOUNTABILITY**

It is important that the Board have in place a system whereby there is a flow of information to the Board that aids decision-making; there is transparency and accountability to external stakeholders; and the integrity of financial statements and other key information is safeguarded.

### **SCHOOL BUILDING**

The Board has a role to play in enhancing the capacity and capabilities of the School they serve.

### **CULTURE AND ETHICS**

The Board sets the tone for ethical and responsible decision-making throughout the School.

### **ENGAGEMENT**

The Board helps the School to engage effectively with stakeholders.

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<sup>2</sup> <http://www.companydirectors.com.au/~media/B42BD5B5CA1445F582BB96ADAC752325.ashx>



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## **DUE DILIGENCE**

Due diligence is also known as due care, and is the effort made by an ordinarily prudent or reasonable party to avoid harm to another party or himself. Failure to make this effort is considered negligence. Generally, due diligence refers to the care a reasonable person should take before entering into an agreement or a transaction with another party. Due diligence is essentially a way of preventing unnecessary harm to either party involved in a transaction. For example, due diligence would be the necessary research and analysis by a Board undertaken in preparation for a business decision.

Black's Law Dictionary states that Due Diligence is: "Such a measure of prudence, activity, or assiduity, as is properly to be expected from, and ordinarily exercised by, a reasonable and prudent man under the particular circumstances; not measured by any absolute standard, but depending on the relative facts of the special case."

In many instances, there has been more liability placed upon Board members, which in turn means that Board members need to be more responsible, and need to seek out more information in their decision-making process.

### **Fiduciary Duties**

The Board Directors also must maintain certain fiduciary responsibilities, which include:

Duty of Care - a legal obligation imposed on an individual requiring that they exercise a reasonable standard of care while performing any acts that could foreseeably harm others.

Duty of Loyalty - a term used in corporate law to describe a fiduciary's loyalty to a corporation.....in this case, loyalty to the Association and its members.

Duty of Confidentiality - is the restriction on the accessibility and dissemination of information by the Board Members in the scope of their duties.

### **Due Diligence in Practice**

- a) Have written policies and procedures in place.
- b) Use Due Diligence checklists for certain issues.
- c) Take time to always fully discuss the issues.
- d) Obtain the cooperative effort of both the Board Directors and Management.
- e) Exercise patience and thoroughness.
- f) Obtain expert assistance, such as lawyers, accountants, appraisers, investigators, and insurance agents, when the circumstances dictate it.
- g) Use Due Diligence before there is a problem, not as a reaction to something gone wrong.

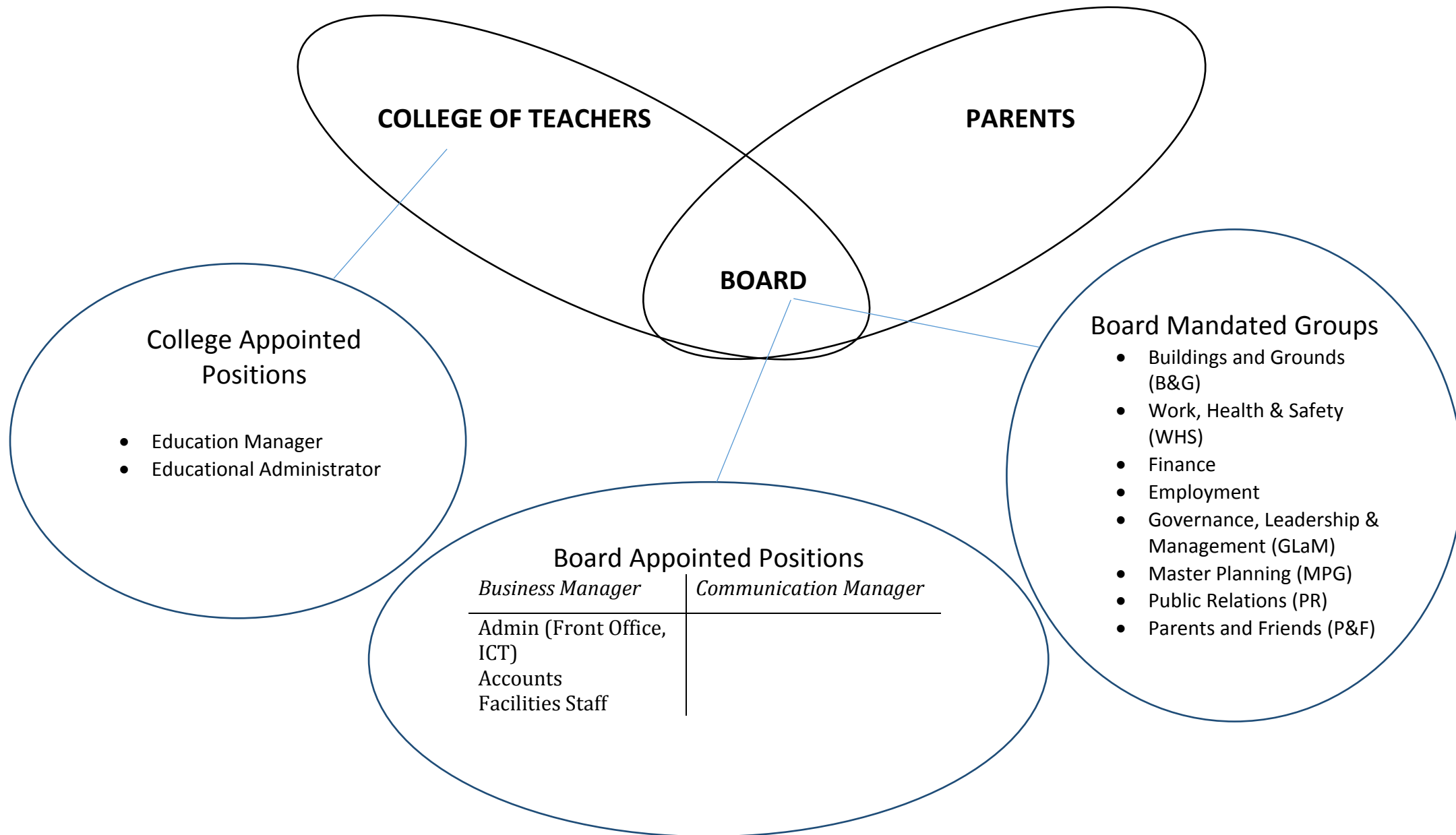


- access to all necessary information;
- enough time to become informed, discuss issues and consider ramifications of major decisions, eg. long range planning, accounting and finances, important contracts;
- a cooperative relationship with Senior Management and the College of Teachers with good and timely communication about major issues to avoid “surprises”.

## SCHOOL OBJECTIVES

- a) promotes, fosters and puts into practice the educational principles of Rudolf Steiner;
- b) promotes community awareness, knowledge and appreciation of Rudolf Steiner's educational principles;
- c) respects each student's social, religious and/or cultural background;
- d) will actively participate within the national and international community of Rudolf Steiner education.

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## **BOARD OF DIRECTORS – ROLES AND RESPONSIBILITIES**

### **Thinking of becoming a member of the Board?**

It is important that anyone considering a tenure on the Board of Directors is aware of what the role of the Board is (and is not) and what is expected as a Director.

The governance functions of School Boards are established in Common and Statute law, and high standards of due diligence are required from all Directors in the exercise of their duties and responsibilities. Corporate governance refers to the systems and processes put in place to control and monitor – or ‘govern’ – the School. Good governance is embedded in the good behaviour and the good judgement of those who are charged with running a School.

For a Board to function effectively there needs to be clarity regarding its role. While part of a Board’s role is to oversee the operations and finances of the School, it is usually also externally focused and concerned with the larger context and “settings” of the School. Management, on the other hand, tends to focus more on operational detail.

Over the past decade, there have been major changes in the Boardrooms of independent schools.

*"Schools have become more consumer-orientated and subject to an increasing burden of compliance," says Dr Geoff Newcombe, Executive Director of the Association of Independent Schools (AISNSW). "The compliance regime has moved Boards from what I call a light-touch monitoring role to a formal supervisory role and the Education Manager is now expected to act as CEO as well as educational leader. Directors are also very much focused on high-level financial management, marketing, public relations, crisis management and information technology in education, which is very different from 10 or 15 years ago."*

As a result, today’s School Boards need to be extremely professional, with the same mix of skills you would hope to find on a significant company Board.

*"There’s no longer any place for a Board of well-meaning amateurs who have only the interests of the children at heart," says Bruce Linn FAICD, managing director of Bruce Linn & Associates and chairman of St Peter’s Girls’ School in Adelaide. "Directors still need to have a passion for what they’re doing, especially as these roles are almost always unremunerated, but that is no longer sufficient."*

*Most independent schools are very finely tuned businesses. As they are also responsible for the safety of young people, few would argue the need for high levels of compliance, accountability and risk management. At the same time, the very nature of education is changing rapidly. There is growing pressure on schools from parents and educationalists alike to provide facilities other than the traditional classrooms."*

## BOARD OF DIRECTORS – ROLES & RESPONSIBILITIES (cont.)

### Directors

In most independent schools, Directors with the requisite range of skills could be drawn from the parent population. However, Linn feels strongly that there should be a balance between parents and independent Directors. *"Where parents make up the significant majority of directors, personal interest can easily take over,"* he says. On the other hand, Directors who have worked only in the corporate world can have unrealistic expectations.

It is important to remember that even though a Director's appointment may be because he or she is associated with a particular group or might look like they represent certain "constituents", Directors must in practice act in the interests of the whole School and apply an independent mind to the Board's work and decision-making.

Directors who overlook an important aspect of the school's compliance with regulatory or other requirements could face prosecution or fines, or damage the reputation of the school.

*The above information is taken from the following two sources:*

1. From *Good Governance Principles and Guidance for Not-for Profit Organisations* – Australian Institute of Company Directors
2. From *The ABC of Sitting On A School Board* – Australian Institute of Company Directors

## BOARD OF DIRECTORS POSITION DESCRIPTIONS

### Role of Board

- a) Develops a financial management framework that includes a specific delegation policy;
- b) Develops a Confidentiality Agreement signed by individual members;
- c) Creates a Conflict of Interest policy that is signed by individual members on an annual basis;
- d) Develops and implements a risk management framework;
- e) Assures compliance with laws and regulations;
- f) Establishes and maintains the school's mission, values and objectives;
- g) Develops processes to receive up to date reports on the school on the school's effective delivery of educational services;
- h) Has a strong commitment to the professional development of members of the Board, the Management team and members of the school staff;
- i) Undertakes formal reviews of the Board, the Management team and the school;
- j) Recognizes that its focus should be strategic and long-term recovery;
- k) Develops a communication strategy to keep all stakeholders informed;
- l) Keeps full and accurate records of meetings, mandated groups, policies and communications;
- m) School Boards need documented policies and procedures for **(this is from p.11 AIS book)**:
  - i. Governance of the school
  - ii. Conflict of Interest
  - iii. Related party transactions
  - iv. Professional learning of Directors
  - v. Induction program for new Directors
  - vi. Independent audit of finances and related party transactions.



### **Role of Chair**

- a) Ensure the Board holds effective meetings;
- b) Ensure processes are in place and are being followed that enable the Board to meet its legal and financial responsibilities;
- c) Ensure the Board maintains a strategic focus;
- d) Assist with Recruitment and Appraisals of Senior Management positions when needed;
- e) Ensure there is good communication between the Board & the school community;
- f) Communicate with Business Manager and Education Manager on Board related matters;
- g) Oversee the functioning of Mandated Groups;
- h) Participate in GLaM meetings;
- i) Sit on panels for recruitment and appraisal when needed or delegate other Director to do so;
- j) Mentor a Deputy Chair.

**For full Role Description of Chair of the Board, see Appendix Y on p. 95**

### **Role of Deputy-Chair**

- a) Become familiar with the responsibilities of the Chair position;
- b) Provide consultation to the Chair in the performance of their duties;
- c) Assist the Chair with duties, as requested;
- d) Take the role of Chair in the absence of the Chair, or as delegated by the Chair;
- e) Work closely with the Chair to help identify, recruit, and train future Board leadership;
- f) Perform other duties as may be necessary for effective Board leadership.

### **Role of Board Secretary**

The Board Secretary:

- a) is responsible for notification of Board meetings;
- b) performs the duties of the Chair in the absence of the Chair or Deputy Chair;
- c) prepares, or causes to be prepared, minutes of all Board meetings;
- d) prepares, or causes to be prepared, minutes of all official membership meetings;
- e) prepares, or causes to be prepared, official Board communications to the School community;
- f) prepares, or causes to be prepared, all documents for meetings of the Board;
- g) maintains all Board historical and governance records, including contracts and legal documents (delegated to the Business Manager);
- h) performs other communications duties as may be necessary for effective Board leadership.

### **Roles & Responsibilities of all Directors**

- a) Supporting the Chair, the Education Manager and the Business Manager in achieving the missions and aims of the school, to ensure that the School maintains its professionalism, reputation and strong Steiner ethos;
- b) Assuming responsibilities for specific projects either by volunteering and/or as requested, such as serving on Board mandated groups, representing the Association at meetings, or preparing reports;
- c) Remaining current with the activities of the School by following its publications, website, issues, and initiatives;
- d) Informing the Board of new developments or issues and staying proactive in helping position the School to best meet its aims;

- e) Representing the School at events;
- f) Promoting the School at every opportunity and representing the best interests of School at all times;
- g) With other Board members, helping to set and approve strategic goals, policy and budget in a timely manner;
- h) Foregoing personal interests in support of actions that are for the good of the School;
- i) Supporting decisions made by the Board;
- j) Actively recruiting new members, volunteers and suggesting possible speakers;
- k) Thoroughly researching and completing reports and duties in a timely manner;
- l) Reviewing finances, reports and materials, as assigned;
- m) Monitoring and alerting the Board to trends and ideas relating to the School, to Steiner education and/or education in general;
- n) The Board is required to meet regularly;
- o) In addition to meetings, some issues may need to be resolved via e-mail;
- p) Support Steiner Education;
- q) Actively support other Board members, the Education Manager and the Business Manager;
- r) Have an openness to deepen their understanding of the philosophy of Steiner Education;
- s) Attendance at a minimum of 70% of all Board meetings;
- t) Commitment to a rolling two year term for Directors after a one year term;
- u) As the Board communicates mainly by email, it is a requirement of all Board members that they have access to and are able to respond daily to emails – all email addresses must be private and not used or accessed by another party;
- v) Be accountable against minimum requirements (**see Appendix B: Director Form of Consent on p. 65**). Failure to do so may result in termination as a Director;
- w) Be accountable against the objectives set in the Strategic Plan;
- x) Be accountable for timely response to all correspondence and mail.

## BOARD MEMBER TERMS AND CONDITIONS

The School Board consists of:

- 6-12 Directors, half from the College of Teachers and half from the School parents/ guardians body including others seconded onto the Board of Directors as needed. (*See Article 35 in Articles of Association*)

School Board meetings are attended by:

- Directors;
- the Education Manager of the school (non-voting);
- the Business Manager of the school (non-voting);

### Recruitment

Interested persons must be eligible to be or be members of Mumbulla School before being eligible to stand for a position on the Board of Directors. Board Directors are encouraged to recommend suitable persons to the Board. A list of potential candidates may be kept.

Prospective Board members may meet with the Board Chair, hear an overview of the School and receive relevant School materials, receive a Board member job description and a Board member nomination form.



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Any potential conflicts of interest will need to be reviewed with the candidate, e.g., are they on the Board of a competing School, a vendor of the organization, etc. Prospective new members may be invited to a Board meeting.

### **Term**

All elected Board members are required to serve at least one year - which for the first year is regarded as a probationary year with a further commitment to two years if both the Board and the newly elected member deem it is working well. Those appointed to fill a vacancy, must serve the term until the following Annual General Meeting. All Directors standing down at the AGM are eligible to stand for re-election. All Directors must be current financial members of the Association.

### **Induction**

All new directors will be required to undertake an induction process. This involves receiving information about the school, the Board, documentation as well as signing a Deed of Confidentiality. **(See Appendix G: Board Member Induction Checklist on p. 68).** New directors must also complete the AIS Introduction to Governance online modules.

### **Professional Learning**

At the commencement of each year, the Governance, Leadership and Management group (GLaM) will determine which areas of professional learning are relevant to the needs, skills and experience of its responsible persons, especially in relation to compliance, risk management, finance, legal obligations, conflict of interest, related parties and education.

All Board members are required to engage in professional learning in Governance. The requirement for professional learning is **12 hours over 3 years**, by BOSTES approved authorities. All learning will be recorded in the Board Professional Learning Register p.90. This will include BOSTES accredited learning as well as conferences and other professional development as relevant.

### **Review**

All directors will be required to participate in an **annual** review of the Board. Self-reflection is an important part of this process for determining your effectiveness and commitment to the Board. Results of this review will be collated by the Governance, Leadership & Management group (GLaM) and recommendations for action will be brought to the Board.

## **BOARD MEMBER DESIRABLE SKILLS AND KNOWLEDGE**

### **Desirable Skills, Assets and Abilities**

- a) Able to rapidly develop a solid knowledge and understanding of schools;
- b) Able to understand and interpret financial information and relate to direct decision-making;
- c) Able to analyse complex issues and develop effective solutions;
- d) Able to communicate effectively, both orally and in writing;
- e) Ability to use electronic communication/IT programs effectively;
- f) Able to exhibit strong relationship and leadership skills, including effective communication skills and the ability to work effectively with other members of the Board of Directors;
- g) Able to understand and proactively act on trends;
- h) Able to think in relation to multiple futures vs one future;
- i) Able to use change as a catalyst of new opportunities vs. viewing change as a threat;
- j) Able to synthesize important information into knowledge for strategic advantage;
- k) Able to successfully adapt to a complex environment;
- l) Able to focus on vision and outcomes vs. programs and actions.



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### **Personal Attributes**

- a) Willing to explore creative methods for addressing difficult challenges;
- b) Handles ambiguous situations well, always bringing focus to the school's pursuit of its mission and strategic objectives;
- c) Maintains strong values of fairness, honesty and compassion in dealing with the school community;
- d) Maintains a high level of commitment to the school and its mission and vision;
- e) Is able to discuss controversial topics effectively;
- f) Works easily with other Board members and administration;
- g) Communicates with and relates to people effectively;
- h) Keeps an open mind on issues;
- i) Willing and enthusiastic promoter for the school;
- j) Meets time commitments including regular attendance at Board committee meetings;
- k) Thinks quickly and assimilates ideas well;
- l) Asks for and listens to one another's ideas and input;
- m) Maintains confidentiality;
- n) Effectively presents ideas;
- o) Continually seeks to improve personal leadership performance;
- p) Maintains a high level of honesty and integrity;
- q) Willing to utilise educational opportunities offered by the school such as conferences and training opportunities.
- r) Holds a current Working with Children Check.

## GOVERNANCE MANUAL

### BOARD MEETING AND REPORT CALENDAR

	Mon	Tue	Wed	Thu	Fri
<b>Week 1</b>	<b>Mandated groups meet</b>				
<b>Week 2</b>	Mandated groups meet				
<b>Week 3</b>	Mandated groups meet		Board Agenda Issued		
<b>Week 4</b>	Mandated groups send reports sent to Board Secretary who distributes to Directors			Board Meeting Conducted	
<b>Week 5</b>				Board Minutes Issued	
<b>Week 6</b>	Mandated groups meet				
<b>Week 7</b>	Mandated groups meet		Board Agenda Issued		
<b>Week 8</b>	Mandated groups Reports sent to Board Secretary & distributed to Directors			Board Meeting Conducted	
<b>Week 9</b>				Board Minutes Issued	

## BOARD ANNUAL CALENDAR

	Jan	Feb	Mar	Apr	May	Jun	Jul	Aug	Sep	Oct	Nov	Dec
1. Meeting Schedule												
General Board meeting		X	X		X	X		X	X	X	X	
Finance group meeting		X	X		X	X		X	X		X	X
All other mandated groups ( <i>See Calendar on previous page</i> )												
2. Strategy Formulation												
Strategic planning workshop	Once per year – date TBA by Board											
Review/Approve Strategic plan	Approved at AGM											
Review/Approve Master plan	Approved at AGM											
Approve budgets – Concepts									X			
Approve budgets – Final											X	
3. Senior Management												
Assess performance yearly (full year) including review of succession planning of Board-appointed positions	Once per year – date TBA by Board											
4. Accountability												
Financial reports		X	X	X	X	X	X	X	X	X	X	X
• full year results			X									
Approve full year forecast											X	
Annual report			X			X						
5. Monitoring and Supervision												
Review Governance Manual -	Once per year prior to AGM											
Whole of business risk review	Once per year – date TBA by Board											
6. Policy Making and Review												
Review Board charter					X							
Review Remuneration policy					X							

**GOVERNANCE MANUAL**

**BOARD ANNUAL CALENDAR (cont.)**

	Jan	Feb	Mar	Apr	May	Jun	Jul	Aug	Sep	Oct	Nov	Dec
Review Risk Management policy	X											
Review delegated financial authority					X							
Review delegations and mandates ( <i>see Appendix X Delegations Register on p.92</i> )					X							
<b>7. School Governance</b>												
Review Board performance, including Board succession			X	X	X						X	
Meeting with nominees for Board or directors			X		X							
Review mandated group meeting schedule		X										
Meetings without management		X	X	X	X	X	X	X	X	X	X	X
<b>8. Parent/Guardian Communication</b>												
Approval of AGM Notice and documentation			X									
Other key stakeholder events												
• Parent survey							X				X	
• Bulletin note news – after each Board meeting		X										X

## GOVERNANCE MANUAL

### LEGAL COMPLIANCE FRAMEWORK

CATEGORY	KEY DOCS/ LEGISLATION	REQUIREMENTS	RESPONSIBILITY	LATEST REVIEW / REPORT	COMMENTS	TRAFFIC LIGHT (Green/Orange/Red)
Corporations Act	Corporations Law 2001	Annual accounts	Business Manager (BM)		Filed with ASIC 30/4/2014	
		AGM	BM/Board		AGM held 7/05/2015	
Constitution	Memo and articles	Full compliance (esp. Board and members)	Board		Compliance Reviewed 30/6/2014	
Education Acts			Education Manager (EM)			
Consumer Laws			BM			
Privacy			BM			
Taxation			BM			
WHS			BM / Board			
Environmental			BM / EM			
Discrimination			BM / EM			
Industrial Relations			BM			
Child Protection			EM			
Duty of Care			BM / EM			
Workers Comp			BM			
Charities/fundraising			BM			



## EXTERNAL REPORTING REQUIREMENTS

Month	Report Name	Report To	Person/s Responsible
January	PAYG	Australian Taxation Office	Business Manager
February	BAS & PAYG	Australian Taxation Office	Business Manager
	Census	NSW DET	Business Manager
March	PAYG	Australian Taxation Office	Business Manager
	Annual Report - Educational & Financial reporting	RANGS & upload to School website	Education Manager Educational Administrator
April	Annual Financial Summary Report	Fair Trading	Business Manager
	BAS & PAYG	Australian Taxation Office	Business Manager
May	Data Collection attached to NAPLAN	Dept of Education & Training	Educational Administrator
	PAYG	Australian Taxation Office	Business Manager
June	Financial Accountability Certificate	NSW Dept of Education	Business Manager/Auditors
	Financial Questionnaire	DET, ACNC	Business Manager
	Financial & Board update	ACNC	Business Manager
	BAS & PAYG	Australian Taxation Office	Business Manager
July	BAS & PAYG	Australian Taxation Office	Business Manager
August	Attendance - Semester 1	DET, My School website	Educational Administrator
	Census	NSW & Commonwealth DET	Business Manager
	PAYG	Australian Taxation Office	Business Manager
September	PAYG	Australian Taxation Office	Business Manager

## EXTERNAL REPORTING REQUIREMENTS (cont.)

Month	Report Name	Report To	Person/s Responsible
<b>October</b>	Attendance Term 3	DET, My School website	Educational Administrator
	BAS & PAYG	Australian Taxation Office	Business Manager
<b>November</b>	PAYG	Australian Taxation Office	Business Manager
<b>December</b>	PAYG	Australian Taxation Office	Business Manager
<b>As required</b>	Grants, Ombudsman, Family and Community Services, Steiner Delegates, Industrial Relations, Australian Charities etc	Relevant authority	Education Manager Business Manager

## INTERNAL REPORTING

Type of report	Matters which may be included in report	Responsible Person	Reportable to	Frequency
Chair's report	Delegations, other matters in progress, Board performance and review, governance complaints, stakeholder issues	Chair	Board	Twice per term at Board meetings
Education Manager Report	Strategic plan implementation and progress, complaints, student numbers, staff professional development, exit interviews (students & parents), student achievements.	Education Manager	Board	Twice per term at Board meetings
Communication Manager's Report	Exit surveys (students & parents). Complaints/grievances pointing to systemic issues	Education Manager	Board	Twice per term at Board meetings
Business Manager's Report	Budget vs actual, Year to Date, % or increase/decrease on projections, debt servicing cover, debt redemption per year, debt servicing % of revenue, interest cover, debt per student, EBIDA Margin, net earnings margin, employment cost ratio. Reports to include the KPI's indicated by the AIS	Business Manager	Board	Twice per term at Board meetings
Risk Management – Finance & Audit	Control processes, review of accounting & reporting policies, recommendation of external auditor, implementation of auditor's recommendations, register of 3rd party transactions, insurance arrangements,	Business Manager (Finance group)	Board	Twice per term at Board meetings
Risk Management – Broader school risks	Identification and management of broader school risks, legal compliance, conflicts of interest register, education risks (student activities)	Management team and/or GLaM	Board	Twice per term at Board meetings
WH&S Report	Accident/injury statistics, WHS policy review, incidents and inspections	WH&S group	Board College of Teachers	Twice per term at Board meetings As needed to College
Reports from mandated groups: <ul style="list-style-type: none"> <li>• GLaM</li> <li>• Employment</li> <li>• MPG</li> <li>• B&amp;G</li> <li>• WH&amp;S</li> <li>• P&amp;F</li> <li>• EAG</li> <li>• Public Relations</li> </ul>	Issues, actions, ideas and forecasts relevant to each group's area of management. Issues requiring Board advice, discussion and/or decision. Complaints received in this area, areas of difficulty either perceived, actual or forecast	Board liaison to each mandated group	Board College of Teachers	Twice per term at Board meetings

# **Board Development Plan 2016-2017**

## INTRODUCTION

The Board Development Plan recognises that Mumbulla School for Rudolf Steiner Education, while striving at all times for good governance, has areas for improvement in its governance operations.

The basis for this plan comes from the *Guiding Standards for Governing in Australian School Boards from the Australian Institute for School Governance* acknowledging the input from Central Coast Rudolf Steiner School.

The Board undertakes to monitor the development of this Plan and to comply with the requirement for professional governance development.

## DIMENSION 1 - ROLE & ACCOUNTABILITY

### STANDARD

The Board of Directors knows its role and the school structure, accepts its consequent accountability, demonstrates transparency, is cognisant of the structure of the school and of the roles of the Education Manager, Business Manager, and Senior Management.

- a) Online governance workshops through AIS to comply with requirement for 12 hours Governance PD over 3 years.
- b) Constitution review undertaken in line with legislation
- c) Governance Manual/Book of the Board rewrite
- d) Position descriptions for all roles on the Board
- e) Develop assessment and performance review process for Board and document procedures

## DIMENSION 2 – RESPONSIBILITIES

### STANDARD

The School Board knows its responsibilities and diligently commits to ensure they are undertaken in an effective manner. Specifically, the School Board is focussed on the core responsibilities of identity, relationships, student development, strategy, policy and risk.

- a) Ratify the identity of the School (mission and values)
- b) Receive information demonstrating that the identity is visible and a lived expression throughout the school community
- c) Establish and document processes for developing productive and effective relationships with all members of the school governance structure and all other stakeholders.
- d) Develop and document an annual school community engagement strategy
- e) Define student achievement in our school in partnership with the Education Manager
- f) Establish pro-forma reporting for Education Manager in relationship to student achievements in line with #5 as well as Strategic Plan outcomes/progress
- g) Develop a long-term financial plan for sustainability

- h) Create a policy development plan, the policy schedule as well as storage and approval and version control
- i) Develop a Risk Management Strategy for all aspects of the business of the school.
- j) Oversee the work of the Finance Group in relation to all aspects of Financial Risk
- k) Develop Financial Management Policies: Fee Payment policy, Scholarships Policy, Hire of Premises Policy, School Equipment Hire Policy,
- l) Develop Educational Management policies: Extended Leave or Withdrawal of Children policy, Equitable Access policy

### **DIMENSION 3 - MEMBERSHIP**

#### **STANDARD**

The School Board has established thorough processes to attract the most capable and appropriate people for the appointment as Board members.

- a) Develop an induction process for new Board members
- b) Develop a skill and knowledge matrix of desirable qualities for Board members
- c) Develop a plan for Board member service which includes: recruiting, appointing, commissioning, inducting, participating, developing, reviewing and farewelling

### **DIMENSION 4 - DECISION MAKING**

#### **STANDARD**

The School Board has developed effective decision making processes to support the implementation of its responsibilities

- a) Develop processes for how the Board will make decisions about voting and consensus, before and during meetings, that are in line with and further the mission and strategic directions of the School. ***See Appendix AA: Consensus Decision-making on p. 103***
- b) Receive information and updates from Education Manager about developments in the educational sector
- c) Create Due Diligence processes
- d) Look at more effective use of technology for more efficient processes and decision making
- e) Create format for all proposals for decision, with a culture that encourages support and challenge of ideas

### **DIMENSION 5 - DOCUMENTATION**

#### **STANDARD**

The school Board has acquired or developed a range of documents to guide, support and record its work.

- a) Create document management procedures for Board papers
- b) Implement the Board charter
- c) Review and document mission and values statement
- d) Develop Annual Forward Agenda (road map for major Board agenda items)



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- e) Develop template for proposals for decisions
- f) Develop format of Education Manager's report
- g) Create letters of appointment for Board members
- h) Mandates/health of mandated groups
- i) Annual Board Mandated Groups Reports
- j) Annual Board Report



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# Policies, Procedures and Guidelines

The School's policies which are made from time to time are made pursuant to the requirements set out in Section 47 of the *Education Act* and of the Board of Studies, Teaching and Educational Standards NSW (BoSTES) for registration of the school.



## THE BOARD CHARTER

### 1. The Board's Primary Duty

- a) To ensure that the school's aims and ethos are implemented;
- b) To determine the strategic objectives and direction of the school.

### 2. The Board's General Duties

- a) Supervisory role – to manage and monitor risk and compliance;
- b) Review progress towards achievement of short and long term goals;
- c) Appoint the Business Manager and Communication Manager;
- d) Ensure performance and appointment reviews, contract and remuneration packages are undertaken annually;
- e) Approve and monitor annual capital and operating budgets;
- f) Receive reports from:
  - Education Manager on the educational operations of the school including the College of Teachers;
  - Business Manager and Finance Group on financial performance and long term financial planning;
  - Mandated groups of the Board;
- g) Deal with governance breaches and complaints;
- h) Maintain a record of delegations;
- i) Monitor the level of congruence between the School's operational activities and its ethos and mission as determined by the Board;
- j) Assess relationships between the Board and:
  - Management
  - Community
  - Parents/Guardians
  - Regulators
  - Others
- k) Review the Board's own performance

## PROPER GOVERNANCE

### 1. Rationale

The responsible persons must govern and operate the School to satisfy its legal obligations, manage risk, provide strategic guidance and monitor performance.

### 2. Procedures

The responsible persons must have in place policies and procedures for the proper governance of the School including but not limited to, the following:

- a) a school charter or document identifying the governance structure of the school and the respective authority, role and responsibilities of each of the school's 'responsible persons' and any other person or body concerned in the management of the school
- b) a delegations schedule to:
  - identify the respective authority within the governance structure
  - describe the process for withdrawing a delegated authority
- c) a document to set out supervisory arrangements and reporting requirements for the school's 'responsible persons' including any governing body and school executive
- d) a code of conduct for the school's 'responsible persons'
- e) maintenance of records of governance decisions and actions made by the school's 'responsible persons', including minutes of formal meetings of the school's 'responsible persons',
- f) a document describing the school's legal compliance process to facilitate the school's compliance with all relevant legislation and reduce any risk of non-compliance

## RESPONSIBLE PERSON POLICY

### 1. Rationale

This policy outlines the legal requirements and liabilities of each *Responsible Person* for Mumbulla School. A key objective of this policy is to ensure that legal requirements and liabilities are clearly defined and understood by each *Responsible Person*.

### 2. Responsible Persons

The responsible persons must govern and operate the School to satisfy its legal obligations, manage risk, provide strategic guidance and monitor performance.

Directors on the Board of Mumbulla School, the Education Manager, Business Manager and College Chair are considered under the Education Act to be “responsible persons” for Mumbulla School.

### 3. Procedures

At the Annual General Meeting each school year, the Board Secretary will ensure that a Declaration is signed by all ‘*Responsible Persons*’. This is in accordance with the *Education Act 1990 (NSW)* as amended by the *Education Amendment (Non-Government Schools Registration) Act 2004 (NSW)*. *Responsible Persons* will be recorded on the *Responsible Persons Register (Appendix I on p. 72)*

### 4. Policy – General

At the beginning of each school year each responsible person for the School must sign the following declaration (*Appendix E: Directors’ Declaration*):

#### **Declaration**

*In accordance with the Education Act 1990 (NSW) as amended by the Education Amendment (non Government Schools Registration) Act 2004 (NSW), I declare that:*

- (i) I am not a ‘disqualified person’ who is no longer permitted to act as a Director;*
- (ii) I am not bankrupt or insolvent;*
- (iii) Any refusal to register, or cancellation of registration of the school or any other school, during the previous five years, has not been largely attributable to my actions;*
- (iv) I have not been convicted of an offence that is punishable by imprisonment for 12 months or more;*
- (v) I have not been prohibited by the Commission for Children and Young People Act 1998 and Commission for Children and Young People Regulation 2009 from seeking, undertaking or remaining in child related employment; and*
- (vi) I will declare any personal interest or conflict of interest in relation to my position as a responsible person for the School.*

### 5. Board Meetings

The Chair will ask all Board Directors at the beginning of each Board meeting whether they have anything to declare as a ‘*Responsible Person*’ for the School in relation to the *Required Matters* (See *Directors’ Declaration* above). In accordance with the *Education Act 1990 (NSW)* as amended by the *Education Amendment (non-Government Schools Registration) Act 2004 (NSW)*, *Responsible Persons* must notify the Chair of the Board of Directors if there is a breach in the *Required Matters*.



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#### **6. Notification to the Board of Studies**

- a) The Chair of the Board will notify the Board of Studies, Teaching and Education Standards (BoSTES NSW) of any breaches.
- b) The Chair is responsible for notifying BoSTES if the school moves or is sold at least three (3) months before re-location.

#### **7. Code of Conduct**

*Responsible Persons* must agree and comply with a Code of Conduct.

Directors of the Board and other “responsible persons” have five fundamental duties:

- a) A duty to act in good faith;
- b) A duty not to gain advantage by improper use of the position;
- c) A duty not to misuse information;
- d) A duty to act with care and due diligence;
- e) A duty not to trade while insolvent.

#### **8. Further Responsibilities of Chair**

The Chair of the Board of Directors is responsible for providing the following information at a BoSTES Registration inspection visit:

- a) what persons are specifically identified as coming under the terms of the requirement of *Responsible Person*;
- b) when and how each of these persons were informed of his/her responsibilities;
- c) what processes are used for informing new Board Directors of their responsibilities; and
- d) who is responsible for ensuring that processes for notification and disclosure regarding *Responsible Persons* are in place and followed.

## CODE OF CONDUCT

### Introduction

In all our operations and relationships we value respect and inclusion.

#### 1. Chair Statement

This Code of Conduct is to ensure that each Board Director is aware of, and acts according to, their duties and responsibilities as Directors of Mumbulla School for Rudolf Steiner Education.

This Code of Conduct aims to ensure that the highest ethical standards, behaviour and accountability are maintained in accordance with the policies and procedures of Mumbulla School for Rudolf Steiner Education and in compliance with relevant legislative requirements and any obligations under common law.

The importance of the Code and the Governance Manual is to guide the Board of Directors to act in a manner that ensures the ongoing legacy of the school for future generations.

#### 2. Conduct

Directors will:

- a) act ethically, with honesty and integrity, in the best interests of the School at all times;
- b) take individual responsibility to contribute actively to all aspects of the Board's role according to the Board member duty statement;
- c) attend a minimum of 70% of Board meetings;
- d) make decisions fairly, impartially and promptly, considering all available information, legislation, policies and procedures;
- e) use care, skill and diligence in fulfilling duties;
- f) exercise independent judgement in decision making;
- g) treat colleagues with respect, courtesy, honesty and fairness, and have proper regard for their interests, rights, safety and welfare;
- h) not harass, bully or discriminate against colleagues, members of the public and/or employees;
- i) contribute to a harmonious, safe and productive Board environment/culture through professional workplace relationships;
- j) not make improper use of their position as Board members to gain advantage for themselves or for any other person;
- k) not allow personal interests or those of associates, to conflict with the interests of the School
- l) maintain confidentiality;
- m) take responsibility for contributing in a constructive, courteous and positive way to enhance good governance and the reputation of the Board of the School;
- n) not place themselves in a position to be "lobbied" by members of the School community;
- o) abide by the policies and procedures set out in the Governance Manual.

### **3. Communication and official information**

Directors will:

- a) channel all communication (other than Board and committee meetings, agenda setting and minutes distribution) between Board and staff on business matters through the Chair;
- b) not disclose official information or documents acquired through membership of the Board, other than as required by law or where agreed by decision of the Board;
- c) not make any unauthorised public statements regarding the business of the School without approval from the Board;
- d) support, adhere to and not contradict the formal decisions of the Board made in its meetings;
- e) respect the confidentiality and privacy of all information as it pertains to individuals.

### **4. Conflicts of Interest**

It is expected that Board members will adhere to the procedures set out in the *Conflict of Interest Policy* on p. 40.

### **5. Resources**

Allocation of resources

- a) the School annual budget review will determine an allocation of funds towards resourcing the work of the School Board. These funds will be used to provide administrative or consultative support as required, including the support and advice of the AIS NSW.
- b) Board members can be reimbursed for appropriate Board-related expenses if needed, with approval of the Board.

Use of resources:

Directors will:

- a) act in a financially responsible manner, applying due diligence to the scrutiny of financial reports, audit reports and other financial material that comes before the Board; and
- b) ensure the efficient use of the School resources, including office facilities and equipment, vehicles, taxi charge vouchers, corporate credit cards.

### **6. Conflict resolution between School Board members**

It is preferred that School Board members are able to resolve tensions and conflict to their mutual satisfaction between themselves without the need for third party intervention. The above documents serve to support such processes if needed.

It is also held that open communication and feedback are regarded as essential elements of a satisfying and productive School Board experience, and thus may prevent the need for a conflict resolution process.



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In all processes to address conflicts within the School Board, the Chair or a delegate will be made available to assist, support and guide all parties towards a successful resolution and outcome.

Should a School Board member consider that they have a conflict with another School Board member/s, and feel unable to resolve the matter themselves, they should:

1. Advise the Chair of the conflict, or should the conflict be with Chair, advise the Communication Manager;
2. Chair should then advise other party of the concern against them, unless the Board member notifying the concern has requested confidentiality
3. In consultation with all parties, the Chair should endeavour to agree on a process to resolve the matter and to subsequently implement that process.
4. All discussions should be documented.
5. All parties should maintain confidentiality at all times.

## **7. Improper Conduct**

If a Board Director breaches the Code of Conduct and or acts outside of the rules of the Association, with disregard for the wellbeing of the School and its stakeholders, any action taken will be in accordance with the Association's Constitution and any appeals process.

## **8. Reporting**

Board directors will take responsibility for reporting improper conduct or misconduct which has been, or may be occurring in the workplace or within the Board to the Board Chair (or Communication Manager if Chair is involved) and ensure that the details are reported to the relevant authority.

## CONFLICT OF INTEREST POLICY

### 1. Rationale

*"Ethics is knowing the difference between what you have a right to do and what is right to do."*

Potter Stewart

All employees and other persons working for the School, such as Directors or volunteers, must act in the interest of the School. A conflict of interest arises where there is a difference between an individual's personal interests and the best interests of the School such that an independent observer might reasonably conclude that the professional actions of that person are unduly influenced by their personal interests.

It is the collective duty of the Board to ensure that the School is fit for purpose and provides strategic direction to attain its goals. Not for Profit organisations face the challenge of balancing the needs and rights of its many stakeholders with the needs of the School's strategic objectives.

A conflict of interest occurs where the private or business interests of individual management Board Members are likely to be advanced through their role, activity or access to information as a management Board Member.

Responsible persons must avoid situations in which personal interests or the interests of a relative or close associate may conflict either directly or indirectly with decisions made by the governing body, whether the conflict is actual, perceived or potential.

These responsibilities include

- a) a duty to avoid conflict of interest;
- b) a duty not to use their position for personal gain;
- c) a duty to use information obtained as a member of Council for personal gain;
- d) act in good faith and put the interests of the School ahead of their own;
- e) exercise their powers for the purpose of the School; and
- f) observe a duty of care in discharging their duties with regard to the law.

This policy applies to all members of the Board and members of mandated groups of the Board.

### 2. Definitions

- a) An **actual** conflict of interest is where there is a direct conflict between a person's public duties and responsibilities, and their private interests.
- b) A **perceived** or apparent conflict of interest occurs where a third party could form the view that a person's private interest could improperly influence how they perform their duties, now or in the future.
- c) A **potential** conflict of interest occurs where a person has a private interest that could conflict with their public duties. A conflict of interest can arise from avoiding personal losses, as well as gaining personal advantage – whether financial or otherwise.



### 3. Checklist to help identify conflicts of interest

In assessing whether Directors have a conflict of interest it may be helpful to ask the following questions. The test when assessing the situation is to ask: “Could this conflict with my duties at the School?” If you answer YES to any of the questions below, you may have an **actual**, reasonably **perceived** or **potential** conflict of interest. (Source: ICAC<sup>3</sup>)

1. Would I or anyone associated with me benefit from or be detrimentally affected by my proposed decision or action?
2. Could there be benefits for me that could cast doubt on my objectivity?
3. Do I have a current or previous personal, professional or financial relationship or association of any significance with an interested party?
4. Would my reputation or that of a relative, friend or associate stand to be enhanced or damaged because of the proposed decision or action?
5. Do I or a relative, friend or associate stand to gain or lose financially in some covert or unexpected way?
6. Do I hold any personal or professional views or biases that may lead others to reasonably conclude that I am not an appropriate person to deal with the matter?
7. Have I contributed in a private capacity in any way to the matter the School is dealing with?
8. Have I made any promises or commitments in relation to the matter?
9. Have I received a benefit or hospitality from someone who stands to gain or lose from my proposed decision or action?
10. Am I a member of an association, club or professional organisation or do I have particular ties and affiliations with organisations or individuals who stand to gain or lose by my proposed decision or action?
11. Could this situation have an influence on any future employment opportunities outside my current School duties?
12. Could there be any other benefits or factors that could cast doubts on my objectivity?

If the answer to any of these questions is yes or if you still have any doubts about your proposed decision or action, you should seek direction from the Chair, Business Manager or Education Manager.

### 4. Procedure

- a) As soon as you encounter a possible conflict of interest, notify the Board Chair immediately. Provide information about the interest and how it may conflict with your Board role.
- b) Ask not to be posted any Board or internal papers that discuss the matter.
- c) Avoid any informal discussions that might influence fellow Board Members on the matter.
- d) When the matter is raised formally during a meeting, declare your interest and leave the room. Don't wait to be asked. Ask to be called back when the item has been dealt with. Ensure the minute-taker notes why and when you left and when you re-joined the meeting.
- e) Seek legal advice if you are in doubt about how to handle a real or potential conflict of interest. If you feel it is impossible to resolve the conflict, consider resigning from the Board.
- f) Record any conflict of interest in the meeting minutes and/or the Board report

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<sup>3</sup> ICAC Toolkit, *Managing Conflicts of Interest in the Public Sector*, 2004.

## RELATED PARTY TRANSACTIONS PROCEDURES

### 1. Who is a related party?

For the purposes of these procedures, the following persons are considered related parties of the School:

- a) all responsible persons and all members of the School's Senior Management Team, including their spouses, de facto spouses, parents and children; and
- b) entities controlled by these persons.

A person or entity is also a related party of the School at a particular time if the person or entity:

- a) was a related party at any time within the previous 6 months; or
- b) the entity believes or has reasonable grounds to believe that it is likely to become a related party of the School at any time in the future.

A full definition is set out in *Accounting Standard AASB 124*.

### 2. What is a financial benefit?

The legal definition of the term 'financial benefit' is broad. A non-exhaustive list of examples includes:

- 1. providing finance or property to a related party;
- 2. buying or leasing an asset from or selling an asset to a related party;
- 3. supplying or receiving services from the related party;
- 4. issuing securities or granting options to the related party; and
- 5. taking up or releasing an obligation of the related party.

A financial benefit includes giving a financial benefit indirectly through an interposed entity and does not require the payment of money. For the purposes of this Policy, reasonable remuneration within parameters approved by the Board is excluded from the definition of "financial benefit".

### 3. What makes a transaction "at arm's length"?

A transaction is at arm's length if the relevant parties have dealt with each other as parties normally do when they are not related, so that the outcome of their dealing is a matter of genuine bargaining, and although not necessarily technically an open market price, the terms are those that might reasonably have been agreed between arm's length parties.

The School's procedures are that:

- a) all related party transactions and payments will be conducted on an arm's length basis to ensure that a financial benefit is not given to a related party;
- b) the process surrounding those transactions must be transparent and fully documented including the maintenance and audit of a register of related party transactions; and
- c) Board approval must be obtained for all related party transactions and payments recognising that the Board can delegate this approval in respect of a class of transactions and on such terms and conditions as the Board sees fit.

#### 4. New transactions

Where the School proposes to enter into a related party transaction, the following procedure applies:

- a) the relevant responsible officer must inform the Business Manager and Education Manager about the proposed transaction, including the proposed parties and how they are related, details of the proposed transaction and where arm's length terms may be evidenced;
- b) the Business Manager and Education Manager will review the transaction, and consider external legal advice where appropriate in considering the transaction;
- c) the Business Manager and Education Manager will inform and advise the Board of the proposed transaction and obtain the Board's approval for the School to undertake the transaction or approval in respect of a class of transactions;
- d) a register of all Board approvals in respect of related party transactions shall be maintained under the supervision of the Company Secretary/Business Manager and it shall include details of the nature of the transaction, the date of the approval and any key conditions to which the approval is subject; and
- e) when Board approval is obtained, the transaction must proceed in accordance with any procedures and conditions outlined by the Board.

#### 5. Annual review

At the beginning of each year, the Business Manager will write to all responsible persons as per the **Related Party Transactions Disclosure letter**. The register of related party transactions will be updated to reflect these disclosures and submitted for audit by the School's auditor. (*See Appendix M: Related Party Transaction Disclosure Letter on p.76; Appendix N: Related Party Transaction Form on p.77; Appendix O: Related Party Transaction Register on p. 78*)

#### 6. Retention of records

The School will ensure that records of related party transactions, including the registers and audit reports are retained for at least seven years.

#### 7. Register of Pecuniary Interest

Where Mumbulla School for Rudolf Steiner Education has dealings with a business in which staff, volunteers or Board Directors (or a relative or close friend) have a financial interest, it must be recorded in the Register of Pecuniary Interests. A copy of the form, **Form for Register for Pecuniary Interests**, must be completed by all Board Directors upon election to the Board, even when there is no pecuniary interest.

#### 8. Related Party Transactions

The "**Related Party Transactions Form**" is to be completed and signed by the staff member who makes the decision to engage or purchase from staff, volunteers or Board Members *immediately the business transaction is entered into* involving staff, volunteers or Board Members (or a relative or close friend). **Note:** Should there be an occasion when it is not practical to obtain quotes, for example an emergency, a Statement of Explanation must be written on the Related Party Transactions Form, signed by the decision maker and approved by the Education or Business Manager. This lower limit for recording a Related Party Transaction is \$0.00.

Information to be collected:

- a) The name of the contractor/individual who is hired, or from whom goods or services are purchased, or to whom assets are sold.
- b) The name of the staff Member, volunteer or Board Member hired, or assets sold to who has conflict (or pecuniary) interest regarding the above business transactions with Mumbulla School for Rudolf Steiner Education, either themselves (or a relative or a close friend), or a business in which they (or a relative or close friend), have a financial interest.
- c) Details of interest - transaction particulars.
- d) Details of tendering process, including the cost in dollars or benefit received.
- e) Details of the decision making process.
- f) Date of decision.
- g) Name, centre, title and signature of person making the decision to enter into a Related Party Transaction.

## DOCUMENTATION AND RECORD KEEPING

### 1. Rationale

To ensure the Board of Directors has procedures to guide, support and record its work.

### 2. Documentation Required

All governance work that requires guidelines will be written and adopted by the Board in the form of either a policy or procedure.

### 3. Dissemination of Documents

- a. Board reports are to be submitted to the Board secretary within 7 days of the Board meeting
- b. Agendas are to be sent to all persons attending a Board meeting 4 days prior to the Board meeting.
- c. Minutes are to be distributed to relevant persons within 10 days after the close of the meeting.

### 4. Record Keeping

- a) Meeting minutes - the final soft copy of the minutes is to be emailed by the secretary of the Board after amendments have been completed.
- b) The final hard copy of the minutes are to be kept on file by the secretary of the Board together with the responsible persons declaration. The hard copy of the minutes is to be signed by the Chair.
- c) Board reports - a soft copy of all reports are to be brought to meetings by the secretary of the Board
- d) Correspondence in/out - hard copies of all tabled Board correspondence are to be kept in a file by secretary of the Board.
- e) Soft copies of all tabled Board correspondence out are to be kept on file by the secretary of the Board or by the author.

### 3. Maintenance of Records

- a) All records of governance decisions and actions made by the responsible persons, including minutes of meetings, professional learning registers, responsible persons declarations & registers, related party transactions, must be retained for a minimum period of seven years.

## ASSESSMENT AND REVIEW

### 1. Rationale

A good Board of Directors continually strives for improvement.

### 2. Procedures

Well conducted evaluations (whether conducted in-house or using an external facilitator) have the potential to achieve various benefits, helping the Board to:

1. Confirm that it has a suitable balance of skills and other attributes and focusing attention on the attributes required in any new director;
2. Focus on any inadequacies;
3. Identify strategic priorities;
4. Develop skills, knowledge and understanding in the individual directors;
5. Review its practices and procedures and thus become more efficient and effective;
6. Justify recommending the three yearly re-election of each director (where appropriate).

The Board will seek feedback from representatives from key stakeholder groups. These groups will include executive staff, teaching staff, administration staff and the parent body.

From time to time, or when necessary, the Board will seek evaluation on performance from independent bodies, such as the Association of Independent Schools NSW. This could include mini evaluations/audits on key areas of school performance such as Workplace Health and Safety, Risk Management, Financial Audits.

The Board does not seek to review its processes and people for the sake of compliance, but as one method of evaluating improvement in its processes, effective and including compliance matters.

The Board has prepared evaluation documents to assist with this process. Board evaluation will be initiated on an annual basis.

**(See Appendix T: Board Evaluation – termly on p.84; Appendix U: Board Performance Evaluation – Annual on p. 85; Appendix V: Director Performance Evaluation Form on p. 88; Appendix W: Chairperson Evaluation form on p. 90.)**

The general outcome of this process will be shared with the School community.

## PROCEDURES FOR ESTABLISHING MANDATED GROUPS OF THE BOARD

### 1. Rationale

A formal mandate for each group should be established by the Board of Directors, including:

- a) The objectives of the group;
- b) An outline of its responsibilities;
- c) The protocols for meetings including frequency of meeting, the power to call a meeting and the requirement for formal minutes;
- d) A statement to the effect that the mandated group has the power to bring recommendations to the Board, but has no specific decision making power unless delegated by the Board;
- e) The mandated group's reporting requirements;
- f) An appropriate review or appraisal process.

Each group shall be convened by a Director or by the Business or Education Manager who will be present at Board meetings.

### MANDATED GROUPS OF THE BOARD – MANDATES

- a) Mandated groups are primarily working groups not steering groups. They do much of the management work of the school as guided by their mandates and as directed by the Board.
- b) Directors are expected to be actively involved in at least one of the School's mandated groups. This may involve convening the group, ensuring that minutes are taken and reporting back to the Board.
- c) Mandated groups and delegated authorities report at each Business Meeting via a **written report**. As items may need discussion and/or decision, these reports should be distributed prior to Business meetings for due consideration.
- d) Mandated groups may nominate items for the Agenda when there is:
  - i. a concern or issue requiring assistance or input from the Board
  - ii. a request for policy change or funds allocation
  - iii. a recommendation needing a decision

**Note: Mandated groups will make an effort to thoroughly consider issues and where possible, resolve these prior to bringing them to the Board.**

**Note: Convenors of all mandated groups should remember that recommendations to the Board with a financial implication must be sent to the Finance group for consideration prior to coming to Board meetings.**

- e) All groups to submit a more detailed written report to the AGM.
- f) Mandates for all mandated groups will be reviewed annually at the AGM.

## MANDATED GROUPS OF THE BOARD – MANDATES

- **Building & Grounds (B&G),** mandated to:

Maintain the school buildings and grounds to be a safe, secure, pleasing and aesthetic environment in which to learn and work.

Main Tasks:

1. To oversee projects approved by the Board of Directors:
  - a. in co-operation with other mandated groups including Master Planning Group;
  - b. in line with the Strategic and Master Plans;
  - c. taking into account legal requirements and Australian standards;
  - d. within the environmental and purchasing guidelines of the school; and
  - e. within the allocated budget and grant funding requirements, if applicable.
2. To liaise with the College of Teachers concerning work undertaken and seek their input and approval where necessary.
3. To address hazards identified by the WH&S group by prioritising maintenance tasks and ensuring that these are dealt with in a timely and appropriate manner;
4. To review and update the Maintenance Schedule and to ensure it is being used regularly;
5. To organise four Whole School Working Bees per year;
6. To co-ordinate the school's recycling program;
7. To take recommendations to the Board for projects over \$2,000.

- **Work Health & Safety (WH&S),** mandated to:

Create a safe work environment for our students, employees, the school and wider community.

Under WHS legislation Mumbulla School is obliged to provide:

- safe premises
- safe machinery and materials
- safe systems of work
- information, instruction, training and supervision
- a suitable working and learning environment and facilities.

The WH&S group will:

1. define the WHS/OH&S requirements specific to education facilities, requesting advice and kits on how to incorporate safety management into our daily operations.
2. Establish & implement an annual WHS plan.
3. Implement an online Hazard Identification & Reduction system monitored regularly.
4. Carry out safety inspections regularly.
5. Consult with Staff and Building & Grounds Group in relation to risk management. Identify risk & inform College if action needs to be taken.
6. Assess risk and set priorities for hazard removal and minimization.
7. In conjunction with the Business Manager, arrange for hazard removal and minimization work to be carried out on a timely basis by either school employees, contractors and/or volunteers at school Working Bees.
8. Review Incident/Accident reports regularly. Investigate incidents/ accidents & report at meetings and when required.
9. Monitor staff having current First Aid certificates annually.
10. Co-ordinate the provision of information, education and training necessary to ensure a safe and healthy school environment.



11. Ensure all mandated groups are aware of their responsibilities in relation to WHS.
12. Make recommendations and report to Board on implementation of the above, including a schedule and progress reports.

- **Finance (FG), mandated to:**

- oversee financial matters concerning the school and support the Business manager in reporting to the Board.
- report the school's financial position and performance to the Board for ratification through the Business Manager.
- make recommendations to the Board on matters which require decision and action on the Financial Management of the School .
- provide a forum for discussion and decision to assist the Business Manager

Finance Group will undertake the following:

1. Regularly review operating and capital financial performance and progress against the budget.
2. Make recommendations to the Board for decision and action on financial matters including budgets, school fees, loans, capital projects, debtors, fee relief and key performance indicators.
3. Aim to have an adequate internal and external control system that promotes operational efficiency and minimises financial risk.
4. Review the annual audited financial statement and the auditor's report and where appropriate recommend to the Board that the audit is accepted and signed off. Assist with follow up measures to rectify any shortfalls identified in the auditor's report.
5. Oversee the preparation of the financial year budget and review it in the light of the school's strategic plan and input from the major stakeholders (College, B&G, WH&S) before presenting it to the Board for ratification. Review any significant changes to the budget as they become necessary.
6. Aim to ensure that the school has an appropriate investment policy and that this policy is approved by the Board annually. Monitor the status of investments.
7. Where required assist in the completion of school tenders and contracts.
8. Oversee the fee collection process and assist the Business Manager and Board in awarding Fee Relief/Bursaries.

- **Employment, mandated to:**

1. Develop and review policy for and make recommendations to the Board of Directors on employment matters including recruitment and change of employment structure.
2. To act as support for the Business and Education Managers if issues arise in regard to employment and bring these to the Board of Directors' attention if necessary.
3. To oversee the appraisal process of both the Business Manager and, in collaboration with the College of Teachers, the Education Manager.
4. Employment group comprises the Management team and at least one Director and meets when required or as directed by the Board or members of the Management team.

- **Master Planning (MPG), mandated to:**

1. Review and ensure that the Master Plan of the School is followed or appropriate changes made. A full review of the Master Plan should occur at least every three years.
2. Ensure the Master Plan is current and in line with the School overall Strategic Plan.
3. Oversee the design and development of new buildings and infrastructure projects in the context of the master plan report and the strategic plan. To raise planning issues and send to Board and College of Teachers for debate.
4. Liaise with and support Business Manager regarding plans, process, and funding.
5. Develop and Research options for building tenders, design briefs, architectural tenders.
6. Communicate plans to College of Teachers, via timely presentations at meetings and email when needed.
7. Give regular reports to the Board on progress, timelines and costing.
8. Liaise with Buildings & Grounds group through Business Manager's participation in both Groups.
9. Communicate plans to school community via the School Bulletin.
10. Review at least annually and update this mandate as required.
11. Develop a Landscape Master Plan for the school.

- **Governance, Leadership & Management (GLaM), mandated to:**

1. consider & suggest improvements to Board governance and meeting procedures
2. assist the Board with visioning and strategic planning, including driving the Strategic Plan implementation process.
3. assist the Board to be clear about its role, including coordination of:
  - a. a Board study/education program
  - b. development and review of key documents that guide the work of the Board (eg. Compliance Register, Delegations Register, Constitution, Book of the Board)
  - c. Board review
4. consider and suggest improvements to Board structure including mandated groups
5. organise induction of new Board members
6. liaise with Chair of the Board on issues relating to the Chair's position and key tasks
7. report to the Board

- **Equitable Access (EAG), mandated to:**

Explore and facilitate ways to enable equitable access to education at Mumbulla School.

1. This mandated group is intended to improve access for social and cultural groups within the community that would otherwise find it difficult to access education at our school.
2. The group will explore ways of raising money such as setting up a scholarship fund and accessing relevant sources of government funding.
3. The group will also consider what else apart from financial support may be required to integrate such families fully into the community.
4. The group will identify what has previously and what is currently being done at the school to support diversity and inclusivity, and will also identify barriers to equitable access.

- **Public Relations (PR), mandated to:**

Safeguard the school's reputation by:

1. Promoting and marketing the school in a timely and relevant fashion, including generating relevant materials, creating strategies for use and ensuring the consistency and high quality of all images in outgoing publicity;
2. Annually reviewing and co-ordinating the update of the School Handbook, the Kinder Handbook and Playgroup brochure plus any other identified school-generated information booklets
3. Managing the website and Facebook page and by submitting updated information for school listings on the SEA website;
4. Overseeing publicity created by other groups ie. P&F, B&G;
5. Planning and overseeing major school events like the 30<sup>th</sup> anniversary celebration 2017;
6. Monitoring local and national media for mentions of Mumbulla School or Steiner Education and managing and responding if necessary;
7. Maintaining archival history of all newspaper & online promotion of the school;
8. Ensuring that requested parental confidentiality is maintained.

- **Parents & Friends (P&F), mandated to:**

- Fundraise
- Assist parent communication
- Consider the larger issues relevant to parents in relation to the school.

The P&F will:

Fundraising

1. Plan and implement fundraising for school, in consultation with the College in the planning stage;
2. Maintain control and appropriate records of money raised;

The College of Teachers and other interested parties can request in writing any expenditure requirements.

The P&F will submit requests over \$1000 to the Board for approval.

Parent Communication

3. Facilitate and encourage communication between parents and the other decision making bodies at Mumbulla School, including a regular Bulletin note;
4. Create and aim to keep vital the social aspects of the school community;
5. Present parent education and information programs for the school community in consultation with the College of Teachers;
6. Ensure that the P&F is an open space where all parents feel welcome.

Larger Issues

7. Maintain an awareness of the larger external issues that are relevant to the parents of Mumbulla School and where possible take an active role.
8. Liaise with the NSW Parents Council and other national parent bodies.

## **RISK, COMPLIANCE AND AUDIT**

1. There is no one group tasked with managing risk in the school. The following 9 tasks are allocated to mandated groups as follows:
2. **Responsibilities**
  1. *Examine the effectiveness of the Finance Group:* Board
  2. *Assess the adequacy of management reporting (usually through the Finance Group):*  
Board & Business Manager – could be delegated to GLaM if needed
  3. *Oversee the monitoring of control processes:* Finance group
  4. *Review financial, accounting and reporting policies:* Finance group
  5. *Recommend the appointment and remuneration of the external auditors:* Finance group
  6. *Follow up the implementation of auditor's recommendations:* Finance group
  7. *Assess the identification and management of broader school risks:* Business Manager & GLaM with Board overseeing
  8. *Oversee an annual review of all insurance arrangements:* BM with Management Team overseeing
  9. *Review the School's compliance with the law:* Management Team

## **WORKPLACE HEALTH AND SAFETY GROUP**

### **1. Objectives**

The objective of the WHS Group is to contribute to a safe work environment by being pro-active in managing WHS matters within the school.

### **2. Responsibilities**

The WHS Group has the following responsibilities:

- a) Completing school inspections on a regular basis to detect potential risks
- b) Resolving/problem solving issues that arise from the school inspections
- c) Placing priorities on any actions that are to be completed with regard to WHS matters
- d) Reporting to staff and the Board on WHS progress and data
- e) To initiate and contribute to Safe Work Method Statements where required
- f) To conduct risk assessments
- g) To maintain the school Risk Register
- h) To provide recommendations on risk management – i.e. controls
- i) To conduct WHS systems and procedures audits on an annual basis
- j) To provide feedback and education to staff on WHS matters that effect the school

### **3. Group members**

To ensure that all relevant bodies of the school consult on WHS, the committee will consist of:

- Education Manager – required
- Maintenance employee – required
- Teacher – required
- Administration employee – required
- Board Director – required
- Representative from the Parent Community – not mandatory, but valuable

### **4. Resources**

The following resources are required to implement WHS in the school

- a) Financial - training, release time, repairs & maintenance, equipment
- b) Physical – people and time
- c) Material – ISWHS (AIS documents), equipment
- d) Legislative – relevant legislation, policies, procedures, training, education

### **5. Meeting Procedures**

Meetings for WHS are required to be held at least once per month. If required, any member of the WHS Group can call a meeting outside of the scheduled meeting.

## **WORKPLACE HEALTH AND SAFETY GROUP (cont)**

An agreed nominee will be responsible for creating the agenda each month (with contributions from all members) and distributing to all committee members at least 3 days before the meeting.

An agreed nominee will be responsible for producing the minutes from the meetings and distributing to all committee members within one week of the meeting being held.

### **6. Decision Making**

The WHS Group is limited to making decisions on the following matters:

- Deciding on the priority of each action that is required;
- Crisis situations.

### **7. Delegated Authority**

The following delegations of authority are in place only when the Business or Education Managers are not available:

- a) Teacher representative – for providing direction and making decisions in a crisis or emergency situation
- b) Maintenance employee – for repairs or putting in place physical safety requirements up to \$500.00 in a crisis or emergency situation

### **8. Documentation**

Dissemination of documents:

- a) The teacher representative is responsible for disseminating documentation to the teaching staff;
- b) The administration employee representative is responsible for disseminating documentation to the administration/office staff;
- c) The Board representative is responsible for disseminating documentation to the Board of Directors.

Storage of documents:

- a) A copy of all policies and procedures will be kept in a file in the administration office, as well as being stored electronically;
- b) A paper copy of all minutes of WHS meetings will be kept in administration office, as well as being stored electronically;
- c) A copy of all registers and checklists will be kept in a file in the administration office;
- d) A copy of all form templates will be stored electronically.

### **9. Confidentiality**

Confidentiality is a required part of being involved in a mandated group within the school. Sharing of information with others in the school community is as per the agreed methods of the group as well as being in line with any school communication policies and procedures, employment contracts and Deeds of Confidentiality for Board Directors.

## DELEGATIONS PROTOCOL

1. The Board of Directors is responsible for the governance and management of the School.
2. The Board, while retaining ultimate responsibility may delegate responsibilities to the Education Manager, the Business Manager, the mandated groups of the Board or another person or persons as it sees fit.
3. Attached to the right group, the Board has a responsibility to ensure that delegations and mandates are being carried out within the requirements of statute and common law and the School's own policies.
4. The Board must ensure that adequate risk management processes and internal controls are in place.
5. Appropriate supervision of management by the Board can be exercised through a number of mechanisms. The Board should receive operational and compliance reports from and through the Education Manager and Business Manager at its regular meetings. In some cases an Audit (Compliance and Risk) Management Group may be established to report to the Board in specific areas of school operations at particular times.
6. The Board must be aware of the requirements for it to implement an appropriate level of supervision and monitoring of the school's management while not engaging at any level in the micro-management of school operations.
7. The day to day management of the operation of the school, is, in general, delegated to the Senior Management team. This policy is based on a principle of delegation by exception. Matters not delegated to the Senior Management team or delegated jointly to the Senior Management team and say a Board Committee need to be separately identified, documented and the policy framework underlying the delegation clearly articulated.
8. Examples of Senior Management and Board joint delegations may include the appointment and termination of senior positions such as the Business Manager and the Education Manager. It may also include the representation of the school within the media.
9. For matters delegated to the Senior Management team conditional upon executive limitation or a particular policy restriction, such as capital expenditure or student expulsion, an appropriate Delegated Authority must be completed.

## FRAUD PREVENTION PLAN

The following document has been adapted from the 'Fraud & Corruption Control Procedures', NSW Department of Education and Communities 2013. This policy governs fraud and corruption prevention, detection and response for Mumbulla School for Rudolf Steiner Education.

### 1. Statement of Position

The school is committed to establishing ethos and culture that has zero tolerance for fraud and dishonesty within the School. Senior management is responsible for identifying the risk associated with fraud and for establishing control processes to assist with the elimination of fraud and dishonesty, and also with its detection.

### 2. Definitions

***Corrupt Behaviour:***

- a) Not honest or impartial in official duties;
- b) Breaches trust;
- c) Misuses information or material for personal gain or for another person; and/or
- d) The matter is serious and constitutes a criminal or disciplinary response.

***Fraud:***

Use of deceit to obtain unfair advantage to the detriment of others. It may involve money, equipment or academic standing.

***Serious and Substantial Waste:***

Uneconomical, inefficient or ineffective use of resources (authorised or unauthorised) which results in the loss or waste of resources or funds.

### 3. Prevention

Fraud and corruption can occur whenever one person supplies or has access to resources, or information, or has the primary responsibility for decision-making. Hence, all activities that have the potential for fraud or corruption must be appropriately managed to reduce this risk. The key to identifying and controlling risks is through regular audits and by ensuring that financial resources are not managed by a single person. All decision making processes need to be clearly defined and serious decisions about finances and key organisational functions need to be made by the entire committee – hence reducing the possibility for unethical practices and poor decision making by one person. The process needs to be open and transparent, and follow all funding and ethical requirements.

The School will put in place policies and procedures for staff to follow in regard to management and treatment of the School's financial and other resources.

### 4. Awareness

All volunteers, teachers, committee members and parents have a responsibility to eliminate the potential for corrupt practices and fraud. In particular, those members that are responsible for



## **FRAUD PREVENTION PLAN (cont)**

resource management, decision-making and managing finances, need to be mindful of their behaviours and whether their actions could result in actual or perceived fraud or corrupt conduct.

### **5. Corruption and Fraud Management**

Any suspected fraud or corrupt conduct needs to have a clear notification process. The pathway to investigate, report, document and implement recommendations needs to be clearly outlined. Anonymous reports should also be encouraged and treated in the same way as formal concerns raised. Parents or other interested parties who allege fraud or corruption need to be taken seriously. Indeed, anonymity is a common way to report concerns as the complainant may fear victimisation or adverse outcomes for their child which may prevent the person from formally complaining. Mumbulla School for Rudolf Steiner Education will therefore accept and respond to anonymous allegations in the same manner as those complainants who formally complain.

### **6. Procedures**

The following procedures have been implemented by the Mumbulla School for Rudolf Steiner Education to ensure that the potential for corrupt behaviour and fraud are prevented and where required effectively managed:

### **7. Prevention**

- a) The School, including its Board Directors and teachers will be committed to acting with integrity, transparency and professionalism at all times;
- b) The Accounts Officer and Front Office staff will issue and manage all petty cash claims that are less than \$50.00. For reimbursement of monies greater than \$50.00, payment will be authorised by the Business Manager. Any claims over \$50.000 must be approved by the Business Manager and Education Manager;
- c) The cheque book will be managed by the Business Manager. Copies of all claims and receipts will be retained for auditing. Signatures from 2 members of Senior Management team or Educational Administrator of Finance or Accounts Officers are required for each cheque issued or EFT payment by electronic banking;
- d) 2 members of the Management Team will have access to withdraw funds from the bank;
- e) Any Board decisions in relation to finances and significant organisational changes or purchases of resources will be decided by the Board (in consultation with the Business Manager and Education Manager) and the decision documented;
- f) Any requests to waive fees must be treated in a confidential manner. The decision to waive fees due to financial hardship will be determined by the Finance Group with input from the Business Manager, and approved by the Board of Directors. The decision to waive fees for a particular child or any other financial management plans will be reviewed annually by the above persons. The details of this decision will be noted at the Board Meeting but will not include the name of the child or family;
- g) The Business Manager will maintain an up to date Asset Register to ensure that organisational resources are appropriately managed. The Asset Register will be audited annually by the Finance group;
- h) Any grants received will be expended as per the funding agreement and will not be used for any other purpose that that which was approved. The Business Manager will monitor grants received to ensure that they are appropriately utilised.

## **FRAUD PREVENTION PLAN (cont)**

### **8. Awareness**

- a) Board Directors and staff will abide by all of the requirements determined by the NSW Fair Trading in relation to the functioning of an incorporated association. The Business Manager will ensure that the Board abides by the requirements and will advise the Board of actions that cannot be sanctioned;
- b) Board Directors will provide knowledge and advice in relation to their role and responsibilities and will not provide false or misleading information. Board and Mandated group members will work as a team and will respect the advice and expertise of other members. Board and mandated Group members will not act in isolation and will only ensure that advice provided is correct and accurate;
- c) The Mumbulla School for Rudolf Steiner Education's constitution outlines the responsibilities, role and requirements of key players and stakeholders. It outlines the procedures to manage complaints, grievances and misconduct. All members are required to be familiar with and abide by the constitution.

### **9. Management**

In the event that fraud or corrupt practices are identified, the following actions will occur:

- a) If the incident is of a serious nature and involves fraud or misappropriation of funds, the Business Manager will disclose the situation to the Board of Directors
- b) All criminal matters will be referred to the NSW Police. This includes theft, fraud, and misappropriation of funds or resources.
- c) Any internal investigations must include the Chair of the Board of Directors unless they are implicated in the alleged complaint. An investigation should include the Business Manager, the Education Manager as well as at least one non-involved Board Director. If the allegations are extremely severe, the organisation should seek assistance from the Association of Independent Schools NSW for involvement and further advice. If the incident becomes an external investigation, the organisation will abide and support any actions required of it by the investigating party;
- d) If the incident results in a grievance or expulsion – the committee will abide by the rules of the School's Constitution and any other School policies or procedures.

## **AUDIT OF ANNUAL FINANCIAL STATEMENTS**

### **1. Rationale**

The School Board and management must ensure the financial statements are audited and certified by an external independent auditor.

### **2. Procedures**

The Board of Directors is to certify or is to provide other evidence that the audit and accompanying certificate:

1. have been completed by an auditor recognised by CPA Australia or the Institute of Chartered Accountants in Australia or another recognised accounting body approved by the BOSTES;
2. comply with any other requirements imposed by Commonwealth or NSW Government agencies providing funding to the school;
3. have not been completed by a person or body with whom the school has another business relationship in addition to audit services or with whom any of the responsible persons of the school has a conflict of interest.

The school's audited and certified annual financial statements are to be retained for a minimum period of seven (7) years after the end of the period to which the annual financial statements refer before archiving or disposing.

## **GUIDELINES FOR HANDLING COMPLAINTS TO BOARD DIRECTORS**

### **1 Introduction**

**An Individual Board Director's Role:** Upon becoming a Director of the Board, members from the school community may approach you from time to time with questions or even complaints about some aspect of the school. You will hear many voices through contacts like these during your tenure on the Board. Some will be positive; some will be outraged. The one thing all of these voices have in common is the desire to be heard by a representative on the Board.

Many of these members, however, will also be working from a mistaken assumption—that as an individual Board member you can resolve all sorts of school-related issues. This is not the case. Your response can help them understand how to get their issue or question resolved using the proper procedures as well as clarifying the Board's role in School affairs.

### **2 Identify the issue and respond appropriately**

If you are approached regarding an issue that relates to Board decisions or Board policy, treat every concern with respect. The concerns are not trivial to those expressing them. Part of the art of responding is to allow the person to express the concern as you listen carefully. If further action is required, direct them to the Communication Manager and/or encourage the person to submit his/her concern in writing to the Board.

If you are approached regarding an issue that relates to school staff or to the Education Manager, then this concern is not one that the Board should be addressing. Direct them to the procedure outlined in the school's Grievance Resolution Policy. **(See Appendix Z: Grievance Resolution Policy on p. 97)**

Be aware that you only need enough information to help refer the person to the right source to get their concern addressed. Avoid entering into any form of inappropriate communication or gossip.

### **3 Refer the concern to the appropriate channel as stated in your Board policy**

You are to be knowledgeable of the school's Grievance Policy and be able to explain it succinctly and in a helpful way.

### **4 Remain calm, even when others are emotional**

You may be confronted by someone who is deeply frustrated or reacting emotionally. You may have to repeat the listening/referral process in the conversation in order for the person to "hear" you.

Resist any urge to respond with heated or angry words yourself. As a Board Director, it is part of your role to listen to members of the school community about Board decisions. However, you should not allow yourself to be subjected any form of personal abuse. It may be necessary to politely end or defer a conversation.

## GUIDELINES FOR HANDLING COMPLAINTS TO BOARD DIRECTORS (Cont)

### 5 Follow-up

If you have received a complaint or concern regarding a School matter, and have referred the school community member to the appropriate channels, advise the Education Manager or the Chair of the Board of your referral.

### 6 Board procedures for handling complaints

All complaints and grievances must be put in writing to the Board in order for the person bringing the complaint to receive a response from the Board. Once a complaint or grievance is received the Board will take the following action:

1. Notify Chair of Board correspondence or grievance issue;
2. Discuss at the next Board meeting;
3. Review constitution, policies and procedures with regard to the complaint;
4. Decide on a course of action with regard to the complaint;
5. Respond in writing to the person making the complaint advising the outcome of their complaint.

All complaints will be handled with procedural fairness.

## REVIEW OF GOVERNANCE MANUAL

This Governance Manual and incorporated policies and procedures will be reviewed every two years, or as required.

Version Number	Date Amended	Approved By	Date Approved	Brief Description of amendments
1.00	March 2016	Board		New Document

# Appendices

## APPENDIX A: BOARD OF DIRECTORS NOMINATION FORM

This nomination must be lodged with the Board of Directors at least one week prior to the AGM.

<p>I, <i>(insert name)</i></p> <p>put forth myself for consideration as a member of the Board of Directors of Mumbulla School for Rudolf Steiner Education Incorporated, at the upcoming AGM.</p> <p>I acknowledge the term of office for which I stand is initially one year, then a further two years if required and, during that time, my regular attendance at Board and other meetings is required.</p> <p>I am a current financial member of the School.</p> <p>Furthermore, I agree to be bound by the outcome of the election / vote of association members at the Annual General Meeting (AGM).</p>			
Signature:		Date	
Nominated By:		Signature:	
Seconded By:		Signature:	

### ***Instructions:***

- Please complete the attached biography
- Please initial each page of this form to show you have read and understood the information provided.
- Send your completed Nomination form to the Secretary of the Board

## BOARD OF DIRECTORS NOMINATION FORM

### Biography

**Skills/Education/Qualifications**

**Employment History**

**Relationship to the School**

**Reasons for nomination to the Board**

**Do you have any conflict of interest in holding a role as Director?** *If so, please provide full disclosure*



## APPENDIX B: DIRECTOR CONSENT FORM

I, <i>Full name of Director</i>			
Of <i>Residential address</i>			
hereby consent to my appointment as a <b>Director</b> of the <b>Mumbulla School for Rudolf Steiner Education</b> (Incorporated Association) initially for one year, thereafter for two years.			
I will adhere to the following criteria that represent overall participation requirement: <ol style="list-style-type: none"> <li>1. Undertake full understanding, acceptance and promotion of the School's ethos and aims</li> <li>2. Fulfil my fiduciary duties</li> <li>3. Attend Board meetings twice per term and mandated group meetings as required</li> <li>4. Perform delegated assignments promptly</li> <li>5. Ensure any criticism of the School and Board will be constructive and made through the appropriate channels</li> <li>6. Attend the School's functions and participate in the School's fundraising activities</li> <li>7. Provide support to the Chair</li> <li>8. Abide by the School's confidentiality policies</li> </ol>			
<div style="display: flex; justify-content: space-between;"> <div> <input type="checkbox"/> I have no conflicts of interest to declare  <input type="checkbox"/> I have a conflict of interest considered to be: Real           </div> <div style="display: flex; align-items: center;"> <input type="checkbox"/> Potential           </div> <div style="display: flex; align-items: center;"> <input type="checkbox"/> Perceived           </div> </div>			
Please provide a brief outline of the nature of the conflict if applicable (details may be included privately in a separate confidential envelope if appropriate).			
Please detail the arrangements proposed to resolve/manage the conflict if noted above (attach separately if appropriate).			
I hereby agree to: <ul style="list-style-type: none"> <li>update this disclosure throughout the period of my tenure as a Responsible Person on an annual basis or until such time as the conflict ceases to exist, or at such a time a conflict arises;</li> <li>comply with any conditions or restrictions imposed by the School to manage, mitigate or eliminate any actual, potential or perceived conflict of interest and/or commitment.</li> <li>act according to my appointment &amp; responsibilities as designated above and in the Governance Manual, and in compliance with the requirements and policies and procedures of Mumbulla School and all legal requirements.</li> </ul>			
Signed:		Dated	
<b>REVIEW BY CHAIR OF BOARD</b> I, (insert full name) ..... have reviewed the conflict of interest disclosure (and plan) and have taken the following action in relation to this matter:			
Signed:		Dated	

## APPENDIX C: BOARD MEMBER PERSONAL INFORMATION COLLECTION FORM

Name			
Any Former Names			
Place of Birth (town/city/state/country)		Date of Birth	
Address			
Contact Numbers			
Email address <i>(must be an email address that is not accessed by another party other than the Board member)</i>			
Next of Kin			
Next of Kin Contact Number			
Occupation			
Working With Children Check Number			
Any other relevant information <i>(eg. other company directorships/positions, conflicts of interest)</i>			

**Board of Director Personal Information Collection Notice**

In nominating to be on the Board you will be providing Mumbulla School for Rudolf Steiner Education with personal information.

1. The School's Privacy Policy contains details of how you may complain about a breach of the Australian Privacy Principles or how you may seek access to personal information collected about you. However, there may be occasions when access is denied. Such occasions would include where access would have an unreasonable impact on the privacy of others.
2. We will not disclose this information to a third party without your consent.
3. We are required to conduct a Working With Children Check to collect information regarding whether you are or have been the subject of certain criminal offences under Child Protection laws. We may also collect personal information about you in accordance with these laws.\*
4. The School may store personal information in the 'cloud', which may mean that it resides on servers which are situated outside Australia.
5. If you provide us with the personal information of others, we encourage you to inform them that you are disclosing that information to the School and why, that they can access that information if they wish and that the School does not usually disclose the information to third parties.\*

\* If applicable

## APPENDIX D: CONFIDENTIALITY AGREEMENT

I \_\_\_\_\_ (name) understand, as a member the Board of Mumbulla School for Rudolf Steiner Education (“the Board”) and in the course of undertaking my duties as a member of Board, that information may be disclosed that must be kept confidential. It is agreed that:

1. The confidential information which may be disclosed at a Board meeting may include:
  - a. Technical and business information relating to operations;
  - b. Existing and/or contemplated services, income, costs, surplus and margin information;
  - c. Finances and financial projections;
  - d. Clients, schools, business partnerships and/or alignments;
  - e. Information about staff, parents/guardians, students – past, present and future;
  - f. Marketing & Development plans and projections;
  - g. Current or future school business and facility plans and models, regardless of whether such information is designated as “Confidential Information” at the time of its disclosure.
2. Confidential information obtained from the discloser will not be shared with anyone unless required to do so by law.
3. I will:
  - (a) use confidential information solely for the purpose of performing my role as a member of an advisory committee to the School; and
  - (b) disclose Confidential information only:
    - (i) to persons who are aware and agree that the Confidential Information must be kept confidential or have signed a Confidentiality Agreement with the school and either
      - have a need to know (and only to the extent to which each has a need to know); or
      - have been approved by the school; or
    - (ii) that I am required by law to disclose.
4. I shall immediately notify the school of any suspected or actual unauthorised use, copying or disclosure of Confidential Information.
5. I shall provide assistance reasonably requested by the school in relation to any proceedings the school may take against any person for unauthorised use, copying or disclosure of Confidential Information.

I acknowledge that I have read and understand the above and voluntarily accept the duties and responsibilities as a Board member to respect such confidential matters, both during my membership of the Board and after I have ceased to be a member.

**Board Member**

**MUMBULLA SCHOOL**

Name: \_\_\_\_\_

Signature: \_\_\_\_\_

Date: \_\_\_\_\_

## APPENDIX E: DIRECTORS' DECLARATION

***This form is to be completed by all Directors at the first meeting of the Board for each School year, or at the commencement of term on the Board (if commenced during the school year)***

In accordance with the Education Act 1990 (NSW) as amended by the Education Amendment (non-Government Schools Registration) Act 2004 (NSW), I declare that:

- (i) I am not a 'disqualified person' who is no longer permitted to act as a Director;
- (ii) I am not bankrupt or insolvent;
- (iii) Any refusal to register, or cancellation of registration of the school or any other school, during the previous five years, has not been largely attributable to my actions;
- (iv) I have not been convicted of an offence that is punishable by imprisonment for 12 months or more;
- (v) I have not been prohibited by the Commission for Children and Young People Act 1998 and Commission for Children and Young People Regulation 2009 from seeking, undertaking or remaining in child related employment; and
- (vi) I will declare any personal interest or conflict of interest in relation to my position as a responsible person for the School.
- (vii) I have read and understood Mumbulla School's Governance Manual, including the *Code of Conduct* and agree to abide by the rights and responsibilities as outlined in the *Code*.

Name:

Signature:

Date:

## APPENDIX F: MEMBERSHIP FORM

### MEMBERSHIP OF MUMBULLA SCHOOL

Our school is legally incorporated as “Mumbulla School for Rudolf Steiner Education Limited”, a not for profit company limited by guarantee.

Being legally incorporated means the school can act and transact in the world in its own name ie. separately from any of the individuals involved in the school. This is a very important right for our organisation to have and it also offers a lot of protection to the individuals involved in the school because it means they are not personally liable for acts committed by the school. For example, they are not personally liable for the school’s debts (except in extraordinary circumstances).

Being incorporated (having separate legal identity of its own) also means the school continues unaffected in its ability to operate whilst individuals come and go within the organisation.

Mumbulla School is a not for profit company and thus has no profits to distribute and has no shareholders. We have “Members”. The liability of members is limited to their membership fee (currently \$10). Thus if Mumbulla School were to be put in the hands of receivers the maximum liability a member will face is any unpaid portion of his/her \$10 membership fee.

Persons nominating to act as a Director of the school need to have been a member for at least 6 months. Members have the right to vote at the school’s Annual General Meeting.

Membership is \$10 and is paid annually, due 1<sup>st</sup> January. Membership is not compulsory unless you wish to become a Director.

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### APPLICATION FOR MEMBERSHIP OF MUMBULLA SCHOOL FOR RUDOLF STEINER EDUCATION LTD

I, (name) .....

of (address) .....

wish to apply for membership of Mumbulla School for Rudolf Steiner Education Limited for the year .....

- I am:
- ☐ A parent of a child enrolled and attending Mumbulla School.
  - ☐ A teacher at Mumbulla School.
  - ☐ An interested party.

Signed: .....

Dated: .....

## APPENDIX G: BOARD MEMBER INDUCTION CHECKLIST

Name of New Director			
<b>DOCUMENT</b>		<b>WHO</b>	<b>CHECK</b>
<b>SCHOOL TO COLLECT</b>			
Consent to act as director	Board Secretary		
Board Member Collection of Personal Information Form	Board Secretary		
Confidentiality Deed	Board Secretary		
Bio of director for publication in Bulletin note	Chair/ Board Secretary		
<b>SCHOOL TO PROVIDE</b>			
Governance Manual	Board Secretary		
School History / Biography - verbal	Chair/Education/ Business Manager/ Board Secretary		
Constitution and relevant by-laws	Board Secretary		
Financial Overview	Business Manager		
<b>SCHOOL TO PROVIDE ACCESS TO</b>			
Risk register/assessments	Board Secretary		
Relevant legislative requirements	Board Secretary		
Strategic Plan including Site Master Plan	Board Secretary		
Contact details of all Board directors	Board Secretary		
<ul style="list-style-type: none"> <li>Relevant and recent Board Agendas and Minutes</li> <li>Board Meeting Schedule</li> </ul>	Board Secretary		
<b>OTHER</b>			
Tour of school facilities	Board Secretary		
Education Manager to give verbal information of new directors to College & staff	Education Manager		
WHS Induction	Business Manager		
Date of entry to Board			
Board role or mandated group member			
Date of completion of AIS training modules			
Signature of New Director		Date	

## APPENDIX H: SCHOOL BOARD DIRECTOR WELCOME LETTER

*Dear*

On behalf of our School Board, I would like to thank you for your willingness to share in the governance role of the Board and welcome you as a member of Mumbulla School for Rudolf Steiner Education's School Board.

I would like to express my appreciation for your readiness to take on the responsibilities inherent in becoming a member of the School Board. I recognise and appreciate the time this commitment will take from your busy professional and personal time.

The skills and strengths you bring to our School Board will no doubt form the basis of an effective contribution to the outcomes of the Board and to the ethos of our School.

I wish you well as you commence your initial term as a member of our School Board.

Yours Sincerely

<Name>  
Chair of the Board

## APPENDIX I: RESPONSIBLE PERSONS REGISTER - To be maintained by the Board Secretary OR by Board Assistant

Directors of the Board of Mumbulla School, the Education Manager, Business Manager and College Chair are considered under the Education Act to be “responsible persons” for Mumbulla School.

Year:	Declaration of				
Name	<u>Responsible persons</u> <sup>1</sup>	<u>Conflict of interest</u> <sup>2</sup>	<u>Related parties</u> <sup>3</sup>	<u>Professional learning</u> <sup>4</sup>	<u>Induction</u> <sup>5</sup>

<sup>1</sup> Confirmation that annual declaration of responsible persons’ required matters has been received

<sup>2</sup> Confirmation that annual conflicts of interest disclosure statement has been received

<sup>3</sup> Confirmation that register of related parties has been updated to reflect annual conflicts of interest disclosure statement

<sup>4</sup> Confirmation that register of professional learning has been updated to reflect annual disclosure statement

<sup>5</sup> Confirmation that, if new responsible person, register of induction has been completed. If not new this year, N/A.



**APPENDIX J: BOARD PROFESSIONAL LEARNING REGISTER – REQUIREMENT IS FOR 12 HOURS OVR 3 YEARS**

NAME	ROLE	RECORD OF PROFESSIONAL LEARNING				COMPLETED 4 HOURS
		DATE	NATURE OF PL	PROVIDER	HOURS	

## APPENDIX K: DECLARATION OF PECUNIARY INTERESTS

### Notes for guidance to help Directors decide if they need to declare an interest:

There is a legal requirement for the School to maintain a Register of Pecuniary Interests. In declaring any interests you have, you are protecting yourself from any false accusation of bias or corruption. In considering whether you have an interest, you should ask yourself whether a member of public, knowing the facts of the situation, could reasonably think that a relationship or interest you have, might conflict with the interests of the School. The list below is not exhaustive and it is also important to note that you may not always need to declare an interest.

For example, the answer to one of the questions below may be “yes”, but the relationship or connection does not impinge on the type of work you do, so you may not need to declare an interest. Conversely, there may be other circumstances not listed below where you do need to declare an interest. If in doubt, please speak to the Chair of the Board, the Educational Manager or the Business Manager in the first instance.

Think about the following questions:

- Are you a partner, company secretary or non-executive chairman of a company which does business with the School?
- Are you employed by a body which carries out work for the School, or were you recently so employed, or are you related to someone who is so employed?
- Do you do part-time or occasional work for a company which undertakes work for the School or which competes with the School for work?
- Are you undertaking any business ventures in your own time that could conflict with the School’s interests?
- Are you related to or friends with anyone who tenders for work from the School?

## APPENDIX L: REGISTER OF PECUNIARY INTERESTS FOR BOARD DIRECTORS OF MUMBULLA SCHOOL

Name of Director \_\_\_\_\_

Date of Appointment \_\_\_\_\_ Date of Resignation/Retirement \_\_\_\_\_

Nature of Interest	Date from which involved	Signature	Date of signature	Date interest ceased	Signature	Date of signature	Notes

**Notes:** 1. Use the notes column to indicate relationships. 2. One page for each Director more if required. 3. Make all entries in ink.

### Record of Reviews

Date											
Initials											

Directors are reminded that completion of this form does not remove the requirement upon them to disclose orally any interest at any specific meeting and to leave the meeting for that agenda item.

## APPENDIX M: RELATED PARTY TRANSACTION DISCLOSURE LETTER

Dear < xxx >

As part of the preparation of our Annual Accounts we are required to collate information on transactions between the School and related parties. This information will potentially require disclosure in the notes to the accounts in accordance with AASB 124 and the BOSTES requirements. Related parties include directors, senior management and persons connected to them, e.g. by virtue of family relationship or business partnership. For your further information, a detailed definition of related parties is set out in AASB 124. Transactions potentially requiring disclosure include:

- a. purchases, sales, leases and donations (including donations which are made in furtherance of the School's objects) of goods, property, money and other assets such as intellectual property rights to or from the related party;
- b. the supply of services by the related party to the School, and the supply of services by the School to the related party. Supplying services includes providing the use of goods, property and other assets and finance arrangements such as making loans and giving guarantees and indemnities; and
- c. any other payments and other benefits which are made to directors under express provisions of the governing document of a School or in fulfilment of objectives.

Please supply details of any such transactions on the attached Related Party Transaction Form by <date>. If there are no such transactions, please return marked "nil return".

In addition to the items disclosed at items (a) to (c) above, we are required to disclose the aggregate amount of expenses reimbursed to trustees. However, you do not need to supply this information as central records are maintained of these expenses.

You do not need to include amounts received by you under your contract of employment with the School. *[Include where this letter is sent to employees].*

Yours sincerely,

Hallie Fernandez  
Business Manager

## APPENDIX N: RELATED PARTY TRANSACTION FORM

<b>Name of Contractor/Supplier/Individual</b>	
<b>Name of related school party</b>	
<b>Details of the interest/relationship</b>	
<b>Details of tendering process</b> <i>(other tenderers, other prices obtained etc)</i>	
<b>Details of the decision making process</b> <i>(how was the decision made, who was involved)</i>	
<b>Date of decision</b>	
<b>Name of decision maker</b>	
<b>Title of decision maker</b>	
<b>Signature of decision maker</b>	
<b>Statement of Explanation</b> <i>To be completed when there is occasion when it is not practical to obtain quotes, for example an emergency, and approved by the Educational Manager.</i>	
<b>Approval by the Business and/or Education Manager</b>	

## APPENDIX O: RELATED PARTY TRANSACTION REGISTER

Name of Responsible Person:

Item	Name of transacting party (if different from above)	Relationship between Responsible Person and transacting party	Description of transaction	Amount of transaction and of any outstanding balances	Date transaction approved by School Board and basis for approval
1.					
2.					
3.					

## APPENDIX P: BOARD OF DIRECTORS MEETINGS – SIGN IN SHEET

DATE: \_\_\_\_\_

**1 Declaration re disqualification**

As a Director I confirm that I have not become a “disqualified person” who is no longer permitted to act as a Director

**2 Declaration re conflict of interest**

As a Director, if I have a personal interest or conflict of interest in relation to any item on the Agenda, I will declare the conflict prior to the start of the meeting

**3 Solvency Declaration**

As a Director I confirm that I have not become insolvent or bankrupt this year.

**4 Change of Address details or name**

I have not changed my address or my name since the last declaration.

*(If details have changed, please advise the Secretary)*

**5 Declaration re ‘Responsible Persons’**

I have not in the last 5 years largely contributed to the refusal to register, or cancellation of registration, of this school or any other school under Section 56 or 59 of the Act

**6 Meeting Preparedness**

I have read the Agenda and made myself familiar with the materials distributed in advance of the Board Meeting.

Signature	Name

## APPENDIX Q: REPORT/REQUEST FOR DECISION TO THE BOARD OF DIRECTORS

<b>Date</b>	
<b>Area</b> e.g. WHS, B&G	
<b>Decision Required</b>	<b>Yes</b> <input type="checkbox"/> <b>No</b> <input type="checkbox"/>
<b>REPORT</b>	
<b>Purpose of Report:</b> <i>[This section need be no more than half a page and usually one or two sentences will suffice. It is meant to convey to Board members the reason that the paper is before the Board. For example an approval to a new policy, the Purpose section might simply say: "to seek the Board's approval to the XYZ policy dealing with ABC". This area will highlight whether a decision is required, so that it can be added to the agenda.]</i>	
<b>Background:</b> <i>[This section must provide the context for the Board's consideration. Matters to be covered include:</i> <ul style="list-style-type: none"> <li>• previous Board consideration of the issues;</li> <li>• relevant external context that brings the issue before the Board (e.g. legislation, government policy directives, etc.);</li> <li>• relevant policies, delegations, strategic directions or precedents;</li> <li>• the background and relevant history of the issues.</li> </ul> <i>For papers seeking a decision on a recommendation this section should provide Board members with enough history and context to proceed with understanding and confidence to consider the issues under the next section. In essence it provides the framework within which a matter is analysed and determined. This section should be relatively short (up to 1 page). If there is a need for more detail, for example in the form of reference documents such as policies, legislation or government statements, these should be included as appendices. For papers that are for information, this section can be longer. Typically committee reports that provide a range of items for the information of Board members but do not contain recommendations or matters for consideration use this section.]</i>	
<b>Discussion:</b> <i>[This section provides the detailed argument in relation to any proposal before the Board. The content and length will vary considerably depending on the complexity of the topic, but the following matters should always be considered for inclusion:</i> <ul style="list-style-type: none"> <li>• a clear and detailed statement of the proposal;</li> <li>• the arguments and reasons behind any proposal;</li> <li>• the objective and expected outcomes;</li> <li>• the costs and benefits;</li> <li>• the pros and cons;</li> <li>• the realistic options that might be available;</li> <li>• the views of relevant stakeholders or interested parties;</li> <li>• the implications of any decision and/or the risk that might be involved;</li> <li>• the alignment with strategic and budget frameworks.</li> </ul> <i>There are no hard and fast rules as to how this section is to be organised. As with the whole paper, this section is to be set out in a logical sequence. Where necessary appendices could be used to provide appropriate reference material (e.g. complex data). The section should conclude with a summary statement if the topics are lengthy and complex.]</i>	
<b>Recommendation(s):</b> <i>[Board decisions are made by resolution of the Board and are recorded formally in the minutes. This section needs to be kept simple and the recommendations precisely stated. There should be no ambiguity about what has been decided. Vague constructions such as "the Board endorses the principles in this paper" should be avoided and whenever possible the full text of what is being approved or endorsed should be contained in the recommendation. ]</i>	
<b>Signatures:</b> <i>[All Board papers must be under the name of a committee chair. This is usually the person who will speak to the paper at the Board meeting. The author of the paper (if different) is acknowledged below the name of the person submitting the paper in the format: "prepared by ...".]</i>	
<b>Appendices:</b> <i>[Appendices need to be clearly labelled so that the reader knows what the document is without having to trace it back through the text. Where there are multiple appendices, an index of them should be included either at the bottom of the paper or as a coversheet to the appendices.]</i>	



## APPENDIX R: EDUCATION MANAGER'S REPORT

What follows is a proforma of the Education Manager's report to the Board, listing a number of headings under which a report might be written. This proforma is a guide only and should be used in consultation with the Chair of the Board to ensure the report meets the needs of the Board.

1. **Staffing matters**  
Include changes to staff, recruitment and retention
2. **Education Administration matters**  
Include planning issues, committees on which you sit
3. **Community Issues**  
Neighbours Issues, Lions or Rotary Club etc.
4. **Strategic Issues relevant to education**  
Emerging Matters
5. **Education Policy Development and Review**
6. **Enrolments Update**  
Current numbers against predicted numbers
7. **Waiting Lists**  
Year by Year breakdown and trends
8. **Major student discipline matters**  
Especially if the issue might become public or 'hit the press'
9. **Major pedagogical Issues**
10. **Professional Learning report**
11. **Report on staff leave**  
In particular watch closely accrued long service leave
12. **Co-curricula report**
13. **Federal Government Issues relevant to education**
14. **State Government Issues relevant to education**
15. **Local Government Issues relevant to education**
16. **Board of Studies Issues**
17. **Other regulators where applicable**  
E.g. Workcover, ATO
18. **AIS**
19. **Other professional Associations**  
Steiner Education Australia, Delegates Conference
20. **Correspondence**  
Include Government correspondence, AIS / ISCA correspondence, regulator correspondence, etc. Don't be afraid to celebrate the good news – compliments of the school community etc.
21. **Relevant information/updates in the educational sector**  
Include links to web articles, attach appendices

***Note: Any matters that require a decision from the Board, must be completed on the Report to the Board document and submitted to the Board Secretary.***

## APPENDIX S: BUSINESS MANAGER'S REPORT

Year to date

Reporting Month:

KPI	Description	Target (AIS NSW)	Actual
<b>Debt servicing cover</b>	Measures how much headroom a school needs to adequately pay down debt. A score of 1.5 is considered the minimum, while a target of 2.5 would be desirable	>1.5	
<b>Debt redemption per year</b>	Measures how much debt is paid down each year. Seeks to balance the use of cash to pay down debt with other resources needed for effective curriculum delivery	7-10%	
<b>Debt servicing as a % of revenue</b>	Useful for Board and management to understand how much of total revenue must be allocated to debt servicing	<12%	
<b>Interest cover</b>	Measures how many times the school could pay its existing loan obligations (interest portion only).	>2.0	
<b>Debt per student</b>	Loan covenant requirements. Current covenant requires \$8k	<\$10k	
<b>EBIDA Margin (earnings before Interest, Depreciation and Amortisation)</b>	Seeks to identify the school's ability to generate cash surpluses from normal operations, independent of asset infrastructure. It adds back the non-cash items of depreciation and amortisation	>10%	
<b>Net Earnings Margin</b>	This refers to the surplus of the school divided by the Total Revenue (excluding one-off items such as capital grants) 5% should be considered minimum	>5%	
<b>Employment Cost Ratio</b>	This includes all salary related costs including wages, super, leave provisions and works comp. Strives for a balance of ensuring sufficient teachers and still ensuring remaining resources can cover debt servicing, maintenance	<70%	
<b>Enrolment losses</b>	Consistency of enrolments to ensure effective cash flow planning	<10%	
<b>Discount Rates</b>	Dollar value of write-offs, hardship relief and scholarships	<15%	
<b>Bad debts</b>	Boards should ensure bad debts are below 2%. Policies and procedures must be in place	<2%	
<b>Negative earnings</b>	Boards should never accept a budget showing a negative result	>0	
<b>Ability to obtain more capital</b>	If banks won't lend to the school, it signals a problem. The Board should invite the bank annually to report on how they see the school's finances and operations in terms of the school's ability to borrow	yes/no	
<b>Problematic debtors</b>	Directors should know what the debtors balance should be. The Board needs a full story of debt collection rates.	Aged Trial Balance required	-
<b>Compliance</b>	Superannuation paid and up to date	yes/no	

## APPENDIX S: BUSINESS MANAGER'S REPORT

Year to date

Reporting Month:

KPI	Description	Target (AIS NSW)	Actual
<b>information</b>	BAS paid and up to date	yes/no	
	PAYG paid and up to date	yes/no	
	Insurance paid and up to date	yes/no	
	Workers compensation premiums paid and up to date	yes/no	
	Grants reporting up to date	yes/no	
<b>Policies and procedures</b>	Credit and Collections Policy up to date	yes/no	
	Purchases and Payment Policy up to date	yes/no	
	Discounts/Business Manageries or Scholarships Policy up to date	yes/no	
	Asset Acquisition and Management Policy up to date	yes/no	
	Investment Policy up to date	yes/no	
	Hire of School Premises Policy up to date	yes/no	
	Whistle Blower Policy up to date	yes/no	
<b>Other information to be provided in a spreadsheet and/or graph format</b>			
<b>Report</b>		<b>Frequency</b>	<b>Format</b>
<b>Actual vs Budgeted Cash Flow</b>		Monthly	Spreadsheet & graph
<b>Student numbers – actual vs budget</b>		Monthly	graph
<b>Total debtor balance at end of term (shown as comparison to previous 5 years)</b>		quarterly	graph
<b>Full Year Results vs budget</b>		annually	graph
<b>Staff numbers</b>		annually	graph
<b>Student numbers (shown as comparison to previous 5 years)</b>		annually	graph
<b>Operating surplus as % of revenue (shown as comparison to previous 5 years)</b>		annually	graph
<b>Total Debt &amp; Debt per pupil (shown as comparison to previous 5 years)</b>		Annually	graph
<b>Debt redemption per year (% total debt) (shown as comparison to previous 5 years)</b>		annually	graph
<b>Debt redemption per year (% total income) (shown as comparison to previous 5 years)</b>		annually	graph

## APPENDIX T: BOARD PERFORMANCE EVALUATION – TERMLY

### BOARD EVALUATION - Feedback only. No discussion whatsoever

Date of Meeting: \_\_\_\_\_

Please rate the following on a scale of 1 to 5

1: Poor      2: Below required level      3: Satisfactory      4: Good      5:Excellent.

If you score any section 2 or below, please give a quick explanation below the table

	1	2	3	4	5
Agenda appropriateness					
Agenda followed during the meeting					
Members remaining on topic					
Members' conduct during meeting					
Strategic nature of meeting					
Information presented enabled good governance					
Decisions of the Board were formalised by motions					
Chair management of meeting					

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## APPENDIX U: BOARD PERFORMANCE EVALUATION – ANNUAL

For each of the following statements about the Board of the School, please indicate how the School performs. <b>Name of Person completing:</b>	0. Strongly disagree 1. Disagree 2. Somewhat disagree 3. Somewhat agree 4. Agree 5. Strongly agree					
	0	1	2	3	4	5
<b>Setting strategy</b> All Board members support and debate the School's strategy and values, enabling them to set the tone from the top.						
<b>Strategy</b> All Board members have a clear understanding of the School's core business, its strategic direction and the financial and human resources necessary to meet its objectives.						
<b>Board performance</b> The Board sets itself objectives and measures its performance against them on an annual basis.						
<b>Managing Board meetings and discussions</b> Board meetings encourage a high quality of debate with robust and probing discussions.						
<b>Managing internal Board relationships</b> Board members make decisions objectively and collaboratively in the best interests of the School and feel collectively responsible for achieving the School success.						
<b>Managing the Board's relationship with others</b> The Board communicates effectively with all of the School's stakeholders and seeks their feedback.						
<b>Board members' own skills</b> Board members recognise the role which they and each of their colleagues is expected to play and have the appropriate skills and experience for that role.						
<b>Reaction to events</b> The Board responds positively and constructively to events in order to enable effective decisions and implementation and to encourage transparency.						
<b>Chair</b> The chairman's leadership style and tone promotes effective decision-making, constructive debate and ensures that the Board works as a team.						
<b>Chair and CEO relationship</b> The chairman and the chief executive work well together and their different skills and experience complement each other.						
<b>Attendance and contribution at meetings</b> All Board members attend and actively contribute at meetings.						
<b>Open channels of communication</b> The Board has open channels of communication with executive management and others and is properly briefed.						

## APPENDIX U: BOARD PERFORMANCE EVALUATION (cont.)

<b>Risk and control frameworks</b> The Board's approach to reviewing risk in the the School is open and questioning, and looks to learning points from events, rather than blame.						
<b>Composition</b> The Board is the right size and has the best mix of skills to ensure its optimum effectiveness.						
<b>Terms of reference</b> The terms of reference for the Board are appropriate, with clearly defined roles and responsibilities, ensuring that the right issues are being addressed.						
<b>Committees of the Board</b> The Board's committees are properly constituted, perform their delegated roles and report back clearly and fully to the Board.						
<b>Meetings and administration</b> The Board meets sufficiently often, and with information of appropriate quality and detail, such that agenda items can be properly covered in the time allocated.						
<b>Timeliness of information</b> Information is received in sufficient time to allow for proper consideration, with scope for additional briefing if necessary.						
<b>Agenda items</b> The Board agenda cycle covers all matters of importance to the School, is prioritised and includes consideration of corporate reputation, its enhancement and the risks surrounding it.						
<b>Annual General Meeting</b> The company makes best use of its Annual General Meeting.						
<b>External stakeholders</b> The Board has defined its external stakeholders and ensures that the School has the right level of contact with them.						
<b>Risk management</b> The Board uses an active and well-structured process to manage risk, taking account of the School's activities and the breadth of functions across the business.						
<b>Induction and training</b> Board members receive proper induction on appointment and ongoing training is available to meet development needs.						
<b>Succession planning</b> There is appropriate succession planning for key Board members and senior Executives.						
<b>Performance evaluation</b> Board members are individually subject to an annual performance evaluation that measures their contribution and commitment.						

## APPENDIX U: BOARD PERFORMANCE EVALUATION – ANNUAL (cont.)

Comments

List the Board's strengths

Please state areas in which you think the Board could enhance performance

## APPENDIX V: DIRECTOR PERFORMANCE SELF-EVALUATION

For each of the following statements about the Director of the School, please indicate How the Director performs.  <b>Name of Director</b> _____	0. Strongly disagree 1. Disagree 2. Somewhat disagree 3. Somewhat agree 4. Agree 5. Strongly agree					
<b>STRATEGIC</b>	<b>0</b>	<b>1</b>	<b>2</b>	<b>3</b>	<b>4</b>	<b>5</b>
Understands the critical issues affecting the School						
Stays abreast of trends impacting on education						
Translates wider experiences to the school's context						
Feels comfortable making strategic choices						
Prompts Board discussions on strategic issues						
Understands the school's strategic direction						
<b>ETHICS</b>	<b>0</b>	<b>1</b>	<b>2</b>	<b>3</b>	<b>4</b>	<b>5</b>
Acts independently of any stakeholder group or entity connected with the school						
Understands and is committed to the school's values and beliefs.						
Is ethical.						
Acts with discretion						
Maintains confidentiality, where required						
Publicly supports Board decisions.						
Admits their mistakes						
Takes stakeholders into account in decision making						
<b>KNOWLEDGEABLE</b>	<b>0</b>	<b>1</b>	<b>2</b>	<b>3</b>	<b>4</b>	<b>5</b>
Understands their role as a director						
Understands their duties and responsibilities						
Is up to date with governance issues						
Understands, evaluates and questions financials						
Understands the distinction between the Board's policy role and management's implementation/operational role.						
Understands and can evaluate the risk environment of the School						
<b>TEAM PLAYER</b>	<b>0</b>	<b>1</b>	<b>2</b>	<b>3</b>	<b>4</b>	<b>5</b>
Seeks to establish and maintain good personal relationships with their co-directors and management						
Explores differences of opinion in a positive way						
Maintains objectivity in the face of difficult decisions						
Is succinct and to the point						



## APPENDIX V: DIRECTOR PERFORMANCE SELF-EVALUATION (cont.)

Is respected by other directors						
<b>DILIGENCE</b>	<b>0</b>	<b>1</b>	<b>2</b>	<b>3</b>	<b>4</b>	<b>5</b>
Is well prepared for meetings						
Devotes adequate time to their responsibilities						
Does their fair share of committee work						
Makes proper enquiries about matters of uncertainty						
Attends meetings regularly						
Follows through on commitments made						
Participates in school's social functions						
Initiates contact with the Chair when appropriate						
Probes issues before the Board						
<b>PERSONAL DEVELOPMENT</b>	<b>0</b>	<b>1</b>	<b>2</b>	<b>3</b>	<b>4</b>	<b>5</b>
Seeks opportunities for self-development						
Is open to feedback about their performance						
Takes actions to rectify any shortcomings						
Feels satisfaction and accomplishment serving on the Board						
Comments						
List 3 of the Directors strengths						
Please state three areas in which you think the Director could enhance performance						

## APPENDIX W: CHAIRPERSON PERFORMANCE EVALUATION

For each of the following statements about the Chair of the School, please indicate How the Chair performs. <b>Name of Person Completing:</b> _____	0. Strongly disagree 1. Disagree 2. Somewhat disagree 3. Somewhat agree 4. Agree 5. Strongly agree					
<b>ETHICS / VALUES</b>	<b>0</b>	<b>1</b>	<b>2</b>	<b>3</b>	<b>4</b>	<b>5</b>
Acts independently of any stakeholder group or entity connected with the school						
Behaves in accordance with the school's values and beliefs.						
Is ethical.						
Is "the first among equals".						
Encourages feedback on how the Chair's performance could be enhanced.						
Encourages discussion on how the Board's performance could be enhanced.						
<b>RELATIONSHIP WITH SENIOR MANAGEMENT (SM)</b>	<b>0</b>	<b>1</b>	<b>2</b>	<b>3</b>	<b>4</b>	<b>5</b>
Has a positive working relationship with SM team						
Acts as a sounding-Board and mentor for SM team.						
Demonstrates public support for the SM team.						
Works with the SM team to set the Board agenda.						
Ensures Board decisions are implemented properly.						
Leads an effective process for the performance evaluation of SM team.						
Where necessary, provides constructive criticism to the SM team.						
<b>RELATIONSHIP WITH OTHER DIRECTORS</b>	<b>0</b>	<b>1</b>	<b>2</b>	<b>3</b>	<b>4</b>	<b>5</b>
Is an appropriate role model for other directors						
Has a positive working relationship with other directors						
Acts as a sounding Board for directors						
Seeks other directors contribution to the agenda						
Has the support of other directors						
<b>COMPETENCE</b>	<b>0</b>	<b>1</b>	<b>2</b>	<b>3</b>	<b>4</b>	<b>5</b>
Understands what is required of a Chair						
Brings relevant experience to the position of Chair						
Ensures that the Board gets the right information						
Lead the Board in its compliance matters						
Leads the Board in its performance responsibilities						

## APPENDIX W: CHAIRPERSON PERFORMANCE EVALUATION (cont.)

DILIGENCE	0	1	2	3	4	5
Dedicates time to the role of Chair						
Is available to directors outside meetings						
Ensures timely paper distributions before meetings						
Checks Board minutes before they are distributed						
Makes contact with other directors outside meetings, where necessary						
CHAIRING MEETINGS	0	1	2	3	4	5
Manages time well in chairing meetings						
Sticks to the agenda						
Brings matters to an early close						
Encourages wider and deeper discussion of important issues						
Draws out contributions from all directors						
Encourages collegiality						
Differentiates between management and governance functions in Board discussions and refers operational issues to management						
Is adept at summarising outcomes from Board discussion						
Ensures clarity of decision making						
Comments						
List 3 of the Chairs strengths						
Please state three areas in which you think the Chair could enhance performance						

## APPENDIX X: DELEGATIONS REGISTER

Item		Activity	Authority
Banking	Accounts	Opening and closing bank accounts	School Board
			School Board members x 2 (Chair +1 other)
		Authorised Signatories to bank accounts	Education Manager/College Chair Business Manager Administration staff x 2
	Cheques	Cheque signing (dual)	Any two authorised signatories
		Holder of cheques	Business Manager/Accounts Officer
	Credit Cards	Allocation of cards	School Board
		Card Limits	School Board
	Online	Administrator of online access	Business Manager
		Administrator access authority & limits	School Board
		Setting EFT transfer limits	School Board
		EFT transfers to creditors	Any two authorised signatories
Payroll authorisation		Any two authorised signatories	
Loans & Investments	Loans to any other person or organisation	No approval for loans – not part of business	
	Entering into borrowing/overdraft facilities – Temp <\$200k	School Board	
	Entering into borrowing/overdraft facilities – Temp >\$200k	School Board	
	Entering into borrowing/overdraft facilities – Long Term	School Board	
	Investment of Funds – approved policy	School Board	
	Investment placement including rate and term	Business Manager in consultation with School Board	
Information Technology	Allocation of access	Education Manager/Business Manager	

## APPENDIX X: DELEGATIONS REGISTER (cont.)

Item		Activity	Authority		
Budget	Approval	Annual recurrent budget	School Board		
		Annual capital budget	School Board		
		Re-allocation – up to \$25k	School Board & Business Manager		
		Re-allocation – \$25k and over	School Board		
Fixed Assets	Purchase (capital expenditure)	Within itemised approved Cap Ex Budget as per Asset Purchase Policy	Business Manager		
		Outside itemised approved Cap Ex Budget as per Asset Purchase Policy	School Board		
	Sale/Disposal	All amounts, except item fully written off	Business Manager to consult with appropriate Mandated Group, and if need be School Board		
		Operating/Recurrent Expenditure within approved budget & cash flow		All amounts	Education Manager and Business Manager
Fees	Setting	Annual fees	Recommendation from Education Manager & Business Manager to School Board		
		Discounts	Recommendation from Education Manager & Business Manager to School Board		
		Special fee allowances and levies	Recommendation from Education Manager, Finance Group & Business Manager to School Board		
	Bad Debts	Write off recommendation	Communications Manager & Business Manager, Finance Group		
		write off endorsed and approved	School Board		
		Send debt to Collection Agency	Business Manager, Finance Group with approval by School Board		
		Students		Scholarships	Policy setting with regards to type, value and selection criteria
				Awarding	Scholarship Fund Trustees

## APPENDIX X: DELEGATIONS REGISTER (cont.)

Item		Activity	Authority
Students	Fee relief	Policy setting with regards to type, value and selection criteria	Finance Group and School Board
		Awarding	Finance Group with approval by School Board
Staffing	Employment	Senior Positions	Employment Group & School Board
		Employment of other staff	Management Team and /or College of Teachers & ratification by School Board
	Remuneration	Education Manager	Employment Group with Board approval
		Business Manager	Employment Group with Board approval
		Other Senior Staff – non MEA aligned	Employment Group/Management team
		Other Staff – as per MEA guidelines	Employment Group/Management team
	Leasing	Capital assets	Capital cost & period within approved budget
Capital cost & period outside approved budget			Finance Group/School Board
Real Property		Rental agreement	Finance Group/ School Board
Hire of Premises		As per School Hire of Premises Policy	Business Manager/ Management Team
Other	Honorarium or Ex Gratia Payment		School Board
	Directors’ Reimbursements		School Board
	Contractual agreements other than above delegations		School Board

### Notes:

- Delegation is on basis that approved operating budgets in various categories should not be exceeded. Any expenditure outside of budget, as noted above, should be approved by the School Board before proceeding as per policy
- Delegation limits apply to the position even if it is being held by a person in an acting capacity.
- The delegation limits relate to the gross cost excluding GST but include trade-ins, allowances etc. The transaction should not be considered in parts or by instalments or broken into costs of individual items making up the whole.
- Established delegation limits must not be exceeded by splitting transactions.
- For purchases greater than \$[2000] a minimum of two competitive quotations should be sought, for purchases greater than \$[5000] a minimum of three.

## **APPENDIX Y: DUTY STATEMENT FOR THE CHAIR OF THE BOARD**

### **1. Ensure the Board holds effective meetings**

- Provide good facilitation
- Ensure there is a clear, well organised agenda with items sorted for information, discussion or decision. Preparation of agenda with Board Secretary
- Check minutes are clear prior to distribution to Board, with actions, timeframe and responsibility.
- Ensure clear protocols & etiquette around communication are understood by all members and moderate this at meetings.
- Ensure timeliness of reports & background papers to enable pre-reading.
- Understand the Board decision making process & ensure the whole Board understands.
- Ensure we have a system for following up actions/decisions.
- Ensure meetings adhere to a clear end time which is set prior to meeting.
- In the week prior to each Board meeting, check that the Actions minuted in the previous meeting are being implemented.
- Ensure the minute taker reads back the phrasing of every Action and seeks agreement from the Board before proceeding to next agenda item.
- Follow up on implementation of decisions

### **2. Ensure processes are in place and are being followed that enable the Board to meet its legal and financial responsibilities**

### **3. Ensure the Board maintains a strategic focus**

### **4. Participate in Employment group including Recruitment and Appraisals of Senior Management positions when needed**

### **5. Ensure there is good communication between the Board & the school community**

- Be approachable and understand the role of the Board within the school.
- Ensure regular notes from the Board go into the Bulletin to keep community up to date with current issues/project.
- Approve notes from Board for the School's weekly Bulletin.
- Ensure there are forums in the school where the role of the Board can be outlined to the school community

### **6. Communicate with Business Manager and Education Manager on Board related matters;**

- Ensure the Business Manager is providing clear and effective reporting to the Board.

### **7. Oversee the functioning of Mandated Groups**



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- Ensure the Finance group is functioning effectively and is providing scrutiny, communication and support to the Business Manager.
- Ensure the College of Teachers is providing clear and effective reporting to the Board.
- Ensure at least one Director is on each group and that directors are aware there is an expectation they will be on mandated group.
- Intervene to find a solution to any problems with the functioning of a mandated group (eg if directors are having a problem with convening a group).
- Ensure that regular reports to Board are provided by directors (or their delegates) from each mandated group.
- Check that Reports to Board reflect the minutes of mandated group meetings
- Ensure that Directors of mandated groups are overseeing an annual review of group's mandate prior to AGM.

#### **8. Participate in GLaM meetings**

#### **9. Mentor a Deputy Chair**



## APPENDIX Z: GRIEVANCE RESOLUTION POLICY

### POLICY

Mumbulla School will manage concerns, issues, grievances and complaints in a timely, fair, and confidential manner.

### GUIDELINES

#### 1. Rationale

Mumbulla School for Rudolf Steiner Education recognises that grievances and differences will arise in the life of a school community, and that issues raised through feedback and through grievance resolution provide a valuable opportunity for the school and community to learn and to grow. Mumbulla School recognises that this is not always an easy process and it is the school's intention to create a culture that welcomes discussion, feedback and dialogue.

In this spirit, the School encourages open and honest communication and is fully supportive of a respectful, cooperative and transparent approach in handling grievances. The school understands that sensitive issues will arise and it is committed to providing a confidential, non-judgmental and supportive environment to ensure that all members of the school community are treated with respect and fairness.

Formal complaints and grievances have a single point of entry and management

A clear Grievance Resolution policy and procedure provides a framework for this process.

All teachers and staff will be provided with adequate professional development to ensure effective communication within the school.

#### 2. Scope

This policy covers complaints or grievances that are addressed through either informal or formal procedures.

Grievance resolution processes do not apply in cases where an issue is raised in the ordinary course of school life that can be readily discussed, clarified or resolved. These issues fall within the realm of dialogue, comment and feedback, and are an important part of the School's endeavour to improve the quality of the learning and community environment; they would not normally be viewed as complaints or grievances unless specific action was requested. In most cases where parents have queries or concerns relating to educational matters these should be taken to the class teacher.

The Policy does not cover grievances brought by students against other students as those matters are dealt with in the Social Behaviour policy.

#### 3. Definitions

- **Grievance or complaint** – a statement expressing dissatisfaction about any aspect of school life that is made to a representative of the school and which requires action or response.
- **Queries and concerns** – questions or issues of a minor nature, usually expressed verbally

- **Representatives of the school** – Administrative staff and members of the College of Teachers or the Board of Directors.
- **Staff** – employees of the school
- **Grievant** – the person raising the concern or grievance
- **Respondent** – the person against whom the concern or grievance is brought.
- **Informal procedures** for handling grievances include efforts to clarify and resolve grievances through direct communication and problem solving with the relevant person. Informal dialogue would normally be the first option for the resolution of queries and concerns.
- **Formal procedures** provide the necessary support, protection and structure to all concerned if resolution has not been achieved through informal means.
- **Communication Manager** – *member of College Executive whose role it is to co-ordinate the management of grievance resolution within the school (see Attachment C: Communication Manager Duty Statement)*

#### 4. Principles of grievance handling at Mumbulla School

The school's policy for handling complaints is based on principles of confidentiality, procedural fairness, substantive fairness, timeliness, record keeping and transparency.

##### 4.1 Confidentiality means that:

- A person should be able to raise a complaint and receive advice in confidence.
- a complaint should not be referred elsewhere, formally investigated or discussed with others without the consent of the grievant.
- An anonymous grievance cannot be acted upon (except in relation to the Child Protection policy or criminal offences)
- Records must be kept securely and confidentially.

##### 4.2 Procedural fairness in practice means that:

- The process will be fair and impartial
- Before proceeding, the grievant will be informed of the school's process for resolving grievances via the Grievance Resolution policy and of the implications of making a formal/written complaint
- The respondent has the right to know details of the complaint against them.
- The respondent has the right to put their side.
- Before they respond, the respondent has a right to know the implications for them in terms of disciplinary action if the complaint is proven.
- Persons handling the grievance should be fair, impartial and unbiased in their investigation and if there is conflict of interest, the matter should be referred to another person within the school or from outside the school should the Board deem this necessary.
- The procedure as outlined in the attached flow chart will be followed in all cases.

##### 4.3 Substantive fairness or impartiality means that

- The person/s handling the grievance should remain impartial and not assume guilt. They should determine that the complaint is substantiated only after hearing from both/all parties, checking other relevant evidence and taking into account any mitigating circumstances.

**4.4 Principles of timeliness** include an awareness that:

- delays at any stage of the grievance procedure can result in a denial of procedural fairness.
- delays in determining the grievance can be critical in any appeal
- delay in addressing issues in a complaint can lead to the exacerbation of the situation, a continuation of the problem, a worsening of the relationship between the parties involved and increased distress for all parties.
- delays can also result in more time being expended in dealing with a grievance once action is taken because the situation has escalated.
- There should be an initial response to receipt of a grievance within 24 hours.

**4.5 Principles of record keeping** include:

- Records must be kept to avoid relying on memory about details of allegations, responses and actions.
- Records can be used for statistical purposes to identify systemic problems.
- Records can substantiate procedural fairness in the event of an appeal against process or outcome of grievance investigation
- If allegations are complex, record the complaint, the response, the evidence of witnesses and ask parties to sign.

**4.6 Principles of transparency** are related to procedural fairness and include:

- Effective implementation of Mumbulla School policies and procedures
- Effective communication to all parties about relevant policies and procedures
- Effective communication to all parties of the of the outcomes, of reasons for the outcome and, where appropriate, the evidence which was relied upon
- Principle of openness, honesty and fair dealing
- Fair and accurate reporting if the case is referred to other persons/groups in the steps towards more formal action
- Fair and accurate reporting particularly where disciplinary action is likely to result.

**5. Responsibilities of Communication Manager, Board members, teachers, staff and parents & carers**

All representatives of the school and in particular the Communication Manager have a responsibility to ensure that the grievant understands the school's processes for resolving grievances and their rights and responsibilities in relation to the school's policy. The Communication Manager is also responsible for responding appropriately to concerns or grievances and managing the resolution process in keeping with the above principles and the Grievance Resolution Policy and procedures.

Staff, parents and students have a responsibility to contribute to a respectful and safe school environment. In particular, staff and parents have a responsibility to participate in any grievance resolution process in good faith, to engage constructively in the process and to not initiate complaints with mischievous or malicious intent.

It is the responsibility of the Communication Manager and of all groups to identify trends of concern, and to report on these to the Board. It is the responsibility of class teachers to report trends in queries and concerns to the College Executive.

The Board bears the final responsibility for procedural oversight of the policy and practice of grievance resolution in the school, and will regularly review this to ensure that the policy is being applied consistently and effectively, particularly in relation to conflict of interest.

#### **6. Who to contact for assistance in making a complaint**

A core principle of the grievance resolution process is that people are encouraged to raise complaints directly with the person concerned or with the person who may have the most relevant information to assist them. This is appropriate in matters where the complainant feels comfortable with making a direct approach. When that is not the case the person with the grievance or complaint should approach the Communication Manager.

The Communication Manager, if approached, is responsible for:

- accepting the grievance in a confidential and non-judgmental manner
- ensuring that the person understands the process and receives a copy of the Grievance Resolution Policy
- coordinating the management of the resolution process. (See *Attachment C: Communication Manager Duty Statement*)

#### **7. Appointment of Alternative Communication Manager.**

**7.1** In the case of the unavailability of the usual Communication Manager due to illness, absence or any other reason, another member of College Executive will act as alternative Communication Manager.

**7.2** In the case of any indication of conflict of interest arising, a member of College Exec will act as Communication Manager.

**7.3** If there is no member of College Executive available and without a conflict of interest, the Board will appoint an alternative Communication Manager from outside the school community.

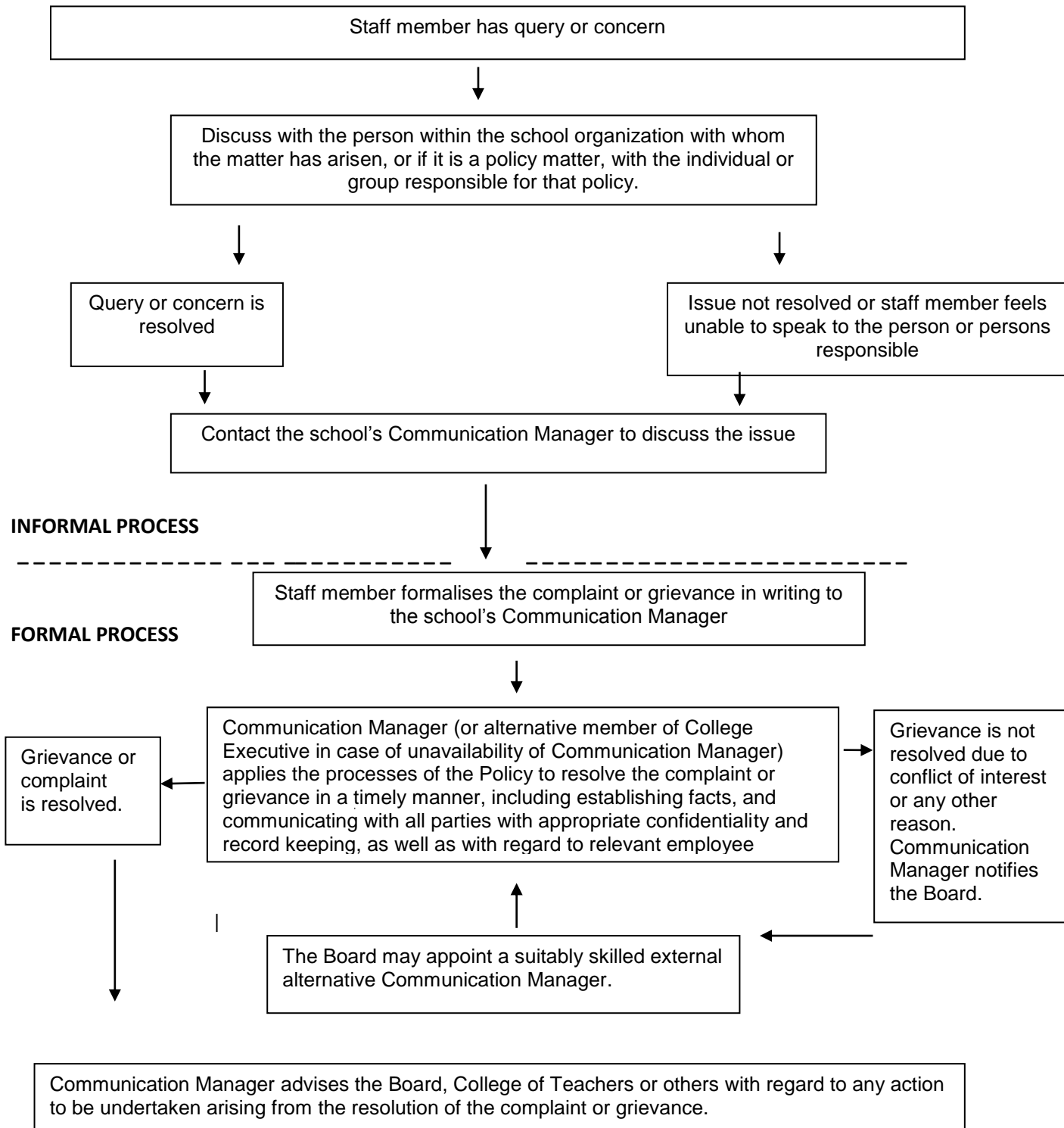
#### **8. Grievance Resolution procedure**

The Grievance Resolution procedure outlines the process for handling grievances.

The Grievance Resolution procedures are in the form of flow charts attached to this policy. (See *Attachment A: Grievance Resolution procedure – Parents* and *Attachment B: Grievance Resolution procedure – Staff*)

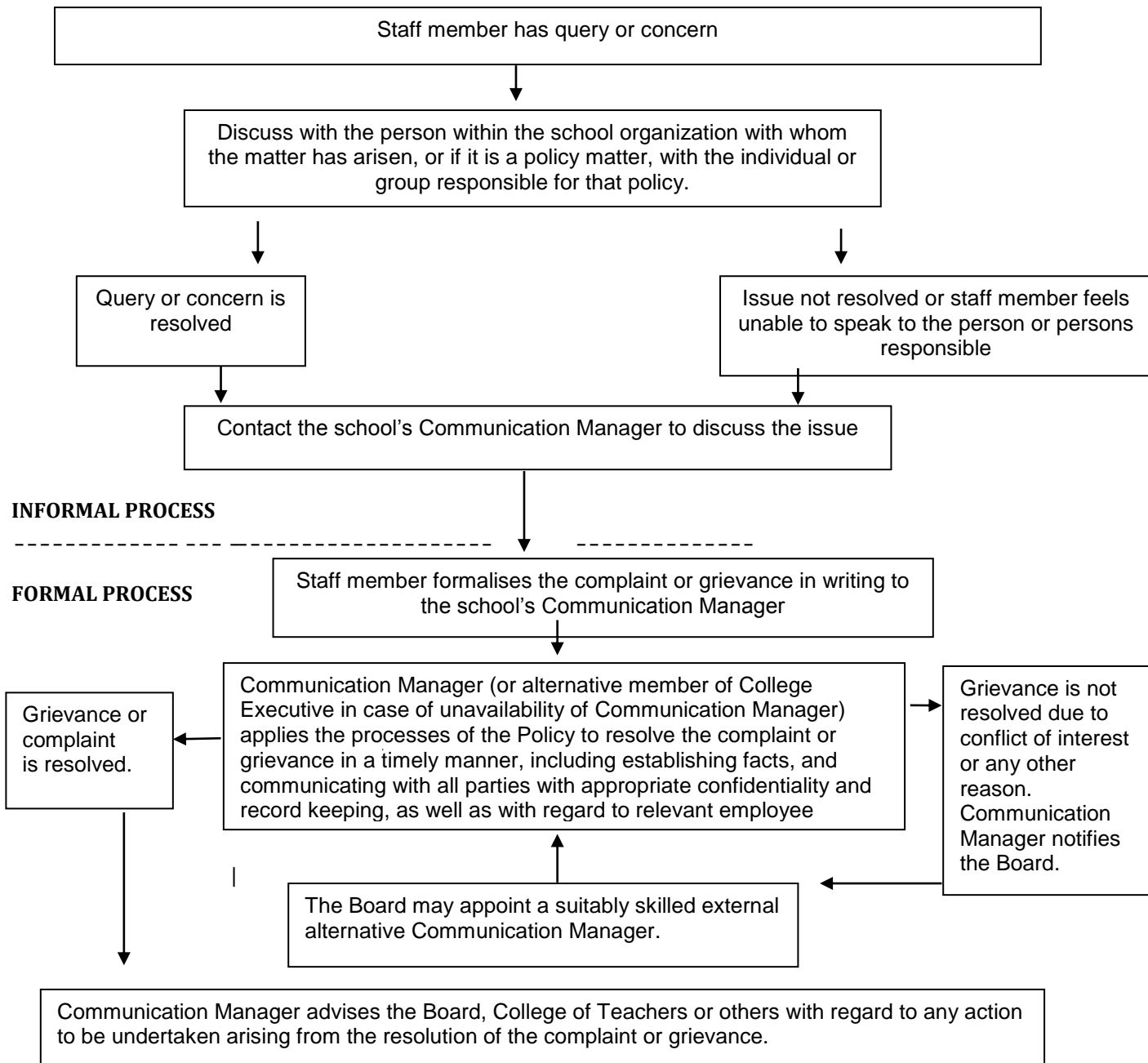
### GRIEVANCE RESOLUTION PROCEDURE - PARENTS

- This flowchart outlines the key steps for resolving a parent query, concern, complaint or grievance at Mumbulla School.
- The steps and process outlined are based on the detailed principles and directions set out in the *Mumbulla Grievance Resolution Policy 2010* ('the Grievance Policy').
- This flowchart outlines the key steps for resolving staff queries, concerns, complaints or grievances at Mumbulla School.



## GRIEVANCE RESOLUTION PROCEDURE – STAFF

- This flowchart outlines the key steps for resolving staff queries, concerns, complaints or grievances at Mumbulla School.
- The steps and process outlined are based on the detailed principles and directions set out in the *Mumbulla Grievance Resolution Policy 2010* ('the Grievance Policy').
- Review processes (but not confidential details) are monitored by the Mumbulla School Board of Directors ('the Board') so that all parties can be confident that the Policy is applied consistently to the benefit of all.



## APPENDIX AA: CONSENSUS DECISION-MAKING

### CONSENSUS DECISION-MAKING COURSE NOTES – BY JENNY SPINKS

#### What is consensus?

- Consensus means a process whereby those present participate in discussion to reach a decision, which is agreed upon by all to be the best decision for the group.
- Consensus is the way a group of equals makes decisions<sup>9</sup>. The process rests on the fundamental belief that each person has a piece of the truth. Each member of the group therefore must be given space and time in which to speak his or her truth and each must be listened to with respect. On the other hand, individuals cannot be permitted to dominate the group.
- In consensus, as in ecosystems, each individual rules and is ruled by the larger community. In this web of reciprocal relationships, the beauty and strength of the whole is created.
- In consensus process, no votes are taken. Ideas or proposals are introduced, discussed and eventually a decision is arrived at. In making a decision, a participant in a consensus group has three options:
  - a) To **block** – this step prevents the decision from going forward, at least for the time being. Blocking is a serious matter, to be done, for example, only when one truly believes that the pending proposal, if adopted, would violate the morals, ethics or safety of the whole group;
  - b) To **stand aside** – an individual stands aside when he or she cannot personally support a proposal, but feels it would be acceptable for the rest of the group to adopt it. Standing aside is a stance of principled non-participation, which absolves the individual of any responsibility for implementing the decision in question. Stand-asides are recorded in the minutes of the meeting. In the event of a significant proportion of stand-asides on an issue, the facilitator will ask the meeting if it considers consensus has in fact been reached; or
  - c) To **give consent** – when everyone in the group (except those standing aside) says yes to a proposal, consensus is achieved. To give one's consent does not necessarily mean that one loves every aspect of the proposal, but it does mean that one is willing to support the decision and stand in solidarity with the group despite one's disagreements.

**Consensus decisions can only be changed by reaching another consensus.**

#### ABOUT CONSENSUS

Consensus decision-making has many advantages over the voting method:

1. It produces decisions by incorporating the best thinking of everyone.
2. It increases the likelihood that new and better ideas will be brought up.
3. Participants often have more energy for working on a project because they have been involved in its formation.
4. It lessens the possibility that a minority will feel that an unacceptable decision has been imposed on them.

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<sup>9</sup> *Introduction to Consensus* by Beatrice Briggs, 2000. This booklet provides a comprehensive guide to the consensus process.

Consensus is a powerful tool and needs to be used rightly. Misuse can cause frustration and disruption.

For consensus to be effective it requires as much energy for the process as for the issues being discussed.

Consensus relies on responsible participation from all members. In that sense it is a more mature decision-making process than is voting.

### **THE PROCESS**

1. Proposal – an issue is presented.
2. Clarification – questions of clarification (not discussion).
3. Discussion – questions are asked, concerns are raised.
4. Differences – disagreements and similarities are drawn out.
5. Modifications – adaptations are suggested.
6. Modified proposal – based on ideas suggested.
7. Consensus – a decision is reached that is acceptable to all.
8. Implementation.

### **What is needed for consensus to go well?**

1. Problems or issues that require decisions made by a group

Not all decisions need to be made by a group. It is empowering for individuals to be given freedom to act alone. It is more fun for the group not to have to decide every little piece together. We need to be clear what problems or issues we are happy to delegate and then trust others to do.

If an individual or group has been delegated to take on something for the wider group they should be trusted and valued for their work. We need to avoid reworking a decision in a way that belittles the work already done.

2. Clear agenda
3. Good facilitation
4. Accurate minute-keeping
5. Appropriate follow-through
6. The group needs a shared understanding of the value of:
  - Believing that human diversity is essential – as in ecosystems
  - Believing that the integrity of the group is more important than any particular decision
  - Recognising that we each are important
  - Including input from everyone
  - Giving people the safety to say something different, to disagree
  - Allowing space for contributions
  - Not holding back from making your unique contribution



- Listening with respect and trust and without judgment of the person
- Creating a safe space for people to be their true selves
- Committing to the process
- Deciding to trust the process – claim it as yours
- Willingness to work together, without compromising your basic values
- Trusting that there is a solution
- Persevering to find the truth.

### **Agenda setting**

An agreed agenda permits us to be all dealing with the same thing at the same time. It is often helpful to have a draft agenda circulated well before the meeting so that participants have time to inform and prepare themselves.

If there has been no pre-meeting circulation of the agenda it helps to be sure that there will be sufficient information available at the meeting for each issue to be covered adequately.

If at least the facilitator/s and minute-taker are clear about the different items on the agenda before the meeting then the meeting will go well.

There are some items that it makes sense to have regularly on the agenda. These are:

- a) Place, date and time of meeting
- b) Appointment of facilitator/s and minute-taker
- c) Introductions, or list those present
- d) Apologies
- e) Some sharing or focus time
- f) Minutes of the last meeting.
- g) Matters arising from the minutes particularly actions that were agreed at the last meeting
- h) List of correspondence in and out
- i) Financial report
- j) Announcements
- k) Date, time and place of next meeting
- l) Meeting evaluation.

Not every meeting will need all these items. However, the meeting will benefit from the facilitator/s considering which of these items to include on the agenda.

### **Responsibility of minute-keeper:**

- a) Record decisions, actions to be taken by who, how, when, where
- b) Check that the facilitator/meeting, are in agreement with any minute about something that was in any way contentious
- c) Get the minutes to everyone as soon as possible after the meeting

Be prepared to alter them at the next meeting because participants may agree that they are not an accurate reflection.

### **Role of the Facilitator/s**

The facilitator's role is to serve the group by making sure that it gets to carry out the tasks that it sets itself, in the time that it has allowed itself, with respect for the needs and rights of each group member.

The facilitator's task is to 'hold the process' so that issues can be effectively resolved. This means nurturing the process itself. Everyone else at the meeting also needs to be responsible for looking after the process. Everyone can be attending to facilitator tasks by making sure everyone is heard and that the group sticks to time.

Specific tasks and duties include:

- Ensuring there is an agreed agenda
- Making sure everyone is clear what the issue/s is/are
- Staying aware of the valuable contribution each person has to make
- Keeping one's own personal energy focused on the process rather than the issues
- Stepping out of the facilitator role whenever contributing to the discussion
- Helping the meeting to stay on track and not be distracted by anyone going off at a tangent
- Keeping to time. Meetings will be better attended if folk know that they aren't going to go over time
- Ensuring that everyone has a chance to be heard – if necessary encourage quiet people, discourage noisy ones
- Interrupt repetition and red herrings. Remind folk of the need to keep information concise and to stay with core issues
- Get a sense of the common ground – where there is agreement – and state it
- Checking that everyone shares that sense
- Asking if anyone is not in agreement
- Making sure that agreements are minuted
- Making sure that those responsible for taking on an action are aware of this
- Checking the mood of the group and suggesting a break if necessary
- Fixing the time of the next meeting.
- Asking for an evaluation of the meeting to learn ways of improving facilitation skills.

#### **Role of Participants in Consensus Decision-Making**

- Coming to meetings with a clear and unmade-up mind
- Maintaining open thinking throughout the discussion
- Supporting the facilitator – being fully aware of the facilitator's role, and helping them to carry it through
- Trusting the process
- Patience
- Practicing self-discipline – being concise and to the point, **do** speak if you have something to contribute, waiting in turn, sticking to the matter in hand.
- Paying full attention/Listening well:
  1. To self, (have I said what it would be useful to contribute?)
  2. To other individuals (what is this person saying?)
  3. To whole group (how is the whole group responding?)

#### **Participants can perform different functions in a meeting:**

1. **Helping further the task in hand** by initiating ideas, initiating contributions, seeking further information, giving further information, summarising, clarifying, checking up, following up, facilitating discussion.

2. **Caring about the group and the process** by keeping members involved, harmonising disagreements, reinforcing good contributions, relieving tension (gentle humour), encouraging cooperation.
3. **Being unhelpful** by dominating, horsing around, not listening, avoiding responsibility, nit picking, factionalising.

**When someone isn't in agreement**

- a) We need to learn to disagree creatively.
- b) Nothing that one person really needs can hurt another person.
- c) It helps to not take disagreement personally. We need to be delighted that we have different approaches to things and to act on the understanding that everyone has something to offer.
- d) We need to continually decide to listen – whatever is being said.
- e) Someone who disagrees may help us reach a better outcome – something that is different from what any of us had thought.
- f) We need to give them time to say fully what they think.

Maybe the facilitator/s need to let the person know that the person who disagrees seems to be off track, or they have not been around for the preparation that has led the group to this point and perhaps they need to trust the process so far.

Maybe a slight modification needs to be made so that the decision more accurately reflects the sense of the meeting.

**If the person continues to disagree with the direction of the group there are three choices:**

1. If possible the decision is put off to another meeting. Ask them to keep talking with everyone and ask everyone to keep thinking about the issue on the basis that we can make a decision that will work for everyone.
2. The person agrees to stand aside from the decision because they feel that the best outcome for the whole group is for there to be agreement even if it is not what the individual feels is right. This is recorded in the minutes and it may be decided to revisit the decision at a later time.
3. The person can block consensus. This is a serious and unusual action and is not to be taken lightly. Someone blocking consensus needs to be absolutely clear in their mind that blocking consensus on this issue will be the best outcome for the whole group. It is entirely likely that in this case the group will look back on the outcome with gratitude for the individual's courage. Or, less likely, the outcome will reflect a decision that the group regrets.

If more than one person isn't in agreement and they all choose to stand aside the group may feel that consensus has not been reached. It may well be better for the group to leave the decision for a while until there can be a greater sense of unity.

**HOW TO AVOID ATTACKING EACH OTHER**

Often we have a sense of unease about what someone is doing or saying, or how they are saying or doing it. Their way of being feels as though it is not supportive of the group and its activities. It



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is important to clear up this unease we feel, whether it is well founded or not. The way to deal with the unease is to check in fully with ourselves as to what the basis of the unease is. Is it something to do with our own past experience or is something bad really happening now? Make sure we have the full information by gently asking simple questions directly of the people concerned. If the unease persists then talk directly with the person we feel the unease about.

For various reasons it may be hard to speak directly to that person, or, if we are that person, it's hard to hear the unease expressed. However, for a group to function well these are skills that we need to learn. We also need to learn how to respond to someone expressing to us their unease about someone else.

If, for some reason or another, we feel unable to talk to the person concerned, and instead we talk with others, the result could be division in the group and an attack on the person. This outcome is destructive to the group. Attack may not be the intention but it can become the outcome.

An attack can be defined in this way: 'inciting others to think badly about an individual or the organisation'.

In our culture leaders are often attacked. A real leader is someone who is thinking creatively and compassionately about themselves, the community around them and the environment around them. They are good listeners. They see themselves as humble facilitators of good outcomes for the whole. In all our lives we take leadership. Parents are very important leaders. For groups to function well good leadership is key. We consistently need to support leadership.

Supporting leadership means acknowledging the role that leaders are playing and making sure that they have people around them while they lead. If a leader is operating in isolation, then they will not be able to listen well, in fact they will no longer be a real leader. It is up to us all to see that leaders are supported.

If someone comes to us about unease they have about someone else we need to a) listen, b) acknowledge the feelings they are having (not agree with them but appreciate that they are struggling with something – don't just dismiss it), c) help them to think about whether they have all the correct information, d) help them to work out how they can speak directly to the person who they are concerned about.

If we hear that someone has unease about us we need to look carefully and fully at the unease. It is possible that we are making a mistake. It is possible that there is a misunderstanding. It is possible that they are making a mistake. Whatever is going on it is important to learn not to take it personally. We need to remember that we are doing our best, that our contribution is essential and that it is human to make mistakes.

If we overhear someone bad-mouthing someone else behind their back it is important to stand up for the person being attacked – to say 'I know that person is doing their best. They may be making a mistake, but they are good.' For each of us to have the freedom to be our true selves, we need to be sure that everyone else does too.