



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.

Amendments

Date of review	Reviewed by:	Actions taken	Next review date
January 2017	Business & Education Managers	All sections updated. Taken to Board in February 2017	
February 2017	Board	Ratified Mandates Updated	1/2/2018
June 2022	Management / GLaM	Ratified Mandates Updated	June 2023
July 2023	GLaM	Ratified Mandates Updated	June 2024

The Governance Manual was amended in 2017 to ensure compliance with NESA requirements and in 2019 to ensure the Manual accurately reflected amendments to the Mumbulla School Constitution approved at the AGM. This Manual has also been amended in 2019 to reflect the new College of Teachers' Manual.

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.*

ACKNOWLEDGEMENT OF COUNTRY

Mumbulla School acknowledges that this school is situated on the lands of the Djiringanj people of the Yuin Nation.

We acknowledge that this land was never ceded, and we recognise that the Yuin people have cared for this country over thousands and thousands of years.

We express our deep respect and gratitude for all the wisdom of Elders past, present and emerging. We strive to strengthen our collaboration with the peoples of the Yuin Nation in order to further our understandings and connections to country.

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”.¹

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 Office Administrator and/or other members of the administrative staff, as well as the Management team.

Responsible Persons (RPs) 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.86).

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

¹ Qld Health Reform <http://www.health.qld.gov.au/health-reform/docs/factsheet-govn-mgnt.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 organisational 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**, and
 - 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, and
 - 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 underperformance 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 Office, 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

10 PRINCIPLES THAT PROMOTE GOOD GOVERNANCE²

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; appropriate professional learning for Directors including induction of new Directors; 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.

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

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 person 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, and
- g) Use Due Diligence before there is a problem, not as a reaction to something gone wrong.

Board Directors are required to exercise Due Diligence. To do this, Board Directors need to have:

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

Due Diligence means that the Board is interested in doing what is best for the School as a whole. The Board may seek information from staff and Senior Management, but this does not mean that Management is not being trusted. It is not the role of the Board Directors to micro-manage.

SCHOOL OBJECTIVES

Mumbulla School is established for the object of:

- a. operating a non-denominational co-educational school and early childhood facility (**the School**), for children irrespective of their social, religious or cultural background, which:
 - i. At all times works out of and fosters the educational philosophy and principles of the late Dr. Rudolf Steiner (the **Steiner Principles**) in their application to the education of children and the training of teachers including those that:
 - A. Respect the individuality of the child,
 - B. Foster self-determination in the child,
 - C. Develop the child’s creative and critical abilities,
 - D. Emphasise the harmony of nature,
 - E. Stress co-operation rather than competition,
 - F. Stress active involvement of learners in a wide range of educational situations; and
 - ii. Maintains high academic standards consistent with the preceding objects; and
 - iii. Supports the promotion of the Steiner Principles at all levels and supports organisations and initiatives whose objects altogether or in part are similar to those of the Company, and
- b. carrying out all other things incidental to or to further the objects set out in (a) above.

SCHOOL STRUCTURE

The Board of Directors consists of a minimum of 6 and a maximum of 12 Directors with equal numbers from the parent/guardian body and half from the College of Teachers, including others who may be seconded onto the Board from time to time. (See the Constitution, Section 27, Attachment 1, p.16)

The College of Teachers (College) holds the principalship of the School. College is responsible for all educational matters relating to the school (C39.3 of the School’s Constitution: Attachment 1). **College’s role in governance** is to guide the overarching educational leadership and direction of the school. **College’s role in management** is to delegate to and consult with Management to ensure that they are planning, organising, directing and controlling the School’s educational resources (human, financial, physical and informational) in pursuit of the School’s goals and budget as approved by the Board.

College Membership is open to all teaching staff at the school. However, you are considered a Voting Member of College if you attend College meetings regularly (70%). Only regular attendees are eligible to nominate as a Teacher-Director on the Board. (See College of Teachers Manual, 2019, Attachment 2).

Board Mandated Groups are groups established by the Board to carry out specific functions approved by the Board. Each group will include either a Director and/or member of Senior Management (RPs). The Board will approve the recruitment of new members to Mandated Groups and the allocation of Responsible Persons across the Mandated Groups will be agreed by Board taking into account the balance of skills, experience and needs of the Group. Each Mandated Group will select a convener and will report to and make recommendations to the Board.

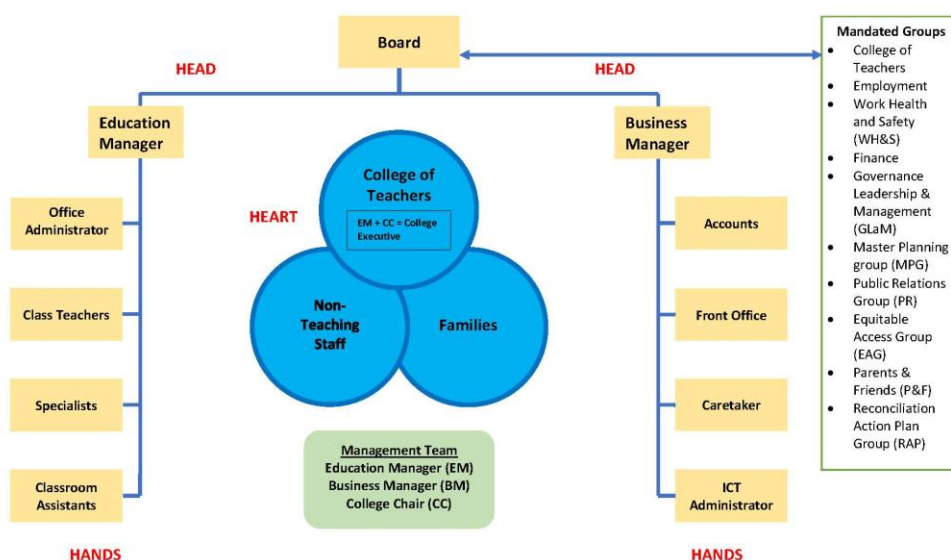
Board appointed positions:

- a) The Business Manager reports directly to the Board;
- b) Administration, Accounting and Facilities staff report to the Board via the Business Manager, and
- c) The Communication Manager reports directly to the Board.

College appointed positions:

- a) The Education Manager is responsible to College and reports to the Board on College activities via a regular Education Report, and
- b) The Office Administrator has the role of supporting the College of Teachers and the Education Manager.

School Structure diagram



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

The Board is responsible for the overall governance of the school. As such it:

- a) Establishes and maintains the school's mission, values and objectives;
- b) Develops a financial management framework that includes a specific delegation policy;
- c) Develops a Confidentiality Agreement signed by individual members;
- d) Creates a Conflict of Interest policy that is signed by individual members on an annual basis;
- e) Develops and implements a risk management framework;
- f) Assures compliance with laws and regulations;
- g) Develops processes to receive up to date reports on the school's effective delivery of educational services;
- h) Has a strong commitment to the professional development of members of the Board (including induction of new members), the Management team and members of the school staff;
- i) Undertakes formal reviews of the Board, the Management team and the school;
- j) Recognises that its focus should be strategic and long-term;
- k) Develops a communication strategy to keep all stakeholders informed;
- l) Keeps full and accurate records of meetings, Mandated Groups, policies and communications, and
- 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, and
- 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, and
- j) Mentor a Deputy Chair.

For full Role Description of Chair of the Board, see Appendix AA on p. 113

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, and
- 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), and
- h) performs other communications duties as may be necessary for effective Board leadership.

Roles & Responsibilities of all Directors

Eligibility requirements for Directors are spelled out in the Constitution Section 26 (Attachment 1, p. 15.) Directors are accountable for the proper governance of the school. Proper governance requires Directors to have in place structures, policies and procedures for governance, leadership, authority, decision-making, accountability and transparency. This includes:

- 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) Supporting Steiner Education;
- q) Actively supporting other Board members, the Education Manager and the Business Manager;
- r) Having an openness to deepen their understanding of the philosophy of Steiner Education;
- s) Attending a minimum of 70% of all Board meetings;
- t) In accordance with the Constitution, Clause 27.3, p. 16, (Attachment 1) commitment to a rolling one or two-year term for Directors after an initial one-year term or for two or three years for members who are, or have previously been, Directors;
- 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) Being accountable against minimum requirements (**see Appendix B: Director Consent Form on p. 69**). Failure to do so may result in termination as a Director;
- w) Being accountable against the objectives set in the Strategic Plan, and
- x) Being 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 27 in the Constitution at Attachment 1 p.16*)

School Board meetings are attended by:

- Directors (Responsible Persons);
- the Education Manager of the school (Responsible Person: non-voting),
- the Business Manager of the school (Responsible Person: non-voting), and
- the Board Administrator (Responsible Person: non-voting)

Recruitment

Interested persons must 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 and the Board will consider the balance of skills, experience and personal attributes when advising the membership at an AGM upon new and re-elected Directors.

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.

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

New directors to the Board shall be appointed for one year initially. At the end of this time, they may be reappointed for a further one or two years with a total of three years. Directors may be eligible for reappointment beyond this. At each annual general meeting, at least one-quarter of the Directors must retire from office. All Directors must retire from office at least once every three years.

Those appointed to fill a vacancy, must serve the term until the following Annual General Meeting. Directors standing down at the AGM are eligible to stand for re-election, unless they have been a Director for nine consecutive years (Constitution, Clause 27.7, p. 17, Attachment 1) but a two-thirds majority can waive that requirement. Where Directors are being re-elected they will serve a term of two or three years.

Induction

All new directors will be required to undertake induction training required under the Education Act, the NES Act, the ACNC Act, the Corporations Act or any other legislation. This involves learning about the requirements of a 'Responsible Person', receiving information about the school, the Board, relevant documentation, as well as signing a Deed of Confidentiality. **(See Appendix G: Board Member Induction Checklist on p. 84,).** New directors must also complete the AIS Introduction to Governance online modules prior to taking up their role, or within three months of becoming a Director. The school will maintain a register of the induction process **(Appendix P Induction of Responsible Persons Register on p.93)** with each entry into the register being retained from the date of entry for a minimum period of seven (7) years before archiving or disposing.

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/or education, delivered by a NES Act approved training provider.

All Board members are required to engage in professional learning in Governance. The requirement for professional learning is **12 hours over 3 years**, by NES Act approved authorities. All learning will be recorded in the **Board Professional Learning Register (Appendix J: p. 87)** and such records and each entry into the register will be retained from the date of entry for a minimum period of seven (7) years before archiving or disposing. The Register will include NES Act 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 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;
- i) Able to use change as a catalyst of new opportunities rather than 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, and
- l) Able to focus on vision and outcomes rather than programs and actions.

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, and
- r) Holds a current Working with Children Check.

GOVERNANCE MANUAL

BOARD MEETING AND REPORT CALENDAR

	Mon	Tue	Wed	Thu	Fri
Week 1					
Week 2	Mandated groups meet				
Week 3	Mandated Groups meet				Mandated Groups send reports sent to Board Secretary who distributes to Directors Board Agenda Issued
Week 4				Board Meeting Conducted	
Week 5					
Week 6	Mandated groups meet			Board Minutes Issued	
Week 7	Mandated groups meet				Mandated Groups send reports sent to Board Secretary who distributes to Directors Board Agenda Issued
Week 8				Board Meeting Conducted	
Week 9					
Week 10				Board Minutes Issued	

GOVERNANCE MANUAL

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 Schedule on previous page</i>)												
2. Strategy Formulation												
Strategic planning workshop	Once per year – date TBA by Board											
Review/Approve Strategic plan	Once per year – date TBA by Board - Approved at Board meeting											
Review/Approve Master plan	Once every 2-3 years – Approved at Board meeting											
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					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 – as per MEA's		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 Z Delegations Register on p.110</i>)					X							
7. School Governance												
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											
8. Parent/Guardian Communication												
Approval of AGM Notice and documentation				X								
Other key stakeholder events												
• Parent survey							X				X	
• Bulletin note news – after each Board meeting		X	X		X	X		X	X		X	X
• Notification of AGM incl. info on process of Nomination to Board and Membership of Company		X	X	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 Constitution with ASIC 30/6/2019	
		AGM	BM/Board		AGM held 30/5/2019	
Constitution	Memo and articles	Full compliance (esp. Board and members)	Board	New Constitution May 2017 Amended April 2019	Compliance Reviewed Filed with ACNC 30/6/2019	
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
	Financial Accountability	AISNSW	Business Manager/ Auditor
March	PAYG	Australian Taxation Office	Business Manager
	Annual Report - Educational & Financial reporting	RANGS & upload to School website	Education Manager
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	Education Manager
	PAYG	Australian Taxation Office	Business Manager
	Change of Directors	ASIC/ACNC	Business Manager
June	Financial Questionnaire	DET	Business Manager
	Financial & Board update	ACNC	Business Manager
	Annual Report	RANGS, My School, DET	Business Manager Education Manager
	PAYG	Australian Taxation Office	Business Manager
July	Financial Acquittal Certificate 31/7	NSW DET	Business Manager
	Accountability Certificate	NSW DET	Business Manager
	Attendance - Semester 1	DET, My School website	Education Manager
	BAS & PAYG	Australian Taxation Office	Business Manager

EXTERNAL REPORTING REQUIREMENTS (cont.)

Month	Report Name	Report To	Person/s Responsible
August	Census	NSW & Commonwealth DET	Business Manager
	PAYG	Australian Taxation Office	Business Manager
September	PAYG	Australian Taxation Office	Business Manager
October	Attendance Term 3	DET, My School website	Education Manager
	BAS & PAYG	Australian Taxation Office	Business Manager
November	PAYG	Australian Taxation Office	Business Manager
December	PAYG	Australian Taxation Office	Business Manager
As required	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 (GLaM)	Board	Twice per term at Board meetings
Communication Report	Exit surveys (students & parents). Complaints/grievances pointing to systemic issues	Education Manager	Board	As required
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. 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 + GLaM)	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/Finance Group/CoT	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"> GLaM Employment MPG WH&S P&F EAG Public Relations RAP 	Issues, actions, risks, 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

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 plan has been updated to comply with NESA requirements.

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 as required in line with legislation;
- c) Governance Resource Manual updated in line with the requirements of the NSW Education Standards Authority (NESA) the amended constitution, and College Manual;
- d) Position descriptions for all roles on the Board, and
- 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, legislative compliance, financial viability and risk.

- a) Confirm and support 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) Ensure external independent attestation audit of Annual Financial Statements;
- i) Create a policy development plan, the policy schedule as well as storage and approval and version control;
- j) Develop a Risk Management Strategy for all aspects of the business of the school;
- k) Oversee the work of the Finance Group in relation to all aspects of Financial Risk;
- l) Develop Financial Management Policies: Fee Payment policy, Scholarships Policy, Hire of Premises Policy, School Equipment Hire Policy,
- m) Develop Educational Management policies: Extended Leave or Withdrawal of Children policy, Equitable Access policy, and
- n) Ensure duties of disclosure to NESA are reported within fourteen (14) working days of a formal notification of an alleged breach of specified legislation. (See **Appendix DD: Notification of Matters to NESA, p127**)

DIMENSION 3 - MEMBERSHIP

STANDARD

The School Board has established thorough processes to attract the most capable and appropriate people for 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, and
- 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 CC: Consensus Decision-Making on p. 121.**
- 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, and
- 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) Document management procedures for Board papers;
- b) The Board charter;
- c) A mission and values statement;
- d) An Annual Forward Agenda (road map for major Board agenda items);
- e) A template for proposals for decisions;
- f) A format for the Education Manager's report;
- g) Letters of appointment for Board members;
- h) Mandates/health checks of Mandated Groups;
- i) An Annual Board Mandated Groups Reports, and
- j) An Annual Board Report.

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 NSW Education Standards Authority (NESA) 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, and
- 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 (See College Manual, Attachment 2);
- 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', and
- 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 and as such must be a fit and proper person. (See Constitution, Section 26, p. 15, Attachment 1)

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. 86)*.

4. Policy – General

At the beginning of each school year each responsible person for the School must sign the following fit and proper person declaration (**Appendix E: Directors' Declaration p.72**):

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 have never been convicted of an offence against a law of an Australian state or territory or the Commonwealth of Australia;
- (ii) I have never become bankrupt, insolvent or placed under external administration;
- (iii) I have never been convicted of, or charged with, an offence, including an offence in relation to children, dishonesty or violence;
- (iv) I have never been determined not to be a fit and proper person as prescribed under any law of an Australian state or territory or the Australian Commonwealth;
- (v) I have never engaged in a deliberate pattern of immoral or unethical behavior, and
- (vi) I have never been a Responsible Person for a non-government school or proposed non- government school where registration was refused or cancelled.

A copy of each *Responsible Persons Declaration* must be retained for a period of seven (7) years after ceasing to be 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*.

6. Notification to the NSW Education Standards Authority

- a) The Chair of the Board will notify the NSW Education Standards Authority, (NESA) of any breaches.
- b) The Chair is responsible for notifying NESA 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, and
- 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 NESA 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 Resource 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) Exercise independent judgement and 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, and
- o) abide by the mission, values, 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, and
- 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. 42.

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, and
- 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 directors

It is preferred that School Board directors 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.

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 director consider that they have a conflict with another School Board director/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, and
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 School'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 or authorities. See Appendix DD, Notification of Matters to NESAs, p. 117

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 senior management or Board Directors are likely to be advanced through their role, activity or access to information as senior management or Board Director.

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 directors of the Board and other Responsible Persons 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, and
- 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: ICAC³)

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) Disclosure Statements will be used by the [Board Secretary/Business Manager] to update the Register of Interests (Appendix Q p. 94). This Register will formally be tabled at every Board meeting. The School will ensure that declarations of conflict of interest are retained for at least seven years. 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, and
- f) Record any conflict of interest in the meeting minutes and/or the Board report

³ 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.90; Appendix N: Related Party Transaction Form on p.91; Appendix O: Related Party Transaction Register on p. 92)*

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 **(See Appendix L: Register of Pecuniary Interest on p. 89)**. A copy of the form, **Form for Register for Pecuniary Interests (See Appendix K on p. 88)** 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'** **(See Appendix N on p. 91)** is to be completed and signed by the staff member who makes the decision to engage or purchase from staff, volunteers or Board Directors **immediately the business transaction is entered into** involving staff, volunteers or Board Directors (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, and.
- f) Date of decision.

Name, title and signature of person making the decision to enter into a Related Party Transaction needs to be recorded.

The Board will ensure that there is:

- a) an external audit of the school's register of all related party transactions on an annual basis;
- b) a record of each external audit report of the register of all related party transactions on and from 1 September 2014 and retain such records for a period of seven (7) years before archiving, and
- c) notification of NESAs if the contract or arrangement with the school's external auditor is terminated by the school or external auditor prior to the expiry of the term of the contract or arrangement and the reason(s) for that termination.

INDUCTION OF NEW DIRECTORS

Induction is conducted for new Directors and other Responsible Persons to better understand and more effectively discharge their proper governance responsibilities.

Mumbulla School has in place, and implements, policies and procedures for the induction of new 'responsible persons' with specific reference to:

1. at a minimum, the mandatory successful completion of a NESA approved training program by a NESA approved training provider in relation to proper governance prior to taking up the role of 'Responsible Person' or within three months of becoming a 'responsible person' for the school;
2. a school-based induction program to provide each new 'Responsible Person' with a copy of, or on-line access to, the following documents:
 - a) all the school's documents, policies and procedures specified in the Governance Resource Manual and any other key policy documents for the school;
 - b) the school's most recent audited financial statements, and
 - c) recent minutes of meetings of the school's 'responsible persons';
3. maintaining evidence that each new 'Responsible Person' has received a copy of all of the documents specified above, and
4. maintaining a register of the induction process identifying the following details for each new 'Responsible Person':
 - name
 - date of becoming a 'Responsible Person' for the school
 - position of responsibility
 - details of any qualifications and/or experience relevant to the particular position of responsibility
 - details of the successful completion of a NESA approved training program in relation to proper governance (date(s), provider, nature of training)
 - retaining the register of induction on and from 1 September 2014 and retaining each entry into the register from the date of entry for a minimum period of seven (7) years before archiving or disposing.

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 and/or Board Administrator within 7 days of the Board meeting;
- b. Agendas are to be sent to all persons attending a Board meeting at least 6 days prior to the Board meeting, and
- c. Minutes are to be distributed to relevant persons within 14 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 Board Administrator after amendments have been completed;
- b) The final hard copy of the minutes are to be kept on file by the Board Administrator 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 Board Administrator;
- d) Correspondence in/out - hard copies of all tabled Board correspondence are to be kept in a file by Board Administrator, and
- e) Soft copies of all tabled Board correspondence out are to be kept on file by the Board Administrator or by the author.

3. Maintenance of Records

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.

4. Mumbulla School will notify NESA, within timeframes specified in the Manual, in relation to responsibilities under the Education Act including alleged breaches of the following legislation:

- Ombudsman Act 1974;
- Child Protection Working With Children Act 2012;
- Teacher Accreditation Act 2004;
- Disability Discrimination Act 1992;
- Work Health and Safety Act 2011;
- Environmental Planning Assessment Act 1979;
- Food Act 2003;

- Explosives Act 2003;
- Building Code of Australia;
- Relevant changes to the management and operation of the school;
- Relevant changes to staffing of the school;
- Relevant changes to the curriculum, and
- Relevant changes to premises and buildings.

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 and
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 policies, processes and people simply for the sake of compliance, but as one method of evaluating improvement in its processes, effective governance, 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 V: Board Evaluation – termly on p.102; Appendix W: Board Performance Evaluation – Annual on p. 103; Appendix X: Director Performance Evaluation Form on p. 106; Appendix Y: Chairperson Evaluation form on p. 108.)

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) Approval of the personnel on the Group taking into account necessary skills, experience and personal qualities;
- d) The protocols for meetings including frequency of meeting, the power to call a meeting and the requirement for formal minutes;
- e) 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;
- f) The Mandated Group's reporting requirements, and
- g) 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, and
- f) Mandated Groups will review their Mandate and their area of risk management annually at the AGM along with carrying out a Health Check on the Group and reporting back to the Board at the AGM.

MANDATED GROUPS OF THE BOARD – MANDATES

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

WHS group oversees WHS laws and regulations to create a safe work environment for students, employees, the school and wider community. Thereby aiming to prevent unnecessary costs and damage to the School caused by injury and illness.

Under WHS legislation we are obliged to provide:

- safe working and learning environments and facilities
- safe equipment and materials
- safe systems of work, including information, instruction, training and supervision

In order to do this, we will:

- Oversee adherence to WHS requirements specific to education facilities, including identifying and assessing risks and setting priorities for hazard removal and minimization.
- Co-ordinate the provision of information, education and training necessary to ensure a safe and healthy school environment.
- Consult with Staff and Building & Grounds in relation to risk management & informing relevant areas of the school if action needs to be taken.
- Incorporate safety management into daily operations, e.g. carry out regular safety inspections and implement and monitor the school's online Hazard Identification & Reduction system, review incident/accident reports regularly and investigate incidents/ accidents & report at meetings and when required.
- Establish & implement an annual WHS plan. Ensure all mandated groups are aware of their responsibilities in relation to WHS.
- 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.

The Finance Group is to be composed minimally of the Business Manager, one teacher, the Finance Officer and a parent. One of the above must also be a director. Other suitably skilled people can be part of the FG and may include parents or ex parents and people from the wider community. The Board will be informed of changes to the membership of the group and will give its approval or otherwise. All meetings from which recommendations are made to the Board must be attended by a quorum of three. All decisions must be unanimous by the three people present.

The Group will undertake the following:

1. Regularly review operating and capital financial performance and progress against the budget, for accuracy, thoroughness and appropriateness and report back to Board.

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 minimizes 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. Ensure finance Staff are satisfied that all fiduciary needs of the school are met and that they report regularly to the Finance Group and Board, including that the external auditors report inadequate controls or systems in the annual report.
6. Ensure the financial reports provided are meeting requirements for strong decision making in accordance with the timetable in the Governance Manual.
7. Ensure financial management systems are adequate and take action where recommended.
8. 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.
9. 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.
10. Where required, assist in the review and/or completion of school tenders and contracts.
11. Oversee the fee collection process and assist the Business Manager and Board in awarding Fee Relief/Bursaries.
12. Oversee an annual review of all insurance arrangements.
13. Oversee the monitoring of control processes.
14. Review financial, accounting and reporting policies.
15. Recommend the appointment and remuneration of the external auditors.
16. Follow up the implementation of auditor's recommendations.

- **Employment Group, mandated to:**

1. Develop and review policy and procedures for, and make recommendations to, the Board of Directors on employment matters including, but not limited to, recruitment, dismissal and changes to employment conditions.
2. Ensure that policies and procedures as they relate to employment matters are adhered to, including having fair and equitable employment practices
3. Act as support for the Human Resource Officer, Business and Education Managers if issues arise in regard to employment and bring these to the Board of Directors' attention if necessary.
4. Oversee the appraisal process of both the Business Manager and, in collaboration with the College of Teachers and the Education Manager.
5. In consultation with HR and College nominated representative/s, will evaluate the efficacy of the current educational leadership model biennially. This evaluation may include:
 - a. Education Manager appraisal and self-reflection
 - b. Business Manager appraisal and self-reflection
 - c. College Chair appraisal and self-reflection
 - d. College Observations and Feedback
 - e. Board Observations and Feedback
6. Ensure HR Officer keeps HR records accurate and up to date by way of receiving regular reports to Employment Group. This is reported to Board.
7. Ensure compliance of MEA, with ongoing training of HR Officer provided as needed.,
8. Ensure that appropriate education of staff about implications of MEA takes place resulting in informed employee choices.

9. Ensure College reviews and promotes school based professional learning, ongoing mentoring and peer observations.
10. Review and regularly forecast staffing models that promote and aid succession planning to ensure employment stability
11. Ensure that resources for identified employee needs are approved by Board annually in the budget.

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

1. Oversee the development and implementation of Mumbulla School's Master Plan, including Landscaping.
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 and land purchases in the context of the Master Plan Report and the Strategic Plan. Raise planning concepts and issues with Board, College of Teachers and Management.
4. Develop and Research options for design briefs, architectural tenders and building tenders.
5. Liaise with and support Business Manager regarding planning, process, costings, funding.
6. Liaise with Buildings & Grounds through Business Manager's participation/supervision in the MPG Group and Facility Management area including the care of older buildings and management of infrastructure for obsolescence.
7. Communicate with College of Teachers when needed, and keep College informed about projects and concepts.
8. Regularly communicate with and report to the Board on projects, progress, timelines and costings.
9. Communicate plans and ideas to school community when needed, via the School Bulletin and at events.
10. Review this Mandate annually and update as required.

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

1. Consider and suggest improvements to Board governance and meeting procedures.
2. Assist the Board with visioning and strategic planning by organising the Strategic Plan review and implementation process.
3. Circulate and review the school's annual parent survey, making recommendations to Board and relevant Mandated groups to ensure the school's vision is in line with the parent body.
4. Assist the Board to be clear about its role, including coordination of:
 - a. a Board study/education program – including mandatory governance training, financial training, and Child Safe training.
 - b. development and review of key documents that guide the work of the Board (eg. Compliance Register, Delegations Register, Constitution, Governance Manual)
 - c. Board review
5. Consider and suggest improvements to Board structure including mandated groups.
6. Conduct an annual survey of Directors to ensure each one feels competent to fulfil their fiduciary responsibilities.
7. Ensure that the structure of the school is contained within the Governance Manual and updated as required.
8. Ensure mandates, area of school risk and Health Checks for all mandated groups are reviewed at AGM.
9. Review and update the Constitution as needed. Ensure the Governance and College Manuals reflect the Constitution.

10. Oversee Risk Management for Broader School Risks in conjunction with the Management team, including identification and management of broader school risks, ensuring legal compliance, maintaining a Conflict of Interest register, and organise induction of new Board members. Ensure Risk Management strategies are reviewed at each AGM.
 11. Liaise with Chair of the Board on issues relating to the Chair's position and key tasks. Conduct and analyse Board director evaluations annually. Prepare a skills audit of directors to determine needs when recruiting new directors.
 12. Report to the Board regularly.
- **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 continue to explore ways of raising money to fund the Scholarship fund.
 3. The Equitable Access group will act as a committee to manage this Public Fund including determining eligibility of recipients.
 - a. For the purpose of managing the Public Fund, the majority of members of this committee must have a degree of responsibility to the general community and are able to provide evidence of this, including signing the Responsible Persons form (*Governance Manual (p.33) "Responsible Persons policy" and Appendix E: Director's Declaration*)
 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.
 - **Parents & Friends (P&F), mandated to:**

The P&F will:

Fundraise

 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;

Assist Parent Communication

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

Care and Consideration of Larger Issues

 1. Maintain an awareness of the larger external issues that are relevant to the parents of Mumbulla School and where possible take an active role.
 - **The Reconciliation Action Plan ("RAP") Group**, in consultation with staff and the school community will develop, review, and update our school's Reconciliation Action Plan (RAP) annually. A RAP includes our school's Vision for Reconciliation and practical actions that will drive Mumbulla School's contribution to reconciliation, both within the School, and between the School and First Nations Peoples.

The RAP Group is responsible for:

 2. Maintaining a RAP ("Our RAP"), that:

- a. fosters a growing level of knowledge, connection to and respect for First Nations People's history, culture and contribution
 - b. fits with and informs the curriculum, ethos and practices of Mumbulla School, overseen by the College of Teacher and Board of Directors
 - c. is endorsed by the Board of Directors of Mumbulla School; and
 - d. is endorsed by Reconciliation Australia.
3. Encouraging teachers to implement reconciliation actions in the classroom, in accordance with our RAP, to strengthen children and staff knowledge and understanding of First Nations People's history, culture, and contribution.
 4. Ensuring that teachers, staff, and the school community are supported to find suitable resources through a variety of sources including but not limited to, the Narragunnawali Reconciliation in Education online platform, programs and guidelines and Steiner Education Australia's RAP initiatives.

The RAP Group will:

- Consist of members of school staff, Board of Directors, College representatives, and First Nations Peoples from the parent body and wider local community
- Have regular meetings twice per term before Board meetings or as needed
- Report to the Board of Directors regularly at meetings or at other times as needed
- Review its mandate annually and report to the Board at the AGM.

RISK, COMPLIANCE AND AUDIT

1. The following 9 tasks are allocated to Board and Mandated Groups as follows:

2. **Responsibilities**

1. *Examine the effectiveness of the Finance Group:* Board;
2. *Assess the adequacy of management reporting* through the Finance Group, Business Manager and GLaM with Board overseeing;
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:* Business Manager with Management Team overseeing, and
9. *Review the School's compliance with the law:* Management Team reporting to the Board.

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.

See Delegations Register Appendix Z, p. 110.

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, and

- 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, and
- 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, and
- 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 NESA;
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 must have policy and procedures for notifying NESA if the contract or arrangement with the school's external auditor is terminated by the school or external auditor prior to the expiry of the term of the contract or arrangement and the reason(s) for that termination.

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 BB: Grievance Resolution Policy on p. 115*)

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, and
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	Brief Description of amendments
1.00	March 2016	Board	New Document
2.00	November 2017	GLaM and Board	Updated
3.00	November 2019	GLaM and Board	Updated Appendices to reflect Constitutional amendments. Added Constitution and College Manual as Attachments. Reviewed generally.
4.00	June 2022	Management / GLaM	Ratified Mandates updated

Appendices



APPENDIX A: BOARD OF DIRECTORS NOMINATION FORM

DIRECTOR NOMINATION FORM

I *[name of Member of Mumbulla School for Rudolf Steiner Education Ltd]*

nominate

..... *[Name of Candidate]*

for appointment to the Board of the School

Signed: Dated

I *[name of Member of Mumbulla School for Rudolf Steiner Education Ltd]*

nominate

..... *[Name of Candidate]*

for appointment to the Board of the School

Signed: Dated

APPENDIX B: DIRECTOR CONSENT FORM



CONSENT TO BE APPOINTED OR RE-APPOINTED AS A DIRECTORⁱ

I, <i>Full name</i>
of <i>Residential address</i>
<p>consentⁱⁱ to being appointed/re-appointed as a Director of the Mumbulla School for Rudolf Steiner Education Ltd [the School].ⁱⁱⁱ</p> <p>2. I have read the School's Constitution and Governance Manual and I understand the role and responsibilities of a Director.</p> <p>3. I am a Member^{iv} of the School.</p> <p>4. I am <i>[strike out the two which are inapplicable]</i></p> <p style="padding-left: 40px;">A parent or guardian of a student enrolled at the School and I am not a member of School staff</p> <p style="padding-left: 40px;">A member of the Education Committee</p> <p style="padding-left: 40px;">Neither of the above.^v</p> <p>5. I am aware that before I can be appointed or re-appointed as a Director:</p> <p style="padding-left: 40px;">(a) I must provide a Fit and Proper Statutory Declaration to the Board; and</p> <p style="padding-left: 40px;">(b) The Board must decide that I am fit and proper to be appointed or re-appointed.^{vi}</p> <p>6. I undertake to:^{vii}</p> <p style="padding-left: 40px;">(a) undertake any training required under the Education Act, the NES Act, the ACNC Act, the Corporations Act or any other legislation;^{viii}</p> <p style="padding-left: 40px;">(b) undertake any other training reasonably required by the Board from time to time;^{ix}</p> <p style="padding-left: 40px;">(c) notify the Board immediately if I have become ineligible to be a Director;^x</p> <p style="padding-left: 40px;">(d) notify the Board immediately of any circumstance which;</p> <p style="padding-left: 80px;">(i) affects, or which may affect, whether I am fit and proper to be a Director; or</p> <p style="padding-left: 80px;">(ii) has caused, or which may have caused, my Directorship to cease in accordance with Clause 29 of the Constitution.^{xi}</p> <p style="padding-left: 40px;">(e) provide to the Board annually and whenever else reasonably requested by the Board to do so a Fit and Proper person statutory declaration.^{xii}</p> <p>7. I undertake to act in accordance with the School's code of conduct for responsible persons.^{xiii}</p> <p>8. I understand that as a Director of the School I will be in a fiduciary position.^{xiv}</p>

<p>9. I will comply with the School's confidentiality policy and I will, if appointed/re-appointed execute a confidentiality Deed.^{xv}</p>
<p>10. I have read the School's policy on conflict of interest and I declare: <i>[strike out whichever is/are inapplicable]</i></p> <p style="margin-left: 40px;">I have no conflicts of interest</p> <p style="margin-left: 40px;">[Or]</p> <p style="margin-left: 40px;">I have</p> <p style="margin-left: 80px;">An actual conflict</p> <p style="margin-left: 80px;">A perceived conflict</p> <p style="margin-left: 80px;">A potential conflict</p>
<p>11. I provide with this consent a written statement detailing each actual/perceived/potential conflict.^{xvi} <i>[Strike out if inapplicable]</i></p> <p><i>[The statement may be provided in a sealed confidential envelope marked confidential for the Chair/Deputy Chair.]</i></p>
<p>12. I undertake that while I am Director if I have an actual/perceived/potential conflict in relation to any item on the agenda of a Board meeting I will raise the conflict and I will cooperate with the Board to manage the conflict.^{xvii}</p>
<p>13. I undertake that, while I am a Director:</p> <p style="margin-left: 40px;">(a) I will make an annual declaration about whether or not I have any actual, perceived or potential conflict;</p> <p style="margin-left: 40px;">(b) if I do have a conflict I will provide a statement explaining the conflict;</p> <p style="margin-left: 40px;">(c) I will cooperate with the Board to manage the conflict.^{xviii}</p>

[signed]

[date]

NOTES

ⁱ This Form has been prepared to take into account requirements as at 1 June 2019 under the *Corporations Act 2001* (Cth), the *Education Act 1900* (NSW), NESA standards under the *Education Act*, the *Australian Charities and Not-for-profits Commission Act 2012* (Cth), ACNC Governance Standards, the School Constitution and the School's Governance Manual.

ⁱⁱ Under Clause 26.3(c) of the Constitution a person can only be appointed or re-appointed as Director if they have consented in writing to be a Director. This Form meets that requirement.

The Constitution also requires that the candidate for appointment to the Board be nominated in writing by two Members. A separate Form suitable for the nomination is available.

ⁱⁱⁱ Under the Constitution there are three ways in which a Member can be appointed or re-appointed as a Director:

by the Members in a General Meeting under clause 27.11(a) or clause 27.11(d)

by the Board to fill a casual vacancy under clause 30.1.

by the Board under clause 27.2(c).

^{iv} Under clause 26.3(a) of the Constitution only a Member of the School can be appointed or re-appointed as a Director.

Applications to become a Member of the Company must be made in accordance with Clause 7 of the Constitution. *(The Form for applications for membership of the Company is currently under review.)*

^v This information is needed because under Clause 27.2 of the Constitution there is a general requirement that there be equal numbers of Directors who are:

persons who are parents or guardians of a student enrolled at the School and who are not members of the School staff (**parent/guardian Directors**); and

persons who are members of the Education Committee (**Teacher Directors**).

Clause 30.2 of the Constitution requires the requirement of equality of numbers to be maintained for appointments to fill casual vacancies.

The Board's power under Clause 27.2(c) to appoint extra members of the Board to serve until the next General Meeting is not subject to the equality requirement.

^{vi} Under NESA standard 3.9.1 issued by the NSW Education Standards Authority the School must ensure that Directors are fit and proper persons and that no-one commence in a position as a Director unless they have first submitted a fit and proper Statutory Declaration.

Under Clause 26.4 of the Constitution a person is not eligible to be appointed for the first time as a Director unless they have provided a fit and proper person statutory declaration and the Board has decided that the person is a fit and proper person to be appointed to the Board.

Under Clause 26.5 of the Constitution a person is not eligible to be re-appointed as a Director unless they have provided a statutory declaration which either confirms that there has not been any change in their circumstances or detailing any change and the Board has decided that the person is a fit and proper person to be appointed to the Board.

Forms suitable to meet those Statutory Declaration requirements are available.

^{vii} Under Clause 26.3(d) of the Constitution no person can be appointed or re-appointed as a Director unless they have first provided an undertaking in the terms of this clause of the Form.

^{viii} Under NESA standard 3.9.3 the School must have in place policies and procedures for induction of new Directors and for ongoing professional learning for all Directors. More information about training is set out in the Governance Manual. There are currently no training requirements under other legislation.

^{ix} The standards under NESA standard 3.9.3 are minimum requirements. From time to time the Board may determine that other training requirements are also appropriate.

^x If the candidate has become ineligible to be a Director after lodging this consent Form but before the candidate has been appointed or re-appointed it is important that the Board is informed so that it can ensure that the process for appointment or re-appointment does not go ahead.

If a person has become ineligible to be Director after being appointed or re-appointed, then the person may have ceased to be a Director in accordance with Clause 29 of the Constitution. The Board needs to be aware of the change in circumstances so it can take appropriate action.

^{xi} See note x. The School wants the Board to be notified as soon as possible of these matters so that there can be appropriate response and management.

Under NESA Standard 3.9.5 the Board and the individual Director concerned are generally required to notify NESA as soon as practicable if the Director may no longer be a fit and proper person. Under NESA Standard 3.9.5 there are obligations on a Director affected to notify at least one other responsible person in relation to specific matters which may be relevant to whether they are fit and proper.

^{xii} Under NESA Standard 3.9.1 the School must obtain a Fit and Proper person Statutory Declaration from each Director at least annually. The School may also need to request Statutory Declarations at other times to obtain reassurance that the Director is still a fit and proper person.

^{xiii} Under NESA Standard 3.9.3.1 the School must have in place a Code of Conduct for Directors and other responsible persons. The School has a Code of Conduct in its Governance Manual.

^{xiv} Under ACNC Governance Standard 5, the School must ensure that its Directors conduct themselves on the basis that they are in a fiduciary relationship with the School and must ensure that its Directors must meet minimum standards consistent with that fiduciary relationship. Under NESA Standard 3.9.3.2 and 3.9.3.3 the School and Directors as “responsible persons” have specific obligations in relation to declaration, management and recording of conflict situations.

^{xv} Directors have access to a range of confidential information including commercially sensitive information about the running of the School. The School and Directors also have privacy law obligations in relation to personal information of persons associated with or previously associated with the School. The current approved form of the Confidentiality Deed is in Appendix D of the Governance Manual.

^{xvi} The current approved form of Conflict Declaration is in Appendix Q to the Governance Manual.

^{xvii} NESA Standard 3.9.3.2 suggests that the appropriate management of a conflict could be for a Director to absent themselves from participating in any associated decision-making or advisory role.

^{xviii} NESA Standard 3.9.3.2 requires the School to obtain annual declarations in relation to Conflict of Interest from each Director and to have processes for managing any conflicts.

APPENDIX C: BOARD DIRECTOR 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

CONFIDENTIALITY DEED MADE

BETWEEN:.....[name]/(the Director)

AND: **Mumbulla School for Rudolf Steiner
Education Limited ACN 003 437 081
(the School)**

BACKGROUND:

A. The Director has fiduciary obligations in relation to the disclosure of confidential information received by the Director in that capacity including information relating to:

- a. Technical and business aspects of the School's operations;
- b. Existing and/or contemplated services, income, costs, surplus and margins;
- c. Finances and financial projections;
- d. Clients, schools, business partnerships and/or alignments;
- e. Marketing and Development plans and projections;
- f. Current or future School business and facility plans and models.

regardless of whether the information was expressly stated to be "Confidential Information".

B. The School and the Director also have obligations under Privacy legislation in relation to the personal information of past, present and future Staff, parents/guardians, students.

C. The Director has undertaken to comply with the School's confidentiality policies.

D. When consenting to be appointed/re-appointed to the Board, the Director agreed to enter into a Confidentiality Deed.

The parties agree as follows:

1. This Deed commences on the day when both parties have executed the Deed.
2. The Director agrees that during and after their term as a Director they will:
 - (a) use Confidential information obtained in their position as a Director solely for the purpose of performing the Director's role as a member of the Board of the School;
 - (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) which the Director is required by law to disclose.
- (c) immediately notify the School of any suspected or actual unauthorised use, copying or disclosure of Confidential Information.
- (d) 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.
- (e) indemnify the School for any loss or liability caused by a breach by the Director of this Deed.

Executed as a Deed:

.....
(signed by Director)

.....
(signed by Witness)

.....
(Print Director's Name)

.....
(Print Witness's Name)

Date

Executed by)
Mumbulla School for)
Rudolf Steiner Education Limited)
ACN 003 437 081 in accordance)
with section 127 of the)
Corporations Act 2001 (Cth))

.....
(Signed by Director or Secretary)

.....
(Print Director/Secretary's name)

(Signed by Director)

.....
(Print Director's name)

Date.....

NOTES ON CONFIDENTIALITY DEED FORM

1. The Deed should be prepared in duplicate. The Director who is the party to the Deed should sign both copies before a witness and deliver both signed and witnessed copies to the Company Secretary. Once both copies have been signed on behalf of the Company, one copy should be returned to the Director and the other copy retained by the School.

2. Any adult person can witness the Director's signing of the Deed except other parties to the Deed. Accordingly, the persons who are executing the Deed on behalf of the School should not witness the Director's signing of the Deed.

APPENDIX E: DIRECTOR STATUTORY DECLARATION

Director “fit and proper person” Statutory Declarationⁱ made under *Oaths Act 1900* (NSW)ⁱⁱ

I, , of
[name of declarant] [residence]

do hereby solemnly declare and affirm that:

1. I am a Member of the Mumbulla School for Rudolf Steiner Education Ltd (the School) and I am a Director/seeking to be appointed as a Director for the first time/seeking to be re-appointed as a Director. (strike out any which are inapplicable)
2. I understand that:
 - (a) The School is a Company Limited by Guarantee and is subject to provisions of the *Corporations Act 2001* (Cth) relating to disqualification of persons from being in management positions.ⁱⁱⁱ
 - (b) I am required by the standards in force under the *Education Act 1900* (NSW) to sign a fit and proper person statutory declaration prior to commencing as a “responsible person” for the School and at least on an annual basis while I continue to be a “responsible person”.^{iv}
 - (c) To meet the requirements of Governance Standard 4 under the *Australian Charities and Not-for-profits Commission Act 2012* (Cth) the School requires each person considering becoming a Director to make a declaration which confirms that:
 - (i) the person is not disqualified from managing a corporation by the Corporations Act; and
 - (ii) the person has not been disqualified by the Australian Charities and Not-for-profits Commissioner from being a “responsible entity” of a “registered entity”.^v
 - (d) The School needs confirmation that:
 - (i) persons seeking to be appointed as Directors are fit and proper; and
 - (ii) persons who are Directors continue to be fit and proper to be Directors supporting and advancing the Objects of the School as set out in the School’s Constitution.^{vi}
 - (e) [To be struck out until and unless proposed May 2019 amendments are in effect] Under the School’s Constitution I am not eligible to be appointed as a Director unless I have completed and submitted this Statutory Declaration and the Board has determined that I am a fit and proper person to be appointed to the Board.

- (f) *[To be struck out until and unless proposed May 2019 amendments are in effect]* Under the Constitution the Board may from time to time as a Director request me to provide a fit and proper person Statutory Declaration.
3. *[strike out if not applicable]* I attach a statement of the extent to which any information provided with this Statutory Declaration is sensitive and which I ask be kept confidential to the extent possible.
4. However, I understand that to ensure compliance with the requirements of relevant legislation and standards and for reasons of good governance, there may need to be disclosure of some or all the contents of this Statutory Declaration and I consent to disclosure to persons and entities with a legitimate interest in the governance of the School including:
- (a) The Australian Securities and Investment Commission (**ASIC**)
 - (b) The NSW Education Standards Authority (**NESA**)
 - (c) The Australian National Charities and Not-for-profits Commission (**ACNC**)
 - (d) Board Members
 - (e) The Secretary
 - (f) School management
 - (g) Members of the School entitled to vote at a General Meeting.
5. I am aware of, and support, the Objects of the School as set out in the Constitution.^{vii}
6. I attach a statement of my experience and expertise relevant to my ability to contribute to the governance of the School.^{viii}
7. I am not disqualified under the Corporations Act from managing a Corporation.^{ix}
8. I am not now, and I have not in the last 12 months been, disqualified by the Australian Charities and Not-for-profits Commissioner, from being a Director or other "responsible entity" of an entity registered under the *Australian Charities and Not-for-profits Commission Act 2012*.^x
9. I have: *[Strike out any sub-clause which is not correct for your circumstances and provide the statement referred to in clause 11 in relation to each deleted subclause.]*
- (a) never been convicted of an offence against a law of an Australian State, Territory or the Commonwealth of Australia;
 - (b) never been bankrupt or subject to a personal insolvency agreement or associated with an organisation subject to external administration;
 - (c) never been convicted of, or charged with, an offence, including an offence in relation to children, dishonesty or violence;
 - (d) never been determined not to be a fit and proper person under any law of an Australian State or Territory or Commonwealth of Australia;

- (e) never engaged in a deliberate pattern of immoral or unethical behaviour within the meaning of the NESA standards applicable under the Education Act
 - (f) been a responsible person for a non-government school or proposed non-government school where registration was refused or cancelled.^{xi}
10. *[Strike out if not applicable]* For each subclause in Clause 10 which does not apply to my circumstances I attach a statement which:
- (a) provides details about why I was not able to make that declaration in terms of that subclause; and
 - (b) sets out why I believe that despite that aspect of my personal history and circumstances I am a fit and proper person to be a Director.^{xii}
11. I undertake to notify the Board immediately if there is any change in my circumstances, including a change in any of the matters stated in clauses 7, 8, 9 and 10 which:
- (a) affects or which may affect whether or not I am a fit and proper person to be a Director; or
 - (b) has caused or which may have caused my Directorship to cease under Clause 29 of the Constitution.^{xiii}

And I make this solemn declaration, as to the matter (or matters) aforesaid, according to the law in this behalf made – and subject to the punishment by law provided for any wilfully false statement in any such declaration.

Declared at: on
[place] [date]

.....
[signature of declarant]

in the presence of an authorised witness,^{xiv} who states:

I, a
[name of authorised witness] [qualification of authorised witness]

certify the following matters concerning the making of this statutory declaration by the person who made it: *[* please cross out any text that does not apply]*

1. *I saw the face of the person OR *I did not see the face of the person because the person was wearing a face covering, but I am satisfied that the person had a special justification¹ for not removing the covering, and
2. *I have known the person for at least 12 months OR *I have confirmed the person's identity using an identification document and the document I relied on was

[describe identification document relied on]

[signature of authorised witness] [date]

¹ The only specific example of a "special justification" for not removing a face covering recognised as at May 2019 is a legitimate medical reason.

NOTES

ⁱ This Form is suitable for use by a Member of the Company seeking to be appointed or re-appointed as a Director of the School. This Form can also be used by a current Director.

The Form supports good governance and compliance by the School and its Directors with the requirements (which are relevant as at May 2019) of:

The *Corporations Act 2001* (Cth)

The *Education Act 1990* (NSW) and NSW Education Standards Authority (**NESA**) Standards under the Education Act.

The *Australian Charities and Not-for-profits Commission Act 2012* (Cth) and the ACNC Governance Standards made under the ACNC Act.

The School's Constitution.

ⁱⁱ Because this form is intended to meet the requirements under the New South Wales Education Act NESA Standard to obtain Statutory Declaration is set up as a Statutory Declaration under the New South Wales Oaths Act 1900.

The range of persons who are authorised to witness a Statutory Declaration under the NSW Act is much narrower than the persons who are authorised to witness a Statutory Declaration under the Commonwealth *Statutory Declarations Act 1959*. It is important to note that teachers – who are authorised to witness Statutory Declarations made under the Commonwealth Act – are not authorised to witness Statutory Declarations under the NSW Oaths Act. See note xiv below.

ⁱⁱⁱ The *Corporations Act 2001* (Cth) applies in relation to the School as a Company Limited by Guarantee. Some provisions of the Corporations Act which would otherwise apply to the School as a Company Limited by Guarantee are “turned off” by section 111L of the Corporations Act while the School continues to be a registered entity under the ACNC Act. However, the provisions of the Corporations Act relating to qualification and disqualification of Directors are not “turned off”.

^{iv} The drafting of this Form has taken into account the Example of a Statutory Declaration at Appendix A of the AISNSW Governance Resource Manual (updated February 2019).

This particular clause is based on the AISNSW Example Statutory Declaration Clause 2.

The School is a Company registered as a non-Government School under the *Education Act 1990* NSW. Directors of such a Company are “responsible persons” under the Education Act.

Under section 47(1) of the Education Act each “responsible person” must be “fit and proper” and a school must have in place policies and procedures for proper governance. *The Registration Systems and Member Non-Government Schools (NSW) Manual* (the **NESA Manual**) issued by NESA includes:

5.9.1 ... The proprietor of a non-government school must ensure that each responsible person or body for the school is fit and proper. This includes the proprietor ensuring that the school's “responsible persons” and governing bodies have experience and expertise in administering a school and providing education at a school. ... The proprietor must have policies and procedures for being assured that ‘responsible persons’ and the governing body of the school are fit and proper and continue to be fit and proper whilst holding the role of a ‘responsible person’ or governing body for the school. At a minimum, the proprietor must require each ‘responsible person’ for the school to sign a fit and proper statutory declaration prior to commencing as a ‘responsible person’ for the school and on at least an annual basis while the person continues to be a responsible person for the school....

The NESA Manual sets out the matters which must be addressed in the fit and proper statutory declaration. This specific matters are addressed in this Form.

^v The *Australian Charities and Not-for-profits Commission Act 2012* (Cth) and the ACNC Governance Standards under the ACNC Act apply in relation to the School because it is a “registered entity” under the ACNC Act.

Directors of the School are “responsible entities” within the meaning of the ACNC Act (section 205-30).

ACNC Governance Standard 4 includes:

Object

- (1) *The object of this governance standard is to maintain, protect and enhance public trust and confidence in the governance and operation of a registered entity.*

Standard

- (2) *A registered entity must:*

- (a) *take reasonable steps to ensure that each of its responsible entities meet the conditions mentioned in subsection (3); and*
- (b) *after taking those steps:*
 - (i) *be, and remain, satisfied that each responsible entity meets the conditions; or*
 - (ii) *if it is unable to be, or remain, satisfied that a responsible entity meets the conditions, take reasonable steps to remove that entity.*

Note 1: Other Australian laws may require responsible entities to be replaced, if removed, because a registered entity may need to have a minimum number of responsible entities.

Note 2: The reasonable steps required of a registered entity may include:

- (a) *obtaining declarations from responsible entities and searching public registers on appointment; and*
 - (b) *obtaining a commitment from a responsible entity that, if its circumstances change, it will advise the registered entity.*
- (3) *Subject to subsection (5), the conditions for each responsible entity [Director] are that:*
- (a) *it is not disqualified from managing a corporation, within the meaning of the Corporations Act 2001; and*
 - (b) *it is not disqualified by the [ACN] Commissioner, at any time during the preceding 12 months, from being a responsible entity of a registered entity under subsection (4). ...*

The suggestion in Note 2 to subsection (2) that registered entities like the School can satisfy ACNC Governance Standard 4 by obtaining “declarations” from “responsible entities” (Directors) does not expressly require that such declarations be statutory declarations under the Oaths Act.

However, obtaining declarations in the form of statutory declarations adds to the reliability of the declarations.

Accordingly, this form has been drafted to meet the requirements of the ACNC Governance Standard 4 as well as the requirements under the Education Act.

The drafting of this Form has taken into account the ACNC's suggested Responsible Person declaration.

^{vi} The Objects are set out in Clause 4 of the Constitution.

4. Objects

4.1 The Company is established for the object of:

- (a) operating a non-denominational co-educational school and early childhood facility (the School), for children irrespective of their social, religious or cultural background, which:*
 - (i) At all times works out of and fosters the educational philosophy and principles of the late Dr. Rudolf Steiner (the **Steiner Principles**) in their application to the education of children and the training of teachers including those that:*
 - (A) Respect the individuality of the child,*
 - (B) Foster self-determination in the child,*
 - (C) Develop the child's creative and critical abilities,*
 - (D) Emphasise the harmony of nature,*
 - (E) Stress co-operation rather than competition,*
 - (F) Stress active involvement of learners in a wide range of educational situations; and*
 - (ii) Maintains high academic standards consistent with the proceeding objects; and*
 - (iii) Supports the promotion of the Steiner Principles at all levels and supports organisations and initiatives whose objects altogether or in part are similar to those of the Company, and*
- (b) carrying out all other things incidental to or to further the objects set out in (a) above.*

^{vii} See Note vi.

^{viii} This clause addresses the following aspect of the NESMA Manual (page 65):

The proprietor of a non-government school must have and implement documented policies and procedures in relation to the requirement for the school's 'responsible persons' [including Directors] and governing body [the Board] to be fit and proper with specific reference to:

maintaining information to demonstrate that the school's 'responsible persons' and governing body have the experience and expertise to administer a school that provides an education for school students ...

^{ix} The main provisions of the Corporations Act which are relevant to qualification and disqualification of Directors of a Company Limited by Guarantee are set out in section 203B and Part 2D.6 of the Corporations Act. These provisions relate to a range of matters including insolvency and conviction for serious offences including insolvency and offences under foreign laws as well as Australian laws.

^x This clause addresses the requirement in ACNC Governance Standard 4 subsection (3) set out above in Note v.

^{xi} This clause addresses the requirements of the NESA Standard stated in the Manual at (pages 63-65):

(page 63)

5.9 Management and operation of the school

5.9.1 Each person defined under the Education Act as a 'responsible person', and any other person or body exercising similar functions in relation to the school as those of a 'responsible person', is a fit and proper person or body

Section 47(1) (b) of the Education Act requires each 'responsible person' for a non-government school to be a fit and proper person or body.

The Education Act defines a 'responsible person' as:

- the proprietor of the school and, if the proprietor is a corporation, each director or person concerned in the management of the school, or
- a member of the governing body of the school, or
- the principal of the school.

This means that all of the above categories are considered to be 'responsible persons' under the Education Act.

The proprietor of a non-government school must ensure that each responsible person or body for the school is fit and proper. This includes the proprietor ensuring that the school's 'responsible persons' and governing bodies have experience and expertise in administering a school and providing education at a school. The proprietor should consider whether the school's governing body has governance arrangements in place to receive independent and professional advice about the way in which it complies with its obligations under the Education Act.

[page 64]

The proprietor must have policies and procedures for being assured that 'responsible persons' and the governing body of the school are fit and proper and continue to be fit and proper whilst holding the role of a 'responsible person' or governing body for the school. At a minimum, the proprietor must require each 'responsible person' for the school to sign a fit and proper statutory declaration prior to commencing as a 'responsible person' for the school and on at least an annual basis while the person continues to be a responsible person for the school.

In assessing whether the 'responsible persons' and governing body of a non-government school are fit and proper, NESA will consider whether or not each 'responsible person' for the school has:

- debts to any Australian state or territory Government or the Commonwealth Government

-
- a record of satisfactory financial management, taking into account whether the 'responsible person' or body has been bankrupt, insolvent, subject to court orders or associated with an organisation placed under external administration
 - been convicted of, or charged with, an offence, including an offence in relation to children, dishonesty or violence
 - engaged in a deliberate pattern of immoral or unethical behaviour.

NESA will have regard to the nature and seriousness, frequency and recency of the above conduct.

The fact that a person may at some time have been convicted of an offence does not necessarily mean that they should not be regarded as being fit and proper. For example, the conviction may have been trivial or very distant in time, and may have been followed by years of exemplary conduct. Consequently, where a person has been convicted of an offence, it will be necessary to consider the nature of the offence, how long ago it was that the conviction was recorded, and the person's conduct since the time of the conviction.

Where a person or governing body has been bankrupted insolvent, subject to court orders or associated with an organisation placed under external administration, the circumstances and distance in time of the bankruptcy or actions must be considered.

Whether a person or governing body has engaged in a deliberate pattern of immoral or unethical behaviour involves more complex considerations. Breaches of federal or state laws that fall short of constituting criminal offences may be trivial and unintentional. On that basis, they may not provide evidence of a person or governing body not being fit and proper.

However, there will be occasions when non-criminal breaches of law may indicate the presence of moral turpitude such as where there is evidence of:

- a pattern of non-criminal offences without sufficient remorse or a reasonable attempt at rectifying subsequent conduct;
- the frequent and deliberate setting up of multiple corporate ventures which then fail may justify drawing the inference that those responsible are engaged in sharp practice.

These matters are not definitive but are used as an insight into the fitness and propriety of the responsible person or governing body. In the event that any of the above matters are established, NESA will also have regard to any explanations for that state of affairs including a determination regarding the nature and seriousness of the matter and the frequency of the conduct.

[page 65]

Evidence of compliance

The proprietor of a non-government school must have and implement documented policies and procedures in relation to the requirement for the school's 'responsible persons' and governing body to be fit and proper with specific reference to:

- maintaining information to demonstrate that the school's 'responsible persons' and governing body have the experience and expertise to administer a school that provides an education for school students
- each 'responsible person' for the school signing a fit and proper statutory declaration prior to commencing as a 'responsible person' for the school and at least on an annual basis while the person continues to be a 'responsible person' for the school

-
- *the statutory declaration is to include a response as to whether or not the responsible person has:*
 - ever been convicted of an offence against a law of an Australian state or territory or the Commonwealth of Australia
 - ever become bankrupt, insolvent or placed under external administration
 - been convicted of, or charged with, an offence, including an offence in relation to children, dishonesty or violence
 - ever been determined not to be a fit and proper person as prescribed under any law of an Australian state or territory or Australian Commonwealth
 - ever engaged in a deliberate pattern of immoral or unethical behaviour
 - been a responsible person for a non-government school or proposed non-government school where registration was refused or cancelled
 - *maintaining a copy of each 'responsible persons' declarations for a period of seven (7) years after ceasing to be a 'responsible person' for the school*
 - *responding to information suggesting that a 'responsible person' for the school may not be fit and proper in order to ensure that the school's 'responsible persons' and governing body are fit and proper at all times*
 - *notifying NESA as soon as practicable if the school's proprietor or a 'responsible person' or governing body of the school determines that a 'responsible person' or governing body of the school is not fit and proper.*

^{xii} The AISNSW Example Statutory Declaration requires prospective Directors to make a Statutory Declaration that they have never had any of the issues listed in Clause 9. However, this aspect of the AISNSW Example has not been adopted because it goes further than is required to meet the relevant NESA Standard and because it could unfairly exclude persons who are fit and proper.

The approach adopted in this Form follows the NESA Manual's approach that even if a person does not have a clear record on all of the matters listed they may still be fit and proper to be a Director for purposes of the Education Act standards.

It is important to note that there is some overlap in the matters which are relevant to the NESA standard and the matters which are relevant to disqualification under the Corporations Act and the ACNC Act. Even if an individual is considered to be fit and proper for purposes of the Education Act they may still be disqualified under the Corporations Act or the ACNC Act.

^{xiii} This is a modified version of the clause in the AISNSW Example Statutory Declaration. The current version of Clause 29 of the Constitution marked up to show amendments proposed to be introduced at the May 2019 AGM is as follows:

Vacation of office

A person immediately ceases to be a Director if he or she:

- (a) *is prohibited by or under the Corporations Act, the Education Act 1900 (NSW), the ACNC Act or any other legislation from holding office or continuing as a Director;*
- (b) *is liable to have a person appointed, under a law relating to the administration of estates of persons who through mental or physical incapacity are incapable of managing their affairs, to administer it, or becomes in the opinion of the Directors incapable of performing his or her duties;*
- (c) *resigns by notice in writing to the Company;*
- (d) *is removed by a resolution of the Company in accordance with clause 27.11(c);*

-
- (e) *is absent from Directors' meetings for 6 consecutive months without leave of absence from the Directors;*
 - (f) *is or becomes a registrable person for the purposes of the Child Protection (Offenders Registration) Act 2000 (NSW);*
 - (g) *ceases to be a Member of the Company;*
 - (h) *was a Teacher-Director when appointed and ceases to be a member of the Education Committee; or*
 - (i) *was a parent/ guardian Director when appointed and ceases to be a parent or guardian of a student enrolled at the School or becomes a member of the School staff.*

^{xiv} This is a Statutory Declaration made under the NSW Oaths Act. The authorised witnesses under this Act are:

a Justice of the Peace
a solicitor or barrister with a current practising certificate issued under the NSW Legal Profession Act 2004
a notary public
a commissioner of the Courts for the taking of affidavits
any person authorised to administer an oath.

Other persons who are authorised to take statutory declarations under the Commonwealth Statutory Declarations Act – including teachers – are not authorised witnesses for purposes of this statutory declaration under the NSW Oaths Act.

APPENDIX F: MEMBERSHIP OF MUMBULLA SCHOOL

Mumbulla School for Rudolf Steiner Education Limited (**The Company**) is a not for profit company limited by guarantee and thus has no profits to distribute and no shareholders. We have “Members”.

For your convenience, sections of the school’s Constitution relating to Membership are reproduced below. The entire Constitution is available at Attachment 1 and on the school’s website.

Objects

Clause 4.1 The Company is established for the object of:

- c. operating a non-denominational co-educational school and early childhood facility (**the School**), for children irrespective of their social, religious or cultural background, which:
 - iv. At all times works out of and fosters the educational philosophy and principles of the late Dr. Rudolf Steiner (the **Steiner Principles**) in their application to the education of children and the training of teachers including those that:
 - G. Respect the individuality of the child,
 - H. Foster self-determination in the child,
 - I. Develop the child’s creative and critical abilities,
 - J. Emphasise the harmony of nature,
 - K. Stress co-operation rather than competition,
 - L. Stress active involvement of learners in a wide range of educational situations; and
 - v. Maintains high academic standards consistent with the preceding objects; and
 - vi. Supports the promotion of the Steiner Principles at all levels and supports organisations and initiatives whose objects altogether or in part are similar to those of the Company, and
- d. carrying out all other things incidental to or to further the objects set out in (a) above.

Admission to Membership

Clause 7.2 A person is eligible to be admitted to membership if the person supports the Objects and is:

- (a) a parent or guardian of a student enrolled at the School; or
- (b) a member of the School staff;
- (c) both (a) and (b); or
- (d) a member of the community not otherwise eligible but with an interest in contributing to the governance of the School.

Ceasing to be a Member

Clause 8.1 A Member's membership of the Company will immediately cease:

- a. if the Member gives the Secretary written notice of resignation, from the date of receipt of that notice by the Secretary;
- b. if three-quarters of the Directors present and voting at a meeting of Directors by resolution terminate the membership of a Member:
 - (i) whose conduct in their opinion renders it undesirable that the Member continue to be a Member of the Company; and
 - (ii) who has been given at least 14 days’ notice of the resolution and has had the opportunity to be heard at the meeting at which the resolution is proposed;
- c. if the Member:
 - (i) dies;
 - (ii) becomes mentally incapacitated or whose person or estate is liable to be dealt with in any way under the laws relating to mental health



- (iii) had been admitted to membership in accordance with Clause 7.2(a) and they have ceased to be a parent or guardian of a student enrolled at the School;
 - (iv) had been admitted to membership in accordance with Clause 7.2(b) and they have ceased to be a member of School staff;
 - (v) had been admitted to membership in accordance with Clause 7.2(c) and they have;
 - A. ceased to be a parent or guardian of a student enrolled at the School; and
 - B. ceased to be a member of School staff.
-

APPLICATION FOR MEMBERSHIP OF MUMBULLA SCHOOL FOR RUDOLF STEINER EDUCATION LTD

I, (name).....

of (address).....

support the Objects of the Constitution and am eligible to apply for membership of Mumbulla School for Rudolf Steiner Education Limited as I am: *[delete those not applicable]*:

- (a) a parent or guardian of a student enrolled at the School; or
- (b) a member of the School staff;
- (c) both (a) and (b); or
- (d) a member of the community not otherwise eligible but with an interest in contributing to the governance of the School.

Signed:Date:

I, (name), as a current Member

the Company nominate the above named for membership of the Company.

Signed:Date:

Please return lower section of page 2 of 2 to the School

APPENDIX G: BOARD MEMBER INDUCTION CHECKLIST (REV APR23-BM)

Name of New Director			
DOCUMENT		WHO responsible?	CHECK
SCHOOL TO COLLECT			
Consent to act as director		Board Secretary	
Board Member Collection of Personal Information Form		Board Secretary	
Confidentiality Deed		Board Secretary	
Code of Conduct Agreement		Board Secretary	
Bio of director for publication in Bulletin note		Chair/ Board Secretary	
SCHOOL TO PROVIDE			
School History / Biography - verbal		Chair/Education and/or Business Manager	
Governance Manual		Board Secretary	
Constitution and relevant by-laws		Board Secretary	
Information related to responsibilities including duties of disclosure & notifications		Board Secretary	
Annual Report – most recent		Board Secretary	
Financial Overview & most recent statutory Financial Statements		Business Manager	
SCHOOL TO PROVIDE ACCESS TO			
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"> Relevant and recent Board Agendas and Minutes Board Meeting Schedule Information about Director Insurance 		Board Secretary	
OTHER			
Tour of school facilities, if required		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 recommended mandated group member			
Date of completion of NESA approved training modules			
Signature of New Director *		Date **	
Signature of person completing induction		Date	

*Director attests to understanding their responsibilities, including their duties of disclosure and notification, and to receiving a copy of all of the documents specified above.

** Induction took place within 3 months of becoming a Director.



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 Administrator for the Board

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> ¹	<u>Conflict of interest</u> ²	<u>Related parties</u> ³	<u>Professional learning</u> ⁴	<u>Induction</u> ⁵

¹ Confirmation that annual declaration of Responsible Persons required matters has been received

² Confirmation that annual conflicts of interest disclosure statement has been received

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

⁴ Confirmation that register of professional learning has been updated to reflect annual disclosure statement

⁵ 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 NESA 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,

(Name)
Business Manager

APPENDIX N: RELATED PARTY TRANSACTION FORM

Name of Contractor/Supplier/Individual	
Name of related school party	
Details of the interest/relationship	
Details of tendering process <i>(other tenderers, other prices obtained etc)</i>	
Details of the decision-making process <i>(how was the decision made, who was involved)</i>	
Date of decision	
Name of decision maker	
Title of decision maker	
Signature of decision maker	
Statement of Explanation <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>	
Approval by the Business and/or Education Manager	

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 INDUCTION OF RESPONSIBLE PERSONS REGISTER

SAMPLE INDUCTION OF RESPONSIBLE PERSONS REGISTER

NAME	DATE BECAME RP	ROLE	QUALIFICATIONS / EXPERIENCE	DATE MEETING PRINCIPAL AND CHAIR	REC'D GOVERNANCE DOCUMENTS (When/How)	RECORD OF INDUCTION TRAINING			INDUCTION COMPLETED
						DATE	PROVIDER	NATURE OF TRAINING	
Director 2	28/1/2016	Director, Chair of Marketing Sub-Committee	BBus (Marketing)	31/1/2016	X	28/2/2016	AIS	Governance Workshop	✓
									✓

APPENDIX Q CONFLICT OF INTEREST DECLARATION FORM

Register of Interests

The Disclosure Statements will be used by the [Company Secretary/Business Manager] to update the Register of Interests. This Register will formally be tabled at every Board meeting. The School will ensure that declarations of conflict of interest are retained for at least seven years.

This form is to be completed by any Responsible Person who has a real or perceived conflict of interest or a potential conflict of interest in undertaking their duties. A copy of the completed and signed form is to be retained by Board Secretary.

I, *(Insert full name)* _____ of

(Insert address) _____

hereby declare I have no conflicts of interest to declare or a conflict of interest considered to be:

Nil

Conflict ☐ **Real** ☐ **Potential** ☐ **Perceived** ☐

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, *(insert full name)*..... hereby agree to:

- 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;
- 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.

Signature.....*Date*.....



REVIEW BY CHAIR OF BOARD

I, (insert full name) have reviewed the conflict of interest disclosure (and plan) and have taken the following action in relation to this matter:

Signature..... *Date*.....

Note: All **Conflict of Interest Declaration Forms** must be kept for a minimum of 7 years.

APPENDIX R: 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

Signature	Name

Other Attendees

Signature	Name

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

Date	
Area / Group	
Decision Required	<div>Yes <input type="checkbox"/></div> <div>No <input type="checkbox"/></div>
REPORT	
<p>Purpose of Report:</p> <p><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></p>	
<p>Background:</p> <p><i>This section must provide the context for the Board's consideration. Matters to be covered include:</i></p> <ul style="list-style-type: none"> • <i>previous Board consideration of the issues;</i> • <i>relevant external context that brings the issue before the Board (e.g. legislation, government policy directives, etc.);</i> • <i>relevant policies, delegations, strategic directions or precedents;</i> • <i>the background and relevant history of the issues.</i> <p><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></p>	
<p>Discussion:</p> <p><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></p> <ul style="list-style-type: none"> • <i>a clear and detailed statement of the proposal;</i> • <i>the arguments and reasons behind any proposal;</i> • <i>the objective and expected outcomes;</i> • <i>the costs and benefits;</i> • <i>the pros and cons;</i> • <i>the realistic options that might be available;</i> • <i>the views of relevant stakeholders or interested parties;</i> • <i>the implications of any decision and/or the risk that might be involved;</i> • <i>the alignment with strategic and budget frameworks.</i> <p><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></p>	
<p>Recommendation(s):</p> <p><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></p>	
<p>Signatures:</p> <p><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></p>	
<p>Appendices:</p> <p><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></p>	

APPENDIX T: 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. **NSW Education Standards Authority 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 U: BUSINESS MANAGER'S REPORT

Year to date Reporting Month:

KPI	Description	Target (AIS NSW)	Actual
Debt servicing cover	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	
Debt redemption per year	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%	
Debt servicing as a % of revenue	Useful for Board and management to understand how much of total revenue must be allocated to debt servicing	<12%	
Interest cover	Measures how many times the school could pay its existing loan obligations (interest portion only).	>2.0	
Debt per student	Loan covenant requirements. Current covenant requires \$8k	<\$10k	
EBIDA Margin (earnings before Interest, Depreciation and Amortisation)	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%	
Net Earnings Margin	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%	
Employment Cost Ratio	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%	
Enrolment losses	Consistency of enrolments to ensure effective cash flow planning	<10%	
Discount Rates	Dollar value of write-offs, hardship relief and scholarships	<15%	
Bad debts	Boards should ensure bad debts are below 2%. Policies and procedures must be in place	<2%	
Negative earnings	Boards should never accept a budget showing a negative result	>0	
Ability to obtain more capital	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	
Problematic debtors	Directors should know what the debtors balance should be. The Board needs a full story of debt collection rates.	Aged Trial Balance required	-
	Superannuation paid and up to date	yes/no	

APPENDIX U: BUSINESS MANAGER'S REPORT

Year to date Reporting Month:

KPI	Description	Target (AIS NSW)	Actual
Compliance information	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	
Policies and procedures	Credit and Collections Policy up to date	yes/no	
	Purchases and Payment Policy up to date	yes/no	
	Discounts/Business Manager 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	

Other information to be provided in a spreadsheet and/or graph format

Report	Frequency	Format	Included in Report
Actual vs Budgeted Cash Flow	Monthly	Spreadsheet & graph	
Student numbers – actual vs budget	Monthly	graph	
Total debtor balance at end of term (shown as comparison to previous 5 years)	quarterly	graph	
Full Year Results vs budget	annually	graph	
Staff numbers	annually	graph	
Student numbers (shown as comparison to previous 5 years)	annually	graph	
Operating surplus as % of revenue (shown as comparison to previous 5 years)	annually	graph	
Total Debt & Debt per pupil (shown as comparison to previous 5 years)	Annually	graph	
Debt redemption per year (% total debt) (shown as comparison to previous 5 years)	annually	graph	
Debt redemption per year (% total income) (shown as comparison to previous 5 years)	annually	graph	

APPENDIX V: BOARD PERFORMANCE EVALUATION – TERM 1

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					

APPENDIX W: BOARD PERFORMANCE EVALUATION – ANNUAL

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

APPENDIX W: BOARD PERFORMANCE EVALUATION (cont.)

Risk and control frameworks The Board's approach to reviewing risk in the School is open and questioning, and looks to learning points from events, rather than blame.						
Composition The Board is the right size and has the best mix of skills to ensure its optimum effectiveness.						
Terms of reference The terms of reference for the Board are appropriate, with clearly defined roles and responsibilities, ensuring that the right issues are being addressed.						
Committees of the Board The Board's committees are properly constituted, perform their delegated roles and report back clearly and fully to the Board.						
Meetings and administration 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.						
Timeliness of information Information is received in sufficient time to allow for proper consideration, with scope for additional briefing if necessary.						
Agenda items 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.						
Annual General Meeting The company makes best use of its Annual General Meeting.						
External stakeholders The Board has defined its external stakeholders and ensures that the School has the right level of contact with them.						
Risk management 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.						
Induction and training Board members receive proper induction on appointment and ongoing training is available to meet development needs.						
Succession planning There is appropriate succession planning for key Board members and senior Executives.						
Performance evaluation Board members are individually subject to an annual performance evaluation that measures their contribution and commitment.						



APPENDIX W: BOARD PERFORMANCE EVALUATION– ANNUAL (cont.)

Comments

List the Board's strengths

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

APPENDIX X: DIRECTOR PERFORMANCE SELF-EVALUATION

For each of the following statements about the Director of the School, please indicate How the Director performs. Name of Director _____	0. Strongly disagree 1. Disagree 2. Somewhat disagree 3. Somewhat agree 4. Agree 5. Strongly agree					
STRATEGIC	0	1	2	3	4	5
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						
ETHICS	0	1	2	3	4	5
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						
KNOWLEDGEABLE	0	1	2	3	4	5
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						
TEAM PLAYER	0	1	2	3	4	5
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 X: DIRECTOR PERFORMANCE SELF-EVALUATION (cont.)

Is respected by other directors						
DILIGENCE	0	1	2	3	4	5
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						
PERSONAL DEVELOPMENT	0	1	2	3	4	5
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 Y: CHAIRPERSON PERFORMANCE EVALUATION

For each of the following statements about the Chair of the School, please indicate How the Chair performs. Name of Person Completing: _____	0. Strongly disagree 1. Disagree 2. Somewhat disagree 3. Somewhat agree 4. Agree 5. Strongly agree					
ETHICS / VALUES	0	1	2	3	4	5
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.						
RELATIONSHIP WITH SENIOR MANAGEMENT (SM)	0	1	2	3	4	5
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.						
RELATIONSHIP WITH OTHER DIRECTORS	0	1	2	3	4	5
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						
COMPETENCE	0	1	2	3	4	5
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 Y: 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 Z: DELEGATIONS REGISTER

Item		Activity	Authority
Banking	Accounts	Opening and closing bank accounts	School Board
		Authorised Signatories to bank accounts	School Board members x 2 (Chair +1 other) 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 Z: 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	Equity Access Group with approval by School Board
		Awarding	Scholarship Fund Trustees

APPENDIX Z: 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
	Enrolment	Accepting Enrolment Application	Education Manager in consultation with College
		Expulsion	Education Manager in consultation with College and approval by 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	Business Manager
		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		Education Manager / Business Manager
	Directors' Reimbursements		Business Manager & reported to Board
	Contractual agreements other than above delegations		School Board

APPENDIX Zi: EXPENDITURE DELEGATIONS TABLE

Item	Activity	Responsibility
Physical safety requirements	For repairs or putting in place physical safety requirements up to \$500.00 in a crisis or emergency situation	Business Manager or Education Manager
Operating Purchases	Within Budget	Business Manager
	Out of Budget – under \$5000	Business Manager
	Out of Budget – over \$5000	Board Approval
Capital Purchases	Within Budget	Business Manager
	Out of Budget – re-allocation under \$5000	Business Manager
	Out of Budget – over \$5000	Board Approval
P&F Funds	Requests by CoT or CE under \$2000 -	P&F Group approval
	If P&F group not available, – under \$5000	Management Team
	Expenditures over \$5000	Board Approval

Note: Delegation limits apply to the position even if it is being held by a person in an acting capacity.

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 AA: 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, and
- 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, and
- 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:

- 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 BB: 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 Education Manager's Role Description, College of Teachers Manual, Appendix B, p 32 at Attachment 2).*

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), and
- 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, and
- 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, and
- 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, and
- 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 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, and
- 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, and
- 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.

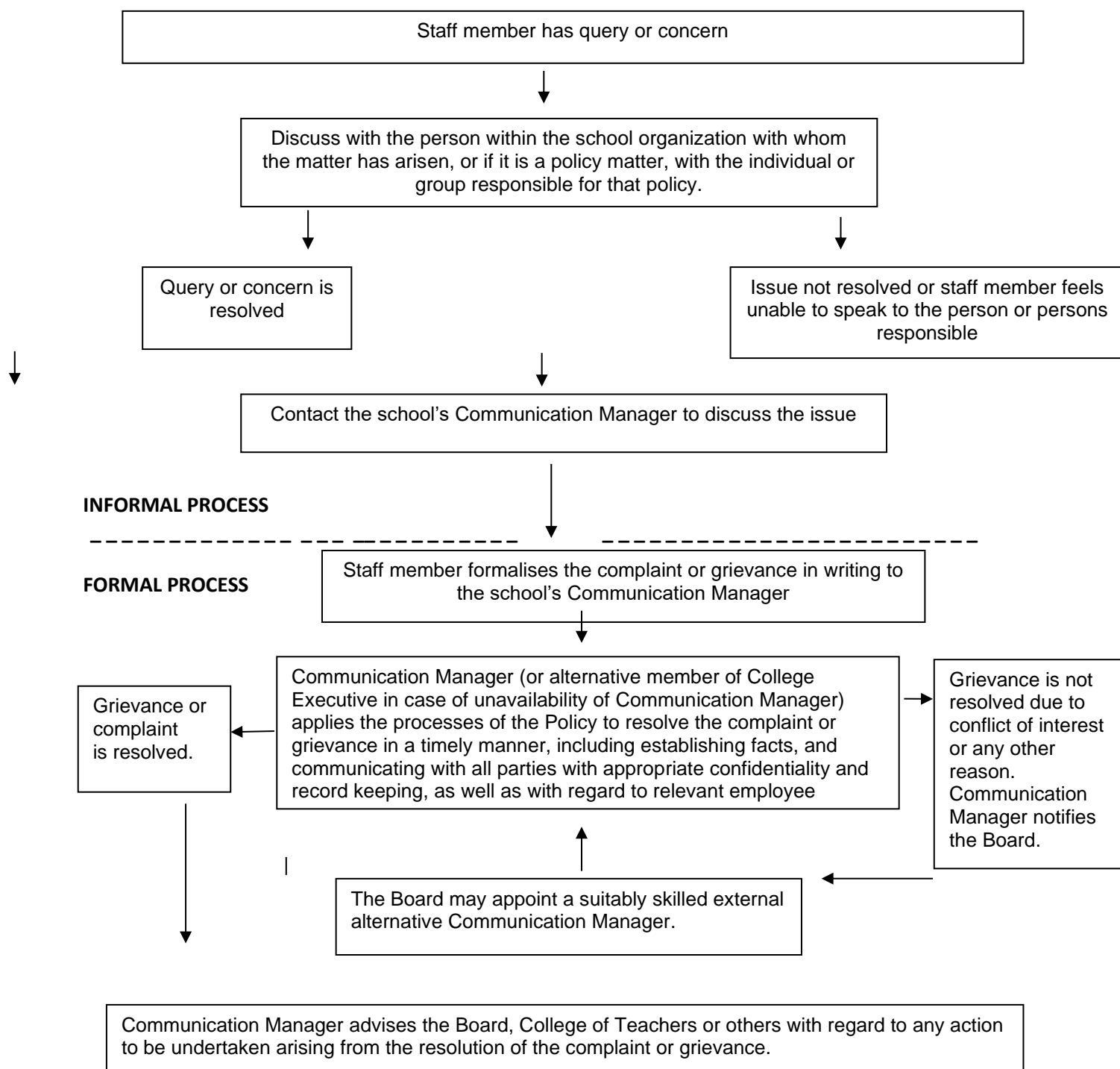
8. Grievance Resolution procedure

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 in the following pages. (See : *Grievance Resolution procedure – Parents: and Grievance Resolution procedure – Staff*)

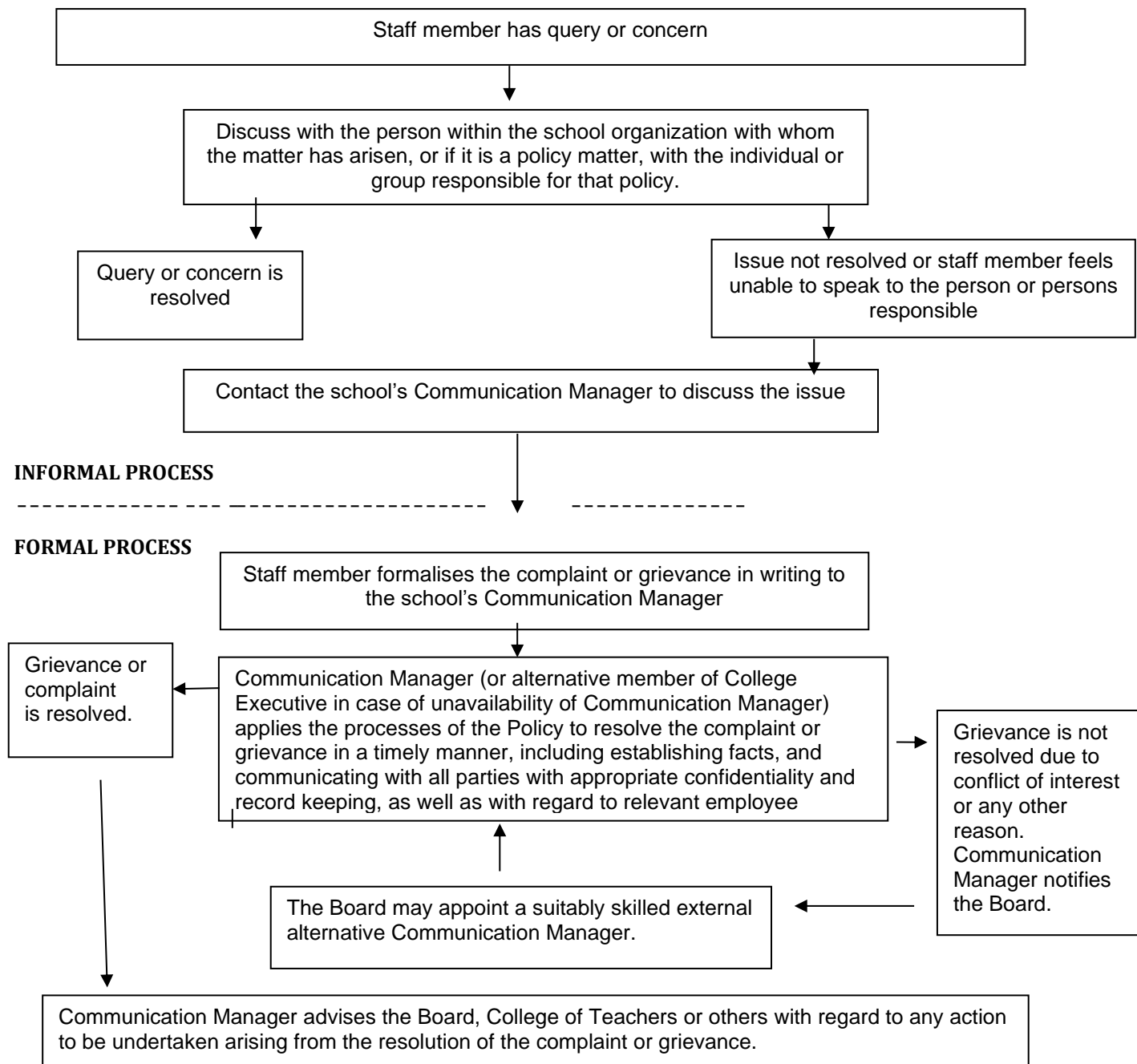
GRIEVANCE RESOLUTION PROCEDURE - PARENTS

- 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 CC: 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 decisions⁹. 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.

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

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

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, and

- 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, and
- 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, and
- 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, and
- 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, and
- 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, and
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 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.

APPENDIX DD: NOTIFICATION OF MATTERS TO NESA

Evidence of Compliance

The school must demonstrate that processes are in place by which:

- the proprietor of the school, and, if the proprietor is a corporation, each director, trustee or person concerned in the management of the school
- each member of the governing body of the school, and
- the principal

are informed of their responsibilities under the Education Act, any Regulations under the Education Act and NESA requirements, including any duties of disclosure or notification.

The school must provide, and document its process for providing, a return to NESA if, following an investigation by a relevant agency or authority, the school is formally notified in writing by that agency or authority of an alleged breach by the school of any of the following legislation:

- *Ombudsman Act 1974*
- *Child Protection (Working with Children) Act 2012*
- *Teacher Accreditation Act 2004*
- *Disability Discrimination Act 1992*
- *Work Health and Safety Act 2011*
- *Environmental Planning and Assessment Act 1979*
- *Food Act 2003*
- *Explosives Act 2003*
- *Building Code of Australia.*

Such notification must be provided to NESA within fourteen (14) working days of the formal notification of an alleged breach.

The school must provide, and document its process for providing, a return to NESA when changes occur to the:

- *management and operation of the school*
 - where a notification in relation to a 'Responsible Person' is required (see sections 3.9.5 (1) and (2) of this Manual)
 - commencing from 1 July 2016, where a 'Responsible Person' for the school other than the principal (or equivalent) commences or ceases in the role of a 'Responsible Person', the school must provide an online notification to NESA within twenty-eight (28) days of the change by updating the school's details on RANGS Online
 - where there has been an appointment of a new principal (or equivalent) NESA must be notified within one (1) month of such change(s) occurring
 - where the school has been sold, written notice is to be given by the purchaser to NESA within seven (7) days of completion of the sale
 - where the school's proprietor changes for any other reason, written notice is to be given by the new proprietor to NESA within seven (7) days of the change
 - where the school intends to change its name, written notice is to be given one (1) month prior to such change taking effect
 - where the school closes or ceases to operate (see section 2.4.9 of this Manual), written notice is to be given within one (1) month of the change
- *staffing of the school* – where there is a turnover of half or more of the teaching staff during any twelve (12) month period, NESA must be notified at the commencement of the next new term
- *curriculum* – where the school
 - increases the scope of its curriculum by teaching one or more courses in a KLA from which it has not previously taught any courses, NESA must be notified within one (1) month of such a change being implemented

- intends to deliver all or a significant part of students' courses of study by means of distance education, the school must notify NESA seeking approval at least nine (9) months prior to the implementation of such a change. This excludes situations where a school that does not normally deliver courses by means of distance education provides units of work/activities for a student who has been granted leave by the principal and/or courses of study that its students access through outside tutors or external providers
- *premises and buildings* – where the school intends to
 - add another campus, NESA must be notified at least three (3) months prior to the implementation of such a change
 - move to a new site, written notice must be given to NESA by the principal (or equivalent) and/or proprietor of the school three (3) months prior to the relocation
 - close or cease operating a campus (see section 2.4.9 of this Manual), NESA must be notified within one (1) month of such a change



ATTACHMENT 1: CONSTITUTION

Constitution

Mumbulla School for Rudolf Steiner Education Limited
ACN 003 437 081

Constitution of Mumbulla School for Rudolf Steiner Education Limited ACN 003 437 081

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1. Defined terms

1.1 In this Constitution unless the contrary intention appears:

Auditor means the Company's auditor.

ACNC Act means the *Australian Charities and Not-for-profits Commission Act 2012* (Cth) and any regulations made under that Act as amended from time to time.

Company means Mumbulla School for Rudolf Steiner Education Ltd.

Committee means a mandated Group of the Board of Directors

Constitution means the constitution of the Company as amended from time to time.

Corporations Act means the *Corporations Act 2001* (Cth) as modified or amended from time to time and includes any regulations made under that Act and any exemption or modification to that Act applying to the Company.

Director includes any person occupying the position of director of the Company.

Directors means all or some of the Directors acting as a board.

Education Act means the *Education Act 1990* (NSW) and any regulations made under that Act as amended from time to time.

fit and proper means fit and proper to hold a position as a Director of the Company taking into account the Objects and requirements under the ACNC Act, the Corporations Act, the Education Act and any other relevant legislation.

fit and proper person statutory declaration means a statutory declaration in a form approved by the Board from time to time which addresses matters relevant to whether the person making the declaration is eligible to be appointed as a Director and is fit and proper.

Governance Manual means the Mumbulla School for Rudolf Steiner Education Governance Manual as approved and amended from time to time by the Board of Directors.

Initial term has the meaning given to this term in clause 27.3.

Member means a member under clause 7.

NESA means the New South Wales Education Standards Authority

NESA Act means the *Education Standards Authority Act 2013* (NSW) and any regulations made under that Act as amended from time to time.

New Director has the meaning given to this term in Clause 27.3(b).

Objects means the objects set out in clause 4.1

parent/guardian Director has the meaning given to this term in clause 27.2(a).

Person means a natural person.

Register means the register of Members of the Company.

Seal means the Company's common seal (if any).

Second Term has the meaning given to this term in clause 27.3.

Secretary means any person appointed by the Directors to perform any of the duties of a secretary of the Company and if there are joint secretaries, any one or more of those joint secretaries.

School has the meaning given to it in clause 4.1.

Steiner Principles has the meaning given to this term in clause 4.1(a).

Teacher-Directors has the meaning given to this term in clause 27.2(a).

- 1.2 In this Constitution, except where the context otherwise requires, an expression in a clause of this Constitution has the same meaning as in the Corporations Act. Where the expression has more than one meaning in the Corporations Act and a provision of the Corporations Act deals with the same matter as a clause of this Constitution, that expression has the same meaning as in that provision.

2. Interpretation

In this Constitution, except where the context otherwise requires:

- (a) the singular includes the plural and vice versa, and a gender includes other genders;
- (b) another grammatical form of a defined word or expression has a corresponding meaning;
- (c) a reference to a clause, paragraph, schedule or annexure is to a clause or paragraph of, or schedule or annexure to, this Constitution, and a reference to this Constitution includes any schedule or annexure;
- (d) a reference to a document or instrument includes the document or instrument as novated, altered, supplemented or replaced from time to time;
- (e) a reference to **A\$, \$A, dollar** or **\$** is to Australian currency; and
- (f) the meaning of general words is not limited by specific examples introduced by **including, for example** or similar expressions.

3. Replaceable rules

To the extent permitted by law, the replaceable rules in the Corporations Act do not apply to the Company.

Objects

4. Objects

- 4.1 The Company is established for the object of:

- (a) operating a non-denominational co-educational school and early childhood facility (the School), for children irrespective of their social, religious or cultural background, which:
 - (i) At all times works out of and fosters the educational philosophy and principles of the late Dr. Rudolf Steiner (the **Steiner Principles**) in their application to the education of children and the training of teachers including those that:
 - (A) Respect the individuality of the child,
 - (B) Foster self-determination in the child,
 - (C) Develop the child's creative and critical abilities,
 - (D) Emphasise the harmony of nature,
 - (E) Stress co-operation rather than competition,

- (F) Stress active involvement of learners in a wide range of educational situations; and
 - (ii) Maintains high academic standards consistent with the preceding objects; and
 - (iii) Supports the promotion of the Steiner Principles at all levels and supports organisations and initiatives whose objects altogether or in part are similar to those of the Company, and
 - (b) carrying out all other things incidental to or to further the objects set out in (a) above.
- 4.2 The Company may only exercise the powers granted in section 124(1) of the Corporations Act to:
- (a) carry out the Objects set out in this clause; and
 - (b) do all things incidental or convenient in relation to the exercise of power under clause 4.2(a).
 - (c) found and publicly endow scholarships and bursaries that would be under the guidelines for Deductible Gift Recipient Funds.
 - (i) The fund is managed by members of the mandated Equitable Access Group of the Board of Directors.
 - (d) amend the constitution by special resolution of the members.

Income and property of Company

5. Income and property of Company

- 5.1 The income and property of the Company will only be applied towards the promotion of the Objects.
- 5.2 No income or property will be paid or transferred directly or indirectly to any Member of the Company except for payments to a Member:
- (a) in return for any services rendered or goods supplied in the ordinary and usual course of business to the Company; or
 - (b) of interest at a rate not exceeding current bank overdraft rates of interest for moneys lent.

Membership

6. Number of Members

- 6.1 Notwithstanding anything else in this Constitution, membership of the Company is limited to 40 members.

7. Admission

- 7.1 The Members of the Company are:
- (a) the Members who have consented to become Members and been registered as Members in the Company's register of Members as at the date of adoption of this Constitution; and

- (b) other eligible persons whom the Directors admit to membership in accordance with this Constitution.
- 7.2 A person is eligible to be admitted to membership if the person supports the Objects and is:
- (a) a parent or guardian of a student enrolled at the School; or
 - (b) a member of the School staff;
 - (c) both (a) and (b); or
 - (d) a member of the community not otherwise eligible but with an interest in contributing to the governance of the School.
- 7.3 Applications for membership of the Company must:
- (a) be in writing;
 - (b) confirm that the applicant supports the Objects;
 - (c) state under which paragraph of clause 7.2 the applicant is eligible to be a member;
 - (d) be signed by the applicant;
 - (e) be nominated by an existing Member, and
 - (f) be in a form approved by the Directors in their absolute discretion.
- 7.4 The Directors will consider each application for membership at the next meeting of Directors after the application is received. In considering an application for membership, the Directors may:
- (a) accept the application, if such acceptance will not lead to the membership exceeding the limits imposed by clause 6.1;
 - (b) reject the application; or
 - (c) ask the applicant to give more evidence of eligibility or suitability for membership.
- 7.5 If the Directors ask for more evidence under clause 7.4, their determination of the application for membership is to be deferred until the evidence is given.
- 7.6 The Directors do not have to give any reason for rejecting an application for membership.
- 7.7 The rights and privileges of every Member are personal to each Member and are not transferable by the Member's own act or by operation of law.

8. Ceasing to be a Member

- 8.1 A Member's membership of the Company will immediately cease:
- (a) if the Member gives the Secretary written notice of resignation, from the date of receipt of that notice by the Secretary;
 - (b) if three-quarters of the Directors present and voting at a meeting of Directors by resolution terminate the membership of a Member:
 - (i) whose conduct in their opinion renders it undesirable that that Member continue to be a Member of the Company; and

- (ii) who has been given at least 14 days' notice of the resolution and has had the opportunity to be heard at the meeting at which the resolution is proposed;
- (c) if the Member:
 - (i) dies;
 - (ii) becomes mentally incapacitated or whose person or estate is liable to be dealt with in any way under the laws relating to mental health;
 - (iii) had been admitted to membership in accordance with Clause 7.2(a) and they have ceased to be a parent or guardian of a student enrolled at the School;
 - (iv) had been admitted to membership in accordance with Clause 7.2(b) and they have ceased to be a member of School staff;
 - (v) had been admitted to membership in accordance with Clause 7.2(c) and they have;
 - (A) ceased to be a parent or guardian of a student enrolled at the School; and
 - (B) ceased to be a member of School staff.

9. Powers of attorney

- 9.1 If a Member executes or proposes to execute any document or do any act by or through an attorney which affects the Company or the Member's membership in the Company, that Member must deliver the instrument appointing the attorney to the Company for notation.
- 9.2 If the Company asks the Member to file with it a certified copy of the instrument for the Company to retain, the Member will promptly comply with that request.
- 9.3 The Company may ask for whatever evidence it thinks appropriate that the power of attorney is effective and continues to be in force.

General meetings

10. Calling general meeting

- 10.1 A general meeting called the annual general meeting must be held at least once in every calendar year.
- 10.2 Any Director may, at any time, call a general meeting.
- 10.3 A Member may:
 - (a) request the Directors to call, and the Directors must call, a general meeting in accordance with section 249D of the Corporations Act as if that section applied to the Company; and
 - (b) call and arrange to hold a general meeting in accordance with section 249E or section 249F of the Corporations Act as if those sections, except for the offence and penalty provision in subsection 249E(4), applied to the Company.

11. Notice of general meeting

- 11.1 Subject to the provisions of the Corporations Act allowing general meetings to be held with shorter notice, at least 21 days written notice (exclusive of the day on which the notice is served

or deemed to be served and of the day for which notice is given) must be given to Members of any general meeting.

11.2 A notice calling a general meeting:

- (a) must specify the place, date and time of the meeting and if the meeting is to be held in two or more places, the technology that will be used to facilitate this; and
- (b) must state the general nature of the business to be transacted at the meeting; and
- (c) may specify a place, facsimile number and electronic address for the purposes of proxy appointment.

11.3 A notice of an annual general meeting need not state that the business to be transacted at the meeting includes:

- (a) the consideration of the annual financial report, Directors' report and the Auditor's report;
- (b) the election of directors; or
- (c) the appointment and fixing of the remuneration of the Auditor.

11.4 The Directors may postpone or cancel any general meeting whenever they think fit (other than a meeting called under clause 10.3).

11.5 The Directors must give notice of the postponement or cancellation of a general meeting to all persons referred to in clause 47.1 entitled to receive notices from the Company.

11.6 The failure or accidental omission to send a notice of a general meeting (including a proxy appointment form) to any Member or the non-receipt of a notice (or form) by any Member does not invalidate the proceedings at or any resolution passed at the general meeting.

Proceedings at general meetings

12. Member

In clauses 13, 14, 16 and 20, **Member** includes a Member present in person, or by technology which allows each Member to hear and be heard or by proxy or attorney.

13. Quorum

13.1 No business may be transacted at a general meeting unless a quorum of Members is present. .

13.2 A quorum of Members is at least half of the Members.

13.3 If a quorum is not present within 30 minutes after the time appointed for a general meeting:

- (a) if the general meeting was called on the requisition of Members, it is automatically dissolved; or
- (b) in any other case:
 - (i) it will stand adjourned to the same time and place seven days after the meeting, or to another day, time and place determined by the Directors; and

- (ii) if at the adjourned general meeting a quorum is not present within 30 minutes after the time appointed for the general meeting, the general meeting is automatically dissolved.

14. Chairperson

- 14.1 The chairperson, or in the chairperson's absence the deputy chairperson, of Directors' meetings will be the chairperson at every general meeting.
- 14.2 The Directors present may elect a chairperson of a general meeting if:
 - (a) there is no chairperson or deputy chairperson; or
 - (b) neither the chairperson nor deputy chairperson is present within 15 minutes after the time appointed for holding the general meeting; or
 - (c) the chairperson and deputy chairperson are unwilling to act as chairperson of the general meeting.
- 14.3 If the Directors make no election under clause 14.2 when they are entitled to do so, then:
 - (a) the Members may elect one of the Directors present as chairperson; or
 - (b) if no Director is present or is willing to take the chair, the Members may elect one of the Members present as chairperson.
- 14.4 If there is a dispute at a general meeting about a question of procedure, the chairperson may determine the question.

15. Adjournment

- 15.1 The chairperson of a general meeting at which a quorum is present:
 - (a) in his or her discretion may adjourn the general meeting with the meeting's consent; and
 - (b) must adjourn the general meeting if the meeting directs him or her to do so.
- 15.2 An adjourned general meeting may take place at a different venue to the initial general meeting.
- 15.3 The only business that can be transacted at an adjourned general meeting is the unfinished business of the initial general meeting.
- 15.4 Notice of an adjourned general meeting in accordance with clause 11.1 must be given if a general meeting has been adjourned for more than 21 days but is not required for an adjournment of 21 days or less.

16. Decision on questions

- 16.1 Subject to the Corporations Act, a resolution is carried if consensus has been reached. However, if not possible to reach consensus, a resolution will be carried if a majority of the votes cast on the resolution are in favour of the resolution.
- 16.2 A resolution put to the vote of a meeting is to be decided on a show of hands and voices for those Members participating by technology unless a poll is demanded in accordance with the Corporations Act.
- 16.3 Unless a poll is demanded:

(a) a declaration by the chairperson that a resolution has been carried, carried by a specified majority, or lost; and

(b) an entry to that effect in the minutes of the meeting,

are conclusive evidence of the fact without proof of the number or proportion of the votes in favour of or against the resolution.

16.4 The demand for a poll may be withdrawn.

16.5 A decision of a general meeting may not be impeached or invalidated on the ground that a person voting at the general meeting was not entitled to do so.

17. Taking a poll

17.1 If a poll is demanded under clause 16.2, a poll will be taken when and in the manner that the chairperson directs.

17.2 The result of the poll will be the resolution of the meeting at which the poll was demanded.

17.3 The chairperson may determine any dispute about the admission or rejection of a vote.

17.4 The chairperson's determination, if made in good faith, will be final and conclusive.

17.5 A poll demanded on the election of the chairperson or the adjournment of a general meeting must be taken immediately.

17.6 After a poll has been demanded at a general meeting, the general meeting may continue for the transaction of business other than the question on which the poll was demanded.

18. Casting vote of chairperson

The chairperson does not have a casting vote in addition to the chairperson's votes as a Member, proxy or attorney.

19. Offensive material

A person may be refused admission to, or required to leave and not return to, a meeting if the person:

(a) refuses to permit examination of any article in the person's possession; or

(b) is in possession of any:

(i) electronic or recording device;

(ii) placard or banner; or

(iii) other article,

which the chairperson considers to be dangerous, offensive or liable to cause disruption.

Votes of Members

20. Entitlement to vote

20.1 Subject to this Constitution, on a show of hands, vote by voice and on a poll every Member has one vote.

21. Objections

- 21.1 An objection to the qualification of a voter may only be raised at the general meeting or adjourned general meeting at which the voter tendered its vote.
- 21.2 An objection must be referred to the chairperson of the general meeting, whose decision is final.
- 21.3 A vote which the chairperson does not disallow because of an objection is valid for all purposes.

22. Votes by proxy

- 22.1 If a Member appoints a proxy, proxies or an attorney, the proxy, proxies or attorney may not vote on a show of hands.
- 22.2 A proxy need not be a Member.
- 22.3 A proxy may demand or join in demanding a poll.
- 22.4 A proxy or attorney may vote on a poll.
- 22.5 A proxy may vote or abstain as he or she chooses except where the appointment of the proxy directs the way the proxy is to vote on a particular resolution. If a proxy votes at all, the proxy will be deemed to have voted all directed proxies in the manner directed.

23. Document appointing proxy

- 23.1 An appointment of a proxy is valid if it is signed by the Member making the appointment and contains the information required by subsection 250A(1) of the Corporations Act. The Directors may determine that an appointment of proxy is valid even if it only contains some of the information required by section 250A(1) of the Corporations Act.
- 23.2 For the purposes of clause 23.1, an appointment received at an electronic address will be taken to be signed by the Member if:
 - (a) a personal identification code allocated by the Company to the Member has been input into the appointment; or
 - (b) the appointment has been verified in another manner approved by the Directors.
- 23.3 A proxy's appointment is valid at an adjourned general meeting.
- 23.4 A proxy or attorney may be appointed for all general meetings or for any number of general meetings or for a particular purpose.
- 23.5 Unless otherwise provided for in the proxy's appointment or in any instrument appointing an attorney, the appointment of the proxy or the attorney will be taken to confer authority:
 - (a) to vote on:
 - (i) any amendment moved to the proposed resolutions and on any motion that the proposed resolution not be put or any similar motion; and
 - (ii) any procedural motion, including any motion to elect the chairperson, to vacate the chair or to adjourn the general meeting,even though the appointment may specify the way the proxy or attorney is to vote on a particular resolution; and

- (b) to vote on any motion before the general meeting whether or not the motion is referred to in the appointment.

23.6 If a proxy appointment is signed by the Member but does not name the proxy or proxies in whose favour it is given, the chairperson may either cast as proxy or complete the appointment by inserting the name or names of one or more Directors or the Secretary.

24. Lodgement of proxy

24.1 The written appointment of a proxy or attorney must be received by the Company, at least 48 hours (unless otherwise specified in the notice of meeting to which the proxy relates) before:

- (a) the time for holding the general meeting or adjourned general meeting at which the appointee proposes to vote; or
- (b) the taking of a poll on which the appointee proposes to vote.

24.2 The Company receives an appointment of a proxy and any power of attorney or other authority under which it was executed when they are received at:

- (a) the Company's registered office;
- (b) a facsimile number at the Company's registered office; or
- (c) a place, facsimile number or electronic address specified for that purpose in the notice of meeting.

25. Validity

A vote cast in accordance with an appointment of proxy or power of attorney is valid even if before the vote was cast the appointor:

- (a) died;
- (b) became mentally incapacitated; or
- (c) revoked the proxy or power,

unless any written notification of the death, unsoundness of mind or revocation was received by the Company before the relevant general meeting or adjourned general meeting.

Directors

26. Directors

26.1 The initial Directors of the Company are the persons who have consented to act as directors and are registered in the Company's register of Directors as at the date of adoption of this Constitution. Those persons hold office subject to this Constitution.

26.2 A person is not eligible to be appointed or re-appointed as a Director if the person is disqualified from holding, or is otherwise ineligible to hold, office as a Director of the Company under the ACNC Act, the Corporations Act, the Education Act or any other legislation.

26.3 A person is not eligible to be appointed or re-appointed as a Director unless:

- (a) the person is a Member;

- (b) the person has been nominated in writing by two other Members;
- (c) the person consents in writing to be a Director;
- (d) the person undertakes in writing to:
 - (i) undertake any training required under the Education Act, the NES Act, the ACNC Act, the Corporations Act or any other legislation;
 - (ii) undertake any other training reasonably required by the Board from time to time;
 - (iii) notify the Board immediately if they have become ineligible to be a Director;
 - (iv) notify the Board immediately of any circumstance which:
 - (A) affects, or which may affect, whether they are fit and proper to be a Director; or
 - (B) has caused, or which may have caused, the cessation of their Directorship in accordance with Clause 29.
 - (v) provide to the Board whenever reasonably requested by the Board to do so a fit and proper person statutory declaration.

26.4 A person is not eligible to be appointed as a New Director unless:

- (a) the person has provided to the Board a fit and proper person statutory declaration; and
- (b) the Board has decided that the person is a fit and proper person to be appointed to the Board.

26.5 A person is not eligible to be re-appointed as a Director unless:

- (a) the person has provided a statutory declaration to the Board:
 - (i) confirming that since they were appointed there has not been any change in their circumstances relevant to whether they are a fit and proper person; or
 - (ii) providing details of any change in their circumstances; and
- (b) the Board has decided that the person is a fit and proper person to be re-appointed to the Board.

27. Appointment and removal of Directors

27.1 The Company shall have up to twelve (12) Directors and no fewer than six (6).

27.2 The Directors shall comprise:

- (a) Subject to clause 27.2(b) and clause 27.2(c), equal numbers of:
 - (i) persons who are parents or guardians of a student enrolled at the School and who are not members of the School staff (**parent/guardian Directors**); and
 - (ii) persons who are members of the Education Committee (as defined in Clause 39) (**Teacher-Directors**).
- (b) For purposes of calculating whether there are equal numbers of parent/guardian Directors and Teacher-Directors, any Director who is both a member of the Education Committee and a parent or guardian of a student enrolled at the School, shall be counted as a Teacher-Director.

- (c) Such other persons as the Board of Directors from time to time shall determine and appoint to the Board for a term expiring at the next General meeting. This power to appoint Directors may be exercised even if the exercise of the power results in a lack of equality of numbers between parent/guardian Directors and Teacher-Directors.

27.3 Subject to Clause 27.4, the terms of Directors appointed at a general meeting by a resolution under Clause 27.11(a) start and end as follows:

- (a) A Director's term starts at the end of the general meeting at which the Director is appointed.
- (b) The first term of a Director who has not been appointed as a Director by a resolution at any of the previous two annual general meetings (a **New Director**), ends at the end of the next annual general meeting after the meeting at which they were appointed (**Initial Term**).
- (c) If a New Director is reappointed at the end their Initial Term, their second term (**Second Term**) ends at the end of the second annual general meeting after their reappointment. Directors who have been New Directors are eligible for reappointment after their Initial and Second Terms.
- (d) The term of appointment or re-appointment of a Director other than a New Director, ends:
 - (i) in accordance with any resolution of the Company under clause 27.11 when the Director was appointed or re-appointed either:
 - (A) at the end of the second annual general meeting after they were last appointed: or
 - (B) at the end of the third annual general meeting after they were last appointed.
 - (ii) if no date for the end of the term of appointment was set when they were appointed, at the end of the third annual general meeting after they were last appointed.

27.4 At each annual general meeting, at least one-quarter of the Directors must retire from office. The calculation of the one-quarter of Directors retiring for these purposes:

- (a) shall include each Director:
 - (i) who chooses to resign with effect at the annual general meeting in accordance with clause 29(c);
 - (ii) whose Initial Term as a Director under clause 27.3(b) is expiring;
 - (iii) whose Second Term as a Director under clause 27.3(c) is expiring;
 - (iv) whose appointment is terminating in accordance with clause 27.3(d);
 - (v) whose appointment is terminating in accordance with clause 27.7; or
 - (vi) whose appointment is terminating in accordance with Clause 30;
- (b) but shall not include a Director whose appointment under clause 27.2(c) is expiring.

27.5 If the one-quarter retirement requirement in clause 27.4 is not met by resignations and expiry of terms of appointment referred to in clause 27.4(a), then the Directors who must retire at each annual general meeting under clause 27.4 will be the Directors who have been longest in office

since last being elected. Where Directors were elected on the same day, the Director(s) to retire will be decided by lot unless they agree otherwise.

- 27.6 Subject to clauses 27.7 retiring Director including a Director whose appointment has been terminated by the operation of clause 27.4 is eligible for re-election or re-appointment.
- 27.7 Subject to clause 27.8, any person who has been a Director for nine consecutive years is not eligible to be a Director for a period of two years after those nine years' service.
- 27.8 The Directors may, by a two-thirds majority, resolve that a person is eligible to be a Director if that person would otherwise not be eligible solely by operation of clause 27.7.
- 27.9 If the conduct or position of any Director is such that continuance in office appears to the majority of the Directors to be prejudicial to the interests of the Company, a majority of Directors at a meeting of the Directors specifically called for that purpose may suspend that Director.
- 27.10 Within 14 days of the suspension, the Directors must call a general meeting, at which the Members may either confirm the suspension and commence processes in accordance with section 203D of the Corporations Act which may result in removal of the Director from office under clause 27.11(c) or annul the suspension and reinstate the Director.
- 27.11 Subject to this clause 27, the Company may, by resolution passed in general meeting:
- (a) appoint and re-appoint Directors and, when appointing or re-appointing Directors other than New Directors, may specify that the appointment or re-appointment is to end;
 - (i) at the end of the second annual general meeting after the appointment or re-appointment: or
 - (ii) at the end of the third annual general meeting after the appointment or re-appointment.
 - (b) increase or reduce the number of Directors;
 - (c) remove any Director before the end of the Director's period of office, subject to the provisions of section 203D of the Corporations Act; and
 - (d) appoint another person in the place of a Director removed in accordance with Clause 27.11(c).
- 27.12 A person appointed under clause 27.11(c) will hold office for the period for which the Director replaced would have held office if the Director had not been removed.
- 27.13 A resolution passed at a general meeting appointing or confirming the appointment of 2 or more directors is void unless:
- (a) the meeting has resolved that the appointments or confirmations may be voted on together; and
 - (b) no votes were cast against the resolution.
- 27.14 Clause 27.13 does not affect:
- (a) a resolution to appoint directors by an amendment to the company's constitution (if any); or

- (b) a ballot or poll to elect 2 or more directors if the ballot or poll does not require members voting for 1 candidate to vote for another candidate.

27.15 For the purposes of Clause 27.14(b), a ballot or poll does not require a member to vote for a candidate merely because the member is required to express a preference among individual candidates in order to cast a valid vote.

28. Retirement

29. Vacation of office

A person immediately ceases to be a Director if he or she:

- (a) is prohibited by or under the Corporations Act, the Education Act 1900 (NSW), the ACNC Act or any other legislation from holding office or continuing as a Director;
- (b) is liable to have a person appointed, under a law relating to the administration of estates of persons who through mental or physical incapacity are incapable of managing their affairs, to administer it, or becomes in the opinion of the Directors incapable of performing his or her duties;
- (c) resigns by notice in writing to the Company;
- (d) is removed by a resolution of the Company in accordance with clause 27.11(c);
- (e) is absent from Directors' meetings for 6 consecutive months without leave of absence from the Directors;
- (f) is or becomes a registrable person for the purposes of the *Child Protection (Offenders Registration) Act 2000* (NSW);
- (g) ceases to be a Member of the Company;
- (h) was a Teacher-Director when appointed and ceases to be a member of the Education Committee; or
- (i) was a parent/ guardian Director when appointed and ceases to be a parent or guardian of a student enrolled at the School or becomes a member of the School staff.

30. Casual Directors

30.1 Subject to clause 27.1, the Directors may appoint any Member who is otherwise eligible as a Director to fill a casual vacancy other than a casual vacancy brought about by a Company resolution under clause 27.11(c).

30.2 The Directors must exercise the power in clause 30.1 consistently with clause 27.2 and, in particular:

- (a) must appoint a member of the Education Committee to replace a Teacher-Director; and
- (b) must appoint a person who is a parent or guardian of a student enrolled at the School and who is not a member of the School staff to replace a parent/guardian Director.

- 30.3 A Director appointed under clause 30.1 ceases to be a Director at the conclusion of the next annual general meeting of the Company but is eligible for re-election or re-appointment as a Director.

31. Powers and duties of Directors

- 31.1 The business of the Company is managed by the Directors who may exercise all powers of the Company that this Constitution and the Corporations Act do not require to be exercised by the Company in general meeting.
- 31.2 Without limiting the generality of clause 31.1, the Directors may exercise all the powers of the Company to:
- (a) borrow money;
 - (b) charge any property or business of the Company;
 - (c) issue debentures or give any other security for a debt, liability or obligation of the Company or of any other person; and
 - (d) guarantee or to become liable for the payment of money or the performance of any obligation by or of any other person.
- 31.3 Directors must follow policies and procedures as outlined in the Mumbulla School Governance Manual, which will be issued to each director on appointment.

32. Directors' meetings

- 32.1 A Director may at any time, and the Secretary must on the request of a Director, call a Directors' meeting.
- 32.2 A Directors' meeting must be called on at least 48 hours written notice of a meeting to each Director.
- 32.3 It is not necessary to give notice of a meeting of the Directors to an Australian resident whom the Secretary, when giving notice to the other Directors, reasonably believes to be temporarily outside Australia.
- 32.4 Subject to the Corporations Act, a Directors' meeting may be held by the Directors communicating with each other by any technological means by which they are able simultaneously to hear each other and to participate in discussion.
- 32.5 The Directors need not all be physically present in the same place for a Directors' meeting to be held.
- 32.6 Subject to clause 35, a Director who participates in a meeting held in accordance with this Constitution is taken to be present and entitled to vote at the meeting.
- 32.7 Clauses 32.4 to 32.5 apply to meetings of Committees as if all committee members were Directors.
- 32.8 The Directors may meet together, adjourn and regulate their meetings as they think fit. Questions arising at any meeting shall be decided by discussion and consensus. In the case of a lack of consensus, the directors shall decide by casting a vote.
- 32.9 A quorum for meetings of Directors is half of the appointed Directors, plus one (1) at least two of whom must be Teacher-Directors.

32.10 Where a quorum cannot be established for the consideration of a particular matter at a meeting of Directors, the chairperson may call a general meeting to deal with the matter.

32.11 Notice of a meeting of Directors may be given in writing, or the meeting may be otherwise called using any technology consented to by all the Directors.

33. Decision on questions

33.1 Questions arising at a meeting of Directors are to be decided by consensus or failing this, a majority of votes of the Directors present and voting and, subject to clause 35 and 33.2, each Director has one vote.

33.2 Resolution of Disputes are handled as per the procedure in the in the Company's Governance Manual.

34. Payments to Directors

No payment will be made to any Director of the Company other than payment:

- (a) of out of pocket expenses incurred by the Director in the performance of any duty as Director of the Company where the amount payable does not exceed an amount previously approved by the Directors of the Company;
- (b) for any service rendered to the Company by the Director in a professional or technical capacity, other than in the capacity as Director, where the provision of the service has the prior approval of the Directors of the Company and where the amount payable is approved by the Directors of the Company and is not more than an amount which commercially would be reasonable payment for the service;
- (c) of any salary or wage due to the Director as an employee of the Company where the terms of employment have been approved by the Directors of the Company;
- (d) of any honorarium and
- (e) relating to an indemnity in favour of the Director and permitted by section 199A of the Corporations Act or a contract of insurance permitted by section 199B of the Corporations Act.

35. Directors' interests

35.1 No contract made by a Director with the Company and no contract or arrangement entered into by or on behalf of the Company in which any Director may be in any way interested is avoided or rendered voidable merely because of the Director holding office as a director or because of the fiduciary obligations arising out of that office.

35.2 No Director contracting with or being interested in any arrangement involving the Company is liable to account to the Company for any profit realised by or under any such contract or arrangement merely because of the Director holding office as a director or because of the fiduciary obligations arising out of that office.

35.3 A Director is not disqualified merely because of being a Director from contracting with the Company in any respect.

35.4 Subject to clause 34, a Director or a body or entity in which a Director has a direct or indirect interest may:

- (a) enter into any agreement or arrangement with the Company;
- (b) hold any office or place of profit other than as auditor in the Company; and
- (c) act in a professional capacity other than as auditor for the Company,

and the Director or the body or entity can receive and keep beneficially any remuneration, profits or benefits under any agreement or arrangement with the Company or from holding an office or place of profit in or acting in a professional capacity with the Company.

- 35.5 A Director must disclose the nature and extent of any actual or perceived material conflict of interest in a matter that is being considered at a meeting of Directors and that such disclosure must be recorded in the minutes of the meeting.

A Director who has a material personal interest in a matter that is being considered at a Directors' meeting must not:

- (a) be present while the matter is being considered at the meeting; or
- (b) vote on the matter,

unless permitted by the Corporations Act to do so, in which case the Director may:

- (c) be counted in determining whether or not a quorum is present at any meeting of Directors considering that contract or arrangement or proposed contract or arrangement;
- (d) sign or countersign any document relating to that contract or arrangement or proposed contract or arrangement; and
- (e) vote in respect of, or in respect of any matter arising out of, the contract or arrangement or proposed contract or arrangement.

- 35.6 A Director may be or become a director or other officer of, or otherwise interested in, any related body corporate or any other body corporate promoted by the Company or in which the Company may be interested as a vendor, shareholder or otherwise and is not accountable to the Company for any remuneration or other benefits received by the Director as a director or officer of, or from having an interest in, that body corporate.

36. Remaining Directors

- 36.1 The Directors may act even if there are vacancies on the board.

- 36.2 If the number of Directors is not sufficient to constitute a quorum at a Directors' meeting, the Directors may act only to:

- (a) appoint a Director; or
- (b) call a general meeting.

37. Chairperson

- 37.1 The Directors may by simple majority appoint, remove and replace a Director as chairperson of Directors' meetings and may determine the period for which the chairperson shall hold office (save that any chairperson shall cease to be chairperson if they cease to be a Director).

- 37.2 If no chairperson is appointed or if the chairperson is not present at any Directors' meeting within ten minutes after the time appointed for the meeting to begin, the Directors present must elect a Director to be chairperson of the meeting.
- 37.3 The Directors may elect a Director as deputy chairperson to act as chairperson in the chairperson's absence.

38. Delegation

- 38.1 The Directors may delegate any of their powers, other than those which by law must be dealt with by the Directors as a board, to a committee or committees (each a **Committee**).
- 38.2 The Directors may at any time revoke any delegation of power to a Committee.
- 38.3 At least one member of each Committee must be a Director.
- 38.4 A Committee must exercise its powers in accordance with any directions of the Directors and a power exercised in that way is taken to have been exercised by the Directors.
- 38.5 A Committee may be authorised by the Directors to sub-delegate all or any of the powers for the time being vested in it. The Committee must note in their minutes if sub-delegation is made to members of staff of the Company.
- 38.6 Meetings of any Committee will be governed by the provisions of this Constitution which deal with Directors' meetings so far as they are applicable and are not inconsistent with any directions of the Directors. The provisions apply as if each member was a Director.

39. The Education Committee

- 39.1 There shall be an Education Committee, also called the College of Teachers (**College**), consisting of educational staff at the School.
- 39.2 The College of Teachers holds the principalship of the School.
- 39.3 The College is responsible for all educational matters including:
- (a) Implementing and administering the curricula, programmes, practices, and school policies;
 - (b) Making recommendations to the Directors and reporting to the Directors on all educational matters including: practices, programmes, policies, enrolments, and facilities;
 - (c) Specifying the design and furnishing of grounds and buildings acquired or erected or to be erected.
- 39.5 The College shall meet weekly. The quorum for the College shall be determined by the members of the College and Board will be informed of the method for such determination. The quorum will be noted in the Governance Manual and updated as required. Decisions shall be passed by consensus.
- 39.6 The policy of growth will be established by College and the Board of Directors.
- 39.7 The Board of Directors shall delegate to the College of Teachers the processes of appointment, appraisal and dismissal of educational staff. The College of Teachers shall inform, advise, and make recommendations to the Board of Directors in relation to these matters. The Board is ultimately responsible for the employment of, and duty of care to, all staff employed within the school.

- 39.8 The College will have input into all policies affecting the wellbeing of the child including Workplace, Health and Safety matters.
- 39.9 The College will have input into Fundraising, Public Relations and Community activities to ensure that these reflect the educational ethos of the School.

40. Written resolutions

- 40.1 The Directors may pass a resolution without a Director's meeting being held if all the Directors entitled to vote on the resolution sign a document containing a statement that they are in favour of the resolution set out in the document. The resolution is passed when the last Director signs.
- 40.2 For the purposes of clause 40.1, separate copies of a document may be used for signing by Directors if the wording of the resolution and statement is identical in each copy.
- 40.3 Any document referred to in this clause may be in the form of a facsimile or electronic transmission.
- 40.4 The minutes of Directors' meetings must record that a meeting was held in accordance with this clause.
- 40.5 This clause applies to meetings of Directors' committees as if all members of the committee were Directors.

41. Validity of acts of Directors

If it is discovered that:

- (a) there was a defect in the appointment of a person as a Director or member of a Committee; or
- (b) a person appointed to one of those positions was disqualified,

all acts of the Directors or the Committee before the discovery was made are as valid as if the person had been duly appointed and was not disqualified.

42. Minutes and Registers

- 42.1 The Directors must cause minutes to be made of:
- (a) the names of the Directors present at all Directors' meetings and meetings of Directors' committees;
 - (b) all proceedings and resolutions of general meetings, Directors' meetings and meetings of Directors' committees;
 - (c) all resolutions passed by Directors in accordance with clause 40;
 - (d) all appointments of officers;
 - (e) all orders made by the Directors and Directors' committees; and
 - (f) all disclosures of interests made under clause 35.
- 42.2 Minutes must be signed by the chairperson of the meeting or by the chairperson of the next meeting of the relevant body.

- 42.3 The Company must keep all registers required by this Constitution and the Corporations Act, including a register of Members (**Register**), including the member's original membership application.

43. Appointment of attorneys and agents

- 43.1 The Directors may from time to time by resolution or power of attorney executed in accordance with section 127 of the Corporations Act appoint a person in accordance with clause 43.2 to be the attorney or agent of the Company:
- (a) for the purposes;
 - (b) with the powers, authorities and discretions (not exceeding those exercisable by the Directors under this Constitution);
 - (c) for the period; and
 - (d) subject to the conditions,
- determined by the Directors.
- 43.2 An appointment by the Directors of an attorney or agent of the Company may be made in favour of:
- (a) any company;
 - (b) the members, directors, nominees or managers of any company or firm; or
 - (c) any fluctuating body of persons whether nominated directly or indirectly by the Directors.
- 43.3 A power of attorney may contain such provisions for the protection and convenience of persons dealing with an attorney as the Directors think fit.
- 43.4 An attorney or agent appointed under this clause may be authorised by the Directors to sub-delegate all or any of the powers authorities and discretions for the time being vested in it.

Secretary

44. Secretary

- 44.1 If required by the Corporations Act, there must be at least one secretary of the Company appointed by the Directors for a term and at remuneration and on conditions determined by them.
- 44.2 The Secretary is entitled to attend and be heard on any matter at all Directors' and general meetings.
- 44.3 The Directors may, subject to the terms of the Secretary's employment contract, suspend, remove or dismiss the Secretary.

Inspection of records

45. Inspection of records

- 45.1 Except as otherwise required by the Corporations Act, the Directors may determine whether and to what extent, and at what times and places and under what conditions, the financial records

and other documents of the Company or any of them will be open for inspection by Members other than Directors.

- 45.2 Except as otherwise required by the Corporations Act, a Member other than a Director does not have the right to inspect any financial records or other documents of the Company unless the Member is authorised to do so by a court order or a resolution of the Directors.

Notices

46. Service of notices

- 46.1 Notice may be given by the Company to any person who is entitled to notice under this Constitution:

- (a) by serving it on the person; or
- (b) by sending it by post, facsimile transmission or electronic notification to the person at the person's address shown in the Register or the address supplied by the person to the Company for sending notices to the person.

- 46.2 A notice sent by post is taken to be served:

- (a) by properly addressing, prepaying and posting a letter containing the notice; and
- (b) on the day after the day on which it was posted.

- 46.3 A notice sent by facsimile transmission or electronic notification is taken to be served:

- (a) by properly addressing the facsimile transmission or electronic notification and transmitting it; and
- (b) on the day after its despatch.

- 46.4 If a Member does not have an address recorded in the Register a notice will be taken to be served on that Member 24 hours after it was posted on a notice board at the Company's registered office.

- 46.5 A Member whose address recorded in the Register is not in Australia may specify in writing an address in Australia to be taken to be the Member's for the purposes of clause 47.

- 46.6 A certificate in writing signed by a Director, Secretary or other officer of the Company that a document or its envelope or wrapper was addressed and stamped and was posted is conclusive evidence of posting.

- 46.7 Subject to the Corporations Act the signature to a written notice given by the Company may be written or printed.

- 46.8 All notices sent by post outside Australia must be sent by prepaid airmail post.

47. Persons entitled to notice

- 47.1 Notice of every general meeting must be given to:

- (a) every Member;
- (b) every Director; and
- (c) any Auditor.

47.2 No other person is entitled to receive notice of a general meeting.

Audit and accounts

48. Audit and accounts

48.1 The Directors must cause the Company to keep written financial records in relation to the business of the Company in accordance with the requirements of the Corporations Act.

48.2 The Directors must cause the financial records of the Company to be audited in accordance with the requirements of the Corporations Act.

Winding up & revocation of endorsement

49. Winding up & revocation of endorsement

49.1 If the Company is wound up:

- (a) each Member; and
- (b) each person who has ceased to be a Member in the preceding year,

undertakes to contribute to the property of the Company for the:

- (c) payment of debts and liabilities of the Company (in relation to clause 49.1(b), contracted before the person ceased to be a Member) and payment of costs, charges and expenses of winding up; and
- (d) adjustment of the rights of the contributories amongst themselves,

the amount of \$20.00.

49.2 Subject to clause 49.3, if any surplus remains following the winding up of the Company, the surplus will not be paid to or distributed amongst Members, but will be given or transferred to an entity which, by its constitution, is:

- (a) required to pursue similar charitable purposes to those pursued by the Company;
- (b) required to apply its profits (if any) or other income in promoting its objects; and
- (c) prohibited from making any distribution to its members or paying fees to its directors (other than in circumstances contemplated by clause 35),

such corporation to be determined by the Members at or before the winding up and, in default, by application to the Supreme Court of New South Wales for determination.

49.3 If any fund for the operation of which the Company is endorsed as a deductible gift recipient for the purpose of Subdivision 30BA of the Income Tax Assessment Act 1997 (**ITAA 1997**), is wound up or if the endorsement of the Company as a deductible gift recipient for the operation of such fund is revoked, any surplus assets of the gift fund required by section 30-130 of ITAA 1997 to be maintained by the Company remaining after the payment of liabilities attributable to it, shall be transferred to a fund, authority or institution to which income tax deductible gifts can be made under Division 30 ITAA 1997, and which is required to pursue similar charitable purposes to those pursued by the Company

Indemnity

50. Indemnity

- 50.1 To the extent permitted by law and subject to the restrictions in section 199A of the Corporations Act the Company indemnifies every person who is or has been an officer of the Company against:
- (a) any liability (other than for legal costs) incurred by that person as an officer of the Company (including liabilities incurred by the officer as an officer of a subsidiary of the Company where the Company requested the officer to accept that appointment); and
 - (b) reasonable legal costs incurred in defending an action for a liability incurred by that person as an officer of the Company (including legal costs incurred by the officer as an officer of a subsidiary of the Company where the Company requested the officer to accept that appointment).
- 50.2 The amount of any indemnity payable under clauses 50.1(a) or 50.1(b) will include an additional amount (**GST Amount**) equal to any GST payable by the officer being indemnified (**Indemnified Officer**) in connection with the indemnity (less the amount of input tax credit claimable by the Indemnified Officer in connection with the indemnity). Payment of any indemnity which includes a GST Amount is conditional upon the Indemnified Officer providing the Company with a GST tax invoice for the GST Amount.
- 50.3 For the purposes of this clause, **officer** means:
- (a) a Director; or
 - (b) a Secretary.

Transition

51. Transition

- 51.1 For purposes of this clause, “amendments” mean the amendments made at the 2019 annual general meeting or, if the meeting is adjourned and reconvened, at the reconvened meeting.
- 51.2 Subject to clause 51.3, the amendments commence the day after the conclusion of the 2019 annual general meeting or, if the meeting is adjourned and reconvened, the day after the conclusion of the reconvened meeting.
- 51.3 The amendments to clauses 7 and 8 do not apply to the membership of persons who are Members at the time the amendments otherwise come into effect. Clauses 7 and 8 in the form which was in operation prior to the amendments continue to apply to the membership of persons who are Members at the time the amendments otherwise come into effect.
- 51.4 If at the time that the amendments commence, a member of staff who is not a member of the Education Committee is a Director:
- (a) the person may continue to hold office as a Director notwithstanding amended clause 27.2(a) and shall be counted as a parent/guardian Director for purposes of the equality requirement in clause 27.2(a);
 - (b) amended clause 29(i) shall not apply to their Directorship;



- (c) if there is a casual vacancy in their position, amended clause 30.2 shall apply as if they were a parent/guardian Director.



ATTACHMENT 2: COLLEGE OF TEACHERS MANUAL

COLLEGE OF TEACHERS 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 College of Teachers (College) Manual was produced by the College of Teachers.

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ACKNOWLEDGEMENT OF COUNTRY

We the College of Mumbulla School acknowledge that this school is situated on the lands of the Djiringanj people of the Yuin Nation.

We acknowledge that this is land was never ceded and we recognise that the Yuin people have cared for this country over thousands and thousands of years.

We express our deep respect and gratitude for all the wisdom of Elders past, present and emerging. We strive to strengthen our collaboration with the peoples of the Yuin Nation in order to further our understandings and connections to country.

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VERSE FOR MEETING

As we meet here now
may we truly meet

In the presence of
each other
may we each be fully present

May we learn to listen to each other
until light is fully shed
on every question

May we be open with each other
And create a place of trust
so we can share
our hopes and our concerns

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

VERSE FOR MEETING

Into my will
Let there pour strength,
Into my feeling let there flow
warmth,
Into my thinking
Let there shine light,
That I may nurture these
children
With enlightened purpose,
Caring with heart's love
And bring wisdom
Into all things.

VERSE FOR MEETING

May there reign here spirit-strength in love;
May there work here spirit-light in goodness;
Born from certainty of heart, and steadfastness of soul,
So that we may bring to young human beings
Bodily strength for work,
Inwardness of soul and clarity of spirit.
May this place be consecrated to such a task;
May young minds and hearts here find
Servers of the light, endowed with strength,
who will guard and cherish them.

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

INTRODUCTION

What is Governance?

Governance is about leadership. Governance steers the School in line with its strategic direction and ensures day-to-day management is aligned with the School's goals. It is about ensuring the right policies and procedures are in place so that the school is complying with all educational and legislative requirements.

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".*¹⁰

The College of Teachers delegates much of the management of the school to the Education Manager and the Business Manager. However, the College of Teachers and the Managers work together closely and consultatively.

KEY ROLES IN UNDERSTANDING COLLEGE GOVERNANCE

The Mumbulla School Board of Directors (Board) has overall responsibility for the **governance** of the school as described above. Its primary and general duties are spelled out in its Charter on p.35 of the school's Governance Manual. There are equal numbers of parents and College members, who are also members of the Mumbulla School for Rudolf Steiner Education Ltd (the **Company**), on the Board. According to the constitution (C39.7), the Board is ultimately responsible for the employment of, and duty of care to, all staff employed within the School. However, the Board of Directors delegates to the College, the processes of appointment, appraisal and dismissal of education staff, but the College informs, advises and makes recommendations to the Board in relation to these matters.

College of Teachers (College) holds the principalship of the School. College is responsible for all educational matters relating to the school (C39.3 of the School's Constitution). **College's role in governance** is to guide the overarching educational leadership and direction of the school. **College's role in management** is to delegate to and consult with Management to ensure that they are planning, organising, directing and controlling the School's educational resources (human, financial, physical and informational) in pursuit of the School's goals and budget as approved by the Board.

Membership of College is open to all teaching staff at the school. However, you are considered a Voting Member of College if you attend College meetings regularly¹¹. Only regular attendees are eligible to nominate as a Teacher-Director on the Board.

¹⁰ Qld Health Reform <http://www.health.qld.gov.au/health-reform/docs/factsheet-govn-mgmt.pdf>

¹¹ "regular" attendance is at least 70% of all College meetings

Voting Members of College are those members who attend College regularly. If a decision cannot be resolved through consensus decision making, then only regular attendees may vote on the issue at hand. See **College Code of Conduct**, point 7, p.19 for further details regarding College decision making including the provision for proxy voting.

The Education Manager (EM) is a leadership position in the School. This person works closely with the College Chair, the Business Manager (**BM**), the College and Board to ensure management and communication issues are handled in a timely and effective manner. The EM has an important relationship with College; College delegates day to day management responsibilities of the school to the EM and the EM in consultation with the CC ensures that College is sufficiently informed, consulted and represented so that it may effectively perform its role as principal of Mumbulla School. The EM is jointly appointed by Board and College. The BM position is appointed by Board.

The College Chair (CC) is a leadership position at the School. This person works closely and consultatively with the Managers and the College and like the EM is a conduit for information to and from College. This person plays an integral role in monitoring and supporting the professional and welfare needs of the teachers and the College as a whole. The CC is a College appointed position.

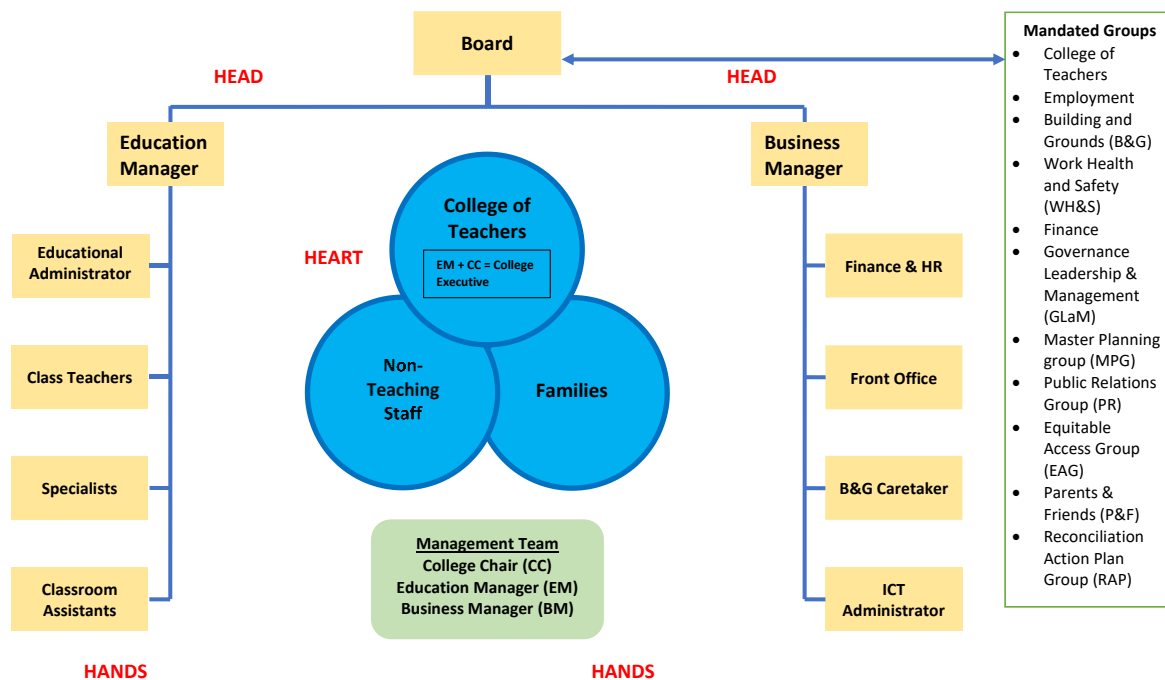
The College Executive comprises the CC and the EM, supported by the Educational Administrator. The College Executive sets the agenda for College meetings and ensures the research and clarification of information before taking it to College for consideration. College Executive also filters information for Senior Teacher (ST1) consultation and/or College consultation. College Executive also ensures the de-identification of sensitive information before taking it to College if necessary.

The Management Team (MT) at Mumbulla School is the EM, the BM and the CC. The Management Team meets weekly to ensure that management issues pertaining to both the operational and educational sectors of the school are discussed and handled in a timely manner.

Senior Teaching staff (ST1) are consulted by the EM, the Management Team and/or the College Executive when required. For example, sensitive issues relating to employment, work health and safety and child protection, which are not discussed at College, may benefit from consultation with Senior Teachers.

Mandated Groups are primarily working groups not steering groups. They help manage the work of the school as guided by their mandates and as directed by the Board. College members are encouraged to be involved in Mandated Groups. Ideally, each group has a College representative.

School Structure Diagram



The Board /College Relationship	
Board's role	College's role
Ensure that College has the requisite skills and resources to undertake its mandated roles and achieve the School's educational outcomes.	<p>College is responsible for all educational matters including:</p> <ul style="list-style-type: none"> • Making recommendations and reporting to the Directors on all educational matters including practices, programmes, policies, enrolments and facilities • Implementing and administering the curricula, programmes, practices and school policies • Keeping the Board educated and informed around Steiner Education, philosophy and changes in Government or NESA Educational requirements and bringing forward recommendations as necessary
Take overall responsibility for the wellbeing of the children including their WH&S.	In consultation with the Education Manager and Business Manager, the College will have input into policies affecting the wellbeing of children including WH&S.
Take overall responsibility for the look and feel of the school in accordance with Steiner principles and WHS requirements.	In consultation with Master Planning Group (MPG), College will specify the design and furnishing of grounds and buildings acquired or erected, or to be erected.
<p>The Board is ultimately responsible for the employment of, and duty of care to, all staff within the School.</p> <p>The Board delegates to the College the processes of appointment, appraisal and dismissal of educational staff.</p>	<p>The College further delegates to the EM the responsibility of overseeing and management of the processes of appointment, appraisal and dismissal of educational staff.</p> <p>The College informs, advises and makes recommendations to the Board in relation to these matters via the EM and Employment Group.</p>
Oversee the school's overall educational performance.	<p>The College discusses and reviews aspects of educational performance including student assessment and teacher professional development. All teaching staff participate in a mentor program that is overseen by the EM and College.</p> <p>The College work in-line with the school's ethos and the philosophy of Rudolf Steiner education.</p>
Act as advocates and diplomats in public policy, fundraising, and stakeholder communication around Steiner School education approaches.	<p>The College will have input into fundraising, public relations and community activities to ensure that these reflect the educational ethos of the School.</p> <p>College is responsible for setting and promoting the educational direction of the school. College members have a responsibility to be professional advocates for education, specifically Steiner education.</p>

College Members as Board Directors

As a member of College, you are eligible to be a member of Mumbulla School for Rudolf Steiner Education Ltd (the **Company**). There is a maximum of 40 members of the Company. If you become a member of the Company and are a Voting Member of College, then you are eligible to nominate to be a Board Director.

The Mumbulla School Board is made up of a maximum of six College Voting Members (Teacher-Directors) and six parent members (Parent/Guardian-Directors). Available Director positions will be advertised in the school Bulletin and will also be announced at College meetings. Please note that College members who are Directors DO NOT sit on Board as *representatives* of College. Rather all Directors are required to use their individual skills and knowledge to assist the school to attaining its purpose. The Education Manager *represents* the College at Board, both as a spokesperson and through the Education Report.

College Voting Members may independently nominate themselves to be a Director. Existing Board Directors may also approach Voting Members of College who they know have relevant skills and qualities that would benefit the Board. Ultimately, all new Director nominations are considered by Company members and voted on where necessary. The College does not put forward recommendations to the Board for Teacher-Director nominations. However, College Voting Members may notify College of their intention to nominate and College may discuss the suitability of teacher nominees in light of their other professional obligations, to ensure they are not overcommitting.

Board Directors are encouraged to recommend suitable persons to the Board. A list of potential candidates may be kept. The Board and Company Members will consider the balance of skills, experience and personal attributes of nominees when deciding upon new and re-appointing Directors. As all Directors are Responsible Persons they all must meet the legislated 'fit and proper person' requirements.

COLLEGE PURPOSE, ROLES AND RESPONSIBILITIES

Purpose and strategy

The College plays an important role, working with the Board, in setting the educational vision, purpose and strategic direction of the School in line with the school's Mission. College is also integral in helping the School community and staff understand these and adjusting direction or plans as appropriate.

College Governance Responsibilities

The College functions best when it focuses on pedagogical and philosophical matters relevant to Steiner education and education generally and performs its responsibilities in a rigorous but highly efficient manner.

The **primary** function of the College is to understand and address the educational, ethical and pedagogical affairs of Mumbulla School and to address issues of educational governance. As such, the College's focus is on:

- a. Pedagogical matters, that is, those matters relating to teaching and learning. This is specified as such in the Constitution of the school;
- b. Guiding and directing the school's educational development by maintaining a well-functioning organizational structure;
- c. Upholding the ethos of Steiner education;
- d. Supporting and inspiring teaching staff;
- e. Providing a forum for discussion of educational matters and issues; and
- f. Providing a professional learning space for colleagues.

Note that being a member of College is both an active and advisory role.

College's effectiveness

The College's effectiveness is enhanced through:

- careful forward planning of activities and professional learning/study;
- College meetings being run in an efficient manner;
- regular appraisals of College performance;
- appropriate professional learning for College members including induction of new educational staff; and
- effective consultation and communication with the College Executive, the Education Manager (EM), the Management Team and sub-committees (Mandated Groups), where appropriate.

College Meetings

The College meets weekly. The meeting is divided into 3 sections:

- **Educational Study** – a member of College prepares a question, a theme or a topic to present to College for discussion. Study can also be information shared from external professional learning that colleagues have attended and presentations from external consultants. CC makes a termly College Education Meeting Plan so teachers can plan their attendance based on interest and/or relevance.

- **Educational Business** – deals with issues arising relevant for College discussion and/or decision - relating to education. For example, curriculum changes, child welfare/concerns and camps and excursions.
- **Business Section** – deals with broader school business related to the College – not necessarily educational related. For example, business arising from Master Planning Group, Management and Board.

College composition

The School's Constitution states that:

The College shall meet weekly. The quorum for the College shall be determined by the members of the College, and Board will be informed of the method for such determination. The quorum will be noted in the Governance Manual and updated as required. Decisions shall be passed by consensus. (Clause 39.5)

The quorum for College meetings is **four** class teachers and **three** other educational staff or class teachers who are regular¹² attendees at College meetings.

College Attendance

- Class Teachers, Specialists, the CC, the EM and Educational Administrator (minute taker) are expected to attend weekly, when possible;
- All new staff are welcomed to College as part of their induction;
- Apologies should be given in advance to the Educational Administrator, to be minuted;
- Partner teachers and those not working on a College meeting day are welcome to attend College, but it is not expected by College;
- Educational Assistants who express a desire to attend College are also welcome.

A further word on Attendance:

- College members should bring a willingness to be collegial to every meeting;
- Regular attendance at College meetings is encouraged as it increases staff opportunities for making connections, sharing experiences, professional development, going deeper into pedagogical discussions and knowing each other professionally on a deeper level;
- There is an understanding that regular attendees carry the many and ongoing responsibilities inherent to the College. Over time there is a shared understanding, respect and depth of knowledge that regular attendees build;
- Irregular attendees acknowledge that they do not hold voting rights; and
- When not able to attend a meeting, College members trust the attendees present have made informed and proper decisions and will support those decisions where applicable.

Due diligence

The College maintains certain 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 loyalty to the School and its members.

¹² "regular" attendance is 70% of all meetings

- **Duty of Confidentiality** - is the restriction on the accessibility and dissemination of information by College members in the scope of their duties.

Due Diligence in Practice

- h) Have written policies and procedures in place;
- i) Use Due Diligence checklists for certain issues;
- j) Take time to always fully discuss the issues;
- k) Obtain the cooperative effort of all teaching staff, the Board, Directors and Management where appropriate;
- l) Exercise patience and thoroughness;
- m) Obtain expert assistance, such as AISNSW, SEA and NESA, when the circumstances dictate it; and
- n) Use Due Diligence before there is a problem, not as a reaction to something gone wrong.

College members are required to exercise Due Diligence. To do this, they need to have:

- d) access to all necessary information;
- e) enough time to become informed, discuss issues and consider ramifications of major decisions, e.g. long-range planning, important contracts, and curriculum changes;
- f) a cooperative relationship with Management and Board including honest and timely communication about major issues to avoid “surprises”.

The College Chair

Roles and Responsibility of Chair

- a) Chair College meetings effectively and efficiently within a consensus decision-making model (see **Appendix A: Consensus Decision Making**);
- b) Ensure a College education meeting plan is developed each term, including a philosophical, creative and pedagogical balance (found in Y:Home\College of Teachers\Minutes, Timetables & Rosters);
- c) In consultation with the EM ensure processes are in place and are being followed that enable the College to meet its responsibilities;
- d) Ensure College maintains its educational and professional focus;
- e) Represent College when needed ensuring there is good communication between the College and the school community;
- f) Review the weekly College Business Agenda with EM;
- g) Participate in College Exec, Management Team and Employment meetings;
- h) Take on the role of EM in the case of a grievance with a College member where a conflict of interest exists with the EM;
- i) Be prepared to act in the EM position if EM is on leave;
- j) Participate in Steiner Education Australia’s Delegates Meetings as needed;
- k) Be a Member of the Company and willing to be a Board Director; and
- l) Mentor Deputy Chair as needed.

Chair Tenure

The College Chair is a remunerated 4 hour per week position. It is filled through in-house advertising via a written Expression of Interest from College members. The College Chair is a 3-year tenure with the option, after College review, of successive 12-month extension/s. If multiple

people express interest in the CC role then expressions of interest are decided by a secret ballot at College.

The Deputy Chair

Deputy Chair position supports the CC and stands in as CC as needed. This is not a remunerated position. This position is seen as a good training opportunity to eventually take on the CC position. Tenure for CC and Deputy Chair are the same (3 years with an option to extend) however, it is preferable to stagger changes in personnel so that both positions are not being vacated at the same time. If multiple people express interest in being Deputy Chair, then expressions of interest are decided by a secret ballot at College.

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/needed;
- d) Take the role of Chair in the absence of the Chair, or as delegated by the Chair; and
- e) Perform other duties as may be necessary for effective College leadership.

Role of the Education Manager (see *Appendix B: Full EM Role Description*)

- a) Attend College meetings regularly;
- b) Write the Education Report for Board on behalf of the College;
- c) Report regularly to College (written and/or verbal)
- d) In consultation with the CC ensure processes are in place and are being followed that enable the College to meet its responsibilities;
- e) Ensure College maintains its educational and professional focus;
- f) Advise and support teacher recruitment processes, including sitting on panels;
- g) Facilitate good communication between the College and the school community;
- h) Communicate with CC and BM on College related matters;
- i) Participate in Steiner Education Australia's Governance Leadership and Management (GLaM) Conferences;
- j) Participate in College Exec, Management Team, Employment Group, GLaM Group, WH&S Group and other Mandated Groups as required.
- k) Take the lead responsibility and management of tasks related to communication and complaint handling as set out in the school's **Grievance Resolution Policy**;
- l) To manage tasks related to communication and complaint handling in line with the principles of confidentiality, procedural fairness, substantive fairness, timeliness, recordkeeping and transparency;
- m) Foster good communication processes across the school community;
- n) To identify any systemic issues arising from a grievance and to bring these to the attention of the Board, College and relevant Mandated Group.
- o) Write the Communication Report to Board and liaise with Board on communication/grievance issues that require action or could be a risk to the school, this includes an activity summary in a de-identified format;
- p) Maintain a profile in the school community, including regularly reporting on relevant curriculum and educational issues to the parent body in a timely manner;
- q) Be the point of contact for all media enquiries in line with the school's public relations process;

- r) Be available on a day to day basis to support teaching staff, including but not limited to:
 - I. Being a sounding board for teaching staff
 - II. Coordinating class and duty timetables
 - III. Overseeing class observations
 - IV. Overseeing relief when needed

Roles and Responsibilities of College Members (including EM & CC)

College members are accountable to each other and to Board for maintaining educational standards within the school. To achieve this the College must have in place the necessary structures, policies, procedures and decision-making processes to support effective member engagement in governance, leadership and principalship of the School. Membership of College includes:

- a) Regularly attending College meetings;
- b) Supporting Steiner Education and having an openness to deepen their understanding of the philosophy of Steiner Education;
- c) Keeping abreast of up to date teaching and learning practices and philosophy;
- d) Be a self-reflective practitioner and colleague;
- e) Supporting the CC, the EM and the BM in achieving the missions and aims of the school, to ensure that the School maintains its professionalism, reputation and strong Steiner ethos;
- f) Assuming responsibilities for specific projects either by volunteering and/or as requested, such as actively serving on Board Mandated Groups, representing the College at meetings, or preparing reports;
- g) Remaining current with the activities of the School by following its publications, website, issues, and initiatives;
- h) Informing the College of new developments or issues and staying proactive in helping position the School to best meet its aims;
- i) Representing the School at events;
- j) Positively promoting the School at every opportunity and representing the best interests of the School at all times;
- k) With other College members, the Managers, and the Board, helping to set and approve strategic goals, policies and budgets in a timely manner;
- l) Foregoing personal interests in support of actions that are for the good of the School;
- m) Publicly and professionally supporting decisions made by the College and the Board;
- n) Actively participating in educational opportunities offered at College, sharing professional knowledge and suggesting possible speakers;
- o) Thoroughly researching and completing duties in a timely manner;
- p) Reviewing reports, policies and procedures and other materials, as assigned;
- q) Monitoring and alerting the College to trends and ideas relating to the School, to Steiner education and/or education in general;
- r) Actively supporting other College members, the Education Manager and the Business Manager;
- s) Being accountable against the educational objectives set out in the Strategic Plan and within the School's budget; and
- t) Being accountable for timely response to all correspondence and mail.

See **College Code of Conduct** (p.17) for further details relevant to member's responsibilities.

Integrity and accountability

College has in place a system whereby there is a flow of information to College members that aids decision-making; there is transparency and accountability to parents and other stakeholders; and the integrity of students, families, staff and other key information is safeguarded.

The College Executive and Management Team meet weekly to ensure that relevant matters pertaining to College are brought to College members and meetings in a timely manner. The EM reports to College weekly (alternating between verbal and written reports) any other business that has arisen in the educational management of the school to ensure that College is abreast of issues.

Through the Bulletin, individual College members, the College as a whole, and delegates on behalf of College report to the school community on relevant issues.

The privacy and integrity of students, families and staff are safeguarded through College members commitment to confidentiality, the deidentification of sensitive issues discussed at College and declaration of any conflicts of interest at the beginning of each meeting.

Culture and ethics

The College sets the tone for ethical and responsible decision-making throughout the School by ensuring policies and procedures reflect the School's ethos and Mission. A culture of kindness, compassion, sharing and professional respect is encouraged and fostered from, and within, the College. The College is committed to consensus decision making.

Engagement

The College works with and for all educational staff. All educational staff are welcome to attend College. College and Board regularly consult on ways to help the School engage effectively with all stakeholders, including parents and the wider community.

School performance

The degree to which the School is delivering on its purpose can be difficult to assess, but this is aided by the College determining and assessing appropriate performance categories and indicators for the School and reporting these to the Board both in relation to educational attainment and the future success of students as they move beyond Mumbulla School. College and Board meet periodically to discuss and reflect on the school's strategic direction (ie The Strategic Plan) and Mission.

School buildings

The College has a key role to play in specifying the design and furnishing of grounds and buildings and advising the Board on enhancing the capacity and capabilities of the School they serve. This is aided by delegating responsibilities in this area to the school's Master Planning Group (MPG). The MPG consults regularly (weekly) with College during major projects, otherwise consultation is as needed.

COLLEGE CODE OF CONDUCT¹³

Introduction

In all our operations and relationships, College values professionalism, respect and inclusion. This Code of Conduct is to ensure that each College Member is aware of, and acts according to, their duties and responsibilities as an educator at 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 the School and in compliance with relevant legislative requirements and any obligations under common law.

The importance of the Code and the College Manual is to guide the College and its individual members to act in a manner that ensures the ongoing legacy of the school for future generations.

9. Conduct

College members will:

- p) act ethically, with honesty and integrity, in the best interests of the School;
- q) abide by the Mission, values, policies and procedures as agreed by the Board and as set out in the College Manual.
- r) take individual responsibility to contribute actively to all aspects of the College's role;
- s) attend a minimum of 70% of College meetings;
- t) exercise credible judgement to make decisions fairly, impartially and promptly, considering all available information, legislation, policies and procedures;
- u) use care, skill and diligence in fulfilling duties;
- v) treat colleagues with respect, courtesy, honesty and fairness, and have proper regard for their interests, rights, safety and welfare;
- w) not harass, bully or discriminate against colleagues and/or members of the school community;
- x) contribute to a harmonious, safe and productive College environment/culture through professional workplace relationships;
- y) not make improper use of their position as College members to gain advantage for themselves or for any other person;
- z) acknowledge personal interests or those of associates which may conflict with the interests of the School or College;
- aa) maintain confidentiality;
- bb) take responsibility for contributing in a constructive, courteous and positive way to enhance good governance and the reputation of the College and the School;

2. Communication and Information

College members will:

¹³ This Code is specific to College members but should be read in conjunction with the school's **Staff Code of Conduct**.

- f) not disclose confidential information or documents acquired through membership of College, other than as required by law or where agreed by decision of the College and/or Board;
- g) not make any unauthorised public statements regarding the business of the School without approval from the College and/or Board;
- h) support, adhere to, and not contradict the formal decisions of the College made in its meetings, and
- i) respect the confidentiality and privacy of all information as it pertains to individuals.

3. Conflicts of Interest

It is expected that College members will adhere to the rationale and procedures set out in the *Conflict of Interest Policy* of the School's Governance Manual. This policy applies to all members of the Board and other Responsible Persons and members of Mandated Groups of the Board. As a Mandated Group of the Board this applies to College:

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. (p.42)

4. Conflict resolution between College members

It is preferred that College members can resolve tensions and conflict to their mutual satisfaction between themselves without the need for third party intervention. The above conduct and communication protocols serve to support respectful resolutions if needed.

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

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

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

- 6. Advise the EM of the conflict, or should the conflict be with EM, advise the CC;
- 7. EM/CC should then advise other party of the concern against them, unless the College member notifying the concern has requested confidentiality;
- 8. In consultation with all parties, the EM/CC should endeavour to agree on a process to resolve the matter and to subsequently implement that process;
- 9. All discussions should be documented; and
- 10. All parties should always maintain confidentiality.

Please see **Appendix C: Flowchart taken from the School's Grievance Resolution Policy** relating to staff. All staff should be familiar with the full policy.

5. Improper Conduct

If a College member breaches the College Code of Conduct and/or acts outside of the protocols, policies and procedures with disregard to the wellbeing of the School and its stakeholders, any action taken will be in accordance with the School's policies and procedures and any appeals process. These are more fully outlined in the School's **Grievance Resolution Policy and Procedures**.

6. Discussion Protocols for Sensitive Issues

- From time to time the College Chair will employ strategies to facilitate smooth and fair discussion. It is the responsibility of all members to adhere to the strategies put in place;
- College will not discuss a colleague at a meeting unless with the consent of that person;
- College recognizes that there are issues that are private and sensitive which are not brought to College, e.g personal employment issues, private health and welfare issues and private family matters. Having clearly defined and upheld boundaries in this area in no way diminishes the care that colleagues have for one another, in fact, it reflects a high degree of care and respect for those we work with if we do not openly discuss confidential issues at a meeting unless consented to do so by those involved;
- Issues relating to Duty of Care, which may include Child Protection and employment concerns should be brought to the EM and/or CC. They will manage them on behalf of College in an appropriately confidential and timely manner. Systemic issues of this nature will be de-identified and brought to College for information and discussion;
- Highly sensitive and complex issues relating to staff and/or families may require a meeting between EM, CC and ST1 teachers. The EM and/or CC will assess matters on an individual basis and call a "Special Meeting" of Senior Teachers as needed.

7. Decision Making

- College considers issues for decisions using the following protocol:
 - I. **Week 1: Information/discussion** – the issue is brought to College with relevant information. A short discussion may ensue to clarify what needs to be resolved and when resolution is required.
 - II. **Week 2: Discussion/Decision** – Discuss until a decision is reached or a stalemate necessitates voting. If there is no urgency, then an agreement may be reached to move to a third week of discussion/decision.
 - III. **Week 3 Discussion/Decision** – If this step is necessary the discussion will proceed until a decision is reached or necessarily moved to voting.
- College predominately operates under a consensus decision making model. All discussions at College are the equal responsibility of all those present;

- Stalemates on decisions will be resolved by voting; only Voting Members may vote;
- Voting Members may vote by proxy prior to the meeting if not able to attend and an apology is made;
- All members must accept the decisions made by the College and trust that correct processes were followed to reach that decision;
- Minutes will clearly document voices of dissent and those who absent themselves from decisions;
- Timid members may need support to engage in a meeting and be heard. The College Chair will ensure this support by upholding meeting protocols;
- The College quorum is the minimum number for voting.

Induction

It is the responsibility of all College Members, particularly regular attendees, to ensure that new College Members understand the characteristics, ethos, processes and practices specific to the Mumbulla School College and the Steiner culture that prevails at Mumbulla School.

All new teachers are provided with an induction to the school (checklist on the server Z: Data\My Documents\Human Resource Mgt\Induction). Induction specific to being a member of College is included in the induction of new teachers. This College specific Induction Checklist can be found in this Manual, **Appendix D: College Member Induction Checklist**.

Professional Learning

As outlined earlier, College meetings are divided into Education and Business sections. Educational study is usually held in the first hour of the meeting. This Professional Learning (PL) is available to all teaching staff and assistants. For teachers Accredited at Proficient Level and above it can count towards Teacher Identified Professional Development (TIPD). Teachers are encouraged to log their hours online by logging into their NSW Education Standards Authority (NESA) eTams account. Teachers are also encouraged to regularly present at College. PL is forecast termly to all education staff via email of the College Education Meeting Plan.

ASSESSMENT AND REVIEW

1. Rationale

The College continually strives for improvement and professional excellence. The College seeks to review its policies, procedures and members as one method of evaluating improvement in its processes, educational efficacy, decision making, governance and leadership.

2. Procedures

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

- Confirm it is utilising the skills and attributes of all members;
- Focus on any inadequacies;
- Identify strategic priorities;
- Develop skills, knowledge and understanding in the individual members and as a College collective;

- Review its practices and procedures and thus become more efficient and effective.

All College members are required to participate in periodic and annual reviews. The reviews cover:

- College Meeting Performance - Termly (**Appendix E: College Meeting Evaluation**)
- College Performance – Bi-Annual (**Appendix F: College Performance Evaluation**)
- Self-Reflection – Bi-Annual (**Appendix G: College Member Self-Reflection Form**)
- College Chair Performance – Bi-Annual (**Appendix H: College Chair Performance Evaluation Form**)

Results of reviews will be collated by the EM and/or CC, reviewed for systemic issues or issues for discussion, and recommendations for action/s will be brought to College and Board.

DOCUMENTATION AND RECORD KEEPING

1. Rationale

To ensure the College of Teachers has procedures to guide, support and record its work.

2. Documentation Required

All College meetings will be minuted. An internal reporting schedule is in place to ensure information to and from College is maintained (see **Appendix I: College Reporting Schedule**). Other guidelines associated with College will be written and adopted in the form of either a policy or procedure, including but not limited to, the College Manual.

3. Dissemination of Documents

- College Education Reports are written twice a term by the EM and are circulated to College members for review prior to being submitted to the Board Administrator within 7 days of the Board meeting (see **Appendix J: Education Report Guidelines**);
- College agendas are sent to all members of College within 2 days prior to the College meeting; and
- College Minutes are distributed to teachers, specialists, partner teachers, Front Office, Business Manager, Education Manager and all those present at the meeting within 5 days after the meeting.

4. Record Keeping

- Meeting minutes are emailed by the Educational Administrator after editing by the EM and/or CC;
- Minutes of meetings are ratified by a College member present at the meeting. Wherever possible this done at the meeting the following week;
- The final copy of the minutes are kept on file on the server (Y:Home\College of Teachers\Minutes, Timetables & Rosters);

5. Maintenance of Records

All records of decisions and actions made by the College, including minutes of meetings, professional learning and conflicts of interest, are retained for a minimum period of seven years.



Records are stored electronically on the school's secure server:

Minutes: Y:Home\College of Teachers\Minutes, Timetables & Rosters;

College Education: Y:Home\College of Teachers\College Education;

Correspondence: Y:Home\College of Teachers\Correspondence

COLLEGE DELEGATION PROTOCOL

10. The Board, while retaining ultimate responsibility for the governance of the School, delegates responsibilities to the College of Teachers, the Education Manager, the Business Manager, Mandated Groups of the Board or another person or persons as it sees fit.

11. As per the Constitution (Clause 39.7):

The College is responsible for all educational matters including:

- a) Implementing and administering the curricula, programs, practices, and school policies*
- b) Making recommendations to the Directors and reporting to the Directors and reporting to the Directors on all educational matters including: practices, programmes, policies, enrolments, and facilities;*
- c) Specify the design and furnishing of grounds and buildings acquired or erected or to be erected.*

12. The School's Constitution further states (Clause 39.7):

The Board of Directors shall delegate to the College of Teachers the processes of appointment, appraisal and dismissal of educational staff. The College of teachers shall inform, advise, and make recommendations to the Board of Directors in relation to these matters. The Board is ultimately responsible for the employment of, and duty of care to, all staff employed at the school.

The processes of appointment, appraisal and dismissal of educational staff are outlined in the school's **Employment Policy**. The responsibility for, and management of, these processes are delegated by College to the Education Manager. The College deems private and confidential employee matters as being neither practically nor ethically managed at College. However, the Education Manager will consult with the College Chair and ST1 teachers as appropriate and needed. The Education Manager may also consult with the Chair of the Board if deemed appropriate (depending on the severity of the issue). The Education Manager will inform, advise and/or make recommendations to College and Board on all systemic concerns ensuring matters are appropriately de-identified.

13. Appropriate supervision of the Management Team by College and Board can be exercised through a number of mechanisms. The School's Governance Manual (p.58) outlines the relevant Board mechanism. The College receives formal written and verbal reports from the Education Manager and the College Executive at regular meetings. See **Appendix I: College Reporting Overview**.

14. The day to day management of the operation of the school, is in general, delegated to the Education Manager and Business Manager. Matters not delegated to the Managers or delegated jointly to the Management Team and/or a Mandated Group need to be separately identified, documented and the policy framework underlying the delegation clearly articulated. See **Appendix K: College Delegations Table**

Appendices

APPENDIX A: 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 decisions¹⁴. 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:
 - d) 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;
 - e) To **stand aside** – an individual stand 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
 - f) 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:

5. It produces decisions by incorporating the best thinking of everyone.
6. It increases the likelihood that new and better ideas will be brought up.
7. Participants often have more energy for working on a project because they have been involved in its formation.

¹⁴*Introduction to Consensus* by Beatrice Briggs, 2000. This booklet provides a comprehensive guide to the consensus process.

8. It lessens the possibility that a minority will feel that an unacceptable decision has been imposed on them.

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 voting.

THE PROCESS

9. Proposal – an issue is presented.
10. Clarification – questions of clarification (not discussion).
11. Discussion – questions are asked, concerns are raised.
12. Differences – disagreements and similarities are drawn out.
13. Modifications – adaptations are suggested.
14. Modified proposal – based on ideas suggested.
15. Consensus – a decision is reached that is acceptable to all.
16. Implementation.

What is needed for consensus to go well?

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

Not all decisions need to be made by a group. 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.

8. Clear agenda
9. Good facilitation
10. Accurate minute-keeping
11. Appropriate follow-through
12. 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, and
- 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:

- m) Place, date and time of meeting;
- n) Appointment of facilitator/s and minute-taker;
- o) Introductions, or list those present;
- p) Apologies;
- q) Some sharing or focus time
- r) Minutes of the last meeting;
- s) Matters arising from the minutes particularly actions that were agreed at the last meeting;
- t) List of correspondence in and out;
- u) Financial report;
- v) Announcements;
- w) Date, time and place of next meeting, and
- x) 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:

- d) Record decisions, actions to be taken by who, how, when, where;
- e) Check that the facilitator/meeting, are in agreement with any minute about something that was in any way contentious, and
- f) 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, and
- 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, and
- Paying full attention/Listening well:
 4. To self, (have I said what it would be useful to contribute?)
 5. To other individuals (what is this person saying?)
 6. To whole group (how is the whole group responding?).

Participants can perform different functions in a meeting:

4. **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.
5. **Caring about the group and the process** by keeping members involved, harmonising disagreements, reinforcing good contributions, relieving tension (gentle humour), encouraging cooperation.
6. **Being unhelpful** by dominating, horsing around, not listening, avoiding responsibility, nit picking, factionalising.

When someone isn't in agreement

- g) We need to learn to disagree creatively.
- h) Nothing that one person really needs can hurt another person.
- i) 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.
- j) We need to continually decide to listen – whatever is being said.
- k) Someone who disagrees may help us reach a better outcome – something that is different from what any of us had thought.
- l) 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:

4. 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;
5. 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, and
6. 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 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.

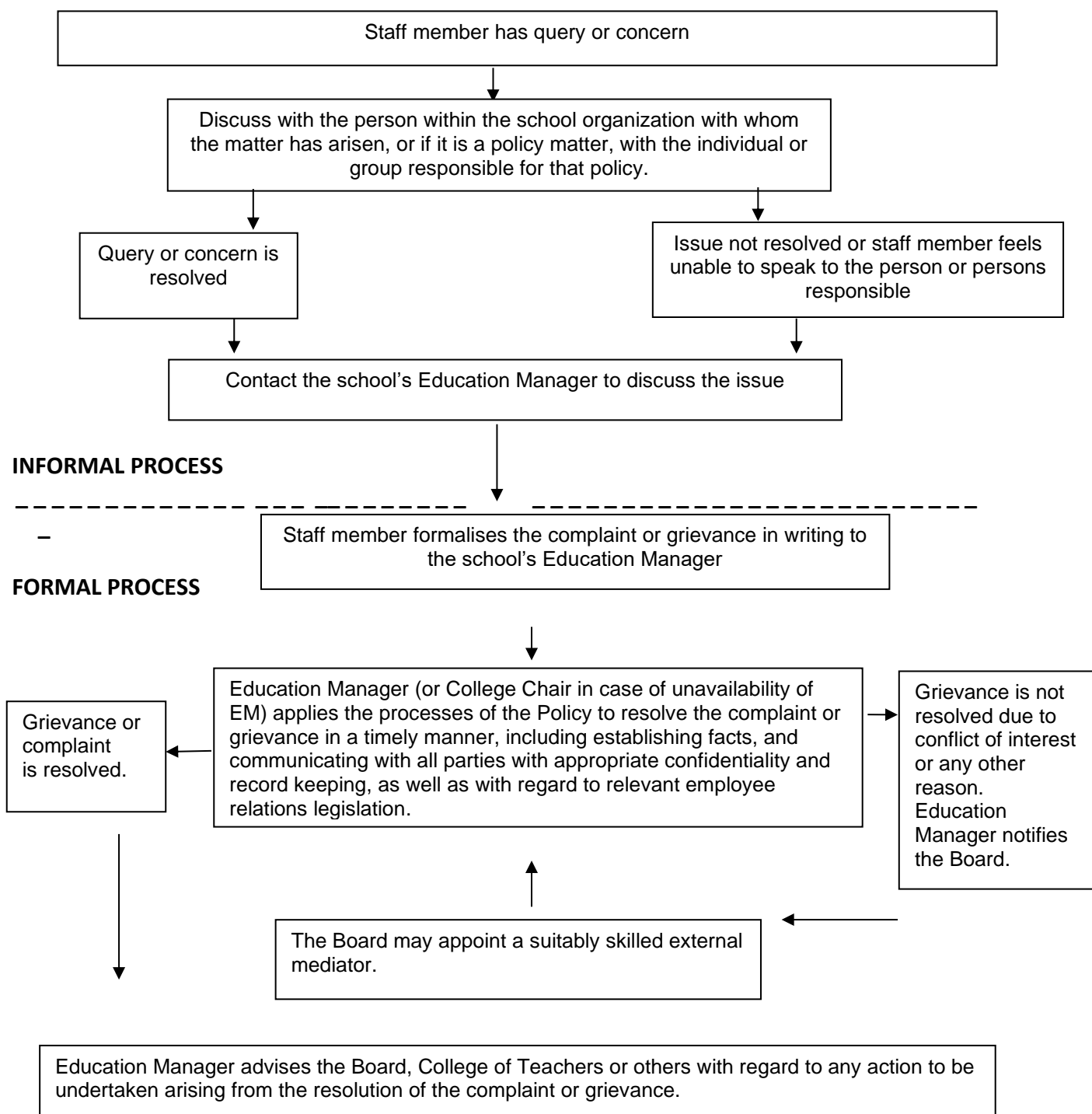
APPENDIX B: ROLE DESCRIPTION FOR EDUCATION MANAGER

POSITION TITLE	EDUCATION MANAGER 0.8
Position reports to	Board College of Teachers (College)
Key Role Relationships	The College of Teachers (College) College Chair (CC) Business Manager (BM) Educational Administrator Management Team Board of Directors (Board) Mandated Groups All staff, school community (staff, parents, students), the broader community, Government bodies and professional associations.
Role Purpose	This is a leadership role ensuring the development and delivery of a high standard of education in accordance with the school's strategic planning, philosophy and curriculum. The position will also effectively and efficiently manage educational administration and governance, grievances and communication.
Educational Leadership	<ol style="list-style-type: none"> 1. Support curriculum review, research and development processes within College 2. Ensure that teaching programs remain well resourced, relevant, inclusive and equitable across all classes 3. Support teaching staff by: <ol style="list-style-type: none"> a. Overseeing and advising teachers towards appropriate professional development that deepens, enlivens and supports their understanding of teaching and learning. b. Managing Teacher Accreditation and Maintenance processes including being the Teacher Accreditation Authority (TAA) on behalf of College. c. Implementing and managing the school's teacher mentor and appraisal process 4. Maintain professional leadership training on behalf of College by attending identified conferences, workshops and training e.g SEA, AISNSW 5. As the nominated Child Protection Officer for the school ensure all mandatory reporting and child protection processes are carried out. Report any actions or systemic issues to Board in a timely manner 6. Be an active participant on Mandated Groups, which may include: <ol style="list-style-type: none"> a. GLaM b. Employment c. Finance d. P&F e. Public Relations f. RAP g. WH&S
Educational Management	<ol style="list-style-type: none"> 1. In collaboration with Employment Group and College oversee the recruitment process of teaching staff and classroom assistants 2. Provide induction for all new teachers and relief teachers 3. In collaboration with College ensure the school's education-related policies and procedures comply with statutory, legal and reporting requirements including writing: <ol style="list-style-type: none"> a. School Improvement Plan (SIP) b. School's Annual Report 4. Research and apply for appropriate educational grants 5. Support and sign off on all Risk Assessments for camps, excursions and classroom activities
College of Teachers	<ol style="list-style-type: none"> 1. In collaboration with CC ensure required information is available for College meetings 2. In collaboration with CC prepare College agendas and edit minutes 3. In collaboration with CC follow up on Business Arising 4. On behalf of College prepare the Education Report for the Board 5. Manage incoming and outgoing correspondence on behalf of College in a timely manner

Enrolment:	<ol style="list-style-type: none"> 1. Be available for school tours and enrolment consultations for Classes K-6 as needed 2. Oversee the Educational Administrator on all matters regarding enrolments 3. Liaise with College and individual teachers regarding waiting lists and numbers
Communication	<ol style="list-style-type: none"> 1. Take the lead responsibility and management of tasks related to communication and complaint handling as set out in the school's Grievance Resolution Policy; 2. To manage tasks related to communication and complaint handling in line with the principles of confidentiality, procedural fairness, substantive fairness, timeliness, recordkeeping and transparency; 3. Foster good communication processes across the school community including promoting and implementing all aspects of the school's Grievance Resolution Policy; 4. Be available to parents on a day to day basis to support their interaction and communication with the school; 5. Be available to hear grievances from any member of the school community; 6. Be the first point of contact for any staff or parent issues that have elevated from an informal query or concern to a formal complaint or grievance; 7. Manage complaints and grievances in line with the Grievance Resolution Policy including: <ol style="list-style-type: none"> a. receiving complaint or grievance in writing or assisting with the preparation of a written complaint or grievance; b. responding in a timely manner including an initial response within 24 hours; c. respecting confidentiality requirements; d. informing the Board and the College Exec of any conflicts of interest; e. appropriate recordkeeping; f. following up to ensure outcomes are achieved; g. where necessary communicating with relevant Mandated Groups. 8. To identify any systemic issues arising from a grievance and to bring these to the attention of the Board and relevant Mandated Group. 9. Write the Communication Report to Board and liaise with Board on communication/grievance issues that require action or could be a risk to the school, this includes an activity summary in a de-identified format including: <ol style="list-style-type: none"> a. information about informal and formal approaches; b. outcomes and indications about severity, impact and risk; c. systemic issues. 10. Maintain a profile in the school community, including regularly reporting on relevant curriculum and educational issues to the parent body in a timely manner; 11. Be the point of contact for all media enquiries in line with the school's public relations process 12. Be available on a day to day basis to support teaching staff, including but not limited to: <ol style="list-style-type: none"> a) Being a sounding board for teaching staff b) Coordinating class and duty timetables c) Overseeing class observations d) Overseeing relief when needed

APPENDIX C: FLOWCHART FOR 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 D: INDUCTION GUIDE FOR NEW COLLEGE MEMBERS

Induction is conducted for new College members to ensure they fully understand their role and responsibilities in the educational governance and leadership of the school.

Name of New College Member			
DOCUMENT		WHO	CHECK
SCHOOL TO PROVIDE			
College Manual	EM/CC		
School History / Biography – verbal	EM/CC/Mentor/EA		
Constitution	EM		
Formal Welcome to College at first meeting	CC		
SCHOOL TO PROVIDE ACCESS TO			
Relevant Policies and Procedures	EM		
Strategic Plan including Site Master Plan	EM		
Contact details of College members	School Phone Book		
Relevant and recent College Agendas and Minutes College Meeting Schedule	Educational Administrator		
OTHER			
Tour of school facilities	EM/CC/Mentor		
CC to give verbal information of new members to College	CC		
Signature of College Member		Date	

APPENDIX E: COLLEGE MEETING EVALUATION – TERM 1

COLLEGE 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					
Information presented enabled good governance					
Decisions of the College were formalised & minuted					
Chair management of meeting					

Any Further Comments:

APPENDIX F: COLLEGE PERFORMANCE EVALUATION – BI-ANNUAL

<p>For each of the following statements about the College of Teachers, please indicate how the School performs.</p> <p>Name of Person completing:</p> <p>_____</p>	<p>0. Strongly disagree 1. Disagree 2. Somewhat disagree 3. Somewhat agree 4. Agree 5. Strongly agree</p>					
	0	1	2	3	4	5
<p>Strategy All College members have a clear understanding of the School's core educational business, strategic direction and human resources necessary to meet its objectives.</p>						
<p>College performance The College evaluates its performance on an annual basis.</p>						
<p>Managing College meetings and discussions College meetings encourage a high quality of debate with robust and probing discussions.</p>						
<p>Managing internal College relationships College members make decisions objectively and collaboratively in the best interests of the School and feel collectively responsible for achieving the School success.</p>						
<p>Managing the College's relationship with others The College communicates effectively with all of the School's stakeholders and seeks their feedback as appropriate.</p>						
<p>College members' own skills College 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.</p>						
<p>Reaction to events The College responds positively and constructively to events in order to enable effective decisions and implementation and to encourage transparency.</p>						

	0	1	2	3	4	5
Chair The chair's leadership style and tone promotes effective decision-making, constructive debate and ensures that the College works as a team.						
Chair and EM relationship The Chair and EM work well together and their different skills and experience complement each other.						
Attendance and contribution at meetings College members attend regularly and actively contribute at meetings.						
Open channels of communication The College has open channels of communication with College Exec and others and is properly briefed.						
Meetings and administration The College meets with sufficient information of appropriate quality and detail, such that agenda items can be properly covered in the time allocated.						
Timeliness of information Information is received in sufficient time to allow for proper consideration, with scope for additional briefing if necessary.						
Agenda items The College agenda covers matters of relevance and importance to the School and is prioritised appropriately.						
	0	1	2	3	4	5
Induction and training College members receive proper induction and ongoing training is available to meet development needs.						
Comments						
List the College's strengths						
Please state areas in which you think the College could enhance performance						

APPENDIX G: COLLEGE MEMBER PERFORMANCE SELF-EVALUATION – BI-ANNUAL

For each of the following statements about being a College member, please indicate your performance. Name of Member _____	0. Strongly disagree 1. Disagree 2. Somewhat disagree 3. Somewhat agree 4. Agree 5. Strongly agree					
STRATEGIC	0	1	2	3	4	5
Understands the critical issues affecting the School						
Understands the school's strategic direction						
Stays abreast of trends impacting on education						
Feels comfortable making strategic choices						
ETHICS	0	1	2	3	4	5
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						
Maintains confidentiality, where required						
Publicly supports College decisions						
Takes stakeholders into account in decision making						
KNOWLEDGEABLE	0	1	2	3	4	5
Understands their role in College						
Understands their duties and responsibilities						
Is up to date with issues						
Understands, evaluates and questions						
Understands the distinction between the College's role and management's implementation/operational role						
TEAM PLAYER	0	1	2	3	4	5
Seeks to establish and maintain good personal relationships with their colleagues and Management						
Explores differences of opinion in a positive way						
Maintains objectivity in the face of difficult decisions						

Is succinct and to the point						
Is respected by other colleagues						
DILIGENCE	0	1	2	3	4	5
Is well prepared for meetings						
Takes on fair share of additional work						
Attends meetings regularly						
Follows through on commitments made						
Participates in school's social functions						
Initiates contact with the Chair when appropriate						
PERSONAL DEVELOPMENT	0	1	2	3	4	5
Seeks opportunities for self-development						
Is open to feedback about their performance						
Takes actions to rectify any shortcomings						
Feels satisfaction and accomplishment serving on College						
Comments						
List 3 of your strengths						
Please state three areas in which you think you could enhance performance						

APPENDIX H: COLLEGE CHAIR PERFORMANCE EVALUATION – BI-ANNUAL

For each of the following statements about the Chair of the College, please indicate how the Chair performs. Name of Person Completing:	0. Strongly disagree 1. Disagree 2. Somewhat disagree 3. Somewhat agree 4. Agree 5. Strongly agree					
ETHICS / VALUES	0	1	2	3	4	5
Acts independently of any stakeholder group or entity connected with the school						
Behaves in accordance with the school's values and beliefs						
Is ethical						
Encourages feedback on how the Chair's performance could be enhanced						
Encourages discussion on how the College's performance could be enhanced						
RELATIONSHIP WITH MANAGEMENT TEAM (MT ie EM/BM)	0	1	2	3	4	5
Has a positive working relationship with MT						
Demonstrates public support for the MT						
Ensures College decisions are implemented properly						
Leads an effective process for the performance evaluation of EM						
RELATIONSHIP WITH OTHER MEMBERS	0	1	2	3	4	5
Is an appropriate role model for other College members						
Has a positive working relationship with other colleagues						
Acts as a sounding board for colleagues						
Has the support of other teachers/colleagues						
COMPETENCE	0	1	2	3	4	5
Understands what is required of a Chair						
Brings relevant experience to the position of Chair						
Ensures that the College gets the right information						
DILIGENCE	0	1	2	3	4	5
Dedicates time to the role of Chair						

Is available to teachers outside meetings						
Checks College minutes before they are distributed						
Makes contact with teachers outside meetings, where necessary						
CHAIRING MEETINGS	0	1	2	3	4	5
Manages time well in chairing meetings						
Sticks to the agenda						
Encourages wider and deeper discussion of important issues						
Understands consensus decision making and draws out contributions from all members						
Encourages collegiality						
Is adept at summarising outcomes from College discussions						
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 I: INTERNAL REPORTING OVERVIEW

Type of report	Matters which may be included in report	Responsible Person	Reportable to	Frequency
Education Manager Report (Written)	Strategic plan implementation and progress, enrolment and attendance, staff professional development, student activities	Education Manager	College Board	Twice per term at Board meetings
Communication Report (Written)	Exit surveys (students & parents). Complaints/grievances pointing to systemic issues	Education Manager	Board	As needed
College Exec Report (Verbal)	Highlighting overarching issues being discussed and taking time at Exec	College Exec	College	Weekly
Education Manager's Report to College (Written)	Highlights in greater detail what the EM is working on, forecasts areas for College input and any other management issues that College should be abreast of	Education Manager	College	Fortnightly
Specialists (Verbal)	Library, Craft, Music, French, Literacy, Instrument	Specialists	College	Weekly or as needed

APPENDIX J: EDUCATION REPORT GUIDELINES

What follows is a proforma of the Education Report to the Board prepared by the Education Manager on behalf of College for each Board meeting. This is a list of headings under which the report might be written. This proforma is a guide only and should be used in consultation with the with College and Board to ensure the report meets the needs of the Board.

- 22. Staffing matters**
Include changes to staff, recruitment and retention
- 23. Education Administration matters**
Include planning issues, committees on which you sit
- 24. Community Issues**
Neighbours Issues, Lions or Rotary Club etc.
- 25. Strategic Issues relevant to education**
Emerging Matters
- 26. Education Policy Development and Review**
- 27. Enrolments Update**
Current numbers against predicted numbers
- 28. Waiting Lists**
Year by Year breakdown and trends
- 29. Major student discipline matters**
Especially if the issue might become public or 'hit the press'
- 30. Major pedagogical Issues**
- 31. Professional Learning report**
- 32. Report on staff leave**
Watch closely accrued long service leave
- 33. Co-curricular report**
- 34. Federal Government Issues relevant to education**
- 35. State Government Issues relevant to education**
- 36. Local Government Issues relevant to education**
- 37. NSW Education Standards Authority Issues**
- 38. Other regulators where applicable**
E.g. Workcover, ATO
- 39. AIS**
- 40. Other professional Associations**
Steiner Education Australia, Delegates Conference
- 41. 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.
- 42. Relevant information/updates in the educational sector**
Include links to web articles, attach appendices

APPENDIX K: COLLEGE DELEGATIONS TABLE

Item		Activity	Responsibility
Curriculum		Curriculum reflects Steiner philosophy, content and practice	College. College may delegate areas to EM
		Curriculum meets NESA Registration requirements	College. College may delegate areas to EM
Professional Learning (PL)		College Education	College; implemented by CC
		Individual PL (external)	College Exec
Education Staff	Employment	Employment of Managers (EM, BM)	Board & Employment Group in consultation with College
		Employment of College Chair	College
		ST1 & ST2 Teachers	College Exec and Employment Group in consultation with relevant College members and Board
		Employment of Teachers and Assistants	College, EM, Employment Group, in consultation with Board re creation of positions
		Educational Administrator	College & Employment Group with consultation with Board
		Advertising	Human Resources Officer
		Job Description, Interview panel, Selection Criteria	College College Exec
	Appraisals	Teacher observations/feedback	Mentor/s, EM and CC
		New Teacher Accreditation and Maintenance of Accreditation	EM and CC as Authorised Delegates
		Teacher performance concerns	EM, CC and/or ST1 teachers (as appropriate)
		Teacher complaints	EM, CC and/or ST1 teachers (as appropriate)
	Disciplinary actions including Terminations	Disciplinary procedures including right of reply	Education Manager (in consultation with CC, ST1's and Employment Group as appropriate) Board advised and/or involved depending on possible broader repercussions.
		Termination procedures including right of reply	
	Remuneration	Education Manager	Employment Group with Board approval
		College Chair	Employment Group with Board approval
		Teachers – as per MEA	Employment Group with Board approval



Item		Activity	Responsibility
	Welfare	Reportable Conduct	Education Manager with Board notification (de-identified)
		Return to Work	Business Manager and HR Officer. CC is responsible for welfare of education staff returning to work.
Children	Safety and Welfare	Children of concern	College and EM
		Child Protection, Mandatory Reporting	Education Manager (HoA)
		Duty of care, supervision	College
Premises		Aesthetics of buildings and grounds	College who delegate to MPG

Note: Delegation limits apply to the position even if it is being held by a person in an acting capacity.