



## **GOVERNANCE OPERATION POLICY**

### **THE SCHOOL**

Wild Cherry School is the trading name for the East Gippsland Steiner Education Group, an Incorporated Association.

### **THE BOARD OF GOVERNORS**

The Board of Governors is appointed pursuant to the School's Constitution.

### **THE ROLE OF THE BOARD OF GOVERNORS**

The Board of Governors' role is to oversee all aspects of the school and ensure a strategic approach to the School's future by setting major objectives, policy frameworks and strategies. The Board of Governors also monitors adherence to systems of risk management, ensures compliance with legal obligations, and, undertake periodic performance reviews.

Without limiting the Board of Governors' role, its principle functions in relation to the School are to:

- Set goals and provide strategic direction
- Determine policies governing the operations
- Approve the annual budget and any long-term budget
- Approve material expenditure outside the budget
- Approve all items of capital expenditure in excess of \$5,000
- Conduct an annual review of the Board of Governors' own performance
- Support an annual review of the School in meetings its objectives
- Establish and oversee the powers and functions of any Board of Governors sub-committees established

## **BOARD OF GOVERNORS STRUCTURE**

### Size

The Board of Governors Members will be no more than nine members, including the Education Leader and Administration Leader as ex-officio members.

### Skills

The skills and experience required by the Board of Governors are in the areas of:

- Accounting and finance
- Business
- Community interest
- Education
- Legal
- Marketing
- Human Resource management
- School or Community Service management
- Planning
- Architecture
- Property Management

And will include one Parent Representative

### Term of Office

Board of Governors Members are appointed for two years.

### Casual Vacancies

If a casual vacancy occurs during the year, the Board of Governors in filling that casual vacancy should endeavour to ensure the new appointee has a skill set and experience required by the Board of Governors Member.

## **BOARD OF GOVERNORS CODE OF CONDUCT**

Board of Governors Members are expected to comply with the spirit, as well as the letter, of the law and with the principles of this policy and the Child Safe Standards as set down in Ministerial Order No. 870.

Board of Governors Members will ensure that in fulfilling their duties they:

- Act for the benefit of the School
- Act with skill, care and diligence
- Demonstrate commercial reasonableness in their decisions
- Discharge their duties in good faith and honestly
- Do not allow personal interests to conflict with those of the School
- Do not allow the interests of their associates to conflict with those of the School
- Do not engage in conduct likely to discredit the School
- Do not make improper use of information gained as a Board of Governors Member
- Fulfil their fiduciary duty to the School
- Give of their expertise generously to the School
- Make appropriate enquiries to ensure the School is operating efficiently and legally to achieve its goals
- Undertake diligent analysis of all proposals placed before the Board of Governors, and
- Use the powers of their office for a proper purpose.
- Embrace and be willing to further their understanding of Steiner Education;
- Expect, support and develop high standards of leadership;
- Treat other board members, staff, students, parents, members of the association and others with respect and courtesy and without harassment, discrimination or intolerance;
- Maintain appropriate confidentiality of, and accountability for, the acts of the board;
- Not cause or permit any act with intent to deceive or defraud the association, any member of the association or any other person;
- Not provide false or misleading information in response to any request for information relating to the official activities of the board.

## **BOARD OF GOVERNORS MEETINGS**

### Meetings, agendas and Board of Governors papers

The Board of Governors meetings and agenda are fundamental to good governance. The meeting is critical as it is the main opportunity for Board of Governors Members to:

- Obtain and exchange information with the College of Teachers and Administration
- Obtain and exchange information with each other
- Make decisions

The agenda is important as it shapes the information flow and subsequent discussion.

Board of Governors papers should be presented to the Board of Governors Members in good time and contain all relevant information in an easy to read and understandable form to enable the Board of Governors to make informed decisions.

### Board of Governors Process

Board of Governors Members will act in a manner to enable the conduct of meetings to be informed, productive and result-oriented. To this end they will:

- Accord other Board of Governors Members and their views respect
- Act in a business-like manner
- Act in accordance with the Constitution
- Raise and address issues in a confident and firm, yet friendly manner
- Minimise chatter and irrelevant remarks
- Refrain from interruption or interjection; and
- Use good judgement, common sense and tact when discussing issues.

### Meeting frequency and time

The Board of Governors will meet monthly. The Chair and Secretary shall present a calendar of Board of Governors meeting dates for each year in February of such year. In so far as possible, all meetings should be physical meetings. It may, however, be necessary to meet electronically or pass resolutions by circular resolution.

### Reports

The minutes of the Finance Committee and any sub-Committees that have met since the last Board of Governors meeting, should be attached to the Board of Governors papers for noting by the Board of Governors. If there are any matters or recommendations which such Committee wishes to the Board of Governors to consider these should be contained in a Report for consideration by the Board of Governors.

### Minutes

Minutes should be circulated within one week of the Board of Governors meeting for consideration by the Board of Governors Members and must be approved at the next Board of Governors meeting.

### Professional Development

Board of Governors Members will be provided with professional development opportunities as identified in the Board of Governors' annual performance review. This may be through attendance at relevant events organised by Independent Schools Victoria, Steiner Education Australia, and business management events organised by East Gippsland Shire as well as through literature from the above organisations and Department of Education and Training. Professional development training will include Child Safe online training on an annual basis.

Each year new committee members shall receive an information pack containing EGSEG's constitution, governance structure and operation policies, democratic principles policy, annual budget, be briefed by the Chairperson on forthcoming major initiatives and their implications, handover notes from person previously in role and other policies as considered appropriate.

### **BOARD OF GOVERNORS MEMBERS' PROTECTION**

As a general rule, a Board of Governors Member is entitled to information relevant to the School and is to be protected against the specific risks of being a Board of Governors Member.

### Protocol for seeking information

When seeking information a Board of Governors Member should follow this protocol:

1. In the first instance request the Administration Leader to provide the information
2. If the information is not forthcoming, approach the Chair
3. If it is still not forthcoming write a letter to all Board of Governors Members detailing the information required and the purpose for seeking the information.

#### Access to Board of Governors Papers

The complete set of Board of Governors papers of the School is held by the Administration Leader on behalf of each Board of Governors Member (individually) for a period of at least seven years from the time that member ceases to serve on the Board of Governors. In the event of any legal action, investigation or enquiry by a regulatory authority, each Board of Governors Member is entitled to access the papers and any other relevant records of the School for the period during which they were Board of Governors Members even if they have ceased to be a Board of Governors Member.

#### Specialist advice

The School will reimburse a Board of Governors Member for independent specialist advice which the Board of Governors Member obtains relating to his/her duties and obligations as a Board of Governors Member on the following basis:

- The School has not already received specialist advice on the point on which the Board of Governors Member wishes to seek advice or has not made such advice available to the Board of Governors Member or advised the Board of Governors Member accordingly.
- The Board of Governors Member first obtains the Chair's approval to seek such advice or, failing receipt of the Chair's approval, the approval of the Board of Governors.

#### **CHANGES OR NEW POLICIES AND PROCESSES**

Any changes to or introduction of new policies or processes of the Board of Governors shall be incorporated into this Governance Operations Policy.