

Purpose: The purpose of this document is to outline the key roles, responsibilities and functions of the Moreton Bay Birali Steiner School (MBBSSA) Board & Directors. It should be read in conjunction with the roles, responsibilities and functions of the Principal and School Leadership Team and the MBBSSA Constitution. In doing so, it reflects, in equal measure, the importance of good governance and the Birali Steiner School principles.		
Scope: Board Directors, MBBSSA members, staff and volunteers.		
Status: Authorised		Supersedes Version 08.07.2020
Authorised by: School Board	Date Authorised: 01.08.2022	Policy Owner: School Board
Review Date: Every three (3) years		Next Review Date: June 2025
References: <ul style="list-style-type: none"> • MBBSSA Confidentiality Agreement • MBBSSA Board Conflict of Interest Policy • MBBSSA Rules of Incorporated Association (IA39239) - Constitution • MBBSSA Board Sub-Committee Terms of Reference • Association Incorporation Act 1981 <p>The charter reflects the key elements in each of the above documents. However if there is any ambiguity between the agreements, then the information contained within the MBBSSA Constitution and the Corporations Act will prevail.</p>		
Definitions: <ul style="list-style-type: none"> • Association’s Constitution / Rules = MBBSSA Rules of Incorporated Association (IA39239) • Board Members = Board Directors • Association Members = Members of the MBBSS Association • Board Administrator = Birali Steiner School Business Manager 		

1. The Moreton Bay Birali Steiner School Association

The Moreton Bay Birali Steiner School Association is an Association incorporated under the Associations Incorporation Act 1981 and the liability of members is limited as provided by the Constitution.

2. The Role of the Board

A. Role, Functions and Powers of the Board

The key role of the board is to govern MBBSSA inc by ensuring that the MBBSSA meets its “Objects” as outlined in Clause 3 of the Constitution. The functions and powers of the board are prescribed in Clauses 24 and 4 of the Constitution, respectively.

In carrying out its responsibilities and exercising its powers, the board always recognises its overriding responsibility to act honestly, fairly, diligently and in accordance with the law in serving the interests of MBBSSA members, teachers, students, parents and other stakeholders as well as upholding the values and ethos of the Birali Steiner School.

It works to promote and maintain an environment within the MBBSSA and Birali Steiner School that establishes these principles as basic guidelines for all its employees and representatives. In addition to matters expressly required by law to be approved by the board, powers specifically reserved for the board are as follows:

- a) reviewing and ratifying each of the following:
 - i. systems of risk management and internal control and compliance, codes of conduct and legal compliance
 - ii. the performance of the organisation against its approved strategies and key performance indicators
 - iii. financial and other reporting
 - iv. major capital expenditure, capital management, investments, acquisitions and divestitures.

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- b) any matters in excess of the authority that, from time to time, it may have delegated to the principal;
- c) appointing and where appropriate removing the principal and determining his or her terms and conditions of employment (including remuneration); and
- d) approving each of the following, on the recommendation of the Principal or BLT where appropriate:
 - i. the strategic plan, at least annually;
 - ii. the budget, at least annually;
 - iii. the appointment and, where appropriate, the removal of the company secretary;
 - iv. significant changes to organisational structure;
 - v. the acquisition, establishment, disposal or cessation of any significant business of the company;
 - vi. any proposed change to the organisation's constitution, charters and membership processes;
 - vii. any public statements which reflect significant issues of the organisation's policy or strategy; and
 - viii. any changes to the authorities delegated to the principal from the board as outlined in Delegations of Authority policies.

B. Style of Governance

Principles of Our Governance

The board will:

- guide and inspire the organisation by focusing on setting strategic direction and policy to attain long-term outcomes for the school, not on the operational means of attaining those outcomes;
- govern with a sense of collective responsibility. It will use the expertise of individual directors to enhance the ability of the board as a body, but will not substitute individual judgments for the board's collective considerations;
- hold itself accountable to govern with excellence. This discipline will apply to matters such as attendance, preparation for meetings, decision-making principles, respect of roles, and ensuring an appropriate skill mix of directors and the continuity of governance capability;
- continue to develop and improve itself through ongoing education and evaluation of board and individual director effectiveness.

A Balanced Approach to Board Leadership

In practice, this means that the board provides value to the leadership and governance of Birali Steiner School in three ways:

1. *Generative Thinking* – by regularly considering and exploring broad issues, ideas, opportunities and challenges that could influence or change how Birali Steiner School undertakes its work. This thinking is conducted at each board meeting.
2. *Setting Strategic Direction* – by considering key opportunities and challenges both within and outside Birali Steiner School and making decisions on initiatives to address them. These decisions are made in accordance with approved budgets.
3. *Fiduciary Oversight* – by being accountable for the financial, risk and reputational health of Birali Steiner School. This is achieved at board meetings and through the work of the Audit and Risk Management Committee.

The board must balance these roles in all its decisions with guidance and support from management.

C. Specific Responsibilities of the Board

The specific responsibilities of the board are encompassed within the following seven Governance areas:

- Governance and Strategy
- The Principal
- Finances
- Property, Facilities and Capital Equipment
- Curriculum
- Risk Management
- External Relations

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3. Board Membership, Structure and Capability

A. Board Membership and Structure

Clauses 5 to 29 of the Constitution details membership and structure of the board and the election, retirement and rotation of directors.

B. Capabilities of the Board

The capabilities and experience required on the board are in the areas of:

- Education
- Accounting and finance
- Strategy and policy development
- Business
- Marketing
- Stakeholder engagement
- Law
- Risk management

These capabilities may be reviewed at the election of new directors, or when casual vacancies occur. It is the responsibility of the board, coordinated by the Chair, to work to maintain an appropriate mix of these key capabilities, or access to them.

C. Directors' Appointment and Induction

Each new director will receive a letter of appointment that outlines the induction process and an *"Induction Kit"*, which will include documents of importance to the organisation and school. New directors' induction will include developing an understanding of the difference between strategic and operational matters. The board secretary will be responsible for maintaining and updating the *"Induction Kit"* at the direction of the Chair.

Due to the importance and complexity of the organisational governance role, there is also a requirement that Board members will commit to a single term of three (3) consecutive years. This ensures effective corporate governance understandings and continuity in the implementation of the organisation's three-year Strategic Plan. Directors may renominate to sit on the Birali Steiner Board for a maximum of one (1) more period of three (3) years – a total of six (6) years.

Fulfilling a commitment to this organisational process supports the sustainability and ongoing viability of the MBBSS Association and any subsidiary trading entities. Corporate and industrial knowledge is transferred, and consistent organisational practice is maintained.

D. The Role of the Chair

The Chair is responsible for:

- providing leadership and vision to the board and ensuring that the board is observing sound, up-to-date governance principles;
- communicating board decisions to Birali Steiner School and other stakeholders in conjunction with the principal;
- providing support and guidance to the principal;
- co-ordinating informal and formal evaluation processes for the board, both collectively and for directors as individuals;
- attending all or any board meetings
- ensuring any conflict of interest is disclosed by directors at the beginning of each meeting.

E. The Role of Directors

The role of the individual director includes:

- contributing to the collective responsibility of ensuring the board carries out its overall purpose,

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- complying with the *Directors' Code of Conduct*;
- complying with obligations imposed by legislation, including all legislation relevant to school and the *Corporations Act 2001*;
- complying with policies as set by the board from time to time;
- making active enquiry to ensure that the board has the necessary information for effective decision making;
- keeping confidential all board discussions, deliberations and documentation;
- returning, deleting or securely destroying all copies (electronic or otherwise) of board papers, minutes or other documentation that were referred to by the director during deliberations or discussions. Copies of all board documents, including tabled documents, are retained by Birali Steiner School and MBBSSA and remain the property of Birali Steiner School and MBBSSA. All directors have immediate and ongoing access to these documents under the terms of their Deed of Access and Indemnity.
- undertaking reading or research which will enhance their individual contribution to the activities of the board, including maintaining knowledge of the education system and appropriate legislation;

F. Role of Board Secretary

The board must appoint at least one person to the role of Secretary in accordance with Clause 19 of the Constitution. It is current Birali Steiner School and MBBSSA practice that the School Business Manager fulfils the role of MBBSSA Birali Board Administrator. The Board may appoint another suitable person if required.

The role of the Board Secretary together with the Board Administrator to:

- propose and arrange appropriate Directors' insurance cover;
- manage board processes – preparation and circulation of agendas, discussion papers, reports and minutes for the board and its committees;
- ensure Members and Directors meetings are properly called and held;
- ensure records of Members and Directors meetings are kept in compliance with the Corporations Act and the Constitution;
- arrange board/director induction and training as required by the board and the Chairperson;
- manage all board Governance documents and advise the Chairperson of the schedule of Governance review;
- ensure legal requirements with ASIC, ACNC and other regulators are met, including continuous disclosure;
- provide advice to directors regarding the Corporations Act, MBBSSA Constitution, and other legal and regulatory needs; and
- arrange, at the direction of the Chairperson, reviews of board governance and effectiveness.

4. Board Governance Protocols

A. Board Meetings

Clauses 25 of the Constitution outlines how board meetings will operate and the responsibilities of directors. The board meetings and agenda are fundamental to good governance. Board meetings are the main opportunity for directors to obtain and exchange information and make decisions in line with their overall purpose and consistent with their detailed roles and responsibilities.

B. Board Meeting Protocols

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

- respect the views of other directors
- act in a business-like manner
- act in accordance with the MBBSSA Constitution
- raise and address issues in a confident and firm, yet friendly manner
- use good judgment, common sense and tact when discussing issues.

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C. Meeting Agenda, Reports, Minutes and Document Access

Meeting Agenda

- The Agenda and all meeting papers should be circulated a minimum of 1 week prior to each meeting
- Each agenda should also include the item "Other Business" to provide opportunities for directors to raise issues at meetings.

Papers and Reports

Papers and reports for board meetings should contain all relevant information in an easy to read and understandable form to enable the board to make informed decisions and be available no less than 1 week prior to each meeting.

If any Committees of the Board have met since the last board meeting, the minutes of such committee meeting should be attached to the board papers for noting by the board at the next available meeting. If there are any matters or recommendations which the committee wishes the board to consider, these should be provided in a Paper for consideration by the board.

Minutes

Minutes of Board meetings are to be verified by the Chair. Minutes should be made available to all directors, via direct email, within 10 working days of each board meeting. Minutes must be approved at the next board meeting.

Documentation Access and Management

The Board Administrator and Board Secretary are responsible for the maintenance, management and accuracy of the complete set of board papers. In the event of any legal action, investigation or enquiry by a regulatory authority, each director is entitled to access the papers and any other relevant records of the school for the period during which they were a director, as per their Deed of Access and Indemnity.

D. Directors' Protection

Subject to the provisions of the Corporations Act, each director is indemnified via Directors' and Officers' Liability Insurance. See Clauses 9 of the Constitution.

E. Expert Advice

The Board may appoint an expert advisor to provide the Board with a diversity of skills and expertise so the Board can fulfill its responsibilities in a more effective manner.

5. Directors' Code of Conduct

Directors are expected to comply with the spirit, as well as the letter, of the law and with the principles of this Charter. Directors will ensure that in fulfilling their duties they:

- give of their expertise generously to Birali Steiner School and the MBBSSA;
- act for the benefit of the whole school and its stakeholders, putting aside their individual interests;
- declare any potential conflict of interest;
- act with skill, care and diligence displaying strong listening and team engagement skills;
- demonstrate commercial reasonableness in their decisions;
- discharge their duties in good faith and honestly;
- act in a manner that maintains and enhances the reputation of the school and Steiner education principles;
- act with appropriate confidentiality, congruent with the best interests of the school;
- fulfil their fiduciary duty to the school;
- demonstrate strong analytical and problem-solving skills in deliberations;
- undertake diligent analysis of all proposals placed before the board; and
- use the powers of their office for a proper purpose.

Board Members that have children enrolled at the school must ensure any personal issues relating to their child are addressed with and through school operations, using appropriate communication channels as per Birali Steiner School

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Policy. Use or perceived use of Board authority toward addressing or resolving personal matters will be in breach of the organisation's ethical standards and Code of Conduct.

6. Board Development and Evaluation

It is the board's policy to foster the professional development of each director and the board. The board will conduct an evaluation of its effectiveness and current capabilities on a regular basis with a view to providing best practice governance.

7. Changes, New Policies and Processes

Any new policies or processes, or changes to existing policies and processes of the board shall be incorporated into this Governance Charter. Consequently, this Charter shall be reviewed every three years or as required following a board evaluation process.

8. Relationship with the Principal

The principal is appointed by the board. The board must provide a clear, united and mutually supportive governance environment in which the principal can work. In doing so, all board members are required to fulfil their board role with confidence and objectivity.

The principal is responsible for the day-to-day leadership and management of the school in accordance with the priorities and policies agreed with the board.

The principal formally reports to the board by the following means:

- i. Each meeting* - The Principal reports to the board on relevant matters, as outlined in his or her duties and responsibilities.
- ii. Annually* - The Principal provides an annual report to the board, in accordance with the Key Performance Areas as agreed by the Board and the Principal.
- iii.* The Board conducts a formal review of the Principal's performance and contract prior to renewal or as per the Principal's contract.

Board Charter and Code of Conduct - Declaration & Signature

As an elected MBBSSA Board Member, I have read, understand and accept the requirements of the MBBSS Association Inc. Constitution and Board Charter, on this

_____ (date) day of _____ (month) _____, _____ (year) _____.

Print Name: _____ Signed: _____

Board Chair – MBBSSA Inc.

Print Name: _____ Signed: _____

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Appendix 1:

Preferred characteristics of Board Members:

- Honesty and Integrity – will speak up for beliefs; willing to disagree and express dissenting opinion in deliberations, while respecting other people with differing opinions.
- Strong sense of ethics
- Committed to Steiner Principles and the goals and values of the educational environments the Association supports.
- Ability to function effectively in a team
- Ability to think strategically and critically
- Basic financial analytical abilities
- Strong analytical and problem solving skills
- Strongly developed listening skills
- Ability to separate position on the board from personal issues
- Ability to display initiative and confidence
- Ability to establish and develop quality relationships; ability to relate to a wide range of people
- Strong oral and written communication skills

Relevant skills of Board Members:

The Board as a whole will benefit from having individuals who collectively work together and have had relevant experience and/or developed skills in the following areas:

- Corporate Governance
- Legal
- Risk Management
- Finance/Accounting
- Education
- Marketing
- Business Management
- Policy development