Learn. Grow. Flourish.

South East Brisbane Steiner School

School Board Charter

Purpose:	The purpose of this Charter is to outline the key roles, responsibilities and functions of the school board. It should be read in conjunction with the roles, responsibilities and functions of the Principal and School Leadership Team (SLT). In doing so, it reflects, in equal measure, the importance of both good corporate governance and South East Brisbane Steiner School's principles.	
Scope:	All directors of SEBSS Ltd.	
Status:	Approved	**Supersedes:** nil
Authorised by:	School Governing Body Chairperson	**Date of Authorisation**: 17/08/2024
References:	This document should be read in conjunction with the following documents. ● SEBSS Ltd Constitution ● Corporations Act 2001 The Charter reflects the key elements in each of the above documents. However, should there be any ambiguity between the documents, then the information contained within the School Constitution and the Corporations Act will prevail.	
Review Date:	Every Two (2) Years	**Next Review Date**: 17/08/2026
Policy Owner:	School Governing Body	

1. The School 4
2. The Essence of South East Brisbane Steiner School 4
3. The Role of the Board 4
4. Board Membership, Structure and Capability 6
5. Board Governance Protocols 8
6. Directors' Code of Conduct 9
7. Board Development and Evaluation 9
8. Changes, New Policies and Processes 9
9. Relationship with the Principal 10

1. The School

SEBSS Ltd is a Company limited by guarantee under the Corporations Act 2001 and the liability of members is limited as provided by the Constitution.

2. The Essence of South East Brisbane Steiner School

i. Our Vision

Our vision is to provide a school that will empower students to meet their future with clarity, courage, creativity and compassion. By offering a curriculum, upheld by Steiner indications that are responsive to development of the whole child providing a positive foundation for purposeful and productive future citizens.

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

ii. Our Mission

To provide a holistic education balancing academic, artistic and real-world learning, through pathways that inspire students' intrinsic love of learning, creativity and imagination. To honour with reverence the beauty of childhood and gradual unfolding of individual potential through a key focus on developing critical dispositions for contemporary education, such as resilience, confidence, empathy and creative thinking.

(Our Vision and Mission is further explored and informed by our values and principles.)

iii. Values and Principles

- Developing critical dispositions to be inquisitive and resilient learners through engagement in authentic projects and real-world contexts.
- Learning is offered through an integrated curriculum which provides the hooks for engagement, builds social skills and contexts for learning through a seamless and authentic approach.
- Steiner's indication regarding the 3-fold human being, learning through embodiment of the thinking, feeling and willing through engagement using head, heart and hands.
- Through music and The Arts children are offered creative ways to develop their imagination.
- Respect, joy, integrity, resilience and compassion are core values that are reinforced through all learning endeavours.
- The uniqueness of every child is nourished, so their work and play is personally meaningful as individuals who belong to a community and their inner reflection becomes an outer expression of goodness to the world.

- The physical space and natural environment are revered for their aesthetic beauty, a place to connect mind, body and soul in the spirit of cooperation, appreciation and learning harmoniously.

- The natural authority of the teacher leads each child through their different developmental phases and priorities, indicated by Rudolf Steiner, at all times serving to enhance their intellectual, physical, emotional and spiritual ways of being.

- To provide a school that provides a supportive environment that promotes equity and excellence, confident and creative individuals who are successful lifelong learners, and active and informed members of the community aligned with the Alice Springs Mparntwe Education Declaration, 2019.

  Goal 1: The Australian education system promotes excellence and equity

  Goal 2: All young Australians become:

  - confident and creative individuals
  - successful lifelong learners
  - active and informed members of the community.

- The school upholds that all children including children with a disability, have the same rights to education. Each child's inalienable right to an education is protected by the Disability Discrimination Act (1992) and the Disability Standards for Education (2005). Equitable pedagogies require making reasonable adjustments and offering multiple pathways so that all children, including diverse learners can access meaningful learning, participate fully in the curriculum, and develop a sense of belonging and self-efficacy.

- The Aboriginal Cultural Heritage Act (2003) upholds the importance of recognising, protecting and conserving Aboriginal cultural heritage. We recognise and respect that Aboriginal people are the keepers and knowledge holders of their culture. Two ways of learning, including rich oral traditions and past-times enriches children's learning opportunities. Australian Indigenous culture is represented within the third cultural space, which is the axis point for conjoining cultures, through not knowing, innovation and creation that is guided Aboriginal people, QLD Government (2011).

- Childhood is protected through an understanding of the child's awakening consciousness and matching learning to children's changing needs and interests.

- The Steiner approach upholds “it takes a village’ adage where parents and caregivers are identified as valued first educators of their child. Partnering with families and the embodiment of local community knowledge ensures that learning is reflective of the contextual and cultural pastimes, traditions, languages and ways of being and is accessible, made visible and shared.

- We value ethical, sustainable and joyful living where all children are learning through their own unique pathways and will flourish.

3. The Role of the Board

A. Role, Functions and Powers of the Board

The key role of the board is to govern South East Brisbane Steiner School by ensuring that the school meets its “Objects” as outlined in Clause 3 of the Constitution. The duties and powers of the board are prescribed in Clause 19 of the Constitution.

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 South East Brisbane Steiner School company members, teachers, students, parents and other stakeholders as well as upholding the values and ethos of the school.

It works to promote and maintain an environment within the 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; and
   iv. major capital expenditure, capital management, investments, acquisitions and divestitures.

(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 SLT 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 South East Brisbane 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 South East Brisbane Steiner School undertakes its work. This thinking is conducted at each board meeting and in particular at the annual Strategy meetings.
2. *Setting Strategic Direction* – by considering key opportunities and challenges both within and outside South East Brisbane 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 South East Brisbane 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

4. Board Membership, Structure and Capability

A. Board Membership and Structure

Clauses 11 and 18 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
- Pastoral Care

These capabilities must 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 which 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.

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 South East Brisbane Steiner School members 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 committee meetings either as a member of these committees or in an ex-officio capacity as required;
- 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,

- 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 South East Brisbane Steiner School and remain the property of South East Brisbane Steiner School. 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 Company Secretary

The board must appoint at least one person to the role of Company Secretary in accordance with Clause 27 of the Constitution. It is current SEBSS Ltd Company practice that a Company Director fulfils the role of Company Secretary. The board may appoint another suitable Officer as Company Secretary such as the Business or Finance Manager.

The role of the Company Secretary is 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, SEBSS Ltd Constitution, and other legal and regulatory needs; and
- arrange, at the direction of the Chairperson, reviews of board governance and effectiveness.

5. Board Governance Protocols

A. Board Meetings

Clause 20 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:

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

C. Meeting Agenda, Reports, Minutes and Document Access

▪ *Meeting Agenda*

The Chair will set the agenda for each meeting in consultation with the principal and will meet beforehand with the relevant meeting Chair and the principal to plan the order of business for the meeting.

All directors should have the opportunity to place items on the agenda and to thoroughly review and consider all upcoming agenda items before each meeting. This should be achieved by the following means:

- directors should submit agenda items via the Secretary, with supporting documentation if applicable no less than 7 days prior to each meeting.
- For difficult or complex matters, it is advisable that the relevant director discuss the matter with the Chair and/or meet with the Chair before the meeting to consider how best to present the matter.
- 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. They can be made available by posting them on the secure board page of the school website with suitable notification to each director via direct email. Papers should have an appropriately completed board Cover Page summarising what is proposed.

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 and posting on the website, within 10 working days of each board meeting. Minutes must be approved at the next board meeting.

Documentation Access and Management

The Company Secretary is 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 Clause 32 of the Constitution.

E. Specialist Advice

The organisation will reimburse a director for independent specialist advice which the director obtains relating to his/her duties and obligations as a director on the following basis:

a) the organisation has not already received specialist advice on the point on which the director wishes to seek advice or has not made such advice available to the director or advised the director accordingly; and
b) the director first obtains the Chair's approval to seek such advice or, failing receipt of the Chair's approval, the approval of the board.

6. 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 South East Brisbane Steiner School;
- 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;
- 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;
- act with appropriate confidentiality, congruent with the best interests of the school;
- fulfil their fiduciary duty 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; and
- use the powers of their office for a proper purpose.

7. 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.

8. 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 two years or as required following a board evaluation process.

9. 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 and the Key Performance Areas as agreed by the board.
ii. ***Annually*** - The principal provides an annual report to the board in November, in accordance with the Key Performance Areas as agreed by the board in the principal's contract.
iii. ***Every five years*** – The board conducts a formal review of the principal's performance and contract prior to renewal.