

## Woodline Primary Board Charter

Purpose:	To govern the operation of the Board of Directors
Scope:	WP Board
Implemented by:	WP Board
Approved by:	WP Board
Reviewed:	Every two years or as legislative changes or improvements are identified
Communicated via:	Website, Board Induction

## Board Governance Charter

### **The School**

Woodline Primary School Limited is a Company limited by guarantee which was incorporated on 21 May 2019.

### **Key Values**

Woodline has determined that its key values are:

#### 1. Connection

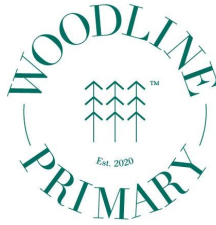
Connection is at the very heart of our school. Our most important question as educators and mentors is “how can I best connect?” We foster an environment in which children feel that all parts of their being are welcomed and supported. We connect with children and families to build trust and open communication that allows us to work collaboratively to support our children, and this helps our children learn the value of connection.

*We connect with ourselves and others.*

#### 2. Environmental Responsibility

Our beautiful school sits on 20 acres of farmland within the Geelong hinterland. It’s an environment that provides a constant reminder of our inheritance and our responsibility to do whatever we can to tread lightly on the planet and to be active changemakers where we see a need. The school has an ongoing commitment to environmental sustainability, running composting and worm farms, water efficiency projects and a functioning micro-farm that supplies our kitchen.

*We strive to be mindful of our impact and take action to make that impact positive wherever we can.*



### 3. Openness

It is through trust and connection that we are able to be open with one another and really get to know and value our community. We are transparent in our communication with children and families, open to being challenged, and open to feedback and new ideas.

*We are open to learning new things.*

### 4. A Sense of Wonder and Curiosity

Often children's sense of wonder, awe, spirit, exploration, play or imagination is not welcome in the classroom. We not only celebrate children's curiosity, we've designed a curriculum in which children are encouraged to follow what intrigues them, investigate the wondrous, and bring it to life if its only home is in their imagination.

*We are curious.*

### 5. Honouring the Individual

We welcome and support all parts of a child's being. We honour each individual – allowing them to fully express their true nature and teaching them skills to cultivate and treasure their extraordinary uniqueness. We recognise that each child learns and creates in a way that is particular to them and we provide a learning environment that is inclusive, differentiated and respectful of individuality. We hold space for children at school, empowering them to value themselves deeply.

*We have compassion and empathy for ourselves and others.*

## **Ethos**

Woodline's ethos can best be summarised as being centered around supporting and nurturing children's emotional wellbeing within an emotionally safe learning environment. Research shows that when children feel safe (free from judgment, treated with kindness and respect, valued for their differences), their neurological system becomes fully operational, increasing their capacity for learning and growth. Our aim is for children to utilise their time with us to develop critical life skills such as emotional intelligence, self-expression, critical thinking and a growth mindset.

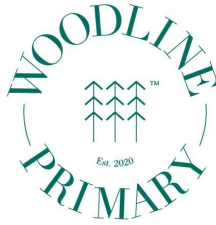
## **The Board**

The Board of Directors ("Board") is elected in accordance with the School's Constitution ("Founding Document").

## **The Role of the Board**

The first and primary duty of the Board is to ensure that Woodline's fundamental principles embodied in its Key Values and Ethos are carried out and implemented.

The Corporations Act clearly states that the Board has the ultimate responsibility for all matters relating to the running of the school.



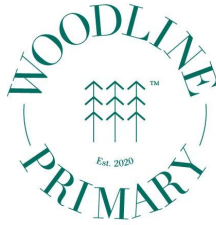
The Board has responsibility for ensuring Woodline meets its obligations under “Ministerial Order No. 1359 - Child Safe Standards - Managing the Risk of Child Abuse in Schools” (the “Order”). This responsibility includes embedding a culture of no tolerance for child abuse, implementing strategies that develop and reinforce this culture, and ensuring Woodline complies with the 11 minimum Child Safe Standards set out in the Order.

The Board’s role is to govern Woodline and not to be involved in its day-to-day management. It is the Executive Team’s role to manage the school in accordance with the strategic goals set by the Board and under its direction. The Board does not have a management function.

The Board is responsible for and should determine all matters relating to policy and practice. It has overall responsibility to ensure that Woodline is well-managed and that its operations are successful. It must do all things necessary to ensure that the school meets its objects as set out in the annual budget as approved by the Board each year.

Without limiting the generality of the Board’s role, its principal functions in relation to the school are to:

- Set goals and provide strategic direction
- Act as an interface between the school and various members of the school’s constituency, namely the caregivers, Team members and the children
- Appoint the Principal
- Ensure compliance with its obligations under Ministerial Order No. 1359
- Determine policies governing the operations
- Approve the annual budget and any long-term budget
- Approve all items of expenditure that are not in accordance with the approved budget and approve all items of expenditure in excess of \$20,000 (whether or not it is accordance with the Approved Budget)
- Conduct an annual review of the Board’s own performance
- Conduct an annual review of the school in meeting its objectives
- Review the performance of the Chair and Principal



## **Board Structure**

### Size

The School's Founding Document requires that there be not less than three (3) nor more than ten (10) directors. Upon commencement, the Board will consist of five (5) directors, of whom at least 3 shall be independent directors.

### Independence

An independent director is one who is not involved in material contracts with Woodline and is not an adviser to the school for fees or some benefit.

### Skills

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

- Accounting and finance
- Business
- Community Interest
- Education
- Legal

### Director Vacancies

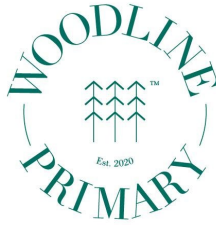
If a director vacancy occurs during the year, the Board in filling that director vacancy should endeavour to ensure that the new appointee has the same skills and experience as the departed director.

## **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:

- 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 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



- use the powers of their office for a proper purpose

### **The Role of the Chair**

The Chair plays a key role in the school. The Chair is the leader of the Board and should use skills and leadership abilities to ensure that the Board is an effective Board observing sound governance principles.

### **The Principal**

The Principal is appointed by the Board. The Principal is responsible for the ongoing management of the school in accordance with the strategy, policies and programs approved by the Board. They shall manage the school to achieve the goals agreed and endorsed by the Board at all times having regard to the Key Values and School ethos.

### **Board Meetings**

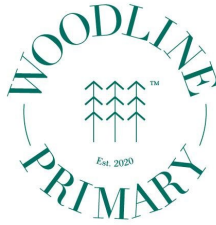
#### Meetings, Agendas and Board Papers

The Board meetings and agenda are fundamental to good governance. The Principal must attend all Board meetings except where as part of its role, the Board meets to discuss the performance of the Principal or otherwise requests the Principal not to attend. The meeting is critical as it is the main opportunity for Board Members to:

- obtain and exchange information with the Principal and other management who may be present
- obtain and exchange information with each other
- formally make decisions

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

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



## **Board Process**

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

- accord other directors and their views respect
- act in a business-like manner
- act in accordance with Woodline's key values and ethos
- raise and address issues in a confident and firm, yet friendly manner
- minimize chatter and irrelevant remarks
- refrain from interruption or interjection
- use good judgment, common sense and tact when discussing issues

### Meeting Frequency and Time

The Board will meet at least once per Term. The Company Secretary should present a calendar of Board meeting dates for each year in the last meeting of the previous year. If possible all meetings should be physical meetings. It may, however, be necessary to meet electronically or pass resolutions by circular resolution if this is permitted under the Founding Document.

Meetings will generally commence at 4.30pm.

### Minutes

Minutes should be circulated within one week of the Board meeting for consideration by the Board Members and must be approved at the next Board meeting. The Company Secretary is to act as minute-taker at each meeting.

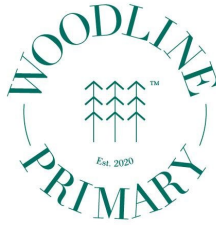
### Access to Information and Directors' Protection

As a general rule, a director is entitled to information relevant to the school and is to be protected against the specific risks of being a director.

### Protocol for seeking information

When seeking information a director should follow this protocol:

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



### Access to Board Papers

The complete set of Board papers of the school is held by the Company Secretary on behalf of the Chair. 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 director even if they have ceased to be a director.

In its capacity as an incorporated entity the school:

- will indemnify the directors to the full extent permitted by law and subject to the Corporations Act;
- will maintain Directors' and Officers' Liability Insurance and provide each director with a copy of the policy. It will maintain each director's insurance for a period of seven years from the date on which each director ceases to be a director

### Specialist Advice

The school will reimburse a director for independent specialist advice which the director obtains relating to their duties and obligations as a director on the following basis:

- The school 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
- 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

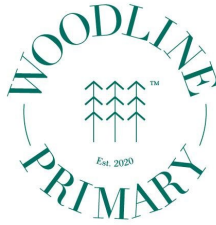
### **Board and Principal Evaluation**

It is Woodline's policy to foster the development of each director and the Board as a whole. Each year the Board will conduct an evaluation of its performance with a view to providing best practice governance and delivering the performance of an effective Board. The review should be conducted in the month of July and the findings tabled at the first Board meeting after the review.

It is also Woodline's policy to measure the Principal's performance against Key Performance Indicators agreed between the Principal and the Board each year.

### **Changes to this Board Governance Charter**

Any changes to this Board Governance Charter must not be adopted unless passed by a formal resolution of the Board.



Version number	Date	Short description of amendment
1.0	June 2020	New policy
2.0	July 2023	Amendments to Board process Updated language
Scheduled review date		December 2024