



Freshwater Creek Steiner School, Inc

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School Council Governance Charter

Freshwater Creek Steiner School Inc. is an incorporated association which was incorporated on 01/11/1999. Its registered address is 52 McIntyres Rd, Freshwater Creek, Victoria 3216, Australia.

The School has determined that its key values are

- Reverence and respect for the whole child
- A Steiner focused, non-denominational approach to the spiritual dimensions of life
- Accessibility for those seeking Steiner based education and development
- Respect, collegiality and clarity in communication and decision making
- Building a school community through shared experience and mutual support

The School's ethos is expressed by the purposes stated in the Rules of the Association ("the Rules")

Delegations

The School Council (the Council) is the governing body of the school and is elected pursuant to the School's Rules of Association. The Head of School is an ex officio member of the Council.

The Head of School is delegated the task of overall management of the school and employs staff to fill educational and operational roles on behalf of the School Council, who is the legal employer. The Head of School reports to Council.

The Business Manager is delegated the task of financial and business management for the school and oversees the operations staff. The Business Manager reports to the Head of School and is a member of the Council's Audit and Finance Committee.

All staff are accountable firstly to the Head of School and then to Council. The Head of School appoints a Learning Coordinator to lead the Primary School Faculty in educational matters, and a Kindergarten Supervisor to lead the Early Childhood faculty.

Addendum 1: FWCSS Organisation chart

The Role of the School Council

The Council must comply with the Rules of Association and the *Associations Incorporation Reform Act 2012*.

The first and primary duty of the Council is to ensure that the School's fundamental principles embodied in its Key Values and Ethos are carried out and implemented. The Rules of the Association clearly states that the Council has the ultimate responsibility for all matters relating to the running of the School.

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The Council's role is to govern the School and not to be involved in its day-to day management. It is senior management's role to manage the School in accordance with the strategic goals set by the Council and under its direction. The Council does not have a management function. The Council is responsible for and should determine all matters relating to policy and practice. It has overall responsibility to ensure that the School 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 School's Rules of Association.

Without limiting the generality of the Council's role, its principal functions in relation to the School are to:

- Ensure the school's meets its obligations regarding its duty of care by managing and overseeing risk
- Appoint the Head of School
- Monitor the finances of the school to ensure the school is solvent
- Approve the annual budget and any long-term budget, material expenditure outside the budget
- Approve all items of capital expenditure
- Oversee and investigate complaints that are unable to be managed by Senior Management (eg if there is a conflict of interest or the complaint concerns the conduct of the Head of School)
- Collaborate with Senior Management and College to set goals and strategic direction, and provide final approval
- Establish and oversee the powers and functions of Council sub-committees such as the Audit and Finance Committee, the Master Planning Committee and any other sub-committees established;
- Approve mandatory policies and delegations governing the operations
- Ensure the school complies with Child Safe Standards and other policy areas mandated by the Victorian Registration and Qualifications Authority, and by law.
- Oversee and review the performance of the Head of School
- Review the performance of the Council Office holders
- Conduct an annual review of the Councils own performance
- Conduct an annual review of the School in meeting its objectives
- Report to the School Community and regulatory authorities as required

General Duties of School Council

The Rules identify the general duties of Council are to:

1. become familiar with these Rules and the Act.
2. be collectively responsible for ensuring that FWCSS complies with the Act and that individual members of the School Council comply with the Rules.
3. exercise their powers and discharge their duties with reasonable care and diligence.
4. exercise their powers and discharge their duties—
 - a. in good faith in the best interests of FWCSS; and
 - b. for a proper purpose.
5. not make improper use of
 - a. Their position; or
 - b. Information acquired by virtue of holding their positionso as to gain an advantage for themselves or any other person or to cause detriment to FWCSS or any other person.
6. perform any other duties imposed from time to time by resolution at a general meeting.

School Council Structure

The School's Rules require that there be not less than four (4) Council Members to enable all offices to

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be held, and that all are members of the FWCSS Association. All Council members shall be independent members. An independent member is one who is not involved in material contracts with the School (including being a paid staff member) and is not an adviser to the School for fees or some benefit.

The responsibilities of Office holders are as described in the Rules of Association.

Half of the positions at up for election at each AGM and are for 2 year terms.

Skills

The skills and experience desired on the Council are in the areas of:

Legal

Accounting and finance

Business and Planning

Community Interest

Education

Sustainability

Anthroposophy and Steiner Education

Current members of the School Council are:

Joel Orenstein	Ordinary member, May 2021 - current Chair, AGM 2018 – May 2021 Ordinary member, AGM 2016	Lawyer and consultant, BA LLB LLM Principal Solicitor Orenstein Lawyers Pty Ltd Father of Rakaia, Manu and Aroha
Tom Cannavan	Chair, May 2021 - current Secretary, AGM 2019 – May 2021	Teacher, Kardinia International College Management experience of large independent schools MBA (Education specialisation) candidate 2022 Member of the Institute of Managers and Leaders Father of Eden, Beau, Isaac and Quinn
Mark Kilinski	Treasurer, AGM 2019 - current	Management Accountant Associate member of the CPA Diploma of Management Father of Joseph and William (K)
Casey Tutungi	Deputy Chair Nov 2021 - current Ordinary member, AGM 2021 – Nov 2021	Civil engineer Access and inclusion advocate Father of Asta, Louttit, Easterly
Erin Betz	Secretary Nov 2021 - current	Education specialist Mother of Saskia, Andrej, Nikolai
Julia Gutbrod	Ordinary Member March 2022 - current	Masters in Gestalt Therapy Mother of Isaac and Maddie

Role of Council Chair

The Chairperson plays a key role in the School. The Chairperson works closely with the other ordinary

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members and the Head of School to ensure the values and ethos of the school are upheld. The Chairperson should use skills and leadership abilities to ensure that the Council is an effective Council observing sound governance principles. It is the responsibility of the Chairperson to:

- Be listed as a Public Officer, along with the Treasurer, to ensure that the associations conduct complies with the Income Tax Assessment Act.
- effectively lead the Council and chair all Council meetings
- recruit the right people to the Council, ensuring they have the right mix of skills, knowledge and experience
- ensure that new Council Members match the culture of the Council but not to the point of hindering diversity
- ensure that new Council Members gain from an effective induction program
- manage the Council in the discharge of its duties
- act as a facilitator of relationships within the Council
- be the prime conduit between the Council and the Head of School
- report to the community at the AGM
- lead the meeting through the agenda, keeping discussion relevant, decision making clear and encouraging broad participation

Role of Deputy Chair

- the Deputy Chair supports the Chairperson in his or her role, and will stand in the role of Chairperson if the Chairperson is not present or available
- under the Rules, the Deputy will chair the meetings in the absence of the Chairperson and/or the consensus of the balance of Council

Role of Council Secretary

The Council Secretary also plays a key role. It is the responsibility of Secretary to:

- register his or her appointment with the Registrar of Associations through Consumer Affairs within 14 days of appointment as Secretary
- maintain the register of members, which contains the name and address of each member and the date on which each member name was entered in the register.
- keep custody of the common seal of FWCSS
- act as an Authorised Signatory
- subject to the Rules of Association and the *Incorporated Associations Act*, provide members access to the register of minutes, the minutes of general meetings and other documents
- manage correspondence to and from Council, including with regulatory bodies
- manage the frequency and agenda of Council meetings
- keep and maintain records of Council business, including maintaining a record of minutes of meetings
- distribute materials and reports in preparation of Council meetings
- ensure all items stay on the meeting agenda until resolved.
- maintain a Council calendar
- activate a process for evaluation of the Head of School by including it as a standing item for the relevant months meeting agenda.

Role of Treasurer

The Treasurer plays a key role. It is the responsibility of the Treasurer to:

- Be listed as a Public Officer, along with the Chair, to ensure that the associations conduct complies with the Income Tax Assessment Act.
- Oversee the finances of the school in conjunction with the finance subcommittee
- Ensure that financial records of FWCSS are kept in accordance with the Act

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- Coordinate the preparation of financial statements of the Association and their certification by the School Council prior to their submission to the annual general meeting of the Association.
- ensure that at least one other School Council member has access to the accounts and financial records of the Association.

The Head of School

The Head of School is appointed by the School Council. The Head of School is responsible for the ongoing day-to-day management of the School in accordance with the strategy, policies and programs approved by the Council. The Head of School shall always manage the School to achieve the goals agreed and endorsed by the Council having regard to the Key Values and School ethos. The Head of School is a key role in maintaining effective communication between the Council, College, staff and parents.

Each year Council will measure the Head of School's performance against Key Performance Indicators agreed between the Head of School and the Council each year. The performance management criteria for the Council and the Head of School are set out and stored with key Council documents. The Head of School evaluation may be undertaken by a Sub Committee or by the President.

The College

The role of College in Steiner Schools is defined by the individual school. At FWCSS the College is an advisory body made up of members of staff who are committed to holding and deepening the understanding of Anthroposophy and Steiner education in the context of 21st century Australia. The College is a highly respected organ of the school. The Head of School is a member of College and Council members attend College meetings and College representatives attend Council meetings so that the flow of information and understanding of each area is maintained. One of the core principles of Steiner Education is that Steiner schools exist by virtue of the collaboration between parents, teachers and other staff.

Induction

On commencement each Council member will receive a Council Induction Pack and a letter of appointment which will include matters of importance to the School.

Council Meetings

The Council meetings and agenda are fundamental to good governance. The Head of School must attend all Council meetings except whereas part of its role, the Council meets to discuss the performance of the Head of School. The Council meeting is critical as it is the main opportunity for Council Members to:

- obtain and exchange information with the Head of School and other management who may be present;
- obtain and exchange information with each other
- make decisions.

Agenda

The agenda is important as it shapes the information flow and subsequent discussion. Council reports should be presented to the Council Members in good time (one week prior to the scheduled meeting) and contain all relevant information in an easy to read and understandable form to enable the Council to make informed decisions.

Meeting Process

Council Members will act in a manner to enable the conduct of meetings to be informed, productive

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and result oriented. To this end they will:

- submit all reports that they are responsible for 7 days in advance of the meeting;
- prepare for the meeting by reading all report papers and considering the proposed agenda prior to the meeting commencing;
- identify and declare any conflicts of interest or perceived conflicts of interest
- limit discussion to matters relevant to Council's governance and oversight role;
- accord other Council Members and their views respect;
- act in a business-like manner, whilst still acknowledging the spiritual dimension of the school;
- act in accordance with the Rules of the Association;
- raise and address issues in a respectful manner;
- minimize chatter and irrelevant remarks;
- refrain from interruption or interjection; and
- use good judgment, common sense and tact when discussing issues.

Meeting frequency and time

The Board will meet at least 8 times per year. The Secretary should present a calendar of Council meeting dates for each year in January of that year. In so far as possible all meetings should be physical meetings. However, the Rules of Association allow members to attend electronically if required. Meetings will generally commence at 6.30 pm and will close by 8.30pm. If any of the sub-Committees have met since the last Council meeting, the minutes of such Committee meeting should be attached to the Council reports papers for noting by the Council. If there are any matters or recommendations which such Committee wishes the Council to consider these should be contained in a Report for consideration by the Council.

Minutes

Minutes should be circulated within two days of the Council meeting for consideration by the Council Members. Amendments to the meeting minutes are required to be sent to the Secretary within a week of the Council meeting. Minutes are to be approved at the next Council meeting.

Access to Information

As a general rule, a Council Member is entitled to information relevant to the School.

When seeking information, a Council Member should follow this protocol:

1. In the first instance request the Head of School, or Business Manager if pertaining to finance, to provide the information;
2. If the information is not forthcoming, approach the President;
3. If it is still not forthcoming write a letter to all Council Members and the Head of School detailing the information required and the purpose for seeking the information.

Access to Board papers

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

Insurance and Indemnity

The School will:

- execute a Deed of Access, Indemnity and Insurance in favour of each Council Member individually;
- indemnify the Council Members to the full extent permitted by law and, in particular, subject

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to the Corporations Act;

- maintain Directors' and Officers' Liability Insurance and provide each Council member with a copy of the policy; and
- will maintain each Council Member's insurance for a period of seven years from the date on which each Council Member ceases to be on Council

Council Evaluation

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

Other areas that could be addressed in meetings include, but are not limited to

- Compliance in relation to risk Management covering all areas of operation, including Occupational Health and Safety, privacy, physical risk, security etc.
- Delegations to the Chair, Board Members or Head of School.
- Insurance
- Performance management for the Board and Principal.

Complaints Handling

All complaints received by Council will be dealt with in accordance with the school's complaint policy and the Rules of Association.

Complaints concerning operational matters will be referred to the Head of School, unless there is a conflict of interest involving the Head of School or the complaint is about the conduct of the Head of School.

Council may investigate complaints, and may decide to set up a mandate group/subcommittee for this purpose. If the circumstances require it, Council may also refer the investigation of complaints to an external provider.

All parties will be afforded procedural fairness in the handling of complaints. This includes being informed of the nature of the complaint and being given an opportunity to respond to allegations prior to any decision being made.

In accordance with the Conflict of Interest Policy, any complaint concerning the conduct of an individual Council Member or someone closely associated with them (ie child, spouse, etc), will require that this member recuse themselves from being involved in any investigation and decision-making in relation to the complaint.

If a member of the Association or other individual has an unresolved complaint with School Council, they must seek to mediate such a complaint under the Rules of Association prior to litigating any dispute.

Policy Review

Any changes to or introduction of new policies or processes of the Council shall be incorporated into this Governance Charter

This charter will be reviewed annually in preparation for the AGM.

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Addendum 1: Organisation Structure

2019

**FWCSS
 ORGANISATION
 STRUCTURE**

ASSOCIATION MEMBERS

Enrolled families and accepted members

SCHOOL COUNCIL

Presidents, Vice President, Secretary, Treasurer, Ordinary Members

HEAD OF SCHOOL

Student Wellbeing Officer

ADMINISTRATION

Business Manager
 Operations
 Office Manager
 Administration Assistant
 Student Wellbeing Officer

EARLY CHILDHOOD

Kindergarten Supervisor
 EC Admin Coordinator/Playgroup Coordinator
 Kindergarten Teachers
EC ESS: Kindergarten Assistants

PREP

(Note: Pedagogically Prep sits with EC; Legislatively with PS)
 Prep Teacher

P ESS: Prep Assistant
 Student Wellbeing Officer

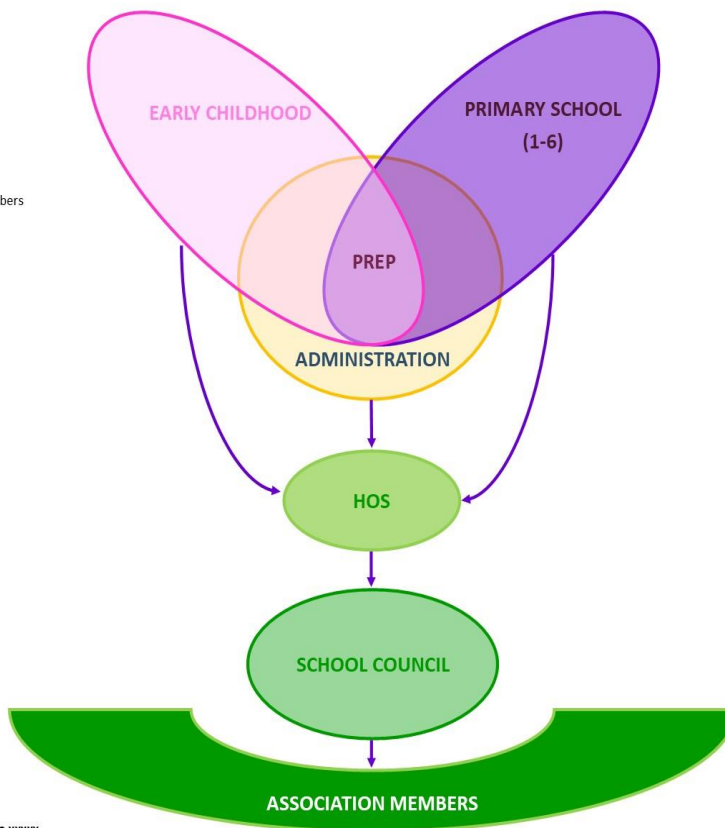
PRIMARY SCHOOL

Class 1-6 Teachers
 Music Teacher
 Bothmer Teacher
 Craft Teacher
 Strings Teacher
 Learning Support
 Curriculum Coordinator

PS ESS:

Class 1 Assistant
 Gardening Specialist
 Painting Specialist
 Librarian
 Farming Specialist
 Instrument Tutors

****Note, some staff may perform more than one role. Refer to xxxxx**



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**FWCSS
ACCOUNTABILITY &
REPORTING**

