



# Board Information Pack

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## Frequently Asked Questions

### What do you look for in Board members?

We need members who are interested in strengthening our school and Montessori through the specific application of the following skills to our school:

- Strategy
- Governance
- Compliance
- Finance

We are looking for people who:

- Are team players
- Can think strategically and objectively
- Can progress work both independently and collegially and get on with the job
- Can fully commit to the time and effort required to be an effective Board member
- Want to share their skills and experiences with other Board members
- When participating as a Board Member, can put the school's best interests ahead of their own personal interests or any other person
- Understands that the Board does not work in the detail of the day to day operations of the school.

We also hope that in general Board members will use their connections and networks to further the strategic interests of the school as appropriate. We need Board members who will think strategically about the School's future and look for ways to further the Strategic Plan - for example, a Board Member may be able to connect the school to a new strategic partner, an individual or business interested in philanthropic support, or introduce us to opportunities to develop a different revenue stream.

If you don't have those 'connections', don't worry - there are many ways your skills could be used on the Board, as outlined below.

### Who can apply to be a member of the Canberra Montessori Society Board?

Any member of the Canberra Montessori Society may stand for election to the Board, providing:

- They are a current financial member;
- They are not a staff member of the Canberra Montessori School;
- There is no other conflict of interest that would affect their ability to serve on the Board;
- They nominate correctly; and
- They can dedicate the time required to serving on the Board.

### We pay an annual membership for the Canberra Montessori Society, but there are two adults in our household. Can both of us vote and/or stand for the Board?

Technically, Society membership belongs to only one person. When you enrolled your child(ren) in the school, you nominated a parent to be the member. If you would like to check who is listed for your family, please contact the office. You can transfer your member rights to another parent in the same family. If your family wishes to purchase an additional Society membership for the other parent this can be arranged through the front office.

## What is the difference between the Canberra Montessori Society and the Canberra Montessori School?

The Society is the organisation that owns the School and oversees the running of the School. The Board belongs to the Society, and our main task is developing and implementing the strategic plan of the School as well as ensuring its proper management.

## What are the benefits of being on the Board?

The main benefit is that you get to make a very real and substantial contribution to the education of every child at the school.

You also get great experience in the strategic oversight and governance of a business. We may not always think of it this way but while CMS is busy providing an amazing learning environment for young people it is also busy being a business with an annual turnover of over \$3 million. As a Board member you will deal with issues related to executive supervision, education, capital development, human resources, legislation, school ethics, finances, strategic planning and much more, all of which is focussed around the continued development and improvement of the Canberra Montessori School and the Canberra Montessori Society.

Board membership can be an extremely satisfying and enjoyable way to serve the greater School and Society community as well as develop skills and experience that are potentially highly valuable in your chosen profession.

## As a Board Member, will I have any legal or financial responsibility for the operation of the School?

Yes. As a Board Member, you will have legal and financial responsibility. This may sound a bit intimidating, but it's worth remembering a few things here.

If the Board or individual Board Members are found to have been negligent in their duties, it is possible to face criminal or civil penalties, including fines and gaol. However...

- As long as you exercise due care with your involvement in decisions (that is, you ensure you understand all information provided to you, you ask questions if you are concerned, you follow all Board policies and you participate in discussions and votes accordingly) you have been a responsible Board member. Even if a decision results in a poor outcome, as long as Board members took all reasonable steps to ensure they were making the right decision, the Board is acting responsibly. Everyone makes mistakes now and then, including Boards. The important thing is that at all times we do everything we can to avoid making those mistakes.
- Canberra Montessori Society has insurance to protect Directors of the Board against financial liability in the case of legal claims (for example, if somebody successfully sued the school for some reason).

We realise that our members are volunteers and do not necessarily have Board experience. So there are a couple of things we do to help you understand your responsibilities.

- We always have an induction session with the Association of Independent Schools, which provides a lot of information on the roles and responsibilities within a Board.
- We have created information packs such as this one for both prospective and new Board members so the details they need are easy to hand, including links to useful articles and resources.
- We try to actively seek out new information about effective governance and encourage all Board members to do the same.
- We try and circulate all information pertaining to upcoming discussions in a timely matter and we commit, as individuals, to reading all information and preparing for meetings appropriately.
- We have developed policies and procedures to help ensure that we do meet all our legal and financial responsibilities as a business, an employer and a provider of education.

## **I wouldn't know a balance sheet from a balance board. Do I have to understand finance and accounting?**

It is a good idea to be familiar with them. After all, you will be involved in decisions based on financial reports that affect the future of the school. We've got some really good templates and 'dashboards' that help explain the financial status of the school, and the Finance Committee members are always willing to answer questions. You need to feel comfortable that you understand the information presented to you; you must not rely on 'whatever the Finance Committee says' to make your decisions. The Association of Independent Schools NSW, of which we are a member, has free, online training courses for Board members in a range of areas, including Finance for Board Members, and we encourage all members to take advantage of these.

## **There is a pressing issue I believe should be discussed at Board level. If I join the Board, will I be able to get my issue addressed?**

You should not join the Board if you are doing it because you are passionate about a single issue to the exclusion of all others. You should only nominate for the Board if you are interested in participating in the governance and strategic direction of the school as a whole and accepting the responsibilities that come with that, not in the day to day operations. Having said that, you will certainly be able to participate in robust discussion on a number of topics and you will be able to request items to be added to the agenda. As many Board members are also parents, this is something we have to consciously manage and we do ask Board members to use their *Parent Hat* and *Board Hat* as appropriate.

**Example: I am concerned about something in my child's classroom and I feel the Class Director is not dealing with it appropriately.**

With my **Parent Hat** on, I can talk to the Class Director directly. If I'm not happy with the response I receive, I can follow the School Communication Pathway to escalate the problem, potentially to the Principal. If I'm still not happy, I can, as a Parent, put my matter forward to the Board Leadership Group (BLG).

With my **Board Hat** on, if the matter is considered appropriate to be brought to the Board by the BLG, I will declare my conflict of interest and participate in, or exclude myself from, discussion as the Chair deems appropriate.

**Example: I am concerned about a path at the school which has fallen into disrepair.**

With my **Parent Hat** on, I can let the Administrative staff know so they can organise for the appropriate maintenance, or let me know what is already happening.

With my **Board Hat** on, if I feel that no progress has been made on the issue, I can ask the BLG to include it as an item for discussion as it relates to a safety and compliance issue for the community as a whole.

## **What does the Board look like?**

The Board is composed of up to 12 members that have been nominated and accepted by the CMS members at the AGM. Specific positions on the Board include the Chairperson, Public Officer, and Secretary.

Other Board positions include leadership roles in the following Sub-Committees:

- Governance
- Finance
- Compliance

## How much time to I need to commit to the Board?

The amount of time you need to commit to each month depends on which committee(s) you are involved in. At a minimum, however, you should allow at least six hours per month, which includes meetings as well as some additional preparation, reading and follow-up time. For more information regarding the amount of time required for each committee, please look at Roles & Time Commitments.

## What happens at a Board meeting?

The Principal and Board members attend each meeting of the full Board. Our aim is to have each meeting complete in under 2 hours, but depending on the amount of work on the agenda they can take longer. Committee meetings work on a similar basis.

For each meeting:

- An agenda is circulated in advance of the meeting.
- We have announcements and notify the meeting of any conflicts of interest
- We all confirm our continued eligibility to serve as Board members
- We run through the action items from the last meeting to monitor progress on each
- We check our progress against milestones and goals for the Strategic Plan and the Board Work Plan in general, adding tasks as required
- We go through the Principal's Report, and discuss as required
- We go through each Committee's Report, and discuss as required
- We go through Other Business, which may include
  - Items for Noting (e.g. school has been successful with a grant application)
  - Items for Decision (e.g. changes to fee structure)
  - Items for Discussion (e.g. upcoming AGM)

## Who runs the School; the Board or the Principal?

In a nutshell, the Principal runs the school and the Board supervises the Principal.

To go into it in a *little* more in depth, however, as a Board member, it's important to be able to distinguish between Strategic and Operational matters.

*Operational* matters are the responsibility of the Principal. So the Principal has day-to-day responsibility for staffing, the curriculum, ensuring the school meets all its legal and regulatory responsibilities, maintenance of the building and grounds, financial management, keeping up enrolments, etc.

*Strategic* matters are the responsibility of the Board. *Strategically* it would be a disaster if the school wasn't managed well, so a key part of the Board's work is to supervise the Principal under an appropriate executive supervision model relevant to independent schools. The Principal will also seek advice from the Board when *operational decisions* can affect *strategic outcomes*.

**The Board IS responsible for strategic and governance matters, such as:**

- Developing the School's Strategic Plan and ensuring it is implemented.
- The appointment, supervision and retention or dismissal of the Principal.

- Ensuring that the School fulfils its functions as set out in the Education Act, 2004 and all other statutory and regulatory requirements.
- Promoting contact between the Board, the parents and the community.
- The development and maintenance of Board policies.
- Ensuring the School's finances are sound.

**The Board IS NOT responsible for day-to-day operational matters, such as:**

- The hiring, performance management or supervision of any staff other than the Principal;
- Curriculum development and implementation; or
- Managing the allocation or usage of any buildings or other school facilities

...except as part of ensuring that how the Principal directs those matters supports the strategic plan for the school.

**Example: Building new classrooms in 2016**

The Board recognised that **strategically**, it is imperative to build our enrolment base to ensure a strong flow of students through the school and maintain a healthy organisation, and thus we needed to be able to expand our early childhood offerings. **Operationally**, the Principal advised the Board on logistical and practical requirements for buildings which would facilitate both new Cycle 1 classes and provide a better environment to meet the growing needs of our primary classes. **Together**, the Board and Principal set a scope of requirement for the new building that ensured it met our needs both now and in the future. **Operationally**, the Principal acquired three separate quotes and ensured the building plans met all regulatory requirements and managed the building process with regular reports to the Board.

Similarly, the Board would always discuss with the Principal any *strategic decisions* that would affect *operational outcomes* before they were finalised. The Board and Principal work very closely together and the strength of this relationship is crucial to the ongoing success of the school.

In addition, the Board is responsible for things like strategic planning; where do we want to be in 5 years or 10 years or 20 years from now? Please see our [Strategic Plan, 2016 - 2025](#) which can be found on the Strategic Planning page of the website.

### Do I have to stay on the Board for the full two-year term?

Sometimes, people can contribute something very specific to the Board in a shorter time-frame, and that's fine; we just ask that you make that clear when you nominate. Sometimes, people realise that being on the Board isn't for them, or other circumstances mean that they can't remain on the Board.

It is always possible to resign. However, we've provided this information pack in the hope that by giving people a clear understanding of the expectations they won't run into this problem. If you do feel you have to leave the Board, we ask that you give us as much notice as possible so we can make sure we cover the work that you were doing. Before any of that happens, though, please talk to the Chair, who may be able to help with any issue you are having.

### What if I have to miss a Board meeting?

We all understand life happens and sometimes things can't be avoided. Having said that, please only join the Board if you intend, to the best of your ability, to attend every meeting you are required for.

## What is a conflict of interest, and what happens if, as a Board Member, I have one?

Conflicts of interest are anything that may affect your ability to make impartial and balanced decisions in the best interests of the school.

**Example: A Board member owns a company that is tendering for a contract at the school.**

The Board member would raise this as a conflict of interest. The Board would decide if this was a manageable conflict; if so, they may require that the member in question absents themselves for any discussion or decision relating to that contract.

**Example: A Board member works for a company that has just won a contract for the school.**

The Board member would raise this as a potential conflict of interest. The Board may decide that there is no actual impact on the ability of the Board member to carry out their duties but notes the conflict to show that due process has occurred.

While we try to avoid them wherever possible, in many cases they can be managed appropriately. If you think you may have a conflict of interest, please discuss it with the Chair prior to your nomination.

## I really want to contribute to the governance of the school, but I'm not sure I'll have enough time to be on the Board. Can I still be involved in some way?

Yes, you can. The Board has a number of Committees, some of which are made up of a combination of Board members, Society members, staff and potentially even members of the public.

For more information on these Committees, please look at [Committee Work](#).

## As a Board member, will I be able to talk directly to the school community about the Board's activities?

Yes... and no. As a Board member, you must sign a **Role Agreement** prior to starting on the Board. Many things we discuss are confidential.

In addition, sometimes members of the broader school community will feel that if they say something to you at pick-up then it means that you will by default bring it to the Board. It is really important that all of us, Board members and community alike, use the proper communication channels to bring matters to the attention of the relevant responsible person. This ensures that every matter is dealt with equally.

For more information on the communication channels, please see [Communication: Board, Principal & Community](#).

## I still have some questions. Who can I talk to?

Please contact the Chair by emailing [board.chair@board.cms.act.edu.au](mailto:board.chair@board.cms.act.edu.au) and they will be happy to help however they can.



## **I would like to be nominated for the Board or a Sub-Committee. What do I have to do now?**

Great! You need to fill out the nomination form and have it signed by another member (who can nominate only you and no others). This includes the following information:

- The formal information for the nomination;
- Our Nomination Checklist which confirms that you understand what you're signing up for in terms of the time commitment and responsibilities.

Then submit your nomination either to the Front Office (attention Board Chair) or email it to [board.chair@board.cms.act.edu.au](mailto:board.chair@board.cms.act.edu.au) no later than **Tuesday, 6 March 2018**.

# Roles & Time Commitments: Board work vs. Committee work

## Background

The CMS Board is established under the CMS Constitution for the purpose of promoting Montessori educational philosophy, promoting the rights of the child in society and to establish and run Montessori schools. In order to ensure that certain aspects of the Board's work are completed, Committees of the Board have been created. These Committees perform the work set out in their respective Work Plans and report back to the Board as a whole.

Our Committees are:

- Governance
- Finance
- Compliance

The roles and responsibilities for each are described below.

## General Board Work

Meeting frequency: Up to 8 times per year

Commitment per meeting: 2 hours plus 2-3 hours for preparation, completing action items etc.

Strictly speaking, the Board Work is all of the work of the Committees plus those tasks that the Board undertakes to achieve the purposes of the Canberra Montessori Society. In practical terms, the work of being on the Board includes:

- Attending 4 'administrative' meetings of the Full Board per year, at which we ensure we are meeting our governance requirements and share progress of individual committees
- Attending up to 4 'Special Focus' meetings of the Full Board per year, at which we devote time to progressing a particular item that requires the whole Board to work together, such as reviewing the Strategic Plan or developing the details for a new initiative
- Serving on at least one Committee (see below for the additional time commitment)
- Creating and reviewing the Strategic Plan and ensuring appropriate progress occurs
- Running the Annual General Meeting
- Ensuring the effectiveness of the Principal
- Ensuring that the Committees are working effectively
- Approving large financial decisions of the school
- Approving the school budget.

## Committee Work

In addition to the general Board work, Board members serve on at least one Committee, which is where most of the real work happens.

### Governance

Meeting Frequency: Twice per term  
Commitment per meeting: 1 – 2 hours plus 2 – 3 hours' preparation/follow-up as required

The Governance Committee is responsible for implementing the Principal Human Resources framework, managing any dispute resolution process of the Board, ensuring the effectiveness of the Board, including succession planning, monitoring progress against the Strategic Plan, developing criteria for Principal recruitment, and the communication between the Board and the School community.

### Finance

Meeting Frequency: Once per month  
Commitment per meeting: 1 – 2 hours

The Finance Committee is responsible for overseeing and governance of the use of school funds through ensuring adequate financial statements are being produced by the school and reviewing those statements and strategies.

### Compliance

Meeting Frequency: Once per term  
Commitment per meeting: 1 – 2 hours plus 2 – 3 hours' preparation/follow-up as required.

The Compliance Committee is responsible for confirming Board policies are current and being followed and that an Audit Plan is in place for monitoring and ensuring the effectiveness of School Policies & Procedures in ensuring the School meets every statutory and regulatory requirement (e.g. Education Act, Workplace Health and Safety, Fair Work, etc).

As individual projects come up (for example, applying for a capital works grant), a Committee will take ownership for reporting on progress and any Board member with an interest in the project may volunteer to work on it. It's also possible for members of the community who are not on the Board to be involved in this way.

## Communication: Board, Principal & Community

### How the Board works with the Principal

The Board is responsible for strategic work, such as developing various strategic plans, and supervising, or providing a governance framework, for operational work.

The role of the Principal, among other things, is to implement directions from the Board and to translate strategic plans into operational tasks so that strategic goals are attained.

The Principal must remain autonomous in managing day-to-day operations to remain effective. Only when these day-to-day operations relate to the ability to achieve strategic goals or the governance framework would the Board get involved. In general, this level of involvement will be providing the longer-term direction, actions or outcomes required by the Principal.

## **CMS Board Work plan**

The CMS Board is established under the CMS Constitution and through its operation has established a number of policies to provide a framework for the Board to work under.

This document highlights the elements of the work plan and the associated timetable to deliver those elements that are not contained in other Committee work plans.

### **Annual work plan elements**

The Board will, according to its Policies:

- Confirm confidentially agreements
- Review or develop the strategic plan so highlights can be presented at the AGM
- Review mission, vision and values
- Approve the annual budget, including fee increases
- Provide comment in regards to the Principal's Annual Performance Review
- Priorities and targets for capital fundraising will be established and monitored
- Perform annual Board Effectiveness Survey and Review
- Authorise an annual Capital Development Plan
- Write the Annual Report for the AGM
- Maintain a listing, including contact information, of all current Board Committees and their members
- Maintain a conflict of interest register.

### **Additional work plan elements**

The Board will:

- Review the Ten Year Strategic Plan annually, with a major renewal every 3 years to re-extend it to the full 10 years.
- Perform the recruitment of the Principal
- Perform other duties, as required

## Important Board documents

### Constitution

The Constitution for the Canberra Montessori Society is the 'rule-book' by which the Society and the Board operates. As a Board Member you will need to be familiar with our Constitution; you don't need to know it by heart, of course, but you will almost certainly need to refer to it from time to time.

The Constitution may be found on our website: <https://cms.act.edu.au/about-us/governance/>

### Strategic Plan

We are currently working to our Strategic Plan 2016-2025. Although the Plan covers a 10 year period, it is reviewed annually by the Board, with a major review including involvement from every part of the CMS community taking place every three years. In this way, we will always have at least 8 - 10 years of Strategic Plan ahead of us, depending where we are in the cycle.

The Strategic Plan 2016-2025 may be found on our website: <http://cms.act.edu.au/about-us/governance/strategic-planning/>

### Board policies

There are two sets of policies for the school; Board policies and Operational policies. The Operational policies deal with day-to-day operational issues; HR, enrolment, emergency management, health & safety, etc. The Board policies relate to the running of the Board and relate to issues such as responsibilities of the Committees, review procedures and so forth.

All Policies are available by contacting the Front Office of the school.

## General Requirements of CMS Board members

All Canberra Montessori Society Board members are required to sign a Role Agreement for Board Members once elected, before attending their first meeting and before being given access to any Board information. In signing the Agreement, Board members indicate that they will adhere to confidentiality requirements, commit to attending Board meetings, and commit to upholding certain standards while serving as a CMS Board member.

**Please read through the Role Agreement before nominating to ensure that you understand what these expectations are.**

If you are not serving as a Board member, but become involved in a Committee or a specific Board project, you are also required to sign a slightly different Role Agreement before attending your first meeting or being given access to any Board information.

Additionally, the Board uses Office365 to manage all communication, cloud file storage and other administrative requirements. All Board members are issued with their own Board email address and are required to have access to, and be comfortable using, computers and other digital devices to complete their Board work.

Nomination forms, an example Role agreement and other information may be found on our website:

<https://cms.act.edu.au/about-us/governance/annual-general-meetings/>

## APPENDIX – Forms & checklists

The following documents are available from <https://cms.act.edu.au/about-us/governance/annual-general-meetings/>:

- CMS Board & Committee Nomination Form
- CMS Board Checklist
- Proxy Form
- Role Agreement for Board Members
- Role Agreement for Sub-Committee Members

Please note the Role Agreements are provided for your information only at this stage. Should you be elected to the Board or asked to join a Sub-Committee, we will provide the Role Agreements to you prior to your first meeting.

These references on <https://www.communitydirectors.com.au/icda/tools/> provide valuable information on the roles and responsibilities of Board members. There are many resources available, but this page in particular will provide a great deal of useful information.