



Board and Sub-Committee Information Pack

2020

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Frequently Asked Questions

What do you look for in Board and Sub-Committee members?

We need members who are interested in strengthening our school and Montessori over the long-term through 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 or sub-committee member
- Want to share their skills and experiences with other members
- 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 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.

Sub-committee membership is more flexible and can include the wider public (they do not necessarily have to be members under the Constitution).

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

The Society is the organisation that owns and supervises the School. The Board is accountable for the Society's outcomes under its constitution, including oversight of the operation of Canberra Montessori School in line with the agreed Strategic Plan, Professional Standards, KPIs, education, business and community outcomes. The Board is also responsible for the recruitment, retention, and performance management of the Society's only employee – the School Principal.

The Board executes this accountability by scheduling and making decisions collegially at the one table, and progressing governance, finance and compliance work items throughout the year under the leadership of the Board Chair, Sub-Committee Chairs and supporting members.

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 jail. **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 legislation, 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 the Board 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 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.
- We have developed policies and procedures to help ensure we do meet all our legal and financial responsibilities as a business, an employer and a provider of education.
- Board members do need to hold and maintain an up-to-date working knowledge of the Corporations Act and other relevant legislation and day-to-day business practices.

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 some basic concepts. 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. 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 seek to join the Board or a sub-committee if you are doing it because you are passionate about a single issue to the exclusion of all others. You should only nominate if you are interested in participating in the governance and strategic direction of the school and society 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 consciously manage and we do ask Board members to use their *Parent Hat* and *Board Hatas* appropriate. There is a communication pathway in place and the Board will not consider agenda items that fall within the remit of the Principal and have not been addressed within the School in accordance with that pathway.

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 Chair.

With my **Board Hat** on, if the matter is considered appropriate to be brought to the Board, 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 office 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 or unsatisfactory progress has been made on the issue, I can ask the Board Chair if the School is aware of the issue and have it addressed in line with the communication pathway.

How much time to I need to commit to the Board / Sub-Committee?

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.

What happens at a Board meeting?

Board members attend each meeting of the full Board and usually at least one Sub-Committee meeting in between to progress various work items on an annual schedule. We complete most meetings within two hours and committee meetings work on a similar basis. The real work is in the background progressing documents attached to work items and / or getting across them to inform decisions. This can equate to anywhere from 1 – 8 hours a month, for key roles this can occasionally double. A School is a unique not-for-profit operation and Boards in this context provide business guidance and support as agreed through the Chair and Principal.

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 the Annual Schedule and any key projects or strategic initiatives underway (Society and School where appropriate under a solid executive supervision model)
- We go through the School Executive and Financials reports, and discuss with the School as required
- We make decisions on recommendations from the School and note relevant information
- We go through each Sub-committee's progress and discuss as required
- Once a year we decide on the Budget, Fee Schedule, Audit appointee and host the AGM

Who runs the School; the Board or the Principal?

The Board supervises the Principal to run the School. The Principal has day-to-day responsibility for the School's children, their education, staffing, implementation of strategic and operational plans, ensuring the school meets all its governance, finance and compliance obligations, maintenance of the School's buildings and grounds, enrolments and retention etc. The Board supervises this work under a solid executive supervision model relevant to independent schools. The Principal will also seek advice or input from the Board when *operational decisions* can affect *strategic outcomes*.

Similarly, the Board will always discuss with the Principal any *strategic decisions* that would affect *operational outcomes*. The Board and Principal work closely together through scheduled meetings, supervision and liaison through the Chair and Deputy as required. The professionalism and strength of these relationships are crucial to the ongoing success of the School and Society.

Do I have to stay involved for the full two-year term?

Sometimes, people can contribute something very specific 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 or a sub-committee isn't for them, or other circumstances mean 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, we ask that you give us as much notice as possible so we can make sure we cover the work 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, including approval of leave from the Board etc.

What if I have to miss a 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. Presently, meetings are held at least twice a term on the last Monday of each month. The Finance Sub-Committee also meets on the second Monday of each month and others meet as required in between full Board meetings.

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 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. The same applies for any additional professional or social relationships with staff or stakeholders that should be declared so Board knows exactly who should and shouldn't be involved in any necessary HR updates or decisions.

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.

As a Board or Sub-Committee member, will I be able to talk directly to the School Community about the Board's activities?

The short answer is no. As a Board or sub-committee member, you must sign a **Role Agreement** prior to starting your duties and leave direct communication with the Community to the Principal and the Board Chair through agreed mediums.

In addition, sometimes members of the broader school community will feel that if they say something to you 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 Board, if required. This ensures that every matter is dealt with responsibly.

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

Please contact either the Chair by emailing 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 no later than **Thursday 12 March 2020**.

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 still 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 planned for later in 2020. 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 as the Chair, together with the Governance Sub-Committee Chair, have an accountability to ensure adherence to these requirements for effective governance of the Society and School.

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 this software on their own 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

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

- CMS Board & Committee Nomination Form
- 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.