



Board and Governance Charter

Purpose:

To inform Board Members, Co-operative Members, and the school community about the structure and role of the Learning Co-operative Board.

Scope:

Board Members, Co-operative Members, Staff

Implemented by:

Learning Co-operative Board, Coordinator (Principal)

Approved by:

Learning Co-operative Board and Members of Learning Co-operative Limited

Communicated via:

Board Induction

Reviewed:

Every three years, as legislative changes arise, or as improvements are identified

Our School

Learning Co-operative Limited (Learning Co-operative or Co-op) is registered as a co-operative with member shares with Consumer Affairs Victoria, and operates on a not-for-profit basis. Learning Co-operative Limited is set up with the specific purpose of operating a Non-Government Primary School in Victoria, fostering strong community connections and caring for the bushland on which our school is situated.

Date of Registration: *23rd of August, 1973. (Co-operation Act, Victoria 1958)*

ABN 41665237619

Year of School Registration: *30 March 1981, granted by the Council of Public Education Victoria*



Key Values

The Learning Co-operative's key values are:

- 1) embracing and celebrating individuality and individual learning;
- 2) empowering children with engaging, fun, child-centred learning that focuses on the whole child;
- 3) maximising parent/carer/guardian involvement in children's education, to provide a unique learning community where adults and children learn alongside each other; and
- 4) using nature to inspire learning.

Ethos - 'It takes a village to raise a child'

The Learning Co-operative is committed to the belief that all individuals are unique and, as such, we each have our own interests and preferred ways of learning. We therefore strive to create learning opportunities where children are free to explore their creativity and individuality and those of others. We are committed to the principles of self-awareness, empowerment and participation. Individuals have input into their own learning and personal development.

We are committed to the process of consensus, where each individual believes that their opinion, thoughts or feelings are respected, acknowledged and validated. Children have an obligation to both express and articulate their needs and views and have the right to be heard. We support children to listen to others.

The Learning Co-operative values play and child-inspired learning. We are committed to an environment that fosters and promotes a love of learning, sharing and collaboration, peace and non-violence. We support non-authoritarian conflict resolution processes that respect differences and empower the children to resolve their concerns in a safe and respectful manner. Our school focuses on child-centred, play-based learning to enable children to develop the creative critical thinking skills and resilience they need for a happy, healthy future.

Family members and community are a key feature of Learning Co-operative. We believe family members can enrich the learning of children through their experience, skills and passions. Parents/carers/guardians play a large and vital role in the functioning and running of the school and the delivery of diverse and exciting learning opportunities.

Learning Co-operative Limited

Learning Co-operative is made up of Active Members (the "Parent Group"), who are shareholding adult family members of the currently enrolled students at the school. The Parent Group provides, on a voluntary basis, the time and effort required to operate the school, including administrative activities, attendance at fortnightly meetings to contribute to consensus decisions around all aspects of running the school and supporting face to face learning for the children. Through this



arrangement, they can guide and influence the experience of the students to ensure a highly responsive and individualised school environment.

In addition, the school employs individuals that are not Members where there is a skill, activity or expertise that is not available within the Member group. It may also employ Members in specialised roles within the school if there is an organisational need

It is a conscious intention to remain true to the original establishment of the school as a Co-operative, and as such the operational activities and governance of the school are conducted with that in mind.

The Board

Role of the Board

The Board is appointed by the Members of Learning Co-operative Limited to ensure the good governance of the school. The responsibilities, legal obligations and powers of the Board are defined by the Co-operative Rules, as well as relevant State and Federal legislation and Ministerial Orders, and regulators such as the Australian Charities and Not-for-profits Commission (ACNC) and the Victorian Registration and Qualifications Authority (VRQA).

The Board does not have a day-to-day management function and instead delegates these activities to school staff and designated Sub-Committees, alongside the Parent Group who meet fortnightly or more, and whose decisions are made by consensus as per the Co-operative's Rules. These groups are responsible for ensuring the business of the Co-op is executed effectively and in line with all relevant laws, legislations and standards of operation. This does not, however, remove the Board's ultimate responsibility to ensure that all functions and duties of the Learning Co-operative are appropriately carried out.

The Board has a non-delegable Duty of Care to protect all members of the school community including students, staff, Co-operative members and visitors. This includes but is not limited to obligations under legislation covering occupational health and safety, supervision and child safety, and the relevant policies which outline specific obligations that sit with the Board.

A key duty of the Board is to ensure that the Learning Co-operative's philosophy and fundamental principles embodied in its Key Values and Ethos are carried out and implemented. It is the Coordinator's (Principal's) role to manage the school in accordance with the strategic goals set by the Board and under its direction, and in collaboration with the Parent Group.

The Board's main functions in relation to the school are to:

- Work with the Parent Group and Coordinator (Principal) to set goals and provide strategic direction.
- Appoint the Coordinator (Principal) as approved by the Parent Group
- Establish adequate systems to ensure that there are appropriate policies, procedures and practices in place so the Learning Co-operative remains compliant with relevant State and Federal legislation and Ministerial Orders, State and Federal Funding Agreement requirements, and with requirements set by regulators such as the ACNC and the VRQA.



- Ensure the School is operating in a financially sustainable way to ensure the longevity and solvency of its operation.
- Approve policies governing the operations
- Approve the annual budget and any long-term budgets
- Conduct an annual review of the Learning Co-operative in meeting its objectives
- Establish and oversee the powers and functions of Board sub-committees, and review their operation and performance

Board Structure

Size

The School's Rules requires that there be 5 Board Members.

The quorum for a Board Meeting is 3.

Eligibility

In order to be eligible to be a Board Member, an individual must be an Active Member of Learning Co-operative Limited and ordinarily not be employees of the Learning Cooperative.

Skills

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

- Accounting and finance
- Business
- Community Interest
- Education
- Project Management
- Capital and building works
- Risk Management
- Media and public relations

Term of Office

Under the School's Rules, three Board Members must retire at one Annual General Meeting (AGM) and the remaining two Board Members must retire at the next AGM. This pattern of rotation continues at each subsequent AGM, resulting in each Board Member having a two-year term.



A retiring Board Member retains office until the close of the meeting at which his or her successor is elected.

The Board Members to retire in any one year are, subject to the provisions as to the filling of casual vacancies, those that have been longest in office since their last election. If there are two or more individuals who became Board Members on the same day, those who retire must be determined by agreement among themselves.

A retired Board Member is eligible for re-election.

The Board must advertise for nominations to all Members prior to the AGM. The Board must also communicate the number of Board Member vacancies available, eligibility criteria, the duties of Board Member positions, and the nomination and election procedures.

Casual Vacancies

If a casual vacancy occurs during the year, the Board may appoint an eligible person to fill the vacancy, however the person appointed must retire at the next AGM (but may be re-appointed at that meeting).

Board Induction and Development

Each Board Member will receive a 'Board Member's Kit' and a letter of appointment from Administration which will include matters of importance to the Learning Co-operative.

From time-to-time, Board Members will participate in professional development in relation to their duties. This may be facilitated by an external consultant, and all Board Members are expected to attend.

Code of Conduct

Board Members are expected to comply with the spirit, as well as the letter of the law and with the principles of this Charter.

Board Members will ensure that in fulfilling their duties they:

- act for the benefit of the Learning Co-operative,
- act with skill, care and diligence,
- demonstrate commercial reasonableness in their decisions,
- discharge their duties in good faith and honestly,
- comply with all school policies,
- disclose any actual or perceived conflict,
- do not engage in conduct likely to discredit the Learning Co-operative,
- do not share information gained as a Board Member with others who would not have it, or before others would otherwise be provided with this information



- understand that all Board Members, not just the finance committee have a legal responsibility for the oversight of the financial health of the Learning Co-operative and for managing risk within the school.
- must read and understand the financial reports as these are presented at Board Meetings throughout the year.
- should have a thorough understanding of the key financial metrics of the Learning Co-operative including the sources of funding.
- fulfil their fiduciary duty to the Learning Co-operative including legal duty to prevent insolvency and to act diligently and properly if insolvency does occur.
- give of their expertise generously to the school,
- make appropriate enquiries to ensure the Learning Co-operative 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.

Members of the school Board are included in the list of those who are ‘responsible persons’ as set out in the Education and Training Reform Act and the ACNC Governance Standards.

The Role of the Chairperson

The Chairperson plays a key role in the governance of the Learning Co-operative.

The Chairperson is elected by the Board and should use skills and leadership abilities to ensure that the Board is an effective Board observing sound governance principles.

A Chairperson shall be elected in the last month of each financial year.

The Board may by ordinary resolution remove the Chairperson from office.

The Coordinator (Principal)

The Coordinator (Principal) is appointed by the Board following approval by the Parent Group.

The Coordinator (Principal) is responsible for the ongoing management of the Learning Co-operative as outlined in the role’s Position Description and Delegations Schedule, and in accordance with the strategy, policies and programs approved by the Board, Parent Group and relevant Sub-Committees.

They shall manage the Learning Co-operative to achieve the goals agreed and endorsed by the Board and Parent Group having regard to the Key Values and School ethos.



Board Meetings

The Board meetings and agenda are fundamental to good governance. Meeting attendance is important as it is the main opportunity for Board Members to hold discussions as a group, make decisions, and approve those decisions made by the Active Members at a general meeting that need to be ratified by the Board. The Coordinator (Principal) must attend all Board meetings except where as part of its role, the Board meets to discuss the performance of the Coordinator (Principal).

The agenda is prepared by the Chairperson or a delegate of the Chairperson and is an important document as it shapes the information flow and subsequent discussion.

Board papers should be presented to the Board Members in good time and contain all relevant information in an easy to read and understandable form. If any of the Board's sub-Committees have met since the last Board meeting, their meeting minutes should be attached to the Board papers for noting by the Board. If there are any matters or recommendations which each Committee wishes the Board to consider, these should be contained in a Report for consideration by the Board and listed on the agenda.

Board Meeting Process

Board Members will act in a manner to enable the conduct of meetings to be informed, productive and result oriented. To this end they will:

- act for the benefit of the Learning Co-operative,
- accord other Board Members and their views respect,
- act with skill, care and diligence and in accordance with the Co-operative's Rules,
- raise and address issues in a confident and firm, yet friendly manner,
- minimize chatter and irrelevant remarks,
- ensure their focus during the meeting is as a Board Member, irrespective of other roles they hold in the community,
- refrain from interruption or interjection; and
- use good judgment, common sense and tact when discussing issues.

Decisions arising at any meeting shall be decided by a majority of votes. In the case of a tied vote, the Chairperson has a second or casting vote.

If the Chairperson is unavailable or not in attendance within 15 minutes of the scheduled meeting start time, the Board Members in attendance must elect from within their group an individual to fulfil the duties for the meeting.

In the event of an absence of a Board Member, the Board may appoint a person to act as Deputy for that Board Member.



Meeting frequency

The Board will meet as often as may be necessary for properly conducting the business of Learning Co-operative and must in any case be held at least every three months.

A Board Member may call a meeting of the Board by giving notice individually to every other Board Member.

Except in special circumstances determined by the Chairperson, at least 48 hours' notice shall be given to Board Members of all meetings of the board.

Minutes

Minutes should be circulated within seven days of the Board meeting for tabled for approval at the next Board meeting.

Board Member Protection

Board Members are protected against specific risks of being a Board Member through insurance held by the school. Board Members should actively seek any information necessary for them to effectively carry out their fiduciary duty for which this insurance is applicable.

Protocol for seeking information

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

1. In the first instance request the Principal to provide the information.
2. If the information is not forthcoming, approach the Chairperson.
3. 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 Learning Co-operative is held by the School and accessible to Board Members. In the event of any legal action, investigation or enquiry by a regulatory authority, each Board Member is entitled to access the papers and any other relevant records of the School for the period during which they were Board Members even if they have ceased to be a Board Member.



Remuneration

In accordance with the Co-operative's Rules, a Board Member must not be paid any remuneration for services as a Board Member other than fees, concessions and other benefits that are approved at a general meeting of the Co-operative.

Related Resources & Policies

Learning Co-operative Limited's Rules

Delegations and Sub-Committee Policy

Delegations Schedule

Instrument of Delegation

Fit and Proper Person Declaration

Conflict of Interest Policy

Sub-Committee Terms of Reference

Victorian Registration and Qualifications Authority (VRQA) Minimum Standards

Education and Training Reform Act 2006 (Vic)

Education and Training Reform Regulations (2017)

Australian Charities and Not-for-profits Commission Act 2012 (Cth) (the ACNC Act)

Australian Charities and Not-for-profits Commission Regulations 2022 (Cth) (the ACNC Regulations)

Charities Act 2013 (Cth) (the Charities Act)