



Kinglake Ranges Children's Centre Board Manual



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BOARD GOVERNANCE

1. GOVERNANCE STATEMENT

The Kingslake Ranges Children's Centre is committed to achieving best practice in corporate governance in line with the purpose and strategies of the organisation, and compliance with the relevant legislation and regulations associated with operating an Early Learning Service under the National Quality Framework.

The Board of Management are a collective of volunteer members elected by the members of the association to monitor and ensure that it is operating within the rules of association, abiding by applicable laws, and is achieving the expectations of the community. The Board of Management will:

- carry out their duties with care and diligence;
- carry out their duties in good faith in the best interests of the association, and for a proper purpose; and
- not use information acquired through their position for personal advantage

The Board will:

- ensure an appropriate separation of duties and responsibilities between itself and the Director;
- make every reasonable effort to ensure that Kingslake Ranges Childrens Centre does not raise community, supplier or stakeholder expectations that cannot be fulfilled;
- meet its responsibility to ensure that all staff employed by Kingslake Ranges Children's Centre are treated with due respect and are provided with a working environment and working conditions that meet all reasonable standards of employment as defined in the relevant workplace legislation;
- regularly review its own performance as the basis for its own development and quality assurance;
- carry out meetings in such a manner as to ensure fair and full participation of all Board members; and
- ensure that the Kingslake Ranges Children's Centre's assets are protected via a suitable risk management strategy.

It is encouraged and recommended that all Board members, and those members nominating for a position on the Board, hold a current Working With Children Check.

2. ROLES OF OFFICE HOLDERS

2.1 President

The President is responsible for ensuring that the Board of Management are aware of and fulfil their governance responsibilities, comply with applicable laws and bylaws, conduct board business effectively and efficiently, and are accountable for their performance. The President represents the Board and the Kingslake Ranges Children's Centre to its members and outside parties. The President is expected to review and understand the Rules of Association, policies and procedures, financial and legal situations, and strategic planning. The president will set high standards for Board conduct and intervene if conflicts of interest or confidentiality issues arise.

The President provides leadership to the Board and guides the Board through the meeting process ensuring consistency with the Rules of Association and any applicable policies. The President will chair all Board meetings and approve the agenda that is to be discussed at any meeting in consultation with the Centre Director. The President, as chair, will encourage open and frank discussion and encourage full participation from all Board members present.

The President is the primary liaison between the Board and the Centre Director. In this capacity, the President: meets periodically with the Centre Director; ensures that periodic performance reviews of the Centre director are conducted; and participates in the hiring and evaluation of the Centre director.

The President ensures that the organization maintains positive and productive relationships with its members, and other organizations. In this capacity, the President serves as primary spokesperson for the



organization and duties may include: representing the organization to the media; and timely and appropriate reporting of Board decisions and actions to members.

The President ensures that procedures are in place for effective recruitment, training, and evaluation of board members.

The President may establish or propose the establishment of committees of the Board, and may assign tasks and delegate responsibilities to such committees and members of the Board.

2.2 Vice President

The Vice President is the primary support to the President and will act in the President position should the need arise. The Vice President should be clear on the Rules of Association as well as applicable policies and be familiar with and able to conduct meetings of the Board if required.

2.3 Treasurer

The Treasurer must have an understanding of accounting and a working knowledge of the laws governing the organisation's operation. The Treasurer needs to be able to explain financial reports simply and clearly. The main duties of a treasurer are to oversee the financial administration of the organisation, protecting the organisation against fraud and theft, making sure the Board understands its financial obligations, ensuring the organisation complies with tax regulations such as GST, payroll tax and fringe benefits tax, and is responsible for reviewing internal processes and reporting methods at least annually.

Comparisons of actual financial performance against predicted financial performance are reported to the Board guiding a greater understanding of the state of finances and giving the Board the ability to make informed decisions. The Treasurer will work with the Board to develop a financial strategy in line with the organisation's overall strategy and assist in setting goals.

2.4 Secretary

The Secretary is the primary facilitator of contact between the Board and management as well as the head administration officer to the Board. The Secretary will assist in meeting preparations including the setting of the agenda and compiling the Board pack that goes to each Director prior to a meeting. Communication with industry bodies, regulators and any other official bodies should be managed by the Secretary as well as general communications to the Board.

In an incorporated association, the role of secretary includes:

- lodging an annual statement with Consumer Affairs Victoria within a month after the annual general meeting;
- applying to Consumer Affairs Victoria to change the association's name or rules
- notifying Consumer Affairs Victoria of:
 - a change to the association's registered address
 - their appointment as secretary or any changes to their details
 - a special resolution to wind up the association or distribute its assets
 - dealing with requests to restrict access to information in the association's register of members
 - adding or removing delegates of the association

Note: If a secretary leaves, the association must fill the vacancy within 14 days, using the process specified in the Rules of Association. If it is not practical to appoint a new secretary within 14 days, the association's committee must appoint a person to temporarily fill the role until an official secretary is elected or appointed. A newly appointed secretary will need to create their own myCAV account. The new secretary must update the secretary contact details recorded in myCAV, on taking up the position. Departing secretaries will no longer have access to myCAV.

2.5 General Member

A General Member of the Board is active in participating in all discussions and decisions. A General Member can be called upon to assist and take lead where necessary on areas of responsibility of the Board where appropriate. All members of the Board have equal rights and all must act in accordance with the duties and responsibilities imposed on them as a Director of the Association.

3. CONFLICTS OF INTEREST

Conflicts of interest can arise when a board member has a personal or professional interest and relationship that may stand to gain (generally and financially) through dealing with the organisation that the board member represents. Most board members will come across a real, potential or perceived conflict of interest at some point and it must be effectively managed. Personal interests that involve discussion/decisions relating to members of the association may also need to be notified if that board member feels that their involvement in the matter could be a real, potential or perceived conflict and could potentially influence the outcome.

A board member should:

- Notify the board immediately of a conflict of interest. Provide information about the interest and how it may conflict with your board role.
- Avoid any informal discussions that might influence fellow board members on the matter.

When the matter is raised formally during a meeting, a board member should declare the interest and leave the room. The agenda should prompt the Chairman. The minutes should reflect why and when the member left and re-joined the meeting.

4. BOARD SUB-COMMITTEES

Board sub-committees are an advisory only to the Kinglake Ranges Children's Centre Board of Management and will report all findings and recommendations after each meeting. Each sub-committee must approve a Terms of Reference. Sub-Committees may include the Centre Director, other staff, and members of the association as required but must have at least one Board member on each committee.

5. BOARD MEETING EFFECTIVENESS

To ensure that the Board of Management can operate effectively, meeting etiquette should be respected at all times:

- Respect the view of all other Board members and actively engage the whole Board in discussion
- Be punctual and ready to commence at the start time as proposed on the agenda
- Avoid outside interference during meetings unless in extraordinary circumstances
- Be prepared. Read all documentation in preparation for a meeting. The Secretary will release a board meeting pack in reasonable time prior to the meeting.

6. BOARD POLICIES

The following Level 1 policies are approved by the KRCC Board of Management and must be reviewed as required by the policy. Level 2 policies are approved by Management/Centre Director.

Level 1	Level 2
Acceptance and Refusal of Authorisations (M)	Administration of First Aid (M)
Board of Management Confidentiality Policy	Administration of Medication
Bullying & Harassment	Anaphylaxis (M)
Code of Conduct (M)	Asthma (M)
Copyright & Intellectual Property	Child Safe Environment (M)
Complaints and Grievances Policy (M)	Curriculum Development
Determining Responsible Person (M)	Dealing with Infectious Diseases (M)
Emergency and Evacuation (M)	Dealing with Medical Conditions (M)
Environmental sustainability	Delivery and Collection of Children (M)
Fees (M)	Diabetes (M)
Financial Management and Delegations Policy	Enrolment and Orientation (M)
Fire Danger Ratings Policy & Procedures	Epilepsy
Governance and Management of the Service (M)	Excursions and Service Events (M)
Occupational Health and Safety (M)	Food Safety Policy
Privacy and Confidentiality (M)	Hygiene
Social Media Policy	Incident, Injury, Trauma, and Illness (M)
Staffing (M)	Inclusion and Equity
	Information and Communication Technology
	Interactions with Children (M)
	Nutrition and Active Play (M)
	Relaxation and Sleep
	Sun Protection (M)
	Water Safety (M)
	Participation of Volunteers and Students (M)
	Interaction With Children