

POLICY: GOVERNANCE AND MANAGEMENT OF THE SERVICE



QUALITY AREA 7: LEADERSHIP AND SERVICE MANAGEMENT

AIM

Governance is the system or process by which organisations are directed, controlled and held accountable to ensure that the right decisions are made. Our education and care service recognises the importance of having a framework of rules, relationships, systems and processes within and by which authority is exercised and controlled in the organization. We view good governance and management as essential to our provision of quality education and care in a responsible manner.

GOALS

- We conduct our affairs legally, ethically, and with integrity.
- We identify organisational risks and legal obligations and manage these through policies and relevant processes.
- That mechanisms are in place for fair and transparent governance.

STRATEGIES

Management

The Committee has overall responsibility to members for the sustainability and relevance of the service in accordance with the Constitution ([Attachment A](#)).

The Committee will direct its activities towards achieving the Pre-School's goals and implementing the organisations Quality Improvement Plan by guiding and monitoring the organisation's business and affairs in line with the objects as set out in the Constitution and in line with the Pre-School's philosophy.

In carrying out its responsibilities, the Committee undertakes to maximise the value and contribution of the organisations to the community, and to serve the interests of the organisation's members, employees and families and children using the service. In serving these interests, there is an implicit understanding that the rights of the child are paramount in all decision making.

Staffing

The Committee is the employer of all staff of the Pre-School and are responsible for the management and control of the Pre-School as the Approved Provider of education and care

under the *Children (Education and Care Services National Law Application) Act 2010* and the Education and Care Services National Regulations.

POLICIES

The Committee will:

- Ensure that a comprehensive set of policies are in place as required under Education and Care Service Regulations and other regulations and laws that the service must comply with.
- Ensure that these policies comply with relevant legislation.
- Update these policies on a regular basis.

COMPLIANCE MEASURES

The Committee will:

- Ensure that mechanisms are in place such as compliance tools and a compliance calendar to assist them to assess the organisation's policies are implemented.
- Prepare a service summary sheet for new Committee members.

CONSTITUTION

The Committee will:

- Ensure that the Pre-School's Constitution is followed at all times.
- Ensure that the Constitution is reviewed at least every three years.
- Ensure that each new member of the Committee is provided with a copy of the organisation's Constitution and Quality Improvement Plan on their appointment to the Committee.

COMMITTEE POWERS

- The Committee sets the strategic direction and monitors performance of the organisation. The Committee will provide effective governance to ensure excellent overall management of the organisation's business and financial objectives.

- The Committee delegates the responsibility of implementing the strategic plan and day to day management of the Pre-School to the Director.
- In discharging its powers, each Director and member of the Committee will be bound by the Associations Act, the Constitution and all policies of the Pre-School.

The Committee's authority includes:

- Overseeing the Pre-school, including its control and accountability systems.
- Appointing and removing the Director.
- Approving the appointment of all staff members.
- Developing organisational strategy and performance objectives.
- Reviewing and monitoring systems of risk management and internal control, codes of conduct and legal compliance.
- Monitoring the Director's performance and implementation of strategy.
- Approving and monitoring financial and other reporting.
- Authorising appropriate delegations within the organization.
- Ensuring appropriate resources are available to carry out the Pre-School's functions.
- Approving and monitoring the progress of major capital expenditure.

RISK MANAGEMENT**The Committee will:**

- Ensure the organization operates with and the valid Constitution, and that all governance and management practices of the Committee and staff align with the Constitution.
- Demonstrate achievement of this through accessible meeting minutes and Committee self-assessments.
- Assist committee members to receive ongoing support and professional development in the implementation of effective and evidence based governance practice.

CODE OF CONDUCT

The Committee members will:

- Commit themselves to ethical, businesslike and lawful conduct, including proper use of authority and professional decorum when acting as Committee members.
- Demonstrate un-conflicted loyalty to the interests of the organization when acting as a Committee member.
- Avoid conflicts of interest with respect to their role.
- Annually disclose their involvement with other organisations or companies that currently do business or may do business with the organization.
- Immediately disclose to the Committee any and all impending conflicts of interest. That member shall absent herself or himself without comment from both deliberation and final decision-making.
- Not use information exclusive to the Committee members for personal gain and will respect the confidentiality of all information obtained during meetings or through their role.
- Respect the confidentiality appropriate to issues of a sensitive nature.

EVALUATION

The organisation is recognized for effective governance management practices. The organisation's philosophy is adhered to, its goals are reached, and it continues its quality improvement journey. Organisational risks and legal obligations are identified and managed through policies and relevant processes.

Links to other policies/procedures

- ◇ Enrolment
- ◇ Complaints and Feedback
- ◇ Confidentiality

Sources:

- Children (Education and Care Services National Law Application) Act 2010
- Education and Care Services National Regulations 2011 – the Regulations
- National Quality Standards (NQS) – the Standards
- National Quality Improvement Plan (NQIP)

Developed: 2013

Reviewed: Nov 13, Mar 15

ATTACHMENT A

**Constitution and Rules of the Yass Montessori Pre-School
Incorporated****PRELIMINARY**

1. The name of the Group is the Yass Montessori Pre-School Incorporated (in this Constitution and Rules referred to as “the Pre-School”).
2. The Objects of the Pre-School are to provide a structured learning environment incorporating play activities based on Montessori principles as an alternative and/or supplement to the existing play group and Pre-School facilities available in Yass.
3. The Pre-School is non-political and non-sectarian, but based on Christian principles. Each child’s beliefs and practices will be respected.
4. The income and property of the Pre-School shall be applied solely towards the promotion of the objects of the Pre-School and no portion of them shall be paid or transferred directly or indirectly by way of dividend bonus or otherwise howsoever by way of profit to any members of the Pre-School.
5. The Pre-School shall be managed by an Executive Committee (in this Constitution and Rules referred to as “the Executive” in accordance with the Rules of the Pre-School hereinafter set forth as amended from time to time (in this Constitution referred to as “the Rules”).
6. The Pre-School shall be dissolved upon the vote of three-fourths majority of the financial members present at a Special General Meeting to consider such a notion. Upon dissolution, all assets and funds designated on hand after payment and satisfaction of all expense and liabilities shall be handed to such charity or charities as a majority of the financial members present at the Special General Meeting resolve.
7. Clauses 2, 4 and 6 and this clause of the Constitution may not be amended. Otherwise this **Constitution may be amended at a Special or General Meeting of the Pre-School** by resolution of which fourteen days notice has been given (in accordance with the Rules at the time) and which is carried by a three-fourths majority of those financial members present.
8. The Executive and staff must be acquainted with and observe the various Acts and By-Laws governing such institutions.

INTERPRETATION

9. In these Rules, except so far as the context or subject matter otherwise indicates:
 - a. “Special General Meeting” means a general meeting of the Pre-School other

than the Annual General Meeting;

- b. "The Act" means the Associations Incorporation Act, 1984;
 - c. "The Regulations" means the Associations Regulations Act, 1985.
10. The provisions of the Interpretation Act, 1987 apply to and in respect of these rules in the same manner as those provisions would so apply if these rules were an instrument made under the Act.
11. In the Rules, except where a contrary intention appears, word importing feminine genders include the masculine and vice versa.

RULES

MEMBERSHIP

1. Membership shall be open to all parents and interested citizens (not exceeding 10% of (parent members) who agree to abide by the rules of the Constitution her in after referred to as "the Members".
2. (a) person or family may become a Member by applying in writing to the Secretary and paying such subscription, if any, in advance as is payable by that person.
(b) the subscription of a member shall by fixed by the Executive at the Annual General Meeting or at such other times as it directs; and
(c)the Pre-School shall conduct four terms each year being the periods ten weeks or such periods the Executive may specify.
3. (a) The Public Officer of the Pre-School shall establish and maintain a register of members of the Pre-School and specifying the name and address of each person who is a member, together with a date on which the person became a member.
(b) The register of members shall be kept at the principal place of administration of the Pre-School and shall be open for inspection, free of charge, by any member at any reasonable time.

CESSATION OF MEMBERSHIP

4. A person ceases to be a Member of the Pre-School if the person:
 - (a) dies;
 - (b) resigns that membership;
 - (c) is expelled from the Pre-School.
5. A right, privilege or obligation which a person has by reason of being a Member of the Pre-School:
 - (a) is not capable of being transferred or transmitted to another person; and
 - (b) terminates upon being transferred or transmitted to another person.

FEES

6. (a) **Fees payable:**
 - i. The fees shall be fixed by the Executive at General Meetings or at such times it directs;
 - ii. The Executive may make such other payment of fees as it deems fit in specific cases.
 - iii. ALL fees shall be paid at the beginning of the term.
- (b) **Non-payment of fees:** the Executive has the power to reject the attendance of any child whose fees have not been paid within ONE month of the due date.
7. The Executive may suspend or terminate the membership of any member if it considers such action desirable in the interest of the Pre-School and in particular if the Member is more than two months in arrears with payment of fees.
8. A decision of the Executive concerning membership of the Pre-School may be reviewed, varied or reversed at a General Meeting.
9. A member may resign his/her membership by notice to the Secretary; such resignation shall not prejudice the right of the Pre-School to recover any money owing by the member to the Pre-School at the date of resignation.

MEMBER'S LIABILITY

10. The liability of a member of the Pre-School to contribute towards the payment of the debts and liabilities of the Pre-School or the costs, charges and expenses of winding up of the Pre-School is limited to the amount, if any, of unpaid fees.

THE EXECUTIVE

11. The Executive shall consist of a President, Vice President, Secretary, Treasurer and Licensee and a Committee of not more than five other persons elected at an Annual General Meeting, four of whom shall have the responsibility for publicity, excursions, equipment and fund raising. All members of the Executive shall act in an honorary capacity.
12. The Authorised Supervisor in her/his role is responsible for staff at the Pre-School and is responsible to the Committee;
13. The responsibilities of the Executive shall be to manage the affairs of the Pre-School, implementing decisions reached together by members at General Meetings including being responsible for the following:
 - (a) Employment of Montessori trained staff;
 - (b) Preparation of a yearly budget;

- (c) Collection of fees;
 - (d) Organisation of fees;
 - (e) Provision of adequate insurance; and
 - (f) Such things as appear to be necessary or desirable for the proper management of the Pre-School.
14. The Executive shall meet as often as necessary; meetings shall be called by the Secretary as directed by the Executive or at the request of the President of any two officers.
15. The Executive may appoint Committees consisting of one or more officers with or without other members and may delegate to such Committees such functions of the Executive as it sees fit.
16. Every financial member of the Pre-School shall be qualified to act as an officer.
17. Subject to Rules 18 and 28, officers shall be elected by financial members at Annual General Meetings of the Pre-School and shall hold office until the next Annual General meeting following their election:
- (a) where a financial member has been co-opted to be an officer under Rules 18 and 19 she/he shall hold office until the Annual General Meeting following his/her co-option.
18. The Executive may, if it considers it in the interest of the Pre-School to do so, from time to time to co-opt financial members of the Group to be officers in addition to those provided by the Rule 11, but the officers so co-opted shall not at any time exceed eight in number.
19. Casual vacancies occurring in the Executive may be filled by the co-option of financial members of the executive.
20. The continuing officers may act notwithstanding any vacancy in their number.
21. No officer may hold office for more than two consecutive years except in circumstances where a complete change of Executive would result, in which case two (2) officers may be elected for a period of a further twelve (12) months.
22. An officer ipso facto vacates his/her position if she/he
- (a) ceases to be a financial member of the Pre-School or is suspended for any period from such membership;
 - (b) ceases to be a financial member within the meeting of these Rules;
 - (c) resigned from office in writing to the Secretary;
 - (d) is absent from three (3) consecutive Executive meetings without reasonable cause;
 - (e) dies;
 - (f) becomes of unsound mind or person whose person or estate is liable to be

- dealt with in any way under the law relating to mental health;
- (g) holds an office of profit in the Association; or
 - (h) is directly or indirectly interested in any contract or proposed contract with the Association.
23. Forty-eight hours notice of every meeting of the Executive shall be given by notice to members.
24. At Meetings of the Executive the President presides as Chairman. If at any meeting the President is not present within fifteen minutes after the time appointed for holding the meeting the officers shall choose one of their **numbers (number)** to be Chairman at the meeting.
25. Four members shall constitute a quorum at Executive meetings.
26. Questions arising at any meeting of the Executive shall be decided by a majority of votes of the officers present. The Chairman shall have a deliberative and casting vote.
27. Voting at meetings of the Executive shall be by a show of hands or if a resolution requiring a ballot is carried, by ballot.
28. All acts den by any meeting of the Executive or a Committee or any person acting as a member of the Executive or a committee shall, notwithstanding that it be afterwards discovered that there was some defect in the appointment of any such executive or member acting as aforesaid or that any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a member of the Executive or Committee.
- (a) It is the duty of the Secretary to keep minutes of:
 - (i) all appointments of office bearers and members of the committee;
 - (ii) the names of members of the committee present at a committee meeting or a general meeting; and
 - (iii) all proceedings at committee meetings and General Meetings.
 - (b) Minutes of proceedings at a meeting shall be signed by the chairperson of the meeting or by chairperson of the next succeeding meeting.
30. The Pre-School in General Meetings may be resolution remove any member of the committee from the office of member before the expiration of the member's term of office and may by resolution appoint another person to hold office until the expiration of the term of office of the member so removed.

ACCOUNTS

31. The Executive shall cause proper accounts to be kept in respect to:
- (a) all sums of money received and expended by the Pre-School solely and all the matters in respect of which the receipt or expenditure takes place;

- (b) all sales and purchases of good and equipment by the Pre-School solely;
 - (c) the assets and liabilities of the Pre-School; and
 - (d) those, monies handled by the Pre-School that are the property and responsibility of the Executive and Committee.
32. It is the duty of the Treasurer to ensure that:
- (a) all money due to the Pre-School is collected and received and that all payments authorised by the Pre-School are made;
 - (b) correct books and accounts are kept allowing the financial affairs of the Pre-School including full details of all receipts and expenditure connected with the activities of the Pre-School;
 - (c) all accounts in excess of \$1000 shall either be made by cheque and signed by two (2) officers or made by Electronic Funds Transfer (EFT) and approved by two (2) officers, and passed or ratified by motion of a management meeting or general meeting;
 - (d) the Treasurer shall act as Public Officer for the Pre-School.
33. The accounts, books, papers, letters and documents of the Pre-School shall be kept in the possession of the Treasurer at the time or at such other place as the Executive thinks fit and shall always be open to inspection by any officer.
34. The financial year of the Pre-School shall end on 31 December each year.
35. The accounts shall be as soon as practicable after the end of the financial year be audited by a qualified accountant or accountants who shall be appointed at each Annual General Meeting and who shall not be a member or members. A vacancy occurring in the office of Auditor during the year shall be filled by the Executive.
36. The funds of the Pre-School shall be kept in such bank account or accounts as shall be determined by the Executive. Cheques drawn on the account shall be signed by any two (2) or four (4) officers authorised by the Executive for this purpose. Electronic Funds Transfer (EFT) payments on the account shall be authorised via the bank's secure internet banking facility by any two (2) or the same four (4) officers.
37. The Executive may recoup to any member travelling and other expenses incurred on behalf of the Pre-School and may remunerate any employee of the Pre-School whether or not they are members.

ROLL OF MEMBERSHIP AND NOTICES

38. The Secretary shall keep a roll of members showing their addresses and it shall be the responsibility of members to notify changes of addresses to the Secretary.
39. Notices required or authorised by the Rules shall be in writing. Notices to members may be served by posting them to the addresses shown on the roll of members and shall be deemed to be received forty-eight hours after posting.

GENERAL MEETING

40. An Annual General Meeting of the Pre-School shall be held on such date before the end of March in each year and at such place as the Executive determines. If in any year the Executive fails to make such determination the next ensuing Special General Meeting called in accordance with these Rules shall also be the Annual General Meeting in respect of that year.
41. The business of the Annual General Meeting shall be to receive the report, audited balance, sheet and statement of the accounts in respect of the preceding financial year, to elect officers and auditors, and to consider any other business brought forward by the Executive or, by leave of a majority of the financial members present, by other members.
42. Special General meetings shall be called by the Executive and shall be called by the Secretary so as to be held within a month after receipt by the Secretary of a request of any ten financial members specifying the business proposed to be dealt with.
43. Notice of General Meetings shall be given to Members by the Secretary in writing and/or advertising in a newspaper circulating in the district not less than fourteen days before the date of the meeting and the notice shall be so far as possible state the business to be dealt with. In the case of Special General Meetings, the business specified in the notice of meeting shall not be dealt with save the approval of two-thirds of the financial members present.
44. All members shall be entitled to speak at General Meetings **but (by)** only financial members shall have a vote.
45. Voting at General Meeting shall be by show of hands, or if a resolution requiring a ballot is carried, by ballot, and subject to the Constitution and Rules, questions shall be decided by a simple majority of those present and voting. The Chairman has a deliberative and casting vote.
46. The President shall preside as Chairman at every General Meeting. If the President is not present with fifteen minutes after the time appointed for holding the meeting or if she/he is unwilling to act as Chairman the financial members present shall choose one of their number to be chairman.
47. The accidental omission to give notice of a meeting or the non-receipt of notice of a meeting by any person entitled to receive notice shall not invalidate the proceedings of any meeting.
48. Six (6) financial members shall constitute a quorum at a General Meeting.

AMENDMENT OF RULES

49. These rules may be amended at a General Meeting by resolution of which fourteen days notice has been given and which is carried by a majority of financial members present.

50. (a) A proposed alternative of the rules or of the statement of objects of the Pre-School shall be notified to the Minister administering the Charitable Collections Act.
- (b) The Pre-School shall comply with the Charitable Collections Act, 1934 and the regulations there under as are applicable to it.
51. (a) The common seal of the Pre-School shall be kept in custody of the Public Officer (Treasurer).
- (b) The common seal shall not be affixed to any instrument except by authority of the committee and the affixing of the common seal shall be attest by the signatures of either two (2) members of the Committee or of one member of the Committee and the Public Officer or Secretary.
52. A member of the Committee shall not be appointed to any salaried office of the Pre-School paid by fees; and no numeration or other benefit in money or moneys worth shall be given by the Pre-School to any member of the Committee except:
- (a) Repayment of out of pocket expenses;
- (b) Interest at a rate not exceeding interest at the rate for the time being which would be charged by the Pre-School's bankers for money lent to the Pre-School.
- (c) Reasonable and proper rent for premises let to the Pre-School.
53. Upon winding up or the cancellation of the Incorporation of the Pre-School, notification must be made in writing to the Department of Community Services.

INDEMNITY

54. Every Office member of the Committee or other Member acting in good faith in the performance of his/her duties or functions and any employee of the Pre-School and person employed by the Pre-School as auditor shall be indemnified out of the funds of the Pre-School against all liability incurred by him/her such as defending proceedings whether civil or criminal in which judgement is given in his/her favour or in which she/he is acquitted.