



## **Board Director Code of Conduct**

### **SCHOOL BOARD POLICY NUMBER 3.3**

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#### **Approval and Implementation**

|                               |                           |
|-------------------------------|---------------------------|
| <b>Approval Authority</b>     | <b>Board of Directors</b> |
| <b>Responsible Officer(s)</b> | <b>Secretary</b>          |

#### **Revision History:**

| <b>Version</b> | <b>Date Approved</b> | <b>Effective Date</b> | <b>Next Review Date</b> | <b>Resolution No. (if applicable)</b> |
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| 2              | 6 April 2023         | 6 April 2023          | 6 April 2024            |                                       |
| 3              | 24 February 2025     | 24 February 2025      | 24 February 2027        |                                       |

## 1. Purpose

To give guidance to Blue Gum Montessori School Inc. Governing Board (“**BGMS Board**”) Directors on how they are required to conduct themselves in fulfilling their Director duties.

## 2. Scope

This Policy is applicable to Board Directors of the BGMS Board.

## 3. Policy Statement

Principally the role of a BGMS Board Director (“Director”) is to assist in discharging the BGMS Board’s roles and responsibilities as outlined in School Board Policy Number 3.2 “Role of the Board”.

### 3.1 Legal Requirements

The legal requirements placed on a BGMS Board Director include:

- 3.1.1 That they continue at all times to be a fit and proper person to operate a school and if at any time a Director believes they are not a fit and proper person they must resign immediately<sup>1</sup>; and that the Chair is required, in a statutory declaration, to declare that all Board Directors have been assessed as ‘fit and proper’ having had regard to the:
  - 3.1.1.1 the prior conduct of the relevant Board Director in Western Australia or elsewhere;
  - 3.1.1.2 the prior conduct of any person related, to the relevant Board Director in Western Australia or elsewhere; and
  - 3.1.1.3 any other matter the Chair considers relevant,
- 3.1.2 That they must exercise their powers and discharge their duties:
  - 3.1.2.1 in good faith in the best interests of the Association;
  - 3.1.2.2 with the degree of care and diligence that a reasonable person would exercise; and
  - 3.1.2.3 and for a proper purpose.
- 3.1.3 That they cannot use their position or the information they gain as Director to gain an advantage for themselves or a related party, or cause detriment to the Association. However a Board member who makes a business judgement, is taken to have acted with the required degree of care and diligence if they:
  - 3.1.3.1 make that judgment in good faith for a proper purpose;
  - 3.1.3.2 do not have a material personal interest in the subject matter of the judgement;
  - 3.1.3.3 inform themselves about the subject matter of the judgement to the extent the Director reasonably believes to be appropriate; and
  - 3.1.3.4 rationally believe that judgement is in the best interest of the Association.
  - 3.1.3.5 A Director must declare any persons related to the Director, that may result in a conflict of interest. For the purposes of this Policy, a person is a ‘related party’ to a Director if they are:

- employer and employee,
- business partners,
- body corporate and a director or
- board member, body corporate and a person involved with its control or management,
- body corporate and a person with a legal or equitable interest in 5% or more of its share capital or joint trustees,
- joint beneficiaries or
- trustee and beneficiary of a trust

3.1.4 Any Director who has a material personal interest in any matter before the Board and/or a Board Committee, or Working Group shall<sup>3</sup>:

- 3.1.4.1 adhere to the disclosure and management requirements set out in the Board Conflicts of Interest Policy;
- 3.1.4.2 as soon as he or she becomes aware of that interest, disclose the nature and extent of the interest to the Board, Committee and/or Working Group;
- 3.1.4.3 have these details recorded in the minutes of the meeting of the Board at which the disclosure is made, or in the case of a Board Committee or Working Group at the next meeting of the Board, conflicts of interest must also be recorded in the 'conflict of interest register kept by the Board minute taker;
- 3.1.4.4 not take part in any deliberations or decision of the Board and/or Committee with respect to that matter, except:
  - in respect of an interest that exists only by because the Director is a member of a class of persons for whose benefit the Association is established;
  - that the Director has in common with all, or a substantial proportion, of the membership of the Association;

### **3.2 Expectations of a BGMS Board Director's Conduct**

In addition to the legal requirements outlined in 3.1 above, a Board Director must at all times:

- 3.2.1 Be a Fit and Proper Person to be a BGMS Board Director as made in the declaration the Director signed upon nomination;
- 3.2.2 Actively work to carry out the mission and strategic goals of the BGMS in line with the Boards Governing Philosophy (Board Policy 3.7);
- 3.2.3 Uphold the School's Values;
- 3.2.4 Accept and be compliant with the BGMS Rules of Association and Board Policies Manual;
- 3.2.5 Act honestly, respectfully and with integrity;
- 3.2.6 Act in the Association's best interests, even if this may not be in the Director's own interests;
- 3.2.7 Demonstrate commitment to the Montessori philosophy of education;
- 3.2.8 Declare and manage conflict of interests in line with the Board's Conflict of Interest Policy (Board Policy 3.9);
- 3.2.9 Not promise or solicit an action prior to and in relation to a vote;

- 3.2.10 Focus on strategic matters, and be open to initiating and evaluating new ideas and directions;
- 3.2.11 Understand the clear separation of governance roles between the Board and School Management E.g. Directors may not attempt to exercise individual authority over the School, or its staff, including public statements about staff performance;
- 3.2.12 Directors will abide by the School's Child Safety Policy at all times and ensure that the School has appropriate resources to effectively implement the National Principles for Child Safe Organisations and the Child Safety Program.
- 3.2.13 Directors agree to participate in annual training relating to the mandatory reporting of child sexual abuse and the school's policies, procedures and practices that aim to ensure student safety and wellbeing at school and during school-related activities, including the creation and maintenance of child-safe physical and online environments.
- 3.2.14 Directors must provide a signed statement of their commitment to Child Safety (See 3.3A Declaration of Commitment to Child Safety)
- 3.2.15 Be collectively responsible to the Association for the Board's actions and decisions, understanding that the Board speaks with one voice, even when an individual Board Member has a different opinion to that agreed by the Board;
- 3.2.16 Use any confidential information acquired through their position properly and in the best interests of the School i.e. it should not be used for personal benefit or the benefit of any other individual person; and adhere to Board Policy 3.10 Board Confidentiality, Transparency & Privacy
- 3.2.17 Work to ensure that the School is fiscally secure;
- 3.2.18 Not make public statements e.g. to the media, elected officials, government departments, other entities, parent/membership body, or staff in the name of the School except as expressly authorised by the Board or Board Chair; and
- 3.2.19 Directors agree to keep up-to-date on what the School is doing including:
- Committing the time and focus required to be a Board member including attending, being prepared for and taking an active part in Board or Committee meetings or special Project Groups, and fulfil any undertakings given to the Board in the agreed time frame;
  - Finding out and assessing for themselves to discuss further with the Board how any proposed decision or action will affect the School's performance
  - Taking an active interest in how the School is operating<sup>4</sup> and bring to the attention of the Board any issues that may affect the School or Association in a beneficial or adverse way; and
  - Consider getting outside professional advice in consultation with the Board when more details are required to make an informed decision.
- 3.2.20 Refer complaints received to either the Principal or the Board as per the School's Complaints and Grievance Policy;
- 3.2.21 In the case of a potential breach of a Board Policy or this Code of Conduct by a Director, be willing to bring the matter to the attention of the Chair or (in the case of a potential breach of policy by the Chair) another appropriate Board office bearer, before taking further action and maintain confidentiality as is appropriate. Consider the following policies for reference:
- 4.8 Board Grievances and Dispute Resolution

- 4.8.1 Board Director Disputes
- 4.8.2 Claims of Serious Misconduct – Board Director

## 4. Responsibilities

The BGMS Board has responsibility for implementation of this policy and should make themselves familiar with their legal responsibilities and obligations:

- Renew a school registration - Department of Education
- Committee and officer duties: Associations info | (DEMIRS)
- Identifying and managing conflicts of interest | (DEMIRS)

## 5. Relationship to Other Policies

This policy should be read in conjunction with the following Board Policies:

- 3.2 Role of the Board;
- 3.6 Rules of Association;
- 3.7 Governing Philosophy;
- 3.9 Conflict of Interest; and
- 3.10 Board Confidentiality and Transparency; Privacy.

## 6. Legal

There are 3 key legal instruments that Board Directors must abide by:

- School Education Act 1999 (WA) and the associated Registration Standards for a Non-Government School
- Associations Incorporations Act 2015 (WA)
- Blue Gum Montessori School – Rules of Association

### 6.1 School Education Act and Registration as a Non-Government School

To maintain its WA Non-Government Schools Registration the Code of Conduct must be consistent with the current Registration Standards.

## 7. Procedures

Board Members are to sign the Code of Conduct upon their official appointment to the Board. This is to be coordinated by the Secretary or as delegated to the Principal.

## 8. Definitions

There are no specific terms defined for this policy.

## 3.3A – Declaration of Commitment to Child Safety and the BGMS Code of Conduct

All paid and unpaid staff, Board Members including volunteers, interns or trainees of Blue Gum Montessori School, are responsible for the safety and wellbeing of children and young people who engage with the school. All paid and unpaid staff are expected to act in accordance with this Code of Conduct in their physical and online interactions with children and young people under the age of 18 years.

**I will:**

- Act in accordance with the school's child safety and wellbeing policies and procedures at all times.
- Behave respectfully, courteously and ethically towards children and their families and towards other staff.
- Listen and respond to the views and concerns of children, particularly if they communicate (verbally or non-verbally) that they do not feel safe or well.
- Promote the human rights, safety and wellbeing of all children in the school.
- Demonstrate appropriate personal and professional boundaries.
- Consider and respect the diverse backgrounds and needs of children.
- Create an environment that promotes and enables children's participation and is welcoming, culturally safe and inclusive for all children and their families.
- Involve children in making decisions about activities, policies and processes that concern them wherever possible.
- Contribute, where appropriate, to the school's policies, discussions, learning and reviews about child safety and wellbeing.
- Identify and mitigate risks to children's safety and wellbeing as required by the school's risk assessment and management policy or process.
- Respond to any concerns or complaints of child harm or abuse promptly and in line with the school's policy and procedure for receiving and responding to complaints.
- Report all suspected or disclosed child harm or abuse as required by Children and Community Services Act 2004 and by the school's policy and procedure on internal and external reporting.
- Comply with the school's protocols on communicating with children.
- Comply with the Privacy Act 1988 and the school's policies and procedures on record keeping and information sharing.

|                                                                                                                                                                                                                                      |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           |
|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <b>I will NOT:</b>                                                                                                                                                                                                                   | <ul style="list-style-type: none"><li>• Engage in any unlawful activity with or in relation to a child.</li><li>• Engage in any activity that is likely to physically, sexually or emotionally harm a child.</li><li>• Unlawfully discriminate against any child or their family members.</li><li>• Be alone with a child unnecessarily.</li><li>• Arrange personal contact, including online contact, with children I am working with for a purpose unrelated to the school's activities.</li><li>• Disclose personal or sensitive information about a child, including images of a child, unless the child and their parent or legal guardian consent or unless I am required to do so by the school's policy and procedure on reporting.</li><li>• Use inappropriate language in the presence of children, or show or provide children with access to inappropriate images or material.</li><li>• Work with children while under the influence of alcohol or prohibited drugs.</li><li>• Ignore or disregard any suspected or disclosed child harm or abuse.</li></ul> |
| <b>If I think this Code of Conduct has been breached by another person at BGMS I will:</b>                                                                                                                                           | <ul style="list-style-type: none"><li>• Act to prioritise the best interests of children.</li><li>• Take actions promptly to ensure that children are safe.</li><li>• Promptly report any concerns to the Chair or Principal of the School</li><li>• Follow the school's policies and procedures for receiving and responding to complaints and concerns.</li><li>• Comply with the Children and Community Services Act 2004 (Mandatory Reporting) if relevant, and with the school's policy and procedure on internal and external reporting.</li></ul>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                  |
| <b>I agree to abide by this Code of Conduct during my service as a Director at BGMS.</b><br><b>I understand that breaches of this Code of Conduct may lead to disciplinary action or termination of my position as Board Member.</b> |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           |
| <b>Name:</b><br><br><b>Signature:</b>                                                                                                                                                                                                | <b>Date:</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                              |