



SOPHIA  
MUNDI



# Sophia Mundi Steiner School Board Governance Charter

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## Introduction

A School is engaged in children's education, development, and welfare. A Board's role is to maintain the vision of the school and ensure that the school complies with legal obligations, has sound finances and a well-steered strategic direction. The Board also appoints the Principal, monitors adherence to systems of risk management and undertakes periodic performance reviews.

It is not the Board's responsibility to be involved in the day-to-day management and operations of the School. This is the responsibility of the Principal and the School's management team.

While schools operate on a not-for-profit basis and are not engaged in what would normally be considered business activities, they are, in fact, commercial organisations. Therefore, it is important for schools to be structured along corporate lines to ensure such things as the ability to contract in their own right and to facilitate operations in accordance with best practices and commercial procedures.

At Sophia Mundi, we carry out our role by building and maintaining our team to a minimum of five, preferably seven, Directors, fostering healthy communication and collaboration between the Board, management, teachers, and school community, and using strategic benchmarking to help sow the seeds for robust long-term strategic planning.

Sound financial management, sustainable enrolment levels and timely receipt of school fees are the main ingredients that contribute to the school's financial health and vitality. All this contributes towards a resilient, respectful, and rich school community.

Becoming a Board Member is a thoughtful step, and a good understanding of the role is essential. Membership of a Board Committee is also possible without becoming a Board Member. This allows the development of an understanding and experience of aspects of the work of the Board

and may lead to an interest in future Board membership. Sophia Mundi Steiner School welcomes and is grateful to those who take on these roles.

Board Members act in a voluntary capacity and recognise they may have inherent conflicts of interest. They undertake the responsibility of ensuring the school can operate successfully and thus commit to certain requirements for the prospering of the school. These include:

- Protect and safeguard the ‘space’ in which the living being of the school can thrive, by providing the necessary resources and ensuring financial security, legal compliance, and strategic planning.
- Participate in the study of Steiner’s educational principles.
- Develop and foster a safe workplace through school policies and procedures in conjunction with Management and the College of Teachers.
- Select, appoint, and review the School Principal.
- Select, induct, and review board members. Their appointment is confirmed annually by the members of the Company who ‘own’ the school.
- Listen to the voice of the wider community.

### **It is the responsibility of new Board Members to**

- Undertake due diligence on the school’s Charter documents.
- Undertake due diligence on the school’s financial position.
- Understand the legal structure of the school.
- Obtain copies of all documentation relevant to Board Members undertaking the particular role.
- Undertake sufficient due diligence to know what they are getting into before taking on the role.



## Purpose of the Board Member's Kit

To facilitate this due diligence, a Board Members Kit is provided to all new Board Members which includes the following background information:

- Board Governance Charter (this document)
- School Strategic Plan\*
- School Improvement Plan\*
- Constitution\*
- Register of Directors (available from the Company Secretary)
- Schedule of Insurance Policies (available from Business Manager)
- Current Annual Report \*
- ISV Governance Handbook\*
- VRQA Minimum Standards for School Registration\*

\* Available on SharePoint, the school's internal file storage and sharing tool, available to current Board members.

In addition, copies of Board Minutes and papers from recent Board Meetings are available on SharePoint.

# Document Control

## Change History

Version	Date	Author	Nature of Amendment
0.1	13 Oct 2009	Robin Dexter	Initial Draft
0.2	18 Oct 2009	Robin Dexter	Feedback from SEO and Deputy Chair, VRQA section added
1.0			Approved by Board
1.1	Jun 2011	Robin Dexter	Update – Change SEO to Principal, new Logo
1.2	Oct 2013	Robin Dexter	Update – removed redundant clauses.
1.3	Jan 2020	Jennifer West	Amended & updated old wording to reflect new versions
1.4	Mar 2020	Kerry Laughton	Inclusion of Company Secretary role. Elaboration of Chair and Principal roles.
2.0	17 Mar 2020		Approved by Board
2.1	05 October 2023	Fereshteh Zamani, Inger Boerema	Review
2.1	October 2023		Approved by Board
2.2	10 February 2025	Inger Boerema, Daniel Bouchet-Hibbert	Review
2.2	May 2025	Fereshteh Zamani	Approved by Chair
2.2	June 2025	Inger Boerema	New format (but same content)

## References

Document Name	Document Location
Constitution	<a href="#">Constitution - Sophia Mundi Limited - 17 September 2024.pdf</a>
Annual Improvement Plan	<a href="#">Sophia Mundi 2024 Annual Improvement Plan.docx</a>
Business Plan	<a href="#">Sophia Mundi Steiner School Business Plan 2025 to 2029.docx</a>
Strategic Plan	<a href="#">Sophia Mundi Steiner School Strategic Plan 2024 v1.3.pdf</a>



## The School

Sophia Mundi Limited is a Company limited by guarantee which was incorporated on 16th May 1985. Its registered address is at St Marys Abbotsford Convent, 1-3 St Heliers Street, Abbotsford Vic 3067.

Sophia Mundi is an independent, non-denominational, co-educational school. We are a not-for-profit incorporated company and member of Steiner Education Australia, International Baccalaureate Organisation, and Independent Schools Victoria.

Sophia Mundi is an educationally progressive inner-city Steiner and IB World School that offers a dynamic, creative and inspiring educational journey from Prep to Year 12. We aim to create a unique educational pathway for families seeking holistic, age-appropriate, academically rigorous and inquiry-based learning that nurtures the whole child: head, heart and hands.

Steiner's educational philosophy offers a path from early childhood to adulthood that extends beyond the normal educational goals of knowledge accumulation and academic excellence, to a holistic picture of the human being. Sophia Mundi has adapted a core Steiner curriculum to its own cultural and environmental situation, to meet the needs of its students and remain true to the values and philosophy of Rudolf Steiner.

Our curriculum is rich with discovery, imagination and deep engagement, where students learn, grow and develop a sense of purpose and direction, both as individuals and as part of a

community. Our students leave school with a love for learning, lifelong friendships, and a strong sense of community and social responsibility.

With a focus on holistic, meaningful and human-centred learning, we foster curiosity, creative thinking and a passion for learning. Our pedagogy is based upon a three-fold focus of “thinking, feeling, willing” or “head, heart and hands” which equips students with a healthy balance of faculties for their lifelong learning journey.

Our school campus is on Wurundjeri Country, nestled in the beautiful grounds of the historical Abbotsford Convent, amongst the peaceful surroundings of the natural bushland overlooking Birrarung - the Yarra River - and the Collingwood Children’s Farm. This beautiful environment inspires our staff and students each day.

***“Our highest endeavour must be to develop free human beings, who are able to impart purpose and direction in their lives. The need for imagination, a sense of truth and a feeling of responsibility – these three forces are the very nerve of education.”***

~ Rudolf Steiner



## Acknowledgement

***We acknowledge the Wurundjeri people of the Kulin Nation as the Traditional Custodians of the land on which Sophia Mundi Steiner School stands. We pay our respects to their Elders past and present, and recognise their enduring connection to Country, culture, and community.***

***We honour the wisdom and knowledge of all traditional custodians of Country, whose culture, stories and customs have nurtured this Land since the time of the Dreaming.***

***These lands have always been places of teaching and learning. In this spirit, we commit to carrying forward that tradition with respect, humility, and a shared vision for a more just and connected future.***



## Our Vision

We strive to create a learning environment that truly equips young people to meet the complexities of the modern world with confidence, compassion, and creativity. Guided by the principles of Steiner education, we aim to nurture the growth of the whole person - intellectually, emotionally, and spiritually.

Our vision is to be a leading centre of holistic, progressive, Steiner education, where each student is empowered to discover and realise their full potential. We envisage a vibrant learning community shaped by respect, inclusivity, and a living connection with the natural world - one that nurtures thoughtful, engaged individuals ready to contribute to a brighter future.

We aim to:

- Develop inquiring, knowledgeable, and caring young people who strive to create a more peaceful and just world;
- Support the unique development and fulfilment of each individual's capacities; and
- Continuously develop our understanding of the principles and foundations of Steiner education, to meet the evolving needs of our students in the 21st century.



## Our Mission

Our mission is to educate and enable individuals to become socially responsible contributors to the ongoing well-being of the community and the world. Rooted in a deep commitment to Steiner education, we foster learning that is purposeful, joyful, and grounded in the development of the whole human being: head, heart, and hands.

We are a learning community where education extends beyond academic achievement. At Sophia Mundi, learning is:

- Personal growth in thinking, through the pursuit of knowledge, understanding, and capability;
- Interpersonal and intrapersonal growth, through deepening self-awareness and respect for others; and
- Growth in our capacity to achieve, through challenge, resilience, persistence, and self-determination.

We inspire learners to develop a sense of responsibility that reaches beyond themselves - to their community, to humanity, and to the Earth.

## Our Name

The name Sophia Mundi is a combination of the Greek word “*Sophia*”, meaning “wisdom”, and the Latin word “*Mundus*”, meaning “world”. This name was chosen as our mission is to equip our students with the wisdom of the world.



## Our Values

**Truth:** At Sophia Mundi, truth is our individual acceptance of what is right and real in the world. It is our striving for knowledge and acceptance of the world through our own and others' perspectives.

**Courage:** Courage is shown at individual and collective levels, striving to improve. It is shown in our celebrating and respecting our individuality and the individuality of others.

**Moral and ethical responsibility:** Ethical responsibility is shown by our individual respect for others and all cultures, and through our setting and maintaining high standards for social conduct and positive contribution to the wider community.

**Growth:** At Sophia Mundi we value growth. It is shown by our willingness to take on new challenges: to put into action decisions for continuous improvement as individuals and as a school.

Our values guide everything we do at Sophia Mundi, and our students leave our school as well-rounded individuals prepared to make a meaningful impact in the world.

***“Imbue thyself with the power of imagination. Have courage for the truth.  
Sharpen thy feeling for responsibility of soul”***

~ Rudolf Steiner



## The Board

The Board is elected pursuant to the School's Constitution.

### The Role of the Board

The first and primary duty of the Board is to ensure that the School's fundamental principles embodied in its Key Values and Ethos are carried out and implemented in accordance with the School's Constitution.

The School's Constitution clearly states that the management committee of the School has the ultimate responsibility for all matters relating to the running of the School.

The Board's role is to govern the School and not to be involved in its day-to-day management. It is senior management's role to manage the School in accordance with the strategic goals set by the Board and under its direction. The Board does not have a management function.

The Board is responsible for and should determine all matters relating to policy and practice. It has overall responsibility to ensure that the School is well-managed and that its operations are successful. It must do all things necessary to ensure that the School meets its objectives as set out in the School's Constitution.

Without limiting the generality of the Board's role, its principal functions in relation to the School are to:

- Set the tone and the ethical standards of the school and monitor adherence to them.
- Appoint the Principal.
- Determine policies governing the operations.
- Ensure a strategic approach to the school's future by setting major goals, policy frameworks and strategies.
- Oversee all aspects of the School, including its control and accountability systems, and approve the expenditure and capital budgets.
- Review and monitor adherence to systems of risk management, governance compliance and legal compliance.
- Review plans and budgets established by the School management.
- Approve the annual budget and any long-term budget.

- Approve material expenditure outside the budget.
- Conduct an annual review of the Board's own performance.
- Conduct an annual review of the School in meeting its objectives.
- Review the performance of the Chair and Principal.
- Be attentive to the matter of succession.
- Establish and oversee the powers and functions of Board sub-committees where appropriate.
- Develop and maintain healthy relationships with key stakeholders and develop effective communication channels.
- Maintain the solvency of the School.
- Ensure the School adheres to the principles of a liberal democracy.

## Legal Obligations of the Board Members

It is a fundamental aspect of good governance that all Board Members understand that their role on the Board is first and foremost to act in the interests of the school as a whole. Board Members are not on the School Board to represent and promote the interests of particular groups or stakeholders. They are not there to represent the interests of their constituents.

The overriding obligation of all Board Members to act in the best interests of the school as a whole arises by virtue of what is known as the 'fiduciary relationship' between each Board Member and the school. The fiduciary relationship is a general law notion and simply dictates that Board Members must always and unwaveringly act in the best interests of the school and must act honestly, fairly, loyally, in good faith, and with integrity.

In all deliberations as a member of the School Board, members must have regard to the overriding principle that their duty is to act in the best interests of the school, irrespective of any personal or other interests.

### Confidentiality

Board Members must maintain confidentiality in respect of all Board matters and discussions. Confidentiality forms the basis of trust and encourages an open and honest forum for discussion. Board Members have a right to freely express their views without fear of being named outside the Board Meeting as taking a particular position.

All Board Members are required to agree to these confidentiality requirements.

## Board Structure

### Size

The School's Constitution requires that there be not less than three nor more than nine Board Members.

At Sophia Mundi, we aim to build and maintain our team to a minimum of five, preferably seven, Board Members.

### **Skills**

The skill sets required on the Board will vary from time to time. Examples of applicable skills may include:

- Accounting and finance
- Business
- Community interest
- Education
- Legal
- Marketing and communications
- Pastoral Care
- Anthroposophical understanding where appropriate

### **Term of Office**

Under the School's Constitution Board Members are appointed for a term of three years but are eligible for re-appointment for subsequent terms.

### **Vacancies**

If a vacancy occurs during the year, or as succession planning warrants, the Board should endeavour to ensure that the current skills represented on the Board are assessed so that the new appointee has similar skills and experience as the departed Board Member or adds to a gap in the skill set.

### **Board Members' Appointment**

Each Board Member will receive a 'Board Member's Kit' and a letter of appointment which will include matters of importance to the School. The content of the Kit is listed in Annexure "B" attached.



## Board Members' Code of Conduct

Board members are appointed according to the process outlined in the School's Constitution.

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 School.
- Act with skill, care, and diligence.
- Demonstrate commercial reasonableness in their decisions.
- Discharge their duties in good faith and honestly.
- Do not allow personal interests to conflict with those of the School.
- Do not allow the interests of their associates to conflict with those of the School.
- Do not engage in conduct likely to discredit the School.
- Do not make improper use of information gained as a Board Member.
- Fulfil their fiduciary duty to the School.
- Give of their expertise generously to the School.
- Make appropriate enquiries to ensure the School is operating efficiently and legally to achieve its goals.
- Undertake diligent analysis of all proposals placed before the Board.
- Use the powers of their office for a proper purpose.
- Demonstrate commitment to the principles of a liberal democracy.
- Demonstrate commitment to child safe principles.

## Conduct outside of Board Meetings

A Board Member enacts Board business at Board meetings.

Outside of Board Meetings, a Board member may engage in activities or discussions by virtue of their other roles in the school community (parent, staff member, etc) without being held to be representing the Board or speaking on behalf of the Board but must still respect the confidentiality conditions and duties of their Board appointment.

## Statement of Democratic Principles

The Board reflects the School's commitment to the principles of a liberal democracy, by:

- Respecting and observing the rule of law and believe that no person is above the law.
- Believing in equal rights for all before the law, regardless of race, ethnicity, religion, sexuality, gender or other attributes.
- Believing not only in the freedom of religion, but also the need to practise tolerance and understanding of others' beliefs.
- Believing in the value of freedom of speech and freedom of association, but also acknowledging that we have the responsibility not to abuse this freedom.
- Believing in the values of openness and tolerance, and valuing and respecting all members of the School community regardless of background.
- Believing in an accountable, democratically elected government.

## Statement of Commitment to Child Safe Principles

The Board affirms its unwavering commitment to the safety, wellbeing, and empowerment of all children and young people in the School's care. We recognise our fundamental duty to foster a child-safe environment that upholds the dignity and rights of every student and reflects the values of the Steiner educational philosophy.

As a governing body, we are committed to:

- Embedding a culture of child safety across all levels of the school, guided by the Child Safe Standards and relevant legislation;
- Ensuring robust governance, risk management, and oversight mechanisms are in place to prevent and respond to child abuse and neglect;
- Upholding transparent and accountable leadership that models child-safe values and ethical behaviour;
- Regularly reviewing and strengthening our policies, procedures, and practices to maintain the highest standards of child safety;
- Providing appropriate training and support to all Board members to fulfil their child safety responsibilities with competence and confidence.

Through this commitment, the Board seeks to ensure that Sophia Mundi Steiner School remains a safe, respectful, and nurturing place where children and young people can grow, learn, and flourish.



## Roles & Responsibilities

### The Chair

The Chair plays a key role in the School. The Chair is considered the 'first among equals' and should use skills and leadership abilities to ensure that the Board is an effective and observing sound governance principles. The Chair should facilitate the effective contribution of all Board Members and promote constructive and respectful relations between Board Members and between the Board and management. It is the responsibility of the Chair to:

- Ensure new Board Members gain from an effective induction program
- Manage the frequency and agenda of Board meetings
- Act as a facilitator of relationships within the Board
- Be the primary conduit between the Board and the Principal
- Publicly support the Principal

The Chair has an ongoing duty to ensure that they are adequately informed about the activities of the School and its financial situation.

### The Principal

The Principal is appointed by the Board.

The Principal is responsible for the ongoing management of the School in accordance with the strategy, policies and programs approved by the Board. The Principal shall manage the School to achieve the goals agreed and endorsed by the Board at all times having regard to the Key Values and School ethos.

The Principal shall provide management reports to Board meetings in a format agreed between the Board and the Principal. Good governance involves the School Board, College and the Principal having an open and honest relationship where there is an effective flow of communication between the parties.

The Principal's accountabilities include:

- Leading teaching and learning
- Implementing the Board's Strategic Plan by effectively managing the School's resources
- Management powers
- Appointing School staff
- Managing expenditure within budget
- Remuneration
- Key performance indicators
- Performance management
- Delegations
- Authority and responsibility levels
- Dealing with relationship issues

## The Company Secretary

The Company Secretary's role is to support the effectiveness of the Board and its Committees. The role includes:

- Advising the Board and its Committees on governance matters
- Monitoring the Board Charter, policies and procedures are followed
- Coordinating the timely completion and dispatch of Board and Committee papers
- Ensuring effective record-keeping in compliance with relevant Acts

## The Treasurer

The Treasurer is responsible for overseeing the financial stewardship and sustainability of the school. This role ensures that the school's financial practices are ethical, transparent, and compliant with all regulatory requirements, while supporting the strategic direction of the Board and leadership team.

It is the responsibility of the Treasurer to:

- Liaise with the Business Manager or Finance Officer on financial operations and planning.
- Provide financial oversight, including monitoring budgets, financial performance, and reporting.
- Chair or actively participate in the Finance Committee (where established).

- Ensure that accurate and timely financial reports are presented to the Board.
- Oversee the preparation and approval of annual budgets and financial statements.
- Support compliance with legal, regulatory, and taxation obligations, including audit requirements.
- Monitor the school's investment strategy and financial risk management.
- Advise the Board on financial implications of strategic and operational decisions.
- Ensure appropriate internal controls and financial policies are in place and regularly reviewed.
- Represent the Board in financial matters during external audits and regulatory reviews.

## Board and Principal Evaluation

It is the School's policy to foster the development of each Board Member and the Board as a whole. Each year the Board will conduct an evaluation of its performance with a view to providing best-practice governance and delivering the performance of an effective Board. The review should be conducted as specified in the Board's annual calendar, and the findings tabled at the first Board meeting after the review.

It is also the School's policy to measure the Principal's performance against Key Performance Indicators agreed between the Principal and the Board each year.

The performance management criteria for the Board and the Principal are set out in Annexure C. The Nomination, Remuneration & Succession Committee is responsible for activating this process.

The Principal's evaluation may be undertaken by the Board as a whole, the Nomination, Remuneration & Succession Committee, or the Executive Committee (if created).

## Board Meetings

### Meetings, Agendas, and Board papers

The Board meetings and agenda are fundamental to good governance. The Principal must attend all Board meetings except where as part of its role, the Board meets to discuss the performance of the Principal. The meeting is critical as it is the main opportunity for Board Members to:

- Obtain and exchange information with the Principal and other management who may be present
- Obtain and exchange information with each other
- Make decisions

The agenda is important 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 to enable the Board to make informed decisions.

## Board 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:

- Accord other Board Members and their views respect
- Act in a professional manner
- Act in accordance with the School's Constitution
- Raise and address issues in a confident and firm, yet friendly manner
- Minimise chatter and irrelevant remarks
- Refrain from interruption or interjection
- Use good judgment, common sense and tact when discussing issues

## Meeting frequency and time

The Board will meet formally at least once per term. The Chair and Principal should present a calendar of Board meeting dates for each year in January of such year. Meetings should be physical meetings. It may, however, be necessary to meet electronically or pass resolutions by circular resolution where this is permitted under the School's Constitution.

## Sub-Committee Reports

If any of the Sub-Committees have met since the last Board meeting, the minutes of such Committee meetings should be attached to the Board papers for noting by the Board. If there are any matters or recommendations which such Committee wishes the Board to consider these should be contained in a Report for consideration by the Board.

## Minutes

Minutes should be circulated within four days of the Board meeting for consideration by the Board Members and must be approved at the next Board meeting.

## Board Members' Protection

As a general rule, a Board Member is entitled to information relevant to the School and is to be protected against the specific risks of being a Board Member.

## Protocol for Seeking Information

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

- Check whether the information is already available in Board Minutes or management reports to Board.
- Raise at Board Meeting and request information from Principal if appropriate.

## Access to Board Papers

The complete set of Board papers of the School is held by the Company Secretary on behalf of each Board Member (individually) for a period of at least seven years from the time that member ceases to serve on the Board. 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 Member even if they have ceased to be a Board Member.

### The School:

- Will execute a Deed of Access, Indemnity, and Insurance in favour of each Board Member individually
- Will indemnify the Board Members to the full extent permitted by law and, in particular, subject to the Corporations Act
- Will maintain Directors' and Officers' Liability Insurance and provide each Director with a copy of the policy. It will maintain each Director's insurance for a period of seven years from the date on which each Director ceases to be a Director.

## Specialist Advice

The School will reimburse a Board Member for independent specialist advice which the Board Member obtains relating to his/her duties and obligations as a Board Member on the following basis:

- The School has not already received specialist advice on the point on which the Board Member wishes to seek advice or has not made such advice available to the Board Member or advised the Board Member accordingly;
- The Board Member first obtains the Chair's approval to seek such advice or, failing receipt of the Chair's approval, the approval of the Board.

## Compliance and Risk Management

Compliance and risk management is the overall responsibility of a Board. The implementation is delegated to School management. Compliance is monitored via Board & Management Extraordinary Meetings on Risk Register which occurs every six months. The Risk Register documents all potential risks and mitigations.

It is important to be aware that risk itself is not so much the problem - it is the way in which it is managed that is important. The Board must have a keen understanding of risk, and this involves understanding the School's business, its operational activities, the expectations of the community and stakeholders, and the implications of all decisions.

Major areas of risk include:

- Meeting statutory and regulatory obligations, including not-for-profit compliance and privacy
- Meeting State and Australian contractual obligations for funding
- Operational and strategic risks
- Service quality risks
- Risks related to physical buildings and equipment, IT systems and business systems
- Human resource risk (including occupational health and safety, professionalism and ethics, breaches of copyright, and poor management of human capital)
- Financial reporting risk and financial loss
- Loss of credibility and reputation with stakeholders
- Risk from disaster and critical incidents - e.g., fire, storm, or other threat
- Specific duties of care owed to students and staff including child safety
- Bullying and violence
- Staff misconduct
- Human resources and succession planning
- Outdoor education

### VRQA Compliance Requirements

The Victorian Registration and Qualifications Authority (VRQA) has established minimum standards in relation to School Registration.

Sophia Mundi must comply with the minimum standards and other requirements specified in the Educational and Training Reform Act 2006 (Vic.) and the Education and Training Reform Regulations 2007 (Vic.) and its Regulations.

The Act specifies that a school must have policies relating to student discipline that are based on principles of fairness and do not permit corporal punishment.

**Minimum standards apply for:**

- School governance (adherence to democratic principles, the school's philosophy, and its not-for-profit status)
- Enrolment (enrolment numbers, enrolment policy and the enrolment register)
- Curriculum and student learning (the curriculum framework, student learning outcomes and monitoring and reporting on student performance)
- Student welfare (the care, safety and welfare of students, child safety, student discipline policies and procedures, monitoring of attendance and the attendance register)
- Employment of staff (teachers' requirements and compliance with the Working with Children Act 2005)
- School infrastructure (buildings, facilities and grounds and educational facilities)
- Probity of all responsible persons in a school

**Other requirements apply for:**

- Review and evaluation
- Reporting to the VRQA
- Information about school performance
- Adding a year level
- Establishing an additional campus
- Changing a school's type of registration
- Changing a school's location
- Changing a school's particulars

It is the School Board's responsibility to ensure that these mandatory compliance requirements are monitored and met.

**Changes or New Policies and Processes**

Any changes to or introduction of new policies or processes of the Board shall be incorporated into this Governance Charter.

**Ratification of Charter**

This Governance Charter was ratified by the Board of Directors, Sophia Mundi Limited

Chair Name

Date

FERESHTEH ZAMANI

5<sup>TH</sup> MAY 2025

## Annexure “A” Sophia Mundi Limited Constitution

See SharePoint

## Annexure B - List of contents of ‘Board Member’s Kit’

Material available to new Board Members should include:

- Board Governance Charter (this document)
- Current School Improvement Plan\*
- Constitution
- Register of Members (available from the Company Secretary)
- Register of Directors (available from the Company Secretary)
- Schedule of Insurance Policies (available from Business Manager)
- Current Annual Report \*
- ISV Governance Handbook\*
- VRQA Minimum Standards for School Registration\*

\* Available on SharePoint, the school’s internal file storage and sharing tool, available to current Board members.

New Board Members must be given adequate time to learn the fundamentals of Board operations.

On an ongoing basis, new Board Members should be provided with updates and forthcoming major initiatives and their implications and should also be apprised of appropriate relationships between Board Members and the Principal, staff, and students.

It is the responsibility of new Board Members to:

- Undertake a due diligence of the School’s Charter documents
- Undertake a due diligence of the School’s financial position
- Understand the legal structure of the School
- Obtain copies of all documentation relevant to Board Members undertaking the particular role
- Undertake sufficient due diligence to know what they are getting into before taking on the role

# Annexure C - Performance Management Criteria

## Board Performance Management Criteria

### *Strategy Planning*

- Did the Board conduct a strategy planning meeting during the past year?
- Were the goals set out clearly?
- Have the goals set been achieved?
- If not, analyse why they were not achieved
- Was a suitable and effective action plan developed to implement the strategy?
- Who was charged with overseeing the implementation of the action plan?
- Was the implementation plan monitored at regular intervals during the year?
- Is the skills matrix largely filled or unfilled?
- Is there a plan in place to ensure the skills matrix is filled over time?
- If so, what is the time frame? Is that satisfactory?

### *Board Information and Processes*

- How often did the Board meet?
- What was the overall attendance level of Board Members?
- Did Members receive agendas and Board papers in good time to enable them to consider matters to be discussed at the Board meeting?
- Were proper Minutes of the Board meetings kept?
- Did they accurately reflect discussion?
- Were they circulated within a short time of the meeting?
- Were meetings effective?
- Were decisions, when made, clear and unambiguous?
- Overall, how well did the Board fulfil the Board's Governance Charter?

### *Effective Communication and Teamwork*

- Does the Board function well as a team?
- Does the Board as a whole have a good relationship with the Principal?
- Does senior management effectively communicate and function well as a team?
- How well does the Board get its message across to its constituents?
- Does the parent community know of the Board's work?
- Is there room for improvement?

## **Committees**

- How often did each of these committees meet?
- Did they fulfil their Charter in the conduct of the meetings?
- Were proper Minutes kept and circulated?
- They submit reports and recommendations?
- If so, were they clear and concise?
- Were they largely accepted or rejected by the Board?

## **Individual Board Members**

- What is the Board Member's understanding of the School's business?
- What is the level of engagement by the Board Member?
- How constructive is the input by the Board Member?
- Does the Board Member bring expertise to bear on Board's decision- making?
- How good is the Board Member's strategic thinking capability?
- Is the Board Member's attendance at Board's meetings acceptable?
- Does the Board Member's network outside the School operate for the benefit of the School?
- Are the Board Member's skills in the following areas at an acceptable level?
- Communication
- Relationship / People Skills
- Ability to speak in public
- Writing
- Analytical / critical thinking
- Strategic vision / long term vision
- Reasoning
- Listening
- Mentoring
- Responsibility / Accountability
- Financial / Economic knowledge
- Creativity
- Lateral thought processes
- Empathy
- Integrity

## Chair

### *Leadership*

- Is the Chair well informed?
- Does the Chair act as a sounding board for other Board Members so they have confidence in the Chair?
- Does the Chair solicit Board Members' comments? Do they actively seek out the Chair providing their ideas, feedback, and views?
- Does the Chair ensure that new Board Members are supported and mentored?
- Does the Chair when necessary, counsel Board Members?
- What is the School community's perception of the Chair?

### *Meetings*

- Are meeting agendas well-constructed?
- Are meetings well- conducted by the Chair?
- Is the Chair 'on top' of all issues?
- Does the Chair do all the talking?
- Does the Chair encourage discussion at meetings?
- Do Board Members leave meetings feeling that the meeting has been worthwhile?
- When decisions are made, does the Chair ensure that the resolution is clear and understood by everyone?
- How does the Chair perform at meetings of staff/parents/students?
- Is the Chair a member of all or any of the sub- committees?
- If not, does the Chair attend meetings of those sub-committees?

### *Relationship with the Principal*

- Would you describe the relationship between the Chair and the Principal as:
- Open
- Honest
- Consultative
- Communicative
- Trusting
- Does the Chair act as a sounding board for the Principal?
- Is there regular performance feedback between the Chair and Principal?
- Does the Chair seek regular briefings from the Principal?

- Does the Chair defend the Principal from unfair or unreasonable criticism?
- Does the Chair deal with valid criticism of the Principal promptly and fairly?

## Principal Performance Management Criteria

### *Relationship with the Chair*

- Does the Principal have a good relationship with the Chair?
- Does the Principal brief the Chair regularly on managed and administrative matters?
- Does the Principal assist in the preparation of Board meeting agendas?
- Does the Principal ensure that the Chair has sufficient information to ensure Board meetings are chaired effectively?

### *School's Management*

- How effective is the Principal in managing the School's business?
- Does the Principal present adequate and timely information to the Board?
- Are Board Members able to form an accurate view of the School's performance based on information supplied by the Principal?
- Does the Principal encourage/discourage Board Members from visiting School premises?
- Does the Principal have a good relationship with senior management?
- Does the Principal meet the criteria set out in the Board Governance Charter?

## Annexure D - Board Committees

The following Board Committees may be enacted as required by the Board.

- Finance and Audit Committee
- Nominations, Remuneration and Succession Committee
- Risk Management Committee
- Compliance (VRQA) Committee
- Asset Management / Property Committee
- Fundraising Committee
- Marketing and Enrolments Committee

Additional Committees may be enacted by Board resolution.

The roles, responsibilities and reporting requirements for each Committee should be outlined in individual Committee Terms of Reference.

## Annexure E – Compliance Document Management

The Board is responsible for ensuring that records are kept and accessible as required by legislation and audit requirements.

Document management may be delegated to School Management, but it is the responsibility of the Board to document this delegation (as below):

Document	Responsibility	Update Frequency	Physical Location
Register of Members	BS	On change	Board Folder
Register of Board Members	BS	On change	Board Folder
Record of Signatories to accounts	BM	On change	School Admin
Record of use of common seal	BS	On Change	Board Folder
Record of signed Policies	BS	Annual Review	Board Folder
Record of Loans	BM	On Change	School Admin
Record of Signed Legal docs	BM	On Change	School Admin
School's Constitution	BS	On Change	School Admin
ASIC Returns	BM	Annual	School Admin
Board Governance Charter	BS	Annual review	Board Folder
Board Committee Terms of Reference Charter(s)	BS	Annual review	Board Folder
Board Minutes, Agendas, Board Papers	BS	Monthly	Board Folder
Deed of Access, Indemnity, and Insurance	BM	Annual	School Admin
Directors and Officers Liability Insurance Policy (where relevant)	BM	Annual	School Admin
School Business Plan	P	Annual review	Board Folder
School's Annual Reports	BS	Annual	School Admin
Audited Financial Reports	P	Annual	School Admin
VRQA Educational Compliance Evidence	EA	Annual	School Admin

### Responsibility List

Board Secretary (BS)
Business Manager/Bursar (BM)
Educational Administrator (EA)
Principal (P)



***“Accept the children with reverence;  
Educate them with love;  
Send them forth in freedom”***

~ Rudolf Steiner

