

## POLICY – GOVERNANCE & DELEGATIONS POLICY

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### 1. National Quality Standard

Area	Concept	Descriptor
7.1	Governance	Governance supports the operation of a quality service.
7.1.2	Management Systems	Systems are in place to manage risk and enable the effective management and operation of a quality service.
7.2	Leadership	Effective leadership builds and promotes a positive organisational culture and professional learning community.

### 2. Purpose

The purpose of this policy is to:

- Outline the core role and responsibilities of the Board, and the core matters that may be delegated by the Board to Centre Management.
- Ensure new members of the Board are provided with all the information and training necessary to enable them to contribute appropriately to the operations of the Board.
- Ensure effective Governance of the Centre by adhering to confidentiality while facilitating open and frank discussions by the Board, both in and out of session.
- Establish a framework for delegating authority within Baringa in a manner that: supports the operation of a quality service; manages organisational risk; facilitates efficient and effective Centre management; builds and promotes a positive organisational culture and professional learning community.

### 3. Scope

The policy applies to all members of the Board and all staff and volunteers of Baringa.

This policy applies only to formal delegations. All delegations of an informal nature where no commitment or liability is incurred on behalf of Baringa, are carried out in the normal business of the organisation without the requirement for a written authority.

## 4. Policy Statement - Definitions and Delegations

### Board

- 4.1 The Board is legally responsible for Baringa.
- 4.2 The source of the Board's authority is the Baringa Constitution read together with the *Associations Incorporation Act 1991 (ACT)* and the *Associations Incorporation Regulation 1991 (ACT)*.
- 4.3 The Board is also the 'approved provider' for the purposes of childcare industry regulation, and all Board members are 'persons in management or control' of the Centre.
- 4.4 The Board is not usually directly involved in the day to day operation of the Centre but is available to provide information and support as needed. This applies particularly to the officers (Chair, Finance Director and Secretary) however other Board members may have particular areas of expertise that could benefit the Centre.
- 4.5 Under clause 28-49 of the Baringa Constitution:
- the Board controls and manages the affairs of the association;
  - the Board may exercise all such functions as may be exercised by the association other than those functions that are required by the Constitution to be exercised by members in general meeting; and
  - the Board has the power to perform all such acts and do all such things as appear to the Board to be necessary or desirable for the proper management of the affairs of the association.

### Reserved Matters

- 4.6 Under clause 29.1 and 29.2 of the Baringa Constitution, the Board may not delegate decision in relation to Reserved Matters. The matters described in **Appendix A** are reserved to the Board and may not be delegated.

### Committees

- 4.7 Under clause 52-53 of the Constitution, the Board may delegate any delegable Board functions to one or more committees. The terms of delegation must be in writing approved by the Board and may be granted subject to any conditions the Board considers appropriate.

### Centre Management

- 4.8 The Executive Officer and Centre Director are directly accountable to the Board.
- 4.9 As the Board's representatives, Centre Management are responsible for leading and managing the Centre in a manner that: supports the operation of a quality service; manages organisational risk; facilitates efficient and effective Centre management; builds and promotes a positive organisational culture and professional learning community.
- 4.10 The core responsibilities of Centre Management are summarised in **Appendix B**. This summary is non-exhaustive and does not substitute for or vary the various formal written documents delineating Board and Centre Director roles and responsibilities.
- 4.11 Subject to this policy, Centre Management may seek the approval of the Board to delegate any Centre Management function, power or duty to any appropriate member of the staff of the organisation, or any person or persons, or any committee of persons.

### Lawful and Ethical Conduct

- 4.12 The Board is committed to the highest standards of integrity, fairness and ethical conduct, including full compliance with all relevant legal requirements.

- 4.13 All employees, volunteers and contractors acting on behalf of the Centre are required to meet the same high standards of integrity, fairness and ethical behaviour, including compliance with all legal requirements.
- 4.14 There is no circumstance under which it is acceptable for Baringa or any of its employees or contractors to knowingly and deliberately not comply with the law or to act unethically in the course of performing or advancing Baringa's business.

#### **Objectives for Delegations**

- 4.15 Delegations are a key element in effective governance and management. They provide formal authority to particular staff and volunteers to commit the organisation and/or incur liabilities for the organisation.
- 4.16 Delegations of authority within Baringa are intended to achieve the following core objectives:
- to support the operation of a quality service;
  - to effectively and efficiently manage organisational risk and implement administrative processes;
  - to facilitate efficient and effective Centre management including internal cost controls;
  - to build and promote a positive organisational culture and professional learning community; and
  - to ensure that the most appropriate and best-informed individuals within the organisation are provided with the level of authority necessary to discharge their responsibilities.

#### **Delegations to members of the Board**

- 4.17 Delegations to members of the Board will be made by resolution of the Board recorded in Board meeting minutes.

#### **Delegations to Committees of the Board**

- 4.18 Delegations to Committees of the Board shall be made by resolution of the Board and recorded in the Board meeting minutes and written terms of reference.

#### **Other Delegations**

- 4.19 Delegations to Centre Management and Centre Management to members of the staff of Baringa shall be made by resolution of the Board and recorded in 'Delegation Schedules'.
- 4.20 Delegations attach to the position occupied, not to the occupant of the position.
- 4.21 The responsibilities of a position appear in a duty statement, role statement or statement of responsibility appropriate to the position.
- 4.22 All delegations to or through Centre Management will reflect Baringa's organisational structure. Levels of authority are hierarchical through relevant lines of responsibility up to and including Centre Management. This means that formal authorities held by any delegate are included in those held by that delegate's supervisor or line manager. A delegate who sub-delegates authority remains responsible and accountable for the decision or action.
- 4.23 Centre Management may at any time vary or terminate any delegation, subject to confirmation by the Board at its next meeting.
- 4.24 A delegation cannot be exercised where the officer holding the delegation has a conflict of interest or where the delegation will result, either directly or indirectly, in any tangible benefit to the delegate. In such cases a transfer of the function to another appropriate position must be arranged with the Centre Director.

- 4.25 Permanent changes to delegations, either permissive or restrictive, require a written authority from Centre Management. Any major variation to the standard delegations must be approved by Centre Management.
- 4.26 Sub-delegation on a temporary basis is appropriate in circumstances where the officer normally responsible is absent for a period of less than two weeks by reason of authorised leave or secondment to other duties. Sub-delegations require a written authority from the individual with the delegated power, or a person in a position to approve the delegated authority.
- 4.27 Where an employee is acting in a higher position, that person will hold the delegation level appropriate to the higher position unless otherwise determined by Centre Management.
- 4.28 A financial delegation can be exercised only within the approved line item budget.
- 4.29 A staffing delegation cannot be exercised in regard to staff for whom the delegate does not hold line management responsibility.

#### **Delegations Schedules**

- 4.30 Delegations Schedules must be approved by the Board at such intervals as the Board may from time to time in its discretion deem appropriate, in consultation with and on advice from Centre Management.

### **5. Policy Statement – Confidentiality**

#### **Confidential Information**

- 5.1 The following information is confidential (**Confidential Information**):
- all papers of the Board, Committee or Subcommittee, irrespective of whether they are or are not marked or declared by the Board, Committee or Subcommittee to be confidential;
  - all deliberations of the Board, a Committee or a Subcommittee (in or out of session);
  - communications between the Board and the Executive Officer and/or Centre Director;
  - any and all information relating to the Centre's and/or Association's current or future business interests, methodology or affairs, including in particular but without limitation accounting procedures, business and financial records; and
  - any and all other information which a reasonable person in the position of the person receiving or providing information would reasonably regard as confidential, whether or not that information is in the public domain or known to the Centre's competitors.

#### **Duty of Confidentiality**

- 5.2 Confidential Information may only be used for the proper purposes of the Centre and/or Association, including the due discharge of Board, Committee and Subcommittee business.
- 5.3 Confidential Information must not be disclosed to any third party, directly or indirectly, unless:
- (a) subject to the procedure outlined at paragraph 5.7:
    - (i) the Board has given its prior written consent to the disclosure; or
    - (ii) a law or court order obliges the disclosure; or
  - (b) the disclosure is to consultants, advisors or bankers engaged by the Association who are either under an obligation of confidence arising from the engagement or who agree in writing to keep the information confidential in accordance with this policy; or
  - (c) the disclosure is strictly and necessarily required in connection with the discharge of Board, Committee or Subcommittee business, and the person to whom disclosure is made agrees in writing to keep the information confidential in accordance with this policy.

- 5.4 Promptly at the request of the Executive Officer and/or Board, all persons must return, destroy or delete all Confidential Information, and all copies, reproductions or adaptations of it. If a person elects to destroy or delete Confidential Information instead of returning it, he/she must promptly at the request of the Executive Officer and/or Board provide reasonable evidence of destruction or deletion.

#### **Obligations Cumulative**

- 5.5 The obligations under or in connection with this policy are cumulative and operate in addition to any other obligations a person may have to the Association, for example, under a contract of employment.
- 5.6 If there is any inconsistency between obligations arising under this policy and obligations otherwise arising, the inconsistency shall be resolved by applying those provisions which contain the greater restrictions in each instance.

#### **Consent to Disclose**

- 5.7 Any person proposing to disclose Confidential Information in the circumstances described in paragraph 5.3(a)(ii):
- (a) must provide to the Executive Officer a written notice explaining in full the reasons why the disclosure is required, accompanied by any relevant supporting material (for example, the relevant court order) (**Disclosure Notice**), before the disclosure is made; and
  - (b) may not make the disclosure until the Board has had reasonable opportunity, following receipt of the Disclosure Notice, to consider its position and take any action it may deem appropriate in the Association's interests.
- 5.8 The Executive Officer must include all requests for consent to disclose or to access Confidential Information as an item on the Board agenda, as soon as is reasonably practicable after consent is sought or the request made.

#### **Board Papers**

- 5.9 The Executive Officer is responsible for coordinating Board Papers and ensuring Board Papers are kept separately from other (non-confidential) documents and stored in a manner which limits access to them by unauthorised persons (including employees).
- 5.10 Requests for access to Board Papers by any person who is not a current Board Member, must be made to the Executive Officer, who will in the first instance refer the request to the Chair for consideration. The Chair may authorise the Executive Officer to obtain legal advice to assist the Board in its consideration of the request.

#### **Compliance, monitoring and review**

- 5.11 The Chair (or where there is no Chair or Acting Chair, the Executive Officer) is responsible for bringing this policy to the attention of prospective Board Members.
- 5.12 The Executive Officer must ensure that this policy is included in the papers provided to any new Board member, by way of induction.

### **6. Policy Statement – Board Induction**

#### **Initial Contact**

- 6.1 As soon as possible after the Board has confirmed the appointment of a new member, the Chair will make contact with the new member to let them know the outcome.
- 6.2 The Chair/Executive Officer shall provide all new members with a Welcome Letter, Board Handbook and associated policies.

- 6.3 A current Board Member shall act as mentor to the new member.
- 6.4 The new member shall be provided by a briefing which may be done by the Chair and/or the mentoring Board Member. This includes:
- draw the new member's attention to the roles and responsibilities of the Board in general, and the roles and responsibilities they will be expected to undertake as an individual;
  - discuss any concerns they may have;
  - ensure they agree to sign and submit the necessary paperwork as a Board Member; and
  - current issues the Board is dealing with at the moment or will be looking at in the future.

### **Centre Tour and Administration**

- 6.5 Centre Director shall invite the new Board member to take a tour of Baringa's facilities and introduce them to staff of the centre.
- 6.6 The Executive Officer shall provide the new Board member with a New Board Member Background Checklist and process administration requirements.

## **7. Responsibilities**

### **Records Management**

- 7.1 The Executive Officer must maintain all records relevant to administering this policy in a recognised Baringa recordkeeping system.
- 7.2 The Secretary must maintain records of any delegations to members of the Board, the terms of reference of any Committees of the Board.

## **8. Related Legislation and Documents**

Bank Cards Policy  
Procurement Policy  
Baringa Constitution  
Baringa By-Laws

## **9. Feedback**

Families and staff may provide feedback about this document by emailing [admin@baringa.org.au](mailto:admin@baringa.org.au).

## **10. Approval and Review Details**

<b>Approval and Review</b>	<b>Details</b>
Approval Authority	Board
Administrator	Executive Officer, Centre Director
Next Review Date	30 July 2023

<b>Approval and Amendment History</b>	<b>Details</b>
Original Approval Authority and Date	Board of Directors (30 July 2018)

<b>Approval and Review</b>	<b>Details</b>
Amendment Authority and Date Notes	<p>30 July 2018 version replaces and supersedes policies 8.1 (Consultative Committee), 9.1 (Board of Directors) and 9.2 (Board Member Roles and Responsibilities) in the November 2016 Policy and Procedures Manual.</p> <p>23 July 2019 version replaces Centre Management with inclusion of Executive Officer.</p> <p>28 July 2020 incorporates references to new Constitution, Board Confidentiality Policy and Board Induction Policy.</p>

## APPENDIX A – BY-LAWS RESERVED MATTERS

3.1 The Board may delegate responsibility for implementing any decision of the Board regarding a Reserved Matter.

3.2 The matters described in Schedule 1 – Reserved Matters – where indicated, implementation of which, may be delegated by the Board to Centre Management.

### Schedule 1 – Reserved Matters

	Board	Centre Management (Executive Officer (EO) / Centre Director (CD))
<b>Banking Tax and Finance</b>		
Opening and closing of bank accounts	Reserved	Implemented by EO
Lending and Borrowing of monies	Reserved	Implemented by EO
Investment of Association Funding	Reserved	Implemented by EO
Budgets	Approved by the Board	Prepared by EO Expenditure within Board approved budget
Annual Reporting and Financial Audits	Approved by Board	Prepared by EO
Compliance to Regulatory Authorities	Reported to the Board	Managed by CD
Tax and Legal Advice	Reported to the Board	Implemented by EO
Insurances	Reported to the Board	Implemented by EO
<b>Significant Contracts</b>		
Property dealings – buying or selling	Reserved	Implemented by EO
Leasing and Licencing of property	Reported to the Board	Implemented by EO
Purchase of goods and/or services	Reported to the Board	Expenditure by EO up to value of Board approved budget
<b>Appointments</b>		
Engaging/termination of advisors (accountant, insurance broker, lawyer etc)	Reported to the Board	Implemented by EO
Employment of Centre Management Educational Leader	Reserved Matter	Support functions by EO and CD as required
<b>Employees</b>		
Engaging/termination of staff	Agree to delegate	To the value of \$70,000 excluding super
Termination due to serious misconduct	Reported to the Board	Implemented by CD
Redundancies	Reserved	Implemented by CD
Enterprise Bargaining	Reserved	Implemented by EO
<b>Centre Management</b>		
Approval of requisite Association Plans (business, strategic, quality improvement etc)	Reported to the Board	Prepared by EO and CD
Approval of Association policies and procedures involving complex legal/tax/regulatory matters	Reported to the Board	Prepared by EO and CD
Oversight of correspondence with external stakeholders, such as Government, Industry peak bodies, media.	Agree to delegate	Implemented by EO and CD



## APPENDIX B – SUMMARY OF CENTRE MANAGEMENT ROLES & RESPONSIBILITIES

CENTRE MANAGEMENT			
Position	Executive Officer	Centre Director	Educational Leader
Role Overview	The Executive Officer is responsible for the business management and governance support functions of the organisation. This includes, but not limited to, financial management, resource management, audits and evaluations and ongoing business and centre improvement. The Executive Officer is responsible for governance, secretariat and reporting to the Board including strategic planning, budget development, financial monitoring and risk management.	The Centre Director is responsible for day to day operational functions of the organisation, including meeting all requirements under the Education and Care Services National Law (ACT) Act, the Education and Care Services National Regulations and Children and Young People Act 2008. The Centre Director supports Educators and staff to deliver quality education and care services to children and families in a way that continuously drives improvement. This includes, but are not limited to, human resources, managing enrolments, payroll and recruitment.	The Educational Leader is responsible for reinforcing the Centre's commitment to early education and facilitating pedagogical practices of Team Leaders. This includes, but not limited to, coordinating Centre-wide programming and advising the Centre Director on the curriculum, guiding Team Leaders in program planning and implementation within the Early Years Learning Framework, Being, Becoming and Belonging, developing communications on the curriculum and managing the ongoing professional development of Educators.
Reporting	Reports to Board. Supervise Administration Officer, Project Officer	Reports to Board. Supervise Educational Leader, Team Leaders, Room Support Educators and Centre Cook.	Reports to Centre Director. Provides guidance to Team Leaders.
Duties	<p>Undertake financial management, including business planning, budget development, procurement, approval of expenditure, resource management, fees policy, debt recovery, reporting, insurance, liaison with the Accountant and Bookkeeper.</p> <p>Identify and implement innovative solutions to streamline business and operational processes.</p> <p>Oversee and manage the review and development of operational, governance, human resourcing, financial, audit and compliance policies and procedures.</p> <p>Maintain secure and accurate organisational books and records according to all legal, taxation and accounting requirements.</p> <p>Manage Board secretariat including board communications, recruitment Board positions, induction, board papers, board meetings, elections and general meetings, risk management.</p> <p>Manage board notifications to regulatory bodies including ACECQA, CECA, ACCESS Canberra and PRODA, communication with Baringa Association members.</p> <p>Liaise with the Early Childhood Education sector, attend training and information sessions as offered by CECA, ACECQA and other relevant stakeholders and keep up to date with any changes impacting business operations.</p>	<p>Ensure the efficient and effective management of the Centre on a day-to-day basis in accordance with all laws and Centre policies and procedures. Liaise with CECA and report relevant incidences including Reportable Conduct notifications.</p> <p>Supervise and mentor the Educational Leader and Team Leaders to develop and implement developmentally appropriate education programs for children.</p> <p>Manage child enrolments and waiting lists. Liaise with families, educators and children in an open, friendly and approachable manner, and actively work towards implementing a Child Safe Organisation.</p> <p>Oversee human resourcing related operations including rostering, recruitment and leave requests.</p> <p>Manage the implementation of operational, governance, human resourcing, financial, audit and compliance policies and procedures.</p> <p>All 'nominated supervisor' duties as set out in the Education and Care Services National Regulations. Manage all Work, Health and Safety requirements.</p> <p>Liaise with the Early Childhood Education sector, attend training and information sessions as offered by CECA, ACECQA and other relevant stakeholders and keep up to date with any changes impacting child care operations.</p>	<p>Lead the development and implementation of the educational program, including how theory supports best practice, building relationships and interactions with children to assist learning through play-based programs and overseeing routines and transitions.</p> <p>Support Team Leaders to develop and embed intentional teaching strategies, documentation that promotes reflection on educators' pedagogy and practice; and supporting educators to build relationships with parents/carers.</p> <p>Manage the ongoing professional development and career planning of Team Leaders.</p> <p>When required, act as the Nominated Supervisor of the Centre or person in day to day charge for periods of time when the Centre Director is absent.</p> <p>Provide information, resources and communications to parents/carers about Baringa's programming.</p> <p>Liaison with others in the profession and related services and making connections in the early childhood education community.</p> <p>Liaise with the Early Childhood Education sector, attend training and information sessions as offered by CECA, ACECQA and other relevant stakeholders and keep up to date with any changes impacting curriculum development and practices.</p>