

## NOMINATIONS HANDBOOK 2022

### Key dates:

Nominations close: 11<sup>th</sup> April 2022 at 4.30 PM

Final date for changes to the Register of Members: 1st May 2022

Annual General Meeting: 25<sup>th</sup> May 2022 at North-Eastern Montessori School

### Key Contacts:

Manoli Galanakis, **Company Secretary**, [bus.mgr@northeastern.vic.edu.au](mailto:bus.mgr@northeastern.vic.edu.au)

### Directors:

Neil Champion, **Chair**, [neil@board.northeastern.vic.edu.au](mailto:neil@board.northeastern.vic.edu.au)

Justin Garrett, **Deputy Chair**, [justin@board.northeastern.vic.edu.au](mailto:justin@board.northeastern.vic.edu.au)

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### Introduction

Thank you for considering nominating for an Elected Director's position on the North-Eastern Montessori School Association (NEMSA) Board.

We value your commitment to our School and hope that, after reading through this Handbook, you will feel inspired to nominate as a Director. Strong organisations have many able people who fulfill important roles. The Board is charged with the responsibility of making our School a strong organisation.

Good governance occurs when Directors take a whole of organisation view when making decisions. Directors are not elected to 'represent' particular groups or even North-Eastern members. It is the role of the Directors to make informed decisions and to provide robust scrutiny over all areas of governance within the School. Directors are elected because they have qualities that are valued by members. This includes experience as a parent in our school community as well as a commitment to the good order of the whole organisation both now and well into the future.

### Register of Members & Nominating for Directorship

One parent/guardian from each family is entitled to be a Member of NEMSA. All persons who nominate to be a Director must be a Member of NEMSA. If you are not sure which member of your family is on the Register, or if you would like to change the name on the register for your family, please send a written request to [natalie@northeastern.vic.edu.au](mailto:natalie@northeastern.vic.edu.au)

Staff at North-Eastern may be Members; however, they are not entitled to be Directors.

### Final date for changes to the Register of Members for the 2022 Annual General Meeting (AGM): 1st May 2022

## Key Qualities and Specialist Skills of Directors

### Background

NEMSA was established in 1976 as a not-for-profit public company limited by guarantee. The Association is governed by a Board of Directors appointed in accordance with the NEMSA Constitution and the NEMSA Board Charter. The Association's business name is North-Eastern Montessori School (NEMS). A new Constitution was adopted in 2019.

One of the main objectives of the Association is to operate a School in accordance with Montessori principles and practices of education and human development. This objective has now been expanded to include the provision of Long Day Care and Out of School Hours Care to supplement the pre-school and primary school education in accordance with Montessori principles and practices.

### Key position objectives

All NEMSA Directors have the full legal and ethical responsibilities of a Company Director. They provide strategic guidance and effective governance for the School, and effectively oversee the appointment and annual review of the School Principal. Directors work on a *pro bono* basis. There is no remuneration for the role. Governance training through Independent Schools Victoria (ISV) is subsidised by ISV and/or the School.

### Duties and responsibilities

All NEMSA Directors are expected to:

- 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;
- disclose real, perceived or potential conflicts of interest;
- do not engage in conduct likely to discredit the School;
- maintain Board confidentiality at all times;
- engage in respectful debate within Board meetings;
- actively support Board decisions when engaging with the Community;
- 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, and
- use the powers of their office for a proper purpose.

### Key qualities we are looking for:

- ability to analyse problems objectively and act decisively
- leadership skills with an ability to develop and implement a shared vision
- well-developed communication skills
- strong sense of teamwork and high degree of integrity
- an understanding of the difference between the governance role of the Board and the management role of the Principal
- commitment to serve the best interests of the School
- time to fulfill the role (at least 2-3 days per month).

**Specialist skills we are seeking:**

- senior legal, financial (i.e. CA, CPA), management, or building and construction expertise
- experience on a Board and a deep understanding of the role of the Director.

**Fit & Proper Person Declaration**

All persons who are elected to the Board are required to make a Fit & Proper Person Declaration and declare that:

- You are able to carry out your responsibilities in relation to the operation of the school in compliance with the laws of Victoria, the Commonwealth, another State or a Territory relating to the provision of school education;
- You have not been found guilty of an offence which is, or which would if committed in Victoria be, an indictable offence;
- as an individual, you have never ever been insolvent under administration;
- in the case of a body corporate, you have never been externally administered<sup>1</sup>;
- You are not a represented person<sup>2</sup>;
- You have never been in breach of any requirements of the Working with Children Act 2005 or the Worker Screening Act 2020 if required to obtain an assessment notice to carry out any responsibilities in relation to a school;
- You have never been the subject of or associated with an adverse finding or the subject of action taken by a court, tribunal, commission of inquiry, professional discipline body or regulatory authority (in Victoria or elsewhere) where the adverse finding or the action relates to:
  - dishonest, misleading or deceptive conduct
  - non-compliance with a legal obligation relating to the provision of education
  - a breach of duty (including a duty of disclosure).

**Before taking their place on the Board, Directors must also apply for a Director Identification Number and have a Working with Children Check or VIT registration.**

**Commitments**

- 8 – 10 Board meetings per year & Annual General Meeting attendance (25<sup>th</sup> May 2022)
- Involvement in at least one Board Committee including Committee meeting attendance
- Occasional *ad hoc* or extraordinary meetings as required
- Meeting preparation (reviewing or preparing documents for discussion and/or decision)

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<sup>1</sup> This includes being declared bankrupt and/or having taken the benefit of any law for the relief of bankrupt debtors, or compounding with your creditors, or making an assignment of your property for your benefit.

<sup>2</sup> Defined to have the same meaning as it has in the *Guardianship and Administration Act 1986*.

## North-Eastern Montessori School Association (NEMSA) ELECTED DIRECTOR NOMINATION FORM

<b>Nominee Name</b>		<b>Member (Y or N)</b>	
<b>Oldest child's name enrolled in the School</b>			
<b>Signature</b>		<b>Date</b>	

**Nominated By:**

<b>Name</b>		<b>Member? (Y or N)</b>	
<b>Signature</b>		<b>Date</b>	

**Seconded By:**

<b>Name</b>		<b>Member (Y or N)</b>	
<b>Signature</b>		<b>Date</b>	

- **Personal Statement**

Nominees are required to attach a personal statement of up to one typed page, which includes your response to the Key Qualities Sought. This statement will be distributed to Members prior to the 2022 AGM.

Personal Statement of: