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# **BARINGA CHILDCARE CENTRE**

## **BOARD HANDBOOK**

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## 1. PURPOSE

The purpose of the Baringa Board Handbook is to set out the corporate governance framework for Baringa Childcare Centre and define the principles, relationships and systems that guide the overall management of Baringa. The Handbook clarifies the role of the Board versus the roles and responsibilities of the Centre Director and Baringa staff.

Baringa is a not-for-profit education and care service which provides education and care to 120 children at any one time and employs approximately 50 staff. Baringa is a large education and care service that is based on the community values of assisting families with the care of their children and offering additional parenting support where appropriate. Baringa is responsive to family's needs by offering occasional care and long day care programs.

Baringa also recognises and celebrates the contribution different cultures bring to the Baringa community including families who identify as Aboriginal and Torres Strait Islander or from culturally and linguistically diverse backgrounds.

Baringa has a philosophy of care that is used to articulate the important elements of what Baringa strives to do with children and families.

The Board and Centre Director apply the fundamental principle of what is in the best interests of the children attending Baringa as their decision-making platform. The rights and dignity of children are also upheld in how the Board and Centre Director conduct business which includes policy planning, communications, strategic planning and compliance. Baringa's core business is to provide quality education and care to the children and families who attend Baringa.

Baringa is an Incorporated Association and operates using a Board of Directors who are required to hold a class of membership of the Baringa Association. The Board of Directors and Association are governed by a Constitution which includes the objects, by-laws and Code of Ethics and Conduct for Baringa Board members and Association members.

## 2. BOARD OF DIRECTORS

The Board of Directors, for the purposes of the *Education and Care Services National Law (ACT) Act 2012*, is the approved provider of Baringa and is responsible for complying with majority of legislative requirements in the running of Baringa.

The Board uses a structured governance model to delegate responsibility across Board portfolios and to the office administration positions including the Centre Director and Executive Officer. Each Board Director is responsible for a different portfolio increasing the accountability of Board activities and strengthening oversight.

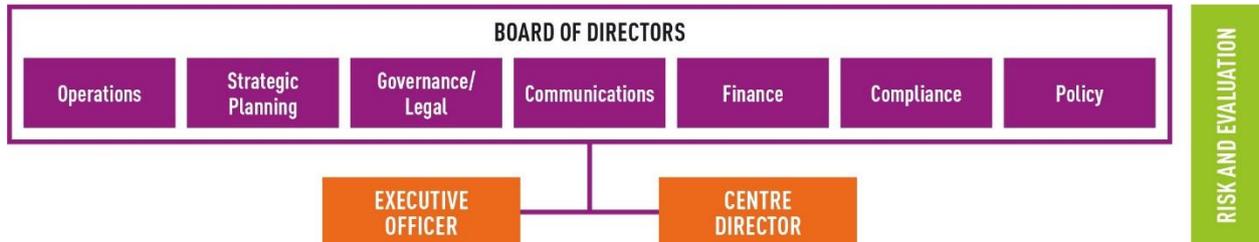
The main responsibilities of the Board, as set out in the Constitution, include:

- the provision and monitoring of the strategic direction of the organisation
- monitoring the operations of the organisation
- driving continuous quality improvement against the National Quality Standards by monitoring organisational performance
- overseeing audit and evaluation of all parts of the system utilising internal and external auditing mechanisms where appropriate
- monitoring, reporting and approving the organisations finance and budget
- overseeing stakeholder communications and engagement
- monitoring risks and implement appropriate mitigation and treatment activities.

The Board is supported directly by the Executive Officer who provides general secretariat support and the overarching business management of Baringa.

Baringa's governance structure is articulated in the diagram at Figure 1 and in the detailed portfolio descriptions below.

**Figure 1.**



### 3. PORTFOLIO POSITION DESCRIPTIONS

To manage the range and breadth of Board responsibilities the Board have identified the following portfolios:

#### 3.1 Strategic Planning

The Strategic Planning Portfolio is responsible for implementing and monitoring systems that ensure the Board and Centre Director's work effectively.

The key responsibilities include:

- coordination of future focused activities and projects that cut across several portfolios
- oversight of the Baringa's Strategic Plan and associated activities
- support the Board and Centre Director's to undertake continuous quality improvement across Baringa including contributing to the Centre's Quality Improvement Plan (QIP)

#### 3.2 Governance/Legal

The Governance/Legal Portfolio has broad oversight of the Board Director's performance and is responsible for upholding the governance arrangements and ensuring legal compliance.

The key responsibilities include:

- ensure the Constitution, by-laws and delegations are upheld
- investigate or oversee the investigation of any Board level complaints
- implement activities to ensure the Board Charter is adhered to
- provide advice and support on all legal requirements including employment, contractual agreements, enrolment, registrations and regulatory reporting
- review all policies and procedures prior to finalisation to ensure legislative compliance

### 3.3 **Communications**

The Communication Portfolio is responsible for tailoring and distributing messages to our stakeholders.

Baringa has several touch points within our stakeholders:

- children
- parents/carers
- staff
- authorities and regulation bodies
- governments
- the community

The Board and Centre Director use a wide range of channels to communicate in an efficient, timely manner. Our communication is human centric designed that aligns with the Strategic Plan, it also has the agility to communicate to our stakeholders as issues arise.

### 3.4 **Finance**

The Finance Portfolio has an oversight role in relation to the financial management of Baringa.

The key responsibilities include:

- oversee the management of the Centre's finances
- finalising and approving Budgets with input from Centre Director, Bookkeeper and Accountant where necessary
- have an understanding of the financial reports and facilitate the provisions of such to the Board at scheduled Board meetings, or on a quarterly basis
- make sure the board understands its financial obligations
- make sure the organisation complies with tax regulations, such as GST, payroll tax and fringe benefits tax.

### 3.5 **Policy**

The Policy Portfolio addresses all aspects of the development and finalisation of Baringa policies, from financial policy to personnel policy through to policies which address the National Quality Standards and child wellbeing and development.

The Policy Portfolio is responsible for maintaining an up-to-date register of all relevant policies which underpin the governance and operations of Baringa. The Portfolio partners closely with the Centre Director to ensure policies remain relevant and accessible to key stakeholders.

An additional part of the Portfolio includes education activities to ensure relevant stakeholders are aware of policy requirements.

There are several key Baringa stakeholders that assist in developing and auditing policies and procedures including, where appropriate:

- children
- parents/carers
- Centre Director
- staff
- Board Directors
- members of the community affiliated with Baringa or contracted by the Board.

### 3.6 **Compliance**

The Compliance Portfolio ensures Baringa runs effectively and efficiently by ensuring all systems are working together well and are meeting compliance requirements.

This includes:

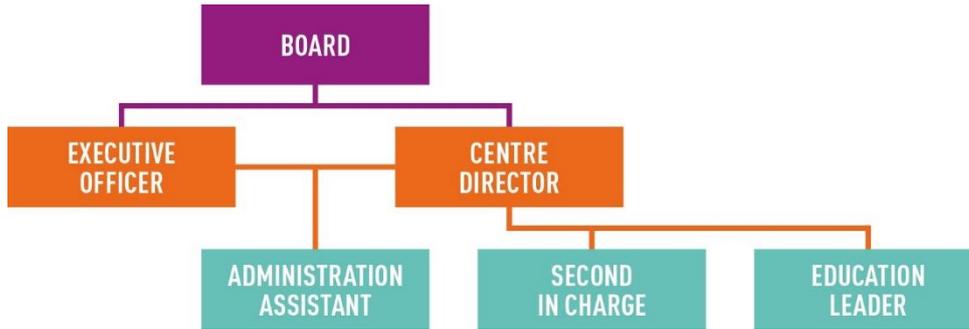
- ensuring there are clear Board and Centre Director roles and responsibilities
- the work of the Board and Centre Director is aligned, and duplication of effort is reduced
- ensuring there are systems and processes in place to meet any legislative or operational requirements. Including, but not limited to, compliance to ensure the safety and wellbeing of children
- oversight and identification of risks
- monitor the operations of the organisation
- oversee audit and evaluation of all parts of the system utilising internal and external auditing mechanisms where appropriate

### 3.7 **Operations**

The Operations Portfolio is held by non-Board members in the form of the Centre Director. The Centre Director is responsible for all Baringa operations including:

- child safety, enrolment, programming, monitoring outcomes and relationships
- connection and collaboration with families and community
- staff recruitment, performance management, critical reflection and learning
- account management and fee collection
- building maintenance
- policy and procedure implementation including education of parents/carers and staff in relation to policies and procedures.

#### 4. EMPLOYED POSITIONS



##### 4.1 Executive Officer

4.2 The Executive Officer (EO) is required to oversee and manage the business functions of Baringa including, but not limited to, financial management, resource management, audits and evaluations and managing external contractors.

The EO has an awareness of the operations of Baringa to ensure that the work of the EO compliments the work of the Centre Director. The EO is expected to act as a person in day to day charge for short periods of time when the Centre Director is on leave.

The EO undertakes a range of governance and secretariat functions to ensure the successful operation of Baringa. The EO is tasked with assisting and streamlining Board functions, so the Board can focus on core responsibilities of strategic planning and risk management.

##### 4.3 Centre Director

The Centre Director is responsible for all day to day responsibilities for operating Baringa Childcare Centre and is the Nominated Supervisor of the service. The Centre Director is responsible for 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's role is to support staff to deliver quality education and care services to children and families in a way that continuously drives improvement. The Centre Director role models high level professional skills when working with children, families, staff and the Board.

The Centre Director uses risk management, auditing and evaluation and consultation with key stakeholders including children, families, staff and the Board to ensure the successful operation of Baringa.

##### 4.4 Educational Leader

The Educational Leader is a critical position within Baringa and is responsible for the development and implementation of pedagogical programming and planning. The Educational Leader works directly to support educators and staff across Baringa to meet key goals as identified in Baringa's Quality Improvement Plan (see below) and to implement the Early Years Learning Framework.

#### 5. CONSTITUTION

The Constitution sets out the rules or principles that govern the Board of Directors and Association members. Baringa's Constitution establishes membership, general meeting business including quorums, Director portfolio's or committees and elections among other items. The Constitution is at **Attachment A**.

##### 5.1 Elections

Election to the Board of Directors can happen in a number of ways:

- At an Annual General Meeting on a first past the post basis. Nominees will be elected to a seat on the Board according to the number of vacant positions.
- Specific Office holders (including the Chair) will be elected by the newly constituted Board from their own number, i.e. the membership elects the Board members and the Board determines their respective positions.
- In the event of any casual vacancies, at any Board meeting by resolution of the remaining Board members, such a position to be held only until the next Annual General meeting.

## 5.2 **Office Bearers and Ordinary Directors**

The Board will consist of no less than three and no more than ten Directors.

The Office Bearers will include the Chair, Secretary and Treasurer.

The Board may choose to allocate specific portfolios to Office Bearers and Ordinary Directors.

## 5.3 **Annual General Meetings (AGM)**

AGM's are to be held at least once in each calendar year, no less than five months after the end of the Association's financial year.

Specific matters to be attended to at AGM's include consideration of the Association's Financial Report, Director's Report and Auditors report, as well as any Director elections (where required).

## 5.4 **General Meetings**

General Board meetings can be called at any time, including at the request of Members in accordance with the Act.

There is specific provision in the Constitution for the requirement to give notice to Members and Directors of a General Meeting.

If the Chair is not present, the other Directors must elect one of their own to chair the meeting. If this cannot occur, then members by a simple majority can call one of their own to chair the meeting.

## 5.5 **Quorum and Voting for General Meeting**

A quorum is achieved when 25 percent of members are present, either in person, by proxy, or via approved technology.

All members with voting rights (with no fees outstanding for more than 6 months) are entitled to vote at general meetings and votes are to be held by a show of hands, with any proxy votes declared ahead of the vote.

## 5.6 **Board Meetings**

If the Chair is not present, the other Directors must elect one of their own to chair the meeting.

A quorum for a meeting of the Board is achieved when more than 50% of the Directors are present, either in person or by way of technology provided for in the Constitution.

No business can be passed at a Board meeting without a quorum present, other than to adjourn the meeting.

## 5.7 Association Membership

Classes of membership are set out in the Schedule of the Constitution. Membership cannot be transferred between individuals.

Members acknowledge that the Constitution is a contract between them and the Association and provides the rights, advantages, privileges and services of Association membership.

## 5.8 Record Keeping

Minutes of all meetings must be kept and are to be entered into the Association's minute books within one month of the meeting occurring.

The Constitution provides for what specific information needs to be included in meeting Minutes.

## 5.9 By-laws

The Board is entitled to create By-laws necessary for the proper running of the Association and the advancement of its Objects as it sees fit.

All By-laws must be consistent with the Constitution and the Act and will be binding on all Association members.

## 5.10 Delegation Policy

The Delegation Policy sets out how the Board delegates functions to the Executive Officer and Centre Director. The Delegation Policy is at **Attachment B**.

## 5.11 Board Code of Ethics and conduct

The Members may by special resolution approve a "Code of Conduct and Ethics" and once approved, can only be amended or revoked by special resolution of the Members.

## 6. BOARD INDUCTION

Induction of Board members is critical for continuity of Baringa management. Board members are also entitled to be inducted in a way that supports their development and understanding of the Board and Baringa operations. Positive induction will also support Centre Director's to ensure the business operates with minimal disruption. The Board Induction Policy is at **Attachment C** and the Process and Procedures are at **Attachment D**.

## 7. STRATEGIC PLAN

The Strategic Plan is developed annually and sets out the future direction for the Board and Centre Director to monitor and implement. The Strategic Plan makes up a large part of the Board's program of works given its strategic oversight focus. The Plan is broken up into specific activities that are allocated across Board portfolios. Progress on the tasks is reviewed quarterly unless a greater frequency is required.

The Strategic Plan is largely identified through consultations with children, Association members, Baringa staff and other relevant stakeholders. The actions are mapped against the National Quality Standards (see below) and help to inform the Quality Improvement Plan (QIP) (see below).

## **8. COMMUNICATIONS STRATEGY**

Baringa's Communications Strategy sets out how the Board Director, executive Officer and Centre Director will communicate with stakeholders. The Strategy is designed to promote the following:

- effectively communicate key messages with stakeholders
- achieve operational objectives
- open the lines of communication with stakeholders
- promote awareness of key educational programming throughout the year
- provide visibility of Centre management
- support the culture of the Baringa community

## **9. KEY BOARD, EXECUTIVE OFFICER AND CENTRE DIRECTOR REQUIREMENTS**

### **9.1 Legislation**

The Board and Centre Director are governed by the following legislation:

- *Education and Care Services National Law (ACT) Act 2012*
- Education and Care Services National Regulations
- *Children and Young People Act 2008*
- *Associations Incorporations Act 1991*

### **9.2 National Quality Standards**

The National Quality Standards are areas of operation and governance in education and care services that are used to map important outcomes for children, families and staff. The Board, Centre Directors and Baringa educators need to actively maintain and continuously improve on all areas of the Standards.

The Standards include seven Quality Areas:

1. Educational program and practice
2. Children's health and safety
3. Physical environment
4. Staffing arrangements
5. Relationships with children
6. Collaborative partnerships with families and communities
7. Governance and leadership

### 9.3 **Early Years Learning Framework (EYLF)**

The EYLF is the curriculum document Baringa uses to describe the principles, practices and outcomes that support children's education and care. The Learning Framework centres around the important philosophy of belonging, being and becoming.

### 9.4 **Assessment and Ratings Process**

The Regulatory Authority based in the Children's Education and Care Assurance (CECA), Education Directorate undertakes the assessment and ratings for ACT services. The Regulatory Authority rates services against the seven areas of the National Quality Standards. If the service meets specific criteria it can apply to the Australian Children's Education and Care Quality Authority (ACECQA) to be considered for an excellent rating.

[As at June 2018, Baringa Childcare Centre holds a rating of Exceeding National Quality Standard and the next assessment and rating is due around December 2019 (three years from the previous assessment and rating). However, the Regulatory Authority can bring assessments forward following breaches of regulations or increased complaints and concerns. Baringa will need to begin planning for the assessment and rating process at the end of 2018.]

### 9.5 **Quality Improvement Plan (QIP)**

Development of the QIP is a legislated activity (r55) that requires Baringa to undertake a self-assessment in relation to governance and operational strengths and improvements against each of the National Quality Standards. The QIP is a critical document for the assessment and ratings process and should be used to communicate with key stakeholders what the Centre is doing to improve how it operates. Any work the Board, Executive Officer and Centre Director are undertaking needs to be aligned to the QIP for continuity and effectiveness. Approved providers are required to review and revise the QIP at least annually (r56).

### 9.6 **Child Safe Organisations**

The Royal Commission into Institutional Responses to Child Sexual Abuse has released several reports outlining recommendations in relation to creating child safe environments. These recommendations will need to be considered when developing policies and practices relating to child safety and wellbeing and staff recruitment.

### 9.7 **Risk Management Framework**

The Board, Executive Officer and Centre Director use a risk management framework that is primarily focused on early intervention or mitigation and shared risk responsibility and accountability. The Board, Executive Officer and Centre Director will consider early intervention or mitigation as its primary risk model and include a learning style model for critical incidents.

The Board, Executive Officer and Centre Directors use internal and external audit processes where appropriate to increase learning opportunities, reduce the risk of internal fraudulent behaviour and minimise conflict of interests.

The Board, Executive Officer and Centre Directors oversee the development of key risk assessment tools and contribute to and monitor their implementation. The tools are reviewed at regular intervals by all members of the Board and Centre Executives to ensure risk responsibility is shared.

A risk register has been developed and different areas will be reviewed at each Board meeting. Risks are grouped according to the National Quality Standards and are overseen within the Strategic Planning Portfolio.

## 9.8 **Policy and Procedures**

The Baringa Manual is a stand-alone document that is drafted by the Centre Director and approved by the Board. The Centre Director is required to consult on the policies and procedures as required. A policy audit program is articulated below. Policies and procedures are audited on an every two years, unless otherwise required more regularly. Audits are to be coordinated by the Policy Director, with the assistance of a policy committee.

## 9.9 **Compliance Requirements**

The Board, Executive Officer and Centre Director must comply with specific laws and regulations in relation to the running of a large not-for-profit education and care service. Policies and procedures must reflect the requirements of relevant laws and a policy education program implemented to ensure everyone is aware of their responsibilities.

The Centre Director is expected to keep up to date with education and care laws and are required to engage in professional learning to continuously develop their regulatory knowledge.

The Board will be included in any communications with the Regulatory Authority in relation to Centre operations and governance to ensure there is consistent messaging and oversight. Baringa will aim to provide regular updates and correspondence with the Regulatory Authority during critical periods.

## 9.10 **Audit and Evaluation Methods and Schedule**

Audit and evaluation is critical to the successful running of Baringa. Internal and external audits and evaluations will be conducted at regular intervals throughout the year including audits of the Board, portfolio activity, parent and staff satisfaction, listening to children, workplace health and safety audits and staff performance. The Executive Officer and Centre Director are largely responsible for the operational management of Baringa including many of the internal audit and evaluation processes. They are required to report to the Board regularly about the audit findings to ensure the Board makes critical decisions with relevant and up to date information.

## 9.11 **Business Continuity**

Baringa is dependent on a number of key factors to operate at a level that is safe for families. This includes having the right educators, not-exceeding licensed capacity, workplace health and safety for staff and membership of the Board to reach a quorum. These dependencies are relatively high risk and as such additional business continuity measures need to be considered.

The Business Continuity Plan forms a subset of the Risk Register and is primarily focused on continuing Baringa business if there is a critical incident that prevents the Centre from carrying out its core business.