

Governance Policy 1.1: Responsibilities of the Unicare Board

Governance Policy 1.2: Required attributes of a Unicare Board member

Governance Policy 1.3: Induction of new Unicare Board members

Governance Policy 1.4: Duties of Unicare Board members

Governance Policy 1.5: Role of the Chair

Governance Policy 1.6: Role of the Secretary

Governance Policy 1.7: Role of the Treasurer

Governance Policy 2.1: Confidentiality

Governance Policy 2.2: Conflict of interest

Governance Policy 3.1: Position Description for the Executive Director

Governance Policy 3.2: Performance Review of the Executive Director

Governance Policy 3.3: Budget Principles

# Unicare Board – Governance Policy 1.1

## Responsibilities of the Unicare Board

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### Unicare Objective

The Board acknowledges that the principal objective of the Unicare Early Childhood Education Centre (The University Child Care Club Inc.), trading as Unicare, is the conduct and management of early childhood services for the children of staff, students and other members of the University of Western Australia and the wider community, in accordance with the Unicare philosophy. Children are the focus of all activities.

### Unicare Philosophy

To encourage the wonder in children, Unicare creates opportunities through observation and play-based learning experiences which enhance children's learning of themselves and the world around them.

We believe that everyone is unique and therefore should be treated with respect.

Unicare provides a safe, loving, high-quality and educational environment, assisting in the development of children's physical, mental and emotional wellbeing. Unicare is committed to partnerships with families and sees itself as an extension of the family. This makes Unicare a place where everyone will feel comfortable leaving their child.

### Governance principles

In acknowledging its overall responsibility to ensure Unicare objectives are achieved lawfully and responsibly, the Board adopts as its guiding principle a focus on governing rather than managing. It promotes and encourages the separation of governance from management and focuses on strategic direction rather than on day-to-day management.

### Board responsibilities

#### *Strategy*

- Setting long-term strategic plans and goals to promote Unicare's objectives and to ensure its commercial sustainability;
- Reviewing and approving organisation plans, budgets and major strategies.

#### *Governance policies*

- Appointing a suitably qualified Executive Director;
- Appointing a suitably qualified outside consultant, to assess confidentially the performance and remuneration of the Executive Director;
- Ensuring the regular review of policies which provide direction and focus for Unicare.

#### *Performance and compliance monitoring*

- Monitoring the organisation's performance against plans and budgets;
- Addressing risk management issues to safeguard the organisation;
- Monitoring compliance with relevant laws, funding and licensing requirements;
- Approving major asset purchases, divestments and investments;
- Approving annual reports including audited financial statements.

#### *Services*

- Actively encouraging the continuous adoption of innovative educational strategies;
- Actively encouraging and supporting the professional development of staff;
- Monitoring the quality of the physical environment, facilities and culture at Unicare.

## **Unicare Board – Governance Policy 1.2**

### **Required attributes of a Unicare Board member**

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- 1) Be passionate about Unicare and share the centre's philosophy.
- 2) Have an understanding of the difference between governance (the Board's role) and management (the Executive Directors' role).
- 3) Recognise the requirement as a Board member to act in the interests of Unicare, not in a personal, representative or sectoral manner.
- 4) Make a commitment to regularly attend all Board meetings.
- 5) Be willing to actively participate in and contribute at Board meetings.
- 6) Be willing to actively contribute to strategic planning and the delivery of identified tasks and projects.
- 7) Be willing to provide constructive input to the Board's decision making processes.

## **Unicare Board – Governance Policy 1.3**

### **Induction of new Unicare Board members**

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#### **Induction activities**

When elected, Board members will be provided with a brief induction and overview of the role, responsibilities and strategic direction of the Board. This will include an overview of all current matters, including political and physical environment, staffing, ongoing Board projects, financial position as well as the difference between governance and management.

#### **Board Manual**

When elected, Board members will be provided with a copy of the Board Manual by the Executive Director.

#### *Responsibilities:*

It is the Board member's responsibility to:

- Familiarise themselves with the contents of the Board Manual before attending their first meeting;
- Ensure that documents which are updated during the year by the Board are added to their copy of the Board Manual.

The master copy of the Manual is maintained by the Board Secretary.

#### **Board Manual contents**

The Board Manual includes:

1. Unicare Philosophy and parent's handbook;
2. University Childcare Club Inc Constitution;
3. Unicare Board Governance Policies;
4. Unicare Lease Agreement with the University of Western Australia;
5. Latest Annual Report;
6. Schedule of Meeting Dates for the current calendar year.

## **Unicare Board – Governance Policy 1.4**

### **Duties of Unicare Board members**

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#### **Responsibilities**

Board members have strategic responsibility for the successful and sustainable operations of Unicare and for monitoring its financial viability.

#### **Duties**

Board members will:

1. Proactively support Unicare's objective and philosophy as per Governance Policy 1.1;
2. Act in the interests of Unicare as a whole, not in a personal, representative or sectoral manner, in keeping with Governance Policy 1.2;
3. Discharge their duties professionally, in good faith, honestly and in good humour;
4. Act with care, diligence and ethical responsibility in their decision making;
5. Not take improper advantage of their position as a Board member or make improper use of information gained through this role;
6. Read Board papers, be prepared for Board meetings, attend Board meetings regularly, and actively participate in and make constructive contributions to Board meetings;
7. Be willing to undertake a share of assigned Board tasks or projects;
8. Have no role in the day to day management of Unicare, including making any representations or agreements with parent users, employees, suppliers, the University of Western Australia or other parties or organisations unless such authority is explicitly delegated by the Board;
9. Contribute to the making of informed and objective decisions regarding the operation of Unicare;
10. Support the consensus decisions of the Board in their discussions with internal and external stakeholders;
11. Maintain confidentiality of the Board's discussions at all times, as per Governance Policy 2.1;
12. Avoid and declare any conflict of interest, as per Governance Policy 2.2;
13. Not engage in conduct likely to discredit the reputation of Unicare's operations, staff or its Board.

## Unicare Board – Governance Policy 1.5

### Role of the Chair

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#### **Responsibilities**

The key responsibility of the Chair is to facilitate the operation of the Board to ensure the ongoing strategic direction and commercial viability of Unicare as a provider of high quality child care services.

#### **Duties**

The key duties of the Chair are to:

##### *Meetings*

1. Preside at and facilitate all general, annual and special Board meetings, including the full and objective consideration of strategic business issues to ensure the ongoing sustainability of Unicare;
2. Promote and encourage a collaborative, professional and constructive atmosphere which supports objective decision-making;
3. Collaborate with the Executive Director and/or Secretary regarding the agenda for each meeting;
4. Ensure accurate minutes of meetings are taken and confirmed.

##### *General*

1. Ensure there is effective communication within the Board;
2. Collaborate with the Executive Director to recruit suitable Board members as the need arises;
3. Lead timely discussions on the strategic planning and direction of Unicare;
4. Implement actions assigned by the Board;
5. Monitor the performance of the Executive Director on behalf of the Board. This includes arranging and reviewing the Executive Director's annual performance review as per Governance Policy 3.2 and informing the Board of the outcome at the end of each 12 month cycle;
6. Collaborate with the Executive Director to address critical issues impacting on the operation and reputation of the Centre, where it is not practical or expedient to involve the Board. The Chair will make the Board aware of the issue/s at the next Board meeting and the resolution achieved;
7. Undertake strategic projects and tasks as assigned by the Board.

##### *Other Duties*

As per Governance Policy 1.4: Duties of Board Members.

## Unicare Board – Governance Policy 1.6

### Role of the Secretary

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#### **Responsibilities**

The key responsibility of the Secretary is to make and keep accurate records of all Board meetings and decisions, as well as facilitate communication between Board members.

#### **Duties**

The key duties of the Secretary are to:

##### *Meetings*

1. Prepare an agenda for all meetings in consultation with the Executive Director and Board Chair, and distribute it to members;
2. Draft minutes of general, annual and special meetings.

##### *General*

1. Facilitate the induction of newly elected members;
2. Assist with effective communication within the Board;
3. Assist with implementation of governance principles and plans;
4. Research previous minutes as required;
5. Implement actions assigned by the Board;
6. Undertake strategic projects and tasks as assigned by the Board.

##### *Record-keeping*

1. Retain confirmed copies of Minutes;
2. Ensure separate copies of all meeting papers are retained on Unicare's Office Cloud;
3. Ensure formal correspondence to and from the Board is retained on Unicare's Office Cloud.

##### *Other Duties*

As per Governance Policy 1.4: Duties of Board Members.

## Unicare Board – Governance Policy 1.7

### Role of the Treasurer

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#### **Responsibilities**

The key responsibility of the Treasurer is to monitor on a monthly and annual basis all relevant financial aspects of Unicare's operations and inform the Board members so the financial impact of major decisions and monthly financial performance can be adequately assessed.

#### **Duties**

The key duties of the Secretary are to:

##### *Meetings*

1. Provide the Board with a detailed monthly analysis report of Unicare's financial performance and position;
2. Provide advice to the Board on financial performance, projections and the potential financial impact of decisions and proposals.

##### *General*

1. Facilitate preparation of annual budgets by establishing budget principles and financial parameters for Board approval (and to guide Board members);
2. Monitor Unicare's financial position and ensure compliance with the financial requirements of its not-for profits status;
3. Undertake strategic projects and tasks as assigned by the Board.

##### *Other Duties*

As per Governance Policy 1.4: Duties of Board Members

## Unicare Board – Governance Policy 2.1

### Confidentiality

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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.

In carrying out their role (see Governance Policies 1.1 and 1.4), Board members must protect and keep confidential all information provided to or discussed by the Board, unless the express permission of the Board is given to disclose such information or when required by law. This applies to all Board members during and after their service as a Board member.

Decisions of the Board, as recorded in the confirmed Minutes of meetings, are not confidential unless directed as such by the Board.

The following information is confidential, unless otherwise expressly stated by the Board:

1. Any information about individual staff members, children and families;
2. Information related to discussions and deliberations on business issues and decisions by the Executive Director and/or the Board.
3. Board agendas and meeting papers (excluding confirmed Minutes).

Board members must not use confidential information for their own personal benefit or to benefit persons or entities outside Unicare.

Board members will not make statements to the media about or on behalf of Unicare, unless expressly requested to do so by the Board.

## Unicare Board – Governance Policy 2.2

### Conflict of interest

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#### Background

When serving on the Board, members must act honestly, in good faith, and in the best interests of Unicare. Members must declare any real or perceived conflict of interest between their role as a Board member, and their private or professional lives.

A conflict of interest exists or may exist when a member of the Board has a professional or personal interest that:

- competes with, or might compete with, the interests of Unicare;
- puts the Board member in a position where they can or might be able to exploit a professional or official capacity in some way for their personal or professional benefit.

A conflict of interest, or the potential for it, can be actual or perceived. Even if there is no evidence of improper actions, a conflict of interest can create an appearance of impropriety that can undermine confidence in the ability of that person to act properly in their position.

#### Policy

All Board members, as clients or employees of Unicare, acknowledge the existence of a conflict of interest that is inherent in their other roles and their Board positions. When making decisions regarding Unicare's strategy, governance or operations, all Board members commit to considering Unicare's interests ahead of any personal or professional interests.

If a conflict of interest cannot be dealt with through this general acknowledgement, the Board member/s will take steps to mitigate the conflict by:

- specific disclosure;
- abstaining or withdrawing from the discussion and the decision;
- ensuring third party / arm's length transactions; or
- relinquishing their membership of the Board.

Each member of the Board will sign a copy of this policy and the signed copy will be kept on record as an indication of each Board member's acknowledgement of their obligations and commitment to managing them.

Name of Unicare Board member: .....

Signature: .....

Date: .....

## **Unicare Board – Governance Policy 3.1**

### **Position Description for the Executive Director**

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The Unicare Executive Director provides effective overall leadership and efficient daily management of the entire Unicare organisation, within the strategic guidelines set by the Unicare Board. The following essential and desirable skills, experiences and qualifications are required for appointment to the role.

The Executive Director will participate in an annual performance review as outlined in Governance Policy 3.2.

#### **Essential Skills, Qualifications and Experience**

- Considerable experience in a similar management role;
- Tertiary qualification in Children's Services, Child Care or equivalent;
- Demonstrated understanding of the current issues and trends in Children's Services as they apply to the management of Unicare operations;
- Demonstrated leadership experience and interpersonal skills, including relationship building, negotiation and conflict resolution;
- Demonstrated knowledge and application of the National Quality Framework (NQF) and the Early Years Learning Framework (EYLF), Education and Care Services National Regulations and Law, as well as current Health and Safety Act and Regulations;
- Demonstrated initiative, self-motivation and time management skills;
- Strong oral and written communication abilities;
- A working understanding of all relevant policies and regulations related to the employment of staff, including the Equal Opportunity and Fair Work Australia Act;
- Demonstrated innovation starter in the delivery of Children's services;
- Proven skills in the management and professional development of a diverse team
- Federal police clearance;
- Working with Children Check (WWC Card).

#### **Desirable Skills and Experience**

- Involvement in CareWest;
- Experience in working within a diverse cultural environment;
- Previous experience with a governance board.

#### **Key Accountabilities:**

The delivery of:

- High quality early childhood education and care, based on the Early Years Learning Framework
- Strong and trusting relationships between children, families, and staff;
- A positive organisational culture, based on teamwork and professionalism;
- Positive parent participation in service provision;
- Cost effective service provision and the best investment of available resources;
- Regulatory compliance.

## Key Responsibilities

<b>Operational Leadership &amp; Strategy</b>	<p>The Executive Director provides leadership, accountability and day-to-day management of Unicare's operations and collaborates with the Board on the Centre's strategic direction, governance and annual strategic planning process. This includes:</p> <ol style="list-style-type: none"><li>1. Leading, promoting and monitoring the development, implementation, and evaluation of a relevant and responsive child-centred curriculum;</li><li>2. Managing and facilitating the provision of a safe, caring and comfortable environment for the Centre's children;</li><li>3. Ensuring that all policies and practices at Unicare are comparable with best practice;</li><li>4. Actively participating in implementation of Unicare's annual strategic plan, including providing insight and advice on the current external and regulatory environment as well as internal factors which may influence it;</li><li>5. Developing, implementing and monitoring the achievement of operational plans for the Centre and report progress to the Board;</li><li>6. Managing the cost effectiveness, commercial viability, affordability and competitiveness of the Centre.</li><li>7. Preparing and managing the annual operating budget and providing advice to the Treasurer and the Board on critical issues, trends and significant deviations from the approved budget;</li></ol>
<b>Staff Development &amp; Culture</b>	<p>Develop and maintain a positive culture within Unicare, which supports its Objectives and Philosophy by:</p> <ol style="list-style-type: none"><li>1. Providing professional leadership to staff and maintaining a high level of professionalism and service quality through effective staff recruitment, selection, appraisal and feedback;</li><li>2. Identifying and supporting professional development of staff to expand their skills and competencies;</li><li>3. Developing and fostering a positive, open and supportive staff culture and work environment.</li></ol>
<b>Continuous Improvement</b>	<p>Create a culture of quality and continuous improvement for all areas of Unicare's operations by:</p> <ol style="list-style-type: none"><li>1. Researching new and innovative initiatives, practices and opportunities for the enhancement of services and skills within Unicare;</li><li>2. Developing, reviewing and evaluating operational policies and guidelines and ensuring they are aligned to contemporary best practice;</li><li>3. Providing a role model for staff in relation to continuous development of skills and competencies.</li></ol>
<b>Stakeholder Management</b>	<p>Proactively develop and maintain positive relationships with key stakeholders, including the Unicare Board, current and prospective families, selected UWA departments, funding bodies and relevant Regulatory organisations. This will include:</p> <ol style="list-style-type: none"><li>1. Promoting and facilitating meaningful parent communication and participation;</li><li>2. Promoting and facilitating stakeholder involvement in Unicare;</li></ol>
<b>Compliance</b>	<p>Ensure the Centre meets all relevant legislation and regulations, including:</p> <ol style="list-style-type: none"><li>1. Workplace Health &amp; Safety;</li><li>2. Education and Care Services National Regulations;</li><li>3. Funding agreements.</li></ol>

## Unicare Board – Governance Policy 3.2

### Performance Review of Executive Director

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#### Policy

The performance review for the Executive Director will be conducted annually by a suitably experienced external person, appointed by the Unicare Board.

The aim of the performance review process is to provide professional support and mentoring to the Executive Director in undertaking their role through:

- Identifying and developing their leadership and management strengths;
- Acknowledging key achievements;
- Identifying personal development opportunities to enhance experience, skills and abilities;
- Ensuring a sustainable workload
- Setting personal and operational goals for each 12 month period including agreeing on the timeframes and support required to achieve them.

A written record of the performance review meetings will be made. The outcome of the performance review will be reported to the Unicare Board, but the content will remain strictly confidential to the Board and the Executive Director. Copies of the record will be retained by the Chair and the Executive Director.

The Performance Review will have a 12 month cycle and will include a mid-term meeting to discuss progress and issues impacting on achievement of the agreed goals. More frequent meetings during the 12 month cycle may be undertaken if required.

#### Process

1. Prior to the first meeting in the 12 month cycle, the Executive Director will prepare an outline of the key business and related personal goals or objectives they consider important to achieve during that cycle. In preparing this outline the Executive Director should consider:
  - What aspect of being Director gives you the greatest satisfaction?
  - What aspect of being Director is most frustrating?
  - What keeps you from being as effective as you would like to be in your position?
  - If you had the power to change anything about your job, what would you change?
  - Why would this be an improvement over the existing situation?
  - Do you obtain the support you need from the Board?
2. The external Consultant or nominated person will prepare a list of key business and related personal goals necessary to continue the delivery of quality services at Unicare. These goals will include and complement key aspects of the Unicare strategic plan. These will also include input from the Unicare Chair on items for inclusion that may be additional to the strategic plan.
3. The two parties will meet and through discussion and consensus, agree on the content of the Performance Review and the timeframes for their achievement.

4. At a mid point in the 12 month cycle the two parties will meet and discuss progress to that point and any issues which are limiting the achievement of the agreed goals. Strategies to overcome any hindrances will also be agreed.
5. At the end of the 12 month cycle the two parties will meet and discuss the achievement of the set goals and strategies for future development which have become apparent during the cycle. Agreement will also be reached on the date of the first meeting of the next cycle. The Board Chair will be advised of the outcome of this review cycle.

## Unicare Board – Governance Policy 3.3

### Budget Principles

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#### **Budget preparation and monitoring**

A draft Unicare budget for the next calendar year must be presented by the Executive Director to the Board for comment at the October Board meeting.

The final budget, incorporating any feedback, is to be presented to the Board for approval at the November Board meeting and will include a high-level comparison to the current year's budget and an estimate of the projected changes to key items for the next year.

Monthly and annual budget monitoring, analysis and reporting to the Board will be provided at each monthly meeting by the Treasurer, with input from the Executive Director.

#### **Operating Balance**

The Operating Balance is calculated as the difference between Total Income and Total Expenditure plus Payroll Costs (including Depreciation). It is expected to be as close as possible to zero on an annual basis, with the exception of the Operating Margin, defined in the next paragraph.

#### **Operating Margin**

The Operating Margin is calculated as the Operating Surplus (or Deficit) divided by the Total Income. The purpose of this ratio is to identify what "margin" Unicare is retaining from its Total Income that will enable future investment in the centre, or necessitate future divestments, and that will also enable absorbing any unforeseen minor financial pressures.

**The budget target for the Operating Margin is between 1% and 4.0%.**

Note: This target must be reviewed annually by the Unicare Board giving consideration to the overall desired strategic direction and the specific requirements for retaining Unicare's not-for-profit status.

#### **Salary Percentage**

The Salary Percentage is defined as the Total Payroll Cost expressed as a percentage of Total Expenditure plus Payroll Costs. Given that salaries comprise the majority of Total Expenditure, effective management of salary costs is critical.

**The budget target for salaries as a percentage of Total Expenditure is 85% +/- 3%.**

Note: this percentage is driven largely by Unicare's staff profile, which will be impacted by the need to attract/retain appropriately skilled and experienced staff when required. This budget target will be reviewed annually by the Unicare Board giving consideration to available trend data, the anticipated number of children, known future costs and any available benchmark data.

#### **Out of budget expenditure**

The Executive Director, or designated delegate, has the authority to approve all Centre expenditure decisions within the agreed total annual budget. Any expenditure which is more than \$10,000 above the agreed budget for each line item must be referred to the Unicare Board for approval before commitment.