



**Matt O'Sullivan**

SENATOR FOR WESTERN AUSTRALIA

Mr Tony Cook PSM  
Secretary  
Department of Education  
Via email: [tony.cook@education.gov.au](mailto:tony.cook@education.gov.au)

Dear Secretary,

I write on behalf of Coalition Senators ahead of the 2024-25 Senate Budget Estimates hearings which will take place tomorrow to request the Department of Education provides the Committee with "all other correspondence and any other briefing documents, formal or informal, internal advice, messages and emails in relation to Studio Schools".

In particular, we are seeking any further response from Studio Schools, including all relevant documents, to the Department's letter of 8 February 2024, along with any further correspondence between the Department and Studio Schools including all relevant documents. We note Studio Schools' response was due by 4 March 2024.

Providing Coalition Senators with information ahead of Senate Estimates as requested not only assists senators in their important role to scrutinise government expenditure, but also the Department of Education (Department) by ensuring that relevant information is on hand during the hearings.

I request that the Department provides this information to the Education and Employment Legislation Committee by **9:00am on Wednesday 5 June 2024**.

Yours sincerely,

**Matt O'Sullivan**  
Senator for Western Australia

4 June 2024

Cc: EEC Committee Secretariat



**Australian Government**  
**Department of Education**

Our Ref: EC24-001665

Secretary  
Tony Cook PSM

Senator Matt O'Sullivan  
Senator for Western Australia  
Parliament House  
CANBERRA ACT 2600

Dear Senator

Thank you for your letter of 4 June 2024, on behalf of Coalition Senators, regarding the Department of Education's appearance at the 2024–25 Budget Estimates hearing.

The attached information addresses your requests where information is readily available within the timeframe provided. Officials from the department are prepared to discuss this and other matters at the hearing.

Yours sincerely

A handwritten signature in blue ink that reads "Tony Cook".

Tony Cook

5 June 2024

## Education - Schools Assurance Cases

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**From:** Sam Kronja <sam.kronja@studioschools.edu.au>  
**Sent:** Thursday, 29 February 2024 2:01 PM  
**To:** Education - Schools Assurance Cases  
**Cc:** Helen Drennen; [REDACTED]; [REDACTED]  
**Subject:** Response: S39A Letter to Studio Schools Australia Ltd [SEC=OFFICIAL]  
**Attachments:** [REDACTED] Response Letter - 29 Feb 2024.pdf; Attachment 1 - Organisational Charts.pdf; Attachment 2 - Conflict of Interest Policy.pdf; Attachment 3 - SSA Board Charter.pdf

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Dear [REDACTED]

Please find attached our response to your letter dated 8 February 2024.

Should you have any questions or queries, please feel free to contact me via email or my mobile [REDACTED].

Kind regards

Sam

**Sam Kronja**  
Chief Financial Officer  
[www.studioschools.edu.au](http://www.studioschools.edu.au)



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**From:** Education - Schools Assurance Cases <SchoolsAssuranceCases@education.gov.au>  
**Sent:** Thursday, February 8, 2024 12:40 PM  
**To:** Sam Kronja <sam.kronja@studioschools.edu.au>  
**Cc:** Helen Drennen <Helen.Drennen@studioschools.edu.au>; Geraldine Allen <Geraldine.Allen@studioschools.edu.au>  
**Subject:** S39A Letter to Studio Schools Australia Ltd [SEC=OFFICIAL]

Dear Mr Kronja

Please find attached a letter from the Director of the Compliance and Reviews team, [REDACTED].

Regards

[REDACTED]

██████████  
Compliance Officer

Compliance & Reviews | School Assurance Branch | Funding and Data Division  
Australian Government Department of Education  
Working on Ngunnawal Country  
[Website](#) | [LinkedIn](#) | [Instagram](#) | [Facebook](#) | [X](#) | [Newsroom](#)



The Department of Education acknowledges the Traditional Owners and Custodians of Country throughout Australia and their continuing connection to land, waters and community. We pay our respects to them and their cultures, and Elders past and present.

The artwork *Guwanyí wingara yirabana* is our story. It means 'learning journey' in Dharug/Darug language. Designed by Trevor Eastwood from Dalmarrri with our people, the artwork was made by many hands in a powerful gesture showcasing reconciliation in action.

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29 February 2024

██████████  
Director, Compliance and Reviews  
PO Box 9880  
Canberra ACT 2601

Dear ██████████

**REQUEST FOR INFORMATION UNDER SECTION 39A OF THE AUSTRALIAN EDUCATION  
REGULATIONS 2023**

Please find below (and attached) our response to your letter dated 8 February 2024. Each item is answered with direct reference to the numbered items in your letter.

**Conflict of interest matters**

1. Drennen Consulting last operated on 30 November 2021 and has not operated since. Dr Drennen was appointed to the staff and entered an Employment Agreement on 1 December 2021.
2. (a) The value of services provided by Drennen Consulting services to SSA since 1 July 2022 is \$0.  
  
(b) There have been no Board discussions re the engagement of Drennen Consulting since 1 July 2022. Drennen Consulting has not been engaged since 30 November 2021, which is well before the Yiramalay Studio School was transferred to Studio Schools of Australia on 1 July 2022.  
  
(c) There are no records of conflict of interest as Drennen Consulting has not been engaged since 30 November 2021, which is well before the Yiramalay Studio School was transferred to Studio Schools of Australia.
3. See Attachment 1 – Organisational Charts

4. A Register of interests is kept which captures all interests and conflicts. There is an agenda item at every Board meeting for conflicts of interest and the Chair asks all members if there are any declarations of conflict with any items on the agenda and if there is a perceived conflict, a Board member will be asked to leave the meeting for discussion of that item.

The Conflict of Interest Policy is attached – See Attachment 2

5. See Attachment 3 – SSA Board Charter.

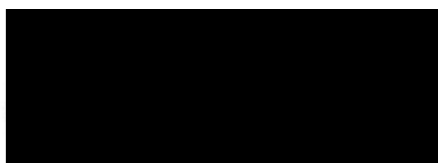
**Matters in relation to the constitution**

6. Studio Schools has not utilised clause 11.3(d) of the constitution since 1 July 2022. Your comments are acknowledged, and the Board will review this provision in the SSA Board Constitution but note that this provision is not uncommon for Independent school Boards.

**Reporting of the 2022 audited financial statement (AFS)**

7. We confirm that for the 2023 AFS and beyond, SSA plans to submit its audited financial statements on a calendar year basis.

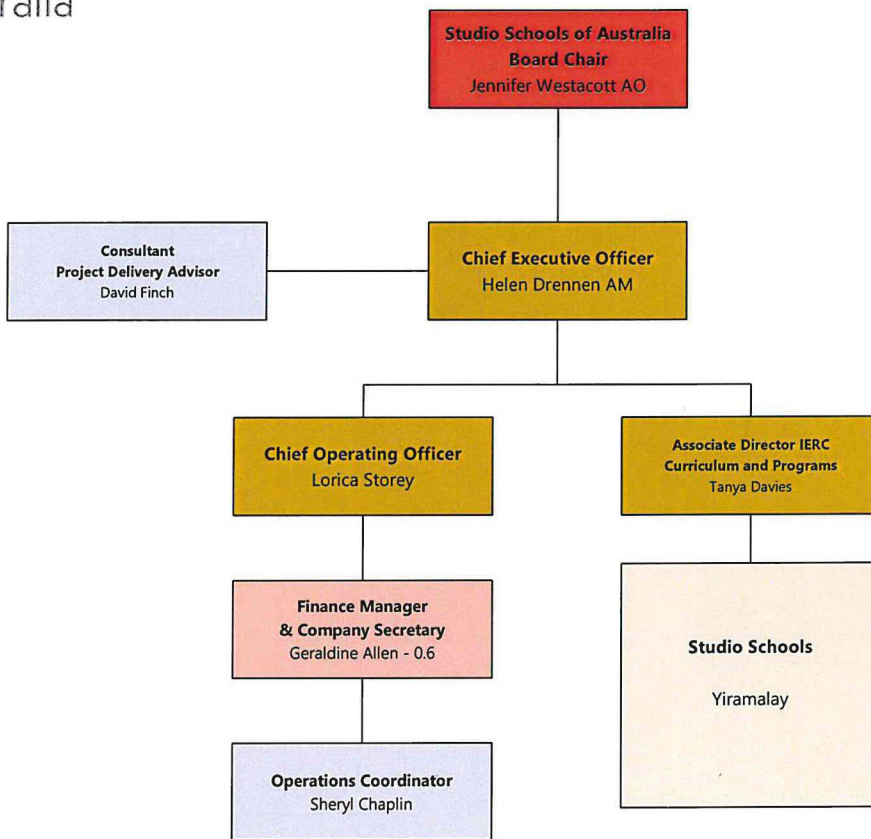
Yours sincerely



Professor Jennifer Westacott AO  
Chair



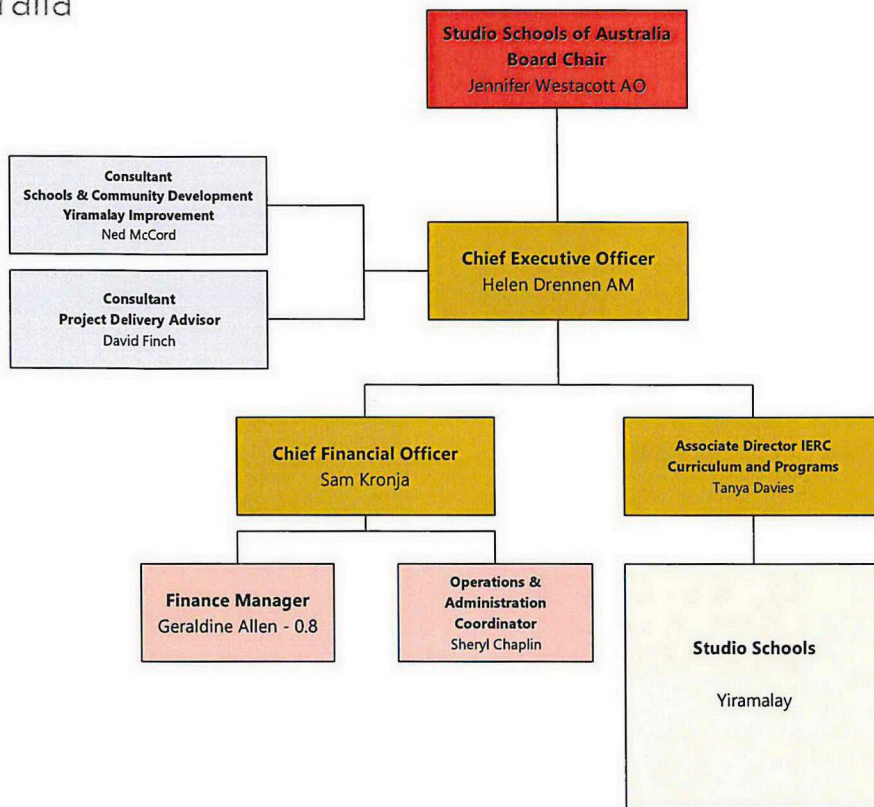
### Studio Schools of Australia Ltd (SSA) Organisational Chart



As at 1 July 2022



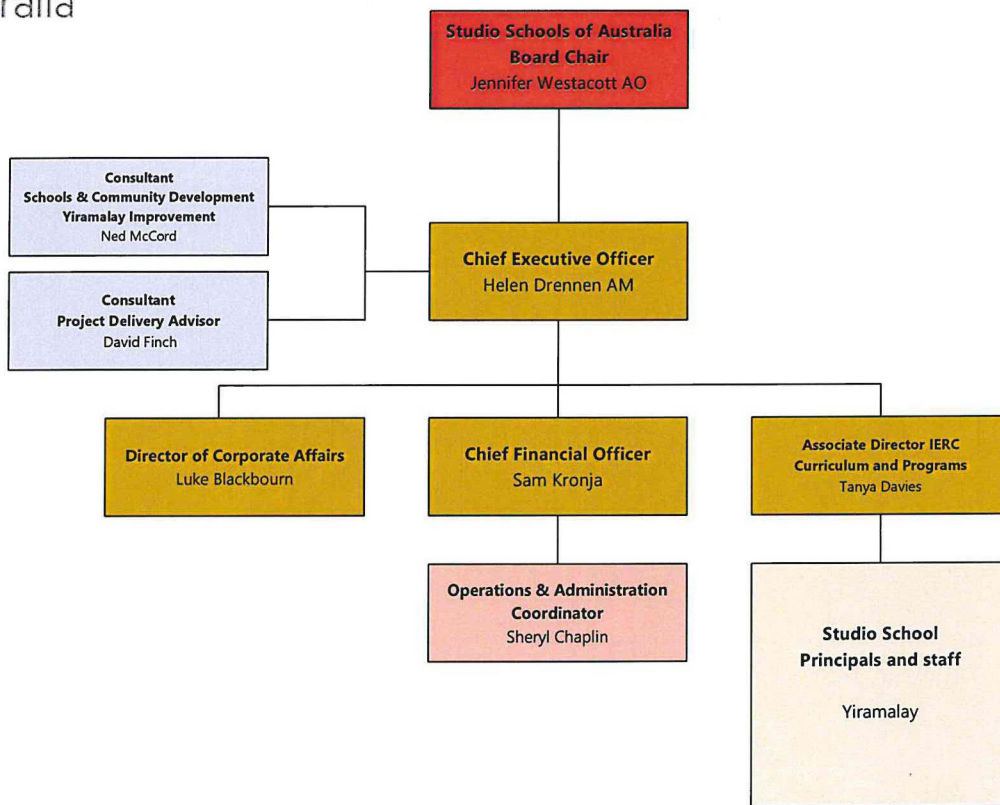
## Studio Schools of Australia Ltd (SSA) Organisational Chart



As at 31 July 2023



## Studio Schools of Australia Ltd (SSA) Organisational Chart



As at 14 November 2023

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## CONFLICT OF INTEREST POLICY

**Version Number:** 2

**Date Approved:** 29 November 2023

**Responsible Person:** Company Secretary

**Approved By:** SSA Board

**Next Review Date:** 29 November 2024

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### 1. High standards

Studio Schools of Australia Ltd wishes to adopt a high standard of conduct to ensure all perceived, actual and potential conflicts of interest are disclosed. This will avoid not only real conflicts of interest affecting the responsible decision making of the Board but also avoid any perception of conflicts of interest in relation to the decision making.

### 2. What is a conflict of interest for this policy?

A conflict of interest exists where loyalties of Board members are divided. If a Board member's interests or other duties may affect his or her decision making or may be seen to possibly affect his or her decision making as a Board member of the company or may be affected by a decision of the company, then this interest is covered in this code of conduct.

Conflicts of interest cover any real or sensible conflicts the Board members may have with other duties owed, such as being a Board member or trustee of another company or trust, and conflicts with a personal interest, such as the interests of an associate or relative. For example, offering the services to the company of a business the Board member or family member is involved in.

Board members representing a stakeholder group, e.g. users of the services of the company or trust, must ensure that they are acting in the interests of the purposes of the company and not just in the interests of the stakeholder group. The conflicting interest may arise as a result of the Board member's employment, consultancy or personal interests, often, but not limited to, financial investment.

A Board member can have a potential conflict of interest if any decision they make as a Board member may provide an improper gain or benefit to themselves or an associate. Board members perform their functions subject to many influences and loyalties but this conflict of interest code of conduct applies to those types of interests and duties which have the possibility or the perception that they could influence the Board members when making judgements relating to the company. The issue normally arises only in relation to pecuniary interest, but it does extend to all influences, loyalties, interest or duties which may affect or be seen as likely to affect the Board member in his or her decision making for the company.

### 3. What must a director do?

#### a) Disclosure

- i. Board members must disclose to the Board, through the Secretary their employment, their connection to any stakeholder group and other Board memberships, as well as any actual potential or perceived conflict of interest.
- ii. The company secretary will keep a list of disclosures to be provided to any Board member on request and to new Board members for their information.
- iii. Board members must disclose any actual, potential or perceived conflicts of interest to the Chair prior to a Board meeting where the conflict may be relevant or to the Board members at a Board meeting prior to discussions.
- iv. Board members must ensure any change in circumstances relevant to the disclosure of interest is advised to the Chair, Secretary or all Board members at a Board meeting considering a matter that gives rise to or may give rise to that Board member having an actual, potential or perceived conflict of interest.
- v. If the Board member wishes to keep the matter giving rise to the possible conflict confidential, he or she may just advise Board members that he or she has a conflict with the matter under discussion and that the protocol will apply.

#### b) Protocol

If there is a conflict of interest, or the Board members or Chair have decided there is sufficient potential for a perceived or actual material conflict to arise so as to apply the protocol, then the Board member:

- i. will not receive the papers on the matter, but will be advised that certain papers have been excluded;
- ii. cannot be present (by phone or in person) when the matter is considered unless permitted by law and the other Board members resolve that the Board member in question can stay; and
- iii. cannot vote on the matter.

#### c) Open discussion

- i. When any matter is being discussed at Board level, any Board member may query another Board member as to whether they consider they have a possible conflict of interest with the matter under discussion.
- ii. This matter should then be discussed and considered by the Board and if the Board (other than the Board member who is being queried) considers that there may be a possibility of a perceived or actual material conflict of interest, then disclosure must be made, and the protocol must apply.
- iii. If a Board member is uncertain as to whether he or she has or may have a perceived or actual material conflict of interest, he or she must disclose this at the Board meeting discussing the matter or with the Chair.

**d) Records**

Any discussions, disclosures, resolutions and the application of the protocol relating to a conflict of interest should be recorded in the Board member's minutes.

**e) Confidentiality**

- i. Board members must remember that board papers and matters discussed at board meetings are confidential as each Board member has a duty to maintain the confidentiality of information he or she learns by virtue of his or her position as Board member.
- ii. If there is a need or desire by a Board member to disclose or report on resolutions or matters discussed at board meetings, or information gained as a result of the being a Board member, to third parties, then the disclosure or reporting can only be made with the consent of the Board members at the meeting or by the Chair.

**f) Chair's role**

- i. The Chair will be available to discuss with any Board member the application of this procedure to particular circumstances and provide guidance as to whether he or she should be making a disclosure or whether the protocol should apply.

The Chair shall also seek to remind the Board members from time to time of their obligations and commitments under this policy and this policy will be given to any new Board members.

# Board Charter

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Studio Schools of Australia Ltd  
Adopted by the Board on 12 March 2020  
Updated 20 July 2021

## **INDIGENOUS EDUCATION WORKING TOGETHER**

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# Board Charter

This charter is suitable for any entity registered on the ACNC. The description of the Board can cover a Committee of Management and the word 'Board' can be changed as appropriate. There are a number of options in some sections and this can be adjusted to have different emphasis as the particular entity thinks most suits that entity. The parts essential for the ACNC are noted.

## 1 Purpose of the Board Charter

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The Board of Studio Schools of Australia Ltd has adopted this Board Charter to outline the manner in which its powers and responsibilities will be exercised and discharged by the Board members.

The Charter ensures compliance with the principles of good governance, the Australian Charities and Not-for-profits Commission (**ACNC**) Governance Standards and applicable laws.

This Charter includes an overview of:

- (a) the role and responsibilities of the Board;
- (b) the requirements and duties of Board members;
- (c) Board size and composition;
- (d) the relationship and interaction between the Board and management;
- (e) the authority delegated by the Board to management and Board Committees;
- (f) Board procedures; and
- (g) transparency and accountability.

The Board Charter and the charters adopted by the Board for its Committees have been prepared and adopted on the basis that strong corporate governance can add to the performance of Studio Schools of Australia Ltd and engender the confidence of the community.

This Charter is to be reviewed by the Board as required and this is recommended annually.

This Charter is to be signed by each Board member and given to and signed by all new Board members.

## 2 Purpose and activities of Studio Schools of Australia Ltd

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### 2.1 Purpose

The entity must act for a charitable purpose and in a manner consistent with a not-for-profit nature under ACNC Governance Standard 1.



The primary role of the Board is to ensure Studio Schools of Australia Ltd carries out its purposes as expressed in the Constitution, which are to empower and equip young Indigenous people in need by establishing Studio Schools which, without limitation:

- (a) provide free tuition and a comprehensive program of education co-designed with Aboriginal community leaders, uniquely tailored to restore, enrich, reclaim and strengthen cultural identity, and designed to break the cycle of helplessness and disadvantage
- (b) provide free or subsidized residential accommodation, healthcare, meals, school uniforms, transportation and excursions
- (c) provide life skills in relation to interpersonal relations, consequences of actions and behaviours, mental health and well-being and suicide prevention
- (d) provide support and counselling; and
- (e) harness community partnerships to co-design and forge relevant educational and employment pathways thereby supporting Indigenous families and children to complete secondary education and to take pathways to further education and employment, breaking the cycle of helplessness and disadvantage

## **2.2 Mission statement**

The company's mission is to enable Indigenous students to lead their own advancement and to take a valuable and meaningful place in their own communities and within Australia as a nation.

## **2.3 Not-for-profit**

The Board must ensure the not-for-profit nature of Studio Schools of Australia Ltd is maintained by not providing any profit, distribution or benefits to members or Board members other than in carrying out the purposes.

## **2.4 Activities**

The main activities are: developing Indigenous community partnerships, liaising with Traditional Owners and reviewing and selecting suitable sites, building community relations and connections with local Indigenous industry and business, engaging with schools and universities across Australia wishing to partner with a Studio School, developing a comprehensive program of education co-designed with Aboriginal community leaders, providing cultural induction led by Indigenous elders *on country* for Indigenous and non-Indigenous teachers and researchers, building Studio Schools and supporting each Studio School's Steering Committee in the operation of the school.

## **2.5 Stakeholders**

The key stakeholders are: Indigenous communities, families and children, teachers and staff (Indigenous and non-Indigenous), Studio School partner schools and universities, local community businesses, Studio School Steering Committee members, Commonwealth and State/Territory Government funders, public and private donors and friends

## 3 Entity type, charity and Tax Status

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### 3.1 ABN

The charity's name Studio Schools of Australia Ltd and ABN as listed on the Australian Business Register is: 82 637 122 644

### 3.2 Entity type

Studio Schools of Australia Ltd is a registered public company limited by guarantee with Australian Company Number 637 122 644

### 3.3 ACNC

Studio Schools of Australia Ltd is on the ACNC Charity Register as a public benevolent institution

### 3.4 ATO

Studio Schools of Australia Ltd is endorsed to access the following tax exemptions: Income tax exemption from 29 October 2019, GST concessions from 29 October 2019, FBT exemptions from 29 October 2019

Tax file number is 644 256 950

## 4 Board role and responsibilities

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### 4.1 Board role

The role of the Board is to govern Studio Schools of Australia Ltd in such a way that it is able to pursue its purposes successfully.

The Board is responsible for corporate oversight of all functions relating to Finance, Funding, Legal compliance, Risk and Operations. This includes Board approval in all areas of corporate policy and practice, strategy and planning.

The Board will:

- (a) set strategy and policy for Studio Schools of Australia Ltd ensuring that there are adequate resources;
- (b) monitor and evaluate performance against purposes, strategies and plans
- (c) engage with community, understand demographics and consider the viewpoints of the various stakeholders; and
- (d) implement effective risk management strategies.

## 4.2 Board key responsibilities

The responsibilities/functions of the Board are:

- (a) selecting and appointing a CEO and evaluating the CEO's performance;
- (b) ensuring Board members:
  - (1) are not disqualified from managing a corporation, within the meaning of the *Corporations Act 2001*; and
  - (2) are not currently disqualified by the ACNC Commissioner nor have been disqualified by the ACNC Commissioner at any time during the preceding 12 months;

Board members who are under investigation and may be disqualified must resign when requested by the other Board members;

- (c) contributing to and approving development of strategy, including setting measurable goals;
- (d) approving operating budgets and sources of funding;
- (e) ensuring there are adequate staff and resources;
- (f) reviewing, ratifying and monitoring systems of risk management and internal control and ethical and legal compliance. This includes reviewing procedures to identify the main risks associated with Studio Schools of Australia's activities and the implementation of appropriate systems to manage these risks;
- (g) monitoring performance, impact and implementation of strategy and policy;
- (h) approving major capital expenditure, acquisitions and divestitures, and monitoring capital management;
- (i) monitoring and reviewing management processes aimed at ensuring the integrity of financial and other reporting;
- (j) developing and reviewing policies, processes and procedures which seek to ensure that Studio Schools of Australia is accountable to its members and other stakeholders.

## 4.3 Key documents

- (a) Constitution 25 September 2019
- (b) Board policies: Register of Financial Delegations and the Credit Cards Financial Transactions Card Policy.
- (c) Strategic plan dated [*insert date*]
- (d) Annual reports.
- (e) Key funding agreements.

## 4.4 Board sub-committees

Education, Finance and Risk Management, and Governance Committees.

## 5 Commitment of Board members

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Board members will:

- (a) use all reasonable endeavours to attend every Board meeting either in person or by phone;
- (b) maintain a strong commitment to the purposes of Studio Schools of Australia and its not-for-profit character;
- (c) participate in any induction and Board programs and all training arranged for them;
- (d) be well informed on the activities of Studio Schools of Australia and the issues affecting the activities;
- (e) be well informed on all matters to be discussed by the Board and participate in discussions and express their views at Board meetings;
- (f) be well informed on the finances and the financial management to ensure the Board is responsible and there are adequate resources for on-going operations;
- (g) be involved in at least one Committee;
- (h) adhere to all policies of Studio Schools of Australia;
- (i) treat all Board meetings and Board discussions as confidential and not share Board papers or Board discussions outside of the Board, without the Board's permission;
- (j) if appointed as a representative, or if otherwise on the Board to represent an interest or stakeholder group, ensure that decisions are made in the interests of Studio Schools of Australia as a whole and not only in the interests of the stakeholder group;
- (k) immediately declare a possible perceived or actual conflict of interest and follow the conflict of interest procedure and policy;
- (l) immediately notify the Chair and resign as and when requested by the Board, if they are likely to be or are:
  - (1) disqualified from managing a corporation, within the meaning of the *Corporations Act 2001*; or
  - (2) disqualified by the ACNC Commissioner.
- (m) immediately raise any concerns with the Chair or the Board on any matter, including any behaviours that may be inconsistent with the purposes of Studio Schools of Australia, this charter, any duties of the Board members or any policy;
- (n) always act in a manner which promotes the public reputation and integrity of Studio Schools of Australia

## 6 Duties and Governance standards

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These duties and standards are drafted to meet the ACNC Governance standards and the duties expressed in the Associations Incorporation Reform Act (2012) (Vic). There are no longer statutory duties under the Corporations Act applying to directors of charitable companies. The ACNC governance standards have replaced these.

Board members will:

- (a) exercise their powers and discharge their duties with the degree of care and diligence of a reasonable person in their position;
- (b) act in good faith, in the best interests of Studio Schools of Australia and to further its purposes;
- (c) not misuse their position e.g. not use the position as Board member to gain an advantage for a Board member or someone else or to the detriment of Studio Schools of Australia;
- (d) not misuse information obtained in the performance of being a Board member eg. only use this information to further the charity's purposes in its interests and not for the benefit of the Board member or someone else, nor for the detriment of Studio Schools of Australia;
- (e) disclose perceived, potential and actual conflicts of interest in accordance with the policy and procedures and not vote or participate in Board discussions if requested not to;
- (f) ensure Studio Schools of Australia's financial affairs are managed responsibly by considering the systems and processes in place to ensure the finances are effectively applied for the purposes of Studio Schools of Australia; and
- (g) not allow Studio Schools of Australia to operate while insolvent. The Board members must adequately understand the finances and ensure there are sufficient resources to pay debts as and when they are due, and that the CEO is required to inform the Board if there is a risk or possibility of this occurring.

Board members have the right to seek independent professional advice, subject to the approval of the Chair.

Board members may rely on information, in good faith, when making decisions if:

- (a) the Board member makes an independent assessment of the information;
- (b) the information is given by:
  - (1) an employee that the Board member believes on reasonable grounds to be reliable and competent in relation to the matters concerned;
  - (2) a professional adviser or expert on matters the Board member believes on reasonable grounds to be within their competence;
  - (3) another Board member or committee in relation to matters within their authority or area of responsibility.

## 7 Compliance and Risk Management

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The Board must ensure Studio Schools of Australia operates in compliance with all relevant laws and identifies and manages risks to minimise the occurrence and effects of the risks.

The Board has:

- (a) risk management committee and a risk management register;
- (b) a finance and audit committee and has an audit firm review financial risk systems [annually].

All relevant laws (Federal, State and local) have been identified to ensure compliance and are reflected in the risk management register.

The Board has a communication policy to ensure effective and consistent communication to stakeholders as part of the risk management.

## 8 Decision Checklist

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Board members will consider the attached decision checklist for material Board decisions.

## 9 Transparency and Accountability

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ACNC Governance Standard 2 requires all charities with members to be accountable to the members and to provide them an adequate opportunity to raise concerns about the governance of the entity. This can be done by providing information on finances and activities and providing an opportunity to ask questions at an annual general meeting. The Board should consider whether other means of transparency and accountability are appropriate. Where the Board members are the only members the first part below on accountability to members can be replaced by an acknowledgement that the members, as Board members, have full access to governance information and the opportunity to ask questions at any time.

### 9.1 Members

The members of Studio Schools of Australia are the Board members. As Board members, they have full access to governance information and the opportunity to ask questions at any time.

### 9.2 The public

ACNC Governance standard 1 requires information about the charity's purposes to be publicly available. The Board is not required to, but should consider whether to make an annual report and financial statements available to the public as anticipated below.

The Board will ensure Studio Schools of Australia makes available the following documents to the public on request, on the website and will lodge these with the ACNC for the ACNC public register:

- (a) purposes;
- (b) Constitution;
- (c) annual report;
- (d) annual financial statements; and
- (e) annual information statements.

## 10 Board Composition

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### 10.1 Board composition and size

Set out any requirements in the Constitution relating to the size and composition of the Board. The below template provisions will need to be amended so they are consistent with the Constitution and other policy documents. If the Board has a separate Board composition policy this section can be deleted.

- (a) It is intended that the Board should comprise a minimum of 3 and maximum of 12 Board members and comprise Board members with a broad range of skills, expertise and experience from a diverse range of backgrounds.
- (b) The Board is cognisant of the need for diversity, including a balance of age and sexes.
- (c) The Board, as a whole, should ideally have the following skills:
  - (1) experience or knowledge specific to Indigenous education, Indigenous community empowerment and intercultural understanding;
  - (2) experience or knowledge in education, community development and engagement, government funding, philanthropic funding and fundraising;
  - (3) experience on governance issues and practices;
  - (4) accounting or auditing skills;
  - (5) marketing, communications or media experience;
  - (6) strategic planning experience;
  - (7) legal experience in relevant fields;

The Board Chair and CEO will annually review the skills represented by the Board members and determine whether the composition and mix of those skills remain appropriate for Studio Schools of Australia's strategy, subject to the limits imposed by the Constitution and the terms served by existing Board members.

### 10.2 Suitability of Board members

Board members must:

- (a) not be disqualified from acting as a director under the Corporations Act;
- (b) not be disqualified from acting as a responsible entity under the ACNC Act;
- (c) be holding a Working with Children card;
- (d) not have been convicted of fraud;
- (e) not have been bankrupt

### 10.3 Selection and Appointment of Board members

Include any selection and appointment requirements in the Constitution or policy document.

- (a) Board members will be selected for their individual skills, experience and expertise which they can bring to the Board, and their suitability.
- (b) The Board will review the nomination of a potential Board member candidate.
- (c) Factors to be considered when reviewing a potential candidate include, without limitation:
  - (1) the skills, experience, expertise and personal qualities that will best complement Board effectiveness;
  - (2) the capability of the candidate to devote necessary time and commitment to the role;
  - (3) potential conflicts of interest; and
  - (4) the suitability requirements in this Board charter.

### 10.4 Retirement, term or re-appointment

Set out any provisions in the Constitution or policy document regarding retirement, re-appointment or maximum term of Board members. The below template provisions will need to be amended so they are consistent with the Constitution and other policy documents

- (a) Board members should review their appointment after 3 years with the assistance of the Chair to ensure they are still adding value to the Board, and if so, put themselves forward to the Board for re-appointment.
- (b) The Secretary will keep a schedule of appointments and re-appointments and at each AGM note the period of service of each Board member to determine if any Board member is up for review.

## 11 Board review

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The Board will annually consider the following to ensure the role of the Board can be carried out:

- (a) the size and composition of the Board;
- (b) the Board succession plan;
- (c) the necessary and desirable competencies and skills of the Board members;
- (d) the number and type of sub-committees and their size and composition;
- (e) the appointment of Board members and consideration of candidates for appointment to the Board;
- (f) the performance evaluation of the Board, Board committees and individual Board members, and the development and implementation of plans for identifying, assessing and enhancing Board member competencies;



- (g) the suitability of Board members, including satisfying itself that the Board members:
  - (1) are not disqualified from managing a corporation, within the meaning of the *Corporations Act 2001*; and
  - (2) are not disqualified by the ACNC Commissioner nor have been disqualified by the ACNC Commissioner at any time during the preceding 12 months;
- (h) any amendments required to this Board Charter; and
- (i) any remuneration issues.

## 12 Role of CEO

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- (a) The CEO leads Studio Schools of Australia and is ultimately responsible and accountable to the Board for its operational management.
- (b) The Board approves corporate objects for the CEO to satisfy and, jointly with the CEO, develops the duties and responsibilities of the CEO.
- (c) The CEO has responsibility for:
  - (1) developing strategic and business plans for approval by the Board;
  - (2) implementing strategic and business plans;
  - (3) being the public face and speaking for Studio Schools of Australia
  - (4) maintaining an effective organisational structure that clearly assigns responsibility and reporting relationships;
  - (5) developing and implementing appropriate risk management strategies;
  - (6) development of staff capacity, measurement of performance and setting of other staff remuneration levels; and
  - (7) providing regular and reliable reports to the Board which allow it to monitor performance and management of Studio Schools of Australia. However, the Board members are entitled to request additional information at any time when they consider it appropriate

## 13 Roles of Chair and Secretary

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### 13.1 Role of the Chair

- (a) The Board will appoint one of its members to be Chair each year or for a set term.
- (b) The role of the Chair includes:
  - (1) setting the board meeting agendas, with the CEO;
  - (2) leading board meetings and ensuring the minutes correctly reflect the meetings;
  - (3) providing leadership and promoting cohesive, effective teamwork by the Board;

- (4) ensuring the Board is meeting its functions, duties and responsibilities;
  - (5) ensuring proper Board delegations, reporting and monitoring systems;
  - (6) reviewing the composition and effective working of the Board;
  - (7) guiding, supporting and mentoring the CEO;
  - (8) ensuring the Board maintains an effective relationship with the CEO.
- (c) When the Chair is unable to attend a Board meeting, then those Board members present will elect a Chair for that meeting amongst themselves ensuring consistency with the charity's Constitution.

### **13.2 Role of the Secretary**

- (a) The Board will appoint at least one Secretary.
- (b) The Secretary is accountable to the Board.
- (c) The Secretary is responsible for carrying out the administrative functions of the Board, coordinating all Board business and assist in ensuring compliance.
- (d) The role of the Secretary includes:
  - (1) preparing, compiling and distributing agendas and Board papers;
  - (2) maintaining minutes of Board meetings and following-up on action items;
  - (3) ensuring the necessary paper-work and resolutions are effective for change in the composition of the Board, change to auditors and any changes required to be submitted to the members;
  - (4) maintaining member registers or other registers as required;
  - (5) communication with regulatory bodies and all statutory, financial and other necessary filing;
  - (6) ensuring compliance with legislation and reporting requirements, as applicable; and
  - (7) undertaking any other roles clearly delegated to the Secretary or required by the Board.

# Attachment 1

Studio Schools of Australia Ltd

## Board Members' acknowledgment of Board Charter

---

I, \_\_\_\_\_, Board member of Studio Schools of Australia Ltd, have read the Board Charter of Studio Schools of Australia Ltd, adopted by the Board on 12 March 2020.

I am aware that I am subject to the requirements and duties as a Board Member at law and those set out in the Board Charter. I will comply with these requirements and duties.

I will resign as a Board member of Studio Schools of Australia Ltd if I have been:

- (a) disqualified from managing a corporation, within the meaning of the *Corporations Act 2001*; or
- (b) disqualified by the ACNC Commissioner.

Signed by

sign here

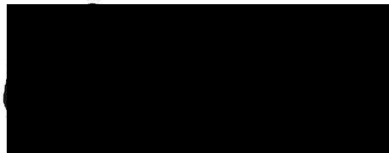


print name Jennifer Westacott

date 19 August 2021

in the presence of

sign here



Witness

print name Clare Gunning

date 19 August 2021

# Attachment 1

Studio Schools of Australia Ltd

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I, Helen Drennen, Board member of Studio Schools of Australia Ltd, have read the Board Charter of Studio Schools of Australia Ltd, adopted by the Board on 12 March 2020.

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- (b) disqualified by the ACNC Commissioner.

Signed by

sign here



[Redacted signature]

print name Dr Helen Drennen

date 17 August 2021

in the presence of

sign here



[Redacted signature]

Witness

print name ANTONY R.R. WINDER,

date 17th. August, 2021.

# Attachment 1

Studio Schools of Australia Ltd

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I, VUNE OSCAR, Board member of Studio Schools of Australia Ltd, have read the Board Charter of Studio Schools of Australia Ltd, adopted by the Board on 12 March 2020.

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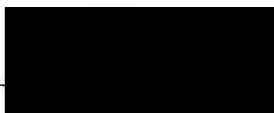
### Signed by

sign here



print name

date

  
VUNE OSCAR  
13-9-21

### in the presence of


sign here



Witness

print name

date

  
HELEN GRIST  
13-9-21

# Attachment 1

Studio Schools of Australia Ltd

## Board Members' acknowledgment of Board Charter


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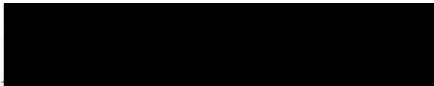
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Signed by   
sign here  
print name Denise Bowden  
date 31 August, 2021

in the presence of  
sign here   
Witness  
print name Katherine Bradbury  
date 31 August 2021

# Attachment 1

Studio Schools of Australia Ltd

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Signed by

sign here



[Redacted signature]

print name D. Hugo Stephenson

date 29 August 2021

in the presence of

sign here



[Redacted signature]

Witness

print name Sandra Petty

date 29 August 2021

Studio Schools of Australia Ltd

Board Members' acknowledgment of Board Charter

I, GENEVIEVE CLARE TIMMONS Board member of Studio Schools of Australia Ltd, have read the Board Charter of Studio Schools of Australia Ltd, adopted by the Board on 12 March 2020.

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Signed by

sign here  
▶



print name


GENEVIEVE CLARE TIMMONS

date

July 31 2021

in the presence of

sign here  
▶



print name

RYAN WAVIS

date

July 31 2021.



# Attachment 1

Studio Schools of Australia Ltd

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Signed by

sign here



\_\_\_\_\_

print name

COOPERSEY David ALLEN

date

30/7/2021

In the presence of

sign here



\_\_\_\_\_

Witness

print name

CHRISTINE HUBBAY

date

30/7/2021

Attachment 1

Studio Schools of Australia Ltd

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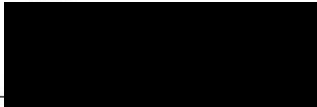
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- (b) disqualified by the ACNC Commissioner.

Signed by

sign here



print name

Clare Canning

date

6/4/22

in the presence of

sign here



Witness

print name

EMILY STEPHAN

date

6/4/22.

### Conflict of interest – code of conduct

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#### High standards

Studio Schools of Australia Ltd wishes to adopt a high standard of conduct to ensure all perceived, actual and potential conflicts of interest are disclosed. This will avoid not only real conflicts of interest affecting the responsible decision making of the Board but also avoid any perception of conflicts of interest in relation to the decision making.

#### What is a conflict of interest for this policy?

A conflict of interest exists where loyalties of Board members are divided. If a Board member's interests or other duties may affect his or her decision making or may be seen to possibly affect his or her decision making as a Board member of the company, or may be affected by a decision of the company, then this interest is covered in this code of conduct.

Conflicts of interest cover any real or sensible conflicts the Board members may have with other duties owed, such as being a Board member or trustee of another company or trust, and conflicts with a personal interest, such as the interests of an associate or relative. For example, offering the services to the company of a business the Board member or family member is involved in.

Board members representing a stakeholder group, e.g. users of the services of the company or trust, must ensure that they are acting in the interests of the purposes of the company and not just in the interests of the stakeholder group.

The conflicting interest may arise as a result of the Board member's employment, consultancy or personal interests, often, but not limited to, financial investment.

A Board member can have a potential conflict of interest if any decision they make as a Board member may provide an improper gain or benefit to themselves or an associate.

Board members perform their functions subject to many influences and loyalties but this conflict of interest code of conduct applies to those types of interests and duties which have the possibility or the perception that they could influence the Board members when making judgements relating to the company.

The issue normally arises only in relation to pecuniary interest but it does extend to all influences, loyalties, interest or duties which may affect or be seen as likely to affect the Board member in his or her decision making for the company.

#### What must a director do?

##### (a) Disclosure

- (1) Board members must disclose to the Board, through the Secretary their employment, their connection to any stakeholder group and other Board memberships, as well as any actual potential or perceived conflict of interest.
- (2) The company secretary will keep a list of disclosures to be provided to any Board member on request and to new Board members for their information.
- (3) Board members must disclose any actual, potential or perceived conflicts of interest to the Chair prior to a Board meeting where the conflict may

be relevant or to the Board members at a Board meeting prior to discussions.

- (4) Board members must ensure any change in circumstances relevant to the disclosure of interest is advised to the Chair, Secretary or all Board members at a Board meeting considering a matter that gives rise to or may give rise to that Board member having an actual, potential or perceived conflict of interest.
- (5) If the Board member wishes to keep the matter giving rise to the possible conflict confidential he or she may just advise Board members that he or she has a conflict with the matter under discussion and that the protocol will apply.

**(b) Protocol**

If there is a conflict of interest, or the Board members or Chair have decided there is sufficient potential for a perceived or actual material conflict to arise so as to apply the protocol, then the Board member:

- (1) will not receive the papers on the matter, but will be advised that certain papers have been excluded;
- (2) cannot be present (by phone or in person) when the matter is considered unless permitted by law and the other Board members resolve that the Board member in question can stay; and
- (3) cannot vote on the matter.

**(c) Open discussion**

- (1) When any matter is being discussed at Board level, any Board member may query another Board member as to whether they consider they have a possible conflict of interest with the matter under discussion.
- (2) This matter should then be discussed and considered by the Board and if the Board (other than the Board member who is being queried) considers that there may be a possibility of a perceived or actual material conflict of interest, then disclosure must be made and the protocol must apply.
- (3) If a Board member is uncertain as to whether he or she has or may have a perceived or actual material conflict of interest, he or she must disclose this at the Board meeting discussing the matter or with the Chair.

**(d) Records**

Any discussions, disclosures, resolutions and the application of the protocol relating to a conflict of interest should be recorded in the Board member's minutes.

**(e) Confidentiality**

- (1) Board members must remember that board papers and matters discussed at board meetings are confidential as each Board member has a duty to maintain the confidentiality of information he or she learns by virtue of his or her position as Board member.
- (2) If there is a need or desire by a Board member to disclose or report on resolutions or matters discussed at board meetings, or information gained as a result of the being a Board member, to third parties, then the disclosure or reporting can only be made with the consent of the Board members at the meeting or by the Chair.

**(f) Chair's role**

- (1) The Chair will be available to discuss with any Board member the application of this procedure to particular circumstances and provide guidance as to whether he or she should be making a disclosure or whether the protocol should apply.

The Chair shall also seek to remind the Board members from time to time of their obligations and commitments under this policy and this policy will be given to any new Board members.

## Attachment 3

### Decision checklist

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- Is the proposal for in furtherance of the charity's purposes, or incidental or minor to the charity's purposes, and is the reason for the proposal for a proper purpose?
- Do you or any other Board members have a conflict of interest or perceived conflict of interest related to the proposal?
- Does the proposal comply with the Constitution and the not-for-profit nature? and tax status?
- Does the proposal comply with the tax status?
- Is the proposal consistent with the strategic plan and within budget?
- Does the Board have authority to make the decision or should it be referred to the members?
- Does the decision comply with applicable laws, eg. fund raising, local government approvals, copyright, privacy, OH&S, etc.?
- Are the risks adequately identified and considered, eg. financial, reputational, personal injury, property damage?
- Have you considered the effect on all the stakeholders eg. clients, funders, donors, local community, members, employees, volunteers, public?
- Is the proposal in the best interests of the charity as a whole, i.e. you are not favouring any one group of stakeholders over another?
- If there is a chance things could go wrong, is there a plan to reduce the effects of things going wrong?
- Does the Board need to amend or develop any budgets or policies with respect to the proposal?
- Is there a plan to communicate the outcome of this proposal to any stakeholders (members, government agencies, communities, media. etc.)?
- Does the proposal contain a system for monitoring how the decision will be actioned and/or the impact of the decision?
- If the proposal is controversial, do you have more than one source of information and/or a source of independent advice?
- Are you satisfied that you have been fully informed on the topic?
- Would your common sense lead you to accept or reject this proposal?