



SCHOOL BOARD CHARTER

The Rainforest School

ACN 653 868 547



Purpose:	The purpose of this Charter is to outline the key roles, responsibilities and functions of the school board. It should be read in conjunction with the roles, responsibilities and functions of the Principal and School Leadership Team (SLT). In doing so, it reflects, in equal measure, the importance of both good corporate governance and The Rainforest School's principles.	
Scope:	The Board of The Rainforest School	
Status:	Approved	Supersedes: 22 nd August 2023
Authorised by:	School Governing Body Chair	Date of Authorisation: 19 th March 2026
References:	This document should be read in conjunction with the following documents. • The Rainforest School Constitution • Corporations Act 2001 The Charter reflects the key elements in each of the above documents. However, should there be any ambiguity between the documents, then the information contained within the School Constitution and the Corporations Act will prevail.	
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Policy Owner:	The Board of The Rainforest School (School Governing Body)	

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1. THE SCHOOL

The Rainforest School is a Company limited by guarantee under the Corporations Act 2001 and the liability of members is limited as provided by the Constitution.

2. THE ESSENCE OF THE RAINFOREST SCHOOL

2.1 Our Vision

A home-away-from-home, where self-confidence is fostered, authentic relationships are nurtured, and a connection with nature and a love of learning is embedded.

2.2 Our Mission

Our mission is to deliver a child-centred and holistic approach to education which considers the individual needs of the child: academically, socially, emotionally, physically and spiritually.

2.3 Philosophy and Aims

Guiding Philosophy

The Rainforest School is grounded in the belief that childhood is a precious and transformative period of life. Our motto, *Grow Steady Grow Strong*, reflects our commitment to unhurried learning, deep connection, and steady personal growth. We recognise the power of play, imagination and discovery for young learners, and we provide a rich environment where these elements are valued and protected.

Our philosophy aligns with the principles of the Alice Springs (Mparntwe) Education Declaration. We honour Aboriginal and Torres Strait Islander histories, cultures and languages, and we are committed to reconciliation, inclusion, and equitable educational outcomes. We aim for every student to grow into a confident, connected, creative and culturally aware member of their community.

Teaching and Learning Approach

Our teaching is child focused and shaped by a balance of explicit instruction, hands-on learning and real-life experiences. We design learning that is responsive to developmental needs and reflective of cultural, environmental and community context. Our aim is for students to become creative, resourceful and independent thinkers who approach challenges with curiosity and resilience.

Our learning space is intentionally prepared with natural materials and flexible spaces that support exploration, concentration and collaboration. Our kitchen and garden program helps students develop practical life skills while preparing nutritious vegetarian meals. Our structured, evidence-based reading program ensures that all learners receive targeted literacy instruction matched to their stage of development.

We recognise learning as a continuum. We strive for every student to experience progress and success along their individual learning pathway, supported by teachers who value each child's strengths, interests and potential.

School Culture and Wellbeing

The Rainforest School is designed to feel like a home-away-from-home. We prioritise wellbeing, belonging and intrinsic motivation as foundations for meaningful learning. Through restorative practices,

students develop social and emotional skills that help them build empathy, repair relationships and communicate effectively.

Morning circle time promotes a growth mindset and strengthens our sense of community. Relaxation time helps students develop regulation skills and reconnect with themselves.

Natural beauty, simplicity and connection to Country guide the atmosphere of our learning environment.

This unwritten curriculum, shaped by place, relationships and rhythm, is an essential part of the culture of The Rainforest School.

2.4 Pillars and Values

Our four pillars reflect the core values that guide our educational philosophy, decision making and daily practice.

Connection

- Connecting with one-self
- Building relationships with others
- Engaging with community

We foster respectful relationships grounded in self-awareness, empathy and cultural understanding. Through mindfulness and reflective practices, students learn that they can shape their own thoughts and responses. We value the contributions of families and community members and encourage collaboration, shared learning and social responsibility. Our commitment to reconciliation and cultural respect is embedded throughout our school.

Creativity

- Music Program
- Dance Program
- Artist in Residence

Creativity and self-expression are central to our curriculum. Students engage with rich arts experiences that build confidence, imagination and innovation. Through our music and dance programs, collaborative art projects and artist-in-residence initiatives, learners experience the joy of creating and observing creative work. Families and local artists are invited to contribute to project time, further strengthening community involvement and shared artistic expression.

Community

- Visiting local facilities
- Partnering with aligned businesses

We cultivate a sense of belonging through meaningful partnerships with families, community groups and local organisations. Regular excursions to beaches, parks and facilities such as C4, the library and the swimming pool enrich learning and strengthen local connections.

Conservation

- Promote a lifetime love of nature
- Teach knowledge about our natural environment
- Strive to be a sustainable school

Our school grounds function as a living outdoor classroom where students learn alongside cassowaries, wallabies, sunbirds and butterflies. Learning experiences nurture a deep connection to nature and help students understand their role as custodians of the environment. As a Reef Guardian School, we embed sustainable practices across daily routines, including reducing plastic use, growing food, composting, recycling and upcycling. Providing climate-friendly vegetarian meals further supports our sustainability goals.

3. THE ROLE OF THE BOARD

3.1 Role, Functions and Powers of the Board

The key role of the board is to govern The Rainforest School by ensuring that the school meets its “Objects” as outlined in Clause 4 of the Constitution. The functions and powers of the board are prescribed in Clauses 39 - 49 of the Constitution, respectively.

In carrying out its responsibilities and exercising its powers, the board always recognises its overriding responsibility to act honestly, fairly, diligently and in accordance with the law in serving the interests of The Rainforest School company members, teachers, students, parents and other stakeholders as well as upholding the values and ethos of the school.

It works to promote and maintain an environment within the school that establishes these principles as basic guidelines for all its employees and representatives. In addition to matters expressly required by law to be approved by the board, powers specifically reserved for the board are as follows:

- a) reviewing and ratifying each of the following:
 - i) systems of risk management and internal control and compliance, codes of conduct and legal compliance
 - ii) the performance of the organisation against its approved strategies and key performance indicators
 - iii) financial and other reporting
 - iv) major capital expenditure, capital management, investments, acquisitions and divestitures.
- b) any matters in excess of the authority that, from time to time, it may have delegated to the principal;
- c) appointing and where appropriate removing the principal and determining his or her terms and conditions of employment (including remuneration); and
- d) approving each of the following, on the recommendation of the principal or SLT where appropriate:
 - i) the strategic plan, at least annually;
 - ii) the budget, at least annually;
 - iii) the appointment and, where appropriate, the removal of the company secretary;
 - iv) significant changes to organisational structure;
 - v) the acquisition, establishment, disposal or cessation of any significant business of the company;
 - vi) any proposed change to the organisation’s constitution, charters and membership processes;
 - vii) any public statements which reflect significant issues of the organisation’s policy or strategy; and
 - viii) any changes to the authorities delegated to the principal from the board as outlined in Delegations of Authority policies.

3.2 Principles of Governance

The board will:

- guide and inspire the organisation by focusing on setting strategic direction and policy to attain long-term outcomes for the school, not on the operational means of attaining those outcomes;
- govern with a sense of collective responsibility. It will use the expertise of individual directors to enhance the ability of the board as a body, but will not substitute individual judgments for the board's collective considerations;
- hold itself accountable to govern with excellence. This discipline will apply to matters such as attendance, preparation for meetings, decision-making principles, respect of roles, and ensuring an appropriate skill mix of directors and the continuity of governance capability;
- continue to develop and improve itself through ongoing education and evaluation of board and individual director effectiveness.

3.3 A Balanced Approach to Board Leadership

In practice, this means that the board provides value to the leadership and governance of The Rainforest School in three ways:

1. *Generative Thinking* – by regularly considering and exploring broad issues, ideas, opportunities and challenges that could influence or change how The Rainforest School undertakes its work. This thinking is conducted at each board meeting and in particular at the Strategy meetings.
2. *Setting Strategic Direction* – by considering key opportunities and challenges both within and outside The Rainforest School and making decisions on initiatives to address them. These decisions are made in accordance with approved budgets.
3. *Fiduciary Oversight* – by being accountable for the financial, risk and reputational health of The Rainforest School. This is achieved at board meetings and through the work of the Audit and Risk Management Committee.

The board must balance these roles in all its decisions with guidance and support from management.

3.4 Specific Responsibilities of the Board

The specific responsibilities of the board are encompassed within the following seven Governance areas:

1. Governance and Strategy
2. The Principal
3. Finances
4. Property, Facilities and Capital Equipment
5. Curriculum
6. Risk Management
7. External Relations

4. BOARD MEMBERSHIP, STRUCTURE & CAPABILITY

4.1 Board Membership and Structure

Clauses 11-38 of the Constitution details membership and structure of the board and the election, retirement and rotation of directors.

4.2 Capabilities of the Board

The capabilities and experience required on the board are in the areas of:

- Education
- Accounting and Finance
- Strategy and Policy Development
- Town Planning, Design & Building
- Law
- Business & Marketing
- Stakeholder engagement

These capabilities must be reviewed at the election of new directors, or when casual vacancies occur. It is the responsibility of the board, coordinated by the Chair, to work to maintain an appropriate mix of these key capabilities, or access to them.

4.3 Directors' Appointment and Induction

Each new director will receive a letter of appointment that outlines the induction process and an "Induction Kit", which will include documents of importance to the organisation and school. New directors' induction will include developing an understanding of the difference between strategic and operational matters. The board secretary will be responsible for maintaining and updating the "Induction Kit" at the direction of the Chair.

4.4 The Role of the Chair

The Chair is responsible for:

- providing leadership and vision to the board and ensuring that the board is observing sound, up-to-date governance principles;
- communicating board decisions to The Rainforest School members and other stakeholders in conjunction with the principal;
- providing support and guidance to the principal;
- co-ordinating informal and formal evaluation processes for the board, both collectively and for directors as individuals;
- attending all or any board committee meetings either as a member of these committees or in an ex-officio capacity as required;
- ensuring any conflict of interest is disclosed by directors at the beginning of each meeting.

4.5 The Role of Directors

The role of the individual director includes:

- contributing to the collective responsibility of ensuring the board carries out its overall purpose,
- complying with the Directors' Code of Conduct;
- complying with obligations imposed by legislation, including all legislation relevant to school and the Corporations Act 2001;
- complying with policies as set by the board from time to time;

- making active enquiry to ensure that the board has the necessary information for effective decision making;
- keeping confidential all board discussions, deliberations and documentation;
- returning, deleting or securely destroying all copies (electronic or otherwise) of board papers, minutes or other documentation that were referred to by the director during deliberations or discussions. Copies of all board documents, including tabled documents, are retained by The Rainforest School and remain the property of The Rainforest School. All directors have immediate and ongoing access to these documents under the terms of their Deed of Access and Indemnity.
- undertaking reading or research which will enhance their individual contribution to the activities of the board, including maintaining knowledge of the education system and appropriate legislation;

4.6 Role of Company Secretary

The board must appoint at least one person to the role of Company Secretary in accordance with Clause 69 of the Constitution. It is current The Rainforest School Company practice that the Business Manager fulfils the role of Company Secretary. The board may appoint another suitable Officer as Company Secretary such as the Finance Manager.

The role of the Company Secretary is to:

- propose and arrange appropriate Directors' insurance cover;
- manage board processes - preparation and circulation of agendas, discussion papers, reports and minutes for the board and its committees;
- ensure Members and Directors meetings are properly called and held;
- ensure records of Members and Directors meetings are kept in compliance with the Corporations Act and the Constitution;
- arrange board/director induction and training as required by the board and the Chairperson;
- manage all board Governance documents and advise the Chairperson of the schedule of Governance review;
- ensure legal requirements with ASIC, ACNC and other regulators are met, including continuous disclosure;
- provide advice to directors regarding the Corporations Act, The Rainforest School Constitution, and other legal and regulatory needs; and
- arrange, at the direction of the Chairperson, reviews of board governance and effectiveness.

5. BOARD GOVERNANCE PROTOCOLS

5.1 Board Meetings

Clauses 77-84 of the Constitution outline how board meetings will operate and the responsibilities of directors. The board meetings and agenda are fundamental to good governance. Board meetings are the main opportunity for directors to obtain and exchange information and make decisions in line with their overall purpose and consistent with their detailed roles and responsibilities.

5.2 Board Meeting Protocols

Directors will act in a manner to enable the conduct of meetings to be informed, productive and results-oriented. To this end they will:

- respect the views of other directors
- act in a business-like manner
- act in accordance with The Rainforest School Constitution
- raise and address issues in a confident and firm, yet friendly manner
- use good judgment, common sense and tact when discussing issues.

5.3 Meeting Agenda, Reports, Minutes and Document Access

Meeting Agenda

The Chair will set the agenda for each meeting in consultation with the principal and will meet beforehand with the relevant meeting Chair and the principal to plan the order of business for the meeting.

All directors should have the opportunity to place items on the agenda and to thoroughly review and consider all upcoming agenda items before each meeting. This should be achieved by the following means:

- Directors should submit agenda items via the Secretary, with supporting documentation if applicable no less than 7 days prior to each meeting.
- For difficult or complex matters, it is advisable that the relevant director discuss the matter with the Chair and/or meet with the Chair before the meeting to consider how best to present the matter.
- The Agenda and all meeting papers should be circulated a minimum of 1 week prior to each meeting
- Each agenda should also include the item "Other Business" to provide opportunities for directors to raise issues at meetings.

Papers and Reports

Papers and reports for board meetings should contain all relevant information in an easy to read and understandable form to enable the board to make informed decisions and be available no less than 1 week prior to each meeting. Papers should have an appropriately completed board Cover Page summarising what is proposed.

If any Committees of the Board have met since the last board meeting, the minutes of such committee meeting should be attached to the board papers for noting by the board at the next available meeting. If there are any matters or recommendations which the committee wishes the board to consider, these should be provided in a Paper for consideration by the board.

Minutes

Minutes of Board meetings are to be verified by the Chair. Minutes should be made available to all directors, via direct email within 10 working days of each board meeting. Minutes must be approved at the next board meeting.

Documentation Access and Management

The Company Secretary is responsible for the maintenance, management and accuracy of the complete set of board papers. In the event of any legal action, investigation or enquiry by a regulatory authority, each director is entitled to access the papers and any other relevant records of the school for the period during which they were a director, as per their Deed of Access and Indemnity.

5.4 Directors' Protection

Subject to the provisions of the Corporations Act, each director is indemnified via Directors' and Officers' Liability Insurance. See Clauses 70-74 of the Constitution.

5.5 Specialist Advice

The organisation will reimburse a director for independent specialist advice which the director obtains relating to his/her duties and obligations as a director on the following basis:

- a) the organisation has not already received specialist advice on the point on which the director wishes to seek advice or has not made such advice available to the director or advised the director accordingly; and
- b) the director first obtains the Chair's approval to seek such advice or, failing receipt of the Chair's approval, the approval of the board.

6. DIRECTORS' CODE OF CONDUCT

Directors are expected to comply with the spirit, as well as the letter, of the law and with the principles of this Charter. Directors will ensure that in fulfilling their duties they:

- give of their expertise generously to The Rainforest School;
- act for the benefit of the whole school and its stakeholders, putting aside their individual interests;
- declare any potential conflict of interest;
- act with skill, care and diligence;
- demonstrate commercial reasonableness in their decisions;
- discharge their duties in good faith and honestly;
- act in a manner that maintains and enhances the reputation of the school;
- act with appropriate confidentiality, congruent with the best interests of the school;
- fulfil their fiduciary duty to the school;
- make appropriate enquiries to ensure the school is operating efficiently and legally to achieve its goals;
- undertake diligent analysis of all proposals placed before the board; and
- use the powers of their office for a proper purpose.

7. BOARD DEVELOPMENT AND EVALUATION

It is the board's policy to foster the professional development of each director and the board. The board will conduct an evaluation of its effectiveness and current capabilities on a regular basis with a view to providing best practice governance.

8. CHANGES, NEW POLICIES AND PROCESSES

Any new policies or processes, or changes to existing policies and processes of the board shall be incorporated into this Governance Charter. Consequently, this Charter shall be reviewed every two years or as required following a board evaluation process.

9. RELATIONSHIP WITH THE PRINCIPAL

The principal is appointed by the board. The board must provide a clear, united and mutually supportive governance environment in which the principal can work. In doing so, all board members are required to fulfil their board role with confidence and objectivity.

The principal is responsible for the day-to-day leadership and management of the school in accordance with the priorities and policies agreed with the board.

The principal formally reports to the board by the following means:

- a) *Each meeting* - The principal reports to the board on relevant matters, as outlined in his or her duties and responsibilities and the Key Performance Areas as agreed by the board.
- b) *Annually* - The principal provides an annual report to the board in May.
- c) *Every five years* - The board conducts a formal review of the principal's performance and contract prior to renewal.



Approved & Signed by the Directors of The Rainforest School

19th March 2026

Chairperson | Fiona Nicotra

Director | Pamela Gurner-Hall

Secretary/Director | Carolien Franken