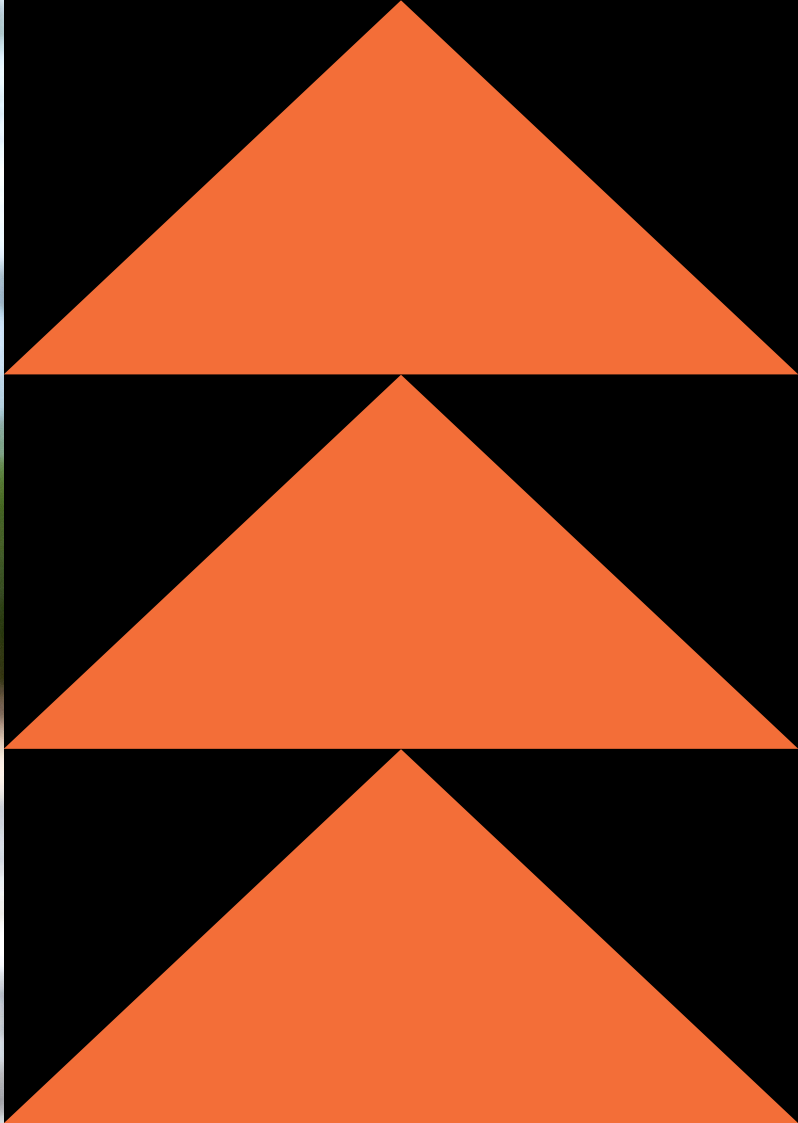


Guide Dogs.

2022

Corporate Governance Statement



Corporate Governance Statement

The Board has approved this Corporate Governance Statement. It describes the key governance practices of Guide Dogs NSW/ACT (GDN) and articulates how decision-making processes are guided to meet stakeholder expectations of sound corporate governance meeting Australian Charities and Not for profit Commission (ACNC) Governance Standards, whilst acknowledging GDN's responsibilities to its members, donors, clients, staff, and the communities in which it operates.

Our Story

The Guide Dogs story starts all the way back in 1950.

In 1950, Dr. Arnold Cook arrived in Australia with the country's first Guide Dog. A young West Australian, Arnold lost his sight at the age of 18 through a rare disease.

Arnold became familiar with Guide Dogs after travelling to England to study at the London School of Economics. He trained at Britain's Guide Dog Association and was paired with a black Labrador named Dreana. Arnold and his Guide Dog, Dreana, created enormous interest upon their return to Australia. Unsurprisingly, many other West Australians with low vision were eager to partner with a Guide Dog, and a year later the first Guide Dog Association was formed in Perth.

By 1957 there were Guide Dog Associations in each state.

GDN is celebrating its 65th year of operation.

GDN's purpose and values

GDN is a leading provider of Guide Dogs and orientation and mobility services that enable people with low vision or blindness to get around their communities safely and independently.

Each year our highly trained Orientation and Mobility specialists work with around 4,000 people of all ages to help them achieve their mobility goals.

We rely heavily on generous donations from the people of NSW and the ACT to fund our services.

Less than 11% of our income comes from government funding, including the National Disability Insurance Scheme (NDIS).

GDN is a Registered Provider under the NDIS.

Our Purpose

We see beyond low vision.

We find ways to support independence.

We look for solutions to make big differences.

We create connected communities

Our Values

Our clients come first in everything we do.

Our values are all underpinned by our focus and dedication towards those in our communities who need us the most

Walk the talk.

The buck stops with us. So, we keep our word and keep going, no matter what.

To demonstrate our commitment to this value, we will:

Be accountable and empowered to take ownership of outcomes

Be proactive, resilient and persevere when things are difficult

Communicate respectfully, openly, and honestly

Take action and deliver on our commitments

Lift each other.

From a guiding hand to a high five, we unleash and acknowledge everyone's potential.

To demonstrate our commitment to living this value, we will:

Partner with Client and stakeholders as equals

Be collaborative and develop relationships with other teams

Consider the perspective of Clients, donors, volunteers, and staff in all decisions

Partner with others to create better Client outcomes

Lead with head and heart.

Forever focused on our purpose and mission, we combine care and careful planning to deliver successes worth celebrating.

To demonstrate our commitment to living this value, we will:

Engage with passion and commitment to the purpose

Adapt our approach in response to new priorities

Gather information and data to make informed decisions

Celebrate others' successes and achievements

Never stop exploring.

We are fearlessly creative. We have always asked and answered the tough questions and if there is a better way, we will find it.

To demonstrate our commitment to living this value, we will:

Respectfully question and challenge current practice

Reflect on our actions and on lessons learnt

Be curious and seek to understand the problem and offer a solution

Explore creative alternatives and opportunities for continuous improvement

Adopt new ways of doing things

These values guide Board, Executive and staff conduct, and it is expected that they all meet these standards and deal honestly and fairly with our stakeholders. There are appropriate consequences for anyone who fails to meet our standards.

Professional Conduct

GDN is committed to high standards of professional and ethical workplace behaviour in line with our values and behaviours.

The Code of Conduct provides principles for employees, contractors, temporary workers, volunteers, Customer Advisory Panel and the GDN Board, referred to as 'Our People,' and sets out the ethical standards of behaviour required at GDN. These ethical standards are in line with the general values and behaviours of GDN and aim to maintain the reputation of the GDN brand as a trusted and professional organisation.

A process is in place to ensure that material incidents and breaches relating to those policies and the *Code of Conduct* are reported to the Board with appropriate action taken to address any issues.

GDN also has a Whistleblower Policy and has appointed YourCall, an external Whistleblower Investigations Officer. Further details are available on the website at [insert link]

Operations

Federated Structure

GDN is an independent entity that operates in NSW and the ACT.

Along with other state-based Guide Dogs organisations, GDN is part of a Federated structure called Guide Dogs Australia. Whilst most activity is state based, certain activity is positioned in a broader, country-wide context such as a shared Brand and Corporate Sponsorships.

GDN Corporate structure

GDN is a company limited by Guarantee. Members have limited liability.

Centre for Eye Health Limited is a wholly owned subsidiary of GDN.

GDN has three operational areas - Fundraising and Insights, Dog Supply Chain Management and Client Services. There are also four support areas - People & Culture, Finance, Technology, Marketing and Communications and the Chief Executive Officer (CEO) Office.

A Collaboration model is in place with Guide Dogs Victoria supporting joint operation of Dogs and Supply Chain Management, Fundraising and Insights, and Marketing & Communications. This creates efficiencies and allows both organisations to share expertise.

Business Planning

The GDN Business Plan FY22-23 sets our strategic priorities for the next financial year, and it continues last year's theme to put our customers at the centre of everything we do. Underpinning a customer centric strategic framework is a positive workplace culture and effective leadership. We will keep evolving our culture, based on strong leadership development, to drive the best

outcomes for our customers and each other. The Business plan has been built in consultation with our key stakeholders and reviewed and approved by the Board.

Financial and non-financial risk management

The Board review and approve GDN's Risk Management Policy and Risk Appetite Statement and monitor and review, on a regular basis, material risks faced by GDN and how they are managed.

Pay and Performance

Employee salaries are determined in accordance with the Enterprise Agreement 2022 that is current until 30 June 2026. Executive salaries are independently benchmarked against comparable entities in the sector, in terms of nature of business and size and complexity of operations. GDN executive salaries have been positioned around the 50% percentile of this comparator group. Annual reviews and executive increases are reviewed and endorsed for Board approval approved by the Nomination, Remuneration and Culture Committee (NRCC).

Risk governance

GDN's approach to risk management is based on core risk management principles – ownership of risk, understanding worst case outcomes, and developing and implementing mitigation actions. These are then reviewed on a regular basis by the GDN Finance Audit and Risk Committee and reported to the Board.

Board overview

The Board are volunteer Non-Executive Directors (NEDs) with broad expertise across corporate and NFP sectors. There is a culture of open and frank discussion during meetings. The range of services, fundraising activities and corporate support are reviewed regularly including the infrastructure to provide a robust business model to support our clients.

In FY2022 there were eighteen formal Board and Board Committee meetings. At these meetings, a total of approximately 180 items of business were presented by approximately twenty-five different presenters who were not members of the Board and GDN's Executive Committees. This year the Board held a Guiding workshop where Board members worked with an Orientation and Mobility expert to learn how to provide guiding assistance to someone who is vision impaired.

Board members also met regularly without members of management, including with the external auditor to assist with their oversight role.

The Board have flexibly managed COVID-19 restrictions and have met virtually or have used hybrid (virtual/face-to-face) meetings to ensure continuity of discussions and oversight.

Board and management

GDN's Constitution sets out requirements concerning board size, meetings, election of directors and the powers and duties of directors.

The Board and Board Committee charters detail the Board's role and responsibilities and matters expressly reserved for the Directors.

The Board is assisted by its various Board Committees as detailed in each Board Committee Charter.

GDN's Constitution and Board Charter are available at [insert link]

The Board determines delegations to management and approves applicable limits and policies.

The CEO has been granted authority for matters not reserved for the Board or a Board Committee. GDN's Executive Committees assist in the exercise of the CEO's delegated authority. The CEO, and the CFO report to the Board at each meeting. In addition to regular reporting from management, the Board has unrestricted access to senior management and external advisers.

The Company Secretary is appointed by and accountable to the Board, through the Chair, for matters relating to the proper functioning of the Board.

Board Committees

GDN's three standing Board Committees assist the Board in its oversight role. Board members have access to all Board Committee meeting papers and may attend any Board Committee meeting. After each Board Committee meeting, the minutes are included in the Board papers and presented to the Board by the respective Committee Chairs.

The Board Committee Charters detailing the responsibilities of each Committee are available at [insert link].

Board and Board Committee membership

The Board currently has eight non-executive Directors.

The Chair of the GDN Board is Kieran Lane who has been the Chair of the Board since 1 February 2016.

Dale Cleaver is the Chief Executive Officer of GDN.

The CEO attends Board Committee meetings by invitation as a matter of course. The following table sets out the current composition of the Board, each Director’s date of appointment and the membership of each Board Committee.

GDN Directors (Tenure commenced)	GDN Board	Finance, Audit and Risk Management Committee ("FARM")	Corporate Governance Committee ("CGC")	Nomination, Remuneration and Culture Committee ("NRCC")
Kieran Lane (12/12/12)	Chair	Member		Member
Ian Jamieson (26/06/08)	Acting Chair		Member	Chair
James Bennett (03/03/11)	Member		Member	
Jacqui Jones (27/08/18)	Member			Member
Steve Kouris (3/5/10)	Member		Chair	
Darryl Newton (28/10/19)	Member	Member		
Robin Low (24/06/19)	Member	Chair		
Liz Ward (27/09/21)	Member	Member		

From January to September 2022 Kieran Lane, our Chair, took leave of absence and Ian Jamieson was appointed acting Chair during that time.

Steve Kouris took a leave of absence from September 2021 through to end of December 2021.

Jacqui Jones is also the Board representative on the Customer Advisory Panel and was appointed as Vice Chair in September 2022.

Board skills and experience

The Board of GDN believes that its membership should comprise high caliber directors with an appropriate mix and diversity of skills, professional experience, experience of the NFP sector, lived experience, tenure and personal background that allow the directors individually, and the Board collectively, to:

- understand the business of GDN and the environment in which it operates to be able to agree, with management, the objectives, goals, and strategic direction of the organisation.
- discharge their responsibilities and duties under the law effectively and efficiently
- monitor and exercise oversight over GDN's culture and governance
- assess the performance of management in meeting those objectives and goals.

In selecting potential new directors, the NRCC identifies the competencies and diversity required to enable the Board to fulfil its responsibilities. An attendance record of Directors at Board and Board Committee meetings during the past year is contained in the Directors' Report in our Directors Report and Financial Statements [\[link\]](#).

Director appointment, induction, and development

Prior to the Board appointing a director, appropriate background checks are undertaken. Directors appointed to fill a casual vacancy stand for election at the first AGM following their appointment. The notice of meeting provides members with information relevant to a decision as to whether to elect a director including their skills, and experience.

All Directors receive an appointment letter setting out the terms of their appointment. GDN Directors are volunteers and do not receive any payment for the role that they undertake.

New Directors also undertake an induction program covering relevant matters such as Board and Board Committee practices and procedures, briefings with Executive and other staff. They also spend time at our Guide Dog Centre and with Orientation and Mobility Instructors.

The NRCC reviews the skills and experience of the NEDs.

Board performance

The Board undertakes a formal performance assessment periodically to review its performance

The Board also considers the performance and skills of Directors standing for re-election and whether other skills or experience not currently available are needed prior to determining whether to recommend their re-election to members.

The process for conducting the review is agreed by the Board. Regular reviews are undertaken using BoardOutlook and utilising their pro-bono grant to access a review platform tailored to the organisation.

Employment and performance of senior executives

Prior to a senior executive being appointed, appropriate background checks are undertaken. All senior executives receive an employment contract setting out the terms of their employment. Formal processes have been adopted by GDN to review the performance of senior executives.

The NRCC oversees the process for the annual performance review of the CEO and Key performance indicators of the Executive Team.

The GDN CEO evaluates, at least annually, the performance of the Executive. Performance criteria vary according to the individual's role.

The GDN CEO reports to the Board and the NRCC on the performance of these key executives and the NRCC recommends individual Executive remuneration for Board approval.

Diversity and Inclusion

GDN is committed to improving inclusion and accessibility for all our stakeholders – employees, clients, volunteers, donors, and supporters. GDN has a Disability Inclusion Action Plan (DIAP) that sets this out in detail. Through the DIAP, GDN is working to deliver key accessibility and inclusion commitments. The DIAP steering committee and sub-committees meet regularly and are driving project outcomes throughout the organisation.

Australian Network Disability have been engaged to conduct a detailed accessibility and inclusion audit which will provide a baseline for GDN moving forward. The DIAP committee also provides quarterly reporting to the Executive team. The report will also be shared with the Board.

The DIAP committee has developed four training modules for accessibility and inclusion for all staff to complete. These include creating accessible documents, delivering accessible presentations, creating accessible excel and PowerPoint presentations. A new course for staff induction “Introduction to Low Vision and Blindness” is being developed and will be rolled out over the coming months.

Members

GDN encourages members to participate in general meetings and aims to choose a date, time, and venue convenient to its members. For the past two years, the Annual General Meeting has been fully virtual due to COVID restrictions/living with COVID. This has been a big shift for our staff and members. The 2022 Annual General meeting will be held in person at our new premises in St. Leonards at 11am on Tuesday 22 November 2022.

Notice of meeting is sent to members in advance of the meeting, either electronically or in paper form depending on personal preference and are accompanied by explanatory notes on the items of business. Together they seek to clearly explain the nature of business of the meeting.

If members are unable to attend the meeting, they are encouraged to vote on the proposed motions by appointing a proxy. The proxy form included with a notice of meeting explains how to appoint a proxy.

GDN’s practice is that voting on each proposed resolution is conducted by show of hands.

GDN seeks to conduct its members meetings in a courteous manner for those attending. In the interests of attending members, the Chair of the meeting will exercise their powers as the chair to ensure that the meeting is conducted in an orderly and timely fashion.

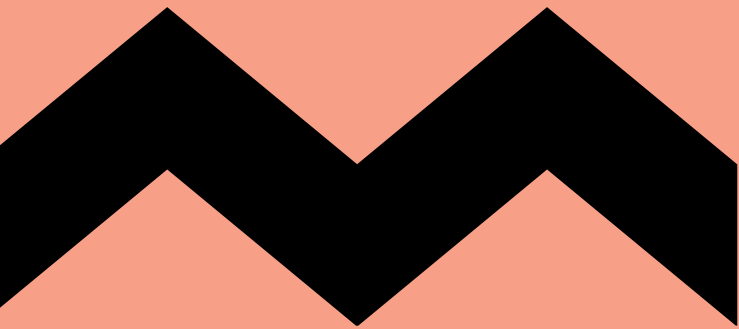
Details showing how to apply for membership are available on the website [insert link].

Dealing with potential conflicts

Staff are expected to appropriately manage or avoid any conflict of interest between GDN or its clients and the interests of a staff member. GDN expectations and standards of conduct relating to conflicts of interest are contained in the Code of Conduct. The Board has similar obligations, reflected in its Board Charter, and are bound by the Code of Conduct.

This Corporate Governance Statement is current as of 17 October 2022 and has been approved by the Board.

End



We're here whenever you need us.

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🌐 nsw.guidedogs.com.au

Guide Dogs.

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