

Guide Dogs.

Corporate Governance Statement.



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This statement describes the key governance practices of Guide Dogs NSW/ACT 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 our responsibilities to our members, donors, Clients, staff, volunteers and the communities in which we operate.

The Board has approved this Corporate Governance Statement.

Purpose and values.

Guide Dogs NSW/ACT is the 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.

We provide a wide range of vision and support services for people of all ages to increase their skills and confidence and give them more choice for how they go about their day-to-day lives.

By working together, we can understand what our Clients want to achieve and support them to pursue meaningful activities that are important to them.

We rely heavily on generous donations to fund our services.

Guide Dogs NSW/ACT is also a Registered Provider under the NDIS.

Our vision.

A world that is inclusive and accessible for everyone with low vision or blindness.

Our purpose.

Break the boundaries that limit people with low vision or blindness.

Our mission.

Create opportunities and champion the rights of people with low vision or blindness. Build a community of individuals who share our mindset and ambition for accessibility and inclusivity.

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.



Lift each other.

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



Lead with head and heart.

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



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.

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.

Guide Dogs NSW/ACT 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 Board, referred to as 'Our People,' and sets out the ethical standards of behaviour required. These ethical standards are in line with our general values and behaviours and aim to maintain the reputation of the Guide Dogs brand as a trusted and professional organisation.

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.

Guide Dogs NSW/ACT also has a Whistleblower Policy and has appointed YourCall, an external Whistleblower Investigations Officer.

Further details about [Code of Conduct](#) are available on our website.



Operations.

Strategy 2030.

Leading the charge towards an accessible and inclusive world by 2030.

What we will do.

Aims: The services we will provide to support people with low vision or blindness.

- Individual services: Support people who are blind or have low vision to live the life they choose.
- Social change: Eliminate systemic barriers to participation and inclusion.
- One-to-many services: Expand our reach to support more people with low vision to achieve their goals through a one-to-many model.

How we will do it.

Enablers: We will invest in the people, processes and systems that will help us to maximise impact for our Clients.

- Culture: Enable our people to deliver on our mission.
- Financial sustainability: Grow and diversify fundraising and other revenue streams for a sustainable business.
- Operational fitness: An efficient and responsive operating model.

Business planning.

Our Business Plan FY24-25 sets our strategic priorities for the next financial year, aligned to our purpose to break the boundaries that limit people with low vision or blindness. 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.

Federated structure.

Guide Dogs NSW/ACT is an independent entity that operates in NSW and the ACT.

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

Corporate structure.

Guide Dogs NSW/ACT is a company limited by Guarantee. Members have limited liability.

Centre for Eye Health Limited (CFEH) is a wholly owned subsidiary of Guide Dogs NSW/ACT.

We provide services to the blind and low vision community with a focus on the moderate to severe market.

The support areas include People and Culture, Finance, Information Technology and Strategy, Marketing and Communications, Philanthropy and Fundraising, Legal and Governance and the Chief Executive Officer (CEO) Office.

Centre for Eye Health provides early detection and low vision services.

Financial and non-financial risk management.

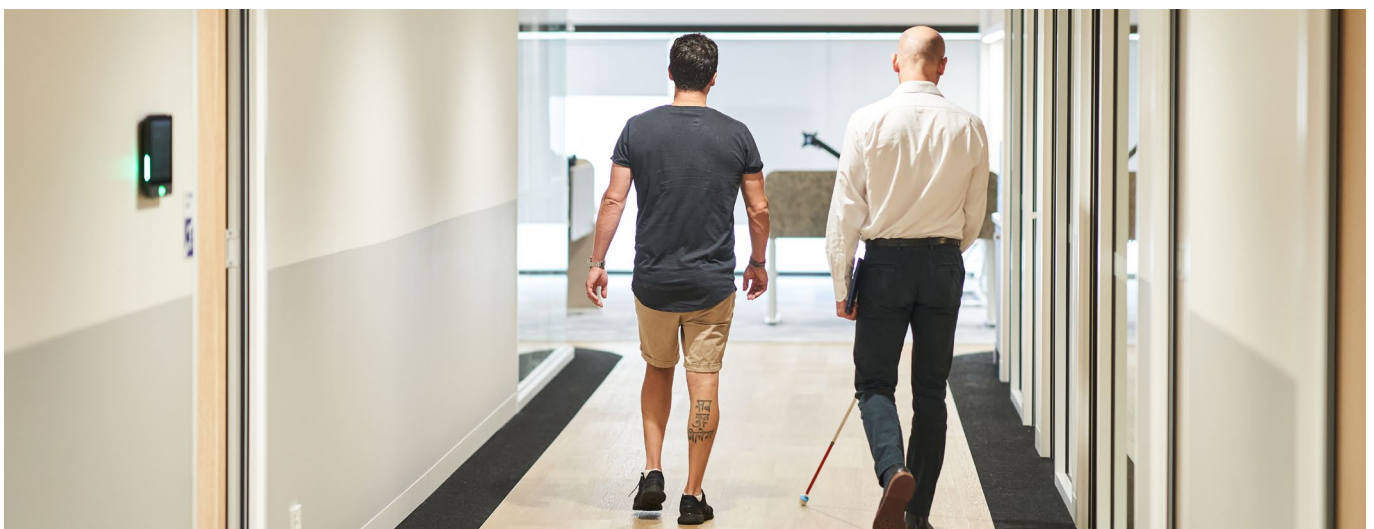
The Board review and approve the Risk Management Policy and Risk Appetite Statement and monitor and review, on a regular basis, material risks we face and how they are managed.

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. 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.

Our approach to risk management is based on core risk management principles: ownership of risk, understanding worst case outcomes, and developing and implementing mitigation actions. Strategic risks are then reviewed on a regular basis by the Finance Audit and Risk Management Committee and reported to the Board.



Environmental, Social and Governance.

ESG is a framework that measures the environmental, social and governance performance of an organisation. It helps to assess how an organisation manages its impact on the planet, people and society. ESG is important because it aligns with our mission to create opportunities and champion the rights of people with low vision or blindness and build a community of individuals who share our mindset and ambition for accessibility and inclusivity.

By following ESG principles, we can ensure that we are responsible stewards of our resources, that we respect and support our Clients, staff, volunteers and partners, and that we uphold high standards of ethics and accountability in our operations. ESG also helps us to communicate our value proposition to our stakeholders, donors and supporters, and to demonstrate our commitment to making a positive difference in the world.

The **ESG statement (ESG)** can be accessed via our website.

Diversity and inclusion.

Disability Inclusion Action Plan (DIAP).

We are committed to improving inclusion and accessibility for all our stakeholders including employees, Clients, volunteers, donors, and supporters. Our DIAP sets this out in detail. Through the DIAP, we are working to deliver key accessibility and inclusion commitments. The DIAP steering committee and sub-committees meet regularly to drive project outcomes throughout the organisation.

The Australian Disability Network has been engaged to conduct a detailed accessibility and inclusion audit which will provide a baseline for Guide Dogs NSW/ACT moving forward. The DIAP

committee also provides quarterly reporting to the Executive team. The reports are also 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 called “Introduction to low vision and blindness” is being developed and will be rolled out over the coming months.

Reconciliation Action Plan (RAP).

A RAP is a strategic document that provides a framework for developing and maintaining relationships with, and creating opportunities for, Aboriginal and Torres Strait Islander peoples.

In June 2023 we launched our Reflect RAP. It outlines the practical actions and initiatives we will undertake to promote reconciliation and support Indigenous communities. It also plays a crucial role in acknowledging and honouring Indigenous cultures, promoting cultural understanding, increasing employment opportunities, supporting Indigenous businesses, and encouraging reconciliation in society. By implementing our Reflect RAP, we demonstrate our commitment to building a more inclusive, equitable, and respectful society for all.



Members.

We encourage members to participate in general meetings and aim to choose a date, time, and venue convenient to members. The 2024 Annual General meeting will be held in person at St. Leonards at 11 am on Tuesday 26 November 2024.

Notice of Meeting is sent to members in advance of the meeting, either electronically or in paper form depending on personal preference, 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.

Voting on each proposed resolution is conducted by show of hands.

We seek to conduct our 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.

Information about [how to apply for membership](#) is available on the website.

Board overview.

The Board are volunteer Non-Executive Directors (NEDs) with broad expertise across corporate and not-for-profit (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.

During the 2023/24 Financial Year there were nineteen formal Board and Board Committee meetings. At these meetings, a total of approximately 105 items of business were presented by a range of presenters who were not members of the Board or Executive Committee. Board members also met regularly without members of management, including with the external auditor to assist with their oversight role. The Board ran a selection process to appoint a new auditor. The resolutions will be put to the members at the 2024 AGM.

Board and management.

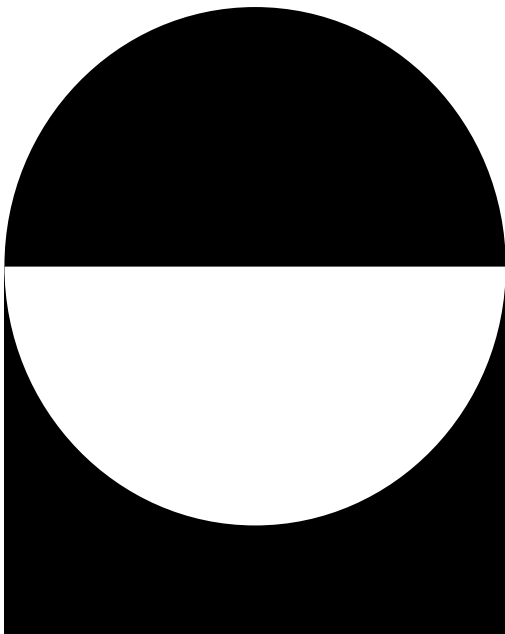
The Guide Dogs NSW/ACT Constitution sets out requirements concerning board size, meetings, election of directors and the powers and duties of directors. The Board and Board Committee charters detail the Board's role and responsibilities and matters expressly reserved for the Directors. The Board is assisted by its various Board Committees as detailed in each Board Committee Charter.

Our **Constitution and Board Charter** are available on the website.

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. 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.

Guide Dogs NSW/ACT had three standing Board Committees during the reporting period to 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 on the website.

Board and Board Committee membership.

The Board currently has seven non-executive Directors.

The Chair of the Board is Jacqui Jones who has been the Chair of the Board since 29 February 2024 when Kieran Lane retired. Kieran had been Chair since 1 February 2016.

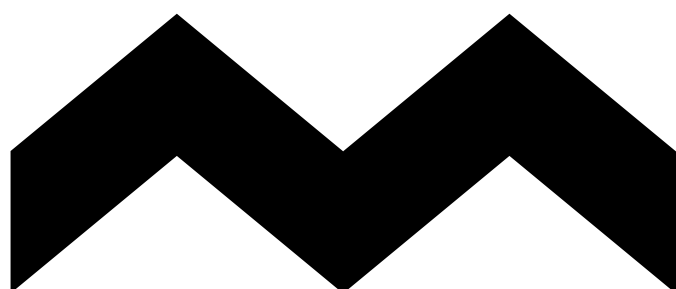
Dale Cleaver is the CEO.

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")
Jacqui Jones (27/08/18)	Chair from 29/02/24 Deputy Chair from 26/09/22		Member	Member
Breanna Davies (24/10/22)	Member		Chair	
Cameron Evans (23/01/23)	Member	Member		Member
Karen Knight (23/01/23)	Member Deputy Chair from 29/02/24		Member	
Cheryl Hayman (30/10/23)	Member	Member		
Darryl Newton (28/10/19)	Member	Member		
Robin Low (24/06/19)	Member	Chair		
Kieran Lane (12/12/12 – 29/02/24)	Chair	Member		Member
Ian Jamieson (26/06/08 – 30/10/23)	Member		Member	Chair
Liz Ward (27/09/21 - 11/10/23)	Member	Member		

- Liz Ward resigned on 11 October 2023.
- Cheryl Hayman was appointed to the Board on 20 October 2023.
- Ian Jamieson retired with effect from 30 October 2023.
- Kieran Lane retired with effect from 29 February 2024. Jacqui Jones was appointed as Chair on 29 February 2024 and Karen Knight was appointed as Deputy Chair with effect from the same date.
- Jacqui Jones is also the Board representative on the Customer Advisory Panel.



Board skills and experience.

The Board 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 Guide Dogs NSW/ACT 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 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.

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. 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 Directors.

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. A review has been undertaken by People for Purpose in during 2024.

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 Guide Dogs NSW/ACT 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 CEO evaluates, at least annually, the performance of the Executive. Performance criteria vary according to the individual's role.

The 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.

Dealing with potential conflicts.

Staff are expected to appropriately manage or avoid any conflict of interest between Guide Dogs NSW/ACT or its Clients and the interests of a staff member. 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 30 June 2024 and has been approved by the Board.



We're here whenever you need us.

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Guide Dogs.

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