



Good Samaritan INDUSTRIES

Board Governance and Information Manual

March 2017



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Reference documents have been hyperlinked.

INTRODUCTION

This manual provides Board Members and Senior Management of Good Samaritan Industries (GSI) with an understanding of GSI, its operations and the application of its corporate governance and management structure.

The Board is appointed by, and governs on behalf of, the Uniting Church in Western Australia (UCWA) Synod and focuses its activities towards agreed long term outcomes, achievement of agreed benefits for service recipients and responsible stewardship of its resources to achieve those outcomes and benefits.

GSI was established under the **Uniting Church in Australia Act 1976 Part VI - Incorporation of Church Instrumentalities Section 34.**

The Board's primary role is to ensure ethical corporate governance while overseeing implementation of GSI's mission, in accordance with sound business principles. The governance policies and procedures outlined in this manual represent the framework of the activity and intention of the Board.

VISION, MISSION & VALUES

Our Vision is by 2020, we'll deliver valued jobs, training & community inclusion to 2,020 West Australians living with disability

Our Mission is to deliver good services to people living with disability so they can enjoy a good life.

We constitutionally achieve this by:

- Enabling employment for people with disabilities;
- Providing facilities that create a satisfying and rewarding work environment for people with disabilities;
- Developing the personal, social and vocational skills of our clients;
- Being and remaining an agency of the UCWA; and
- Adopting other objectives from time to time of a public benevolent nature, consistent with the above.

Our Values guide GSI's strategic planning, informing priorities for activity and the deployment of resources:

- Integrity - Being true in all things always;
- Respect - To treasure the unique dignity of every person;
- Responsibility - Recognising that in all situations there are both rights and responsibilities and being accountable for our actions;
- Innovation - Being prepared to listen, take risks and try new ideas; and
- Individual Service - Valuing, rewarding and celebrating the gifts and services of each person in the achievements of the organisation.

These values capture the way we want all members of the GSI community to work and interact together.

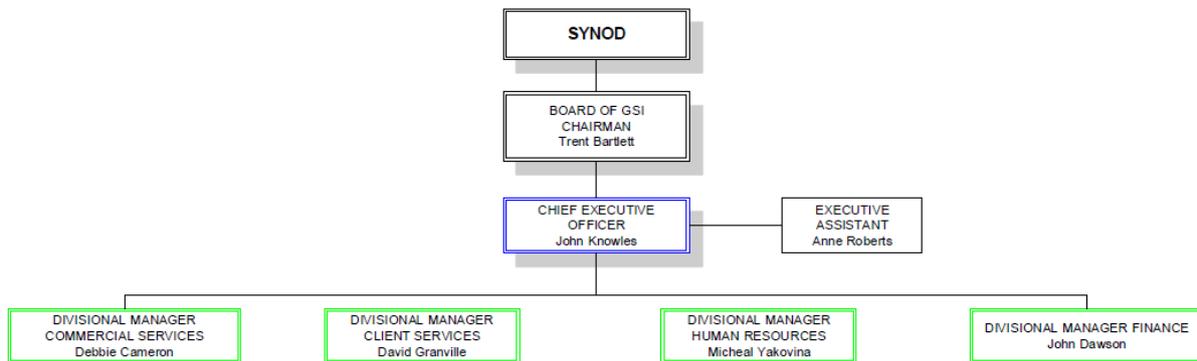
ORGANISATIONAL SUMMARY

GSI was founded in 1958 when Mrs Naomi Moorhouse approached our founder the Reverend Ralph Sutton to find work for her daughter Bernice who was profoundly deaf.

Reverend Sutton turned to the community seeking their recycled clothes to create jobs for people with disabilities and in 1959 was able to set up a small shop in William Street where Bernice was employed. She was GSI's first employee, retiring in April 2012; she continues to be a valued member of our family today.

In the intervening years, over 5,000 people with a disability have been given jobs through GSI.

The lines of responsibility and organisational structure of GSI are:



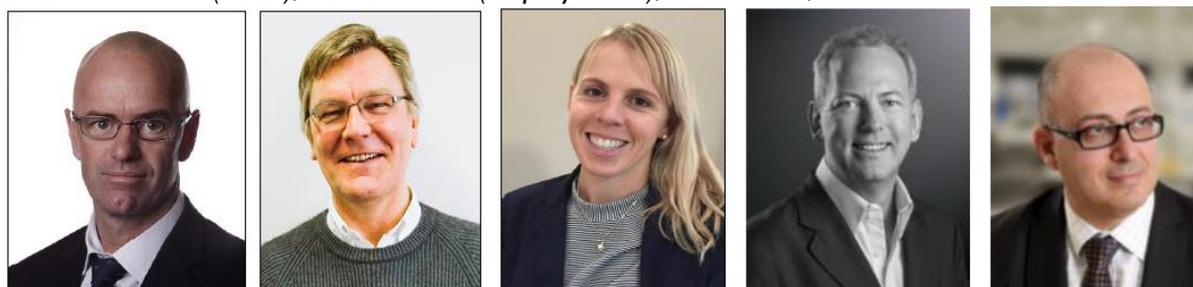
- **Client Services** finds the best possible services and supports for people with a disability and their family through GSI, the community and other specialist providers.
- **Commercial Services** – The retail arm comprises 14,500 m² of retail outlets throughout the metropolitan area, Albany, Bunbury, Geraldton and Northam. The familiar yellow collection bins are the lifeblood of the shops. More than 5,000 tonnes per annum are brought back to the Canning Vale processing centre for sorting, grading and subsequent distribution to the stores.
- **Human Resources (HR)** – GSI's HR team's responsibilities include overseeing OSH, management of performance, Payroll and all HR related matters.
- **Finance** – The Finance team handle all financial aspects of GSI as well as Insurance, overseeing IT/Equipment matters, website development and monitoring of GSI's fleet.

Staff - A total of 508 people are employed by GSI and there are approximately 200 volunteers.

The Board of GSI combines a wealth of experience from the private, public and community service sectors. All Board members provide their services on a voluntary basis, other than the CEO:



Trent Bartlett (Chair), Chris Walker (Deputy Chair), Sue Ulreich, Michael Patchell & Elisa Fear



Steve Price, Rev Craig Collas, Tamsin Eldridge, Ian Thubron & Dom Del Borrello



John Knowles (CEO)

The profiles of our current Board:

Mr Trent Bartlett	Experienced CEO and Company Director, Fellow of the Australian Institute of Company Directors
Mr Chris Walker	Senior Electrical Engineer for Bechtel and has held a number of Chairperson roles within the Uniting Churches in Australia.
Dr Sue Ulreich	Chief Executive Officer, SKG Radiology
Mr Michael Patchell	Chief Financial Officer, Uniting Church WA
Mrs Elisa Fear	Corporate/finance/banking/small business roles. Non-Executive Director Port Hedland Port Authority
Mr Steve Price	CEO and Director with extensive experience in the energy, mining, oil & gas, and industrial sectors
Rev Craig Collas	Minister Wesley Uniting Church Uniting Church in the City
Mrs Tamsin Eldridge	Legal Counsel, Corporate Solicitors Office Wesfarmers
Mr Ian Thubron	Founder & Chairman of AsiaStrategies
Mr Dom Del Borrello	Experienced CFO & Commercial Advisor with extensive experience in the mining, oil & gas, and property sectors
Mr John Knowles	CEO of GSI

The Management Team comprises:



Back Row (l-r): Micheal Yakovina, *Divisional Manager HR*; David Granville – *Divisional Manager Client Services*;
 John Dawson - *Divisional Manager Finance*;
 Front Row (l-r): Debbie Cameron – *Divisional Manager Commercial Services*; John Knowles – *CEO*;
 Anne Roberts – *Executive Assistant*

The profiles of our current Management Team:

Micheal Yakovina	23 years Human Resources
David Granville	30 years disability sector
John Dawson	30 years accounting
Debbie Cameron	23 years commercial management
John Knowles	15 years CEO experience
Anne Roberts	30 years administration

Online - GSI can be found on the [Web](#); [Facebook](#) and [YouTube](#)

Stakeholders:

- People within the community with a disability, their families and carers;
- GSI staff, including its volunteers;
- Good Sammy customers and donors;
- UCWA and its congregations;
- UnitingCare agencies - UnitingCare West and Juniper;
- Commonwealth Government Department of Social Services;
- The National Disability Insurance Agency;
- National Disability Services;
- The Disability Services Commission; and
- The general community of Western Australia.

CORPORATE GOVERNANCE

Corporate governance refers to the process by which organisations are directed, controlled and held to account. For GSI this process is detailed in the **GSI Constitution**.

The Board consists of:

- The Board Chairperson, who will be a member of the Church or a confirmed member of some other Christian denomination and be willing to participate in the life of the Church, appointed annually;
- Not less than six nor more than ten other persons with three year terms to a maximum of ten years; and
- The CEO.

Nomination of Board Members

The Board identifies upcoming vacancies and skills required, then begins a search process, as it will agree from time to time, to find suitable Board members.

Board members are appointed by the UCWA Synod each September and by its General Council if required between Synods. The Board also has the power to co-opt two Board members for a twelve-month period.

The Synod has the power to directly appoint Board members and the Chair without reference to GSI, however current practice is for GSI to recommend candidates to Synod.

To prepare for Synod each August GSI conducts internal elections for Chair and Deputy Chair and all Committee positions, cheque signatories and other statutory requirements to assist in nominations to Synod.

The Board Code of Conduct provides an ethical framework so Board Members shall:

- Act at all times and in all matters in the best interests of GSI and not engage in conduct likely to bring discredit to GSI;
- Act with propriety and not take improper advantage of their position nor allow personal, family or business interests to conflict with the interests of GSI and to fully disclose to the Board where they are likely to receive any payment or compensation for the provision of any goods or services to GSI;
- To act honestly and in good faith in the exercise of their powers and the discharge of their duties of office;
- Be diligent, attend Board meetings and devote sufficient time in preparation for meetings to allow for full and appropriate participation in the Board's decision-making;
- Observe confidentiality relating to non-public information acquired by them in their role as Board Members and not disclose such information to any other person;
- Ensure that the independent views of other Board Members are given due consideration and weight; and
- Ensure that stakeholders are provided with an accurate and balanced view of the organisation's performance, including both financial and service provision.

The Board in Action

The following topics are outlined in the following pages:

- [Chairperson Role](#)
- **Board Meetings**
- **Conduct of Board Meeting**
- **Agenda**
- Board Members:
 - **Role**
 - **Responsibilities**
 - **Orientation**
 - **Development**
- **Sub-Committees**
- [Insurance](#)

Role of Board Chairperson

The Board Chairperson has the same legal and ethical obligations of any Board Member. The Chair serves as a link between the Board and the CEO and does not have a formal directive role over the CEO, that is the role of the Board as a whole.

The Board Chairperson is responsible for:

- Chairing Board meetings – directing debates, ensuring that discussions do not stray too far from the agenda;
- To ensure that significant or complex decisions are preceded by agreement on how the decision is going to be reached – to confirm the process before getting into the detailed debate;
- Taking a leading role in keeping GSI's Vision alive, setting the organisation's course and monitoring its direction, and for ensuring that proper procedures are in place.
- Calling extraordinary meetings when required;
- Overseeing the selection and appointment process for new Board Members;
- Overseeing the CEO performance management process, CEO succession planning and CEO recruitment process when required;
- Representing GSI at official functions as required;
- Overseeing the Board's sub-committees' functioning and effectiveness. The Board Chairperson is an 'ex officio' member of all Board sub-committees but there is no expectation that the Board Chairperson will participate in all sub-committee meetings;
- Board Member discipline;
- Mediating disputes between Board Members; and
- Being the official spokesperson for the Board – the Chairperson is the only Board Member authorised to issue public statements on behalf of the Board concerning its decisions or deliberations. The CEO may undertake this function with the concurrence of the Chairperson. The CEO is the spokesperson for GSI on all other matters.

The Chairperson has a number of responsibilities between meetings:

- Together with the CEO develop the agenda for each meeting and ensures supporting papers are prepared;
- Motivate individual Board Members;
- Provide advice and support to the CEO;
- Create clear expectations for the Board;
- Create clear expectations for the CEO; and
- Do whatever else is necessary and prudent to ensure the organisation performs.

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Board Meetings

Board meetings are typically held on the third Tuesday of each month at lunchtimes, excluding December and April when the Board is in recess. Each meeting lasts one to two hours. The Board also conducts an annual planning session, usually half a day, at a time negotiated each year. In respect to Board Papers:

- These are finalised and distributed no later than the Friday before the Board meeting;
- These are confidential, including the minutes, unless released in accordance with the Board's decisions, or otherwise under the authority of the Chairperson;
- The CEO is required to take written minutes, or arrange this to be completed by a minute secretary, of all meetings of the Board. A draft of the minutes should be submitted by the CEO to the Chairperson for their review within five working days of the meeting. The draft minutes as finalised by the Chairperson are then distributed to all Members with a request that they be approved for signing by the Chairperson and presented at the next meeting of the Board as a true record of the said meeting; and
- Board Members, past and present, may access a copy of any paper from the official records for any Board meeting at which they were/are a member;

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Conduct of Board Meeting

- At any meeting of the Board, a quorum is the next whole number above half the current Membership of the Board;
- The Chairperson of a meeting does not have a deliberative vote but a casting vote in the event of an equality of votes;
- The Chairperson is to preside at all meetings of the Board. At any meeting of the Board at which the Chairperson or Deputy Chairperson is not present, a member elected by and from the Members present is to preside;
- The Chairperson shall decide all points of order, according to the policies and protocols of the Board, subject to appeal to the Board; and
- The Chairperson may call a special meeting of the Board from time to time as needed, upon giving three business days' notice. These may be formal meetings, telephone meetings, or informal meetings in the nature of a discussion to reach general agreement on a matter not requiring a formal resolution.

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Agenda

- It is prepared by the CEO with the Chairperson, who ultimately approves the agenda prior to the scheduled meeting for its inclusion in the papers distributed to all Members;
- Board Members can place matters on the Board's agenda, preferably well in advance of meetings, so that matters requiring significant attention are not suddenly dropped into general business. If it is known in advance that a matter is to be discussed and represented by Board Members, appropriate time can be made available at Board Meetings for that matter, and briefing papers and other support material can be prepared;
- This is not intended to restrict Board Member's rights to bring matters before the Board. It is suggested as the most effective way to ensure that matters are given appropriate and full attention and not automatically postponed for discussion until the next meeting of the Board;
- Members have a right and a duty to raise matters of serious concern at Board meetings. In order that such matters can be discussed properly, it is important that a Member with such a concern mention it to the CEO or Chairperson in time for the matter to be added to the agenda; and
- Each Board agenda is to include an item entitled Other Business, providing the opportunity for Members to raise additional matters for consideration by the Board.

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The Role of a Board Member is to:

- Be non-executive, unpaid and shall take no benefit whatsoever from their office;
- Ensure there is an appropriate separation of duties and responsibilities between the Board and senior management, and that no individual has unfettered powers of decision-making;
- Gain an understanding of the business, how GSI may be affected by economic and industry issues and the key issues, including governance;
- Safeguard integrity in financial reporting - being part of the structure to independently verify and safeguard the integrity of financial reporting;
- Ensure that proper inquiries are made if there seems to be areas of doubt;
- Ensure that management reports on the implementation of Board decisions;
- Lay solid foundations for management and oversight - establish and disclose the respective roles and responsibilities of the Board and management;
- Recognise and manage risk - establish a sound system of risk oversight and Management and internal control;
- Remunerate fairly and responsibly - ensure that the level and composition of management remuneration is sufficient and reasonable and that its relationship to performance is clear;
- Serve on a Board's sub-committee as required; and
- Abide by all relevant laws.

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Responsibility of Board Members at Board Meetings

- If unable to attend Board meetings to notify the CEO of their apology as soon as possible;
- Will consider properly all matters brought to the Board. If unable to attend a meeting, Members should contact the Chairperson in advance of the scheduled meeting to offer their advice on all important matters on the agenda;
- Will be frank and open in Board Meetings and to question, request information and raise issues. They recognise that where disagreements occur, every effort should be made to resolve the issue and to avoid dissension;
- Agree that, in the interests of the concord and effectiveness of the Board and GSI as a whole, will conduct themselves with good will and will always seek to maintain harmony; and
- Will notify the Board at the beginning of each meeting of any potential conflicts of interest on a personal or professional level, real or that may be perceived to interfere with their fiduciary obligations to GSI. The disclosing Member is required to absent themselves from all discussions relating to the matter, except with the unanimous agreement of all other Members present.

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Board Member Orientation

All Board Members, once they receive their appointment, and ideally before they actually commence their role, will be expected to participate in an orientation program to familiarise themselves with the organisation and their role.

The onus is on the new Board Member to complete the orientation program, with the CEO making organisational resources available to the new member.

Prior to the incoming Board Member's first Board Meeting, the CEO will provide the new Board Member with:

- A letter of appointment detailing the term of appointment, Board Members' powers and duties, and details of the overall induction program;
- GSI Board Governance Manual which details GSI's governance protocols and roles, the **GSI Constitution**, Committee Terms of Reference etc;
- Latest **GSI Annual Report**;
- A copy of the Board and Committee papers for the last three meetings; and
- A tour of GSI facilities and operations. The CEO should facilitate/arrange this tour.

The organisational contact for Board Member orientation is the CEO.

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Board Member Development

The GSI Board supports the idea of developing and enhancing the skill set of its members. Board Members will therefore have made available to them personal development opportunities and/or training as the Board determines. During the Board evaluation process, any development or training needs identified will be used to inform the construct of a development/training program for Board Members.

Furthermore, GSI will regularly review the Board's own performance as the basis for its own development and quality assurance – **Board Evaluation**.

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Board Sub-Committees

Sub-Committees of the Board can be formed as deemed necessary to address specific matters.

Sub-committees enable Board Members and the Divisional Management Team to discuss particular issues in greater depth. This allows the Board to devote its plenary time to major decisions and policy matters with reference made to recommendations from the sub-committees.

Sub-committees operate under the authority of the Board and are responsible to the Board for their operation and for reporting back to the Board. They are established to effectively deal with some of the more detailed matters Boards confront.

From time to time, sub-committees may be formed for various matters, and these are structured in such a way that Board Members can generally accommodate meetings on or about the time of Board Meetings.

The current sub-committees of Board are:

- Audit & Risk Committee reports and make recommendations to the Board in discharging their responsibilities relating to:
 - Financial Control and Reporting;
 - Risk Management and Insurance;
 - Providing communication between Board, senior management and external auditors;
 - Legal Compliance; and
 - Other matters as may be determined by the Board,

in accordance with the **Committee's Terms of Reference**.

The Auditors will conduct an entrance interview each April/May with this Committee and an exit interview each August/September with the Committee. Each September, the Auditors will also have an exit interview with the full Board and Management team of GSI.

- Investment Committee reports and make recommendations to the Board in discharging their responsibilities relating to:
 - Investment risk policies and objectives;
 - Approval of investments within the guidelines and objectives approved by the Board;
 - The effectiveness of the investment risk policies and the achievement of the investment objects of the GSI Board; and
 - Other matters as may be determined by the Board,

In accordance with the **Committee's Terms of Reference**.

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Board Insurance is held as follows:

The details are:

- Professional Indemnity - This policy indemnifies the Board in the performance of its role.
- Board Members' and Officers' Liability - Board Members' and Officers' Liability Insurance which provides protection for Board Members and senior management, who could be sued individually for any actual or alleged wrongful act of the Board
- Group Personal Accident - Covers injuries to Board Members whilst they are engaged in performing the duties of a Board Member, including necessary travel undertaken on GSI business.

Please refer to **GSI's Insurance Schedule**.

CONSTITUTIONAL FUNCTIONS

The **Constitution** defines five key responsibilities of the Board:

- **Policy development;**
- **Strategic planning;**
- **Compliance;**
- **Management oversight;** and
- **Chief Executive Officer**

Each of these responsibilities is outlined in the following sections of the Governance Manual.

POLICY DEVELOPMENT

Within GSI 'Policy' means:

- The ideas and plans held by the organisation for doing something;
- It is used as an umbrella term to include our Mission, philosophy, goals etc.; and
- It also means the rules decided by the Board about how things at GSI should be done.

In relation to policy development, the Board will:

- Determine and interpret policy consistent with the objects and purposes of GSI; and
- Oversee the implementation of policy approved by the Board.

The Board is not expected to engage in micro-detailed policy and procedural development, however, it is important that such procedures are in line with the policy directions set by the Board. Therefore, within GSI, it is recognised that there are two levels of policies. They are:

- Governance Policies - developed by the Board, generally in partnership with management and include:
 - **Risk Management**
 - **Delegations of Authority**
 - **Code of Conduct**
 - **Emergency/Acting CEO Succession**
 - **Workplace Safety and Health**
 - **Chain of Responsibility**
 - **Remuneration Policy**
 - **Employee Protection (Whistleblowing)** (Draft Policy)
 - **GSI Board Skills Matrix**
- Operational Policies are developed by the CEO in consultation with the Divisional Management Team and relate to the operational management of the organisation. The Board is not required to approve Operational Policies, these:
 - Govern the internal operation of GSI;
 - Are endorsed and approved at CEO level;
 - Assist staff in carrying out aspects of their jobs; and
 - Form part of the written documentation that supports GSI's Quality Management.

Operational Policies and their supporting procedures/guidelines must comply with any relevant laws.

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STRATEGIC PLANNING

Strategic and Business planning governs and controls the current and future directions of GSI in the services and businesses it provides.

The **Strategic Plan** articulates the future directions of GSI and sets the parameters for the organisation's directions and operations.

The Board, as part of its role, has a clear responsibility to its stakeholders to ensure that GSI operates, as an organisation, in a business manner with its development and service provision being articulated by a strategic planning process.

The Board works closely with the CEO and GSI's Divisional Management Team to develop and construct a Strategic Plan. This is accomplished by:

- A review of the current Strategic Plan evaluating the achievements against the stated outcomes;
- A process of review and assessment of GSI's current service and business delivery programs;
- An examination of current and future anticipated service and business opportunities;
- An examination of current and anticipated government policy directions;
- An assessment of GSI's ability to respond to current and anticipated service and business needs; and
- The willingness of GSI and the Board to embrace the future as identified by the strategic planning process.

GSI's Strategic Plan is a "living document" and although the plan has a stated life cycle, the plan is constantly being reviewed to ensure its currency and relevance to the climate in which GSI exists.

The Board sets aside time for an annual planning session based on its planning cycle and budget.

The Board Chairperson can call a Special Board Meeting or workshop for the Board to participate in the strategic planning development process together with the Divisional Management Team. The Board must be involved in GSI's strategic planning process.

Once the Strategic Plan is endorsed by the Board, the CEO together with the Divisional Management Team, translates the identified goals and outcomes of the Strategic Plan into a Business Plan for the organisation which articulates GSI's expected business outcomes, goals and objectives for the forthcoming year.

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COMPLIANCE

The Board is expected to be capable of understanding the affairs of GSI, its people and the facilities it is governing well enough to reach a well-informed opinion of its financial capacity, and it must be sufficiently up-to-date with GSI's dealings to allow it to respond properly to the organisation's changing financial capacity.

GSI's financial management system produces a suite of financial reports to keep the Board fully informed of its financial position.

The budget translates GSI's strategies into a financial plan for the next twelve months. The Board must finalise and approve the annual budget and needs to sign off on any items of expenditure outside the approved budget.

GSI's Constitution outlines six compliance activities:

Constitutional Requirement	Action
Approve budgets for, and oversee the management of the funds of, GSI subject to the requirements of the GSI Constitution, the Synod and any relevant funding authority	<ul style="list-style-type: none"> • Budgets for the next year are approved each May • Performance against budget monitored by Board monthly • External reports made annually
Oversee all financial operations and accounting procedures and ensure that proper records and books of accounts are kept	Financial operations are maintained in accordance with the <u>Australian Accounting Standards</u> – these are independently audited annually. GSI has never had a qualified Audit Report.
Determine compliance policies and monitor performance in relation to governmental, taxation and other legal obligations	Refer <u>Policy Development</u> Refer <u>GSI's Legal Obligations</u>
Forward the annual report, auditor's report and audited financial statements of GSI to the Synod within four months following the end of the financial year	This is done by end of October after the Board has approved relevant reports in September
Prepare and publish an annual report on the activities of GSI	Approved by Board each September
Adhere to the standards prescribed by the Church from time to time	CEO responsibility to advise Board

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MANAGEMENT OVERSIGHT

In general, the Board is functionally responsible for:

- Giving overall direction to the organisation;
- Overseeing and controlling the executive actions of its management; and
- Satisfying legitimate external expectations for accountability, adherence to the standards prescribed by the Uniting Church in Australia and conformance with law and regulations.

The **GSI Constitution** outlines five Management oversight activities:

Constitutional Requirement	Action
Approve and monitor an annual plan for the achievement of strategic goals	The Board has developed and will maintain a set of Key Performance Indicators which, firstly, allows the Board to examine GSI operations as a whole and progress on its Strategic Plan.
Obtain and consider reports on the management and programs of GSI to ensure ongoing good governance	<ul style="list-style-type: none"> • Review Governance Manual annually; and • Independent review of Governance as required e.g. Ledgers.
Implement procedures to conduct an evaluation of programs of GSI to ensure best practice in service provision	Annual Quality Audit undertaken by a company certified to conduct audits of the National Standards for Disability Services
Ensure GSI meets or exceeds the expectations and standards required by the Church and by funding bodies	<ul style="list-style-type: none"> • Finance and Quality Audits; • Annual Audits of services by funding bodies; and • Always comply.
Conduct at least annually a risk management review of all aspects of GSI's operations	In conjunction with GSI's Insurance Brokers.

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THE CHIEF EXECUTIVE OFFICER

The Board engages a CEO whose job is to lead and manage GSI in accordance with Board policies and directions. The relationship of the Board and the CEO is defined in the **Constitution**, within this manual and in Board Policies including the [Delegations of Authority](#).

The CEO's contract of employment is available for Board Members.

The CEO:

- Is appointed or re-appointed by the Board, with the prior approval of the UCWA Synod or General Council.
- Will be a member of the Church or a confirmed member of some other Christian denomination and be willing to participate in the life of the Church.
- Contract is terminable at any time by resolution of the Board under certain conditions laid out in the **Constitution** (S 8.2.23d) and the employment contract between GSI and the CEO.
- Is accountable to the Board for leading the activities of GSI;
- Has the power, subject to the oversight of the Board, to appoint and dismiss all staff, direct the day-to-day operations of GSI, and to take any reasonable action, consistent with established Board guidelines and the objects and purposes of GSI, to ensure GSI achieves satisfactory outcomes in all areas of management and operation;
- Is a Board Member and shall attend all meetings of the Board unless excused by the Board;
- Will submit to each meeting of the Board a report on the implementation of the Board's policies and strategies and the activities of GSI;
- Will retire from any Board meeting for such time as matters concerning their own interests are under discussion; and
- Is the agency spokesperson, or delegates where appropriate, liaises with Board Chairperson on issues that may require public comment or likely to attract adverse publicity

The appointment of the CEO in no way diminishes the Board's own accountability. The Board remains legally, financially and ethically responsible for GSI and must account to its stakeholders for its performance. Therefore, to fulfil its responsibilities, the Board must insist that the CEO account to it and retain its confidence.

The Board expects the CEO to manage GSI on a day to day basis ensuring that:

- The business of GSI operates in an efficient and cost effective manner;
- A positive return is achieved for the resources employed in the business;
- The organisation's human, physical and system assets are developed and maintained; and
- Productive working relationships are developed with the organisation's key stakeholder groups.

The Board expects the CEO to perform responsibly in:

- Managing the organisation in line with its **Mission, Vision** and **Values**, and the objectives and policies of the Board and the relevant laws;
- Managing the systems that allow GSI to fulfil its governance responsibility;
- Working with the management team to develop and improve the organisation's operational policies and procedures to support the business;
- Developing and implementing organisational and staffing plans and policies;
- Providing safe, satisfying employment and training to assist staff in carrying out their duties effectively and developing their full potential;
- Reporting financial data regularly and accurately, making pertinent comparisons to budgets approved by the Board;
- Establishing and maintaining good relationships with the local community and other disability service providers;
- Ensuring that financial and human resources are used to good purpose and not wasted or diverted;
- Marketing GSI's business and services to the organisation's stakeholders; and
- Managing workplace relations.

The Board:

- Establishes performance criteria for the CEO and ensures appropriate support and review processes are implemented – refer to **Annual Performance Review**, and
- Determines the limits of delegation of responsibility and authority to the CEO, refer to the **Delegation of Authority**

The Board is responsible for the remuneration of the CEO and Management Team.

Each June, or as required by Board, for the coming year, the:

- Chairperson will recommend the CEO's remuneration; and
- CEO will recommend the Management Team's remuneration.

As per the **GSI Remuneration Policy**.

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ENDS