



# Corporate Governance Statement

as at 24 February 2024

[benevolent.org.au](http://benevolent.org.au)

**benevolent** SOCIETY  
Your life. Your way.

## **Acknowledgment of Country**

The Benevolent Society acknowledges the Traditional Owners of country throughout Australia and recognises their continuing connection to land, waters and community. We pay our respects to them and their cultures, and to Elders past, present and future.

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## What is our approach?

Our approach to governance is grounded in a commitment to integrity, accountability, and transparency. We recognise that effective governance is essential to achieving our purpose and maintaining the trust of our stakeholders. Our approach to governance takes into account the:

- **ACNC Governance Standards** – The Benevolent Society is a registered charity endorsed as a public benevolent institution by the Australian Charities and Not-for-profits Commission (ACNC) and is endorsed by the Australian Taxation Office to access certain tax concessions (including as a deductible gift recipient). As a registered charity, we must comply with the ACNC Governance Standards. The ACNC Governance Standards are a set of core, minimum standards relating to charity governance and how a registered charity is run. By adhering to these standards, we are also dedicated to maintaining and enhancing public trust and confidence in the charity and not-for-profit sector.
- **AICD NFP Governance Principles (3<sup>rd</sup> edition)** The Australian Institute of Company Directors (AICD) has developed these suite of governance principles offering pragmatic guidance grounded in director expertise and regulatory best practice and real-life studies. By applying these principles, we strive to create a governance environment that is responsive to the needs of our stakeholders and adapting to the evolving challenges faced by the sector.
- **ASX Governance Principles (4<sup>th</sup> edition)** – Although we are not a listed company, we are committed to aligning our governance with the Australian Stock Exchange (ASX) Corporate Governance Council's Corporate Governance Principles and Recommendations (ASX Governance Principles) where applicable and appropriate. We believe this approach not only reflects our dedication to excellence but also establishes a higher standard for governance. We have adapted the application of principles and recommendations where it would be appropriate for a registered charity of our size, complexity and nature of services.

## How do we check that we are meeting these standards and principles?

To ensure that we are meeting the ACNC Governance Standards, AICD NFP Governance Principles, and ASX Governance Principles, we have implemented a robust system of checks and reviews. Our approach includes the following key activities:

- We **complete the self-assessment tools provided by the ACNC annually**. These tools help us evaluate our compliance with the ACNC Governance Standards and identify areas for improvement. By systematically working through these self-assessments, we ensure that our governance practices remain aligned with the expectations of the ACNC.
- In addition to the ACNC self-assessments, we **conduct an annual review of our governance framework**. This review involves a comprehensive evaluation of our governance policies, procedures, and practices against the ACNC Governance Standards, AICD NFP Governance Principles and ASX Governance Principles. The annual review allows us to identify any gaps or areas where we can enhance our governance practices to better align with these standards and principles.
- As a human service provider, we also **undergo regular accreditation reviews**. These reviews are conducted by relevant regulators or their delegates and assess our compliance with various governance principles and standards. Many of the governance principles and standards listed in the regulatory frameworks have overlapping obligations with the ACNC, AICD, and ASX principles. By participating in these accreditation reviews, we ensure that our governance practices are not only compliant with regulatory requirements but also aligned with best practices across different human services sectors.

By integrating self-assessments, annual reviews, and accreditation processes, we maintain a continuous cycle of evaluation and improvement. This ensures our governance framework remains robust, comprehensive, and responsive to the evolving needs of our organisation and stakeholders. Our approach, which incorporates these governance standards and principles, fosters a culture of continuous improvement, supports our purpose, enhances operational effectiveness, and ensures accountability to our stakeholders.

## Our Corporate Entity Details

Company Name	THE BENEVOLENT SOCIETY
ACN	084 695 045
ABN	95 084 695 045
Registered Office	2E Wentworth Park Road, Glebe
Status	Registered with the Australian Securities and Investments Commission and the Australian Charities and Not for Profit Commission
Company Type	Public Company Limited by Guarantee
Charity Subtype	Public Benevolent Institution
Commonwealth Tax Concessions	Income tax exemption, goods and services tax ( <b>GST</b> ) concession, fringe benefits tax ( <b>FBT</b> ) exemption and deductible gift recipient ( <b>DGR</b> ) endorsement
Board of Directors	Ken Smith (Chair) Andrew Yates (Chair, Audit, Finance and Risk Committee) Nancy Milne (Chair, People & Culture Committee) Robyn Mildon (Chair, Research, Practice and Quality Committee) Mahir Momand Lorraine Sheppard David Wenitong Rod Young  More information is on the <a href="#">About Us – Board of Directors</a> section of our website.
Board and Committee Details	Membership of our Board and Committees including the relevant qualifications and experience of our Board Directors, number of times the Board and the Committees meet during a financial year and individual attendances of the members at these meetings may be found in our annual financial reports. The Annual Financial Report is available via our website – <a href="http://www.benevolent.org.au">www.benevolent.org.au</a> .
Auditor	HLB Mann Judd Assurance (NSW) Pty Ltd
Group Company Secretary	Elaine Leong
Public Officer	Stefan Duvenhage
Membership of Other Entities	The Benevolent Society is a founding member of <i>Social Ventures Australia Limited</i> , <i>Goodstart Early Learning Limited</i> and <i>EveryAGE Counts Limited</i> . These entities are public companies limited by guarantee. In line with the Australian Accounting Standards, The Benevolent Society does not recognise these entities as subsidiaries, associates or joint ventures.

Throughout this governance statement, where we refer to Board, we are referring to the Board of Directors of The Benevolent Society. When referencing a board, in general, we do not capitalise the word board.

## Sector Insights, Standards and Good Governance

The following information is drawn from various authoritative sources including the ACNC, AICD, Governance Institute of Australia, Community Council for Australia, Philanthropy Australia, Social Ventures Australia, Pro Bono Australia, NFP Law, Institute of Company Directors Australia as well as insights from the NFP Legal and Governance Network, a community of practice group of legal and governance professionals in the charity sector.

Theme	As it relates to Benevolent
<b>Diversity and Inclusion</b> <ul style="list-style-type: none"> <li>Aim for diverse representation of Benevolent community</li> </ul>	<ul style="list-style-type: none"> <li>We have a Board Composition Framework which reflects our aspirational diversity targets.</li> </ul>
<b>Skills and Expertise</b> <ul style="list-style-type: none"> <li>Ensure a diverse mix of skills to ensure diverse insights are integrated into our governance and foster inclusion in decision-making.</li> <li>Regularly assess the skills matrix to identify gaps and recruit accordingly.</li> </ul>	<ul style="list-style-type: none"> <li>Our Board Composition Framework helps identify gaps in skills and ensures we have a diverse range of perspectives and experiences to effectively guide the organisation. It also serves as a valuable tool for evaluating potential candidates and facilitating targeted professional development for current Board Directors.</li> </ul>
<b>Independence</b> <ul style="list-style-type: none"> <li>Strive for a significant proportion of independent directors to enhance objectivity and reduce potential conflicts of interest.</li> </ul>	<ul style="list-style-type: none"> <li>All our Board Directors are independent.</li> </ul>
<b>Size of the Board</b> <ul style="list-style-type: none"> <li>Maintain an effective Board size, typically between 5 and 12 members, to facilitate active engagement and efficient decision-making.</li> </ul>	<ul style="list-style-type: none"> <li>Our constitution sets a Board size between 3 and 12.</li> </ul>
<b>Term Limits and Rotation</b> <ul style="list-style-type: none"> <li>Implement term limits (e.g., 3 terms of 3 years) to promote new perspectives while ensuring continuity and institutional knowledge.</li> </ul>	<ul style="list-style-type: none"> <li>The maximum tenure of a Board Director ranges from nine to thirteen years, depending on whether they also serve as an office bearer. Ordinary Board Directors serving a three-year term from their last election must retire at the end of that period. However, they are eligible for re-election at the AGM, up to a maximum tenure of nine years. Office bearers cannot serve more than five consecutive years in one position, though Board Directors through a 75% or greater majority may waive these restrictions in special circumstances.</li> </ul>
<b>Board Committees</b> <ul style="list-style-type: none"> <li>Establish key committees (e.g., finance, governance, risk management) to enhance oversight and accountability.</li> </ul>	<p>The Board currently has the following standing Committees:</p> <ul style="list-style-type: none"> <li>Audit, Finance and Risk Committee</li> <li>People and Culture Committee</li> <li>Research, Practice and Quality Committee</li> <li>Aboriginal and Torres Strait Islander Board Advisory Committee.</li> </ul> <p>We also create time-bound, subject-purpose working groups and committees.</p>
<b>Induction and Training</b>	<ul style="list-style-type: none"> <li>We have a comprehensive induction program which may be customised to a new Director's needs and</li> </ul>

<ul style="list-style-type: none"> <li>• Provide induction programs for new Board members and ongoing training to ensure they are equipped to fulfill their roles effectively.</li> </ul>	<p>interests. Most recently, cultural awareness training has been provided to the Board.</p>
<p><b>Regular Performance Evaluation</b></p> <ul style="list-style-type: none"> <li>• Conduct annual evaluations of Board performance, both individually and collectively, to identify areas for improvement.</li> </ul>	<ul style="list-style-type: none"> <li>• Board and Committees self-review annually and an independent, external review is carried out every 2 – 3 years.</li> </ul>
<p><b>Stakeholder Engagement</b></p> <ul style="list-style-type: none"> <li>• Board Directors engage with representatives from key stakeholder groups (e.g., beneficiaries, volunteers) to ensure the Board is connected to the community and responsive to its needs.</li> </ul>	<ul style="list-style-type: none"> <li>• There are opportunities for site visits where Board Directors can meet staff, clients and community partners. These are organised on a group and individual level.</li> </ul>
<p><b>Transparency and Accountability</b></p> <ul style="list-style-type: none"> <li>• Maintain clear and update regularly governance policies and practices, including a conflict of interest policy, to ensure accountability to stakeholders.</li> </ul>	<ul style="list-style-type: none"> <li>• Our suite of governance policies and documents are reviewed at least annually and are available to the Board at all times via Diligent, our Board app.</li> <li>• Select governance policies and documents are available in the public domain via the ACNC and/or Benevolent’s website.</li> </ul>
<p><b>ESG and Sustainability</b></p> <ul style="list-style-type: none"> <li>• ESG and sustainability embedded into organisational governance.</li> <li>• Sustainability initiatives and practices aligned with a charity’s purpose, vision and strategy.</li> <li>• The Board should oversee the framework for evaluating sustainability-related risks and opportunities.</li> </ul>	<ul style="list-style-type: none"> <li>• The Board is provided with guides and policies relating to many ESG-related topics, including human rights and modern slavery; conflicts of interest; privacy; diversity and inclusion and reconciliation.</li> <li>• We are committed to advancing sustainable business practices with the aim to reduce Benevolent’s carbon footprint. This is embedded in our organisational strategy.</li> <li>• Our annual Modern Slavery Statements receive external review and are approved by the Board.</li> <li>• Our organisational ESG statement is contained within this Governance Statement (see section 7).</li> </ul>

# 1. Defining and Realising our Purpose, Vision and Strategy

- **Commitment to Purpose, Vision, and Strategy:** We are dedicated to advancing our charitable purpose toward a clear vision supported by our strategy that aligns the efforts of our Board, Management, staff, and volunteers.
- **Review and Oversight:** The Board collaborates with Management to develop and regularly review our Strategic Plan, ensuring it reflects our purpose and adapts to stakeholder insights and community needs.
- **Transparency and Engagement:** We maintain transparency by communicating our core elements to stakeholders, with detailed information available on our website and social media, fostering accountability and responsiveness.

As a not-for-profit organisation, we exist to advance our charitable purpose. This commitment is clearly outlined in our constitution, specifically in Rules 1 and 2. Our constitution is readily available in the [About Us – Legal and Corporate Governance](#) section of our website and on the ACNC Charity Register.

## Our Purpose

Our purpose articulates the fundamental reason we exist and reflects our dedication to our vision. This clarity inspires our stakeholders and aligns the efforts of our Board, Management, staff, and volunteers toward common goals. We actively monitor and assess the alignment of our purpose with our activities.

## Our Vision

Our vision outlines what we aspire to achieve in the long term, painting a picture of the future we aim to create. Our vision is available in the [Mission and Vision](#) section of our website.

## Our Strategy

The Board owns the strategy and collaborates closely with Management to develop it. Our Strategic Plan is integral to achieving our charitable purpose and its development is the result of a number of workshops and meetings, ensuring that it reflects our purpose, vision as well as the insights of our stakeholders. Our strategic plan is available in the [Mission and Vision](#) section of our website.

## Review of Purpose, Vision, and Strategy

We formally review our purpose, vision, and strategy during our annual Board Strategy Day. This dedicated time allows us to evaluate our direction comprehensively and make any necessary adjustments. Additionally, we have a standing agenda item on strategy in our regular board meetings, which ensures ongoing oversight and responsiveness throughout the year.

## Our Guiding Light

Together, our purpose, vision, and strategy serve as our guiding light, informing our decisions and actions at every level. Board reporting provides clear visibility on the progress of our strategy and its key initiatives, enabling us to assess our effectiveness and make informed adjustments as needed.

To maintain transparency, we document and communicate our purpose, vision, and strategy to all stakeholders. Detailed information about our Strategic Plan and its progress can be found in the [About Us - Mission and Vision](#) section on our website and through our social media channels.

In essence, our commitment to defining and refining these core elements is vital for our success, sustainability, and impact in the community. By regularly reviewing and collaboratively developing our strategic direction, we ensure that we remain true to our purpose while adapting to the evolving needs of those we serve.

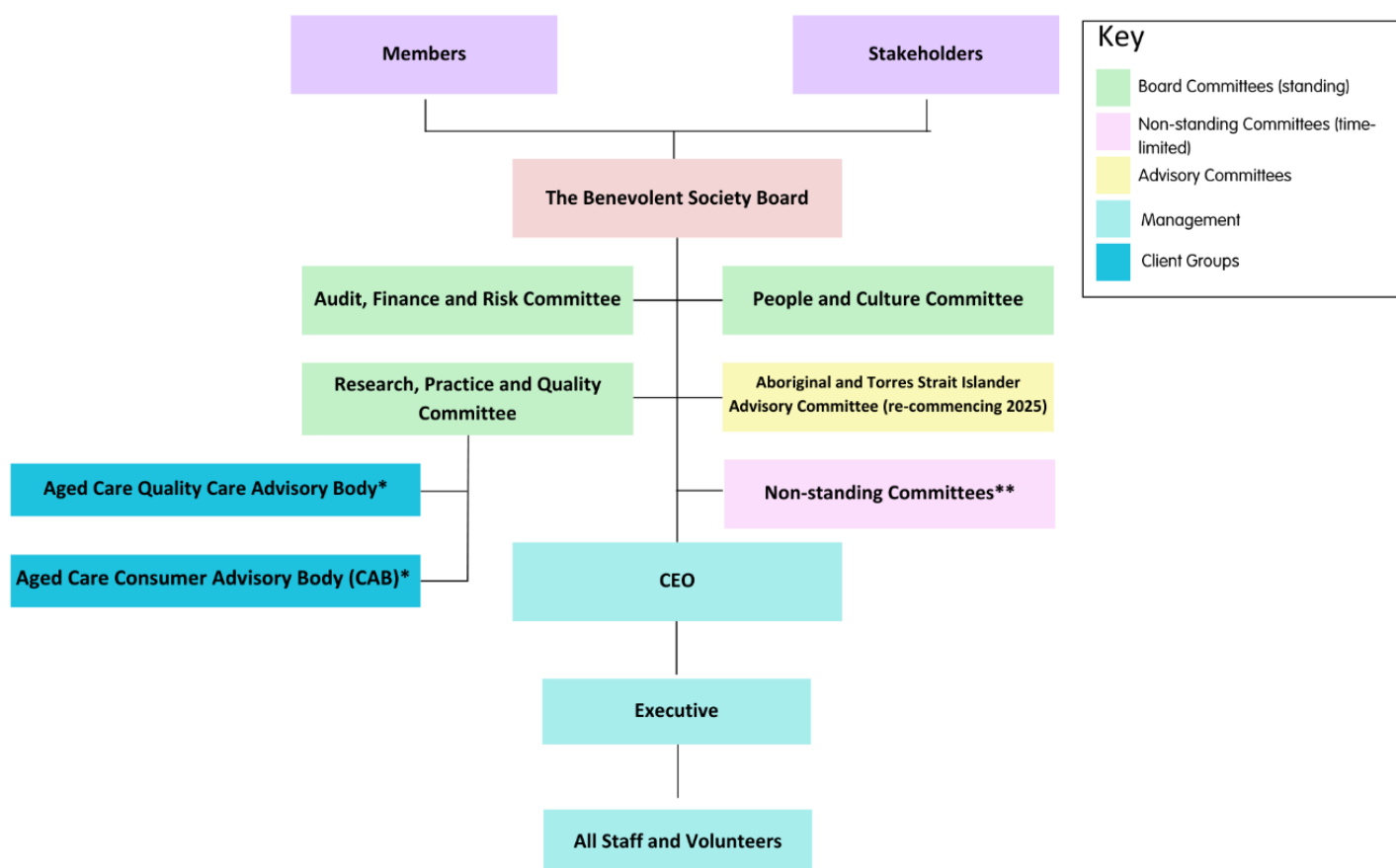


## 2. Defining Roles and Responsibilities for Effective Governance

- **Clear Roles and Responsibilities:** We emphasise the importance of well-defined roles for our Board Directors, Management, and staff, ensuring that everyone understands their duties and expectations for effective governance.
- **Board Structure and Committees:** Our Board operates under a charter that outlines its responsibilities, delegating functions to four main committees—Audit, Finance and Risk; People and Culture; Research, Practice and Quality; and Aboriginal and Torres Strait Islander Board Advisory Committee —along with advisory bodies for aged care quality care. This structure fosters accountability and specialised oversight.
- **CEO Relationship and Reporting:** A strong, respectful relationship between the Board and the CEO is maintained, with clearly delineated roles. The Board relies on comprehensive management reporting to inform decisions, overseeing key areas like recruitment and third-party service providers, while ensuring strategic alignment with our purpose and vision.

We recognise that clearly defined and documented roles and responsibilities are foundational to effective governance. This clarity ensures that all our Board Directors, Management and staff understand their duties and the expectations placed upon them.

We note the Aged Care Consumer Advisory Body commenced from February 2025.



\*These bodies submit a report to the Board through the Research, Practice and Quality Advisory Committee every 6 months which the Board responds to accordingly

\*\*As at February 2025 the following non-standing committees are in operation: Oversight Committee and Board Director Search Panel

## **Board Roles and Responsibilities**

The role of the Board is to provide leadership, strategic guidance and effective governance. Our Board operates under an established charter that outlines its role and responsibilities, including matters expressly reserved for the Board. This framework provides accountability and ensures that each Board Director understands the role of the Board and Board Director duties and conduct. The Chair leads the Board and oversees its operations to ensure it fulfils its responsibilities effectively. The Board acts primarily during meetings or through passed resolutions. A key responsibility of the Chair is to facilitate these meetings and enhance the overall effectiveness of the Board's activities.

The Board has delegated some functions to committees with clearly defined responsibilities, as outlined in their respective charters. We currently have four standing Board committees: Audit, Finance and Risk; People and Culture; Research, Practice and Quality; and Aboriginal and Torres Strait Islander Board Advisory Committee. Ad hoc committees may also be created to address specific matters, projects, initiatives or specific interest. By utilising committees, the Board can delegate technical and detailed matters, allowing for a more streamlined and efficient use of its time.

As required under aged care laws, the Aged Care Quality Care Advisory Body provides reports to the board every six months, to which the Board formally responds. At least once every year, consumers of our aged care services will be offered the opportunity to establish a Consumer Advisory Body, which, if established, will also provide reports to the Board. In February 2025, the Aged Care Consumer Advisory Body was established. These bodies advise and communicate with the Board through the Research, Practice and Quality Committee.

The Group Company Secretary is accountable directly to the Board through the Chair and plays a crucial role in ensuring the proper functioning and effectiveness of the Board and its committees. Directors can seek guidance from the Group Company Secretary on fulfilling their legal responsibilities. All Board Directors have access to the advice and services of the Group Company Secretary, whose independence is recognised and supported. The Group Company Secretary also serves as the Group General Counsel.

## **CEO Relationship and Responsibilities**

We maintain a clear understanding of the roles and responsibilities of the CEO, including the relationship between the Board and the CEO. This relationship is built on mutual respect and open communication, allowing the Board to provide effective oversight while enabling the CEO to manage the organisation. The CEO is accountable to the Board for both strategic performance and operational management within the risk appetite established by the Board. With the support of the Executive team, the CEO fulfils this accountability by providing regular reports, briefings, and presentations to the Board throughout the year. Additionally, the CEO engages in ongoing dialogue with the Chair, who serves as the primary link between the Board and Management, ensuring continuity between Board meetings. The Chair is an independent non-Executive director and is not the same person as the CEO.

The Executive team comprises the CEO, Executive Directors and Group General Counsel and Group Company Secretary. The Executive is the most senior leadership team within the organisation and works collaboratively together to assist the CEO:

- to execute the endorsed strategy, overseeing the performance of the organisation and ensuring the people, systems and resources are in place to deliver on purpose and strategy; and
- to ensure the organisational priorities and strategic external relationships are maintained and supported.

Each Executive Director is accountable and responsible for their directorate and bringing any matter which requires the approval or attention of the CEO or Executive team, as applicable. Our Schedule of Authorities and Delegations also sets out management delegations and is reviewed annually. Any changes to CEO delegations are reviewed by the Audit, Finance and Risk Committee and must be approved by the Board.

## **Board Meetings, Reporting and Oversight**

There are usually 6 Board meetings and a Board strategy day every year. Board meetings are usually held on the fourth Monday of February, March, May, July, September, November. The Board strategy day is typically held in the month of October.

To make informed decisions, our Board requires clear and relevant reporting from Management. Our reporting framework includes regular updates on strategic initiatives, financial performance, and operational metrics. This enables Board Directors to ask questions and challenge management appropriately, fostering a culture of accountability and transparency. Specifically, on the oversight of employee and volunteers and third-party service providers:

- The Board maintains a strategic, high-level oversight role regarding employee and volunteer recruitment and training policies. While we ensure that Management implements effective screening processes and training protocols, major issues or significant changes in these areas are escalated to the Board through the People and Culture Committee. This allows the Board to focus on overarching strategic goals while ensuring that our workforce remains effective and aligned with our purpose.
- Similarly, the Board takes a strategic approach to oversight of key third-party service providers. We acknowledge their essential role in our operations and rely on Management to review and assess the performance of these providers. Major issues related to third-party performance are escalated to the Board as needed, enabling us to make informed decisions while fostering effective governance.

Through these practices, we establish a strong governance framework that supports our mission and enhances our organisational effectiveness. By clearly defining roles, ensuring comprehensive reporting, and understanding the dynamics of the Board-CEO relationship, the Board can fulfill its responsibilities with confidence and competence.

### 3. Promoting Diverse Board Composition and Effective Evaluation

- **Constitutional Requirements:** Our Board consists of independent, non-executive directors, with clear tenure limits and conflict of interest disclosure requirements, as outlined in our Constitution and policies
- **Diverse Board Composition:** We value a diverse board with a mix of skills, experience, and backgrounds, using a skills matrix to ensure alignment with our strategic objectives.
- **Rigorous Appointment and Performance Review:** We have a thorough process for appointing and inducting Board Directors, including regular performance reviews and open dialogue to maintain effectiveness and accountability.

We believe that a diverse board with a mix of skills, experience, and backgrounds is essential for effective governance and aligns with our purpose, vision, and strategy. This diversity enriches our decision-making processes and enhances our ability to address the varied needs of the communities we serve.

#### Constitutional Requirements

The Board is comprised entirely of independent, non-executive directors, with details including tenure available in the [About Us – Board of Directors](#) section on our website and in our Annual Report. Our Constitution stipulates that the number of Board Directors will be no less than three and no more than twelve. The maximum tenure of a Board Director ranges from nine to thirteen years, depending on whether they also serve as an office bearer. Ordinary Board Directors serving a three-year term from their last election must retire at the end of that period. However, they are eligible for re-election at the AGM, up to a maximum tenure of nine years. Office bearers cannot serve more than five consecutive years in one position, though Board Directors through a 75% or greater majority may waive these restrictions in special circumstances. Board Directors are required to disclose any potential, perceived, or actual conflicts of interest and related party transactions, which are in accordance with our Conflicts of Interest and Related Party Transactions Policy.

#### Diverse Skill Sets and Backgrounds

We strive to cultivate a board that brings together individuals with a wide range of background, expertise and experience. The Board has an appropriate balance of skills, knowledge, experience, independence, and diversity to effectively discharge its duties and responsibilities.

Our key selection criteria for Board Directors is set out in our Board Composition Framework and encompasses diversity targets, core skills and specialist skills and industry/sector experience.

#### Transparent Selection Process

The selection of Board Directors follows a transparent process designed to maintain trust and accountability. Clear search criteria guide candidate assessments, ensuring that individuals are chosen based on their qualifications, experience, and alignment with our organisational values. The People and Culture Committee assists the Board with succession planning and engages an external executive search firm when appropriate, fulfilling the role typically served by a standalone Nominations Committee.

#### Assessing Suitability, Rigorous Appointment and Induction Process

The Board typically engages a consultant to assist with the search and recruitment process, ensuring a thorough and effective selection of candidates who align with our organisational values and objectives. Our process for appointing, electing, and inducting Board Directors is rigorous and clearly outlines the requirements and expectations of each Board Director. Appropriate checks are undertaken prior to the appointment of Board Directors, the CEO and Executives, ensuring compliance with relevant regulations. We have a comprehensive program of probity and screening checks conducted prior to appointment and regularly throughout their term. This includes verifying that individuals are not disqualified from managing a corporation under the Corporations Act 2001 (Cth) or from being a 'Responsible Person' of a registered charity by the ACNC Commissioner. Additionally, Board Directors are required to complete a safety screening statutory declaration.

Directors and Executives engage formally through a written agreement that outlines the terms of their appointment. We also provide members with relevant material information to facilitate informed decisions regarding the election or re-election of Board Directors at the Annual General Meeting (AGM).

To ensure that Board Directors are aware of and understand their duties, we employ multiple strategies:

- **Board Governance Manual:** Board Director duties and conduct are detailed in our Board Governance Manual.
- **Induction Pack:** Board Director duties are detailed in their induction materials.
- **Board Director and Officer Guide:** We provide a routinely updated guide on Board Director duties and liability. This guide is also referenced in each Board Director's appointment letter, Board Governance Manual and this Corporate Governance Statement.
- **Information Updates:** Directors receive updates and advice on major reforms affecting the organisation and their responsibilities.
- **Training and Forums:** We offer training sessions and other forums to refresh Board Directors on their duties and their application within the organisation.

We have a tailored induction program for new Board Directors that aligns with their existing skills, knowledge, and experience, along with appropriate professional development opportunities and briefings on our services and material developments to help them effectively perform their roles. We also identify opportunities for our new Board Directors to visit our service delivery sites. We organise at least one formal Board site visit annually. We recognise, being a human service provider, site visits are essential for our Board Directors as they offer firsthand insights into operations. By engaging directly with staff and clients, Board Directors can better understand the challenges and successes of service delivery, which enhances their ability to make informed decisions and foster more effective governance practices.

### **Open Dialogue and Diverse Perspectives**

To facilitate meaningful discussions and ensure that all Board Directors can contribute, our Board meeting agendas are structured to allow sufficient time for each topic. We prioritise open dialogue and encourage diverse perspectives, creating an inclusive environment where all voices are heard.

### **Regular Performance Reviews**

The Board engages in regular actions to review its performance, including periodic evaluations of Board composition, effectiveness, and governance structures. The performance of the Board and its committees undergoes formal review every year through self-assessment and every 2-3 years by an external consultant, with the most recent review conducted in 2024-2025.

The performance of the CEO is reviewed annually on behalf of the Board by the Chair and the Chair of the People and Culture Committee, in consultation with the Committee and the Board. The most recent CEO review took place in 2024. Additionally, the performance of Executives is assessed by the CEO in consultation with the People and Culture Committee and the Board annually. The Group Company Secretary, who also serves as the Group General Counsel, is reviewed by the Chair as well as separately by the CEO.

Through these measures, we reinforce our commitment to good governance, ensuring that our board is equipped to lead effectively while reflecting the diverse perspectives of our stakeholders. This proactive approach fosters a culture of accountability and continuous improvement, ultimately enhancing our ability to fulfill our charitable purpose.

## 4. Advancing Risk Governance and Management

- **Oversight of Risk Culture:** The Board fosters a risk-aware culture that encourages open discussions about risks and their implications, ensuring proactive risk identification and management across all levels of the organisation.
- **Risk Management Framework:** The Board, supported by the Audit, Finance and Risk Committee, oversees the risk management framework, conducts annual reviews, and ensures alignment with our risk appetite to navigate uncertainties while pursuing strategic goals.
- **Risk and Quality:** A dedicated Risk and Quality function manages, amongst other things, internal audits, compliance, and quality assurance, while scenario planning and regular reviews of contingency plans help us adapt to emerging risks and maintain organisational resilience. This function organises our Risk, Quality and Safeguarding Committee with representatives from key areas across the organisation, its purpose being to monitor and assure governance and management controls across themes such as safeguarding, quality management, risk management, compliance and data reporting.

We recognise that effective risk governance is fundamental to achieving our purpose, vision, and strategy. The Board plays a crucial role in fostering a risk-aware culture that aligns with our organisational values and objectives.

### Oversight of Risk Culture

The Board is committed to overseeing a risk culture that encourages open discussion about risks and their implications for our purpose. We regularly assess our underlying organisational risk culture to ensure it promotes proactive risk identification and management. This culture empowers all levels of the organisation to engage in risk discussions, integrating risk considerations into our strategic decision-making processes.

### Responsibility and Framework

Responsibility for the organisational risk management framework rests with the Board; however, the Audit, Finance and Risk Committee is charged, through its charter, with reviewing and making recommendations to the Board regarding the organisational risk appetite statement and risk management framework. The Board understands that there will always be risks associated with providing human services, but it is satisfied that we have established a sound risk management framework.

The Board is committed to reviewing our organisational risk management framework at least annually to ensure it remains effective and aligned with our risk appetite. We carry out our enterprise risk management framework review every year in February which includes a review of our risk appetite statement and assignment of enterprise risk assessments to the relevant governing body (Board or a Committee). In 2024, the Board carried out this review including a review of the amended consequence category definitions, reinforcing our dedication to robust risk management practices.

### Informed Decision-Making through Risk Management Framework

To support informed decision-making, the Board utilises a comprehensive risk management framework that defines our risk appetite. We understand how the risk appetite statement and risk register operate, with clearly assigned risk owners and established risk treatments in place. This framework guides our approach to risk identification, assessment, and mitigation, allowing us to navigate uncertainties while pursuing our strategic goals.

### Risk and Quality Function

We have a dedicated Risk and Quality function that manages the organisational internal audit program, which helps us manage risk, measure compliance, and provide quality assurance. This function supports a range of key systems:

- Policy Management
- Internal Audit
- External Accreditations
- Critical Incident Investigation
- Building Risk and Quality Capability.

Our Risk and Quality function also organises our Risk, Quality and Safeguarding Committee with representatives from key areas across the organisation, its purpose being to monitor and assure governance and management

controls across themes such as safeguarding, quality management, risk management, compliance and data reporting.

### **Scenario Planning and Emerging Risks**

The Board recognises the importance of periodically reviewing the risk management framework to adapt to changing circumstances and emerging challenges. We conduct scenario planning to assess potential risks and their impacts on our operations, regularly reviewing our contingency plans to ensure we are well-prepared for various scenarios. This proactive approach helps us understand how to respond to potential disruptions and ensures the resilience of our organisation. In 2024, we conducted a crisis management scenario involving the Executives and senior leaders with an external consultant.

We also consider recommendations from internal audits, which provide valuable insights into our risk management practices. The Board ensures that adequate support and resources are provided for assurance activities, fostering a robust system of checks and balances within our governance framework.

Through these practices, we reinforce our commitment to sound governance, ensuring that risk management is an integral part of our organisational framework. This comprehensive approach not only protects our resources but also enhances our capacity to fulfill our purpose effectively and support the communities we serve.

## 5. Ensuring Performance Oversight and Accountability

- **Financial Health and Performance Monitoring:** The Board closely oversees our financial performance through regular reports, cash flow statements, and key performance indicators, ensuring we meet our financial goals and operate sustainably.
- **Independent Verification and Accountability:** We have rigorous processes for independent verification of corporate reporting, including an external auditor and the Audit, Finance and Risk Committee, to maintain transparency and accountability.
- **Stakeholder Engagement and Impact Measurement:** The Board engages with stakeholders, ensures transparent communication, and implements evaluation frameworks to measure program effectiveness and community impact, fostering trust and credibility.

The Board plays a vital role in closely overseeing our performance, focusing on both financial health and effectiveness in achieving our purpose. This oversight is essential for ensuring that we operate sustainably and deliver on our purpose.

### Financial Health and Performance Monitoring

The Board receives comprehensive and timely information to form an accurate view of our financial performance and position. This includes regular financial reports, cash flow statements, and key performance indicators that highlight our fiscal health. We focus on specific financial measures and ratios, such as financial health, operating reserve, and program efficiency, to ensure we are on track to meet our financial goals.

Regular reviews of these metrics empower the board to identify trends, make informed decisions, and allocate resources effectively to support our strategic objectives. This ongoing scrutiny enables the Board to respond swiftly to any financial challenges, maintaining our commitment to transparency and accountability.

### Independent Verification of Corporate Reporting

To safeguard the integrity of our corporate reporting, we have established formal and rigorous processes for independent verification. The Board has constituted the Audit, Finance and Risk Committee, which comprises at least three Board Directors and no more than eight, including the Chair ex officio. The role of the Chair of the Audit, Finance and Risk Committee is distinct from that of the Chair, ensuring robust oversight. This Committee meets at least four times a year and operates under a Board-approved Charter that outlines its responsibilities in assisting the Board with, amongst other things, financial and risk management.

We engage an external auditor to review our financial reports. Before the Board approves any financial report, the CEO and Chief Financial Officer (CFO) provide a declaration affirming that our financial records have been properly maintained, that the financial statements comply with appropriate accounting standards, and that they present a true and fair view of the organisation's financial position and performance. Their opinion is formed based on a sound system of risk management and internal control that operates effectively. The external auditor attends the AGM and is available to address questions from members related to the audit and financial reports. It should be noted that at times throughout the year, we may need to provide acquittals and financial information to funders and bankers which may not have been audited at the time of release.

### Stakeholder Engagement and Reporting

Our stakeholders include members, clients and former clients, funders, donors and grantors, suppliers, community partners, staff and volunteers, as well as individuals and organisations with a demonstrated interest in our work. We pay particular attention to our relationships with government bodies that fund many of our programs and regulators who regulate many of our programs, ensuring we meet their reporting requirements to demonstrate our effectiveness.

In addition to fulfilling our reporting obligations, we have established media policies and vetting processes to ensure our public announcements are factual, complete, balanced, and clearly articulated. This commitment to transparent communication reinforces our accountability to stakeholders and fosters trust within the communities we serve.



### **Measuring Program Impact**

In addition to financial oversight, the Board is committed to understanding how we measure the impact of our programs and services. We implement robust evaluation frameworks that assess program effectiveness, outcomes, and community impact. Regular reporting on these metrics allows the Board to gauge our effectiveness in achieving our mission and to make data-informed adjustments to our strategies as needed.

### **Setting the Tone for Accountability and Transparency**

The Board sets a tone of internal accountability and transparency from the top. This involves holding management accountable for their performance while ensuring that employees and volunteers understand our performance and their role in contributing to our mission. The performance and consequence management settings within the organisation align with our strategic plan and reflect the board's expectations for employees. This alignment ensures that everyone is working toward common goals and understands the importance of their contributions.

### **Dynamic and Proactive External Accountability**

External accountability extends beyond annual reporting and the Annual General Meeting (AGM). The Board is dedicated to fostering a culture of dynamic and proactive transparency, actively engaging with stakeholders to build trust and confidence. Beyond the annual report, we demonstrate accountability and transparency through regular updates, newsletters, community forums, and social media engagement, ensuring stakeholders are kept informed about our activities, financial performance, and impact.

By prioritising accountability and transparency, we strengthen our relationships with stakeholders, ensuring they remain engaged with our mission. This proactive approach not only enhances our credibility but also reinforces our commitment to operating ethically and responsibly.

Through these practices, the Board ensures that we remain focused on our purpose while maintaining financial health and fostering a culture of accountability and transparency. This holistic oversight enhances our effectiveness in fulfilling our purpose and builds long-lasting trust with our stakeholders.

## 6. Respecting the Rights of Members and Stakeholders

- **Accountability to Members:** We hold annual general meetings (AGMs) where members can engage with the Board, receive financial reports, and vote on resolutions. Our external auditor attends the AGM, and members receive regular updates through the Benevolent Friends program.
- **Collaborative and Consultative Approach:** We adopt a collaborative approach with all stakeholders, including clients and community partners, to enhance our collective impact. We actively encourage stakeholder feedback to align our services with their needs.
- **Transparency with Funders and Regulators:** We maintain transparency with funders and regulatory bodies by adhering to reporting requirements and providing comprehensive reports. Our Annual Report, Annual Financial Report and Annual Information Statement are publicly available, reinforcing our commitment to accountability.

We prioritise building strong relationships with our members and stakeholders, recognising their vital role in our operations. As the Board is legally accountable to our members for the conduct of our affairs and the pursuit of our charitable purpose, we are committed to transparency and accountability in all our communications.

### Accountability to Members

We hold annual general meetings (AGMs) where members can engage directly with the Board and learn more about our organisational developments, activities, and finances. Each year, members receive access to our financial report along with the notice of the AGM, and the full annual report is provided at the meeting or earlier. The AGM serves as a platform for members to ask questions and vote on resolutions, ensuring their voices are heard and considered in our governance.

Our external auditor is a standing invitee at the AGM, reinforcing our commitment to transparency in our financial practices. Outside of the AGM, members receive regular updates on our activities and progress through the Benevolent Friends program, keeping them informed and engaged with our mission.

### Collaborative and Consultative Approach

In dealing with all stakeholders—including clients and community partners—we adopt a collaborative and consultative approach. We believe that building partnerships with other not-for-profits enhances our collective impact and allows us to leverage shared resources and expertise. By fostering these relationships, we aim to create synergies that benefit not only our organisation but also the broader community.

### Encouraging Stakeholder Feedback

We place significant value on stakeholder feedback, actively encouraging input from our members, clients, and partners. To enhance this engagement, we are working towards implementing appropriate platforms that capture the 'voice' of our clients in our service delivery, including the design and improvement of our programs. By listening to and incorporating feedback, we can better align our services with the needs of those we serve.

### Reporting to Funders and Regulators

In addition to our engagement with members, we maintain a strong commitment to transparency with our funders and regulatory bodies. We adhere to reporting requirements set forth by various funding partners, ensuring they receive timely and relevant information about our activities and financial performance. This includes regular progress reports and financial statements, which help demonstrate our effectiveness in achieving our shared goals.

We also comply with all regulatory obligations, providing comprehensive reports to the ACNC and other relevant authorities. Our Annual Information Statement is publicly available to all members and stakeholders through the ACNC website. Our Annual Financial Report and Annual Report are also publicly available.

Through these efforts, we aim to respect the rights of our members and stakeholders, ensuring that their perspectives are integral to our decision-making processes and organisational strategies. This commitment not only strengthens our accountability but also enhances the effectiveness of our purpose in the communities we serve.

## 7. Integrating Sustainability into Governance

- **Alignment with Purpose and Vision:** Our sustainability approach aligns with our purpose and vision, integrating sustainability objectives into our strategic goals to address environmental and social challenges.
- **Commitment to ESG:** We are dedicated to reducing our environmental impact, managing social risks through a human rights lens, and reporting annually on modern slavery risks, and practising good governance, reflecting our commitment to Environmental, Social, and Governance (ESG).
- **Sustainability Governance:** We are establishing governance structures, integrating sustainability strategies, and implementing regular reporting mechanisms. We plan to conduct periodic reviews and learn from peer organisations to enhance our sustainability efforts.

We recognise that sustainability considerations are central to best practice governance and should be an integral part of our decision-making processes. By aligning our approach to sustainability with our purpose and vision, we ensure that our actions support not only our purpose but also the broader needs of the communities we serve.

### Alignment with Purpose and Vision

The Board's approach to sustainability is deeply aligned with our purpose and vision. We believe that sustainability is not just a responsibility but an opportunity to enhance our impact. Our strategic goals explicitly incorporate sustainability objectives, allowing us to address environmental and social challenges in a manner that reflects our commitment to the communities we serve. By aligning our approach to sustainability with our charitable purpose and vision, we ensure that our actions support not only our purpose but also the broader needs of the communities we serve.

### Commitment to Environmental Responsibility

We are committed to reducing our impact on the environment and contributing to mitigating the effects of global warming. In our Strategy for 2022–2024, we outline specific commitments to reduce our environmental footprint and implement strategies aimed at lowering our carbon emissions. In 2024 we recommenced work with an environmental consultant to map our organisational greenhouse gas emission impact. We also strengthened our organisational environmental responsibility policy having regard to best practice environmental responsibility policy frameworks.

### Commitment to Human Rights

As a service provider of human services, managing social risks through a human rights lens is essential to ensuring the dignity, respect and wellbeing of individuals we serve and connect with. By adopting a human rights framework, we commit to upholding the principles of participation, accountability, non-discrimination and equality, empowerment, legality and safeguarding. Some of the key focus areas for Benevolent include reconciliation, diversity and inclusion and privacy. Additionally, as a qualifying organisation, we are also committed to addressing modern slavery risks and report on our efforts annually through a comprehensive Modern Slavery Statement, ensuring accountability in our operations and supply chain.

### Commitment to Good Governance

We adopt an integrated approach of considering the ACNC Governance Standards, AICD NFP Governance Principles and ASX Governance Principles, as evidenced in this Governance Statement.

### Sustainability Governance

As an organisation just starting to address sustainability issues, we are establishing governance structures and processes to facilitate informed decision-making. The Board is developing sustainability strategies and integrating them into our governance framework. We are implementing regular reporting mechanisms to keep the Board informed about sustainability initiatives, risks, and opportunities.

Additionally, we plan to conduct periodic reviews of our sustainability framework to stay agile and responsive to evolving challenges. This approach will reinforce our commitment to sustainability and enhance our accountability to stakeholders as we develop and refine our practices.

### **Assessing Impact of Sustainability Issues**

As an organisation just starting to address sustainability issues, we are beginning to consider how we assess the impact of factors like climate change, resource scarcity, and social equity on our operations and program delivery. The Board is initiating ongoing dialogue with Management to understand these impacts and adapt our strategies accordingly. This proactive approach will help us integrate sustainability considerations into our decision-making processes.

### **Learning from Peer Organisations**

The Board also considers how peer organisations are responding to sustainability issues. By analysing best practices and innovative approaches adopted by similar not-for-profit entities, we can enhance our own sustainability efforts and ensure that we remain competitive and effective in our mission. This benchmarking process allows us to identify gaps and opportunities in our sustainability initiatives.

Through these practices, we aim to lead by example, demonstrating that sustainability is not just an add-on but a fundamental aspect of our governance and operations. By integrating sustainability into our strategic plan, we drive our purpose forward in a responsible and impactful manner, ultimately contributing to the long-term well-being of the communities we serve.

## 8. Strengthening Governance and Organisational Culture

- **Legal, Ethical and Responsible Conduct:** Our Board and Management foster a culture of legal, ethical and responsible conduct, guided by our organisational values and Code of Conduct, with a strong focus on compliance and accountability.
- **Recognition and Engagement:** We prioritise recognising the contributions of our employees and volunteers, enhancing morale and fostering a sense of belonging.
- **Remuneration and Volunteering:** Directors serve voluntarily without remuneration, while the People and Culture Committee oversees CEO and Executive remuneration. We maintain a positive volunteering culture, offering various opportunities for community contribution and recognising volunteer efforts.

Our Board Directors play a crucial role in fostering a positive organisational culture that aligns with our purpose and values. We recognise the importance of modelling the ethical, lawful, and responsible behaviour we expect from our employees and volunteers. Together with Management, the Board is committed to creating a culture that promotes legal, ethical and responsible conduct and meets community expectations.

### Our Expectation

To set a strong example, our Board provides clear direction regarding the behaviours expected of employees and volunteers, fostering an environment where everyone understands and embraces our core values. The Board holds the CEO accountable for ensuring these values are integrated into every facet of our operations.

### Commitment to Legal, Ethical and Responsible Conduct

A key focus of our organisational culture is the commitment to acting lawfully, ethically, and responsibly. We strive to instil and continually reinforce this culture across the organisation, ensuring that all employees and volunteers understand the importance of upholding these principles in their daily activities.

### Code of Conduct

Our Code of Conduct applies to all Board Directors, the CEO, Executives, employees, contractors, volunteers, and others acting on behalf of The Benevolent Society. This Code articulates our core principles and values (and explicitly prohibiting any behaviour that could be interpreted as anti-bribery and/or corruption). The Code of Conduct is available upon request from our Group Company Secretary, and any material breaches are reported to the Board. It undergoes a comprehensive review at least every three years, with the most recent review occurring in 2024.

### Compliance with Australian Laws

We are committed to conducting our operations and business lawfully, and creating a culture of compliance, where every person within the organisation accepts responsibility for compliance, and acts with integrity. In no circumstances will it be acceptable for the organisation or any of its people to knowingly or deliberately not comply with the law or to act unethically. Additionally, at no time will we use our resources to actively promote others to engage in unlawful activities.

To ensure adherence to relevant laws and regulations, we maintain a dedicated compliance function that monitors our compliance framework and provides guidance on roles and responsibilities. The Board receives regular updates on compliance matters, reinforcing our commitment to legal and ethical conduct. We have also adopted policies setting out our:

- organisational legal risk appetite;
- framework for compliance with the law and our roles and responsibilities for compliance;
- protocol for seeking legal advice;
- protocols for dealing with claims and litigation.

### Accountability and Maintaining and Enhancing Public Trust and Confidence

The Benevolent Society is committed to maintaining and enhancing public trust and confidence in the Australian charity sector. To demonstrate this, The Benevolent Society formally joined the National Redress Scheme on 25 December 2020. More information about the National Redress Scheme can be found on the [About Us - National Redress Scheme](#) section of our website.

## **Promoting Safeguarding**

The Board places paramount importance on safeguarding to ensure the protection and well-being of all stakeholders. This commitment involves implementing robust policies and procedures to prevent harm, abuse, and exploitation. By fostering a culture of vigilance and accountability, the Board ensures that safeguarding is integrated into every aspect of the organisation's operations. Regular training and awareness programs are conducted to equip staff and volunteers with the knowledge and skills necessary to identify and address safeguarding concerns promptly. This proactive approach underscores the Board's dedication to creating a safe and secure environment for everyone involved.

## **Our Whistleblower Policy**

Our Whistleblower Policy serves as a vital mechanism for upholding our reputation as an ethical organisation, particularly in safeguarding our vulnerable clients. Managed by the Group General Counsel, this policy mandates that the CEO holds overall responsibility for compliance. Whistleblower Governance Officers vary depending on the subject of the report. The Whistleblower Policy is accessible in the [About Us - Legal and Corporate Governance](#) section on our website or by contacting our Group Company Secretary. Any material breaches of this policy are reported to the Board, and the policy is reviewed annually, with the last review conducted in 2024.

## **Promoting Inclusion and Diversity**

We have a number of inclusion and diversity policies which reflect our organisational commitment to diversity and inclusion in the workplace at all levels and work with clients and communities. In 2024, we introduced an inclusion and diversity organisational strategy. The policies and strategy are managed and implemented by Management with consultation and oversight by the Board as relevant.

## **Promoting Organisational Values**

Our organisational values guide our operations and interactions, as detailed in the Mission and Vision section on our website. The Board is dedicated to embedding our core values and desired cultural attributes within the organisation. We hold the CEO accountable for fostering this culture, with regular performance evaluations focusing on how effectively these values are promoted throughout the team. To assess our organisational culture, we proactively seek meaningful information on key cultural metrics, including employee and volunteer satisfaction, and we review this data regularly. Emerging issues, such as addressing psychosocial safety, receive appropriate attention to ensure a safe and respectful environment for all.

## **Recognition and Engagement**

We have developed a strategy for recognising employees and volunteers that aligns with our desired organisational culture. Initiatives that celebrate individual and team achievements are prioritised, reinforcing the behaviours and values we wish to promote. By investing in recognition programs, we enhance morale and foster a sense of belonging among our staff and volunteers.

## **Remunerating Fairly and Responsibly**

Board Directors serve on a voluntary basis and do not receive remuneration, though reasonable expenses may be reimbursed. The People and Culture Committee, which effectively acts as a Remuneration Committee, makes recommendations on CEO and Executive remuneration and other terms. The Board, along with the CEO, strives to attract, retain, and motivate high-quality senior executives and staff, aligning their interests with our purpose. The People and Culture Committee, comprising three to eight Board Directors, meets at least four times a year. The role of Chair, People and Culture Committee is separate to the role of the Chair.

The Board recognises that in general our staff are driven by a strong social conscience and commitment to our purpose, rather than remuneration. We do not have an equity-based remuneration scheme. We also have a positive volunteering culture, offering various opportunities for individuals and organisations to contribute to our community work. We publicly recognise the contributions of our volunteers throughout the year.

Through these initiatives, we aim to cultivate a thriving organisational culture that embodies our core values and supports our purpose. By prioritising ethical behaviour and leading by example, we lay a strong foundation for the long-term success and fulfillment of our mission, empowering our employees and volunteers to make a meaningful impact in the communities we serve. Good governance goes beyond policies and procedures; it must be embedded in our organisational culture. When our people embrace our beliefs and bring them to life every day, we achieve our purpose.

## More Information

Website	<a href="http://www.benevolent.org.au">www.benevolent.org.au</a>
Constitution, Governance Statement, Charters and other Corporate Governance Documents including ESG Statement	<a href="https://www.benevolent.org.au/about-us/legal-and-privacy-policy">https://www.benevolent.org.au/about-us/legal-and-privacy-policy</a>
Annual Reports and Annual Financial Reports	<a href="https://www.benevolent.org.au/about-us/annual-reports">https://www.benevolent.org.au/about-us/annual-reports</a>
Purpose, Vision and Strategy	<a href="https://www.benevolent.org.au/about-us/mission-vision">https://www.benevolent.org.au/about-us/mission-vision</a>
Commitment to Aboriginal and Torres Strait Islander Peoples and Communities (including the Reconciliation Action Plan)	<a href="https://www.benevolent.org.au/about-us/commitment-to-aboriginal-and-torres-strait-islander-people">https://www.benevolent.org.au/about-us/commitment-to-aboriginal-and-torres-strait-islander-people</a>
Human Rights and Modern Slavery	<a href="https://www.benevolent.org.au/about-us/human-rights-and-modern-slavery">https://www.benevolent.org.au/about-us/human-rights-and-modern-slavery</a>
Our Board	<a href="https://www.benevolent.org.au/about-us/board-of-directors">https://www.benevolent.org.au/about-us/board-of-directors</a>
Management Team	<a href="https://www.benevolent.org.au/about-us/management-team">https://www.benevolent.org.au/about-us/management-team</a>
ACNC Charity Register Details	<a href="https://www.acnc.gov.au/charity/charities/336dc764-38af-e811-a963-000d3ad244fd/profile">https://www.acnc.gov.au/charity/charities/336dc764-38af-e811-a963-000d3ad244fd/profile</a>
Australian Business Register Details	<a href="https://www.abr.business.gov.au/ABN/View/95084695045">https://www.abr.business.gov.au/ABN/View/95084695045</a>

# Cross-Reference to Governance Standards and Principles

The primary section reference indicates where the requirement is mainly covered, but it can also be considered in other sections.

ACNC Governance Standards	Overview	Primary Section Reference
1 - Purposes and NFP Nature	A charity must be not-for-profit and work towards its charitable purpose. It must be able to demonstrate this and provide information about its purposes to the public.	<b>Section One - Defining and Realising our Purpose, Vision and Strategy</b>
2 – Accountability to Members	A charity that has members must take reasonable steps to be accountable to its members and provide them with adequate opportunity to raise concerns about how the charity is governed.	Section Six – Respecting the Rights of Members and Stakeholders
3 – Compliance with Australian Laws	A charity must not commit a serious offence (such as fraud) under any Australian law or breach a law that may result in a penalty of 60 penalty units or more.	Section Eight – Strengthening Governance and Organisational Culture
4 – Suitability of Responsible Persons	A charity must take reasonable steps to: <ul style="list-style-type: none"> <li>be satisfied that its Responsible Persons (such as Board Directors or Committee members or trustees) are not disqualified from managing a corporation under the <i>Corporations Act 2001</i> (Cth) or disqualified from being a Responsible Person of a registered charity by the ACNC Commissioner, and</li> <li>remove any Responsible Person who does not meet these requirements.</li> </ul>	Section Three – Promoting Diverse Board Composition and Effective Evaluation
5 – Duties of Responsible Persons	A charity must take reasonable steps to make sure that its Responsible Persons are subject to, understand, and carry out the duties set out in Governance Standard 5.	Section Three – Promoting Diverse Board Composition and Effective Evaluation
6 – Maintaining and Enhancing Public Trust and Confidence	A charity must take reasonable steps to become a participating non-government institution if the charity is, or is likely to be, identified as being involved in the abuse of a person either: <ul style="list-style-type: none"> <li>in an application for redress made under section 19 of the <i>National Redress Scheme for Institutional Child Sexual Abuse Act 2018</i> (Cth) (Redress Act), or</li> <li>in information given in response to a request from the National Redress Scheme Operator (Secretary of the Department of Social Services) under section 24 or 25 of the Redress Act.</li> </ul>	Section Eight – Strengthening Governance and Organisational Culture
AICD Governance Principles	Overview	Primary Section Reference
1 – Purpose, Vision and Strategy	<ul style="list-style-type: none"> <li>A core responsibility of an NFP board is to contribute to defining, documenting and realising the NFP's purpose, vision and strategy.</li> <li>The purpose, vision and strategy represent the heart of an NFP and serve as both the motivation and the guiding lights for the decisions and actions of the organisation.</li> </ul>	<b>Section One - Defining and Realising our Purpose, Vision and Strategy</b>
2 – Roles and Responsibilities	<ul style="list-style-type: none"> <li>An NFP board should define and document roles and responsibilities as a foundational component of effective governance.</li> <li>An NFP board should have visibility and oversight of the role of key third party service providers, including understanding their performance.</li> <li>Comprehensive and clear board reporting, including engagement with management, ensures that the board is well-informed and can make sound decisions.</li> </ul>	<b>Section Two – Defining Roles and Responsibilities for Effective Governance</b>
3 – Board Composition and Effectiveness	<ul style="list-style-type: none"> <li>The board should have an appropriate mix of people with a diverse set of skills, experience, and backgrounds, that aligns with the NFP's purpose, vision and strategy.</li> <li>The selection of directors through a transparent process is essential for maintaining trust and accountability.</li> <li>Board evaluations, including on composition, effectiveness, and governance structures, should be conducted periodically.</li> </ul>	Section Three – Promoting Diverse Board Composition and Effective Evaluation
4 – Risk Management	<ul style="list-style-type: none"> <li>The board should oversee a risk culture that aligns with purpose, vision and strategy.</li> <li>Board decision-making should be informed by a risk management framework that sets out an appropriate risk appetite.</li> <li>The board should periodically review the risk management framework, conduct scenario planning and dynamically assess emerging risks.</li> </ul>	<b>Section Four – Advancing Risk Governance and Management</b>
5 – Performance and Accountability	<ul style="list-style-type: none"> <li>Directors should closely oversee the performance of the NFP with a focus on its financial health and whether it is effective in achieving its purpose.</li> <li>The board should set a tone of internal accountability and transparency from the top, including holding management to account and ensuring that employees and volunteers understand the NFP's performance.</li> <li>External accountability extends beyond annual reporting and the AGM to a focus on dynamic and proactive transparency and building trust and confidence with key stakeholders.</li> </ul>	<b>Section Five – Ensuring Performance Oversight and Accountability</b>
6 – Stakeholders	<ul style="list-style-type: none"> <li>The board should consider stakeholder views as providing valuable insights into whether the NFP is achieving its purpose, and as an early warning signal for key risks.</li> </ul>	<b>Section Six – Respecting the</b>



	<ul style="list-style-type: none"> <li>The board oversees a framework in engaging with key stakeholders and considering their interests, having regard to the purpose and strategic objectives of the organisation.</li> <li>Open and transparent engagement with stakeholders fosters trust and goodwill towards the NFP which can benefit the NFP in attracting volunteers, donations, and partnerships.</li> </ul>	<b>Rights of Members and Stakeholders</b>
7 - Sustainability	<ul style="list-style-type: none"> <li>Sustainability considerations are central to best practice governance and should be regularly considered by all NFP boards in a manner that is consistent with purpose, including charitable purpose.</li> <li>An NFP's purpose, vision and strategy should guide the organisation's approach to sustainability with the board overseeing a framework for evaluating the risks and opportunities related to sustainability.</li> <li>Given the broad set of sustainability considerations, boards should be clear on their approach to sustainability, especially when it comes to resource allocation.</li> </ul>	<b>Section Seven – Integrating Sustainability into Governance</b>
8 – Organisational Culture	<ul style="list-style-type: none"> <li>Directors should lead by example in modelling the organisational culture they expect of employees and volunteers.</li> <li>Assessing and monitoring an NFP's organisational culture requires the board to proactively obtain meaningful information on key elements of culture, including employee and volunteer satisfaction and compliance with relevant laws.</li> <li>The board has a key role in promoting employee and volunteer recognition and meaning, including through ensuring sufficient resources are dedicated to recognition.</li> </ul>	<b>Section Eight – Strengthening Governance and Organisational Culture</b>
<b>ASX Governance Principles</b>	<b>Overview</b>	<b>Primary Section Reference</b>
1 - Lay Solid Foundations for Management and Oversight	<ul style="list-style-type: none"> <li>A listed entity should clearly delineate the respective roles and responsibilities of its board and management and regularly review their performance.</li> </ul>	<b>Section Two – Defining Roles and Responsibilities for Effective Governance</b>  Section Three – Promoting Diverse Board Composition and Effective Evaluation  <b>Section Eight – Strengthening Governance and Organisational Culture</b>
2. Structure the Board to be effective and add value	<ul style="list-style-type: none"> <li>The board of a listed entity should be of an appropriate size and collectively have the skills, commitment and knowledge of the entity and the industry in which it operates, to enable it to discharge its duties effectively and to add value.</li> </ul>	<b>Section Two – Defining Roles and Responsibilities for Effective Governance</b>  Section Three – Promoting Diverse Board Composition and Effective Evaluation  <b>Section Eight – Strengthening Governance and Organisational Culture</b>
3. Instil a culture of acting lawfully, ethically and responsibly	<ul style="list-style-type: none"> <li>A listed entity should instil and continually reinforce a culture across the organisation of acting lawfully, ethically and responsibly.</li> </ul>	<b>Section Eight – Strengthening Governance and Organisational Culture</b>
4. Safeguard the integrity of corporate reports	<ul style="list-style-type: none"> <li>A listed entity should have appropriate processes to verify the integrity of its corporate reports.</li> </ul>	<b>Section Five – Ensuring Performance Oversight and Accountability</b>
5. Make timely and balanced disclosure	<ul style="list-style-type: none"> <li>A listed entity should make timely and balanced disclosure of all matters concerning it that a reasonable person would expect to have a material effect on the price or value of its securities. - <i>The Benevolent Society is not subject to the ASX Listing Rules disclosure requirements however we apply this principle to our reporting to members and other stakeholders.</i></li> </ul>	<b>Section Five – Ensuring Performance Oversight and Accountability</b>
6. Respecting the rights of security holders	<ul style="list-style-type: none"> <li>A listed entity should provide its security holders with appropriate information and facilities to allow them to exercise their rights as security holders effectively. <i>The Benevolent Society does not have security holders but members and other stakeholders. We therefore have set out our approach to respecting the rights of members and other stakeholders.</i></li> </ul>	<b>Section Six – Respecting the Rights of Members and Stakeholders</b>

7. Recognise and manage risk	<ul style="list-style-type: none"> <li>• A listed entity should establish a sound risk management framework and periodically review the effectiveness of that framework.</li> </ul>	<p><b>Section Four – Advancing Risk Governance and Management</b></p> <p><b>Section Seven – Integrating Sustainability into Governance</b></p>
8. Remunerate fairly and responsibly	<ul style="list-style-type: none"> <li>• A listed entity should pay director remuneration sufficient to attract and retain high quality directors and design its executive remuneration to attract, retain and motivate high quality senior executives and to align their interests with the creation of value for security holders and with the entity's values and risk appetite.</li> </ul>	<p><b>Section Eight – Strengthening Governance and Organisational Culture</b></p>

## Version History

Revision details are listed in reverse order. That is the details of the most recent version appear first while the details of the oldest version appear last.

<b>Version number</b>	<b>Revision description/Reason</b>	<b>Date</b>
2.0	General update – approved by Board on 24 February 2025	24 February 2025
1.0	Initial release – approved by Board on 18 November 2024	18 November 2024

National Office  
The Benevolent Society  
2E Wentworth Park Road  
Glebe NSW 2037  
ABN 95 084 695 045

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

