

Governance Policy

1. Introduction

1.1 Purpose

This Policy and the Policies and Procedures and related documentation set out in section 1.5 below (**Related Documentation**) supports Centre for Inclusive Supports to apply the Governance and Operational Management NDIS Practice Standard.

1.2 Policy Aims

Centre for Inclusive Supports is committed to ensuring each Participant's support is overseen by robust governance and operational management systems relevant (proportionate) to the size, and scale of the provider and the scope and complexity of support delivered.

1.3 NDIS Quality Indicators

In this regard, Centre for Inclusive Supports aims to demonstrate each of the following quality indicators through the application of this Policy and the relevant systems, procedures, workflows and other strategies referred to in this Policy and the Related Documentation:

- (a) Opportunities are provided by the governing body for people with disability to contribute to the governance of the organisation and have input into the development of organisational policy and processes relevant to the provision of support and the protection of Participant rights.
- (b) A defined structure is implemented by the governing body to meet a governing body's financial, legislative, regulatory and contractual responsibilities, and to monitor and respond to quality and safeguarding matters associated with delivering support to Participants.
- (c) The skills and knowledge required for the governing body to govern effectively are identified, and relevant training is undertaken by members of the governing body to address any gaps.
- (d) The governing body ensures that strategic and business planning considers legislative requirements, organisational risks, other requirements related to operating under the NDIS (for example Agency requirements and guidance), Participants' and Workers' needs and the wider organisational environment.
- (e) The performance of management, including responses to individual issues, is monitored by the governing body to drive continuous improvement in management practices.
- (f) The provider is managed by suitably qualified and/or experienced persons with clearly defined responsibility, authority and accountability for the provision of support.
- (g) There is a documented system of delegated responsibility and authority to another suitable person in the absence of a usual position holder in place.
- (h) Perceived and actual conflicts of interest are proactively managed and documented, including through development and maintenance of organisational policies.

1.4 Scope

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- (a) This Policy applies to the provision of all services and supports at Centre for Inclusive Supports.
- (b) The Board, Principal and Key Management Personnel take full responsibility for ensuring full understanding of the commitments outlined in this Policy.
- (c) The relevant persons specified in the column corresponding to a procedure described in this Policy have the responsibility to implement the relevant systems, procedures, workflows and other strategies referred to in the relevant procedure.

1.5 Related Documentation

The application of the above NDIS Practice Standard by Centre for Inclusive Supports is supported in part by and should be read alongside the Policies and Procedures and related documentation corresponding to this Policy in the Policy Register.

2. Definitions

2.1 Definitions

In this Policy:

Centre for Inclusive Supports means Centre for Inclusive Supports Inc. ABN 13 517 649 640.

Clients means clients of Centre for Inclusive Supports (including an NDIS Participant).

Key Management Personnel means Lenka Boorer, Kylie Power, Mary (Catherine) Grealy, David Byrne, Kathy Harris. and other key management personnel involved in Centre for Inclusive Supports from time to time.

Legislation Register means the register of legislation, regulations, rules and guidelines maintained by Centre for Inclusive Supports.

Policy Register means the register of policies of Centre for Inclusive Supports.

Principal means Lenka Boorer.

Related Documentation has the meaning given to that term in section 1.1.

Worker means a permanent, fixed term or casual member of staff, a contractor or volunteer employed or otherwise engaged by Centre for Inclusive Supports and includes the Principal.

3. Policy Statement

- (a) Centre for Inclusive Supports is committed to having good governance and ethical leadership by having processes in place to ensure the overall direction, effectiveness, supervision and accountability of the organisation.
- (b) The Board takes ultimate responsibility for the good governance of Centre for Inclusive Supports.
- (c) The Board is responsible for ensuring that the organisation meets all its compliance obligations, which include compliance with any laws, regulations and standards that might be applicable to the organisation.

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- (d) The Board is responsible for monitoring the organisation's financial performance and ongoing viability.
- (e) The Board is also responsible for:
 - (1) managing risk;
 - (2) ensuring identification, assessment, management or elimination of any risks; and
 - (3) regular review of any identified risksin accordance with the Risk Management Policy, the Work Health and Safety Policy and the Provision of Supports Policy and all other Policies and Procedures of Centre for Inclusive Supports.
- (f) The Board is also responsible for the way Centre for Inclusive Supports works with the Principal and Key Management Personnel (in its capacity as the Board's delegate) to ensure Centre for Inclusive Supports achieves its objectives.
- (g) The Board values feedback from people with disability in relation to the governance of Centre for Inclusive Supports and in relation to the development of organisational policy and processes relevant to the provision of support and the protection of Participant rights.

4. Procedure

This Policy is supported by the following Procedures which are intended to clarify governance responsibilities in line with the Constitution of Centre for Inclusive Supports by making explicit the underlying principles of governance approved by the company. The Procedures work together dynamically and are relevant to all parts of Centre for Inclusive Supports. The components are not ordered in priority and all are important to an effective governance and operational management system.

Procedure	Responsibility
<p>4.1 Duties of directors of Centre for Inclusive Supports</p> <p>Each director of Centre for Inclusive Supports must comply with their duties as a director of Centre for Inclusive Supports to govern the company on behalf of the shareholders or members. The four main duties of directors under the <i>Corporations Act 2001</i> (Cth) (Corporations Act) include:</p> <ul style="list-style-type: none">(a) (Care and diligence) – This duty requires a director to act with the degree of care and diligence that a reasonable person might be expected to show in the role.(b) (Good faith) – This duty requires a director to act in good faith in the best interests of the company and for a proper purpose, including to avoid conflicts of interest, and to reveal and manage conflicts if they arise.(c) (Not to improperly use position) – This duty requires directors to not improperly use their position to gain an advantage for themselves or someone else, or to the detriment to the company.(d) (Not to improperly use information) – This duty requires directors to not improperly use the information they gain in the course of their director duties to gain an advantage for themselves or someone else, or to the detriment to the company.	<p>The Board</p>

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Procedure	Responsibility
<p>In addition to the four basic duties discussed above, other significant duties and responsibilities under the Corporations Act include:</p> <ul style="list-style-type: none"> (e) (Insolvent trading) – Directors have a duty to ensure that a company does not trade whilst insolvent or where they suspect it might be insolvent. (f) (Financial information) – Directors should take reasonable steps to ensure that a company complies with its obligations in the Corporations Act related to the keeping of financial records and financial reporting. (g) (Disclosing directors' interests) – Directors should disclose matters relating to the affairs of the company in which the director has a material personal interest. (h) (Lodging information with ASIC) – Directors are required to lodge certain material information with ASIC in accordance with the Corporations Act. 	
<p>4.2 Skills and knowledge of directors of Centre for Inclusive Supports</p> <p>In addition, all directors of Centre for Inclusive Supports must:</p> <ul style="list-style-type: none"> (a) be fully up to date with what the company is doing; (b) confidently perform the specified roles and duties set out in this Policy and Related Documentation; (c) seek professional advice from people outside the organisation as necessary; (d) question managers and staff members about how the business is going; and (e) actively participate in Board meetings and not be merely a 'rubber stamp'. 	The Board
<p>4.3 Understanding of and compliance with Company's Constitution and the Corporations Act 2001 (Cth)</p> <ul style="list-style-type: none"> (a) Ensure understanding of and compliance with the company's Constitution and the Corporations Act which provides the basic organisational structure and rules by which Centre for Inclusive Supports is governed. (b) Without limiting section 4.1(a), ensure regular Board meetings and an AGM is held as required by the Constitution and the Corporations Act. 	The Board
<p>4.4 Understand and monitor compliance with applicable legislation and NDIS provider registration requirements</p> <p>Ensure understanding of and monitor compliance by Centre for Inclusive Supports, the Principal, Key Management Personnel and Workers' compliance with:</p> <ul style="list-style-type: none"> (a) applicable legislation; (b) Centre for Inclusive Supports Policies and Related Documentation; 	The Board

Procedure	Responsibility
<ul style="list-style-type: none"> (c) the conditions of registration stated on Centre for Inclusive Supports's Certification of Registration as a Registered NDIS Provider; (d) the NDIS Practice Standards in respect of the services and supports provided by Centre for Inclusive Supports; (e) the NDIS Code of Conduct; (f) the Feedback and Complaints Management and Resolution system established under the Centre for Inclusive Supports Feedback and Complaints Management Policy; (g) the incident management system established under the Centre for Inclusive Supports Incident Management and Reporting Policy; and (h) Worker screening requirements. 	
<p>4.5 Desirable skills and knowledge required for Principal and Key Management Personnel to govern effectively</p> <p>Ensure the Principal and Key Management Personnel collectively have or develop the following skills, understanding and knowledge to govern effectively:</p> <ul style="list-style-type: none"> (a) leadership skills; (b) financial and bookkeeping knowledge; (c) secretarial skills; (d) information technology skills including the use of practice management software; (e) business and marketing skills; (f) understanding of key issues impacting on the lives of people with disability; (g) applicable state and federal legislation; (h) Centre for Inclusive Supports's Policies and Related Documentation; (i) the conditions of NDIS Registration stated on Centre for Inclusive Supports's Certification of Registration as a Registered NDIS Provider; (j) the NDIS Practice Standards in respect of the services and supports provided by Centre for Inclusive Supports in particular those NDIS Practice Standards which fall under the Core Module; (k) the NDIS Code of Conduct; (l) the Feedback and Complaints Management and Resolution system established under Centre for Inclusive Supports's Feedback and Complaints Management Policy; 	<p>The Board, Principal and Key Management Personnel</p>

Procedure	Responsibility
<p>(m) the incident management system established under Centre for Inclusive Supports's Incident Management and Reporting Policy; and</p> <p>(n) Worker screening requirements.</p>	
<p>4.6 Duties of Principal and Key Management Personnel</p> <p>(a) Ensure that the organisation has appropriate systems and policies in place for the effective governance and management of the organisation.</p> <p>(b) Leadership, forward planning and guidance, particularly in relation to developing a strategic direction.</p> <p>(c) Authority, accountability, and control on behalf of the organisation.</p> <p>(d) Identify, evaluate and mitigate risks to the organisation and its stakeholders (management, Workers, clients, families and children).</p> <p>(e) Overseeing implementation of the organisations Human Resources Management Policy, procedures and practices including the development of a position description for key roles in the organisation.</p> <p>(f) Determining staffing requirements for service management and program delivery.</p> <p>(g) Ensuring all Workers receive an induction and orientation and that appropriate ongoing training is provided.</p> <p>(h) Disciplining Workers when necessary, in accordance with the Human Resources Management Policy and applicable law.</p> <p>(i) Communicating with Workers in relation to internal and external issues or changes in Policies and procedures that affect service delivery.</p> <p>(j) Overseeing the planning, implementation and evaluation of services and supports.</p> <p>(k) Establishing a positive, healthy and safe work environment in accordance with the Work Health and Safety Policy and all appropriate legislation and regulations.</p> <p>(l) Managing finances.</p> <p>(m) Communicating with stakeholders to keep them informed of the work of the organisation and identifying changes and needs in the local community.</p> <p>(n) Establishing good working relationships and collaborative arrangements with other service providers, community groups, clients, families, carers, local, state and federal government agencies and other organisations to help achieve the goals of the organisation and clients.</p> <p>(o) Monitoring and overseeing day-to-day operations, including ensuring that good management practices and appropriate checks and balances are in place.</p>	<p>Principal and Key Management Personnel</p>

Procedure	Responsibility
<p>(p) Maintaining organisational integrity and service delivery quality.</p> <p>(q) Implementing a performance management process for all staff which includes monitoring the performance of staff on an ongoing basis and conducting performance reviews in accordance with the Human Resources Management Policy.</p> <p>(r) Developing goals and objectives for business growth and prosperity.</p> <p>(s) Designing and implementing a business plan to promote the attainment of goals.</p> <p>(t) Ensuring the service has the adequate and suitable resources to complete its activities (e.g. people, material, equipment, etc.).</p> <p>(u) Organising and coordinating operations to ensure maximum productivity.</p> <p>(v) Supervising the work of Workers and provide feedback and counsel to improve efficiency and effectiveness.</p> <p>(w) Maintaining relationships with clients, carers, families, suppliers, community, industry and government.</p> <p>(x) Gathering, analysing and interpreting external and internal data to facilitate continuous improvement.</p> <p>(y) Assessing overall service performance against the goals and objectives set out in the Business Plan.</p> <p>(z) Ensuring adherence to all applicable NDIS and legal requirements and guidelines.</p> <p>(aa) Coordinating periodic internal reviews or audits to ensure that compliance procedures are followed.</p> <p>(bb) Identifying compliance issues that require follow up or investigation.</p> <p>(cc) Filing appropriate reports with the NDIS Commission, NDIA and applicable external bodies.</p> <p>(dd) Sourcing and implementing software and technology to adequately support the company's operations and provide oversight and monitoring in all required areas.</p> <p>(ee) Providing assistance to internal or external auditors in compliance reviews.</p> <p>(ff) Preparing management reports regarding compliance operations and progress.</p> <p>(gg) Discussing emerging compliance issues with staff.</p> <p>(hh) Reporting Reportable Incidents, violations of compliance or regulatory standards to the relevant government agencies as required.</p>	

Procedure	Responsibility
<p>4.7 Keep financial records</p> <ul style="list-style-type: none"> (a) Keep adequate records of all accounting and financial transactions sufficient to enable Centre for Inclusive Supports to compile financial statements if required under the Corporations Act and as otherwise may be required to comply with taxation law. (b) Use financial and accounting software to facilitate compliance with section 4.5 and to support both current and future business practice, including individual invoicing and claiming. (c) Ensure financial records are retained for at least 7 years (after the end of each financial year). (d) Prepare and ensure that the directors of the company are provided with sufficient management and financial information and reports to allow them to: <ul style="list-style-type: none"> (1) monitor the conduct of the business of the company; (2) compile financial statements and otherwise comply with their obligations under the Corporations Act and other applicable legislation; (3) comply with their duties as directors of Centre for Inclusive Supports; (4) pass a solvency resolution; (5) form a view in relation to whether Centre for Inclusive Supports has the resources required to meet the company's financial, legislative, regulatory and contractual responsibilities and to deliver Centre for Inclusive Supports's services and supports to Participants in accordance with its business plan and strategic plan. 	<p>The Board, Principal and Key Management Personnel</p>
<p>4.8 Monthly management meetings</p> <ul style="list-style-type: none"> (a) Ensure monthly management meetings are held on a consistent basis and cover the matters specified in the Management Meeting Agenda. (b) Ensure Minutes of Meeting of each Management Meeting are recorded and retained. 	<p>The Board, Principal and Key Management Personnel</p>
<p>4.9 Engage company accountants</p> <ul style="list-style-type: none"> (a) Continue to maintain engagement with its accountants to ensure professional advisory support is provided to Centre for Inclusive Supports in relation to compliance with and monitoring of all material financial legislation, regulations and standards affecting Centre for Inclusive Supports. (b) Ensure all things reasonably required by or recommended by Centre for Inclusive Supports's accountants are implemented. 	<p>The Board, Principal and Key Management Personnel</p>

Procedure	Responsibility
(c) Take a diligent and intelligent interest in the financial information provided by the accountants, to understand that information, and apply an inquiring mind.	
4.10 Prepare Strategic Business Plan and Budget (a) Prepare and ensure that the directors of Centre for Inclusive Supports are provided with a budget for each 12 month period ending on 30 June, prior to the start of that period, subject to the first 12 month period starting on 1 July 2024. (b) Use its reasonable endeavours to adhere to the last budget approved by the directors. (c) Centre for Inclusive Supports must ensure that the directors of the company are provided with a Strategic Business Plan for each 5 year period ending on 30 June, prior to the start of that period, subject to the first 5 year period starting on 1 July 2024. (d) The Strategic Business Plan should include: (1) an outline of the organisation's purpose, vision, values, objectives and performance indicators; (2) consider legislative requirements, organisational risks, other requirements related to operating under the NDIS (for example requirements of the NDIA and related guidance), Participants' and Workers' needs and the wider organisational environment. (e) Use reasonable endeavours to adhere to the last Strategic Business Plan approved by the directors of the company.	The Board, Principal and Key Management Personnel
4.11 Review the Strategic Business Plan and Budget (a) Examine and approve the Strategic Business Plan. (b) Ensure Strategic Business Plan considers legislative requirements, organisational risks, other requirements related to operating under the NDIS (for example Agency requirements and guidance), Participants' and Workers' needs and the wider organisational environment.	The Board, Principal and Key Management Personnel
4.12 Risk Management Review and monitor the effectiveness of risk management and compliance in the organisation including pursuant to the Work Health and Safety Policy, Risk Management Policy and Risk Management Plan.	The Board, Principal and Key Management Personnel
4.13 Policies and Procedures Review and approve Policies and Procedures and monitor the Principal and Key Management Personnel's performance against them.	The Board and Principal
4.14 Establish and monitor the performance of delegates	The Board and Principal

Procedure	Responsibility
<ul style="list-style-type: none"> (a) Monitor the performance of the Principal and Key Management Personnel as the senior managers of the organisation and delegates of the Board. (b) Establish and approve a written delegation which authorises the Principal as the delegate of the Board in relation to the conduct of the day to day management and operations of Centre for Inclusive Supports and provides authority to the remaining Key Management Personnel (collectively) in the absence of the Principal. (c) Monitor performance of the Principal, Key Management Personnel and management to drive continuous improvement in management practices. 	
<p>4.15 Welcome feedback in relation to Governance and operational management</p> <ul style="list-style-type: none"> (a) Create an environment where all feedback is valued including from Clients (including persons with disability), Workers and others in relation to: <ul style="list-style-type: none"> (1) the governance and operational management of Centre for Inclusive Supports; (2) the development of organisational policy and processes relevant to the provision of supports; and (3) the protection of Participant rights. (b) Welcome feedback (including anonymously) and promptly deal with it pursuant to the Feedback and Complaints Management and Resolution Policy. (c) Actively consult with Workers, Clients, their support networks and other stakeholders to continually improve in delivering good governance and operational management of Centre for Inclusive Supports. (d) Conduct an annual survey of all Workers, Clients, their support networks and other stakeholders and ask them to suggest areas for improvement in relation to the governance of Centre for Inclusive Supports. 	<p>The Board, Principal and Key Management Personnel</p>
<p>4.16 Quality Management and Continuous Improvement</p> <ul style="list-style-type: none"> (a) Ensure implementation of improvement actions in accordance with the Continuous Improvement Register. (b) Ensure sufficient resources are budgeted to allow for improvement actions in accordance with the Continuous Improvement Register. 	<p>The Board, Principal and Key Management Personnel</p>
<p>4.17 Conflict of Interest Policy</p> <p>Ensure all perceived and actual conflicts of interest are proactively managed and documented in accordance with the Conflict of Interest Policy.</p>	<p>The Board, Principal and Key Management Personnel</p>
<p>4.18 Organise training for directors</p> <p>Organise for the Principal and Key Management Personnel of Centre for Inclusive Supports to obtain external training in the duties of their position, including for the role of Director.</p>	<p>The Board, Principal and Key Management Personnel</p>

Procedure	Responsibility
4.19 Policy adoption Adopt and maintain the Policy and Related Documentation which assists Centre for Inclusive Supports to demonstrate the relevant NDIS Quality Indicators related to the Governance and Operational Management NDIS Practice Standard.	The Board, Principal and Key Management Personnel

5. General

5.1 Relevant Legislation, Regulations, Rules and Guidelines

Legislation, Rules, Guidelines and Policies applies to this Policy and Related Documentation as set out in the Legislation Register.

5.2 Inconsistency

If and to the extent that the terms of this Policy are or would be inconsistent with the requirements of any applicable law, this Policy is deemed to be amended but only to the extent required to comply with the applicable law.

5.3 Policy Details

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