



**GOOD SAMMY ENTERPRISES'  
BOARD GOVERNANCE**

# **CORPORATE GOVERNANCE FRAMEWORK**

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## 1. INTRODUCTION

### Good Sammy Board

This Governance Manual provides Directors and Management with an understanding of the organisation, its operations and the application of its corporate governance and management structure.

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

The Board Charter outlines the manner in which the Good Sammy constitutional powers and responsibilities will be exercised and discharged, having regard to ethical corporate governance, while overseeing implementation of Good Sammy Enterprises' mission, in accordance with sound business principles and applicable laws. The governance policies and procedures outlined in this Governance Manual represent the framework of the activity and intention of the Board.

The Board Charter includes an overview of:

- Board composition and process;
- The conduct of the Board, Directors and meetings of Directors;
- The relationship and interaction between the Board and Management, and
- The authority delegated by the Board to Management and Board Committees.

## 2. PURPOSE & VALUES

### Our Purpose

To create meaningful employment opportunities and pathways for people with disabilities which contributes directly to the Mission of the Uniting Church - **A Christian Community for Everyone**, and in line with the Uniting Church's **Address to Nation** from the Inaugural Assembly of the Uniting Church in 1977, as well as the Uniting Church's and Agencies **Statement of Intent**.

### Our Values

- Brave – Have a Go / Have the courage to explore all possibilities;
- Good – Do the Right Thing, the Right Way, Always / Help All to be their Best;
- Safe – Be Aware, Speak Up and Stay Safe / Make Everyone's Safety Priority, and
- Empower – Respect Everyone's Voice / For Our Clients: Do It With You.

These Values capture the way we want all members of the Good Sammy Enterprises community to work and interact together.

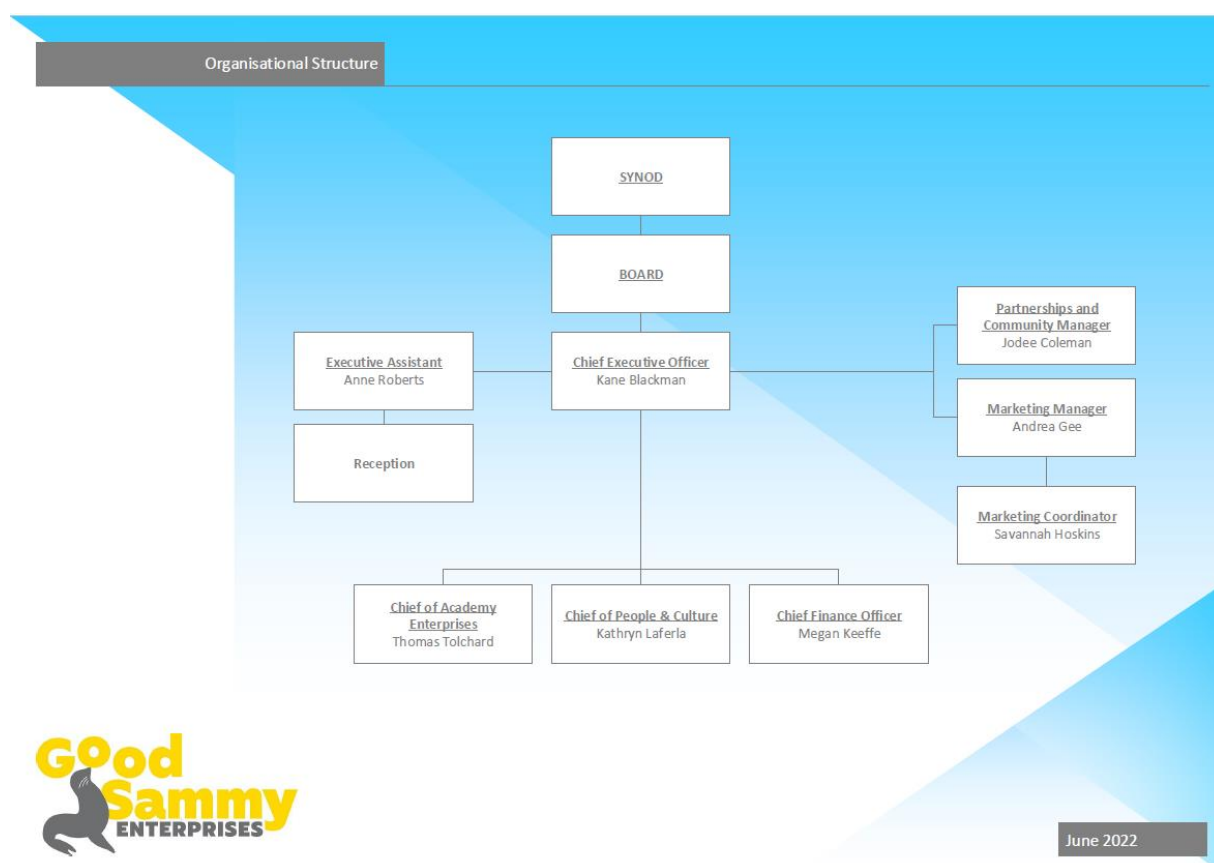
We constitutionally achieve this by:

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

### 3. ORGANISATIONAL SUMMARY

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

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



In the intervening years, over 5,000 people with a disability have been given jobs through Good Sammy Enterprises, fulfilling our and Uniting Church’s Mission – ***A Christian Community for Everyone.***

The lines of responsibility and organisational structure of Good Sammy Enterprises are:

- **Good Sammy Academy** provides training and work experience to participants to broaden their employment journey as well as assist new entrants into supported and open employment. It finds the best possible services and supports for people with a disability and their family through Good Sammy Enterprises, the community and other specialist providers.
- **Social Enterprises** – The retail arm comprises 16,000 m<sup>2</sup> of retail outlets throughout the metropolitan area, Albany, Bunbury, Geraldton and Northam. Of the community donations received, more than 5,000 tonnes per annum are brought back to the Canning Vale processing centre for sorting, grading and subsequent distribution to the stores.
- **People & Culture (P & C)** – Good Sammy Enterprises' P & C team's responsibilities include overseeing OSH, management of performance and all staffing related matters.
- **Finance** – The Finance team handle all financial aspects of Good Sammy Enterprises as well as Payroll, Insurance, overseeing IT/Equipment matters, website development and monitoring of Good Sammy Enterprises' fleet.

**Staff** - A total more than 700 people are employed by Good Sammy Enterprises and there are approximately 130 volunteers.

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



*Trent Bartlett (Chair)*



*Chris Walker (Deputy Chair)*



*Elisa Fear*



*Dom Del Borrello*



*Tamsin Eldridge*



*Ian Thubron*



*Amanda Gell*



*Mark Weller*



*Sarah Jarman*



*Kane Blackman (CEO)*

The profiles of our current Board:

Mr Trent Bartlett	Experienced CEO and Company Director, Faculty Member of the Australian Institute of Company Directors. Chair of Margaret River Busselton Tourism, Rocky Bay and Travellers Choice. Non-Executive Director of Australian Packaging Covenant, Beyond Bank Australia.
Mr Chris Walker	Deputy Chair of Good Sammy Enterprises and Chairperson of Uniting Church in Australia Resources Commission.
Mr Dom Del Borrello	Chair of Good Sammy Enterprises' Audit & Risk Committee. Experienced CFO & Commercial Advisor with extensive experience in the mining, oil & gas, and property sectors.
Mrs Tamsin Eldridge	Legal Counsel, Corporate Solicitors Office Wesfarmers
Mrs Elisa Fear	Chair of Good Sammy Enterprises' Investment Committee. Corporate / Finance / Banking / Small Business Roles. Non-Executive Director Port Hedland Port Authority and Western Power and Member of Curtin University Council.
Amanda Gell	Partner, Government Incentives & Grants of Price Waterhouse Coopers
Ms Sarah Jarman	Manager, Family & Domestic Violence Legal Health Check at Community Legal WA.
Mr Ian Thubron	Founder and Chairman of AsiaStrategies. Chair Blue Tree Project. Non-Executive Director Amana Living Aumake. Principal at Axito.
Mark Weller	Group Chief Operating Officer, Member of Group Audit & Risk Committee and Chair of Digital Transformation Steering Committee of RAC.
Mr Kane Blackman	CEO of Good Sammy Enterprises. Non-Executive Director & Chair of Nomination & Remuneration Committee of Therapy Focus. Chair & Member of Ministerial Advisory Council of Disability. Member of Future Health Research & Innovation Fund. Non-Executive Director & Deputy Chair of Rare Voices Australia. Vice President of Angelman Syndrome Association Australia. President of Leederville Sporting Club.

**Online** - Good Sammy Enterprises can be found on the **Web**.

#### **Stakeholders:**

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

## 4. DEFINING GOVERNANCE ROLES

### 4.1 Corporate Governance

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

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

### 4.2 Corporate Compliance

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

Good Sammy Enterprises' financial management system produces a suite of financial reports to keep the Board fully informed of its financial position.

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

**Good Sammy Enterprises' Constitution** outlines six compliance activities:

<b>Constitutional Requirement</b>	<b>Action</b>
Approve budgets for, and oversee the management of the funds of, Good Sammy Enterprises subject to the requirements of Regulations, the Good Sammy Enterprises Constitution, the Synod and any relevant funding authority.	<ul style="list-style-type: none"><li>• Budgets for the next year are approved each June.</li><li>• Performance against budget monitored by Board monthly.</li><li>• External reports made annually.</li></ul>
Oversee all financial operations and accounting procedures and ensure that proper records and books of accounts are kept.	Financial operations are maintained in accordance with the <b><u>Australian Accounting Standards</u></b> – these are independently audited annually. Good Sammy Enterprises has never had a qualified Audit Report.
Determine compliance policies and monitor performance in relation to governmental, taxation and other legal obligations.	Through the development and monitoring of Policies and Good Sammy Enterprises' Legal Obligations.
Forward the annual report, auditor's report and audited financial statements of Good Sammy Enterprises to the Synod within four months following the end of the financial year.	This is done by end of October after the Board has approved relevant reports in September.

<b>Constitutional Requirement</b>	<b>Action</b>
Prepare, publish and present to Synod an annual report on the activities of Good Sammy Enterprises.	Approved by Board each September.
Adhere to the standards prescribed by the Church from time to time.	CEO's responsibility to advise Board.

### 4.3 Role of the Board & Board Governance

The Board's Role is to:

- Oversee and appraise the organisation's strategies, policies, performance and risks. This includes overseeing the financial performance of the Company, and
- Review and oversee the performance of the CEO and the Executive Team.

### 4.4 Delegations of Authority

Board Members adhere to **Good Sammy's Delegations of Authority Policy** and **Delegations Levels** as stated therein.

#### **Board Structure**

The Board:

- (a) is appointed by the Synod and shall consist of not more than twelve and not less than six persons appointed by Synod and may include two persons co-opted under sub-clause (c) of this clause.
- (b) shall include the Chief Executive Officer of Good Sammy Enterprises as a member of the Board.
- (c) may co-opt up to two persons, who have particular skills or expertise, to the membership of the Board for terms not exceeding twelve months and such co-opted members shall be eligible for re-appointment by the Synod.

### 4.5 Role of Individual Directors

The Role of a Board Member is to:

- be non-executive and shall take no benefit whatsoever from their office;
- ensure there is an appropriate separation of duties and responsibilities between the Board and senior management, and that no individual has unfettered powers of decision-making;
- gain an understanding of the business, how Good Sammy Enterprises may be affected by economic and industry issues and the key issues, including governance;
- safeguard integrity in financial reporting - being part of the structure to independently verify and safeguard the integrity of financial reporting;
- ensure that proper inquiries are made if there seems to be areas of doubt;



The Role of a Board Member is to: (Continued/...)

- ensure that management reports on the implementation of Board decisions;
- lay solid foundations for management and oversight - establish and disclose the respective roles and responsibilities of the Board and management;
- recognise and manage risk - establish a sound system of risk oversight and Management and internal control;
- remunerate fairly and responsibly - ensure that the level and composition of management remuneration is sufficient and reasonable and that its relationship to performance is clear;
- serve on a Board's sub-committee as required; and
- abide by all relevant laws.

#### **4.6 Directors' Code of Behaviour**

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

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

#### **4.7 Role of the Chairman**

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

The Board Chairperson is responsible for:

- Chairing Board meetings – directing debates, ensuring that discussions do not stray too far from the agenda;
- To ensure that significant or complex decisions are preceded by agreement on how the decision is going to be reached – to confirm the process before getting into the detailed debate;

The Board Chairperson is responsible for: (Continued/...)

- Taking a leading role in keeping Good Sammy Enterprises' Purpose alive, setting the organisation's course and monitoring its direction, and for ensuring that proper procedures are in place;
- Calling extraordinary meetings when required;
- Overseeing the selection and appointment process for new Board Members;
- Overseeing the CEO performance management process, CEO succession planning and CEO recruitment process when required;
- Representing Good Sammy Enterprises at official functions as required;
- Overseeing the Board's sub-committees' functioning and effectiveness. The Board Chairperson is an 'ex officio' member of all Board sub-committees but there is no expectation that the Board Chairperson will participate in all sub-committee meetings;
- Board Member discipline;
- Mediating disputes between Board Members; and
- Being the official spokesperson for the Board – the Chairperson is the only Board Member authorised to issue public statements on behalf of the Board concerning its decisions or deliberations. The CEO may undertake this function with the concurrence of the Chairperson. The CEO is the spokesperson for Good Sammy Enterprises on all other matters.

The Chairperson has a number of responsibilities between meetings:

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

#### **4.8 Role of the Deputy Chairperson**

**The Deputy Chairperson is responsible:**

- To perform the role and functions of the Chair in the absence of the Chair for any reason;
- To be available to facilitate the following matters when and as appropriate and required:
  - Chair succession planning;
  - approvals and actions required to be performed by the Chair where the Chair actually or potentially may be compromised due to personal or other conflict of interest;
- At the request of the chair, to support the Chair in the performance of the role and function of the Chair.

## 4.9 Role of the Chief Executive Officer

The Board engages a CEO whose job is to lead and manage Good Sammy Enterprises in accordance with Board policies and directions. The relationship of the Board and the CEO is defined in the **Constitution**, within this manual and in Board Policies including the **Delegations of Authority**.

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

The CEO:

- Is appointed or re-appointed by the Board, with the prior approval of the UCWA Synod or Standing Committee.
- Contract is terminable at any time by resolution of the Board under certain conditions laid out in the **Constitution** (S 8.2.19d) and the employment contract between Good Sammy Enterprises and the CEO.
- Is accountable to the Board for leading the activities of Good Sammy Enterprises;
- Has the power, subject to the oversight of the Board, to appoint and dismiss all staff, direct the day-to-day operations of Good Sammy Enterprises, and to take any reasonable action, consistent with established Board guidelines and the objects and purposes of Good Sammy Enterprises, to ensure Good Sammy Enterprises achieves satisfactory outcomes in all areas of management and operation;
- Is a Board Member and shall attend all meetings of the Board unless excused by the Board;
- Will submit to each meeting of the Board a report on the implementation of the Board's policies and strategies and the activities of Good Sammy Enterprises;
- Will retire from any Board meeting for such time as matters concerning their own interests are under discussion; and
- Is the agency spokesperson, or delegates where appropriate, liaises with Board Chairperson on issues that may require public comment or likely to attract adverse publicity.

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

The Board expects the CEO to manage Good Sammy Enterprises on a day-to-day basis ensuring that:

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

The Board expects the CEO to perform responsibly in:

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

#### 4.10 Board Oversight

In general, the Board is functionally responsible for:

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

The **Good Sammy Enterprises' Constitution** outlines five Management oversight activities:

<b>Constitutional Requirement</b>	<b>Action</b>
Approve and monitor an annual plan for the achievement of strategic goals.	The Board has developed and will maintain a set of Key Performance Indicators which, firstly, allows the Board to examine Good Sammy Enterprises' operations as a whole and progress on its Strategic Plan.
Obtain and consider reports on the management and programs of Good Sammy Enterprises to ensure ongoing good governance.	<ul style="list-style-type: none"> <li>• Review Governance Manual annually; and</li> <li>• Independent review of Governance as required e.g. Ledgers.</li> </ul>
Obtain and consider reports on the management and programs of the agency to ensure ongoing good governance	Internal Audits undertaken and findings reported to Board, through the Audit & Risk Committee. Annual Quality Audit undertaken by a company certified to conduct audits of the National Standards for Disability Services.

<b>Constitutional Requirement</b>	<b>Action</b>
Ensure Good Sammy Enterprises meets or exceeds the expectations and standards required by the Church and by funding bodies.	<ul style="list-style-type: none"> <li>• Finance and Quality Audits;</li> <li>• Annual Audits of services by funding bodies; and</li> <li>• Always comply.</li> </ul>
Conduct at least annually a risk management review of all aspects of Good Sammy Enterprises' operations.	In conjunction with Good Sammy Enterprises' Insurance Brokers.

#### 4.11 Risk

Risk Management is covered within the **Governance Policy GOV:01 Risk Management** and states the Board places considerable importance on a formal and systematic approach to risk management being incorporated into the normal / routine business activities of the organisation.

The Board Risk Appetite Statement can be viewed **here** and this is reviewed annually at the Board's Strategy Session.

### 5. BOARD PROCESSES

#### 5.1 Board Meetings

Board meetings are held, excluding January, July and December, when the Board is in recess. Each meeting typically lasts two hours. The Board also conducts an annual planning session, usually half a day, at a time negotiated each year.

##### Conduct of Board Meeting

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

## Responsibility of Board Members at Board Meetings

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

### **5.2 Board Annual Topic Calendar**

The Board will maintain and regularly review the Annual Board Topic Calendar. Board approval will be sought for any updates required to the Calendar.

### **5.3 Board Agenda**

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

## **Board Papers**

Board Papers:

- are finalised and distributed no later than the Friday before the Board meeting;
- are confidential, including the minutes, unless released in accordance with the Board's decisions, or otherwise under the authority of the Chairperson, and
- Board Members, past and present, may access a copy of any paper from the official records for any Board meeting at which they were/are a member.

### **5.4 Board Minutes**

- The CEO is required to take written minutes, or arrange this to be completed by a minute secretary, of all meetings of the Board.
- A draft of the minutes should be submitted by the CEO to the Chairperson for their review within five working days of the meeting.
- The draft minutes, as finalised by the Chairperson, are then distributed to all Members with a request that they be approved for signing by the Chairperson and presented at the next meeting of the Board as a true record of the said meeting.

### **5.5 Board Sub-Committees**

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

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

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

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

### **5.6 Role of Sub-Committee Chair**

The Sub-Committee Chairperson has the same legal and ethical obligations of any Sub-Committee Member. The Chair serves as a link between the Sub-Committee and the Board.

The Sub-Committee Chairperson is responsible for:

- Chairing Sub-Committee meetings – directing debates, ensuring that discussions do not stray too far from the agenda;
- To ensure that significant or complex decisions are preceded by agreement on how the decision is going to be reached – to confirm the process before getting into the detailed debate;
- Ensuring Terms of Reference and Policy are adhered to;
- Together with the relevant Executive and CEO, develop the agenda,
- Calling extraordinary Sub-Committee meetings when required, and
- Agreeing on matters that are then tabled for approval by the Board.

## 5.7 Audit & Risk Committee

Audit & Risk Committee reports and make recommendations to the Board in discharging their responsibilities relating to:

- Financial Control and Reporting;
- Risk Management and Insurance;
- Internal audits and controls;
- Providing communication between Board, senior management and external auditors;
- Legal Compliance; and
- Other matters as may be determined by the Board,

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

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

## 5.8 Investment Committee

Investment Committee reports and makes recommendations to the Board in discharging their responsibilities relating to:

- Investment risk policies and objectives;
- Approval of investments within the guidelines and objectives approved by the Board;
- The effectiveness of the investment risk policies and the achievement of the investment objects of the Good Sammy Enterprises Board; and
- Other matters as may be determined by the Board,

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

The Board's risk appetite can be found in the **Investment Policy**.

## 5.9 People, Safety & Safeguarding Committee

People, Safety & Safeguarding Committee reports and makes recommendations to the Board in discharging their responsibilities relating to:

- Appointment of the CEO;
- Remuneration policies and practices;
- Culture,
- Diversity and Social Inclusion/Accessibility;
- The Safeguarding, Health, Safety and Wellbeing of all employees, contractors, clients and customers, and
- Human Rights as they relate to the NDIS services and any service or employment relationship.

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



## 6. KEY BOARD FUNCTIONS

### 6.1 Strategic Planning

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

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

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

The Board works closely with the CEO and Good Sammy Enterprises' Executive Team to develop and construct a Strategic Plan. This is accomplished by:

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

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

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

The Board Chairperson can call a Special Board Meeting or workshop for the Board to participate in the strategic planning development process together with the Executive Team. The Board must be involved in Good Sammy Enterprises' strategic planning process.

### 6.2 Monitoring of Strategy

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

### 6.3 Chief Executive Officer Evaluation

The Board:

- Establishes performance criteria for the CEO and ensures appropriate support and review processes are implemented, and
- Determines the limits of delegation of responsibility and authority to the CEO, refer to the **Delegations of Authority**.

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

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

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

As per the **Remuneration Policy**.

### 6.4 Communications Policy

The Chief Executive Officer is the first point of contact for media enquiries and, depending on the nature of the enquiry, will either respond directly or revert to the Board Chair.

## 7. CONTINUING IMPROVEMENT

### 7.1 Director Protection

Board Insurance is held as follows:

The details are:

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

Please refer to **Good Sammy Enterprises' Insurance Schedule**.

### 7.2 Board Evaluation

Good Sammy Enterprises will regularly review the Board's own performance as the basis for its own development and quality assurance. From time to time and when required external evaluators will be engaged.

The Board Skills Matrix is reviewed on an annual basis and the Board Chair ensures all desired skills targets are covered within the Board Membership.

### 7.3 Director Development

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

### 7.4 Director Remuneration

Directors are remunerated in accordance with Good Sammy's Policy **GOV:13 Board Remuneration**, as approved by the Synod Standing Committee.

### 7.5 Director Selection & Induction

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

- Board Members are appointed by the UCWA Synod each September and by the Synod Standing Committee if required between Synods.
- The Board has the power to co-opt two Board members for a twelve-month period.
- The Synod has the power to directly appoint Board members and the Chair without reference to Good Sammy Enterprises, however current practice is for Good Sammy Enterprises to recommend candidates to Synod.
- To prepare for Synod each July, Good Sammy Enterprises conducts internal elections for Chair and Deputy Chair and all Committee positions, cheque signatories and other statutory requirements to assist in nominations to Synod.

Once a new Board Member is identified and appointed they undertake an induction.

#### Board Member Induction

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

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

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

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

The organisational contact for Board Member orientation is the CEO.

Board Members are expected to attend each Board Meeting, in person or virtually and undertake tours and visits as requested by the Board Chair. There are nine Board Meetings per calendar year, which are for two hours and normally held at Good Sammy Enterprises, Canning Vale.

Board Members are also invited to key organisational events. The CEO and the Chair also identify opportunities for Directors to get involved on matters related to their role, expertise and interest.

## **7.6 Director Access to Professional Advice**

On occasions, an individual Director or Directors may wish to obtain external professional advice discretely from the Organisation and the Board on matters relating to their duties and responsibilities as a Director(s):

- Provided they are acting in good faith, it is reasonable for them to do so at the expense of the organisation and accordingly:
  - If an individual Director, approval should be sought from the Board Chair;
  - If advice is sought for the Board as a whole, approval should be sought from all Board Members, with majority approval required, and
  - should not risk breaching confidentiality obligations owed to the organisation by taking that advice.

## **8. KEY BOARD POLICIES**

Within Good Sammy Enterprises 'Policy' means:

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

In relation to policy development, the Board will:

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

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

They are:

- Governance Policies - developed by the Board, generally in partnership with management and include:
  - **Risk Management**
  - **Delegations of Authority** and **Delegation Levels**
  - **Code of Conduct**
  - **Emergency/Acting CEO Succession**
  - **Occupational Safety and Health Policy**
  - **Chain of Responsibility**
  - **Remuneration Policy**
  - **Whistleblowing Policy**
  - **Board Skills Assessment**
  - **Board Reporting – Serious Matters**
  - **Safe Services Governance Policy**
  - **Workers Compensation & Injury Management**
  - **Impact Incentive Scheme**
  - **Board Compensation & Expenses**
  
- Operational Policies are developed by the CEO in consultation with the Executive Team and relate to the operational management of the organisation. The Board is not required to approve Operational Policies, these:
  - govern the internal operation of Good Sammy Enterprises;
  - are endorsed and approved at CEO level;
  - assist staff in carrying out aspects of their jobs; and
  - form part of the written documentation that supports Good Sammy Enterprises' Quality Management.

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

## Key Legislation

<b>Legislation</b>	<b>Area</b>	<b>Responsible Good Sammy Manager</b>
Work Health Safety Act 2020	Safety, Health and Wellbeing	Safety, Capability and Compliance Manager
Workers Compensation and Injury Management Act 1982	Injury Management	Safety, Capability and Compliance Manager
National Disability Insurance Act 2013	Disability Services	Quality and Safeguarding Advisor
Corporations Act 2001	Board and Organisation Governance	CEO
Uniting Church in Australia Act 1976	Board and Organisation Governance	CEO
Fair Work Act 2009	Industrial Relations	Chief of People and Culture
Equal Opportunity Act 1984	Anti-Discrimination	Chief of People and Culture
Australian Charities and Not-for-profits Commission Act 2012	Charity Registration and Regulation	CFO
Charitable Collections Act 1946	Charity Registration and Regulation - Donations	CFO
Superannuation Guarantee (Administration) Act 1992	Superannuation	CFO
Taxation Administration Act 1953	Taxation	CFO
Fuel Excise Levy	Australian Tax Office	CFO
Competition and Consumer Act 2010 (Cth)	Small Business Development Corporation	Chief of Academy Social Enterprises
Road Traffic Act	Public Road Use	Logistics Manager
Annual Export Declaration – Dept of Water & Environment Regulation	Social Enterprises	Chief of Academy Social Enterprises
Annual Landfill Declaration	Dept of Water & Environment Regulation	Chief of Academy Social Enterprises

## Key Contracts

<b>Contract</b>	<b>Area</b>	<b>Responsible Good Sammy Manager</b>
Containers for Change Scheme	WA Return Renew Recycle Ltd (WARRRL)	Chief of Academy Social Enterprises
Retail Leases	Lessor Obligations	Chief Finance Officer