

### Commitment

The Creche and Kindergarten Association Ltd (C&K) is committed to the highest standards of integrity and transparency in its decisions and business operations through its corporate governance approach.

Corporate governance comprises the framework of rules, relationships, systems and processes within and by which authority is exercised and controlled within corporations. It encompasses the mechanisms by which companies, and those in control, are held to account (Justice Owen, HIH Royal Commission).

C&K's governance approach is set by the Australian Charities and Not-for-Profits Commission governance standards and guided by the Australian Institute of Company Directors' Not-for-Profit Governance Principles (2<sup>nd</sup> edition Jan 2019). The governance principles are tailored as appropriate to meet C&K's business and regulatory requirements and risk profile.

The diagram below sets out C&K's governance structure. The Board may vary it as required.

### Responsibilities

Effective corporate governance is a shared responsibility. C&K has policies and procedures to guide and assist employees to meet their obligations.

#### All Board Members, Executive Management Group (EMG) and Employees

- operate C&K's business to achieve the objectives in the Constitution
- comply with the law and C&K's Constitution.
- comply with C&K's Code of Conduct, policies and procedures
- act in the best interests of C&K and in accordance with the strategic plan
- disclose and manage conflicts of interest.
- disclose and record any gifts and hospitality offered or received
- act within delegated levels of authority
- report any dishonest, fraudulent, unethical or illegal behaviour

#### The Board

- maintain and oversee a robust governance system
- comply with Board and Committee Charters
- understand and meet Directors' legal duties
- understand and document matters reserved to the Board and those delegated to the CEO
- appoint Directors under a transparent, merit-based process
- maintain an appropriate mix of skills and experience on the Board
- remain independent and accountable to C&K's stakeholders and members

- undertake periodic Board evaluations
- oversee the CEO's performance and maintain an effective relationship with management
- set and oversee the organisational budget
- define and model C&K's desired culture and expectations of staff conduct
- oversee compliance with the law and internal governance policies
- oversee meaningful stakeholder engagement
- develop, and evaluate C&K's performance against, the organisational strategic plan
- develop and monitor C&K's risk management approach

#### CEO and Executive Management Group

- manage day to day business operations within delegated levels of authority and the approved budget
- implement the strategic plan and risk management plan
- manage stakeholder relations and communication
- maintain an effective relationship with the Board
- provide timely and appropriate reports that allow the Board to understand and assess C&K's performance (including financial position, strategic plan progress and risks)
- appropriately manage C&K's resources
- model C&K's desired culture and expectations of staff conduct
- monitor and measure organisational culture and engagement

#### Managers

- manage team business operations within delegated levels of authority and approved budget
- make employees aware of all relevant C&K governance policies

#### Legal Risk and Governance Team

- Provide independent governance advice to the Board, CEO and employees
- Maintain and monitor compliance with governance related policies and procedures

#### Non-compliance

C&K is accountable to the government and the public for the funding it receives and how it uses that funding. C&K will not tolerate any breaches of its governance policies and procedures. Employees involved in any such breach will be subject to disciplinary action, including prosecution, if appropriate.



**Therese Mulherin, Chair of the Board**

### C&K Governance Structure

