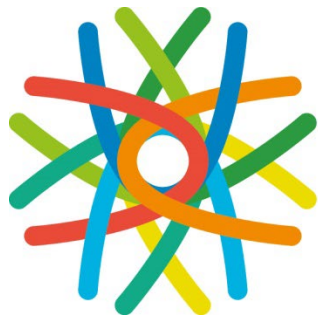


Brightwater

# **Board Governance Charter**

**Board Charter, Policies, Procedures  
and  
Terms of Reference**



# Brightwater

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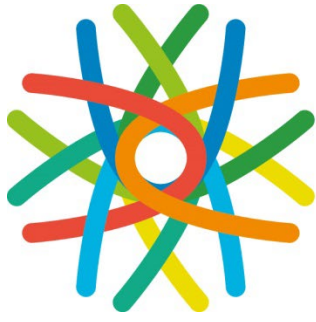
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Brightwater

## **Board Charter**

## Purpose And Scope

Brightwater Care Group Limited (**Brightwater**) is committed to implementing high standards of organisational governance to achieve the Brightwater Vision and Mission, in accordance with all relevant laws, standards and regulatory frameworks. The Brightwater Board is responsible for and oversees the governance of Brightwater.

This Board Charter prescribes a range of governance principles and practices to apply to Brightwater. It sets out the structure of the Board and its Committees, and (at a high level) the responsibilities and obligations of Directors. This Charter is underpinned by, and is intended to complement, the Constitution and By-laws, however, to the extent of inconsistency the terms of the Constitution and By-laws will prevail.

This Board Charter will be posted to Brightwater's website, with timely updates of any variations.

## The Brightwater Board Commitment

The Board:

- is committed to meeting client, stakeholder and community expectations of probity, accountability, and transparency;
- is committed to promoting excellence in client safety and high-quality, clinical and personal care;
- recognises the need for safeguarding vulnerable people, including cultural safety in all that we do;
- recognises the importance of protecting workers and other people against harm to their health, safety and welfare;
- bases decisions on timely, fit-for-purpose data and information that demonstrates outcomes related to the achievement of the intended purpose; and
- is committed to inclusive leadership and governance, through values-based decision-making.

## The Brightwater Vision, Mission and Values

The ethical and cultural basis from which the Board makes decisions is based on Brightwater's Vision, Mission and Values which are set out below:

### *Brightwater Vision*

To be recognised for creating Brightwater communities where people connect and belong, thriving through progressive and responsive care.

### *Brightwater Mission – Pursuing the dignity of independence*

- We value the potential that lives inside each and every one of us, no matter what that looks like.
- It's our ability to strive towards our best self every day, to keep learning and to keep growing. This drives all that we do.
- By pursuing the dignity of independence, we provide people with the means, knowledge, opportunity and strength to enable wellbeing and enjoy life's possibilities.
- Underpinning our Mission is the Personhood approach, which is the feeling or sense of self we get from being in a social group, and what we do within that group. When our surrounding environment is positive and supportive, our self-esteem is reaffirmed and strengthened.

### *Brightwater Values*

At Brightwater, we are connected by one spirit.

- Our spirit is shared when we are **caring**. We are interested, empathetic partners who empower others and ourselves.
- Our spirit is **authentic**. We are honest, accountable, inclusive and understanding.
- Our spirit shows that we are **progressive**. We listen and share, we are curious and embrace new ways.
- Our spirit is **courageous**. We show leadership and have a go, we are decisive and speak up.

# BRIGHTWATER BOARD CHARTER

## Code of Conduct

The Directors will comply with the Brightwater Code of Conduct and all related policies and procedures regarding requirements for the declaration of Interests, Conflicts of Interest and Gifts, Benefits and Hospitality, Work Health and Safety, as well as all Integrity Screening requirements of Key Personnel.

The Directors will comply with other Brightwater policies and procedures, adopted from time to time, and are expected to take a leadership role in assuring compliance.

## The Role of the Board

The Board will govern Brightwater to assure ethically sound, efficient and appropriate corporate governance practices that:

- ensure the provision of safe, high-quality clinical and personal care;
- prioritises consumer participation;
- recognises and fosters diversity and inclusion;
- utilises best available evidence to support practice;
- are delivered in a manner which also protects the health and safety of workers; and
- ensures compliance with principles of good governance.

The Board is responsible for setting the strategic direction of Brightwater and is accountable for the overall management of organisational performance. In performing its role, the specific accountabilities and responsibilities reserved to the Board include:

- providing leadership by setting the Brightwater Vision, Mission, Values and the Code of Conduct;
- setting the strategic direction of Brightwater and monitoring the progress, achievement and ongoing viability of the Strategic Plan, in conjunction with the Chief Executive Officer (**CEO**);
- overseeing the overall management of Brightwater and being accountable for organisational outcomes and prioritising the safeguarding of vulnerable people;
- setting the role and accountabilities of the Board, and delegating to the CEO and Executives, responsibilities for operational management of Brightwater through formal delegations;
- approving policies, as set out in Policy Frameworks Approval Matrix in the Brightwater Governance Framework;
- establishing, monitoring and evaluating the performance of the Board and Board Committees, as part of the assurance and oversight functions;
- setting Brightwater's risk appetite and assuring the risks faced by Brightwater are identified and managed;
- ensuring Brightwater meets its obligations as a company registered with Australian Securities and Investments Commission (**ASIC**) as an Australian public company limited by guarantee and a registered charity, and complies with:
  - the *Corporations Act 2001* (Cth);
  - the *Australian Charities and Not-for-profits Commission Act 2012* (Cth); and
  - the *Australian Charities and Not-For-Profits Commission Governance Standards*.
- approving the annual external and internal audit plan, in conjunction with the Board Committees;
- appointing and evaluating the external auditors in accordance with the Constitution and the *Corporations Act 2001* (Cth);
- appointing and evaluating the internal auditor;
- approving Brightwater's budgets, making financial decisions not delegated to the CEO or Executives and monitoring major capital expenditure, acquisitions and divestitures;

## BRIGHTWATER BOARD CHARTER

- approving annual financial statements and the Brightwater Investment Policy Statement as required under relevant regulatory frameworks;
- where required, removing the Board Chair and/or Deputy Chair, by Board resolution in accordance with the Brightwater Constitution, at any time;
- approving and overseeing the implementation of Brightwater’s Governance Framework;
- appointing the CEO, and evaluating the performance and remuneration of the CEO and, where appropriate, removing the CEO;
- monitoring other Executive appointments, and assuring there are plans for Executive succession;
- appointing, and where appropriate, removing the Company Secretary;
- ensuring appropriate Board succession planning including strategies to assure the Board is comprised of individuals who can discharge the responsibilities of Directors of Brightwater;
- undertaking due diligence for compliance with the *Work Health and Safety Act 2022 (WA)*; and
- ensuring appropriate Board induction and training for Directors.

### Board composition

The Board:

- Directors are appointed in accordance with the Brightwater Constitution, for three (3) year terms with a maximum continuous period of nine (9) years, or twelve (12) years for a Director who is elected as the Chair. The Constitution also provides for other exceptions to these maximum terms in respect of Directors filling casual vacancies and where the CEO is also a Director;
- comprises a minimum of six (6) and a maximum of ten (10) Directors, including a minimum of four (4) member-elected Directors, a maximum of 6 member-elected Directors, and a maximum of four (4) Board-appointed Directors;
- has an appropriate number of independent non-executive Directors who:
  - a) are the majority of the Board;
  - b) can challenge and hold the CEO and Executives to account;
  - c) represent and act in the best interests of Brightwater; and
  - d) are accountable to Brightwater’s Members as a whole.
- recognises the importance of diversity and embraces all human differences which may include ethnicity, sex, gender, gender identity, sexual orientation, age, social class, physical ability or attributes, religious or ethical values systems and national origin<sup>1</sup>. In regard to Board composition, the Board will ensure that:
  - a) for all appointed and elected Directors, and in succession planning, the diversity of Brightwater’s consumers, staff, stakeholders and the community are recognised and reflected in decision-making; and
  - b) development and enhancement of Directors includes due regard for fostering diversity.

The Board, with guidance from the Board Governance Committee, will act in accordance with the Board Appointment and Induction Policy in nominating Directors for appointment. The Board will identify candidates with appropriate skills, experience, expertise and diversity in order to discharge its mandate effectively and to maintain the necessary mix of expertise on the Board.

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<sup>1</sup> WA Government, *Multicultural Policy Framework*, February 2020. [wa-multicultural-policy-framework.pdf \(omi.wa.gov.au\)](https://www.wa.gov.au/government/publications/multicultural-policy-framework)

# BRIGHTWATER BOARD CHARTER

## Board Meetings

- Meetings of the Board will be conducted in compliance with the Constitution and any legislative or regulatory requirement binding upon Brightwater.
- The Directors may meet, adjourn and otherwise regulate Board meetings as they see fit and will adopt a planning calendar, developed by the Company Secretary in consultation with the Board Chair and the CEO.
- The Board will meet at least six (6) times per annum, and as often as is necessary to effectively and efficiently fulfil its functions and discharge its responsibilities, including when dedicated strategy development and/or review meetings are required.
- A quorum for a Board meeting is the greater of two (2) Directors and not less than 50% of the total number of Directors.
- Directors are expected to attend at least 75% of all Board meetings in any year.
- The preferred method of decision-making is to resolve by consensus, and subject to any overriding provision in the Constitution, in relation to Board decisions:
  - a) each member of the Board (including the Chair, except as set out in (b)) will have one vote; and
  - b) in the case of an equality of votes, the Chair will have a casting vote in addition to their deliberative vote (except where there are only two (2) Directors entitled to vote on the resolution before the meeting).
- Agendas, proposals, draft resolutions and supporting papers will be distributed within a reasonable period in advance of the meeting.

## Member Meetings

- Member<sup>2</sup> standing meetings will be authorised by the Board and conducted in a manner that facilitates effective communication with Brightwater's membership and allows reasonable opportunity for informed participation.
- All Members (Subscriber Members and General Members) are entitled to be invited to meetings of Members, and can attend and speak at meetings. However, only Subscriber Members have voting rights.
- In accordance with the Constitution, Brightwater will hold an Annual General Meeting (AGM) at least once every calendar year.
- The business of an AGM may include any of the following:
  - a) the consideration of the Annual Financial Report, the Director's Report and the Auditor's Report for Brightwater;
  - b) the appointment of the external auditor of Brightwater; and
  - c) the election of Directors.
- The Board will require attendance of Brightwater's external auditor (if applicable) at Brightwater's AGM to answer questions relevant to the conduct of the audit (or review as applicable) and the preparation and content of the auditor's report.

## The role of the Board Chair

The Board Chair is elected by the Board in accordance with the Brightwater Constitution. The Board Chair is responsible for leading the Board and chairing meetings in accordance with the Constitution, including:

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<sup>2</sup> Member means a person whose name is entered in the Register as a member of the Organisation. (Brightwater Constitution).

## BRIGHTWATER BOARD CHARTER

- facilitating appropriate information flow to the Board;
- facilitating the effective functioning of the Board including ensuring constructive communications amongst Directors and managing the conduct, frequency and length of Board meetings;
- in consultation with the CEO and Company Secretary:
  - a) setting the agenda for the matters to be considered by the Board;
  - b) ensuring the information provided to the Board is relevant, accurate, timely; and
  - c) ensuring communications with Members, stakeholders, regulators and the public are accurate and effective;
- overseeing and facilitating Directors' performance evaluation and development reviews;
- counselling and liaising with the CEO as the primary contact between the Board and management;
- representing the views of the Board in public;
- presiding over general meetings; and
- ensuring Board meeting minutes are managed in accordance with the Constitution.

The Board Chair, on behalf of the Board, is entitled to:

- obtain from the Brightwater's Executive, information required to perform its duties;
- request additional information from Brightwater's external auditors when required;
- obtain, at Brightwater's expense, external legal or other professional advice on any matter within the scope of responsibilities as set out in this Charter; and
- authorise, conduct or direct investigations into any matter within the scope of responsibilities.

### **The Role of the Board Deputy Chair**

The Board may elect a Director as a Deputy Chair in accordance with the Constitution.

The Deputy Chair (if one is appointed), or the senior independent Director (if a Deputy Chair is not formally appointed), will be responsible for performing the role and functions of the Chair in the absence of the Chair for any reason. The Deputy Chair should be an independent non-executive Board member and should not also be the CEO. The Board may remove the Deputy Chair by Board resolution at any time.

### **The role of the CEO and Management**

The CEO is accountable to the Board and reports to the Board Chair. The Board will delegate certain responsibilities to the CEO in accordance with the Delegations Policy. Generally, the CEO is responsible to the Board for:

- the management, operations and day to day affairs of Brightwater including the provision of safe, quality care.
- providing to the Board, for consideration and approval by the Board (as applicable) a Delegations Matrix for incorporation into the Delegations Policy specifying the levels of delegated authority applicable at Board, Director, CEO, Chief Financial Officer (**CFO**), Company Secretary, Executive and other management levels;
- providing statements of assurance to the Board, with the CFO, regarding the financial condition, performance and operational results, in accordance with appropriate and relevant accounting standards;
- establishing and enforcing written procedures for all delegations, as set out in the Brightwater Delegations Policy;
- appointing and, where appropriate, removing and/or replacing Executives and evaluating the performance of Executives;
- ensuring the Executives meet their responsibilities for:
  - a) the day-to-day operation of Brightwater, within their levels of delegated authority;
  - b) providing accurate, timely and meaningful information regarding the performance of Brightwater, including the identification and management of all risks;



## BRIGHTWATER BOARD CHARTER

- c) ensuring policies and procedures to safeguard clients as vulnerable people and all staff, are legislatively compliant, fit-for-purpose and complied with; and
- d) reporting all matters which exceed their levels of delegated authority to the CEO.

### Role of the Company Secretary

- The Company Secretary supports the effectiveness and governance of the Board.
- The Company Secretary is directly accountable to the Board, through the Chair, on the following matters below, irrespective of any other line management accountability to the CEO.
- The responsibilities of the Company Secretary include:
  - a) advising the Board and its Committees on governance matters;
  - b) co-ordinating the timely completion and submission of Board and Committee papers;
  - c) ensuring accurate minutes of business at Board and Board Committee meetings;
  - d) supporting the Chair in planning Board member induction, professional development and evaluation/review procedures;
  - e) liaising with ASIC and ACNC on Brightwater matters; and
  - f) specific responsibilities under the *Corporations Act 2001* (Cth), including ensuring that the company notifies ASIC of any changes to company details and makes any required lodgements.

### Board Committees

- The Board has established the following standing Committees to assist the Board in the performance of its responsibilities:
  - a) Governance Committee;
  - b) Audit and Risk Committee;
  - c) Care Committee; and
  - d) Business Committee.
- Other Committees and/or groups may be established from time to time by the Board to deal with discrete functions or matters of special importance to Brightwater.
- The Board provides standing delegations to the Board Committees, which are set out in the Brightwater Delegations Policy and in each of the relevant Committee's terms of reference.
- Each Committee's terms of reference sets out their respective governance arrangements and, meeting processes.
- Generally, Committees:
  - a) have an advisory, reporting and recommending function only to the Board, except as specified in the Delegations Policy and the relevant terms of reference. The Board remains otherwise responsible for the exercise of power by the Committees; and
  - b) comprise Board members (together with others, as appropriate, in the terms of the relevant Committee's terms of reference) and may invite others to attend their meetings at the discretion of the Chair and/or the Committee.

### Communications with Members and Other Stakeholders

Brightwater Care Group Limited (**Brightwater**) is committed to openly communicating with Members and stakeholders (subject to commercial and legal confidentiality restraints, including privacy laws) in a timely and effective manner, including by print and electronic communication means (as appropriate). Only those persons specifically authorised by the Board and/or the CEO, have authority to speak on behalf of Brightwater.

Stakeholders may include an individual, group or organisation that has an interest, concern or is impacted by decision-making and activities of Brightwater, such as Members, local communities, suppliers, staff, regulators, clients and their families.

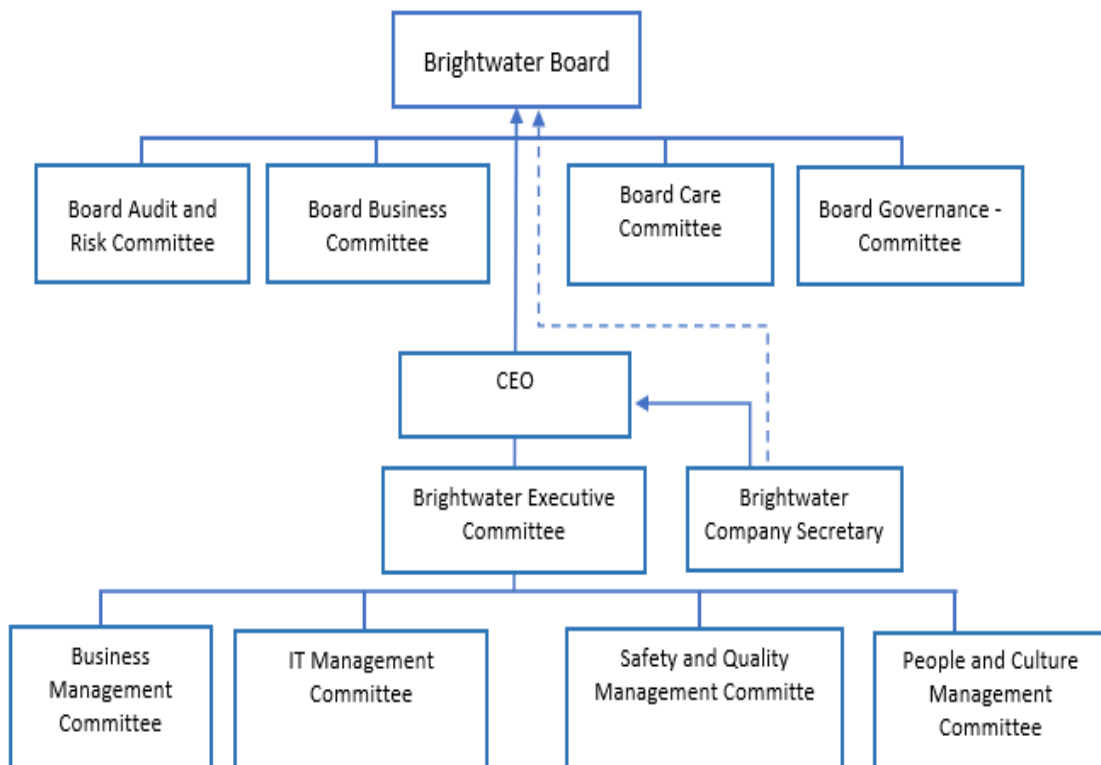
## BRIGHTWATER BOARD CHARTER

The Board is accountable to Brightwater’s Members as a whole and will therefore ensure it communicates openly with its Members to provide information and updates. The Board will determine how Brightwater will communicate with Members and stakeholders, the kind of information it will disclose and the conditions under which disclosures will be made. Brightwater will use its website to provide information about Brightwater and to complement the official release of material information to enable broader access to information by Members and stakeholders. The Company Secretary is responsible for ensuring this information is available on the website.

Brightwater is committed to effective two-way communications with Members and other stakeholders, including:

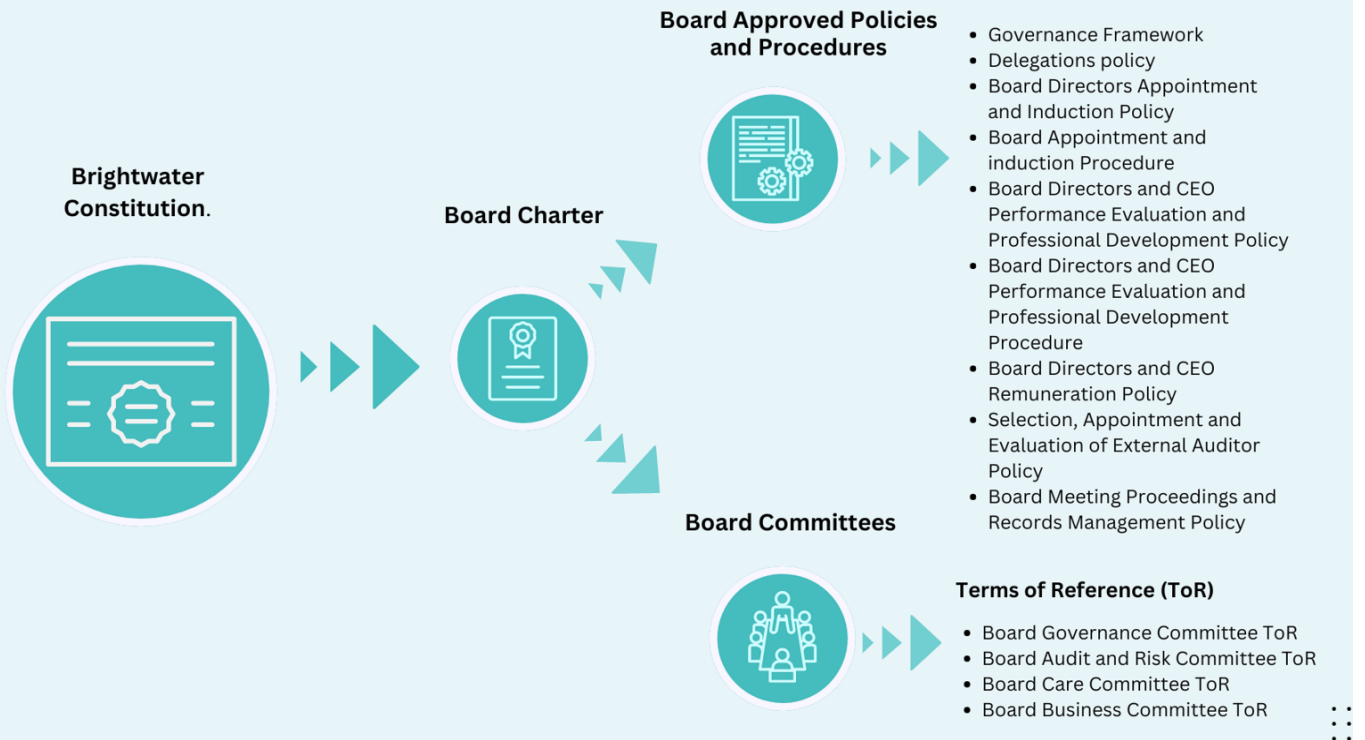
- ensuring reasonable accessibility of relevant authorised Brightwater personnel to engage with Members, media and other relevant stakeholders to communicate information about Brightwater and to receive feedback;
- allowing Members, Stakeholders and media to gain a greater understanding of Brightwater’s operations, mission or purpose, governance and performance;
- providing an opportunity for Members, stakeholders and others to express their views to Brightwater on matters of concern or interest to them, and for those views to be distilled and communicated to the relevant Brightwater person, including the Board as appropriate;
- informing Members, stakeholders and others about ways to raise concerns about wrongdoing by staff of Brightwater, including as a Whistleblower Protected Disclosure in accordance with the *Corporations Act 2001* (Cth); and
- providing information that is accessible to its stakeholders in any reasonable format they request.

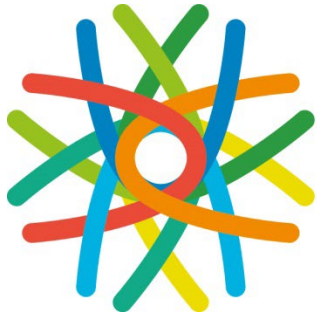
### Structure of the Board, Board Committees and key office bearers.



# BRIGHTWATER BOARD CHARTER

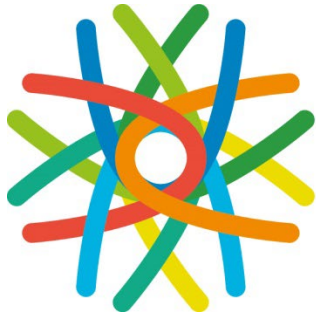
## Board Charter Related Documents





Brightwater

## **Policies**



Brightwater

## **Policy**

### **Directors and CEO Remuneration Policy**

Brightwater Board Policy	
Policy Pillar	Corporate – Brightwater Board Charter
Policy Framework	Governance Framework
Scope - Staff	Board Directors and CEO

## 1. PURPOSE AND SCOPE

Brightwater Care Group Limited (**Brightwater**) recognises the work and significant responsibilities undertaken by the Board of Directors (**Directors**) in overseeing the governance, management and operations of Brightwater. Brightwater also recognises that the appropriate remuneration of Directors and the Chief Executive Officer (**CEO**) is an element of building an independent, effective, diverse, highly capable Board, and important to attract and retain a suitably skilled, experienced and capable CEO.

The purpose of this Policy is to ensure that the Board of Directors is fairly and reasonably remunerated, and to set out the approach to the structure, implementation and evaluation of Director remuneration and the remuneration for the CEO, in accordance with relevant Brightwater and legislative requirements. Members approve Board Director’s remuneration at a general meeting<sup>1</sup> and the Board set the CEO’s remuneration, however the Governance Committee oversees and assures these functions.

This Policy is subject to change from time to time and does not form part of a Director's or CEO's engagement with Brightwater.

## 2. DIRECTORS FEES/REMUNERATION

### 2.1. Board's ability to make payments to Directors

In accordance with the Brightwater Constitution, but subject to the *Corporations Act 2001* (Cth) and the *Australian Charities and Not-for-profits Commission Act 2012* (Cth), the Board may pay an amount to a Director as remuneration for performing their duties and responsibilities as a Director which, as prescribed under Article 5.9 of Brightwater's Constitution:

- a) *does not in any year exceed the aggregate maximum annual amount (or pool or cap) last approved by resolution of the Members in a general meeting;*
- b) *is allocated among the Directors (other than the Chair) on an equal basis having regard to the proportion of the relevant year for which each Director held office or as otherwise decided by the Board;*
- c) *is provided in a manner the Board decides; and*
- d) *is provided at the discretion of the Board.*

In exercising the Board's powers to decide upon remuneration for the Directors and CEO, the Board must ensure it complies with the ACNC Governance Standards.

Brightwater Directors are non-executive directors and are not employed by Brightwater. Some Directors may be engaged through a corporate entity (usually, their own company) as a contractor or consultant. If not engaged through a corporate entity, the Directors will be engaged directly as individuals and Brightwater is required to:

- a) withhold tax from remuneration payments, (under the *Taxation Administration Act 1953* (Cth))(TAA);
- b) to pay superannuation (under the *Superannuation Guarantee (Administration) Act 1992* (Cth)); and
- c) the *Fringe Benefits Tax Assessment Act 1986* (Cth) allows for a salary sacrificing arrangement of "salary or wages" which is defined as an amount from which an amount must be withheld under the TAA, which includes remuneration to a director.

If a Director is engaged through a corporate entity, the Director's company will be responsible for withholding any taxation and making superannuation contributions for the Director.

<sup>1</sup> Only Subscriber Members have voting rights at general meetings (Brightwater Constitution By-laws)

Brightwater may also reimburse the Directors' travelling and other expenses that they properly and reasonably incur in connection with the affairs of Brightwater<sup>2</sup>.

## 2.2. Considerations for setting Director remuneration

In accordance with Brightwater's Constitution, the Board will periodically present the aggregate maximum annual amount (pool or cap) payable to Directors for approval by the Members at a general meeting. The maximum annual amount must be reasonable and may consider the following:

- a) the context of Brightwater's community and charitable not-for-profit status and any regulatory or taxation implications;
- b) the size and complexity of Brightwater, including risks and challenges and the subsequent Board workload;
- c) market comparisons that inform competitiveness in attracting high quality candidates;
- d) the number of Directors on the Board;
- e) impact on funding arrangements, funding conditions and cash flow capacity;
- f) fairness, equity and integrity;
- g) ensuring that incentives for Directors do not conflict with their obligations to bring independent judgement to matters before the Board;
- h) any constraints or approvals required in the terms of the Constitution;
- i) Member, community and funders' sentiment; and
- j) any extra responsibilities such as committee chair role.

The Directors will then resolve at a Board Meeting, in accordance with Brightwater's Constitution, the amount payable to the Directors which must not exceed the maximum annual amount approved by the Members. The maximum annual amount does not accumulate if it is not fully utilised during the financial year.

The maximum annual amount will be reviewed annually by the Board. The Board Governance Committee may engage the services of a relevant external consultant or internal support to conduct a benchmarking review and analysis of remuneration amounts and structure within relevant industries for comparison purposes.

## 2.3 Accountability and Transparency

Brightwater demonstrates transparency and accountability in relation to Director remuneration through the:

- a) Approval of the Director remuneration pool at general meetings from time to time;
- b) Financial reports at general meetings of Members; and
- c) Disclosure in its annual financial reports to the ACNC.

## 3. CEO REMUNERATION

### 3.1. Board's ability to set CEO remuneration

- a) Under the Brightwater Constitution, the CEO's remuneration is set by the Board<sup>3</sup>.
- b) However, the Board must exercise its power to set CEO remuneration in compliance with the ACNC Governance Standards.

### 3.2. Considerations for setting CEO remuneration

- a) The amount payable to the CEO will be decided by resolution of the Directors at a Board meeting.
- b) In setting the level and composition of remuneration for the CEO, the Directors will balance Brightwater's desire to attract, retain and motivate a high-quality candidate with the need to ensure that:

<sup>2</sup> Refer to: Article 1.5(b) of the Brightwater Constitution.

<sup>3</sup> Refer to: Article 6.2(a) of the Brightwater Constitution

## BOARD DIRECTORS AND CEO REMUNERATION POLICY

- i) the CEO's remuneration incentivises them to pursue the strategic goals and success of Brightwater (both over the short and longer terms) without taking undue risks; and
  - ii) that relevant benchmarks are considered to ensure remuneration is reasonable.
- c) Considerations for the CEO's remuneration may include:
- i) qualifications, skills and experience;
  - ii) industry/sector norms and market comparisons;
  - iii) business conditions, economic outlook and cash flow capacity;
  - iv) the context of Brightwater's community and charitable not-for-profit status;
  - v) the size and complexity of Brightwater, including risks and challenges;
  - vi) community and funders' perceptions;
  - vii) fairness, equity and integrity;
  - viii) ensuring that incentives do not conflict with their obligations and judgement;
  - ix) any constraints or approvals required in the terms of Brightwater's Constitution;
  - x) organisational performance generally; and
  - xi) CEO's performance evaluation
  - xii) cashflow capacity.

### 3.3. Remuneration Structure

- a) The structure of the CEO's remuneration should be designed to create alignment of the interests of the CEO with those of Brightwater.
- b) The remuneration structure may include:
  - (i) base salary (including superannuation); and
  - (ii) bonus arrangements that:
    - generally do not to exceed a percentage of base salary whether available in salary or in some non-financial award form (e.g. extra leave or paid attendance at relevant professional development courses or conference seminars);
    - are awarded at the discretion of the Board (on the recommendation of the Governance Committee in consultation with the CEO) measured against the degree of satisfaction of certain key performance indicators (**KPIs**) set at the beginning of the relevant period; and
    - may include conditions regarding when the bonus vests and what the CEO's entitlements are if they leave before the bonus vests or if the grounds for being awarded the bonus are later found to be erroneous or unfounded.

## 4. ROLES AND RESPONSIBILITIES

Role	Responsibility
<b>Board</b>	<ul style="list-style-type: none"> <li>• Set the CEO's remuneration.</li> <li>• Approve the Director remuneration within the pool or cap as approved by the Members.</li> <li>• Present changes to the aggregate maximum annual amount (pool or cap) payable to Directors for approval by the Members at a general meeting.</li> </ul>
<b>Members</b>	Approval of Director's aggregate maximum annual amount (pool or cap) payable to Directors at a general meeting.
<b>Board Governance Committee</b>	The Board Governance Committee, in consultation with the Chair and the Brightwater Company Secretary, is assigned primary responsibility for strategies and processes to be developed and implemented to achieve the general purpose and principles in this policy.



**5. TERMS AND DEFINITIONS**

Term	Definition
Board Director	A Director appointed by the Board in accordance with Article 5.4 of the Constitution.
Remuneration	Money paid for work or a service.
Subscriber Member	A person admitted as a Member into the Subscriber Membership class in accordance with the Constitution.
Vests	To give someone the legal right to something, in this context the payment of a bonus.

**6. RELATED DOCUMENTS AND SUPPORTING INFORMATION**

The following Brightwater documents and supporting information related to this Policy include:

- Brightwater Constitution
- Brightwater Board Charter
- Brightwater Governance Framework
- Brightwater Code of Conduct

**7. RELEVANT LEGISLATION AND STANDARDS**

- *Australian Charities and Not-for-profits Commission Act 2012 (Cth).*
- *Corporations Act 2001 (Cth);*
- *Accountability Principles 2014 (Cth);*
- *ACNC Governance Standards.*

**8. QUALITY AND COMPLIANCE MONITORING**

All Directors, the Company Secretary, the CEO and (where applicable) members of Board Committees are expected to comply with this Policy. Brightwater may collect and analyse data relating to this Policy, for the purpose of ensuring compliance.

**9. REFERENCES**

- Australian Charities and Not-for-profit Commission, *Remunerating Responsible People, 2021*  
[Remunerating Responsible People | ACNC](#)
- ACNC's Governance Standards  
[ACNC Governance Standards | ACNC](#)

**10. APPROVAL DETAIL**

Policy Pillar	Corporate – Board Charter	
Policy Framework	Brightwater Governance Framework	
Policy Custodian	Company Secretary	
Policy Owner	Brightwater Board	
Board Endorsement:	Date of Governance Committee Endorsement: 16/10/2024	
	Date of Board Endorsement: 6/11/2024	
Authorised to Publish by:	Brightwater Board	Date Authorised: 6/11/2024
Published:	14/11/2024	
Version:	1.0	
ACQS:	Standard 8 – Organisational Governance	
NDIS:	Indicator 2 – Provider Governance and Operational Management	
Additional Standards:	ACNC Governance Standards	
<b>Printed or personally saved electronic copies of this document are considered uncontrolled</b>		



Brightwater

## **Policy**

### **Board Delegation of Authority**

Brightwater Policy	
Policy Pillar	Corporate
Policy Framework	Board Governance Framework
Scope	Board Directors and CEO

## 1. PURPOSE AND SCOPE

The Brightwater Care Group (**Brightwater**) Board (**Board**) is responsible for the good governance and management of the organisation. The Board exercises, and may delegate, its power for the effective operation of Brightwater subject to the *Corporations Act 2001* (Cth), the Constitution of Brightwater and this Board Delegation of Authority (**DoA**) Policy.

This Board DoA Policy sets out the matters and decisions reserved for authority by the Board and those that are delegated from the Board to the Board Committees, individual Board Directors and the CEO. The Policy intends to facilitate decision-making at Brightwater within a well-defined framework that ensures acceptable levels of control are maintained.

Specifically, this DoA sets out:

- a) specific delegations to Board Committees or individual Directors; and
- b) the authority of the CEO to manage Brightwater, subject to matters that are reserved for the Board or specifically delegated to others.

This DoA Policy should be read in conjunction with other relevant Brightwater policies and procedures (refer section 5). This Policy has been approved by the Board and will be reviewed annually.

This DoA Policy applies to Brightwater Board Directors and the CEO. Specific sub-delegations by the CEO to Brightwater employees are detailed in the Organisational Delegation of Authority.

## 2. POLICY PRINCIPLES

- a) Brightwater is committed to ensuring that it has proper financial and risk controls in place to ensure compliance with its legislative requirements and diligent management of its financial and legal commitments and exposures.
- b) Directors have an overriding accountability to act in the best interests of Brightwater and in doing so must comply with this DoA Policy.
- c) The Board delegates to the CEO alone the authority to expend outside of the approved budget up to and including \$2m, provided that any such CEO approval will be maintained within a register and reported to the Board as part of the monthly financial report.
- d) Monetary amounts (excluding GST) as stated in this DoA Policy are the maximum delegated amounts per transaction in Australian dollars (**AUD**). References to expenditure thresholds are to be interpreted, where appropriate, to include not only direct outlays but also the known contingent liabilities and/or other exposures.
- e) Delegated authority cannot be further delegated except as specified in this DoA Policy. Powers may only be sub-delegated by a role where specified and in accordance with this DoA Policy.
- f) An approver must not approve a matter that solely relates to that approver. Board Directors are required to ascertain whether a conflict of interest exists prior to exercising decision making within their authority limit. Where a conflict of interest is determined (actual, potential or perceived), this should be escalated to the next level of authority and managed appropriately.

as set out in the Staff Conflicts of Interest Declaration and Management Procedure.

- g) The use of digital signatures, systems-based approvals, emails approving transactions and physical signatures can be used as a means of authorisation. All forms of authorisation must clearly indicate the authorising individual, their role, what is being authorised and the authorisation itself must be stored so it can be accessed by those that may need to verify the authorisation.
- h) A matter must **not** be artificially split into separate contracts/transactions so that it falls within delegation thresholds.
- i) When Brightwater is impacted by a significant crisis, crisis management and business continuity plans (Plans) will define additional authorities, authority levels, alternative people for key roles, who is approved to declare a crisis and when the organisation moves back to this DoA Policy. Additionally, the Plans may alter these Principles of Delegation.

### 3. RESPONSIBILITIES OF THE BOARD & DELEGATIONS TO BOARD COMMITTEES AND CEO

#### 3.1. Board

The Board is the ultimate governance entity accountable for all activities across Brightwater. Therefore, the Board has reserved a number of matters for itself (as described in **Matrix 1** of this Policy - Matters Reserved for Approval by the Board) and delegates certain powers and authorities to the CEO, Board Committees, individual Board Directors, or other employees as required. The Board remains accountable for the exercise and monitoring of these authorities.

#### 3.2. Board Chair

The Board has delegated some responsibilities and authority to the Board Chair, the Chair may sub-delegate any of these authorities to the Deputy Chair or another Director, during periods where the Board Chair is unavailable or otherwise unable to effectively exercise these authorities.

#### 3.3. Delegation to Board Committees

Board Committees have an advisory, reporting and recommending function to the Board. The Board remains responsible for the exercise of the functions and any delegated authority to the Brightwater Board Committees. The Board may, from time to time, delegate deliberative and/or executive authority to Board Committees where the Board believes:

- a) that the Board Committee would exercise the authority in conformity with the duties imposed on the Board by legislation and the Constitution; and
- b) that the Board Committee is reliable and its members competent in relation to the power delegated.

#### 3.4. Delegation to Chief Executive Officer (CEO)

The Board delegates to the CEO its power and authority to manage and supervise management of the day-to-day operations and activities of Brightwater, excluding powers reserved to the Board and specific delegations by the Board to Committees, individual Directors or others.

The CEO will report to the Board in a timely manner on strategic initiatives, the financial and operational performance of Brightwater, any material issues, risks or contingent expenditure, and anything else necessary to maintain a “no surprises” relationship with the Board.

### 3.5. CEO Sub-delegation to Staff

The Board recognises that the CEO cannot personally perform or closely supervise all the activities and functions involved in the conduct of Brightwater’s activities. The Board authorises the CEO to sub-delegate to Brightwater Staff, powers and authorities delegated to the CEO.

The CEO will remain responsible to the Board for the exercise of any such sub-delegated authorities. The CEO must ensure that Brightwater’s internal controls and systems adequately manage and monitor the implementation and operation of this DoA Policy, including any sub-delegations.

### 3.6. Ad hoc delegations

In addition to the standing delegations in this DoA Policy, the Board may resolve to delegate the exercise of its power and authority on a case by case basis for a particular purpose and subject to any conditions the Board deems appropriate.

The Board may also specify additional reservations or conditions on the exercise of any previously delegated power or in relation to particular matters.

## 4. TERMS AND DEFINITIONS

Term	Definition
<b>Authority</b>	For the purpose of this Policy, authority means having the power to determine or settle issues and/or approve expenditure and/or the right to control, command and determine something.
<b>Delegate</b>	Means an individual, Board or Committee established by or constituted under the Brightwater Constitution, who has authority to act on behalf of, make decisions on behalf of or represent Brightwater.
<b>Delegation of Authority</b>	Assigning authority, responsibility or a task to a specific delegation level within Brightwater.
<b>Governance</b>	For the purpose of this Policy Governance broadly refers to the rules, mechanisms, relationships, and processes by which Brightwater, as an organisation, operates, and by which authority is exercised and controlled. Culture, Ethics, Risk Management, Stakeholder engagement and Compliance, and the interrelationships between them, are essential components of effective and good Governance.
<b>Staff</b>	For the purpose of this Policy, Staff refers to a person or persons who carry out work for Brightwater or at a Brightwater site(s) in any of the following capacities, as: <ol style="list-style-type: none"> <li>a) an Employee</li> <li>b) a Brightwater Key Personnel</li> <li>c) a person (other than an Employee or volunteer) appointed to an authorised Brightwater committee (whether remunerated or not)</li> </ol>

## 5. RELATED DOCUMENTS AND SUPPORTING INFORMATION

- Brightwater Code of Conduct
- Board Governance Framework
- Governance Framework
- Organisational Conflicts of Interest Management Policy
- Staff Conflicts of Interest Declaration and Management Procedure
- Whistleblower Policy
- Whistleblower Procedure
- Brightwater Procurement Policy
- Brightwater’s Constitution

## 6. RELEVANT LEGISLATION

- Aged Care Act 1997
- National Disability Insurance Scheme 2013
- Corporations Act 2001

## 7. COMPLIANCE MONITORING AND BREACHES OF THE DOA

Brightwater Board Directors and the CEO are expected to comply with this Policy. Brightwater may collect and analyse data relating to this Policy, for the purpose of ensuring compliance. Disregard for or breaches of this DoA Policy may be treated as Serious Misconduct.

The Company Secretary is responsible for assessing compliance and investigating any breaches of this DoA Policy, in accordance with the Code of Conduct or the Whistleblower Policy if the matter is reported through the whistleblower processes.

Where a breach of this DoA Policy is suspected, Brightwater encourages the reporting of misconduct, dishonesty and/or improper illegal conduct through its Whistleblower Policy and Procedures.

## 8. APPROVAL DETAILS

<b>Policy Pillar</b>	Corporate – Board Charter	
<b>Policy Framework</b>	Brightwater Governance Framework	
<b>Policy Custodian</b>	Company Secretary	
<b>Policy Owner</b>	Brightwater Board	
<b>Board Endorsement:</b>	Date of Governance Committee Endorsement: 16/10/2024	
	Date of Board Endorsement: 6/11/2024	
<b>Authorised to Publish by:</b>	Brightwater Board	Date Authorised: 6/11/2024
<b>Published:</b>	14/11/2024	
<b>Version:</b>	1.0	
<b>ACQS:</b>	Standard 8 – Organisational Governance	
<b>NDIS:</b>	Indicator 2 – Provider Governance and Operational Management	
<b>Additional Standards:</b>	ACNC Governance Standards	
<b>Printed or personally saved electronic copies of this document are considered uncontrolled</b>		

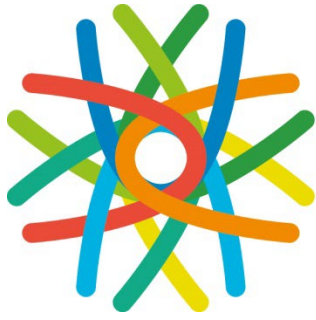
Matters Reserved for Authority by the Board and Delegations from the Board	Special Conditions/Notes	Relevant Legislation and/or Policy
<b>Appointment and Structure:</b>		
<ul style="list-style-type: none"> <li>nomination, appointment, induction, performance evaluation and removal of Directors</li> </ul>	Board <i>(Board remuneration approved by Subscriber Members)</i>	
<ul style="list-style-type: none"> <li>appointment of the Company Secretary</li> </ul>	Board	
<ul style="list-style-type: none"> <li>appointment of the CEO, setting the CEO's remuneration and their performance evaluation</li> </ul>	Board	Board Directors and CEO Remuneration Policy
<ul style="list-style-type: none"> <li>changes to corporate/legal structures</li> </ul>	Board	
<ul style="list-style-type: none"> <li>all matters related to Subscriber Members including authorisation of Subscriber Member standing meetings</li> </ul>	Board	
<ul style="list-style-type: none"> <li>appointment of the External Auditor</li> </ul>	Board	
<ul style="list-style-type: none"> <li>approval of the annual Internal Audit Plan</li> </ul>	Board	
<b>Board Role and Accountabilities:</b>		
<ul style="list-style-type: none"> <li>setting the role and accountabilities of the Board</li> </ul>	Board	
<ul style="list-style-type: none"> <li>monitoring and evaluating the performance of the Board</li> </ul>	Board	
<ul style="list-style-type: none"> <li>the Board Chair may act as an official spokesperson for the Board</li> </ul>	Board	
<ul style="list-style-type: none"> <li>the Board Chair may act as an official spokesperson for the organisation in the absence of the CEO or sub-delegate of the CEO</li> </ul>	Board Chair	
<ul style="list-style-type: none"> <li>authorise persons to speak on behalf of Brightwater;</li> </ul>	Board CEO	
<ul style="list-style-type: none"> <li>review and sign responses to correspondence addressed to the Board or Board Chair, subject to reporting at the next appropriate interval and prior consultation with other Directors as the Board Chair deems appropriate</li> </ul>	Board Chair	
<b>Approval of Board Policy Documents:</b>		
<ul style="list-style-type: none"> <li>Board Charter</li> </ul>	Board	
<ul style="list-style-type: none"> <li>Board Directors Appointment and Induction Policy and related Procedure</li> </ul>	Board	
<ul style="list-style-type: none"> <li>Board Directors and CEO Performance Evaluation and Professional Development Policy and Procedure</li> </ul>	Board	
<ul style="list-style-type: none"> <li>Board Directors and CEO Remuneration Policy</li> </ul>	Board	
<ul style="list-style-type: none"> <li>Selection, Appointment and Evaluation of External Auditor Policy</li> </ul>	Board	
<ul style="list-style-type: none"> <li>Board Meeting Proceedings and Records Management Policy</li> </ul>	Board	

Matters Reserved for Authority by the Board and Delegations from the Board	Special Conditions/Notes	Relevant Legislation and/or Policy
<b>Approval of Key Governance Level Policies:</b>		
• Code of Conduct	Board	
• Board Delegation of Authority Policy	Board	
• Governance Framework	Board	
• Investments Policy	Board	
• Audit Independence Policy	Board	
• Risk Management Framework	Board	
• Whistleblower Policy	Board	
• Workplace Safety and Health Framework	Board	
<b>Establishment, Composition, Terms of Reference (ToR), Functions, Performance Evaluation and Procedures of Brightwater’s Board Committees:</b>		
• Board Governance Committee	Board (ToR endorsed by Governance Committee)	
• Board Audit and Risk Committee	Board (ToR endorsed by Governance and Board Audit and Risk Committee)	
• Board Care Committee	Board (ToR endorsed by Governance and Board Care Committee)	
• Board Business Committee	Board (ToR endorsed by Governance and Board Business Committee)	
<b>Financial Matters:</b>		
• authorisation of appointment of External Auditor and management of the External Audit function	Board	
• compliance with the four Prudential Standards contained in the Aged Care Act 1997 (Cth) (Governance, Liquidity, Disclosure and Records)	Board	
• signing off annual financial reports	Board	
• adoption of significant changes in accounting policies or practices	Board	
• expenditure outside of the approved budget (capital or operating) up to and including \$2,000,000	CEO	



Matters Reserved for Authority by the Board and Delegations from the Board	Special Conditions/Notes	Relevant Legislation and/or Policy
<ul style="list-style-type: none"> <li>expenditure outside of the approved budget (capital or operating) over \$2,000,000</li> </ul>	Board	
<ul style="list-style-type: none"> <li>acceptance of Revenue Contracts over \$10,000,000</li> </ul>	Board	
<ul style="list-style-type: none"> <li>approval of Brightwater’s annual budget</li> </ul>	Board	
<ul style="list-style-type: none"> <li>monitoring major capital expenditure, acquisitions and divestitures</li> </ul>	Board	
<ul style="list-style-type: none"> <li>approval of expenses (including travel, accommodation and professional development) incurred by individual Directors</li> </ul>	Board	
<ul style="list-style-type: none"> <li>approval of any overseas travel by Directors</li> </ul>	Board Chair	
<ul style="list-style-type: none"> <li>approve corporate hospitality and entertainment provided as a representative of the Board to third parties</li> </ul>	Board Chair	
<b>Strategy and Risk:</b>		
<ul style="list-style-type: none"> <li>setting the strategic direction of Brightwater and monitoring the progress, achievement and ongoing viability of the Strategic Plan</li> </ul>	Board	
<ul style="list-style-type: none"> <li>authorising new lines of business or activities for Brightwater</li> </ul>	Board	
<ul style="list-style-type: none"> <li>setting Brightwater’s Risk Appetite Statement and approving the Risk Tolerance Scale</li> </ul>	Board	Risk Management Framework
<ul style="list-style-type: none"> <li>assuring the risks faced by Brightwater are identified and managed</li> </ul>	Board	
<ul style="list-style-type: none"> <li>approving amendments to Strategic Risk Register</li> </ul>	Board	
<b>Legal and Contracts</b>		
<ul style="list-style-type: none"> <li>granting of a corporate guarantee or Director guarantee</li> </ul>	Board	
<ul style="list-style-type: none"> <li>litigation matters material to, or likely to impact Brightwater</li> </ul>	Board	
<ul style="list-style-type: none"> <li>approving Powers of Attorney</li> </ul>	Board	
<ul style="list-style-type: none"> <li>approval of all contracts above CEO delegated authority levels</li> </ul>	Board	
<ul style="list-style-type: none"> <li>entry into any joint ventures, alliances, mergers and partnerships</li> </ul>	Board	
<b>Compliance</b>		
<ul style="list-style-type: none"> <li>Ensure Brightwater meets its obligations as a company registered with Australian Securities and Investments Commission (<b>ASIC</b>) as an Australian public company limited by guarantee and a registered charity, and complies with: <ul style="list-style-type: none"> <li>the Corporations Act 2001 (Cth);</li> </ul> </li> </ul>	Board	

Matters Reserved for Authority by the Board and Delegations from the Board	Special Conditions/Notes	Relevant Legislation and/or Policy
<ul style="list-style-type: none"> <li>the Australian Charities and Not-for-profits Commission Act 2012 (Cth);</li> <li>the Australian Charities and Not-For-Profits Commission Governance Standards.</li> </ul>		
<ul style="list-style-type: none"> <li>Ensure Brightwater meets its obligations and complies with all other legislative requirements including, but not limited, to: <ul style="list-style-type: none"> <li><i>Aged Care Act 1997</i> (Cth)</li> <li><i>National Disability Insurance Scheme 2013</i></li> <li><i>Fair Work Act 2009</i> (Cth)</li> <li><i>Work Health and Safety Act 2020</i> (WA)</li> </ul> </li> </ul>	Board	
<b>Property and Assets</b>		
<ul style="list-style-type: none"> <li>acquisitions, transfers or disposals of property assets above \$2m</li> </ul>	Board	
<ul style="list-style-type: none"> <li>approval of all property and asset matters above \$2m</li> </ul>	Board	
<b>Consultation</b>		
<ul style="list-style-type: none"> <li>Access information and consult with internal and external auditors it considers appropriate to provide advice on matters within the scope of its remit.</li> </ul>	All Board Committees	
<ul style="list-style-type: none"> <li>Access information, consult and interview staff, and consult with independent professional advisers as it considers appropriate to provide advice on matters within the scope of its remit.</li> </ul>	All Board Committees	



Brightwater

## **Policy**

**Board Committees, Board Directors  
and CEO Performance Evaluation and  
Professional Development**

**BOARD COMMITTEES, BOARD DIRECTORS AND CEO PERFORMANCE EVALUATION AND PROFESSIONAL DEVELOPMENT POLICY**

Brightwater Board Policy	
Policy Pillar	Corporate – Brightwater Board Charter
Policy Framework	Governance Framework
Scope - Staff	Board Directors and CEO

**1. PURPOSE AND SCOPE**

Brightwater Care Group Limited (**Brightwater**) is committed to continuous improvement and enhancing the performance and effectiveness of Board Committees (**Committees**), Board Directors (**Directors**) and the Chief Executive Officer (**CEO**) for the benefit of Brightwater, its clients, services, and broader stakeholders.

The purpose of this Policy is to set out the approach to performance evaluation and professional development for Committees, Directors and the CEO to support and enhance leadership.

The Directors and CEO performance evaluation process is not intended for and should not be used to manage suspected breaches of the Brightwater Code of Conduct (**Code**). Any observed or reported suspected misconduct by a Director or the CEO, that may breach the Code, must be addressed in accordance with the Brightwater Code, Board Charter and, for the CEO, the Employment contract, and the Brightwater Misconduct Reporting and Management Procedure.

**2. PERFORMANCE EVALUATION**

Performance evaluations will be conducted whenever considered appropriate by the Board, in the case of special need or concern, and not less frequently than every two (2) years for Committees and Directors and annually for the CEO. The evaluation will be consistent with any current, applicable instruments which set out the process, such as the CEO employment contract.

**2.1 Board Director and CEO Performance Evaluation**

The process for individual performance evaluation is underpinned by the Brightwater Values of Caring, Authentic, Progressive and Courageous, and should foster a culture of learning, innovation, leadership, and accountability for outcomes. The Board Chair is responsible for Board Director’s performance evaluation and the Board is responsible for the CEO performance evaluation, however the Governance Committee oversees and assures these functions. The Governance Committee may elect to engage the services of an external or internal facilitator.

The principles of individual Board Director and CEO performance evaluation and professional development include a commitment to:

- a) providing adequate and timely information at the time of commencement (at induction) to set expectations and clarify roles and responsibilities;
- b) having a fair, reasonable, transparent and contemporary process to an accepted HR industry standard;
- c) the evaluation focusing on demonstrable performance, in context of overall Brightwater’s goals;
- d) identifying professional development opportunities and setting future goals;
- e) the assessment being independent of management; and
- f) maintaining the confidentiality of each person’s assessment.

**2.1.1 CEO Performance Evaluation**

The CEO’s performance evaluation will include the setting and monitoring of measurable key performance indicators (KPIs) each year. Individual performance evaluation outcomes may be considered as part of the Remuneration Evaluation process for the CEO (refer to the Board Director and CEO Remuneration Policy).

## BOARD COMMITTEES, BOARD DIRECTORS AND CEO PERFORMANCE EVALUATION AND PROFESSIONAL DEVELOPMENT POLICY

### 2.1.2 Chair Performance Evaluation

The Board Chair is evaluated under the direction of the Governance Committee with the support of the Company Secretary. The Governance Committee, together with the Company Secretary and an external facilitator (if applicable), undertake the Board Chair Review using the same process as for individual Directors. The feedback of the other Directors should inform this review.

### 2.2 Committee Evaluation

The relevant Committee Chair is responsible for the performance evaluation of the Committee they chair. The evaluation criteria for Committees may include, but is not limited to, the following:

- a) the appropriateness of scope and content of the Committee's remit;
- b) the membership, in terms of appropriateness of balance and skill blend;
- c) operating procedures, including use of the Committee's time, adequacy of Committee papers, frequency of meetings, ability to access resources, ability to keep informed, provision for continuing development, opportunity for the Committee members to contribute constructively in a conducive and open manner; and
- d) substantive output in the context of the Committee's remit.

## 3. PROFESSIONAL DEVELOPMENT

Brightwater is committed to ensuring that Board Directors and the CEO have access to continuing professional development opportunities to update and enhance their skills and knowledge. This will include education and training relating to key developments at Brightwater and in the environment within which it operates, as well as developments in the regulatory environment, in governance practices, and work health and safety.

The Governance Committee is responsible for succession planning for the Directors and the CEO. It will monitor and implement professional development planning on an annual basis. Brightwater will provide an appropriate allowance in its annual budget for the purpose of Board Director and CEO professional development.

## 4. ROLES AND RESPONSIBILITIES

Role	Responsibility
Board	<ul style="list-style-type: none"><li>Is responsible for undertaking the performance evaluation of the CEO, including setting performance goals, targets and/or indicators and assessing attainment/achievement.</li></ul>
Board Governance Committee	<ul style="list-style-type: none"><li>The Board Governance Committee, in consultation with the Chair and the Company Secretary, is assigned primary responsibility for strategies and processes to be developed and implemented to achieve the general purpose of this Policy;</li><li>Is responsible for monitoring and implementing professional development and succession planning for the Directors and the CEO.</li></ul>
Board Chair	<ul style="list-style-type: none"><li>Responsible for Board Director's performance, evaluation and professional development.</li></ul>
Committee Chair	<ul style="list-style-type: none"><li>Is responsible for undertaking the performance evaluation of the Committee that they chair.</li></ul>
Company Secretary	<ul style="list-style-type: none"><li>Support the evaluation of the Board Chair by the Governance Committee.</li></ul>



# BOARD COMMITTEES, BOARD DIRECTORS AND CEO PERFORMANCE EVALUATION AND PROFESSIONAL DEVELOPMENT POLICY

## 5. TERMS AND DEFINITIONS

Term	Definition
<b>Performance Evaluation</b>	<ul style="list-style-type: none"> <li>Performance evaluation is a systematic and structured process used to assess and evaluate an individual's job/work performance.</li> </ul>
<b>Professional Development</b>	<ul style="list-style-type: none"> <li>Professional Development is the pursuit of knowledge, skills or accreditation that assists individuals to improve their professional performance, skills and knowledge.</li> </ul>

## 6. RELATED DOCUMENTS and supporting information

The following Brightwater documents and supporting information related to this Policy include:

- Brightwater Constitution
- Brightwater Board Charter
- Brightwater Governance Framework
- Brightwater Code of Conduct
- Brightwater Misconduct Reporting and Management Procedure
- Board Director and CEO Remuneration Policy
- Brightwater Board Committees, Board Directors and CEO Performance and Professional Development Procedure

## 7. RELEVANT LEGISLATION AND STANDARDS

- *Australian Charities and Not-for-profits Commission Act 2012 (Cth).*
- *Corporations Act 2001 (Cth).*
- *Accountability Principles 2014 (Cth).*
- [ACNC Governance Standards | ACNC](#)

## 8. QUALITY AND COMPLIANCE MONITORING

All Board Directors, the Company Secretary, the CEO and (where applicable) members of Board Committees are expected to comply with this Policy. Brightwater may collect and analyse data relating to this procedure, for the purpose of ensuring compliance.

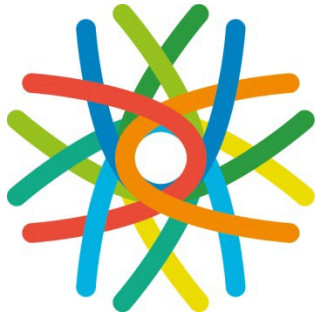
## 9. REFERENCES

- Australian Institute of Company Directors, *Board Charters (Director tool)*
- Australian Institute of Company Directors, *Board evaluation and director appraisal (Director Tool)* [Board evaluation and director appraisal \(aicd.com.au\)](http://aicd.com.au)

## 10. APPROVAL DETAIL

<b>Policy Pillar</b>	Corporate – Board Charter	
<b>Policy Framework</b>	Brightwater Governance Framework	
<b>Policy Custodian</b>	Company Secretary	
<b>Policy Owner</b>	Brightwater Board	
<b>Board Endorsement:</b>	Date of Governance Committee Endorsement: 16/10/2024	
	Date of Board Endorsement: 6/11/2024	
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<b>ACQS:</b>	Standard 8 – Organisational Governance	
<b>NDIS:</b>	Indicator 2 – Provider Governance and Operational Management	
<b>Additional Standards:</b>	ACNC Governance Standards	
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Brightwater

## **Policy**

### **Board Director's Appointment and Induction**

Brightwater Board Policy	
Policy Pillar	Corporate
Policy Framework	Governance
Scope - Staff	Board Directors

## 1. PURPOSE AND SCOPE

Brightwater Care Group Limited (**Brightwater**) is committed to ensuring that all Board Directors (**Directors**) are appropriately skilled, experienced and/or qualified (and registered if required) and are suitable people to fulfill all aspects of the role to which they will be/are appointed/elected. Brightwater is also committed to ensuring new Directors are adequately inducted to Brightwater in a timely manner.

This Policy describes the principles and requirements for the appointment/election of Board Directors and their subsequent induction to Brightwater. Brightwater has a formalised Board appointment process in accordance with the Brightwater Constitution and its Board Charter. This Policy is intended to complement the Constitution and By-laws, however, to the extent of inconsistency between this Policy and the Constitution and By-laws, the terms of the Constitution and By-laws will prevail.

The Board is responsible for Board Director's appointment and induction, however the Governance Committee oversees and assures these functions.

## 2. BOARD COMPOSITION

The Board is to have an appropriate number of independent Directors who:

- i) are the majority of the Board;
- ii) can challenge and hold management to account;
- iii) represent and act in the best interests of Brightwater;
- iv) are accountable to Brightwater's Subscriber Members as a whole.

The Board will comprise of an appropriate number of independent Directors, a minimum of six (6) Directors, and a maximum of 10 Directors, including a minimum of four (4) and a maximum of six (6) Member Elected Directors, and a maximum of four (4) Board Appointed Directors.

## 3. APPOINTMENT/ELECTION OF BOARD DIRECTORS

Before a Director can be appointed or elected (as applicable), they must be (or be a Representative of) a Subscriber Member<sup>1</sup>.

**Member Elected Directors** must be elected at Member general meetings. The processes to be applied to the nomination and appointment may be prescribed by the Board in accordance with the Brightwater Constitution (Schedule 4 - By-laws, Section 3 Appointment of Member Elected Directors)<sup>2</sup>.

**Board Appointed Directors**, the Board may resolve to appoint one or more Board Appointed Directors from time to time up to the maximum number of Board Appointed Directors, at a meeting of the Board.

## 4. BOARD DIRECTOR APPOINTEE SELECTION

The Board supports an open and transparent selection process for the selection of Board Appointed Directors. The principal criterion for the appointment of new Board Appointed Directors is their ability to add value to Brightwater's objectives and operations. The Board is responsible for ensuring that the skills, knowledge and experience needed to effectively steer Brightwater both now and in the future are represented on the Board.

<sup>1</sup>Ref: Article 5.1(c)(i) of the Constitution

<sup>2</sup> Ref: Board Constitution, Section 5.3 and 5.5 Appointment of Member Elected Directors by Members



The Board respects and values the benefit of diversity, including the skills, experience, perspective, gender, age and cultural background of its Subscriber Members. The Board recognises the importance of reflecting the diversity of Brightwater clients and the community where possible, to better understand client needs and preferences which, in part, relate to their cultural, linguistic and socio-economic background, age, sexuality, religion, and lived experience (including trauma).

## 5. BOARD DIRECTOR REQUIREMENTS

Board Directors, whether elected by Subscriber Members or appointed by the Board, need to be deemed as suitable and appropriate persons. The Board Appointment and Induction Procedure details these requirements, generally these are:

- a) completion of Brightwater's Integrity Checks as set out in the Brightwater Staff Integrity Screen Checks Procedure as they relate to Directors as Key Personnel. All Board appointments/elections will be subject to conducting and evaluating the outcomes of all relevant Integrity Screening Checks;
- b) agreement to the key terms of the appointment prior to the appointment; and
- c) demonstrate independence and disclose to the Board any conflicts of interest.

## 6. BOARD DIRECTOR INDUCTION

Brightwater will provide an induction to new Directors to ensure they have the necessary information about the business from the start of their term. The Board Chair is responsible for overseeing the induction of the new Directors. The approach to the appointment and induction for an individual Director includes a standardised induction and orientation, and clear setting out of roles, responsibilities and accountabilities.

New Directors may be required to review important documentation, meet with senior executives and key stakeholders, undertake any relevant training, and make site visits to support the process of learning about the business, the client reach and operations. Refer to the Board Appointment and Induction Procedure for further details.

## 7. ROLES AND RESPONSIBILITIES

Role	Responsibility
Board	<ul style="list-style-type: none"> <li>• Responsible for the appointment and induction of Board Directors including final approval regarding the appointment of a Board Appointed Director.</li> </ul>
Board Chair	<ul style="list-style-type: none"> <li>• Ensuring compliance with this Policy and legislative requirements regarding the appointment of a Director.</li> </ul>
Board Governance Committee	<ul style="list-style-type: none"> <li>• Considering all information related to the Board Appointee and monitoring the legislative requirements regarding the appointment of a Director;</li> <li>• Endorsing (as a recommendation to the Board) all relevant, appropriate and suitably skilled, experienced and screened Board Appointees.</li> </ul>
Company Secretary	<ul style="list-style-type: none"> <li>• Supporting the Board Governance Committee to gather all relevant information regarding Board Appointees and providing advice related to the information to the Board Governance Committee and the Board;</li> <li>• Undertaking the Integrity Screening Checks for Board Appointees, in accordance with the Brightwater Integrity Screening Checks Policy and related Procedures;</li> <li>• Ensuring the information pertaining to a Board Appointee is secured and stored in accordance with this Policy.</li> <li>• Making the necessary induction arrangements.</li> </ul>

## 8. TERMS AND DEFINITIONS

Term	Definition
<b>Appointee</b>	For the purpose of this policy, an Appointee is a potential Board Director who applies for/seeks consideration to be, employed/engaged/contracted for a position/ carry out work for Brightwater.
<b>Board Appointed Director</b>	A Director appointed by the Board in accordance with Article 5.4 of the Constitution.
<b>Key Personnel</b>	For the purpose of this Policy, Key Personnel are people who: <ul style="list-style-type: none"> <li>• are responsible for the executive decisions of Brightwater; or</li> <li>• have authority or responsibility for, or significant influence over, planning, directing, or controlling the activities of the provider; or</li> <li>• are responsible for the nursing services provided by the aged care service and hold a recognised qualification in nursing; or</li> </ul> are responsible for the day-to-day operations of the aged care service. (Section 8B, ACSQ Commission Act)
<b>Integrity</b>	For the purpose of this Policy, Integrity broadly refers to standards of behaviour and actions of Staff which reflect honesty, accountability, transparency, impartiality, and acting with care and diligence.
<b>Member Elected Director</b>	A Director appointed under Article 5.3 or 5.5(c) of the Constitution.
<b>Representative</b>	A person who is the nominated representative of a Member of the class corporate member as Prescribed in the By-laws.
<b>Staff Conflict of Interest</b>	A situation arising from conflict between the performance of a Staff Member's duty and private or personal interests. Conflicts of interest may be actual, or be perceived to exist, or potentially exist at some time in the future.
<b>Subscriber Members</b>	A person admitted as a Member into the Subscriber Membership class in accordance with the Constitution.
<b>Suitability</b>	For the purpose of this policy Suitability means the extent to which prospective and current Staff demonstrates the appropriate integrity for Brightwater and the role they occupy.

## 9. RELATED DOCUMENTS AND SUPPORTING INFORMATION

The following Brightwater documents and supporting information related to this Policy include:

- Brightwater Constitution
- Brightwater Board Charter
- Brightwater Governance Framework
- Brightwater Code of Conduct
- Brightwater Integrity Screening Checks Policy
- Brightwater Board Appointment and Induction Procedure
- Brightwater Key Personnel and Position of Trust Integrity Screening Checks Procedure
- Brightwater Conflicts of Interest Procedure

## 10. RELEVANT LEGISLATION AND STANDARDS

- *Australian Charities and Not-for-profits Commission Act 2012 (Cth).*
- *Corporations Act 2001 (Cth).*
- *Accountability Principles 2014 (Cth).*
- *Aged Care Quality and Safety Commission Act 2018 (Cth).*
- *National Disability Insurance Scheme (Worker Screening) Act 2020 (Cth).*
- *National Disability Insurance Scheme Act 2013 (Cth).*
- Australian Charities and Not-for-profits Commission Governance Standards  
[ACNC Governance Standards | ACNC](#)

## 11. QUALITY AND COMPLIANCE MONITORING

All Directors, the Company Secretary and (where applicable) members of Board Committees are expected to comply with this Policy. Brightwater may collect and analyse data relating to this Policy, for the purpose of ensuring compliance.

## 12. REFERENCES

- Australian Institute of Company Directors, Board Charters (Director tool)
- *Aged Care Worker Screening Guidelines, July 2021*  
[Aged Care Worker Screening Guidelines | Australian Government Department of Health and Aged Care](#)

## 13. APPROVAL DETAIL

<b>Policy Pillar</b>	Corporate – Board Charter	
<b>Policy Framework</b>	Brightwater Governance Framework	
<b>Policy Custodian</b>	Company Secretary	
<b>Policy Owner</b>	Brightwater Board	
<b>Board Endorsement:</b>	Date of Governance Committee Endorsement: 16/10/2024	
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<b>Additional Standards:</b>	ACNC Governance Standards	
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Brightwater

# **Policy**

**Board Meeting**

**Proceedings**

**and**

**Records Management**

Brightwater Board Policy	
Policy Pillar	Corporate – Brightwater Board Charter
Policy Framework	Governance Framework
Scope - Staff	Board Directors and CEO

## 1. PURPOSE AND SCOPE

Brightwater Care Group Limited (**Brightwater**) is committed to implementing high standards of organisational governance to achieve the Brightwater Vision and Mission, in accordance with all relevant legislation, standards and regulatory frameworks.

This Policy provides an overview of the planning, preparation and running of Brightwater’s Board meetings and Annual General Meeting (**AGM**).

Brightwater has formalised Board meetings processes in accordance with the Brightwater Constitution and its Board Charter. This Policy is intended to complement the Constitution and By-laws, however, to the extent of inconsistency, the terms of the Constitution and By-laws will prevail.

## 2. BOARD PAPERS AND AGENDA

### 2.1 Agenda

An agenda shall be in place for all Board meetings and will include standing and general items. The purpose of a Board meeting agenda is to improve the effectiveness of Board meetings. The Board Chair is responsible for the preparation of the agenda, with the assistance of the CEO and the Company Secretary.

### 2.2 Board Calendar

To assist the Board in ensuring timely discharge of its duties each year, the Board will adopt a planning calendar. The planning calendar will be developed by the Company Secretary in consultation with the Chair and the CEO.

### 2.3 Access to Board Papers

Brightwater must allow a current Director access to Board Papers relevant to that Director, either electronically or at Brightwater’s registered office or at another venue agreed between Brightwater and the Director.

Brightwater must allow a former Director physical or electronic access to Board Papers that Brightwater still holds, produced during the period that the former Director was a Director of Brightwater and relevant to that Director.

Subject to applicable law<sup>1</sup>, Brightwater need not comply with a Director's or former Director's request for Board papers as noted above if Brightwater is of the reasonable opinion that the request for access is for a purpose contrary to the commercial or other interests of Brightwater.

### 2.4 Confidentiality

Directors must maintain the confidentiality of the Board Papers except to the extent required to be disclosed for the purposes of Court proceedings or as otherwise required by law.

## 3. BOARD MEETING PROCEEDINGS

Meetings of the Board shall be conducted in accordance with Brightwater’s Constitution, any legislative or regulatory requirement binding upon Brightwater, and otherwise in accordance with generally accepted procedures for Board meetings of like organisations as determined by the Chair.

<sup>1</sup> For example: sections 198F of the Corporations Act.

### 3.1 Conflicts of Interest

A Director must disclose to the Company Secretary, in writing and as soon as reasonably practicable, the nature and extent of any actual or perceived material conflict of interest to Brightwater business, including any other directorships. The Company Secretary will note the conflict as a permanent record in the Brightwater Board Conflicts of Interest Register (**Register**). All new entries in the Register will be noted and assessed at the next Board Meeting.

### 3.2 Quorum & Meeting Frequency

Subject to the *Corporations Act 2001* (Cth), a quorum for a Board meeting is the greater of two (2) Directors and not less than 50% of the Directors. Directors are expected to attend at least 75% of all Board meetings in any calendar year.

The Board will meet at least six (6) times per annum, and as often as is necessary to effectively and efficiently fulfil its functions and discharge its responsibilities. The Board should also schedule an annual (or thereabouts) dedicated strategy development and/or review meeting.

### 3.3 Board Resolutions and Voting

Although the preferred method of decision-making is by consensus resolve, a resolution of the Board is passed if more votes are cast in favour of the resolution by Directors entitled to vote on the resolution than votes cast against the resolution. In case of an equality of votes on a resolution at a meeting of the Board, the Chair of that meeting has a casting vote on that resolution (except where there are only two (2) Directors entitled to vote on the resolution before the meeting).

Director's may pass a resolution out of session providing at least 75% of all the Directors assent to a document containing a statement that they are in favour of the resolution set out in the document.

### 3.4 Minutes

Draft minutes of each Board meeting shall be recorded, initially settled by the Chair and distributed to each Director of the Board in a prompt and timely manner after each Board meeting.

The minutes of each Board meeting shall be submitted to the next succeeding meeting of the Board for their formal approval by the Board and their signing by the Chair as a fair and correct record of proceedings.

The minutes shall be entered into Brightwater's corporate secretarial records within such time periods as may be prescribed by statute or regulation and in any event within one month of the meeting where the minutes are approved.

## 4. MEMBER MEETINGS AND ANNUAL GENERAL MEETING PROCEEDINGS

### 4.1 Member Meetings

Member meetings shall be conducted in a manner that facilitates effective communication with Brightwater's membership base and allows reasonable opportunity for informed participation at such meetings by Members. Detailed procedures regarding the conduct of the Member meetings, including the AGM, are described in Brightwater's Constitution.

### 4.2 Annual General Meetings

Brightwater must hold an AGM at least once every calendar year.

## 5. RETENTION AND DISPOSAL OF RECORDS

Brightwater must retain Board agendas, minutes and papers including minutes of circular resolutions for a minimum of seven (7) years from the date of production. Brightwater retains ownership of all Board papers, and any annotations of the Board Papers made by any person.

Directors must return to Brightwater or destroy/delete all physical and electronic Board papers and any annotations, including any copies made, within 15 months of the conclusion of any Board meeting, committee meeting or working group meeting, and also within 15 months of receiving any other Board papers for any other purpose.

If a Director resigns or is removed from office, that Director must immediately deliver to Brightwater or destroy/delete all physical and electronic Board papers and annotations in the Director's possession or control.

## 6. ROLES AND RESPONSIBILITIES

Role	Responsibility
<b>Board Chair</b>	<ul style="list-style-type: none"> <li>preparation of the agenda, with the assistance of the CEO and the Company Secretary;</li> <li>determine the manner and process by which Board meetings shall be held.</li> </ul>
<b>Company Secretary</b>	<ul style="list-style-type: none"> <li>support the Chair in the preparation of the Board agenda;</li> <li>develop the planning calendar in consultation with the Chair and the CEO.</li> </ul>
<b>Directors</b>	<ul style="list-style-type: none"> <li>meet, adjourn and otherwise regulate their Board meetings as they think fit, ensuring Board meetings are held at least six (6) times per year;</li> <li>elect a Director as Chair and Deputy Chair;</li> <li>disclose the nature and extent of any actual or perceived material conflict of interest;</li> <li>return to Brightwater or destroy all physical/electronic Board Papers, including any copies made, within 15 months of the conclusion of any Board meeting;</li> </ul>
<b>CEO</b>	<ul style="list-style-type: none"> <li>support the preparation of the agenda, with the assistance of the Company Secretary.</li> </ul>

## 7. TERMS AND DEFINITIONS

Term	Definition
<b>Board Papers</b>	<p>Means all documents sent, given or made available to a Board Director of Brightwater during the time that a person is a Board Director of Brightwater, including but not limited to:</p> <ul style="list-style-type: none"> <li>notices, papers, submissions, minutes, letters, memoranda, committee and working group papers;</li> <li>monthly management accounts, annual accounts and any other periodical accounts prepared by the Brightwater; and</li> <li>all other documents referred to in or annexed to any of the above documents.</li> </ul>
<b>Member</b>	A person admitted as a Member in accordance with the Constitution.

## 8. RELATED DOCUMENTS AND SUPPORTING INFORMATION

The following Brightwater documents and supporting information related to this Policy include:

- Brightwater Constitution
- Brightwater Board Charter
- Brightwater Governance Framework
- Brightwater's Staff Conflicts of Interest Management Procedure

## 9. RELEVANT LEGISLATION AND STANDARDS

- Australian Charities and Not-for-profits Commission Act 2012* (Cth).
- Corporations Act 2001* (Cth);

## 10. QUALITY AND COMPLIANCE MONITORING

All Directors, the Company Secretary, the CEO and (where applicable) members of Board Committees are expected to comply with this procedure. Brightwater may collect and analyse data relating to this policy, for the purpose of ensuring compliance.

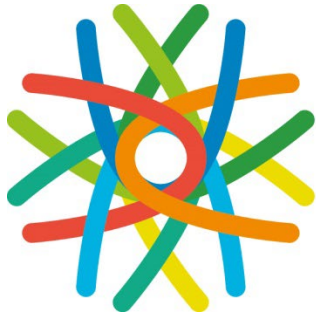
## 11. REFERENCES

- Australian Institute of Directors, *Board Meeting Agenda (Directors Tool)*  
[board-meeting-agenda-director-tools.pdf \(aicd.com.au\)](https://www.aicd.com.au/board-meeting-agenda-director-tools.pdf)
- Australian Charities and Not-for-profits Commission Governance Standards  
[ACNC Governance Standards | ACNC](#)

## 12. APPROVAL DETAIL

<b>Policy Pillar</b>	Corporate – Board Charter	
<b>Policy Framework</b>	Brightwater Governance Framework	
<b>Policy Custodian</b>	Company Secretary	
<b>Policy Owner</b>	Brightwater Board	
<b>Board Endorsement:</b>	Date of Governance Committee Endorsement: 16/10/2024	
	Date of Board Endorsement: 6/11/2024	
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<b>ACQS:</b>	Standard 8 – Organisational Governance	
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Brightwater

# **Policy**

**Selection, Appointment**

**and**

**Evaluation of External Auditor**

Brightwater Board Policy	
Policy Pillar	Corporate – Brightwater Board Charter
Policy Framework	Governance Framework
Scope - Staff	Board Directors

## 1. PURPOSE AND SCOPE

Brightwater Care Group Limited (**Brightwater**) is committed to ensuring that the financial affairs of Brightwater are managed responsibly, and to undertake an external audit of its books and affairs, in accordance with its statutory obligations. Whilst the Brightwater Board is accountable for the external auditor appointment and their function, the Board Audit and Risk Committee (**Committee**), supported by Brightwater’s Chief Financial Officer (**CFO**), is responsible for the implementation of this policy.

This policy describes the principles and clarifies responsibilities for the appointment of an independent external auditor.

## 2. PRINCIPLES

Principle	Description
Independence of external auditor	The external auditor must be independent of, and have no relevant material interest in, associations or dealings (other than as auditor in the discharge of the duties associated with that appointment) with Brightwater or any Director or other officer of Brightwater.
Rotation of audit engagement partner	The audit engagement partner must rotate at least every ten (10) years.
Scope of non-audit work	The scope of non-audit work must not be allowed to impinge upon the external auditor’s independence. The external auditor should not provide services that are perceived to be materially in conflict with the role of auditor.

## 3. SELECTION OF EXTERNAL AUDITOR

The Board is responsible for the appointment of the external auditor which is to be ratified by Subscriber Members at the next Annual General Meeting (**AGM**).

The Committee is delegated the task of meeting and determining the process by which the auditor should be selected for example, by way of a formal tender or some other method approved by the Committee.

At the request of the Committee, the Chief Financial Officer (**CFO**) and/or Chief Executive Officer (**CEO**) may assist the Committee in the selection and appointment process, including by proposal of an external auditor, together with a written supporting submission.

### 3.1 Tender Management

The Committee may elect to undertake a tender process to support the selection of the external auditor. The CEO or CFO will prepare a draft request for submissions that will be reviewed for approval by the Committee (with such changes as it considers appropriate).

#### a) Request for submissions

The request should contain sufficient information to enable a proposal and fee estimate to be given to Brightwater. The request should include information about the organisation, its operations, its Key Personnel, its structure, its financials and any other relevant information. The CEO or CFO may arrange for candidates to meet with a selection panel appointed by the Committee.

#### b) Selection Panel

The selection panel will comprise nominated members of the Committee, and any other person the Committee considers appropriate to assist it to assess the suitability of the external auditor.

### 3.2 Selection Criteria

The preferred external auditor should best satisfy the selection criteria identified by the Committee including:

a) Fees

A candidate should provide a firm fee quotation for its audit services. However, price will be only one of the relevant factors in the selection of a preferred external auditor.

b) Independence

A candidate must satisfy the Committee that it is independent and outline the procedures it has in place to maintain its independence.

The external auditor must be independent from, and be seen to be independent from, the Organisation.

c) Scope of audit/issues resolution

A candidate should outline its response to the scope of audit in the request for submissions and any proposed procedures to address any issue of material significance or matter of disagreement with the organisation's management.

d) Non-audit work

A candidate must detail its approach to the provision of non-audit related services to Brightwater to enable the Committee to consider the circumstances in which the organisation might use the external auditor for non-audit services. Refer to Section 4 of this Policy.

e) Other matters

The selection criteria may include such other matters as the Committee sees fit.

### 3.3 Preferred External Auditor

The Committee should conduct the selection process and recommend the preferred external auditor to the Board.

### 3.4 Selection of External Auditor

The Board may endorse the preferred external auditor recommended by the Committee and preliminary appoint them, which is to be ratified by Subscriber Members at the next AGM in accordance with item 6.4 of the Constitution. Alternatively, the Board may wish to review the recommendation of the Committee. If an AGM does not approve or ratify the Auditor appointed by the Board, a special general meeting must be convened promptly to resolve to appoint an Auditor.

## 4. POLICY ON AUDIT AND NON-AUDIT SERVICES

The Committee has developed an Audit Independent Policy and supporting Audit Independence Guideline that set out the circumstances in which Brightwater may use the external auditor for other services. A copy of these documents is to be provided to the external auditor.

## 5. ROTATION OF EXTERNAL AUDIT ENGAGEMENT PARTNER

The Committee will ensure that the external auditor has in place arrangements for rotation of the audit engagement partner. The audit engagement partner for the audit must rotate at least every ten (10) years.

## 6. REPORTING BY EXTERNAL AUDITOR

The external auditor is required to attend Brightwater's AGM to answer questions relevant to the conduct of the audit (or review as applicable) and the preparation and content of the auditor's report.

## 7. REVIEW OF AUDIT ARRANGEMENTS

The Committee will periodically review the external auditor's performance, at least annually. As part of this review, the Committee will obtain feedback from the CEO, CFO and other members of senior management regarding the quality of the audit service.

## 8. ROLES AND RESPONSIBILITIES

Role	Responsibility
<b>Board Directors</b>	<ul style="list-style-type: none"> <li>• Approve the preferred external auditor and/or review the recommendation of the Committee.</li> <li>• The preliminary appointment of the external auditor.</li> <li>• Ratification of the preliminary appointment of the external auditor by Subscriber Members at the next AGM.</li> </ul>
<b>Committee</b>	<ul style="list-style-type: none"> <li>• Responsible for the implementation of this policy.</li> <li>• Determine the process by which the auditor should be selected, for example whether a tender process is used.</li> <li>• Approve the tender submission.</li> <li>• Manage the tender process.</li> <li>• Conduct the selection process and recommend the preferred external auditor to the Board.</li> <li>• Consider the circumstances in which the organisation might use the external auditor for non-audit services.</li> <li>• Ensure that the external auditor has in place arrangements for rotation of the audit engagement partner.</li> <li>• Periodically review the external auditor's performance, at least annually.</li> </ul>
<b>CFO and/or CEO</b>	<ul style="list-style-type: none"> <li>• Supports the Committee with the implementation of this policy.</li> <li>• May assist the Committee in the selection and appointment process including by proposal of an external auditor, together with a written supporting submission.</li> <li>• Prepare a draft request for a tender submission for approval by the Committee.</li> <li>• Following the prospective external auditor's response to the scope of audit, disclose to the Committee matters of material significance and all matters of disagreement, whether resolved or unresolved.</li> </ul>

## 9. TERMS AND DEFINITIONS

Term	Definition
<b>Audit Engagement Partner</b>	This is the engagement leader from the external firm who is responsible for the audit engagement and its performance, and for the audit report that is issued on behalf of the firm.
<b>External Audit</b>	An independent audit conducted for the purposes of the Corporation's Act, which includes a review of a financial report for a financial year.
<b>Subscriber Members</b>	A person admitted as a Member into the Subscriber Membership class in accordance with the Constitution.

## 10. RELATED DOCUMENTS AND SUPPORTING INFORMATION

The following Brightwater documents and supporting information related to this Policy include:

- Brightwater Constitution
- Brightwater Board Charter
- Brightwater POL-RISK-006 Audit Independence Policy
- Brightwater GUI-RISK-071 Audit Independence Guideline
- Brightwater FOR-LEG-001 Audit Independence and Non-Audit Contracts Form

**11. RELEVANT LEGISLATION AND STANDARDS**

- *Australian Charities and Not-For-Profits Commission Act 2012* (Cth).
- *Corporations Act 2001* (Cth).
- ACNC Governance Standards (Standard 5: Duties of Responsible People).  
[ACNC Governance Standards | ACNC](#)

**12. QUALITY AND COMPLIANCE MONITORING**

All Directors, the Company Secretary, the CEO and CFO and (where applicable) members of the Board Committees are expected to comply with this Policy. Brightwater may collect and analyse data relating to this Policy, for the purpose of ensuring compliance.

**13. REFERENCES**

Nil.

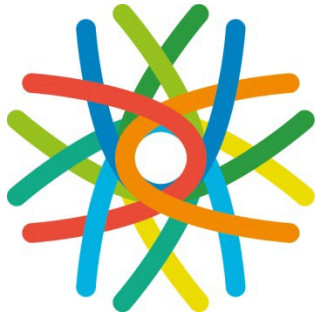
**14. APPROVAL DETAIL**

<b>Policy Pillar</b>	Corporate – Board Charter	
<b>Policy Framework</b>	Brightwater Governance Framework	
<b>Policy Custodian</b>	Company Secretary	
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Brightwater

## Procedures



Brightwater

## **Procedure**

**Board Committees, Directors and CEO  
Performance Evaluation and  
Professional Development**

Brightwater Board Policy	
<b>Policy Pillar</b>	Corporate – Brightwater Board Charter
<b>Policy Framework</b>	Governance Framework
<b>Scope - Staff</b>	Board Directors

## 1. PURPOSE AND SCOPE

This procedure describes how the performance and effectiveness of Board Committees (**Committees**), Board Directors (**Directors**) and the Chief Executive Officer (**CEO**) is assessed. The procedure supports the Board Committees, Board Directors and CEO Performance Evaluation and Professional Development Policy.

## 2. PERFORMANCE EVALUATION PROCESS

The process for individual performance evaluation and professional development planning is underpinned by the Brightwater Values of Caring, Authentic, Progressive and Courageous, and should foster a culture of learning, innovation, leadership, and accountability for outcomes.

Whilst the Board Chair is responsible for Director’s performance evaluation and professional development, and the Committee Chair is responsible for the performance evaluation of the Committee they chair, and the Board is responsible for the CEO performance evaluation, the Governance Committee oversees and assures these functions.

The performance evaluation of Committees, Directors and the CEO will be conducted whenever considered appropriate by the Board, in the case of special need or concern, and not less frequently than every two (2) years for Committees and Directors, and annually for the CEO.

### 2.1. Selecting an Evaluation Method – Directors and CEO Evaluation

The Governance Committee is delegated responsibility for recommending to the Board for approval, the appropriate evaluation objectives and processes, including the methodology and who will facilitate (including engagement of internal or external support) to ensure the integrity and objectivity of the process.

The evaluation method may include any or all of the following processes:

- a) Survey based – such as self-assessment and/or peer review (including 360° feedback); and/or
- b) Interview based; and/or
- c) another relevant processes.

A fair, reasonable and transparent method will be used to manage the performance evaluation of the CEO and Directors. This will include:

- a) ensuring that clear roles, responsibilities and accountabilities are in place;
- b) dedicating time to the evaluation;
- c) having agreed and clear goals accepted by the participants in the process;
- d) focusing on demonstrable performance, in context of overall Brightwater goals;
- e) discussing any issues arising, and acknowledging and celebrating success and key achievements;
- f) focussing on continuous improvement and identifying professional development opportunities;
- g) the setting of future expectations and any variation to job descriptions/scope;
- h) ensuring the evaluation is independent from Brightwater’s management and maintaining confidentiality; and
- i) having a post evaluation debriefing assessment and follow up.



## **2.2. Selecting Evaluation Criteria – Directors and CEO Evaluation**

The evaluation criteria for Directors and the CEO should:

- a) allow comparison with identifiable objective benchmarks where possible;
- b) be relevant to Brightwater, the Board, the Committees, the Directors and their respective circumstances;
- c) be standardised, as far as practicable, unless circumstances require otherwise; and
- d) should be capable of reflecting the full scope of relevant areas of performance which is consistent with Brightwater’s strategic goals.

## **2.3. Conducting the Performance Evaluation – Directors and CEO Evaluation**

The process to evaluate the performance of individual Directors and the CEO will generally include the following:

- a) Each Director and the CEO completes an agreed self-evaluation form using agreed ratings and evaluation criteria and submits these to the Board Chair or external facilitator (as applicable). The Evaluation Criteria for each Director should be the same and may include, but not be limited to, any of the following categories:
  - i) Governance: Ability of the Director to contribute to the Board and Brightwater’s performance whilst adhering to principles of good governance.
  - ii) Leadership: Ability of the Director/CEO to inspire commitment to Brightwater’s Vision and Values.
  - iii) Strategy: Ability of the Director/CEO to analyse, evaluate and contribute to Brightwater’s strategic plan and positioning.
  - iv) Industry knowledge: The Director’s experience in the industry in which Brightwater operates so as to give valuable insights into the environment in which Brightwater operates.
  - v) Commercial/business acumen: The Director’s/CEO’s ability to contribute to the increase in the prosperity of Brightwater and its stakeholders.
  - vi) Work Health and Safety: The Director’s/CEO’s ability and willingness to engage with their due diligence obligations required by work health and safety legislation.
  - vii) Social Capital and Social Impact: The Director’s/CEO’s ability to contribute to and enhance Brightwater’s social capital and standing and identify its Social Impact.
  - viii) Special attributes: Identification of any special skills or attributes.
  - ix) Teamwork/dynamics: The ability of the Director/CEO to interact constructively with fellow Board Directors and the senior executives in a manner that is consistent with achieving common business goals.
- b) In the event of peer review (if applicable):
  - i) For Directors, other Directors provide feedback about the individual’s performance using the same agreed ratings and evaluation criteria and submits these to the Board Chair or external facilitator.
  - ii) For the CEO, Directors and Executives provide feedback about the CEO’s performance using the same agreed ratings and evaluation criteria and submits these to the Board Chair or external facilitator.
- c) A meeting is held between the Director or CEO, the Board Chair and external facilitator (if applicable) to discuss issues raised (including any material discrepancies between self-assessment rating and the peer review, as applicable).

## **2.4. Performance Evaluation Outcomes – Directors and CEO Evaluation**

The Board Chair and external facilitator (if applicable) is to report back to the Board on outcomes of the process (having regard for the principle of confidentiality).

A record will be made that details the review process applied and the outcomes, and must be provided to the individual for acceptance, as an accurate record of the evaluation discussion and outcomes. The CEO’s performance evaluation will include setting and monitoring of measurable key performance indicators (KPIs) each year, these are to be provided to the CEO for acceptance.

These records will be kept securely with Brightwater’s corporate records relating to Board functions and activities, with access limited to the Board Chair and Company Secretary.

**2.5. Performance Evaluation - Process for Committee Evaluation**

The relevant Committee Chair is responsible for the performance evaluation of the Committee they chair. The following or similar process may be used to evaluate the Committees:

- a) Step 1: The Committee members complete a self-evaluation using agreed ratings and criteria for consideration by the Committee Chair or external facilitator (as appropriate);
- b) Step 2: The Committee Chair or external facilitator (as appropriate) meets with the Committee to constructively discuss the outcomes of the review and any agreed action arising;
- c) Step 3: A summary of outcomes is reported to the Board by the Chair or external facilitator (as appropriate) for discussion and any action arising.

**3. PROFESSIONAL DEVELOPMENT**

Brightwater is committed to continuous improvement and ensuring Board Directors and the CEO are given the opportunity to develop skills and to extend their knowledge. The Governance Committee will, on an annual basis:

- a) for Directors, implement the assessment of professional development needs though the Board Skills Matrix or a similar tool, to be determined by the Board; and
- b) for the CEO, at the time of the performance evaluation, collaborate to identify any development goals and plans for professional development, in consultation with the CEO.

The Company Secretary is responsible for identifying relevant professional development opportunities following the assessment of professional development needs and making related arrangements.

A Board Director or CEO may also explore professional development opportunities and submit related requests to the Governance Committee.

**4. ROLES AND RESPONSIBILITIES**

Role	Responsibility
Board	<ul style="list-style-type: none"> <li>• Is responsible for undertaking the performance evaluation of the CEO, including setting performance goals, targets and/or indicators and assessing attainment/achievement.</li> </ul>
Board Governance Committee	<ul style="list-style-type: none"> <li>• The Governance Committee, in consultation with the Chair and the Brightwater Company Secretary, is assigned primary responsibility for strategies and processes to be developed and implemented to achieve the general purpose of this Policy;</li> </ul>
Board Chair	<ul style="list-style-type: none"> <li>• The Board Chair is Responsible for Board Director’s performance, evaluation and professional development.</li> </ul>
Committee Chair	<ul style="list-style-type: none"> <li>• Is responsible for undertaking the performance evaluation of the Committee that they chair.</li> </ul>
Company Secretary	<ul style="list-style-type: none"> <li>• Identifying relevant professional development opportunities and making relevant arrangements.</li> </ul>

## 5. TERMS AND DEFINITIONS

Term	Definition
<b>Performance Evaluation</b>	<ul style="list-style-type: none"> <li>Performance Evaluation is a systematic and structured process used to assess and evaluate an individual's job/work performance.</li> </ul>
<b>Professional Development</b>	<ul style="list-style-type: none"> <li>Professional Development is the pursuit of knowledge, skills or accreditation that assists individuals to improve their professional performance, skills and knowledge.</li> </ul>

## 6. RELATED DOCUMENTS AND SUPPORTING INFORMATION

The following Brightwater documents and supporting information related to this Policy include:

- Brightwater Constitution
- Brightwater Board Charter
- Brightwater Governance Framework
- Brightwater Code of Conduct
- Board Committees, Board Director and CEO Performance Evaluation and Professional Development Policy

## 7. RELEVANT LEGISLATION AND STANDARDS

- *Australian Charities and Not-for-profits Commission Act 2012 (Cth).*
- *Corporations Act 2001 (Cth).*
- *Accountability Principles 2014 (Cth).*
- [ACNC Governance Standards | ACNC](#)

## 8. QUALITY AND COMPLIANCE MONITORING

All Board Directors, the Company Secretary, the CEO and (where applicable) Committee members are expected to comply with this procedure. Brightwater may collect and analyse data relating to this procedure, for the purpose of ensuring compliance.

## 9. REFERENCES

- Australian Institute of Company Directors, *Board Charters (Director tool)*
- Australian Institute of Company Directors, *Board evaluation and director appraisal (Director Tool)* [Board evaluation and director appraisal \(aicd.com.au\)](http://aicd.com.au)

## 10. APPROVAL DETAIL

<b>Policy Pillar</b>	Corporate – Board Charter	
<b>Policy Framework</b>	Brightwater Governance Framework	
<b>Procedure Custodian</b>	Company Secretary	
<b>Procedure Owner</b>	Brightwater Board	
<b>Board Endorsement:</b>	Date of Governance Committee Endorsement: 16/10/2024	
	Date of Board Endorsement: 6/11/2024	
<b>Authorised to Publish by:</b>	Brightwater Board	Date Authorised: 6/11/2024
<b>Published:</b>	14/11/2024	
<b>Version:</b>	1.0	
<b>ACQS:</b>	Standard 8 – Organisational Governance	
<b>NDIS:</b>	Indicator 2 – Provider Governance and Operational Management	
<b>Additional Standards:</b>	ACNC Governance Standards	
<b>Printed or personally saved electronic copies of this document are considered uncontrolled</b>		

**SCHEDULE 1: BRIGHTWATER BOARD DIRECTORS SKILLS MATRIX**

This tool (see an outline below) is designed to help the Brightwater Board assess the level of experience each Director has in various skill areas. The tool additionally can be used during Board Director recruitment to highlight required complimentary skills. The Tool is an Excel spreadsheet for Brightwater to assess the development needs of Board Directors.

**Directions for the Matrix (in Tab 1):**

- 1) In the Skills/Experience Section, each Board Director should rate themselves using a scale of High (3) to Low/Not Applicable (1) to reflect the level of experience possessed in a particular area.
- 2) Once the matrix is completed, continue to Tab 2 ("Matrix Analysis").

**Directions for the Matrix Analysis (Tab 2):**

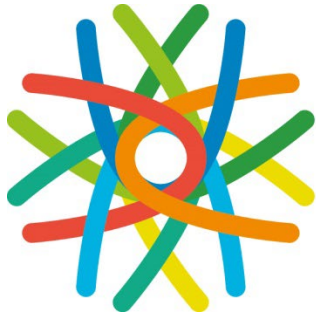
- 1) Using this Matrix Analysis tab, a Board may be able to identify existing capabilities as well as areas where Board development or additional qualifications are needed.
- 2) It imports data inputted in Tab 1 ("Matrix") and ultimately relates that information to determine recruitment priorities for the Board.

**Directions:**

- 1) Rate the level of importance for each skill and experience as it pertains to the Board.
- 2) Then, see how that compares to your current Board representation.
- 3) Finally, determine recruitment priorities based on this comparison.  
Ratings to be used for level of importance and priority are a scale of High (3) to Low/Not Applicable (1). This method can also be used to identify if a new Board recruit can fill the current skill gaps of the Board.
- 4) To clear any existing data in the cells highlight the area to be deleted and select "clear contents".

Priority Legend	
High	3
Medium	2
Contributor	1

Board of Directors													
<b>Term Expiration Date</b>													
Enter Month Year													
<b>Skills &amp; Experience</b>													
Executive Management													
Strategic Planning													
Legal													
Financial Management													
Marketing													
Risk Management													
Work Health and Safety													
Consumer Care													
Community Engagement													
Human Resources													
Fundraising/ Grants													
Aged Care													
Disability													
IT/Technology													
Advocacy/Government Relations													
Research													
Clinical/Medical													
Governance													
Leading Change													
Strategic thinking													
Emotional Intelligence													



Brightwater

## **Procedure**

### **Board Director's Appointment and Induction**

Brightwater Procedure	
<b>Policy Pillar</b>	Corporate
<b>Policy Framework</b>	Governance
<b>Policy</b>	Board Director's Appointment and Induction Policy
<b>Scope - Staff</b>	Board Directors

## 1. PURPOSE AND SCOPE

This procedure describes how Board Members are selected, appointed/elected and inducted to Brightwater Care Group (**Brightwater**). All procedures relating to the appointment and induction of Board Directors will be in accordance with the Brightwater Constitution. This Procedure is intended to compliment the Constitution and By-laws, however, to the extent of inconsistency the terms of the Constitution and By-laws will prevail.

The Board is responsible for Board Director's appointment and induction, however the Governance Committee oversees and assures these functions.

## 2. SELECTION OF BOARD APPOINTED DIRECTORS

Board Director Appointees will be assessed prior to appointment to ensure they will add value to Brightwater's objectives, operations and to the diversity of the Board.

The Board should comprise of Directors with a diverse range of skills, experience, perspective, gender, age and cultural background that is appropriate for Brightwater and its Subscriber Members, its strategies and its operations. An analysis of the current Board Director's skills and experience in relation to organisational strategy and future goals will help to identify gaps in knowledge and therefore target selection criteria. The Board may elect to review the Directors Skills Matrix (refer to Schedule 1 of the Board Directors and CEO Performance Evaluation and Professional Development Procedure) that contains an overview of the skills of the Directors at any given time.

## 3. BOARD DIRECTOR'S REQUIREMENTS (BOARD APPOINTED OR MEMBER ELECTED)

Board Directors, whether elected by Subscriber Members or appointed by the Board, must meet the following requirements before formal confirmation of their appointment/election to the Board:

- i) **Subscriber Membership**  
Before a Director can be appointed or elected (as applicable), they must be (or be a Representative of) a Subscriber Member<sup>1</sup>.
- ii) **Integrity Checks**  
Appropriate Integrity Checks must be undertaken to ascertain that the Board Appointee is an appropriate and suitable person to serve the Brightwater Board in accordance with legislative requirements. The Integrity Checks are set out in the Brightwater Staff Integrity Screening Checks Procedure as they relate to Directors as Key Personnel<sup>2</sup>:
- iii) **Independence**  
An assessment of independence of the Director is to be made by the Board Chair, with support from the Company Secretary.
- iv) **Respect the role of the Board Governance Committee**  
All Directors are to respect the role of the Board Governance Committee (BGC) regarding Board succession planning.

<sup>1</sup> Ref: Article 5.1(c)(i) of the Constitution.

<sup>2</sup> Refer to the Brightwater Key Personnel and Positions of Trust Integrity Checks Procedure.

#### 4. INFORMATION PROVIDED TO BOARD APPOINTEE

Key terms of the Board appointment/election will be provided to the prospective Director prior to the appointment/election. This includes but is not limited to:

- i) the term of appointment;
- ii) powers and duties of directors;
- iii) expectations regarding involvement with Committee work;
- iv) remuneration, superannuation and expenses (as applicable),
- v) requirement to disclose all existing interests, conflicts of interest positions, associations, relationships and matters which might bear upon or affect the Director's independence and any material changes to that as disclosed;
- vi) indemnity and D&O insurance arrangements (as applicable) and
- vii) confidentiality obligations.

#### 5. APPOINTMENT/ELECTION TO THE BOARD

##### 5.1 Member Elected Directors Election Process

Member Elected Directors must be elected at Member general meetings. The processes to be applied to the nomination and appointment may be prescribed by the Board in accordance with the Brightwater Constitution (Schedule 4 - By-laws, Section 3 Appointment of Member Elected Directors<sup>3</sup>).

##### 5.2 Board Appointed Directors Appointment Process

The Board may resolve to appoint one or more Board Appointed Directors from time to time up to the maximum number of Board Appointed Directors, at any meeting of the Board.

The Board Appointee, as a current or future Director, must provide the Governance Committee with:

- i) all required information requested;
- ii) a consent for Brightwater to conduct background checks referred to in section 3(ii) above;
- iii) declarations as required in accordance with the Brightwater Staff Integrity Screening Checks Procedure;
- iv) details of their other commitments that may impact upon the Appointee's responsibilities as a Director; and
- v) an acknowledgement that they have sufficient time available to commit to Brightwater and fulfil their responsibilities as a Director.

##### 5.3 At the Time of Appointment

In addition, at the time of appointment, Appointees must sign and return:

- i) A Consent to act as a Director of Brightwater must be completed by all Board Appointees;
- ii) Director's Letter of Appointment; and
- iii) Officeholder's Deed of Access and Indemnity.

##### 5.4 Chair/Deputy Chair Appointment

The Board may elect a Director as Chair or Deputy Chair of the Board for a term of the lesser of three years (or such shorter period determined by the Board), or until the relevant person ceases to be a Director.

A Director must not be elected as the Chair for more than two three year terms and must not be elected as the Chair if the term of appointment as Chair would result in the Director serving on the Board for a continuous period of more than 12 years.

<sup>3</sup> Ref: Board Constitution, Section 5.3 Appointment of Member Elected Directors by Members

**6. INDUCTION PROCESS**

Brightwater will provide an Induction to new Directors to ensure they have the necessary information about the business from the start of their term. The Board Chair, together with the Company Secretary, is to make a preliminary assessment of the knowledge, skill and experience of the new Director to ensure that the induction can be tailored appropriately to the circumstances of the person.

The Induction may include, but is not limited to:

- i) Brightwater’s financial, strategic, operational and risk management position;
- ii) the Director’s respective duties and responsibilities;
- iii) the role of the Board and Board Committees;
- iv) the Organisation’s culture and values;
- v) Board and Board Committee meeting arrangements;
- vi) Management presentations and site/facility visits;
- vii) Identifying any further training requirements.

A Director Induction Handbook will be provided to the new Director containing key information for the Director to reference.

The Board Chair is responsible for overseeing the induction of new Directors, and the Company Secretary is responsible for making the necessary arrangements.

**7. RECORD KEEPING**

The Director’s full CV and any other related documents, including personal information, obtained as part of the selection process will be held securely by the Chief People Engagement and Capability Officer (CPECO), with access limited to the Board Chair, Company Secretary, the CPECO, and Board Secretarial support staff. Board Director’s personal information will be protected.

**8. ROLES AND RESPONSIBILITIES**

Role	Responsibility
Board	<ul style="list-style-type: none"> <li>• Responsible for the appointment and induction of Board Directors.</li> </ul>
Board Governance Committee	<ul style="list-style-type: none"> <li>• Considering all information related to the Board Appointee and monitoring the legislative requirements regarding the appointment of a Director;</li> <li>• Endorsing (as a recommendation to the Board) all relevant, appropriate and suitably skilled, experienced and screened Board Appointees.</li> </ul>
Company Secretary	<ul style="list-style-type: none"> <li>• Supporting the Board Governance Committee to gather all relevant information regarding Board Appointees and providing advice related to the information to the Board Governance Committee and the Board;</li> <li>• Undertaking the Integrity Screening Checks for Board Appointees, in accordance with the Brightwater Integrity Screening Checks Policy and related Procedures;</li> <li>• Ensuring the information pertaining to a Board Appointee is secured and stored in accordance with this Procedure.</li> <li>• Making the necessary induction arrangements and providing relevant information about the new Board member to the Chair to facilitate induction.</li> </ul>

**9. DEFINITIONS**

Term	Definition
Appointee	For the purpose of this procedure, an Appointee is a potential Board Director who applies for/seeks consideration to be, employed/engaged/contracted for a position/ carry out work for Brightwater.



<b>Term</b>	<b>Definition</b>
<b>Board Appointed Director</b>	A Director appointed by the Board in accordance with Article 5.4 of the Constitution.
<b>Key Personnel</b>	For the purpose of this Procedure, Key Personnel are people who: <ul style="list-style-type: none"> <li>• are responsible for the executive decisions of Brightwater; or</li> <li>• have authority or responsibility for, or significant influence over, planning, directing, or controlling the activities of the provider; or</li> <li>• are responsible for the nursing services provided by the aged care service and hold a recognised qualification in nursing; or</li> </ul> are responsible for the day-to-day operations of the aged care service. (Section 8B, ACSQ Commission Act)
<b>Integrity</b>	For the purpose of this Procedure, Integrity broadly refers to standards of behaviour and actions of Staff which reflect honesty, accountability, transparency, impartiality, and acting with care and diligence.
<b>Member Elected Director</b>	A Director appointed under Article 5.3 or 5.5(c) of the Constitution.
<b>Personal Information</b>	For the purpose of this Procedure, Personal Information is defined as information or an opinion about an identified individual, or an individual who is reasonably identifiable. Examples include an individual's name, signature, address, telephone number, date of birth, employment history, educational qualifications, etc.
<b>Representative</b>	A person who is the nominated representative of a Member of the class corporate member as Prescribed in the By-laws.
<b>Staff Conflict of Interest</b>	A situation arising from conflict between the performance of a Staff Member's duty and private or personal interests. Conflicts of interest may be actual, or be perceived to exist, or potentially exist at some time in the future.
<b>Subscriber Members</b>	A person admitted as a Member into the Subscriber Membership class in accordance with the Constitution.
<b>Suitable</b>	For the purpose of this procedure Suitable means the extent to which prospective and current Staff demonstrates the appropriate integrity for Brightwater and the role they occupy.

**10. RELATED DOCUMENTS and supporting information**

The following Brightwater documents and supporting information related to this Procedure include:

- Brightwater Constitution
- Brightwater Board Charter
- Brightwater Governance Framework
- Brightwater Integrity Screening Checks Policy
- Key Personnel and Positions of Trust Integrity Checks Procedure
- Brightwater Board Appointment and Induction Policy
- Brightwater Conflicts of Interest Procedure
- Brightwater Organisational Conflicts of Interest Policy)
- Board Directors and CEO Performance Evaluation and Professional Development Procedure

**11. RELEVANT LEGISLATION AND STANDARDS**

- *Australian Charities and Not-for-profits Commission Act 2012 (Cth).*
- *Corporations Act 2001 (Cth).*
- *Accountability Principles 2014 (Cth).*
- *Aged Care Quality and Safety Commission Act 2018 (Cth).*
- *National Disability Insurance Scheme (Worker Screening) Act 2020 (Cth).*
- *National Disability Insurance Scheme Act 2013 (Cth).*



- Australian Charities and Not-for-profits Commission Governance Standards
- ACNC Governance Standards | ACNC

**12. QUALITY AND COMPLIANCE**

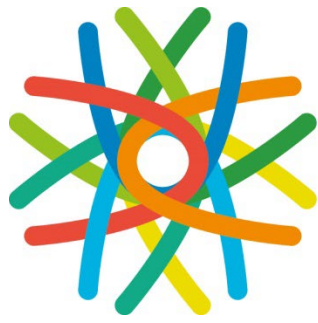
All Directors, the Company Secretary and (where applicable) members of Board Committees are expected to comply with this procedure. Brightwater may collect and analyse data relating to this Procedure, for the purpose of ensuring compliance.

**13. REFERENCES**

- Australian Institute of Company Directors, Board Charters (Director tool)
- Aged Care Worker Screening Guidelines, July 2021  
[Aged Care Worker Screening Guidelines | Australian Government Department of Health and Aged Care](#)

**14. APPROVAL DETAIL**

<b>Policy Pillar</b>	Corporate – Board Charter	
<b>Policy Framework</b>	Brightwater Governance Framework	
<b>Policy Custodian</b>	Company Secretary	
<b>Policy Owner</b>	Brightwater Board	
<b>Board Endorsement:</b>	Date of Governance Committee Endorsement: 16/10/2024	
	Date of Board Endorsement: 6/11/2024	
<b>Authorised to Publish by:</b>	Brightwater Board	Date Authorised: 6/11/2024
<b>Published:</b>	14/11/2024	
<b>Version:</b>	1.0	
<b>ACQS:</b>	Standard 8 – Organisational Governance	
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<b>Additional Standards:</b>	ACNC Governance Standards	
<b>Printed or personally saved electronic copies of this document are considered uncontrolled</b>		



Brightwater

## **Terms of Reference**



Brightwater

## **Terms of Reference**

**Board Governance Committee**



Brightwater Terms of Reference	
<b>Group Type</b>	Board Committee
<b>Policy Framework</b>	Brightwater Board Charter and Governance Framework
<b>Reporting to</b>	Brightwater Board

**1. PURPOSE AND SCOPE**

Brightwater’s commitment and approach to delivering high standards of safe, high-quality care and services to Brightwater Clients includes a commitment to good governance. Reporting directly to the Board, the Board Governance Committee (**BGC**) is a third line of defence mechanism under Brightwater’s Governance Framework.

The BGC has an advisory, reporting and recommending function to the Board. The Board remains responsible for the exercise of the functions and any delegated authority by the BGC. The Board may from time to time delegate deliberative and/or executive authority to the BGC where the Board believes:

- that the BGC would exercise the authority in conformity with the duties imposed on the Board by legislation and the Constitution; and
- that the BGC is reliable and its members competent in relation to the power delegated.

The BGC is established by the Brightwater Board to:

i) **Oversee and assure the Nominations function**

To act as an identification, recommendation, induction, review and development forum for the Chair, other board directors and the CEO, including Committee members.

ii) **Oversee and assure the Remuneration function**

To act as a recommending, monitoring and review forum of the Board in connection with Board Director and CEO remuneration (as applicable).

iii) **Oversee and assure the Governance function**

To act as a monitoring and review forum for Brightwater’s governance, and issues arising, and make recommendations to Board as appropriate.

**2. ESTABLISHMENT OF THE COMMITTEE**

- i) The BGC is established under the authority of the Board in accordance with Brightwater’s Constitution and Board Charter.
- ii) The composition, terms of reference, functions and procedures of the BGC may be amended from time to time by the Board including on recommendation of the BGC.
- iii) The BGC should be of sufficient size and independence to discharge its mandate effectively, including appropriate diversity of membership to avoid entrenching unconscious bias.

**3. FUNCTIONS**

The functions of the BGC include obtaining assurance by:

i) **Nominations function**

a) Board and Committee Membership

- To recommend to the Board, Board and Board Committees’ membership, succession planning and performance including through the development and use of a board skills matrix (or similar tool):
  - assessing the mix of skills, experience and diversity that the Board is looking to achieve in the Board’s membership;
  - assessing the mix of skills, experience and diversity currently represented on the Board;

- establishing processes for the identification and recruiting of suitable candidates for appointment to the Board and for re-election of existing Directors (as applicable);
  - assessing the “independence” of each non-executive Director, at least annually, including at or around the time of consideration of director elections, and as soon as practicable after any material change in relevant circumstances; and
  - reporting to the Board with a view to the Board regularly assessing whether the independence of any of the Directors has been compromised.
- Board Committees’ terms of reference review and recommendations including with respect to appointment to Board committees.
  - Development and implementation of a process for evaluation of Board, committee and Board member performance.
  - Board member induction and professional development including:
    - regularly reviewing whether the Directors as a group have the skills, knowledge and familiarity with Brightwater and its operating environment required to adequately fulfil their role on the Board and its committees effectively;
    - where gaps are identified, consider what training or development could be undertaken to fill the gaps;
    - where necessary, providing resources to help develop and maintain its Directors’ skills and knowledge.
  - Regularly reviewing the time and commitment required of a non-executive Director and whether Directors are meeting that requirement.
- b) CEO
- Periodic review of the job description and performance of the CEO according to agreed performance parameters.
  - Plans for succession planning for the CEO position.
- ii) **Remuneration function**
- a) For Board Directors
- Reviewing prevailing external remuneration benchmarks for comparable positions, with comparable responsibilities, within comparable organisations (revenue, employees, size and otherwise) including in comparable sectors to that of Brightwater.
  - Assessing appropriate remuneration policies, levels and packages for Board Directors.
  - Monitoring the implementation by Brightwater of the Board and CEO Remuneration Policy and making recommendations.
  - Reviewing and recommending to the Board an appropriate remuneration framework including the remuneration levels for the Chair, the Deputy Chair (if any) and non-executive Directors, and any supplements to those remuneration levels for committee participation including for chairs of committees.
  - Recommending occasions or circumstances (if any) where expense reimbursement or remuneration for extra services or special exertion is appropriate.
- b) For the CEO
- Assessing, at appropriate and regular intervals, a suitable remuneration and reward package for the CEO in relation to prevailing external practice, internal affordability, performance against goals, and other relevant matters.

### iii) Governance function generally

Making recommendations regarding:

- the Board Charter for adoption;
- legal and regulatory environment – the Board’s and Brightwater’s compliance with relevant laws and regulations;
- Constitution, By-laws and the Board Charter:
  - undertaking periodic review of the Constitution, By-laws and the Board Charter;
  - ensuring the Board’s and Brightwater’s compliance with the Constitution, By-laws and this Charter; and
  - Board Committee terms of reference review and recommendations arising.

### iv) Generally

- a) Reviewing and reporting on these matters to the Board, with recommendations as appropriate.
- b) Providing recommendations to the Board on matters relating to the implementation or amendment of policies and procedures related to the BGC’s remit.

The BGC has the authority to access information, consult and interview Staff, and consult with independent professional advisers it considers appropriate to provide advice on matters within the scope of its remit.

## 4. MEMBERSHIP

- i) The BGC is authorised by the Board, chaired by a Board Director appointed by the Board, and is composed of:
  - a) BGC Chair – Independent non-executive member of the Board, who is appointed by the Board; and
  - b) Other members – between 2 and 4 other Board members appointed by the Board.
- ii) The following Executive Officers will generally be available to attend BGC meetings at the discretion of the Committee:
  - a) the CEO and
  - b) the Company Secretary.
- iii) Special requirements (if any)
  - a) Desirably, BGC members may have some experience in governance, legal and HR.
  - b) An appropriate officer from Brightwater’s People and Culture team may be invited to BGC meetings from time to time as relevant and as directed by the Chair.
  - c) When dealing with Board Chair succession, the Board Chair should not be the chair of that meeting of the BGC.

### 4.1. Member Roles

#### 4.1.1. Role of the Chair

The role of the Chair is to:

- i) assure the organisation and conduct of meetings;
- ii) brief BGC members in relation to issues arising in between meetings;
- iii) facilitate the effective contribution of all members;
- iv) encourage expression of a diversity of opinion; and
- v) ensure that decisions are made and documented.

#### 4.1.2. Role of the members

The role of a member is to:

- i) inform, lead, and advise on agreed actions and progress deliverables within agreed timeframes;
- ii) provide expert analysis and be aware of emerging trends, issues, and views of stakeholders to enable informed discussion at meetings;
- iii) participate actively and constructively in meetings;
- iv) complete any actions and/or out of session work agreed to at meetings within the agreed timeframe;
- v) deliberate and respond to out of session items within the given timeframe;
- vi) treat other members with professionalism, courtesy, and respect; and
- vii) where specified, keep matters discussed at meetings confidential.

### 5. OPERATIONAL PROCEDURES

#### 5.1. Quorum

A quorum is required before a meeting can proceed. A quorum shall comprise at least 50% of members of the Committee, but in any event not less than 2 members.

#### 5.2. Meeting frequency

The BGC will meet three times per year. The BGC will establish a meeting calendar annually which identifies the key items for review, as it sees fit, in accordance with the Committee's remit, relating to:

- The functions of the Committee
- Nomination Functions
- Remuneration Functions
- Governance Functions
- Board Calendar

#### 5.3. Extraordinary meetings

The BGC Chair may convene an extraordinary meeting. Such a meeting will be convened at a date suitable for a quorum of members.

#### 5.4. Other Special Provisions

- i) Records  
The Company Secretary will keep records of its membership, including the names of members, appointment dates and cessation dates.
- ii) Confidentiality  
Matters discussed at BGC meetings may be of a confidential nature and must be treated confidentially by BGC members. BGC discussions, deliberations, recommendations and materials must be kept confidential except as provided for in these Terms of Reference unless the BGC decides otherwise, or as required by law.

### 6. ADVICE AND RECOMMENDATIONS

It is anticipated that the advice and recommendations of the BGC will be reached by consensus through discussion and collaboration where there are differing views. If a consensus is not reached, the BGC Chair shall have the deciding position, unless the BGC determines the matter should be referred to the Board. The BGC Chair is responsible for communicating recommendations of the BGC and raising/escalating matters as considered appropriate to the Board.

### 7. COMMITTEE EVALUATION

A process for evaluating the BGC must be conducted not less than biennially, as described in the Board Committee, Directors and CEO Performance Evaluation and Professional Development Policy and supporting procedure.



Endorsed by: **The Brightwater Board Governance Committee Chair**

Date Endorsed: 25 October 2024

Approved by: **The Brightwater Board**

Date Approved: 6/11//2024



Brightwater

## **Terms of Reference**

**Board Audit and Risk Committee**



<b>Brightwater Terms of Reference</b>	
<b>Group Type</b>	Board Committee
<b>Policy Framework</b>	Brightwater Board Charter and Governance Framework
<b>Reporting to</b>	Brightwater Board

**1. PURPOSE AND SCOPE**

Brightwater’s commitment and approach to delivering high standards of safe, high-quality care and services to Brightwater Clients includes a commitment to good governance. Reporting directly to the Board, the Board Audit and Risk Committee (**BARC**) is a third line of defence mechanism under Brightwater’s Governance Framework.

The BARC has an advisory, reporting and recommending function to the Board. The Board remains responsible for the exercise of the functions and any delegated authority by the BARC. The Board may from time to time delegate deliberative and/or executive authority to the BARC where the Board believes that the BARC:

- would exercise the authority in conformity with the duties imposed on the Board by legislation and the Constitution; and
- is reliable and its members competent in relation to the power delegated.

The BARC is established by the Brightwater Board to undertake:

**a) Audit function**

To oversee Brightwater’s financial position, performance and reporting integrity including internal and external audit functions of the Organisation.

**b) Risk function**

To oversee, review and make recommendations on actions specific to risk identification, management and mitigation for Brightwater.

**c) Prudential investment function**

To oversee and endorse Brightwater’s governance of the investment of Brightwater’s available financial resources.

**2. ESTABLISHMENT OF THE COMMITTEE**

- i) The BARC is established under the authority of the Board in accordance with Brightwater’s Constitution and Board Charter.
- ii) The composition, terms of reference, functions and procedures of the BARC may be amended from time to time by the Board including on the recommendation of the BARC.
- iii) The BARC should be of sufficient size and independence to discharge its mandate effectively, including appropriate diversity of membership to avoid entrenching unconscious bias.

**3. FUNCTIONS**

The remit of the BARC includes:

**i) Financial Statements and Reporting**

- a) Overseeing the adequacy of Brightwater’s reporting processes.
- b) Overseeing whether Brightwater’s financial statements reflect the understanding of BARC’s members and whether in their opinion they provide a true and fair view of the financial position and performance of Brightwater.
- c) Overseeing the application of accounting policies and reporting of financial information to Members, regulators and generally.

- d) Reviewing the appropriateness of relevant accounting judgements or choices exercised by management in preparing the financial statements.
- e) Reviewing policies and practices in meeting legal and regulatory compliance obligations, including reporting to the Australian Charities and Not-for-profits Commission and the Australian Tax Office.
- f) Overseeing the management of any incident involving fraud or other material breakdown of Brightwater's internal controls.
- g) Reviewing Brightwater's Annual Budget, including underlying assumptions, for endorsement to the Board.
- h) Reviewing, on an annual basis, Brightwater's Modern Slavery Statement.

ii) **External Audit**

- a) Recommending selection, removal (as appropriate) and remuneration of the external Auditor and to monitor external Auditor independence.
- b) Providing instructions to the external Auditor including ensuring the scope and adequacy of the external audit or review (as applicable).
- c) Overseeing the availability of any assistance as reasonably required by the external Auditor.
- d) Receiving external Auditor's preliminary audit or review Reports.
- e) Overseeing and monitoring implementation of external Auditor's recommendations (as accepted).
- f) Ensuring that the audit approach covers all financial statement areas where there is a perceived risk of material error or misstatement.
- g) Monitoring the external Auditor selection, function and independence according to the *Selection, Appointment and Evaluation of External Auditor Policy* and any legislative or regulatory requirements.
- h) Meeting with the external Auditors without the presence of management.

iii) **Internal Audit**

- a) Overseeing and monitoring the scope and adequacy of Brightwater's internal controls and compliance requirements to assure integrity in Brightwater's operations and affairs.
- b) Assessing the need for Brightwater to have a dedicated internal audit charter, internal audit plan and internal auditor (and, if so, recommending to the Board the approving of such charter, plan and appointment of the internal auditor).
- c) Monitoring and ensuring resourcing of the internal audit function, as appropriate, including making recommendations to the Board regarding budgetary allocation for staffing and external consulting support (as necessary).
- d) Reviewing the findings and recommendations of internal audit reports.
- e) Monitoring the progress of the internal audit program and the implementation of accepted internal audit recommendations.
- f) Reviewing and assessing the performance and objectivity of Brightwater's internal audit function.

iv) **Risk Management**

The scope of the BARC's remit includes, but is not limited, to:

- a) Monitoring policies for identifying and managing/mitigating/transferring risk and recommending any changes.
- b) Monitoring policies for business continuity and crisis planning risk management and recommending any changes.
- c) Receiving ongoing risk management reports.
- d) Reviewing Brightwater's Risk Management Framework, and related policies and procedures at least annually to allow the BARC to satisfy itself that they are sound. Reviewing Brightwater's strategic risks and risk appetite statement and making recommendations to the Board.
- e) Reviewing the adequacy of Brightwater's processes for managing risk.

v) **Insurance**

- a) Reviewing and ensuring Brightwater carries appropriate levels of insurance including having regard to Brightwater's operations and the insurable risks associated with its operations.
- b) Reviewing and monitoring terms of insurance policies.
- c) Reviewing Worker's Compensation insurance policy to ensure appropriate coverage and compliance with relevant legislation.

vi) **Prudential investment function**

- a) To review and endorse to the Board, on an annual basis, the governance of and compliance with Brightwater's policies and strategies as to the investment of Brightwater's financial resources.
- b) Particular attention should be paid to matters such as portfolio diversification, asset allocation, liquidity, cash requirements for capital and operational requirements and regulatory compliance.

vii) **Generally**

- a) Reviewing and reporting on these matters to the Board, with recommendations as appropriate.
- b) Providing recommendations to the Board on matters relating to the implementation or amendment of policies and procedures related to the BARC's remit.

The BARC has the authority to access information and consult with and interview Brightwater Staff, internal auditors and external auditors and also to consult independent professional advisers it considers appropriate to provide advice on matters within the scope of its remit.

#### 4. MEMBERSHIP

- i) The BARC is authorised by the Board, chaired by a Board Director appointed by the Board, and is composed of:
  - a) Chair – Independent non-executive member of the Board, other than the Board Chair
  - b) Other members – Between 2 and 4 other qualifying Board Directors appointed by the Board.
- ii) The following Executive Officers will generally be available to attend BARC meetings at the discretion of the BARC:
  - a) the CEO
  - b) the Chief Financial Officer
  - c) the Chief Information Officer (CIO) and
  - d) the Company Secretary.
- iii) Special requirements (if any)
  - a) All BARC members must be non-executive.

- b) BARC members between them should have accounting/financial and risk management expertise and sufficient understanding of Brightwater's industry to effectively discharge the Committee's mandate.
- c) BARC members should at least be financially literate.
- d) The BARC Chair desirably should have financial or accounting expertise or experience.

#### 4.1. Member Roles

##### 4.1.1. Role of the Chair

The role of the Chair is to:

- i) chair meetings of the committee;
- ii) brief BARC members in relation to issues arising in between meetings;
- iii) facilitate the effective contribution of all members;
- iv) encourage expression of diversity of opinion; and
- v) ensure that any decisions and recommendations made are documented.

##### 4.1.2. Role of the members

The role of a member is to:

- i) inform, lead, and advise on agreed actions and progress deliverables within agreed timeframes;
- ii) provide expert analysis and be aware of emerging trends, issues, and views of stakeholders to enable informed discussion at meetings;
- iii) participate actively and constructively in meetings;
- iv) complete any actions and/or out of session work agreed to at meetings within the agreed timeframe;
- v) deliberate and respond to out of session items within the given timeframe;
- vi) treat other members with professionalism, courtesy, and respect; and
- vii) where specified, keep matters discussed at meetings confidential.

### 5. OPERATIONAL PROCEDURES

#### 5.1. Quorum

A quorum shall comprise at least 50% of members of the Committee, but in any event not less than 2 members.

#### 5.2. Meeting frequency

The BARC will meet at least quarterly. The BARC will establish a meeting calendar annually which identifies the key items for review, as it sees fit in accordance with the Committee's remit, relating to:

- i) the functions of the Committee;
- ii) risk management;
- iii) internal audit;
- iv) financial reporting and external Audit; and
- v) Prudential Investment function.

#### 5.3. Extraordinary meetings

The BARC Chair may convene an extraordinary meeting. Such a meeting will be convened at a date suitable for a quorum of members.

#### 5.4. Other Special Provisions

- i) Records  
The Company Secretary will keep records of its membership, including names of members, appointment dates and cessation dates.
- ii) Confidentiality  
Matters discussed at BARC meetings may be of a confidential nature and must be treated confidentially by BARC members. BARC discussions, deliberations, recommendations and materials



must be kept confidential except as provided for in these Terms of Reference unless the BARC decides otherwise, or as required by law.

**6. ADVICE AND RECOMMENDATIONS**

It is anticipated that the advice and recommendations of the BARC will be reached by consensus through discussion and collaboration where there are differing views. If a consensus is not reached, the BARC Chair shall have the deciding position, unless the BARC determines the matter should be referred to the Board. The BARC Chair is responsible for communicating recommendations of the BARC and raising/escalating matters as considered appropriate to the Board.

**7. COMMITTEE EVALUATION**

A process for evaluating the BARC will be conducted not less than biennially, as described in the Board Committee, Board Directors and CEO Performance Evaluation and Professional Development Policy and supporting procedure.

Endorsed by: **The Brightwater Board Audit and Risk Committee Chair**

Date Endorsed: 28 October 2024

Approved by: **The Brightwater Board**

Date Approved: 6/11/2024



Brightwater

## **Terms of Reference**

**Board Care Committee**





<b>Brightwater Terms of Reference</b>	
<b>Group Type</b>	Board Committee
<b>Policy Framework</b>	Brightwater Board Charter and Governance Framework
<b>Reporting to</b>	Brightwater Board

**1. PURPOSE AND SCOPE**

Brightwater’s commitment and approach to delivering high standards of safe, high-quality care and services to Brightwater Clients includes a commitment to good governance. Reporting directly to the Board, the Board Care Committee (**BCC**) is a third line of defence mechanism under Brightwater’s Governance Framework.

The BCC has an advisory, reporting and recommending function to the Board. The Board remains responsible for the exercise of the functions and any delegated authority by the BCC. The Board may from time to time delegate deliberative and/or executive authority to the BCC where the Board believes the:

- BCC would exercise the authority in conformity with the duties imposed on the Board by legislation and the Constitution; and
- BCC is reliable and its members competent in relation to the power delegated.

The BCC is established by the Brightwater Board to:

**i) Oversee and assure the clinical governance function**

To oversee and ensure Brightwater’s clinical governance structures and service functions represent evidence-based practice, operate effectively, align with strategy and reflect Brightwater’s Mission and Vision. To monitor clinical and personal care outcomes for clients and assure the Board that appropriate systems exist to identify, monitor and address clinical and personal care risks to clients.

**ii) Oversee and assure customer and consumer engagement strategies**

To oversee customer and consumer engagement strategies and initiatives to ensure they represent best-practice.

**iii) Oversee and assure the research function**

To oversee and support a culture of research at Brightwater and research opportunities.

**2. ESTABLISHMENT OF THE COMMITTEE**

- i) The BCC is established under the authority of the Board in accordance with Brightwater’s Constitution and Board Charter.
- ii) The composition, terms of reference, functions and procedures of the BCC may be amended from time to time by the Board including on the recommendation of the BCC.
- iii) The BCC should be of sufficient size and independence to discharge its mandate effectively, including appropriate diversity of membership to avoid entrenching unconscious bias.

**3. FUNCTIONS**

The functions of the BCC include obtaining assurance by:

- i) Overseeing care services governance:
  - a) policies and procedures to ensure compliance with evidence-based practice and robust standards of clinical governance consistent with the Mission and Vision;
  - b) accreditation outcomes/findings of Aged Care Quality Safety Commission (ACQSC) and National Disability Insurance Scheme (NDIS) against best practice and the Organisation’s Clinical Governance Framework;
  - c) clinical indicators, high-level clinical risk and Brightwater’s incident management system to ensure the provision of safe and quality care;

- d) Brightwater's internal quality assessment program to ensure safe quality services are provided to consumers; and
  - e) workforce indicators relevant to clinical care.
- ii) Providing recommendations for approval of, and monitoring, the Brightwater Clinical Governance and Risk Framework.
- iii) Supporting strategic direction and/or initiatives related to clinical and personal care by:
- a) providing innovative and creative input regarding strategic considerations to support safe, high-quality care to all consumers;
  - b) providing oversight for the implementation of policies and/or procedures to ensure Brightwater is positioned to address high-level future government and industry trends; and
  - c) monitoring the progress of projects related to quality and safety.
- iv) Overseeing Customer and Consumer engagement outcomes, strategies and initiatives, by:
- a) monitoring the feedback from the Consumer Advisory Body and the progress of any related action plans for quality improvements; and
  - b) monitoring Customer feedback along with responses by the Safety and Quality Management Committee related to feedback:
    - from Consumers via Consumer feedback reports; and
    - from the Consumer Advisory Group Chair; and
  - c) monitoring trends including consideration of consumer complaints and compliments.
- v) Supporting a culture of research at Brightwater and research opportunities, by:
- a) overseeing and giving its recommendations for the approval of the annual plan of Brightwater's Research Governance Committee and reporting on progress to the Board; and
  - b) monitor the outcomes of Brightwater endorsed research activities, the progress of any related action plans for quality improvements and/or transfer to practice and related outcomes.
- vi) Overseeing the compliance reporting pursuant to relevant legislative and regulatory requirements, in particular:
- a) reporting to the board bi-annually, in compliance with the *Aged Care Act 1997 (Cth)* and the *Accountability Principles 2014 (Cth)* (or its replacement) on:
    - feedback provided regarding quality of care provision;
    - complaints received regarding quality of care provision;
    - reportable incidents including mitigation activities;
    - regulatory action taken by ACQSC;
    - performance reports provided by the ACQSC;
    - progress against Brightwater's Plan for Continuous Improvement;
    - staffing statistics including but not limited to allied health, availability of registered nurses and turnover;
    - food service reporting including feedback, complaints, menu improvements, food preparation changes; and
    - benchmarking against the National Quality Indicators.
- vii) Generally
- a) reviewing and reporting on these matters to the Board, with recommendations as appropriate; and
  - b) providing recommendations to the Board on matters relating to the implementation or amendment of policies and procedures related to the BCC's remit.

The BCC has the authority to access information, consult and interview staff, and consult with independent professional advisers as it considers appropriate to provide advice on matters within the scope of its remit.

#### 4. MEMBERSHIP

- i) The BCC is authorised by the Board, chaired by a Board Director appointed by the Board, and is composed of:
  - a) Chair – Independent non-executive member of the Board, other than the Board Chair, who is appointed by the Board;
  - b) two other Board Directors, appointed by the Board; and
  - c) one independent Brightwater Member to represent the interests of consumers, who is the Chair of the Brightwater’s Consumer Advisory Group, appointed by the Board on the recommendation of the BCC.
  
- ii) The following positions will generally be available to attend BCC meetings at the discretion of the BCC:
  - a) Board Chair
  - b) CEO;
  - c) Chief Operations Officer;
  - d) Chief People Engagement and Capability Officer;
  - e) General Manager Safety, Quality and Consumer Engagement;
  - f) Senior Nursing Consultant; and
  - g) Company Secretary.
  
- iii) Special requirements (if any)
  - a) all BCC members must be non-executive;
  - b) BCC members between them should have some experience in care and health related environments including clinical governance and sufficient understanding of Brightwater’s industry;
  - c) the BCC Chair should ideally have experience in care and health related environments.

#### 4.1. Member Roles

##### 4.1.1. Role of the Chair

The role of the Chair is to:

- i) Assure the organisation and conduct of meetings;
- ii) Brief BCC members in relation to issues arising in between meetings;
- iii) Facilitate the effective contribution of all members;
- iv) Encourage expression of a diversity of opinion;
- v) Ensure that decisions are made and documented.

##### 4.1.2. Role of the members

The role of a member is to:

- i) Inform, lead, and advise on agreed actions and progress deliverables within agreed timeframes;
- ii) Provide expert analysis and be aware of emerging trends, issues, and views of stakeholders to enable informed discussion at meetings;
- iii) Participate actively and constructively in meetings;
- iv) Complete any actions and/or out of session work agreed to at meetings within the agreed timeframe;
- v) Deliberate and respond to out of session items within the given timeframe;
- vi) Treat other members with professionalism, courtesy, and respect;
- vii) Where specified, keep matters discussed at meetings confidential.

## 5. OPERATIONAL PROCEDURES

### 5.1. Quorum

A quorum is required before a meeting can proceed. A quorum shall comprise at least 50% of members of the Committee, but in any event not less than 2 members.

### 5.2. Meeting frequency

The BCC will meet quarterly. The BCC will establish a meeting calendar annually which identifies the key items for review, as it sees fit, in accordance with the Committee's remit, relating to, as a minimum:

- i) Leadership and Culture indicators/outcomes:
  - Staff mandatory training compliance; and
  - registration and Credentials compliance;
- ii) Clinical risks and Clinical KPI dashboard reports;
- iii) Significant incidents
  - ACQS Serious Incident Reports Scheme (SIRS);
  - NDIS reportables;
  - Coroner requests.
- iv) Consumer feedback metrics;
- v) Relevant regulatory compliance, including outcomes from external review (the Aged Care Commission and the NDIS Commission);
- vi) Current and future research opportunities.

### 5.3. Extraordinary meetings

The BCC Chair may convene an extraordinary meeting at a date suitable for a quorum.

### 5.4. Other Special Provisions

- i) Records
 

The Company Secretary will keep records of its membership, including:

  - a) names of members, appointment dates and cessation dates; and
  - b) details about how the BCC satisfies the membership requirements in the *Accountability Principles 2014 (Cth)* for a quality care advisory body.
- ii) Confidentiality
  - a) matters discussed at BCC meetings may be of a confidential nature and must be treated Confidentially by BCC members. BCC discussions, deliberations, recommendations and materials must be kept confidential except as provided for in these Terms of Reference unless the BCC decides otherwise, or as required by law.

## 6. ADVICE AND RECOMMENDATIONS

It is anticipated that the advice and recommendations of the BCC will be reached by consensus through discussion and collaboration where there are differing views. If a consensus is not reached, the BCC Chair shall have the deciding position, unless the BCC determines the matter should be referred to the Board. The BCC Chair is responsible for communicating recommendations of the BCC and raising/escalating matters as considered appropriate to the Board.

## 7. COMMITTEE EVALUATION

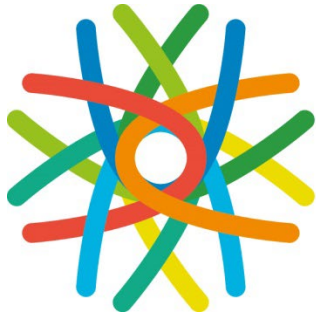
A process for evaluating the BCC should be conducted not less than every two (2) years, as described in the Board Committee, Directors and CEO Performance Evaluation and Professional Development Policy and supporting procedure.

Endorsed by: **The Brightwater Board Care Committee Chair**

Date Endorsed: 25 October 2024

Approved by: **The Brightwater Board**

Date Approved: 6/11/2024



Brightwater

## **Terms of Reference**

**Board Business Committee**



<b>Brightwater Board Committee - Terms of Reference</b>	
<b>Group Type</b>	Board Committee
<b>Policy Framework</b>	Brightwater Board Charter and Governance Framework
<b>Reporting to</b>	Brightwater Board

**1. PURPOSE AND SCOPE**

Brightwater’s commitment and approach to delivering high standards of safe, high-quality care and services to Brightwater Clients includes a commitment to good governance. Reporting directly to the Board, the Board Business Committee (BBC) is a third line of defence mechanism under Brightwater’s Governance Framework.

The BBC has an advisory, reporting and recommending function to the Board. The Board remains responsible for the exercise of the functions and any delegated authority by the BBC. The Board may from time to time delegate deliberative and/or executive authority to the BBC where the Board believes that the BBC:

- would exercise the authority in conformity with the duties imposed on the Board by legislation and the Constitution; and
- is reliable and its members competent in relation to the power delegated.

The BBC is established by the Brightwater Board to undertake:

**i) Financial Management function**

To analyse internal and external financial information for the purposes of identifying material issues impacting on Brightwater’s finances including its commercial operations, and to review financial management matters referred by the Board.

**ii) Investments function**

To review Brightwater’s investment strategy and returns in consideration of relevant investment conditions, prepare updated investment policies and review investment matters referred by the Board.

**iii) Business Opportunity function**

To review and assess business opportunities tabled by management or referred by the Board, and to monitor project progress and development.

**iv) Project Evaluation function**

To review, evaluate and monitor major projects tabled by management or referred by the Board.

**v) Property Portfolio function**

To review Brightwater’s property portfolio including surplus properties and development opportunities.

**2. ESTABLISHMENT OF THE COMMITTEE**

- i) The BBC is established under the authority of the Board in accordance with Brightwater’s Constitution and Board Charter.
- ii) The composition, terms of reference, functions and procedures of the BBC may be amended from time to time by the Board, including on the recommendation of the BBC.
- iii) The BBC should be of sufficient size and independence to discharge its mandate effectively, including appropriate diversity of membership to avoid entrenching unconscious bias.

**3. FUNCTIONS**

The remit of the BBC includes monitoring the following:

- i) **Financial Management**
  - a) Analysis of information relevant to Brightwater's financial management including Brightwater's policies or conduct, current financial conditions and trends, Brightwater's asset management, property status and capital plans, and to identify material financial issues impacting, or at risk of impacting, Brightwater's finances.
  - b) Reviewing aspects of the Brightwater's commercial operations, including aspects referred to the BBC by the Board.
- ii) **Investments**
  - a) Undertaking regular reviews of Brightwater's investment strategy in consideration of economic and investment market conditions and preparing updated strategic policies, performance benchmarks or investment mandates for consideration by the Board.
  - b) Undertaking regular reviews of Brightwater's investments including any aspects of Brightwater's investments referred to the BBC by the Board that are outside the scope of the governance role of the Board Audit & Risk Committee.
  - c) Undertaking ad hoc reviews as required to assess any need for a change in investment strategy to reflect Brightwater's requirements.
- iii) **Business Opportunities**
  - a) Reviewing and assessing feasibility reports and business case submissions provided to the BBC by the Board or management in consideration of organisational strategies, feasibility, risk factors and completeness.
  - b) Reviewing and assessing proposals submitted by the Board or management for feasibility, risk, completeness and fit to organisational strategy.
  - c) Monitoring the progress of business projects or initiatives against established targets and timeframes and monitoring development updates.
- iv) **Project Evaluation**
  - a) Reviewing, evaluating and monitoring major projects tabled by management or referred by the Board.
  - b) Engaging external consultants to provide assurance and advice on the financial and operations aspects of the project.
  - c) Reviewing project post evaluation reviews and lessons learned.
- v) **Property Portfolio**
  - a) Reviewing and monitoring property strategy including 30-year property plan.
  - b) Reviewing development and sale opportunities for surplus assets.
  - c) Undertaking modelling for acquisition opportunities for new property assets in line with the strategic plan.
- vi) **Generally**
  - a) Reviewing and reporting on these matters to the Board, with recommendations as appropriate.
  - b) Providing recommendations to the Board on matters relating to the implementation or amendment of policies and procedures related to the BBC's remit.

The BBC has the authority to access information, consult and interview staff, and consult with independent professional advisers as it considers appropriate to provide advice on matters within the scope of its remit.



#### 4. MEMBERSHIP

- i) The BBC is authorised by the Board, chaired by a Board Director appointed by the Board, and is composed of:
  - a) Chair – Independent non-executive member of the Board, other than the Board Chair, who is appointed by the Board.
  - b) Other members – Between 2 and 4 other qualifying Board Directors appointed by the Board.
- ii) The following positions will generally be available to attend BBC meetings at the discretion of the BBC Committee:
  - a) the Board Chair
  - b) the CEO
  - c) the Chief Financial Officer;
  - d) the Chief Commercial and Community Officer; and
  - e) the Company Secretary
- iii) Special requirements (if any)
  - a) All BBC members must be non-executive.
  - b) BBC members between them should have experience in business and financial matters/ expertise and sufficient understanding of Brightwater’s industry.
  - c) The BBC Chair should have commercial or economic expertise or experience.

##### 4.1. Member Roles

###### 4.1.1. Role of the Chair

The role of the Chair is to:

- i) chair meetings of the committee;
- ii) brief BBC members in relation to issues arising in between meetings;
- iii) facilitate the effective contribution of all members;
- iv) encourage expression of diversity of opinion;
- v) ensure that any decisions and recommendations made are documented.

###### 4.1.2. Role of the members

The role of a member is to:

- i) inform, lead, and advise on agreed actions and progress deliverables within agreed timeframes;
- ii) provide expert analysis and be aware of emerging trends, issues, and views of stakeholders to enable informed discussion at meetings;
- iii) participate actively and constructively in meetings;
- iv) complete any actions and/or out of session work agreed to at meetings within the agreed timeframe;
- v) deliberate and respond to out of session items within the given timeframe;
- vi) treat other members with professionalism, courtesy, and respect; and
- vii) where specified, keep matters discussed at meetings confidential.

#### 5. OPERATIONAL PROCEDURES

##### 5.1. Quorum

A quorum shall comprise at least 50% of members of the Committee, but in any event not less than 2 members.

##### 5.2. Meeting frequency

The BBC will meet quarterly. The BBC will establish a meeting calendar annually which identifies the key items for review, as it sees fit, in accordance with the Committee’s remit, relating to:

- i) the functions of the Committee;
- ii) financial management;



- iii) investment strategy;
- iv) business opportunities;
- v) project evaluation; and
- vi) property strategy.

### 5.3. Extraordinary meetings

The BBC Chair may convene an extraordinary meeting at a date suitable for a quorum.

### 5.4. Other Special Provisions

i) Records

The Company Secretary will keep records of its membership, including names of members, appointment dates and cessation dates.

ii) Confidentiality

Matters discussed at BBC meetings may be of a confidential nature and must be treated confidentially by BBC members. BBC discussions, deliberations, recommendations and materials must be kept confidential except as provided for in these Terms of Reference unless the BBC decides otherwise, or as required by law.

## 6. ADVICE AND RECOMMENDATIONS

It is anticipated that the advice and recommendations of the BBC will be reached by consensus through discussion and collaboration where there are differing views. If a consensus is not reached, the BBC Chair shall have the deciding position, unless the BBC determines the matter should be referred to the Board. The BBC Chair is responsible for communicating recommendations of the BBC and raising/escalating matters as considered appropriate to the Board.

## 7. COMMITTEE EVALUATION

A process for evaluating the BBC must be conducted not less than biennially, as described in the Board Committee, Directors and CEO Performance Evaluation and Professional Development Policy and supporting procedure.

Endorsed by: **The Brightwater Board Business Committee Chair**

Date Endorsed: 28 October 2024

Approved by: **The Brightwater Board**

Date Approved: 6/11/2024