

Governance Policy

1. Introduction

1.1 Purpose

This Policy and the Policies and Procedures and related documentation set out in section 1.5 below (**Related Documentation**) supports CDNI Care Pty Ltd to apply the Governance and Operational Management NDIS Practice Standard.

1.2 Policy Aims

CDNI Care Pty Ltd is committed to ensuring each participant's support is overseen by robust governance and operational management systems relevant (proportionate) to the size, and scale of the provider and the scope and complexity of supports delivered.

1.3 NDIS Quality Indicators

In this regard, CDNI Care Pty Ltd aims to demonstrate each of the following quality indicators through the application of this Policy and the relevant systems, procedures, workflows and other strategies referred to in this Policy and the Related Documentation:

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

1.4 Scope

- (a) This Policy applies to the provision of all services and supports at CDNI Care Pty Ltd.

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- (b) The board, Principal and Key Management Personnel take full responsibility for ensuring full understanding of the commitments outlined in this Policy.
- (c) The relevant persons specified in the column corresponding to a procedure described in this Policy have the responsibility to implement the relevant systems, procedures, workflows and other strategies referred to in the relevant procedure.

1.5 Related Documentation

The application of the above NDIS Practice Standard by CDNI Care Pty Ltd is supported in part by and should be read alongside the Policies and Procedures and related documentation corresponding to this Policy in the Policy Register.

2. Definitions

2.1 Definitions

In this Policy:

CDNI Care Pty Ltd means CDNI Care Pty Ltd ABN 32 640 960 658.

Client means a client of CDNI Care Pty Ltd (including an NDIS participant).

Key Management Personnel means Armour Ncube, Saneliso Sibanda, Blessing L Ncube, Beatitute N Ncube and other key management personnel involved in CDNI Care Pty Ltd from time to time.

Legislation Register means the register of legislation, regulations, rules and guidelines maintained by CDNI Care Pty Ltd.

Policy Register means the register of policies of CDNI Care Pty Ltd.

Principal means Armour Ncube.

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

Worker means a permanent, fixed term or casual member of staff, a contractor or volunteer employed or otherwise engaged by CDNI Care Pty Ltd and includes the Principal.

3. Policy Statement

- (a) CDNI Care Pty Ltd is committed to having good governance and ethical leadership by having processes in place to ensure the overall direction, effectiveness, supervision and accountability of the organisation.
- (b) The board takes ultimate responsibility for the good governance of CDNI Care Pty Ltd.
- (c) The board is responsible for ensuring that the organisation meets all its compliance obligations, which include compliance with the many laws, regulations and standards that might be applicable to the organisation.
- (d) The board is responsible for monitoring the organisation's financial performance and ongoing viability.

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- (e) The board is also responsible for:
- (1) managing risk;
 - (2) ensuring identification, assessment, management or elimination of any risks; and
 - (3) regular review of any identified risks

in accordance with the Risk Management Policy, the Work Health and Safety Policy and the Provision of Supports Policy and all other Policies and Procedures of CDNI Care Pty Ltd.

- (f) The board is also responsible for the way CDNI Care Pty Ltd works with the Principal and Key Management Personnel (in its capacity as the board's delegate) to ensure CDNI Care Pty Ltd achieves its objectives.
- (g) The board values feedback from people with disability in relation to the governance of CDNI Care Pty Ltd and in relation to the development of organisational policy and processes relevant to the provision of supports and the protection of participant rights.

4. Procedure

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

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

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

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<ul style="list-style-type: none"> (c) the conditions of registration stated on CDNI Care Pty Ltd’s certification of registration as a registered NDIS provider; (d) the NDIS Practice Standards in respect of the services and supports provided by CDNI Care Pty Ltd in particular those NDIS Practice Standards which fall under the Core Module; (e) the NDIS Code of Conduct; (f) the Feedback and Complaints Management and Resolution system established under the CDNI Care Pty Ltd Feedback and Complaints Management Policy; (g) the incident management system established under the CDNI Care Pty Ltd Incident Management and Reporting Policy; (h) Worker screening requirements; and (i) The <u>behaviour support</u> requirements, including reporting the use of restrictive practices to the NDIS Commission. 	
<p>4.5 Keep financial records</p> <ul style="list-style-type: none"> (a) Keep adequate records of all accounting and financial transactions sufficient to enable CDNI Care Pty Ltd to compile financial statements if required under the <i>Corporations Act 2001 (Cth)</i> and as otherwise may be required to comply with taxation law. (b) Use financial and accounting software to facilitate compliance with section 4.5(a) and to support both current and future business practice, including individual invoicing and claiming. (c) Ensure financial records are retained for at least 7 years (after the end of each financial year). (d) Prepare and ensure that the directors of the company are provided with sufficient management and financial information and reports to allow them to: <ul style="list-style-type: none"> (1) monitor the conduct of the business of the company; (2) compile financial statements and otherwise comply with their obligations under the Corporations Act and other applicable legislation; (3) comply with their duties as directors of CDNI Care Pty Ltd; (4) pass a solvency resolution; (5) form a view in relation to whether CDNI Care Pty Ltd has the resources required to meet the company’s financial, legislative, regulatory and contractual responsibilities and to deliver CDNI Care Pty Ltd’s services and supports to participants in accordance with its business plan and strategic plan. 	<p>Principal and Key Management Personnel</p>
<p>4.6 Engage company accountants</p>	<p>The board</p>

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<p>(a) Continue to maintain engagement with its accountants to ensure professional advisory support is provided to CDNI Care Pty Ltd in relation to compliance with and monitoring of all material financial legislation, regulations and standards affecting CDNI Care Pty Ltd.</p> <p>(b) Ensure all things reasonably required by or recommended by CDNI Care Pty Ltd's accountants are implemented.</p> <p>(c) Take a diligent and intelligent interest in the financial information provided by the accountants, to understand that information, and apply an inquiring mind.</p>	
<p>4.7 Prepare Strategic Business Plan and Budget</p> <p>(a) Prepare and ensure that the directors of CDNI Care Pty Ltd are provided with a budget for each 12 month period ending on 30 June, prior to the start of that period, subject to the first 12 month period starting on 1 July 2020.</p> <p>(b) Use its reasonable endeavours to adhere to the last budget approved by the directors.</p> <p>(c) CDNI Care Pty Ltd must ensure that the directors of the company are provided with a Strategic Business Plan for each 5 year period ending on 30 June, prior to the start of that period, subject to the first 5 year period starting on 1 July 2020.</p> <p>(d) The Strategic Business Plan should include:</p> <p>(1) an outline of the organisation's purpose, vision, values, objectives and performance indicators;</p> <p>(2) consider legislative requirements, organisational risks, other requirements related to operating under the NDIS (for example requirements of the NDIA and related guidance), participants' and workers' needs and the wider organisational environment.</p> <p>(e) Use reasonable endeavours to adhere to the last Strategic Business Plan approved by the directors of the company.</p>	<p>Principal and Key Management Personnel</p>
<p>4.8 Review the Strategic Business Plan and Budget</p> <p>(a) Examine and approve the Strategic Business Plan.</p> <p>(b) Ensure Strategic Business Plan considers legislative requirements, organisational risks, other requirements related to operating under the NDIS (for example Agency requirements and guidance), participants' and workers' needs and the wider organisational environment.</p>	<p>The board</p>
<p>4.9 Risk Management</p> <p>Review and monitor the effectiveness of risk management and compliance in the organisation including pursuant to the Work Health and Safety Policy, Risk Management Policy and Risk Management Plan.</p>	<p>The board</p>
<p>4.10 Policies and Procedures</p>	<p>The board</p>

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<p>Review and approve Policies and Procedures and monitor the Principal and Key Management Personnel's performance against them.</p>	
<p>4.11 Establish and monitor the performance of delegates</p> <p>(a) Monitor the performance of the Principal and Key Management Personnel as the senior managers of the organisation and delegates of the board.</p> <p>(b) Establish and approve a written delegation which authorises the Principal as the delegate of the board in relation to the conduct of the day to day management and operations of CDNI Care Pty Ltd and provides authority to the remaining Key Management Personnel (collectively) in the absence of the Principal.</p> <p>(c) Monitor performance of the Principal, Key Management Personnel and management to drive continuous improvement in management practices.</p>	<p>The board</p>
<p>4.12 Welcome feedback in relation to Governance and operational management</p> <p>(a) Create an environment where all feedback is valued including from Clients (including persons with disability), Workers and others in relation to:</p> <p>(1) the governance and operational management of CDNI Care Pty Ltd;</p> <p>(2) the development of organisational policy and processes relevant to the provision of supports; and</p> <p>(3) the protection of participant rights.</p> <p>(b) Welcome feedback (including anonymously) and promptly deal with it pursuant to the Feedback and Complaints Management and Resolution Policy.</p> <p>(c) Actively consult with Workers, Clients, their support networks and other stakeholders to continually improve in delivering good governance and operational management of CDNI Care Pty Ltd.</p> <p>(d) Conduct an annual survey of all Workers, Clients, their support networks and other stakeholders and ask them to suggest areas for improvement in relation to the governance of CDNI Care Pty Ltd.</p>	<p>The board, Principal and Key Management Personnel</p>
<p>4.13 Quality Management and Continuous Improvement</p> <p>(a) Ensure implementation of improvement actions in accordance with the Continuous Improvement Register.</p> <p>(b) Ensure sufficient resources are budgeted to allow for improvement actions in accordance with the Continuous Improvement Register.</p>	<p>The board, Principal and Key Management Personnel</p>
<p>4.14 Conflict of Interest Policy</p> <p>Ensure all perceived and actual conflicts of interest are proactively managed and documented in accordance with the Conflict of Interest Policy.</p>	<p>The board</p>

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<p>4.15 Organise training for directors</p> <p>Organise for directors to obtain external training in the duties of their position and their role as directors of CDNI Care Pty Ltd.</p>	<p>Principal and Key Management Personnel</p>
<p>4.16 Policy adoption</p> <p>Adopt and maintain the Policy and Related Documentation which assists CDNI Care Pty Ltd to demonstrate the relevant NDIS Quality Indicators related to the Governance and Operational Management NDIS Practice Standard.</p>	<p>The board</p>

5. General

5.1 Relevant Legislation, Regulations, Rules and Guidelines

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

5.2 Inconsistency

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

5.3 Policy Details

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Approval Date: July 2020

Next Scheduled Review: July 2022

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