# Corporate Governance

## 1. PURPOSE

Helping Hand Aged Care Inc (Helping Hand) maintains robust corporate governance that empowers the Board to provide effective leadership, oversight, and accountability.

The organisation recognises that corporate governance helps build an environment of trust, transparency and accountability necessary for fostering long-term security, financial stability and business integrity, thereby supporting sustainability, performance and a healthy culture. Corporate governance refers to the systems of policies, rules, practices, and processes by which an organisation is governed and defines the relationship between the Board, management and other stakeholders.

## 2. SCOPE

This policy applies to all employees, contractors, volunteers, and students engaged with Helping Hand, including others acting on behalf of Helping Hand (including Associated Providers).

It also governs the systems, structures, and responsibilities that underpin Helping Hand's corporate governance framework, covering Board and executive oversight, compliance, risk management, strategic direction, and organisational accountability across all service streams and functions.

## 3. THE ORGANISATION

Helping Hand is an Incorporated Association, registered under the Associations Incorporations Act 1985 and the ACNC under the Australian Charities and Not-for-profits Commission Act 2012. It is a Registered Provider of aged care services with the Aged Care Quality and Safety Commission under the Aged Care Act 2024, and a Registered Provider under the National Disability Insurance Scheme (NDIS).

Helping Hand was established by the Uniting Church in Australia in 1953. The Organisation is governed by the Board of Directors (the Board) and operates under the Helping Hand Aged Care Inc Constitution, approved 6 March 2025.

## 4. POLICY STATEMENT

The Board recognises its role in developing policies and processes that ensure good governance, aligned with the Aged Care Quality and Safety Commission's Provider Governance Policy, the organisation's goals and objectives, and stakeholder expectations.

Helping Hand is, where practical, guided by:

- Helping Hand's Strategic Plan, Vision, and Values
- ACNC Governance Standards
- ACQSC Governing for Reform in Aged Care
- AICD Not-for-profit Principles
- AICD Governing for Quality Aged Care Director's Guide

# 5. POLICY PRINCIPLES

Through the Corporate Governance Policy, Helping Hand endorses the following commitments:

- The Board is ultimately responsible for the quality and safe care provided to consumers and as such will set priorities and make sufficient resources available to deliver on the organisation's purpose.
- The organisation will be led by a skills-based Board with well-defined roles and responsibilities for Board members, appropriate skills, experience and knowledge, accountability and transparency to the organisation's stakeholders.
- The Board's structure and composition enable it to fulfil its role effectively including use of Board committees.
- The Board is run effectively, and its performance is periodically evaluated.
- The Board is responsible for overseeing the organisation's strategic direction.
- The Board is responsible for ensuring policies are in place to ensure legal and regulatory compliance.
- Effective organisation-wide governance systems will be implemented and regularly monitored in regard to clinical governance, information management, continuous improvement, financial governance, workforce governance, including the assignment of clear responsibilities and accountabilities, regulatory compliance, risk, and feedback and complaints.
- Robust frameworks and systems will be designed, implemented and regularly reviewed regarding complaints and incidents, compliance, and authentic engagement with consumers.

# 6. POLICY REQUIREMENTS

## 6.1 Statement of Rights and Principles

- We understand that the safety, health, wellbeing and quality of life of individuals is the primary consideration in the delivery of care and services.
- We ensure that all Board members, Responsible Persons, employees, volunteers, and contractors are provided with adequate and appropriate training and support to:
- Understand the rights of individuals under the Statement of Rights; and
- Take all reasonable and proportionate steps to act compatibly with the Statement of Rights, in accordance with section 24(2) of the Aged Care Act 2024.

## 6.2 Duty to exercise due diligence

- We acknowledge that, under the Aged Care Act 2024, our Organisation and Responsible Persons are subject to non-transferable statutory duties that apply alongside all other legal obligations.
- We implement comprehensive systems to ensure compliance with provider duties (Section 179) and responsible person duties (Section 180).
- We exercise due diligence to ensure, so far as is reasonably practicable, that our conduct does not cause adverse effects to the health and safety of individuals to whom we provide aged care services.
- We ensure high-quality care and accountability by discharging these duties through robust governance frameworks, strategic oversight, compliance, and continuous improvement.

## 6.3 Appropriate Board composition and capabilities:

- Our Board has the appropriate mix of skills, experience, and expertise to fulfill duties as governing body of a registered aged care provider.
- The Board ensures effective organisation-wide governance systems, including clinical governance, risk management, and strategic oversight.
- Detailed requirements for Board membership, independence, and competency are specified in the Board Charter and related governance documents.

## 6.4 Provider consumer and quality care advisory body governance:

- We establish and maintain advisory bodies as required under the Aged Care Act, including Quality Care Advisory Body and Consumer Advisory Body. These bodies provide essential input on care quality, consumer perspectives, and continuous improvement initiatives.
- Advisory Body composition, terms of reference, and operational procedures are established and regularly reviewed.

## 6.5 Strategic Planning and Performance

- Our Board provides strategic direction through comprehensive planning processes that align with Helping Hand's mission, values, and regulatory obligations.
- Strategic performance is monitored through regular reporting on key performance indicators, compliance metrics, and consumer outcomes.

## 6.6 Suitability of key personnel

- We comply with all requirements set out in the Aged Care Act 2024 in relation to the suitability matters of Responsible Persons.
- We identify and keep a record of all Responsible Persons in the organisation, consider their suitability at least annually, and maintain up to date records of their suitability to provide aged care.

## 6.7 Notifying the Commission of certain matters

- Helping Hand will notify the Aged Care Quality and Safety Commissioner (the Commissioner) if there is a change of circumstances that materially affects the organisation's suitability to be a registered provider of aged care services, taking into account paragraph 109(1)(b) of the Aged Care Act.

## 6.8 Legislative Compliance

- Helping Hand is committed to complying with all relevant Commonwealth, State, and Territory legislation, regulations, and standards applicable to aged care and disability services, including but not limited to the Aged Care Act 2024, the NDIS Act 2013, and associated rules, principles, and codes of conduct.
- Our organisation maintains robust governance and compliance systems to monitor, review, and respond to changes in the legal and regulatory environment. These systems support our governing body and key personnel in fulfilling their responsibilities to deliver safe, high-quality, person-centred care and services.

## 6.9 Operations Reporting

- Helping Hand and the Board will comply with the requirement to submit a Provider Operations Report to the Department of Health, Disability and Ageing by 31 October each year, with a statement of compliance statement signed by the Board.

## 6.10 Appropriate qualifications, skills and experience

- We ensure aged care workers have appropriate skills, qualifications or experience to provide the care and services they are hired to do and have opportunities to develop their capability to provide care and services.

## 6.11 Code of Conduct

We ensure that all Board members, managers and other Responsible Persons, as well as employees, volunteers and contractors are provided with adequate and appropriate training and support to:

- understand the requirements of the Aged Care and NDIS Codes of Conduct, as well as the consequences of not complying with the Codes of Conduct; and
- at all times act consistently with the requirements of the Codes of Conduct.

## 6.12 Risk Management and Internal Control

- We maintain robust risk management systems that identify, assess, and mitigate risks across all areas of operation. The Board oversees risk appetite, enterprise risks, and effectiveness of internal controls.

## 6.13 Financial and Prudential Governance

- We ensure compliance with financial and prudential standards, including management of refundable deposits, liquidity requirements, and financial reporting obligations.

## 6.14 Continuous Improvement Framework

- The organisation demonstrates commitment to continuous improvement through systematic evaluation of governance effectiveness, consumer feedback integration, and evidence-based improvement initiatives.

## 6.15 Information Management

- Information management systems support informed decision-making while protecting confidentiality and privacy.

## 6.16 Associated Providers

- We engage with third party providers and subcontractors (associated providers), to deliver services on behalf of Helping Hand. Helping Hand assumes full accountability for the quality of care delivered by associated providers. HHAC has processes in place to ensure associated providers are screened and actively monitored for suitability to work in aged care settings.

# 7. ROLES & RESPONSIBILITIES

### Helping Hand Board (Policy Owner)

- The Helping Hand Board carries overarching accountabilities for all aspects of the organisation's operations, ensuring alignment with its mission, values, and regulatory requirements.
- Determining and fostering a culture within the organisation that is appropriate for Helping Hand, having regard to factors such as:
- Governance structures.
- The sector in which it operates and the interests of key stakeholders.
- Its size and market position.
- Relationship with the Uniting Church and South Australian Synod
- Overseeing control and accountability systems.
- Appointing and monitoring the performance of the CEO and, where appropriate, the removal of the CEO.
- Providing strategic advice to the CEO.
- Approving and monitoring the progress of major capital expenditure projects, capital management, acquisitions and divestitures, as well as financial and other reporting.
- Approving annual budgets and key performance indicators, reviewing the organisation's performance against them, and monitoring the implementation of necessary corrective actions.
- Ensuring high standards of clinical governance and oversight.
- Reviewing and interrogating systems of risk management, internal control and legal compliance to satisfy itself that appropriate compliance frameworks and controls are in place.
- Appointing Board committees and approving the composition and terms of reference.
- Exercising due diligence to ensure that Helping Hand complies with its work, health and safety obligations.

### Executive Management Team

- The Executive Team are responsible for ensuring the Board is apprised of all relevant information in a timely way to enable the Board to discharge its duties.
- In consultation with the Chair and CEO, Directors have the right to have access to, and discuss relevant matters with, Executive. Conversely, the Executive has the right to bring to the Board's attention matters that might adversely affect HHAC's reputation or performance. Ensure timely reporting to the Board on compliance and implementation.

### Managers and Supervisors

- Communicate and implement this policy within their teams.
- Provide necessary education, training, and guidance to ensure team members understand their responsibilities under this policy.
- Monitor adherence to the policy in daily operations and address minor compliance issues. Escalate unresolved compliance issues to the Executive Management Team.
- Support ongoing staff development to enhance compliance and understanding of the policy.

### All Employees

- Understand and comply with the policy as it applies to their roles.
- Participate in education and training sessions related to the policy, as required.
- Report any non-compliance or issues to their supervisor or manager.

## 8. MONITORING AND COMPLIANCE

The Board exercises due diligence over governance through the following mechanisms:

- **Responsible Persons Suitability Checks:** Annual Board and Responsible Person suitability in accordance with legislative requirements.
- **Performance Review**: Regular evaluation of the performance of the Board, Committees, and Advisory Bodies.
- **Audit and Assurance Activity**: Oversight of internal audit and assurance programs to confirm operational systems are effective, transparent, and compliant.
- **Complaints, Feedback and Whistleblowers**: Oversight of feedback, complaints, and whistleblower reporting to ensure integrity, fairness, and continuous improvement.
- **Risk Reporting:** Regular review of enterprise risks associated with governance and legislative compliance as part of the Enterprise Risk Management Framework.

## 9. MANDATORY RELATED DOCUMENTS

The following documents must be complied with under the Policy, to the extent that they are relevant:

**Internal Documents**

- Helping Hand Constitution (CEO001P)
- Board Charter (CEO015P)
- Governance Committee Terms of Reference (TOR001G)
- Client Care Committee Terms of Reference (TOR002G)
- Finance and Property Committee Terms of Reference (TOR003G)
- Procedure for the Nomination, Renewal and Removal of Directors (CEO018P)
- New Board Director Induction (CEO005P)
- Board Professional Development Policy (CEO016P)
- Delegation of Financial & Administrative Authority Matrix (Organisational) (CEO004G)
- Clinical Governance Framework (QAL021P)
- Helping Hand Investment Management Strategy and Policy
- Diversity, Inclusion and Belonging (DIB) Strategy 2023-2025 (CEO003G)
- Helping Hand Crisis Management Plan

**External Documents**

- New Aged Care Act 2024
- New Aged Care Rules 2025
- Strengthened Aged Care Quality Standards
- National Disability Insurance Scheme Act 2013
- NDIS Practice Standards and Quality Indicators
- Aged Care Statement of Rights
- Return to Work Act 2014 (SA)
- Work Health and Safety Act 2012
- Fair Work Act 2009 (Cth)
- Associations Incorporations Act 1985
- Retirement Villages Act 2016

## 10. SUPPORTING INFORMATION

- Nil noted

## 11. DEFINITIONS AND ABBREVIATIONS

| Word/Term | Definition |
|---|---|
| **Advisory Body** | A group established to provide advice to the Board on specific matters such as quality of care or consumer experience, as required under the Aged Care Act. |
| **Corporate Governance** | means the system of rules, practices, and processes by which Helping Hand is directed and controlled, including the roles of the Board, management, and stakeholders. |
| **Due Diligence** | The legal and ethical obligation of the Board and Responsible Persons to take reasonable steps to ensure compliance with duties under the Aged Care Act and other legislation. |
| **Employees** | means all Helping Hand employees, contractors, volunteers, students and others acting on behalf of Helping Hand etc. |
| **Board** | means the Helping Hand Aged Care Inc. Board of Directors. |
| **Helping Hand** | means Helping Hand Aged Care Inc. (ABN: 19 636 743 675) |
| **Responsible Person** | Means a Responsible Person as defined by the Aged Care Act 2024, including Board members and Executive Managers. |
| **Suitability Matters** | Criteria used to assess whether a person is fit and proper to be a Responsible Person under the Aged Care Act 2024. |

## 12. GOVERNANCE

| **Version** | **1.0** |
|---|---|
| **Endorsement/ Approval Date** | 28 October 2025 |
| **Approved By** | Board |
| **Review Cycle** | Every 3 years or as required. |
| **Due for Review** | 28 October 2028 |
| **Document Owner** | Board |

### Review cycle and approval process

This policy will be reviewed every three years by the Board in consultation with relevant stakeholders. All changes require approval from the Board.

### Communication of the Policy

This policy will be communicated via:

- Staff training and onboarding.
- Intranet updates and email notifications

### Summary of Change

| Version | Date | Changes |
|---|---|---|
| 1.0 | 28 October 2025 | Initial document. |