



# Governance Policy

## Policy Particulars

<b>Reference</b>	BG	<b>Version</b>	3.0
<b>Drafted by</b>	Company Secretary	<b>Approved on</b>	26 March 2025
<b>Responsible person</b>	Company Secretary	<b>Scheduled review date</b>	March 2027 (2 years)
<b>Authorising Authority</b>	Board of Directors	<b>Endorsing Authority</b>	Audit & Risk Sub Committee

## Purpose

This policy outlines CVGT's governance principles and the overarching governance framework which supports effective, ethical, transparent and accountable decision making and ensures compliance with the *Corporations Act 2001 (Cth)*, (Corporations Act), the *Australian Charities and Not-for-Profits Commission Act (2012)* (ACNC Act), the ACNC Governance Standards and the CVGT Constitution.

## Scope

All CVGT board directors, independent subcommittee members, contractors and employees are required to adhere to this policy.

## Definitions

<a href="#">Compliance</a>	<a href="#">Governance</a>	<a href="#">Purpose</a>
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## Policy

CVGT Australia is committed to proper and effective governance and seeks to administer the business in the most economical and ethical manner, in accordance with the Company Constitution, *Australian Charities and Not-for-profits Commission Act 2012* (ACNC Act) and other relevant legislation, to ensure that we fulfil our purpose effectively and accountably.

### Governance Principles

CVGT's Governance Principles, which are based on the Australian Institute of Company Directors' (AICD) recommendations for non-profit organisations, guide and support best practice governance across CVGT:

#### 1. Purpose, Vision and Strategy

The CVGT Board sets a clear vision and strategic direction for the organisation documented in the Strategic Plan and aligned with the purpose defined in the CVGT Constitution. The Strategic Plan is used by the Board to monitor progress towards achieving our strategic purpose and objectives and the Strategic Plan guides the decisions and actions of the Board.



## **2. Responsibility and Accountability**

There is clarity about the roles, responsibilities, and relationships of the Board, Board Sub Committees, CEO, and the Executive Management Team documented in Board and Sub Committee Charters, position descriptions and the Delegations of Authority Policy. Comprehensive and clear board reporting, including engagement with management, ensures the board is well-informed and can make sound decisions.

## **3. Effective Board**

The CVGT Board's structure and composition enable it to fulfil its role and to provide effective leadership. Board performance, structure and composition is periodically evaluated. Director recruitment, appointment and development processes are clear, transparent and designed to meet the needs of the organisation. The Board delegates key governance and strategic responsibilities to Board Sub Committees, which are documented in regularly reviewed Sub Committee Charters.

## **4. Risk Management**

The CVGT Board ensures CVGT's risk culture is aligned with its purpose, vision and strategy. CVGT's Risk Appetite in key strategic areas is reviewed and used by the Board to ensure balanced decision making, and oversees a comprehensive system of risk oversight, management and internal control to ensure active responsibility for risk management is taken across the organisation.

## **5. Performance Management**

The CVGT Board oversees the performance of CVGT, with a focus on its financial health and whether it is effective in achieving its purpose. Regular financial and performance reports and metrics are provided to the Board and Board Sub Committees on strategic and financial performance, as well as performance and progress in key initiatives and action plans including the Internal Audit Program, Workplace Health and Safety, Diversity and Inclusion, Environmental Sustainability and the Reconciliation Action Plan.

## **6. Stakeholder Engagement**

The CVGT Board and management ensure that CVGT's engagement with stakeholders is open and meaningful, and their interests are understood and considered in decision making. Information about CVGT and its performance is provided to members and stakeholders through the Annual Report, approved by the Board and published on the CVGT Website and informally through CVGT's social media channels.

## **7. Environmental Sustainability and Social Contribution**

CVGT's approach to sustainability and social contribution, including the allocation of resources, is guided by the purpose, vision and strategy set by the Board. Progress towards sustainability and social impact objectives, and related risks and opportunities are regularly reported to and considered by the Board.

## **8. Conduct and Culture**

CVGT maintains a safe and respectful environment for all stakeholders, including participants and employees. The expectations of behaviour for the people involved in CVGT are clear and understood and the Board, Management and employees work together to model and instil a culture that supports CVGT's purpose and values.

## **9. Compliance, Assurance and Continuous Improvement**

CVGT is committed to full and transparent compliance with all relevant legislation, regulations and standards. An integrated, strategic and consistent approach to managing, monitoring and improving CVGT's compliance performance is overseen by the Board and its Sub Committees and includes internal and external assessments, accreditation audits and a robust internal audit program.



### **ACNC Governance Standards**

As a Registered Charity with the Australian Charities and Not-for-Profits Commission (ACNC) CVGT complies with the six ACNC Governance Standards, which guide the way that CVGT operates and helps to maintain public trust in CVGT:

1. Not for profit and working towards charitable purpose
2. Accountability to members
3. Compliance with Australian laws
4. Suitability of Responsible People
5. Duties of Responsible People
6. Maintaining and enhancing public trust and confidence in the Australian not-for-profit sector

An annual review of compliance with these standards is overseen by the Audit & Risk Sub Committee using the [ACNC Self-Assessment Template](#).

### **Governance Responsibility and Accountability**

The Board is established under CVGT's Constitution as CVGT's governing body and is responsible for the overall governance and strategic direction of CVGT. CVGT is committed to a whole-of-organisation practice of good governance, with responsibilities shared by the Board, its sub committees and the Executive Management Team, including the CEO and the Company Secretary.

The Board sets the strategic direction of CVGT through the Strategic Plan, and delegates the implementation of the plan and operational management of CVGT to the CEO and through the CEO to the Executive Management Team and other employees through the Delegations of Authority and other policies related to specific areas of governance such as Risk Management, Audit and Assurance, Financial Management etc. This policy framework and relevant escalation mechanisms are detailed in the Board Charter.

The CEO and Executive Management Team report to the Board through an annually reviewed and approved schedule – the 'Board Workplan' as well as ad hoc reports and papers as required. Regular compliance and statutory reporting is documented in the Company Secretary Compliance Checklist, which is provided to the Board via relevant sub committees.

Board Sub Committees are established by the Board to support and assist the Board to discharge its governance and oversight responsibilities as defined under the individual Sub Committee Charters. The CEO and relevant Executive Managers report and provide their expertise to the Sub Committees through an annually reviewed and Board approved schedule – the Sub Committee Workplan'. Sub Committee Chairs report to the Board after each sub committee meeting, and sub committee meeting minutes are provided in the Board meeting papers.

### **Governance Framework**

CVGT's Governance Framework (see diagram below) is bound by CVGT's purpose and values and by our contractual, statutory and legislative requirements.



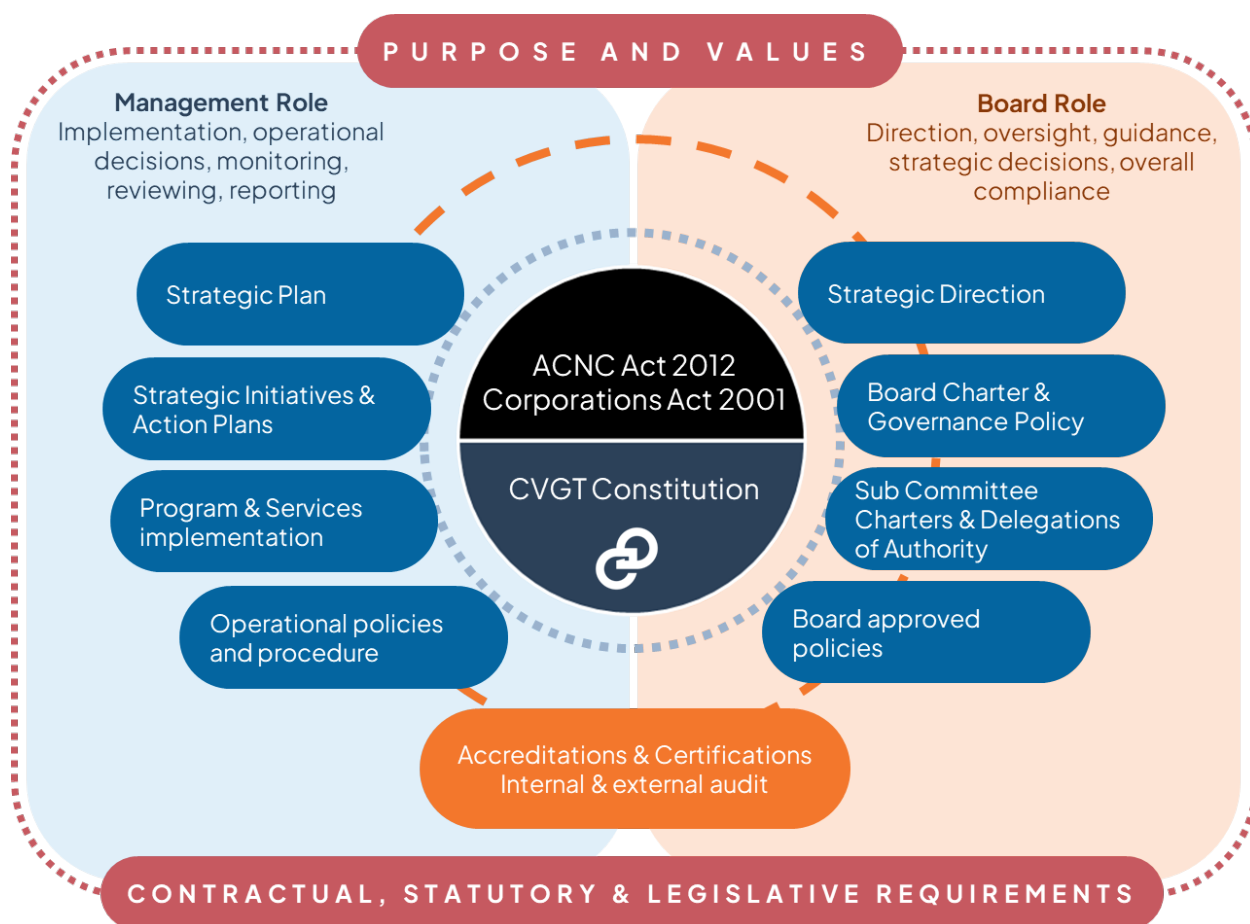
Governance is centred on our enabling legislation – the *Australian Corporations Act 2001 (Cth)* and the *Australian Charities and Not-for-Profits Commission Act (2012)* – and our Constitution.

The Board sets the Strategic Direction through the Strategic Plan which then drives specific Strategic Initiatives and Actions Plans and Program and Services implementation.

The Board Charter and Governance Policy set the overarching requirements for all governance policies, which flow through to the Operational Policies and Procedures managed by the Executive Management Team.

Delegations of authority and responsibility are documented through Sub Committee Charters and the Delegations of Authority.

CVGT maintains a culture of continuous monitoring and improvement of our governance through the external accreditation and certification audits, the external financial audit and a comprehensive annual program of Internal Audits.



## Related Legislation and Standards

- *Corporations Act 2001 (Cth)*
- *Australian Charities and Not-for-Profits Commission Act (2012)*
- ACNC Governance Standards
- [AICD Not-for-Profit Governance Principles, Third Edition, April 2024](#)



## Exclusions

Nil.

## Definitions

Compliance	the act or process of adhering to specific legislation, regulations and standards.
Governance	the framework of rules, relationships, systems and processes within and by which authority is exercised and controlled in organisations, encompassing the mechanisms by which organisations, and those in control, are held to account.
Purpose	the charitable purpose(s) documented in CVGT's Constitution

## Related Documents

- CVGT Constitution
- Board and Sub Committee Charters
- Delegations of Authority Policy

## Version History

Version	Latest review date	Revision Date	Summary of changes
1	29 April 2020	April 2022	Approved and adopted
2	29 July 2021	July 2023	Revised and updated to new policy template. Replaces the Governance Framework Policy.
3	March 2025	March 2027	Significant changes to policy to incorporate the AICD Not-for-Profit Principles (3e) and ACNC Standards and relevant matters from the (rescinded) Company Performance Management Policy.