

## CORPORATE GOVERNANCE AT BASS CARE

BASS Care is proud of its heritage being a leading community based provider of best practice residential and community services for the aged. We are committed to conducting our business operations at the highest standard. This is anchored in the Australian Securities Exchange (ASX) Corporate Governance Principles and Recommendations released in 2007.

### Role and composition of the BASS Care Board

BASS Care's principal activities are the provision of residential aged care, independent living units and community services, which include meals on wheels and community dining room services, dementia day care, social support, transport for the socially isolated and club facilities for senior citizens.

In addition to these activities, our Board is also responsible for establishing the strategic direction and policies of BASS Care. As such, they are responsible for monitoring the performance of the activities in line with the strategic intent and overseeing financial performance on behalf of our Members. The Board's remit also ensures adequate risk management in order to maintain business continuity and service provision.

### Director's Skills and Qualifications

Director numbers are outlined in our Constitution. Currently, there are eight Directors who have been selected because of the particular skills and knowledge they can provide. This ensures the best result for both the ongoing and future work of BASS Care in the community.

Recent new guidelines from the ASX highlighted gender diversity as an important aspect in Board composition and within senior management. We are proud to have three women on our Board and three of our six senior managers are women.

Our Directors are:

Pam Davey – Chairperson  
Trevor Gorman  
Bernard Corser  
Marie Curlis  
Nicholas Jackson  
Kate Metcalf

### Evaluation of Performance

A review of our CEO's performance over a twelve month period is conducted annually by the Board. During this review, annual goals and objectives are set relative to the organisations key activities and businesses.

### Attendance at Board Meetings

Eleven scheduled Board Meetings are held a financial year.

**Airdrie House Society**  
6 Rochester Road  
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Phone 03 9836 7181  
Fax 03 9836 9723  
[Email\\_airdrie@basscare.org.au](mailto:Email_airdrie@basscare.org.au)

**Maranoa House**  
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**Marwal Centre**  
9 Marwal Avenue  
North Balwyn Victoria 3126  
Phone 03 9819 7194  
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**Meals Service**  
Canterbury Centre  
2 Rochester Road  
Canterbury Victoria 3126  
Phone 03 9880 4703  
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**Social Support**  
Canterbury Centre  
2 Rochester Road  
Canterbury VIC 3126  
Phone 03 9880 4709  
Fax 03 9888 5776  
[Email\\_socialsupport@basscare.org.au](mailto:Email_socialsupport@basscare.org.au)



Embracing Community Care

### **Director's remuneration**

All Director positions are independent and voluntary. Directors are not paid any fees. However, in accordance with normal commercial practice, individual Directors may receive reimbursement for expenses incurred or be paid for services they have provided to BASS Care.

### **Conflicts of Interest**

In accordance with the Constitution if any of our Directors have a material interest in matters being discussed at Board meetings, they are required to absolve themselves from the meeting and complete the "Register of Related Party Interests" form thus abiding by the Corporations Act.

### **Induction and Access to Independent Advice**

Understanding the various Aged Care Acts and Regulations and the Accreditation standards can be difficult. To help Directors if such issues or related topics arise, our Directors are provided with an induction orientation of our business.

If necessary, our Directors are also able to utilise outside advice and expertise, which may assist them in any decision making at Board meetings.

### **Indemnifying our Directors and Senior Staff**

Our Constitution provides an indemnity to our Directors and senior staff to protect them against liabilities that may occur during the course of their business activities with BASS Care. This does not, of course, extend to any actions that may breach the Corporations Law or confidential aspects of BASS Care's business.

## **Board Committees**

Our Board has implemented a number of different sub committees to ensure that its responsibilities are adequately discharged. These sub committees examine various issues pertinent to the organisation and make recommendations to the Board for subsequent action.

The various sub committees may include directors. Staff or external consultants may be used on an as needs basis.

### **Sub Committees are:**

Strategic Planning

Finance and Audit Committee

Building

Appeals

Staffing and Volunteers

Risk Management

## **Accreditation**

BASS Care is an accredited Aged Care provider and, accordingly our day-to-day operations are controlled and monitored by the relevant State and Federal Acts. Consequently, our Board and senior management have a strong role in addressing all matters relating to accreditation and the relevant government Acts in the daily care of all of our residents, clients and services across all aspects of the organisation.



As mentioned above, all Directors have access to the staff induction process and can utilise outside expertise if they need additional information to help them in their understanding of these areas of our business.

## **Code of Conduct**

We are committed to maintaining the highest level of integrity and ethical standards in all of our operations. Our Vision and Mission Statements reflect this commitment.

## **Payment of Dividends**

In accordance with our Constitution, BASS Care does not pay dividends. Any surplus derived from the course of our operations is directly returned to fund community and residential care programs.

## **Integrity in financial reporting**

As mentioned above, BASS Care has a Finance and Audit committee to oversee the financial health and well being of its operations. Our auditors are Moore Stephens, chartered accountants, of Collins Street, Melbourne. Any finance and audit committee member, along with other Board members, are free to meet independently with the auditor as and when required. Furthermore, our Constitution specifically details that the remuneration and duties of the auditor must be regulated in accordance with The Act.

## **Communicating with Stakeholders**

We publish a regular newsletter, BASS Banter that is distributed to our wide network including staff, clients, families, volunteers and suppliers.

Apart from this newsletter and our web site, we have regular staff meetings and meetings with residents and their families to keep them abreast of our news. These meetings also provide the means of obtaining feedback on our performance or on other issues that may be of interest or concern to our stakeholders. This along with numerous client surveys, are an important part of our overall quality procedures and processes.

## **Recognising and Managing Risk**

We regularly conduct risk analysis studies to ensure that there is no long term or lasting impact on our operations if an event unexpectedly occurs. This review covers the main areas of our business including finance, management, residential, catering, meals on wheels, dementia care and social support services. This process is overseen by our Directors and the review forms part of the annual corporate calendar.