



## **CORPORATE GOVERNANCE AT BASScare**

BASScare is proud of its heritage being a leading community-based provider of best practice residential, retirement, community and disability services. 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.

### **Role and Composition of the BASScare Board**

BASScare's principal activities are the provision of residential aged care, retirement living, independent living units, disability services, home care 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 BASScare. 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 nine 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 BASScare in the community.

The ASX guidelines highlight gender diversity as an important aspect in Board composition and within executive management. We are proud to have three women on our Board and four of our seven executive managers are women.

## **Our Directors**

Pam Davey – Chairperson

Bernard Corser

Trevor Gorman

Nicholas Jackson

Paul Lewis

Kate Metcalf

Jeff Oughton

Dr Joshua Ye Mingsheng

Elizabeth (Liz) McNaughton OAM

## **Evaluation of Performance**

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

## **Attendance at Board Meetings**

Eleven scheduled Board Meetings are held a financial year.

## **Director's Remuneration**

All Director positions are independent. Directors are volunteers and are not paid a stipend. However, in accordance with normal commercial practice, individual Directors may receive reimbursement for expenses incurred or be paid for services they have provided to BASScare.

## **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 "Conflict of Interest Disclosure Form" thus abiding by the Corporations Act.

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

Understanding the various Aged Care Acts, Regulations, the Aged Care Quality Standards, NDIS Practice Standards, Disability Act and Regulations and Retirement Living Act 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 BASScare. This does not, of course, extend to any actions that may breach the Corporations Law or confidential aspects of BASScare'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**

Building

Finance and Audit

Risk



## **Accreditation**

BASScare is an approved and registered Aged Care and NDIS provider and, accordingly our day-to-day operations are controlled and monitored by relevant State and Federal Acts. Consequently, our Board and executive team have a strong role in addressing all matters relating to our approved provider status 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 various 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, Mission Statements and Values reflect this commitment. We are also committed to the Aged Care Code of Conduct and the NDIS Code of Conduct.

## **Payment of Dividends**

In accordance with our Constitution, BASScare 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, BASScare has a Finance and Audit Committee to oversee the financial health and wellbeing of its operations. Our auditors are Pitcher Partners, 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 Corporations Act.

## **Communicating with Stakeholders**

BASScare publishes numerous regular newsletters which is distributed to our wide network including staff, clients, families, volunteers and suppliers.

Apart from these newsletters and our web site, we have regular staff meetings and meetings via Quality and Consumer Advisory boards with clients and 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 client surveys and direct feedback, 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, retirement living, disability, catering, home care, 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.

## **Key Legislation, Acts & Standards**

- Accountability Principles 2014
- Aged Care Quality Standards
- Aged Care Act 2025
- Disability Act 2006
- National Disability Insurance Scheme Act 2013
- National Disability Insurance Scheme Rules 2018
- NDIS Code of Conduct Rules 2018
- Code of Conduct for Aged Care
- Quality of Care Principles 2014
- Quality of Care Amendment (Minimising the Use of Restraints) Principles 2019
- Retirement Villages Act 1986
- United Nations Convention on the Rights of Persons with Disabilities