

This Corporate Governance Statement sets out Activ's corporate governance practices for the year ended 30 June 2019 and up to the date of this report.

Activ is committed to ensuring the Board and the organisation comply with all relevant legislation and embody relevant corporate governance best practice. Activ has implemented a governance framework which ensures these outcomes and reflects the Board's commitment to the principles of good corporate governance. Activ's governance framework embodies the following minimum requirements and best practice:

- Associations Incorporation Act 2015 (WA) [www.legislation.wa.gov.au](http://www.legislation.wa.gov.au).
- Australian Charities and Not-For-Profits Commission (ACNC) Governance Standards [www.legislation.gov.au](http://www.legislation.gov.au).
- ASX Corporate Governance Council's Corporate Governance Principles and Recommendations [www.asx.com.au](http://www.asx.com.au).

## Associations Incorporation Act 2015 (WA)

Under the Associations Incorporations Act 2015 (WA) the Organisation's governance obligations include matters of material personal interest and duties of officers. The duties include acting with care and diligence, in good faith and for a proper purpose, together with proper use of position and information. To comply with these obligations refer to responses below.

## ACNC Standards

The ACNC Governance Standards came into effect on 1 July 2013. The five (5) Governance Standards are a set of core, minimum standards that deal with how charities are run (including their processes, activities and relationships) – their governance, specifically:

- Standard 1: Purposes and not-for-profit nature of a registered entity.
- Standard 2: Accountability to members.
- Standard 3: Compliance with Australian Laws.
- Standard 4: Suitability of responsible persons.
- Standard 5: Duties of responsible persons.

These Standards require charities to remain charitable, operate lawfully, and be run in an accountable and responsible way. They help charities remain trusted by the public and continue to do their charitable work.

### **Standard 1 Purposes and not-for-profit nature of a registered entity**

*Charities must be not-for-profit and work towards their charitable purposes. They must be able to demonstrate this and provide information about their purposes to the public.*

Activ is a not-for-profit organisation incorporated under the Associations Incorporation Act 2015. Activ's purpose is to offer people living with Disability opportunities to enjoy full participation in their community and empower them to pursue the life they choose.

A copy of Activ's Constitution is available from the Governance section on the Organisation's website [www.activ.asn.au](http://www.activ.asn.au) and on the ACNC Charity register via its website [www.acnc.gov.au](http://www.acnc.gov.au).

## Standard 2 Accountability to members

*Charities that have members must take reasonable steps to be accountable to their members and provide their members adequate opportunity to raise concerns about how the charity is governed.*

On 26 October 2014, Activ's members voted to adopt a new Constitution and appointed the inaugural Council to ensure that Activ's governance structure is suited to meet future challenges. The Council (comprising Honorary Life Governors, Trustees, former and existing Board members) has now assumed the responsibilities and obligations that previously sat with the members of Activ.

The role of the Council is to promote the interests of Activ and to review the Board and Organisation's adherence to the Constitution. The Council is to receive the annual financial statements and the Board's annual report and consider those against the objects set out in the Constitution. The Council is responsible for the appointment of the Board and, where appropriate, the removal of the Board.

Activ promotes effective communications with its stakeholders. Activ's Annual Report is available in hard copy on request and is also made available in electronic format via the Organisation's website. The full financial statements are also available to stakeholders attending the Annual General Meeting (AGM) and on the ACNC Charity register.

A copy of Activ's Constitution is available from the Governance section on the Organisation's website [www.activ.asn.au](http://www.activ.asn.au) and on the ACNC Charity register via its website [www.acnc.gov.au](http://www.acnc.gov.au). Audited financial statements are also available on request, attendance at the Annual General Meeting (AGM) and on the ACNC Charity register.

## Standard 3 Compliance with Australian Laws

*Charities must not commit a indictable (i.e. serious) offence (such as fraud) under any Australian law or breach a law that may result in a penalty of 60 penalty units (currently \$10,800) or more.*

Activ has adopted a Compliance Policy and Compliance Framework and is responsible for ensuring appropriate financial and other internal controls are in place to safeguard against breaches of law. Activ's Audit and Risk Committee responsibilities, on behalf of the Board, include reviewing and monitoring the organisation's financial and non-financial internal control systems.

Activ's Compliance Policy and Compliance Framework and the Audit and Risk Committee Terms of Reference are available from the Governance section on the Organisation's website [www.activ.asn.au](http://www.activ.asn.au).

## Standard 4 Suitability of responsible persons

*Charities must take reasonable steps to:*

- *be satisfied that its responsible persons (such as Board or committee members or trustees) are not disqualified from managing a corporation under the Corporations Act 2001 (Cth) or disqualified from being a responsible person of a registered charity by the ACNC Commissioner, and*
- *remove any responsible person who does not meet these requirements.*

Responsible persons are appointed in accordance with Activ's Constitution and Activ's Procedure for Screening Potential Board and Board Committee Candidates.

All potential candidates are required to provide a resume, relevant professional and character referees and detailed background information relevant to their potential role on the Board. The members of the Governance and Nominations Committee conduct reference checks and interview potential candidates. If successful, the Committee will make a recommendation for nomination to the Board based upon the current Activ Board Skill Set

Matrix. Activ also completes a review of ASIC Banned and Disqualified Directors Register. All successful candidates are required to provide a National Police Clearance, Consent to Act Form, a Responsible Person Declaration and complete an induction process prior to appointment.

*Activ's Procedures for Screening Potential Board and Board Committee Candidates is available from the Governance section on the Organisation's website [www.activ.asn.au](http://www.activ.asn.au).*

## **Standard 5 Duties of responsible persons**

*Charities must take reasonable steps to make sure that responsible persons are subject to, understand and carry out the duties set out in this standard with care and diligence and in good faith. Responsible persons must also not misuse their position or information obtained in fulfilling their duties, and must disclose perceived or actual material conflicts of interest.*

The duties of Responsible Persons (Board and Board Committee members) are set out in formal letters of appointment and Board Induction Packs. All Board members attend meetings, and leaves of absence are formally sought (and minuted) for meetings where a responsible person cannot attend. Conflicts of Interest are managed through the meeting agenda and feature as a standing item which is formally minuted. The Board and Board Committees evaluate their performance on an annual basis.

Conflicts of interest requirements also apply to Council members.

*Activ's Council and Board Member Conflict of Interest Policies are available from the Governance section on the Organisation's website [www.activ.asn.au](http://www.activ.asn.au).*

## **ASX Corporate Governance Council's Corporate Governance Principles and Recommendations**

Activ has also reviewed its governance framework against the ASX Corporate Governance Council's *Corporate Governance Principles and Recommendations* (4th Edition, February 2019) (ASX Principles and Recommendations).

The Principles are:

- Principle 1: Lay solid foundations for management and oversight.
- Principle 2: Structure the Board to be effective and add value.
- Principle 3: Instil a culture of acting lawfully, ethically and responsibly.
- Principle 4: Safeguard the integrity of corporate reports.
- Principle 5: Make timely and balanced disclosure.
- Principle 6: Respect the rights of security holders.
- Principle 7: Recognise and manage risk.
- Principle 8: Remunerate fairly and responsibly.

Activ has considered each recommendation provided in the ASX Principles and Recommendations, taking into account factors such as the size of the Organisation and the Board, resources available and activities of the Organisation. Where, after due consideration, the Organisation's corporate governance practices depart from the ASX Principles and Recommendations, the Board has made full disclosure of the nature of, and reason for, the adoption of its own practice (Appendix A).

## **Principle 1: Lay solid foundations for management and oversight**

*A listed entity should clearly delineate the respective roles and responsibilities of its Board and management and regularly review their performance.*

### **Recommendations**

- 1.1 A listed entity should have and disclose a Board charter setting out:
- (a) the respective roles and responsibilities of its board and management; and
  - (b) those matters expressly reserved to the board and those delegated to management.
- 1.2 A listed entity should:
- (a) undertake appropriate checks before appointing a director or senior executive or putting someone forward for election as a director; and
  - (b) provide security holders with all material information in its possession relevant to a decision on whether or not to elect or re-elect a director.
- 1.3 A listed entity should have a written agreement with each director and senior executive setting out the terms of their appointment.
- 1.4 The Company Secretary of a listed entity should be accountable directly to the Board, through the chair, on all matters to do with the proper functioning of the Board.
- 1.5 A listed entity should:
- (a) have and disclose a diversity policy;
  - (b) through its Board or a committee of the Board set measurable objectives for achieving gender diversity in the composition of its Board, senior executives and workforce generally; and
  - (c) disclose in relation to each reporting period:
    - (1) the measurable objectives set for that period to achieve;
    - (2) the entity's progress towards achieving those objectives; and
    - (3) either:
      - (A) the respective proportions of men and women on the board, in senior executive positions and across the whole workforce (including how the entity has defined "senior executive" for these purposes); or
      - (B) if the entity is a "relevant employer" under the Workplace Gender Equality Act, the entity's most recent "Gender Equality Indicators", as defined in and published under that Act.
- 1.6 A listed entity should:
- (a) have and disclose a process for periodically evaluating the performance of the board, its committees and individual directors; and
  - (b) disclose for each reporting period whether a performance evaluation has been undertaken in accordance with that process during or in respect of that period.
- 1.7 A listed entity should:
- (a) have and disclose a process for evaluating the performance of its senior executives at least once every reporting period; and
  - (b) disclose in relation to each reporting period, whether a performance evaluation has been undertaken in accordance with that process during or in respect of that period.

## Recommendation 1.1

The Board is responsible for the overall performance of the Organisation and accordingly takes accountability for monitoring the Organisation's performance against strategies, setting its strategic direction, establishing policies and overseeing the Organisation's financial position.

The Board Charter sets out the separation of authority, establishes the roles and relationship between the Board and management and includes a description of their respective functions and responsibilities, including matters expressly reserved to the Board.

The Chief Executive Officer (CEO) is responsible to the Board for the day-to-day management of the Organisation which is governed by the Chief Executive Officer Delegations Policy.

*Activ's Board Charter and the Chief Executive Officer Delegation Policy are available from the Governance section of the Organisation's website [www.activ.asn.au](http://www.activ.asn.au).*

## Recommendation 1.2

Refer to our response to ACNC Governance Standard 4 above. In addition, relevant information on Board candidates, enabling informed decisions by Activ's members, is provided to the Council through the Notice of Meeting and Explanatory Memoranda ahead of the Annual General Meeting.

The Board is responsible for the appointment of the CEO. The CEO is responsible for appointment of other senior executives. The appointment of the CEO and other senior executives follows the same recruitment process as for Board candidates.

## Recommendation 1.3

Board candidates are required to sign a Letter of Appointment which acts as a written agreement with Activ and sets out the terms of that appointment. Executive Managers are employed under formalised common law contracts and have formal job descriptions.

## Recommendation 1.4

Under the Associations Incorporation Act 2015 (WA) there is no statutory role for a Corporate Secretary. However, Activ's Governance and Risk Manager leads and manages the Corporate Secretary function.

The Governance and Risk Manager reports to the Executive Manager Finance and Governance, but has a close working relationship with the Chair of the Board, Chair of each Board Committee and Chair of the Council. These arrangements facilitate open and direct dialogue and accountability on all issues relating to Board, Board Committee and Council matters.

## Recommendation 1.5

Activ has not established a specific Diversity Policy. However, Activ has implemented a Respect in the Workplace Policy & Cultural Inclusion and Equity Policy. This policy supports Activ's commitment to diversity in terms of unique contributions, individual differences including, but not limited to, background, culture, ethnicity, language, beliefs, gender, age, socio economic status, ability, family structure, talents and also characteristics that are protected under Equal Employment Opportunity state and national laws.

Activ's workforce is made up of many individuals with diverse skills, values, experiences, backgrounds and attributes including those gained on account of their gender, age, ethnicity, ability and culture as outlined above.

Activ has adopted Equal Opportunity, Cultural Inclusion and Equity and Discrimination and Harassment Policies and discourages all forms of unlawful and unfair discrimination.

Activ is a relevant employer under the Workplace Gender Equality Act, and its most recent Gender Equality Indicators Report is available on the Organisation's website.

*Activ's Respect in the Workplace Policy and Workplace Gender Equality Report are available from the Governance and Public Reports sections of the Organisation's website [www.activ.asn.au](http://www.activ.asn.au).*

## Recommendation 1.6

Board evaluation includes review of each of the Directors individually, as well as the Board as an integrated team and each Board Committee. The Board agreed that in the interests of balancing administration costs and ensuring achievement of effective Board performance measures, the Organisation would undertake internal Board Evaluations, with external consultants being utilised within a three (3) year cycle.

The next Board evaluation will occur early FY20 utilising an external consultant. The process starts with individual self-assessments against a Skill Set Matrix to demonstrate their knowledge and skills in various areas being Strategy, Finance, Commercial, Operations, Human Resources, Change Management, Governance, Risk and Compliance, Disability Services, Marketing Communication and Branding acumen. Results of the consolidated data is provided to the Governance and Nominations Committee and the Board for review and action as appropriate.

## Recommendation 1.7

The performance and remuneration of the CEO is reviewed on an annual basis through the Governance and Nominations Committee and the Chair of the Board against the CEO's Delegation Policy and Key Performance Indicators.

The performance review process for other senior executives involves six monthly performance reviews with the CEO, and in consultation with the Board, to discuss:

1. Performance against Key Performance Indicators (KPIs) set for the previous year;
2. Any performance management issues arising from variances; and
3. The setting of new KPIs (individuals and the senior executive team) for the next year.

The performance review processes for the CEO and other senior executives informs review of remuneration. Remuneration is also benchmarked against the Korn Ferry Hay Group, All Organisations, WA market reference group. Any increase in remuneration is signed off by the full Board.

Consistent with Activ's performance review cycle the FY19 annual CEO evaluation and the next biannual review for senior executives will occur in early FY20.

## Principle 2: Structure the Board to be effective and add value

*The Board of a listed entity should be of an appropriate size and collectively have the skills, commitment and knowledge of the entity and the industry in which it operates, to enable it to discharge its duties effectively and to add value.*

2.1 The board of a listed entity should:

- (a) have a Nomination committee which:
  - (1) has at least three members, a majority of whom are independent directors; and

- (2) is chaired by an independent director;
  - and disclose
    - (3) the charter of the committee;
    - (4) the members of the committee; and
    - (5) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or
  - (b) if it does not have a nomination committee, disclose that fact and the processes it employs to address board succession issues and to ensure that the board has the appropriate balance of skills, knowledge, experience, independence and diversity to enable it to discharge its duties and responsibilities effectively.
- 2.2 A listed entity should have and disclose a Board skills set matrix setting out the mix of skills that the board currently has or is looking to achieve in its membership.
- 2.3 A listed entity should disclose:
- (a) the names of the directors considered by the board to be independent directors;
  - (b) if a director has an interest, position or relationship of the type described in Box 2.3 but the board is of the opinion that it does not compromise the independence of the director, the nature of the interest, position or relationship in question and an explanation of why the board is of that opinion; and
  - (c) the length of service of each director.
- 2.4 A majority of the board of a listed entity should be independent directors.
- 2.5 The chair of the board of a listed entity should be an independent director, and, in particular should not be the same person as the CEO of the entity.
- 2.6 A listed entity should have a program for inducting new directors and for periodically reviewing whether there is a need for existing directors to undertake professional development to maintain the skills and knowledge needed to perform their role as directors effectively.

## Recommendation 2.1

The Board has established a Governance and Nominations Committee that is governed by its Terms of Reference. The Committee consists of three (3) independent non-executive directors and one (1) Chief Executive Officer. The Committee is chaired by an independent director.

Committee member roles, qualifications, experience and their attendance at committee meetings are set out in Appendices B and C.

*Activ's Governance and Nominations Committee Terms of Reference is available from the Governance section of the Organisation's website [www.activ.asn.au](http://www.activ.asn.au).*

Board Committee Member roles and biographies are also available from the Governance section of the Organisation's website [www.activ.asn.au](http://www.activ.asn.au).

## Recommendation 2.2

The Organisation has a Board Skills Set Matrix which sets out the mix of skills that the Board aspires to and progress is tracked against those targets. While, this matrix is not published the Governance and Nominations Committee and the Board proactively monitor skills and diversity necessary to achieve Activ's Strategic Objectives.

## Recommendation 2.3

Independence and tenure of all directors are identified in Board member biographies (Appendix B). This includes disclosure of conflicts of interest where the Board is of the opinion that it does not compromise the independence of a director.

Board Member roles and biographies are available *from the Governance section of the Organisation's website [www.activ.asn.au](http://www.activ.asn.au)*.

## Recommendation 2.4

The Board has reviewed the roles and associations of all Directors at the date of this Report and considers that eight (8) Directors are independent and present a majority of the Board (Appendix C).

## Recommendation 2.5

The Board Chair is independent and the role is exercised separately from the role of CEO (Appendix C).

## Recommendation 2.6

Board candidates undertake a formal induction process which includes modules on the organisation's history, Board Governance Pack, Board operation and Committees, CEO role, management structure, services and divisions, key challenges, visits to work sites, financial reports and budget, strategic planning, and risk policy and framework including operational and strategic risk profiles.

Activ has a Board Professional Development Framework which consists of compulsory completion of an AICD Directors Course or equivalent course within 12 months of appointment and 15 hours of structured/unstructured governance/sector training. The Framework is reviewed by the Governance and Nominations Committee and Board annually. Board members are also evaluated on an annual basis through the Board Evaluation process to identify any gaps in skills and knowledge, with particular focus on financial literacy. Also refer to responses to ASX Recommendations 1.6 and 2.2 above.

Under the Board Charter Board members are also responsible for maintaining the skills and knowledge required to perform their role as a director effectively, and discharge their statutory obligations.

*Activ's Board Charter is available from the Governance section of the Organisation's website [www.activ.asn.au](http://www.activ.asn.au).*

## Principle 3: Instil a culture of acting lawfully, ethically and responsibly

*A listed entity should instil and continually reinforce a culture across the organisation of acting lawfully, ethically and responsibly.*

3.1 A listed entity should articulate and disclose its values.

3.2 A listed entity should:

(a) have and disclose a code of conduct for its directors, senior executives and employees; and

- (b) ensure that the Board or a committee of the Board is informed of any material breaches of that code.

3.3 A listed entity should:

- (a) have and disclose a whistleblower policy; and  
(b) ensure that the Board or a committee of the Board is informed of any material incidents reported under that policy.

3.4 A listed entity should:

- (a) have and disclose an anti-bribery and corruption policy; and  
(b) ensure that the Board or a committee of the Board is informed of any material breaches of that policy.

## Recommendation 3.1

Activ's values characterise the way the Board, senior executive and employees deliver services to people living with disabilities.

Our Organisation's values:

- Learn and grow.
- Listen loudly.
- Share a passion for people.
- Lead with courage.
- Create together.
- Are customer drive.

Activ's values are available from the Governance section of the Organisation's website [www.activ.asn.au](http://www.activ.asn.au).

## Recommendation 3.2

The Board has implemented the Board Member's Code of Conduct, Code of Conduct and Ethics Policy and a Board Member's Conflicts of Interest Policy to ensure high ethical and professional standards and responsible decision-making by Directors and employees.

Activ takes its commitment to the Values and the Code of Conducts seriously. Breaches of the Code of Conduct may lead to disciplinary action, and in the case of a breach of the law an individual may also be held personally and criminally liable for their action.

Under the CEO Delegations Policy the CEO reports to the Board monthly on material incidents.

*The Board Member's Code of Conduct, Code of Conduct and Ethics and Board Member's Conflicts of Interest Policies are available from the Governance section of the Organisation's website [www.activ.asn.au](http://www.activ.asn.au).*

## Recommendation 3.3

The Board has implemented a Whistleblower Policy and Procedures and is committed to fostering a culture of compliance and reporting within Activ where issues of misconduct are reported and investigated using appropriate procedures and safeguards against reprisal or intimidation.

Under the Board Charter the Chair acts as the Whistleblower Protection Officer, where appropriate, in accordance with the Whistleblower Policy and Procedure. Under the CEO Delegations Policy the CEO reports to the Board monthly on material incidents.

*Activ's Board Charter and the Whistleblower Policy and Procedures are available from the Governance section of the Organisation's website [www.activ.asn.au](http://www.activ.asn.au).*

## Recommendation 3.4

Activ has not established a specific Anti-Bribery and Corruption Policy. However, as per our response to Recommendation 3.2 above, Activ has established the Board Member's Code of Conduct, Code of Conduct and Ethics Policy and a Conflicts of Interest Policy.

*The Board Member's Code of Conduct, Code of Conduct and Ethics Policy and Board Member's Conflicts of Interest Policies are available from the Governance section of the Organisation's website [www.activ.asn.au](http://www.activ.asn.au).*

## Principle 4: Safeguard the integrity of corporate reports

*A listed entity should have appropriate processes to verify the integrity of its corporate reports.*

4.1 The board of a listed entity should:

(a) have an audit committee which:

- (1) has at least three members, all of whom are non-executive directors and a majority of whom are independent directors; and
- (2) is chaired by an independent director, who is not the chair of the board,

and disclose:

- (3) the charter of the committee;
- (4) the relevant qualifications and experience of the members of the committee; and
- (5) in relation to each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or

(b) if it does not have an audit committee, disclose that fact and the processes it employs that independently verify and safeguard the integrity of its corporate reporting, including the processes for the appointment and removal of the external auditor and the rotation of the audit engagement partner.

4.2 The board of a listed entity, should, before it approves the entity's financial statements for a financial period, receive from its CEO and CFO a declaration that, in their opinion, the financial records of the entity have been properly maintained and that the financial statements comply with the appropriate accounting standards and give a true and fair view of the financial position and performance of the entity and that the opinion has been formed on the basis of a sound system of risk management and internal control which is operating effectively.

- 4.3 A listed entity should disclose its process to verify the integrity of any periodic corporate report it releases to the market that is not audited or reviewed by an external auditor.

## Recommendation 4.1

The Board has established an Audit and Risk Committee and is governed by its Terms of Reference.

The Audit and Risk Committee consists of:

- Four Non-Executive and independent Directors.
- One Non-Executive and Non-Independent Director.
- Chief Executive Officer.

The Audit and Risk Committee is chaired by Ms Lisa Palmer who is an independent Director and is not the Chair of the Board. The Chief Executive Officer is precluded from voting on financial statements.

Committee member roles, qualifications, experience and their attendance at committee meetings (set out in Appendices B and C) are reviewed and managed as part of the Board Governance and Nominations Committee responsibilities.

The Board has adopted Policies which govern the Selection, Appointment and Rotation of the External Auditors and the Conduct of Non-Audit Services of an External Auditor.

*Activ's Audit and Risk Committee Terms of Reference, Policy for Selection, Appointment and Rotation of the External Auditors and the Policy for the Conduct of Non-Audit Services of an External Auditor are available from the Governance section of the Organisation's website [www.activ.asn.au](http://www.activ.asn.au).*

*Board Committee Member roles and biographies are also available from the Governance section of the Organisation's website [www.activ.asn.au](http://www.activ.asn.au).*

## Recommendation 4.2

In accordance with the Associations Incorporation Act 2015 (WA) Activ's '...financial statements for the year and the notes to the financial statements that are included in the financial report must give a true and fair view of the financial position and performance of the association and comply with the accounting standards'.

The Organisation's CEO and CFO (Executive Manager Finance & Governance) provides a written declaration to the Board, prior to its approval of the financial statements, that, in their opinion:

- Activ's financial statements give a true and fair view of the financial position and performance of the Organisation and comply with applicable accounting standards;
- Activ's financial records for the financial year have been properly maintained; and.

that the opinion is founded on a sound system of risk management and internal controls and that the system was operating effectively in all material aspects in relation to the reporting of financial risks.

The CEO's opinion is underpinned by written assurances from the Senior Executive (including the EMFG (CFO)).

*Activ's audited financial statements are available on request, attendance at the AGM and on the ACNC Charity register [www.acnc.gov.au](http://www.acnc.gov.au).*

## Recommendation 4.3

The Governance and Nomination Committee is responsible for oversight of Activ's governance processes.

The Organisation applies rigorous processes to verify the integrity of all published content. For example, clearance of content through subject matter specialists (internal or external) and senior managers. Activ publishes periodic corporate reports, which may contain content that is not audited or reviewed by the External Auditor. For example, Annual Reports and the Annual ACNC Information Statement.

### **Principle 5: Make timely and balanced disclosure**

*A listed entity should make timely and balanced disclosure of all matters concerning it that a reasonable person would expect to have a material effect on the price or value of its securities.*

- 5.1 A listed entity should have and disclose a written policy for complying with its continuous disclosure obligations under the listing rule 3.1.
- 5.2 A listed entity should ensure its Board receives copies of material market announcements promptly after they are made.
- 5.3 A listed entity that gives a new and substantive investor or analyst presentation should release a copy of the presentation materials on the ASX Market Announcements Platform ahead of the presentation.

## Recommendation 5.1

Activ is a Not-For-Profit Organisation incorporated under the Associations Incorporation Act 2015. It is not listed on the Australian Securities Exchange, and therefore is not required to comply with the ASX Listing Rules continuous disclosure requirements.

The Organisation is committed to engaging with its members and other stakeholders and keeping them informed of all matters affecting the Organisation through a variety of publications, resources and communication streams (see Recommendations 6.1-6.5 below).

Activ's website contains a range of information for stakeholders [www.activ.asn.au](http://www.activ.asn.au).

## Recommendation 5.2

See response to Recommendation 5.1 above. The Board is kept informed, through the CEO, of key external stakeholder engagement and communication activities.

## Recommendation 5.3

See response to Recommendations 5.1-5.2 above.

## **Principle 6: Respect the rights of security holders**

*A listed entity should provide its security holders with appropriate information and facilities to allow them to exercise their rights as security holders effectively.*

- 6.1 A listed entity should provide information about itself and its governance to investors via its website.
- 6.2 A listed entity should have an investor relations program that facilitates effective two-way communication with investors.
- 6.3 A listed entity should disclose how it facilitates and encourages participation at meetings of security holders.
- 6.4 A listed entity should ensure that all substantive resolutions at a meeting of security holders are decided by a poll rather than by show of hands.
- 6.5 A listed entity should give security holders the option to receive communications from, and send communications to, the entity and its security registry electronically.

### **Recommendation 6.1**

Activ proactively provides information about the Organisation and its governance via its website [www.activ.asn.au](http://www.activ.asn.au) and the ACNC website [www.acnc.gov.au](http://www.acnc.gov.au), to effectively communicate to its members and other stakeholders.

Activ's website provides an overview of the Organisation's history, current services and support, business, training and resources. Activ's Annual Report is available in hard copy on request and it is also made available in electronic format via the Organisation's website. The website also encourages stakeholder feedback and communication.

There is a "Governance" section on the Organisation's website which links to the individual director biographies and photographs, the Constitution, Board Charter, Board Committees' Terms of Reference and other relevant governance policies and procedures.

Audited financial statements are also available on request, by attendance at the AGM and on the ACNC website.

### **Recommendation 6.2**

Activ promotes effective two-way communications with its members and other stakeholders. For example, bi-annual meetings with its Council, quarterly meetings with the Board Service Advisory Committee (whose members include individuals with disabilities and family members) and the AGM.

Stakeholder communication is also encouraged via the Organisation's website [www.activ.asn.au](http://www.activ.asn.au) and engagement through Activ events.

### **Recommendation 6.3**

Refer to Recommendations 6.1-6.2 above. In addition, notices of Council meetings and explanatory memoranda are published on the Organisation's website [www.activ.asn.au](http://www.activ.asn.au).

The Board Chair also seeks out questions from Council members prior to putting any resolution to a Council meeting in relation to the meeting business, and there is time allowed following the formal business for general questions. Proxy voting is available prior to the meeting and ensures that Council members can vote without having to attend.

## Recommendation 6.4

Under section 18.7 of the Constitution at ‘...a General Meeting, a poll may be demanded by the Chair of the Council or by three or more Council Members present and, if so demanded, must be taken in such manner as the Chair of the Council directs.’

A copy of Activ’s Constitution is available from the Governance section on the Organisation’s website [www.activ.asn.au](http://www.activ.asn.au) and on the ACNC Charity register via its website [www.acnc.gov.au](http://www.acnc.gov.au).

## Recommendation 6.5

Refer to responses to Recommendations 5.1 and 6.1-6.3. Accordingly, Activ does not have a security register. However, under the Constitution the Council meets biannually with the requisite meeting notifications.

A copy of Activ’s Constitution is available from the Governance section on the Organisation’s website [www.activ.asn.au](http://www.activ.asn.au).

## Principle 7: Recognise and manage risk

*A listed entity should establish a sound risk management framework and periodically review the effectiveness of that framework.*

7.1 The board of a listed entity should:

- (a) have a committee or committees to oversee risk, each of which:
  - (1) has at least three members, a majority of whom are independent directors; and
  - (2) is chaired by an independent director;and disclose:
  - (3) the charter of the committee;
  - (4) the members of the committee; and
  - (5) as at the end of each reporting period, the number of times that the committee met throughout the period and the individual attendances of the members at those meetings; or
- (b) if it does not have a risk committee or committees that satisfy (a) above, disclose that fact and the processes it employs for overseeing the entity’s risk management framework.

7.2 The board or a committee of the board should:

- (a) review the entity’s risk management framework at least annually to satisfy itself that it continues to be sound and that the entity is operating with due regard to the risk appetite set by the Board; and
- (b) disclose, in relation to each reporting period, whether such a review has taken place.

7.3 A listed entity should disclose:

- (a) if it has an internal audit function, how the function is structured and what role it performs; or
- (b) if it does not have an internal audit function, that fact and the processes it employs for evaluating and continually improving the effectiveness of its governance, risk management and internal control processes.

7.4 A listed entity should disclose whether it has any material exposure to environmental or social risks and, if it does, how it manages or intends to manage those risks.

## Recommendation 7.1

The Board has established an Audit and Risk Committee and is governed by its Terms of Reference.

The Audit and Risk Committee consists of:

- Four Non-Executive and independent Directors.
- One Non-Executive and Non-Independent Director.
- Chief Executive Officer.

The Audit and Risk Committee is chaired by Ms Lisa Palmer who is an independent Director and is not the Chair of the Board. The Chief Executive Officer is precluded from voting on financial statements.

Members, their qualifications and experience and their attendance at committee meetings are set out in Appendices B and C.

The Board has adopted Policies which govern the Selection, Appointment and Rotation of the External Auditors and the Conduct of Non-Audit Services of an External Auditor.

*Activ's Audit and Risk Committee Terms of Reference, Policy for Selection, Appointment and Rotation of the External Auditors and the Policy for the Conduct of Non-Audit Services of an External Auditor are available from the Governance section of the Organisation's website [www.activ.asn.au](http://www.activ.asn.au).*

Board Committee Member roles and biographies are also available from the Governance section of the Organisation's website [www.activ.asn.au](http://www.activ.asn.au).

## Recommendation 7.2

Activ has established a Risk and Opportunity Framework to support its systematic and proactive management of risk and opportunities. The tasks of undertaking and assessing risk management and internal control effectiveness are delegated to management through the Chief Executive Officer, including responsibility for the day to day design and implementation of the Organisation's risk management and internal control system.

The Board ensures that the Strategic Risk Register is reviewed at least annually to capture relevant risks, controls and formulate treatment action plans as appropriate to have regard to the risk appetite set by the Board.

The Audit and Risk Committee has an annual plan of work which also requires a review of the Risk and Opportunity Framework and Risk and Opportunity Policy on at least an annual basis to ensure relevancy and continued effectiveness. The Risk Register is also considered by the Audit and Risk Committee at each meeting.

The Governance and Risk function supports the Organisation to monitor and enhance risk management and internal controls.

*Activ's Risk and Opportunity Management Policy is available from the Governance Section of the Organisation's website [www.activ.asn.au](http://www.activ.asn.au).*

## Recommendation 7.3

The Organisation has an internal audit function which is managed by the Governance and Risk team and monitored by the Audit and Risk Committee.

The structure of the internal audit function is a co-sourced model with dedicated internal resources combined with outsourced audit services. The internal audit function undertakes internal audit, risk management and quality assurance responsibilities as set out in the risk based Strategic and Annual Audit Plans, endorsed by the Audit and Risk Committee.

*The Audit and Risk Committee's Terms of Reference and the Organisation's Internal Audit Charter is available from the Governance Section of the Organisation's website [www.activ.asn.au](http://www.activ.asn.au).*

## Recommendation 7.4

The Organisation is committed to operating in line with its Constitution and Strategic Objectives in the pursuit of its Purpose, Mission and Values.

Activ's risk management is addressed under Recommendation 7.2. In addition, the Organisation has developed an Environmental Policy which outlines and supports Activ's commitment to environmental sustainability.

*Activ's Constitution, Strategic Objectives and Environmental Policy are available from the Governance Section of the Organisation's website [www.activ.asn.au](http://www.activ.asn.au).*

## **Principle 8: Remunerate fairly and responsibly**

*A listed entity should pay director remuneration sufficient to attract and retain high quality directors and design its executive remuneration to attract, retain and motivate high quality senior executives and to align their interests with the creation of value for security holders and with the entity's values and risk appetite.*

8.1 The board of a listed entity should:

- (a) have a remuneration committee which;
  - (1) has at least three members, a majority of whom are independent directors; and
  - (2) is chaired by an independent director;and disclose:
  - (3) the charter of the committee;
  - (4) the members of the committee; and
  - (5) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or
- (b) if it does not have a remuneration committee, disclose that fact and the processes it employs for setting the level and composition of remuneration for directors and senior executives and ensuring that such remuneration is appropriate and not excessive.

8.2 A listed entity should separately disclose its policies and practices regarding the remuneration of non-executive directors and the remuneration of the executive directors and other senior executives.

8.3 A listed entity which has an equity based remuneration scheme should:

- (6) have a policy on whether participants are permitted to enter into transactions (whether through the use of derivatives or otherwise) which limit the economic risk of participating in the scheme; and
- (7) disclose that policy and or a summary of it.

## Recommendation 8.1

Activ has not established a separate Remuneration Committee. However, the Board has established a Governance and Nomination Committee, which considers the Board Chair's Honorarium for Board endorsement and Council approval as well as a full review of the CEO and Executive Team Remuneration (prior to Board approval). Refer also to response to Recommendation 2.1 above.

## Recommendation 8.2

Activ's Council comprises volunteers who do not receive remuneration for their time. Activ's Board, with the exception of the Chair who receives an annual honorarium (refer to response to Recommendation 8.1 above), are comprised of volunteers and do not receive any remuneration. There are no termination or retirement benefits for Non-Executive Directors or Council members.

In November 2012, following a full review including external benchmarking it was agreed that the Board Chair's Honorarium would be reconsidered annually to take into account CPI and/or staff salary increases by the Governance and Nominations Committee which would be reviewed by the Activ Board and endorsed by Activ Council. The Board Chair Honorarium was suspended in November 2017 due to current organisational circumstances and was reinstated in November 2018.

Refer to response to Recommendation 1.7 regarding performance review processes for the CEO and other Senior Executives. The CEO and other Senior Executives do not receive any incentive-based remuneration.

## Recommendation 8.3

The Organisation does not have an equity-based remuneration scheme.

### **Additional recommendations that apply only in certain circumstances**

*The following recommendations relate to member meetings to ensure meetings are held or key documents tabled have regard to ease of member access and understanding.*

- 9.1 A listed entity with a director who does not speak the language in which Board or security holder meetings are held or key corporate documents are written should disclose the processes it has in place to ensure the director understands and can contribute to the discussions at those meetings and understands and can discharge their obligations in relation to those documents.
- 9.2 A listed entity established outside Australia should ensure that meetings of security holders are held at a reasonable place and time.
- 9.3 A listed entity established outside Australia, and an externally managed listed entity that has an AGM, should ensure that its external auditor attends its AGM and is available to answer questions from security holders relevant to the audit.

## Recommendation 9.1

Our existing Board members all communicate in English. Activ proactively supports all Board members with appropriate communication formats including for members with disabilities.

## Recommendation 9.2

The Organisation was established in Australia and the AGM is held at a reasonable place and time.

## Recommendation 9.3

The Organisation was established in Australia and the External Auditors attend the AGM and are available to answer questions from members relevant to the audit.

### *The application of the recommendations to externally managed listed entities*

Activ is not an externally managed listed entity.

## APPENDIX A: SUMMARY OF DEPARTURES FROM ASX CORPORATE GOVERNANCE PRINCIPLES AND RECOMMENDATIONS

Recommendation	Notification of Departure	Explanation of Departure
1.4	The Governance and Risk Manager who is the Corporate Secretary does not report directly to the Board.	The Governance and Risk Manager reports to the Executive Manager Finance and Governance, but has a close working relationship with the Chair of the Board, Chair of each Board Committee and Chair of the Council. These arrangements facilitate open and direct dialogue and accountability on all issues relating to Board, Board Committee and Council matters.
1.5	The Organisation has not established a Diversity Policy.	Activ has not established a policy concerning diversity. However, Activ's commitment to diversity is formalised in Equal Opportunity, Cultural Inclusion, Equity and Discrimination and Harassment and Respect in the Workplace Policies, to require equality of opportunity and anti-discrimination to all.
2.2	The Organisations does not disclose a Board skills matrix.	The Organisation has a Board Skills Set Matrix which sets out the mix of skills and diversity that the Board aspires to and progress is tracked against those targets. While, this matrix is not published, the Governance and Nominations Committee and the Board proactively monitor skills and diversity necessary to achieve Activ's Strategic Objectives.
3.4	The Organisation has not established an Anti-Bribery and Corruption Policy.	While Activ has not established a specific Anti-Bribery and Corruption Policy, as per our response to Recommendation 3.2 above, Activ has established the Board Member's Code of Conduct, Code of Conduct and Ethics Policy and a Conflicts of Interest Policy.
5.1	The Organisation has not established a written policy for complying with continuous disclosure obligations ASX Listing Rule 3.1.	Activ is a Not-For-Profit Organisation incorporated under the Associations Incorporation Act 2015. It is not listed on the Australian Securities Exchange, and therefore is not required to comply with the ASX Listing Rules continuous disclosure requirements.
5.2	The Organisation does not provide the Board with market announcements promptly after they have been made.	See response to Recommendation 5.1 above. The Board is kept informed, through the CEO, of key external stakeholder engagement and communication activities.
5.3	The Organisation does not give or release copies of investor or analyst presentations on the ASX Market Announcements Platform.	See response to Recommendations 5.1-5.2 above.
6.5	The Organisation does not have a security registry.	Refer to responses to Recommendations 5.1 and 6.1-6.3. Accordingly, Activ does not have a security register. However, under the Constitution the Council meets biannually with the requisite meeting notifications.
8.1	The Organisation has not established a Remuneration Committee.	Activ has not established a separate Remuneration Committee. However, the Board has established a Governance and Nomination Committee, which considers the Board Chair's Honorarium, as well as a full review of the CEO and Executive Team Remuneration (prior to Board approval). Refer to response to Recommendation 2.1 above.

## APPENDIX B: THE ACTIV BOARD FOR THE PERIOD 1<sup>ST</sup> JULY 2018 TO 30<sup>TH</sup> JUNE 2019

### **Neil Guard (Board Chair)**

*Independent Non-Executive Director*

Neil was appointed to the Activ Board in 2011 and was re-appointed in 2013, 2015 and 2017. Neil was elected as Board Chair in October 2018.

His career includes over 25 years in executive roles in the corporate sector in the UK and public and community services sectors in Western Australia. Until December 2018, Neil was Chief Executive Officer of Richmond Wellbeing, an organisation that operates in the area of mental health recovery services.

Previous roles include Executive Director of the Drug and Alcohol Office, a position he held for 7 years and during which he was seconded by the Minister for Mental Health for 6 months in 2010 to lead the establishment of the WA Mental Health Commission. Before joining the Drug and Alcohol Office in 2008, Neil held the position of Executive Director of Healthway for 5 years and 4 years as Director of Accommodation Services in the Disability Services Commission.

Throughout his career Neil has focused significantly on improving wellbeing outcomes, particularly for disadvantaged populations. He is highly experienced in change and program management and has an extensive record in planning and successfully managing organisational reforms.

Neil is the Board Chair, and also a member of the Activ Council, Governance & Nominations Committee, Service Advisory Committee, Audit & Risk Committee and Activ Royal Commission Steering Committee.

### **Dale Calhoun (Joint Deputy Chair)**

*Independent Non-Executive Director*

Dale was appointed to the Board in September 2016. Dale is currently Director of Tower Human Capital, a Strategic Human Resources consulting practice she established in 2008. Tower works with management teams and Boards on Strategic Human Resources, Organisation Development and Career Management initiatives. Tower consults to a large cross section of WA organisations across all market sectors.

Coupled with her consulting background, Dale has extensive senior executive experience across a wide range of sectors including resources, FMCG, building materials, industrial products and automotive components, retail and health. During this time Dale worked for a number of large listed organisations with an Australian and International footprint.

Dale is a member of the Australian Institute of Company Directors and the Australian Human Resources Institute and served on the Board of Lifeline WA from 2010-2014. Dale has a Bachelor of Commerce Degree from Melbourne University and a Graduate Diploma in Industrial Relations.

Dale is also Joint Deputy Board Chair, the Chair of the Governance & Nominations Committee and also a member of the Activ Council.

### **Craig Knox Lyttle (Joint Deputy Chair)**

*Independent Non-Executive Director*

Craig was appointed to the Board in June 2014. Craig is a Principal with Nous Group, a leading Australian management consultancy. He focuses on helping highly regulated organisations such as universities, utilities providers and purpose-driven organisations transform their operating models to become more commercial and customer-focused. He has also worked in mining, mining and oil and gas services, telecommunications, consumer goods, healthcare and government.

Craig's expertise includes growth strategy, infrastructure planning, customer-led transformation, commercial due diligence, enterprise performance management and sales and marketing.

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Prior to moving to Nous, Craig was a partner at PwC and led PwC's strategy consulting practice in Western Australia. Craig was previously a strategy consultant with A.T. Kearney in North America, and led strategic planning and transformation functions at Telstra in Sydney. He began his career in the federal government as a policy advisor in the human services sector.

Craig is also Joint Deputy Board Chair and Deputy Chair of the Audit & Risk Committee.

## **Matt Wisniewski**

*Independent Non-Executive Director*

Matt was appointed to the Board in September 2016.

Matt is inspired by those that live with disabilities and passionate about assisting them to achieve their dreams. He has gained relevant sector experience by living with, and advocating for, two family members with disabilities. Matt has contributed to the external service delivery network supporting these family members by working with numerous providers in planning individualised programs, including tailoring risk management plans that address their specific challenges and needs.

Matt is the West Australian State Manager for Airmaster Australia Pty Ltd and has a demonstrated history of lifting organisational performance and employee engagement. Locally, he has advanced the development of Quality, WHS and performance initiatives that support best practice and build a compliance culture. Matt is a Graduate Member of the Australian Institute of Company Directors (AICD).

Matt is a member and Chair of the Service Advisory Committee and a member of the Activ Council.

## **Andrew Lefroy**

*Independent Non-Executive Director*

Andrew was appointed to the Board in July 2015.

Andrew has an Honours Degree in Philosophy from Murdoch University. Andrew has worked for many years as a stockman in his family business and has volunteered in a drug rehabilitation centre. Andrew is legally blind/vision impaired and uses technology and his positive attitude to assist him in his university studies and life in general.

Andrew is a member of the Governance and Nominations Committee and Deputy Chair of the Service Advisory Committee.

## **Bevan Smith (Commenced 5/10/18)**

*Independent Non-Executive Director*

Bevan was appointed to the Activ Board in October 2018.

Bevan is a Senior Investment Adviser with over 30 years' experience in the banking, finance and investment sectors. He currently manages investment portfolios for a range of retail, wholesale and institutional clients. Bevan has qualifications in both Psychology and Finance and has tutored at Edith Cowan University and the Australian Stock Exchange in finance and stock market education. He has also presented market updates, commentary and interactive discussion on stock market issues for the ABC, Sky Business News and 91.3SportFM. Bevan was a Non-Executive Director of St Bartholomew's House and Chair of the St Bartholomew's Foundation for the years 2008 to 2018.

Bevan is also a member of the Audit & Risk Committee.

**Lisa Palmer (Commenced 3/9/18)**  
*Independent Non-Executive Director*

Lisa was appointed to the Board in September 2018 as a Casual Vacancy and reappointed in October 2018. Lisa brings to the Board over 20 years of experience from executive management positions in finance, strategy, risk and compliance, governance, internal and external audit and corporate finance advisory at BHP, Woodside, Deloitte and PwC in Australia and the UK.

Lisa's experience covers mining, oil and gas, health, superannuation, government, heavy manufacturing and FMCG. She has led finance and analysis teams internally and on transactions, governance oversight of major capital projects and management system implementations and leading investigations into risk management failings. Her current executive role is as Co-founder and Director of a Perth based private engineering company as well as providing consultancy services in strategy, risk and company secretarial.

Ms Palmer holds an honours degree in mathematics and business. She is a Fellow of the Institute of Chartered Accountants in Australia and the UK, a Graduate of the Australian Institute of Company Directors, a Fellow of the Institute of Chartered Company Secretaries and a Senior Associate of the Financial Services Institute in Australia. Ms Palmer is currently a Board Member and Treasurer at North Cottesloe Surf Life Saving Club, and an immediate past Director of HBF Limited, serving on both the Group Audit and Group Risk Committees.

Lisa is also a member and Chair of the Audit & Risk Committee

**Michelle d'Almeida GAICD (Commenced 1 June 2019)**  
*Independent Non-Executive Director*

Michelle was appointed to the Activ Board in June 2019 to fill a Casual Vacancy.

Michelle holds a Bachelor Business from Edith Cowan University. She has a passion for the important role Media plays in society along with a keen interest in driving business transformation and a real curiosity in digital technology. Michelle has strong commercial skills with a focus on delivering positive business outcomes. Michelle's communication skills deliver a reputation for strong client & stakeholder engagement, with over 6 years Managing Director responsibility & over 20 years Media experience internationally & domestically.

Michelle is Deputy Chair (NED) of Fashion Council WA and Variety The Children's Charity. Previously, Michelle was the Chairman of Community Newspaper Group WA and prior to the sale of The Sunday Times and Perth Now to Seven West Media in 2016 Michelle was the managing director of News Corporation Australia, Western Australian operations.

**Danielle Newport (Chief Executive Officer)**  
*Executive Director – Non-Independent*

Danielle is a qualified accountant (CPA) and Chartered Secretary (ACIS) and has over 15 years' experience working in senior finance and corporate roles, with more than five of these years at senior executive level within the disability sector.

Danielle joined Activ in November 2011 and was appointed to the role of Chief Executive Officer and Managing Director in April 2016. She strongly aligns with the customer perspective and Activ's purpose of enabling people living with a disability to pursue a better life. Prior to taking on the role of CEO, Danielle led the development of Activ's Strategy.

Danielle brings a wealth of experience in strategic governance gained from the 10 years of serving on voluntary Boards across education, community services and the arts. Danielle is a Graduate Member of the Australian Institute of Company Directors (AICD) and currently sits on two Boards external to Activ; National Disability Services (as director and Chair of the Audit Risk and Investment Committee) and Workability International (as director and Chair of the Finance, Audit and Risk Committee)

Danielle is a member of the Audit & Risk Committee, Governance & Nomination Committee, the Royal Commission Steering Committee and Service Advisory Committee.

**Andrew Edwards (President and Chair) (note: Board member until retirement on 5<sup>th</sup> October 2018)**

*Independent Non-Executive Director*

Andrew joined the Board in October 2008 and was re-elected in 2010, 2012, 2014 and 2016. Andrew was elected President and Chair by the Board in 2011. A chartered accountant by background, Andrew Edwards is a professional company director whose career has included 25 years as a partner in PriceWaterhouseCoopers.

His business experience has embraced a wide range of commercial activities, including mergers and acquisitions, business valuations and project reviews, as well as management and Board of Directors leadership roles.

He is a past National Vice President of the (then) Securities Institute of Australia (now the Financial Services Institute of Australasia) and past President of the Western Australian division of that Institute. He is a past State Councillor of the (then) Institute of Chartered Accountants (now the Chartered Accountants Australia and New Zealand), past State Chairman of the Institute's local Education Committee and a past member of its National Education Committee.

He currently serves as Chairman of ASX listed MACA Limited and MMA Offshore Limited and is a Board member of unlisted Nido Petroleum Limited Andrew is a fellow of the Australian Institute of Company Directors.

Andrew is also a member of the Audit & Risk Committee, Governance & Nominations Committee and the Activ Council.

**Stephanie Black (note: Board member until retirement on 5<sup>th</sup> October 2018)**

*Independent Non-Executive Director*

Stephanie Black was elected to the Activ Board in 2008 and was re-elected in 2010, 2012, 2014 and 2016. Stephanie is currently the Executive Director, Government Procurement in the WA Department of Finance. In 2017, she led the WA Government Inquiry into Programs and Projects (the Langoulant Inquiry) which resulted in a significant number of recommendations and provides the basis for public sector reform. Stephanie was responsible for ICT Commissioning, at the Fiona Stanley Hospital in 2013-14. Stephanie has a broad background in Government and the private sector and was Chief Executive Officer at United Credit Union until its merger in 2009.

Stephanie is a member of the Audit & Risk Committee.

**Ian Brown (Joint Deputy President and Joint Deputy Chair) (note: Board member until 31<sup>st</sup> December 2018)**

*Independent Non-Executive Director*

Ian was appointed to the Board in March 2013 and was re-appointed in 2015. Ian is a professional non executive director, an innovation consultant and an entrepreneur with global commercial experience across industries. Ian has taken various Science-Technology (Sci-Tech) inventions and business models and turned them into successful businesses. Ian is currently Chairman of Omni Innovation (nutrition technology) and REX Ortho (orthopaedic surgical device), a Non Executive Director of InterGrain (grain technology), Chairman of Perth Angels (NFP Investor Group) and a Strategic Advisor to the Energy Pipelines Collaborative Research Centre (pipeline technology). Ian is the Joint Deputy Chair and a member of the Governance & Nominations Committee.

# Corporate Governance Statement

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## APPENDIX C: BOARD & BOARD COMMITTEE MEETING ATTENDANCE

(Period 1 July 2018 – 30 June 2019)

ATTENDANCE FOR THE 1ST JULY 2018 TO 30TH JUNE 2019 PERIOD														
18/19 FY Total Meetings	Board		Audit & Risk		Governance and Nominations		Service Advisory Committee		Activ Grants Committee		Council		Activ Disability Royal Commission Steering Committee	
	Total Attended	Total Eligible	Total Attended	Total Eligible	Total Attended	Total Eligible	Total Attended	Total Eligible	Total Attended	Total Eligible	Total Attended	Total Eligible	Total Attended	Total Eligible
NAME	Total Attended	Total Eligible	Total Attended	Total Eligible	Total Attended	Total Eligible	Total Attended	Total Eligible	Total Attended	Total Eligible	Total Attended	Total Eligible	Total Attended	Total Eligible
Andrew Edwards (Chair) <i>(5/10/18 End of Tenure)</i>	3	3	2	2	1	1					1	1		
Ian Brown (Joint Deputy Chair/Deputy President) <i>(31/12/18 Resigned)</i>	3	6			2	2								
Neil Guard (Joint Deputy Chair/Deputy President)	11	12	3	3	2	2	4	4			2	2	2	2
Stephanie Black <i>(5/10/18 End of Tenure)</i>	3	3	2	2										
Craig Knox Lyttle	10	12	5	5										
Andrew Lefroy	11	12			3	4	4	4						
Danielle Newport	11	12	5	5	3	4	3	4					2	2
Matt Wisniewski	12	12	2	2			2	2			1	2		
Dale Calhoun	11	12			4	4					1	1		
Lisa Palmer (Cas Vac Sept 2018, Appt 5/10/18)	8	10	3	3										
Bevan Smith Appt 5/10/18	8	9	3	3										
Michelle d'Almeida Appt 1/6/19	1	1												
<b>Total Meetings Held</b>	12		5		4		4		1		2		2	
<b>Total Out of Session</b>	4		1		4		1		0		0		2	
 Not Eligible														

## APPENDIX D: THE ACTIV COUNCIL FOR THE PERIOD 1<sup>ST</sup> JULY 2018 TO 30<sup>TH</sup> JUNE 2019

### NON-BOARD COUNCIL MEMBERS

#### **John Francks (Chair October 2017 to Present)**

John has been involved with Activ since 1996, and was an Activ Board member from 1998 until 2008. John has been involved with the Finance Industry for many years involved with large international corporations at Senior Management levels. In more recent times John has been involved in running his own finance company. John was appointed an Honorary Life Governor in October 2013. John is a founding member of the Activ Council and is Council Chair.

#### **Laurence Iffla B.Juris., LL.B. (Deputy Chair October 2017 to Present)**

Laurence (Larry) is a partner in the legal firm of Iffla Wade. Through his family Laurence has had a long association with Activ Foundation. Laurence's brother Harold attended Activ Industries and has been a long term recipient of Activ services. His father Mel Iffla was on the Activ Foundation Board and his mother Quentin was very involved in Activ branch activities. Laurence was until 2015 the Chairman of Future Living Trust Inc, an allied organisation supported by Activ that works in the area of future planning for families with a member with a disability, and he remains a Board member. He is married to Nicola and has three adult children. Laurence was also the Chairman of the Harry Perkins Institute of Medical Research until the end of 2018, and remains a Board member. Laurence became the non-executive Deputy Chairman of the Perron Group in November 2018.

#### **Murray Blanchard AM JP**

Murray is a parent of a daughter with Intellectual Disability and was appointed to the Board of Activ Foundation in 1986, serving as Treasurer and Senior Vice President. He was appointed President in 1993 and remained until his retirement from the Board in 2001. Murray was made a Life Member of Activ in 1997 and was appointed an Honorary Life Governor in 1999. He was made a Member of the Order of Australia (AM) in the 2000 Queen's Birthday honours and was awarded the Centenary Medal in 2001 for his services to the community. Murray is a founding member of the Activ Council and has held the position of Council Chair from December 2014 through to October 2017.

#### **Ken Booth**

Ken has been a member of Activ since 1991. His family was associated with the Fremantle Branch from the early 1960s onwards. Ken has served on the Board of the Future Living Trust (Inc.) [formerly the Hawkevale Trust] since 1995. He served on the Board of Activ in 1999 – 2002. He was made a Life Member of Activ in 2005 and Honorary Life Governor in 2013. Ken is a Civil Celebrant, who had a 35 year career in education in WA. His brother David lives in an Activ group home. Ken is a founding member of the Activ Council.

#### **Matthew Battrick**

Matthew was a member of the Activ Board from 2001 to 2011 and he has an adult daughter with intellectual disability. Matthew is a petroleum geologist who has 36 years of experience working internationally for a range of oil & gas companies, including as Managing Director of Sun Resources NL, an ASX-listed oil and gas company with assets in the USA, from 2008 to 2013. His passions are his family, the intellectually disabled people of Western Australia and the field of geology. Matthew is a founding member of the Activ Council.

#### **John Groves**

John was the Executive Director of Activ Foundation from June 1995 until his retirement in May 2007. John has more than 20 years' experience as a Chief Executive Officer and in chairing the Board of various organisations. He has maintained his interest in people with disability and the policy settings affecting them through his ongoing interest in the activities of the National Disability Services (NDS, formerly ACROD.) John has served on the State Committee and the National Board of NDS, and has been its National President. John is a founding member of the Activ Council.

## **Leonie Walker OAM MStJ**

Leonie was a former Board Member, serving on the Activ Board from 2006 to 2016. Leonie joined Activ in 1975. She has two adult sons with Intellectual Disability. Living on a farm in Wongan Hills, Leonie was active in establishing homes for special needs children. She now resides in Dunsborough with her husband and has a long association with local support groups in the area. Leonie was awarded the Centenary Medal for Community Services in 2001 and received the Medal of the Order of Australia (OAM) in the 2015 Queen's Birthday honours. Leonie is an elected member of the Future Living Trust Board. Leonie is an Honorary Life Governor, Trustee and Council member of Activ. Leonie is a founding member of the Activ Council.

## **Penelope Willems**

Penelope was a former Board Member serving on the Activ Board from 2011 to 2013. She is the guardian to her brother who works at Activ Business Services and lives in Activ supported accommodation. Penelope hopes to use her role on the Council as an opportunity to further connect Activ's services with the customers and families they support. Penelope is also a member of the Service Advisory Committee and has strong connections with Activ as her husband has worked for Activ since 2000. Her personal time is spent with family and travelling, a passion she shares with her brother.

## **Dennis Barton (note: Council member until 5<sup>th</sup> October 2018)**

Dennis Barton was one of the first two non-family member directors of Activ appointed in 1995. He served as a director, including 2 years as treasurer, until 2003. He has been a director of the Future Living Trust from 1993 and its Treasurer since 1999. He is the director of an actuarial practice, Barton Consultancy, and of a financial advisory practice Andep Investment Consultancy. Dennis is a founding member of the Activ Council.

## BOARD COUNCIL MEMBERS

**Andrew Edwards** – (Until 5<sup>th</sup> October 2018) refer to details under Board Members

**Neil Guard** - refer to details under Board Members

**Matt Wisniewski** - refer to details under Board Members

**Dale Calhoun** – (From 5<sup>th</sup> October 2018) refer to details under Board Members