Purpose

Estia Foundation of Australia is a faith-inspired, not-for-profit NDIS provider. We exist to support people with disability to live with dignity, exercise choice, strengthen belonging and experience a full everyday life. This policy explains how our Board directs and oversees Estia, protects its charitable purpose and holds management accountable for safe, dependable services and responsible use of resources.

Who this policy applies to

This policy applies to the Board, its committees, the Chief Executive Officer and people exercising delegated authority. It provides participants, families, members, workers, donors and the community with an overview of Estia's governance commitments. It is read with Estia's Constitution, Board Governance Framework and applicable laws. The Constitution and legal requirements govern appointments, powers and formal decision-making.

Policy objectives

1. Keep Estia's purpose and participant rights central

The Board sets strategic direction and makes decisions in Estia's best interests and for its charitable purposes. It considers how decisions affect participants' dignity, safety, choice, inclusion and everyday lives. Estia's faith-inspired compassion is expressed through respectful support for people of all cultures and beliefs.
Charitable funds and assets must be used to advance Estia's purposes.

2. Maintain clear roles and accountability

Members exercise their rights under the Constitution, including through general meetings and director appointment processes. The Board has collective responsibility for governance, strategy, financial oversight, risk and quality. It appoints and supervises the CEO, who manages operations and reports to the Board. The Chair leads the Board and supports effective meetings, scrutiny and decision-making. Individual directors do not direct workers or make operational commitments without authority.

3. Exercise responsible leadership

Directors must act with care and diligence, honestly and in Estia's best interests, and must not misuse their position or confidential information. They must understand their duties, remain informed about Estia's activities and finances, prepare for meetings, ask questions and exercise independent judgement. The Board must oversee responsible financial management and take appropriate action when financial viability or solvency is at risk.

4. Appoint suitable directors and build capability

Director appointments and removals follow the Constitution and applicable requirements. Estia checks eligibility and suitability and uses a skills matrix and succession planning to support continuity. The Board seeks a mix of governance, finance, disability services, risk, workforce and community experience, alongside diverse perspectives and lived experience. Directors receive induction and ongoing development, and the Board reviews its effectiveness.

Policy objectives continued

5. Make informed and properly recorded decisions

The Board meets regularly under its approved meeting calendar, with additional meetings when needed. Agendas and papers support informed discussion of strategy, finance, risk, quality, participant outcomes and management performance. Notice, quorum, voting and written resolutions must comply with the Constitution and law. Minutes record decisions, declared conflicts, agreed actions, responsible people and timeframes.
Governance records are kept securely for required retention periods.

6. Declare and manage conflicts of interest

Directors and other decision-makers must disclose actual, potential and perceived conflicts promptly, including family, financial, business and other relevant interests. Conflicts are recorded and managed under Estia's policy. A conflicted person must withdraw from discussion and voting where required, and the Board must ensure a valid, independent decision can be made. Gifts, benefits and related-party dealings must be transparent, authorised and consistent with Estia's interests and charitable purposes.

7. Use committees and delegations effectively

The Board uses approved committee charters and written delegations to assign work and decision-making limits. Finance, audit and risk oversight covers financial controls, audit findings, compliance and material risks. Quality and safeguarding oversight covers participant safety, rights, service quality, complaints, incidents and improvement. Committees provide reports and recommendations to the Board. Delegating work does not remove the Board's overall accountability.

8. Protect financial integrity and sustainability

The Board approves annual budgets and financial plans and monitors income, expenditure, cash flow, liabilities and financial performance. Management provides regular financial reports and explains significant variations. Controls include authorisation limits, segregation of duties, reconciliations and oversight of purchasing, payroll, billing and claims. The Board oversees annual financial statements, independent external audit and timely action on findings. NDIS claims and fees must meet applicable requirements.

9. Monitor risks and legal obligations

Estia maintains risk and compliance arrangements appropriate to its services. The Board reviews material risks, controls and outstanding actions, including safeguarding, workforce, financial, regulatory, operational and reputational risks. Management maintains registers, a compliance calendar and reporting processes.
Serious concerns are promptly escalated. The Board oversees audit readiness, responses to regulators and action on identified non-compliance.

10. Oversee safe support and continuous improvement

The Board monitors participant outcomes, feedback, complaints, incidents, workforce capability and service quality. Reports must make significant concerns and overdue actions visible. Management is accountable for investigating concerns appropriately, protecting participants, meeting reporting duties and preventing recurrence. The Board monitors whether corrective actions work and whether services reflect participants' individual needs, preferences and rights.

Listening and public accountability

Estia seeks the views of participants, families, representatives, advocates, workers and other stakeholders. Feedback should inform service planning, quality improvement and governance decisions. People may raise concerns without threats, retaliation or disadvantage. The Board receives appropriate information about feedback and complaints while respecting privacy and the proper handling of individual matters.

Estia reports to its members through general meetings and relevant reports, and provides opportunities to ask questions and raise governance concerns. It meets applicable ACNC, NDIS and other reporting obligations.
Public information about Estia's purpose, services and governance must be accurate and accessible. Transparency is balanced with confidentiality, participant privacy and legal requirements; confidential Board papers and personal information are not automatically public documents.

How to raise a governance concern

You can contact Estia with a question or concern about governance, decision-making, financial integrity or accountability. Please explain the matter and the outcome you are seeking. We can assist you to communicate in your preferred way and involve a supporter or independent advocate of your choice.

Estia Foundation of Australia
5-7 Pearson Street, Gladesville NSW 2111
Telephone: **02 9879 8000** | Email: **admin@estia.org.au**
Address governance correspondence to the CEO or the Chair of the Board. Concerns about the CEO should be directed to the Chair. Concerns involving the Chair should be referred to other non-conflicted directors through Estia's office.

Concerns will be assessed, directed to the appropriate non-conflicted person and handled under the relevant complaints, safeguarding, fraud or whistleblowing process. Information will be shared only as needed to respond or meet legal obligations. Confidentiality cannot be guaranteed where reporting or investigation requires disclosure. Eligible whistleblower disclosures attract protections under applicable law.

External concerns: You may raise concerns about NDIS support quality or safety directly with the NDIS Quality and Safeguards Commission on **1800 035 544** or at www.ndiscommission.gov.au/complaints/report. Concerns about charity governance can be raised with the ACNC through www.acnc.gov.au. You do not need Estia's permission to contact a regulator. In an emergency or immediate danger, call **000**.

Responsibilities and review

The **Board** approves this policy, oversees implementation and reviews governance effectiveness. The **Chair** supports Board leadership, ethical conduct and accountable decisions. **Committee chairs** report on delegated oversight and unresolved concerns. The **CEO** implements Board decisions, manages operations within delegated authority and provides timely, accurate reports. The **Company Secretary** supports meeting processes, records and governance compliance. Everyone with delegated authority must work within its limits and escalate matters outside them.

Governance practices are reviewed annually and following material changes. Board evaluation, audits, complaints and incidents inform improvements. Constitutional changes follow the applicable approval process.

Related documents and standards

Estia's Constitution; Board Governance Framework; committee charters; delegations; Code of Conduct; conflicts of interest; financial management; risk management; safeguarding; complaints; privacy; and whistleblower policies. Relevant requirements include the ACNC Act 2012 and Governance Standards, the Corporations Act 2001 as applicable to registered charities, the NDIS Act 2013, NDIS Code of Conduct and applicable NDIS Practice Standards.