

Board Pack

Guide Dogs NSW/ACT

Non-Executive Directors

November 2024



Context

Founded in the 1950's, Guide Dogs NSW/ACT is a prolific Australian charity and registered provider under the NDIS committed to breaking the boundaries that limit people with low vision and blindness. Through their guide dog training and assessment, orientation and mobility training, funding and information support and community education efforts, Guide Dogs NSW/ACT enable greater independence, autonomy and mobility for visually impaired children and adults.

Each year their highly trained Orientation and Mobility specialists work with around 4,000 people of all ages. By working together, they can understand what our Clients want to achieve and support them to pursue meaningful activities that are important to them. It also delivers low vision and early detection services through its subsidiary company, Centre for Eye Health Limited.

Under the leadership of CEO Dale Cleaver, Guide Dogs NSW/ACT has been through a period of significant transformation and growth in recent years. Through a customer-centric strategy focused on social innovation, Dale and his high performing Executive Leadership Team have relocated the head office to enable dog training, services and administrative staff to be co-located. This has also involved putting a strong focus on the role of technology in developing autonomy and independence of people with low vision or blindness, and an increase in advocacy and support for people grieving their loss of vision.

There is heavy reliance on generous donations to fund their services as less than 10% of their income comes from government funding, including the National Disability Insurance Scheme (NDIS)..

They are passionate about creating opportunities and championing the rights of people with low vision or blindness. This includes building a community of individuals who share the mindset and ambition for accessibility and inclusivity.



Guide Dogs NSW/ACT - Context

Purpose

Break the boundaries that limit people with low vision or blindness.

Mission

The mission of Guide Dogs NSW/ACT is to create opportunities and champion the rights of people with low vision or blindness. Build a community of individuals who share our mindset and ambition for accessibility and inclusivity.

Values

Their core values reflect a commitment to their clients, emphasising that clients come first in everything they do.

Walk the talk.- The buck stops with us. So we keep our word and keep going, no matter what. To demonstrate our commitment to this value, we will:

- Be accountable and empowered to take ownership of outcomes
- Be proactive, resilient and persevere when things are difficult
- Communicate respectfully, openly and honestly
- Take action and deliver on our commitments

Lift each other - From a guiding hand to a high five, we unleash and acknowledge everyone's potential. To demonstrate our commitment to living this value, we will:

- Partner with Client and stakeholders as equals
- Be collaborative and develop relationships with other teams
- Consider the perspective of Clients, donors, volunteers and staff in all decisions
- Partner with others to create better Client outcomes

Lead with head and heart - Forever focused on our purpose and mission, we combine care and careful planning to deliver successes worth celebrating. To demonstrate our commitment to living this value, we will:

- Engage with passion and commitment to the purpose
- Adapt our approach in response to new priorities
- Gather information and data to make informed decisions
- Celebrate others' successes and achievements

Never stop exploring - We're fearlessly creative. We've always asked and answered the tough questions and if there's a better way, we'll find it. To demonstrate our commitment to living this value, we will:

- Respectfully question and challenge current practice
- Reflect on our actions and on lessons learnt
- Be curious and seek to understand the problem and offer a solution
- Explore creative alternatives and opportunities for continuous improvement
- Adopt new ways of doing things



Governance

Organisation Structure

Guide Dogs NSW/ACT is an independent entity that operates in NSW and the ACT. Guide Dogs NSW/ACT is a company limited by Guarantee. Members have limited liability. Each new Director is also invited to apply for membership. Guide Dogs NSW/ACT has two operational areas Philanthropy and Fundraising, and Client Services. There are also four support areas People & Culture, Finance, Technology, Marketing and Communications and the CEO office.

Center for Eye Health Limited (CFEH) is a wholly owned subsidiary of Guide Dogs NSW/ACT that provides low vision and early detection services.

Along with other state-based organisations Guide Dogs NSW/ACT sit in a Federated structure called Guide Dogs Australia (GDA). Whilst most activity is state based and independently controlled within a separate corporate structure, certain activity is positioned in a broader, country-wide context such as a shared Brand and Corporate Partnerships that are managed collaboratively by GDA aligned with participating state-based organisations.

The CEO, Chair, and other Directors of Guide Dogs NSW/ACT work collaboratively with GDA and the Chair is also a Board member of GDA along with Chairs of other Guide Dogs states.

Board Structure

The Guide Dogs NSW/ACT constitution states that the Board may consist of no more than nine Directors. The Board is responsible for the development of the organisational strategic directions, monitoring organisational performance, and overseeing organisational governance and risk requirements. The Board currently operates two subcommittees:

- Finance, Audit and Risk Management
- Nomination, Remuneration and Culture

In addition to the Guide Dogs Board and Committees, they have a Board representative on the Customer Advisory Panel, which is supported by Guide Dogs with volunteer client members and a lived experience facilitator. The Voice of the Client is important to inform their service delivery and strategic approach.

Committee membership is reviewed annually, and Directors are selected to act as members or as the Chair of the committees based on their skills and experience.

Your experience will influence the culture of customer-centricity, transparency, and personal accountability.



Governance (continued)

Composition

Most Board members could expect to be asked to sit on at least one Board committee in addition to their main Board role. Board members also meet regularly without members of management, including with the external auditor to assist with their oversight role.

There is a culture of open and frank discussion during meetings. The range of services, fundraising activities and corporate support are reviewed regularly including the infrastructure to provide a robust business model to support our clients.

Tenure

Directors are generally appointed for an initial term of three years, with a maximum of 3 x three-year terms under the company's constitution.

Board Meetings

The Board meets approximately nine times a year, allowing for diverse schedules, with a mix of online or in attendance at the Guide Dogs. There are two strategy and planning sessions per year (either half or full day each).

Directors may also be required to attend other ad-hoc meetings or strategy sessions if the need arises from time-to-time.

The cycle and duration of Committee meetings varies depending on the Committee.

In addition to the above, Directors are encouraged to attend donor/fundraising and graduation events for our dogs. Overall, the time commitment required for Directors is the equivalent of around 15 full days per year for Directors who are also members of one Committee. That amount may increase if Directors are members of more than one Committee and/or act as chair of any Committee.

Meeting Dates

AGM and final Board meeting for 2024 – 26 November 2024, 11am
Board meeting – 9 December 2024 – virtual from 5-6:30pm
Board meeting – 27 January 2025 – virtual from 5-6.30pm
Board meeting – 3 March 2025 – in person from 5-8pm
Board meeting – 31 March 2025 – virtual from 5-6.30pm
Board meeting – 29 April 2025 – virtual from 5-6.30pm
Board meeting – 26 May 2025 – in person from 5-8pm
Board meeting – 30 June 2025 – virtual from 5-6.30pm
Board meeting – 28 July 2025 – in person from 5-8pm

Remuneration

While the Company does not currently remunerate Directors for their services as a director, reimbursement for expenses incurred on company business may be claimed. Expense reimbursement is subject to approval by the Chair, in accordance with relevant Company policies.



Key selection criteria – Two Non-Executive Directors

These roles will appeal to Directors who wish to work in a fast moving not for profit environment and who are passionate about breaking the boundaries that limit people with low vision and blindness. As part of an active Board renewal process, Guide Dogs is looking for suitably experienced and qualified people to be considered for appointment with a focus on the following key skills, experience, and backgrounds:

Attributes and experience:

Guide Dogs NSW/ACT are seeking to appoint two Non-Executive Directors, each of whom will bring deep experience and skills across one of the following areas:

Technology - Experience delivering services through technology, product development expertise and engineering insights. Experience leading customer-centric digital transformations across a distributed workforce.

Partnerships – Evidence of having creatively developed shared-value partnerships, strategically aligned corporate partners and social enterprises to create sustainable revenue streams..

Further to the above, Guide Dogs are looking for these two new NED appointments to come from NSW or ACT.

Key knowledge and experience you bring to the Board:

- Contemporary knowledge of governance; and experience applying a commercial mindset to a For Purpose Board.
- Broad corporate/business background is required
- Demonstrated commitment to the rights and empowerment of people with a disability.
- Financial acumen
- Strong risk appetite and understanding of legal obligations
- Knowledge of the issues relevant to people living with vision loss and the support systems designed to address these needs.
- Well-developed communication and people skills

In addition, desirable experience includes:

- Leadership or governance roles, or expertise in the low vision or blindness sector, combined with a passion for improving outcomes for people with low vision or blindness
- Experience living with low vision or blindness OR experience caring for someone living with low vision or blindness is desirable in one of these directors.
- Experience in a clinical setting, specifically blind or low vision.

Additional Requirements/Conditions:

- **Probity Checks.** All positions within Guide Dogs NSW/ACT will be required to undergo probity checks including criminal record checks, NDIS Worker Screening Checks and working with children checks (where relevant to the position).
- **Work Hours.** Unless otherwise expressly agreed in writing, non-executive Directors are not employees of Guide Dog NSW/ACT and the nature of the position may require the incumbent to work outside the normal span of business hours.
- **Travel.** The nature of this position may require the incumbent to undertake domestic travel from time to time to attend scheduled events and meetings at Guide Dogs NSW/ACT locations.



Guide Dogs NSW/ACT Non-Executive Directors

The primary aims of these positions are to collectively govern with other Non-Executive Directors to:

- cultivate a sense of group responsibility with commitment to excellence in governance while overseeing organisational strategic direction, monitoring performance and overseeing governance and risk requirements;
- drive the business forward while ensuring compliance and risk management.
- focus on the company's clients and sustainability, acting responsibly towards employees, suppliers, business partners, and the wider community.

Duties and expectations of Non-Executive Directors:

- The Board is simultaneously entrepreneurial, driving the business forward, while ensuring the Company maintains sound compliance and risk management processes.
- The Board must be sufficiently knowledgeable about the workings of the Company to be answerable for its actions yet be able to stand back from the day-to-day management of the Company and retain an objective, long-term view.
- The Board must be sensitive to the pressures of short-term issues and be informed about broader, long-term trends.
- The Board should be focused upon the needs of the Company's clients and customers, as well as the sustainability of the business, while acting responsibly towards its employees, suppliers, business partners and the wider community.

In doing the above, the Directors:

- must comply with the law, the Company's Constitution, applicable Company policies and their duties under the Corporations Act and Australian Charities and Not-for-profits Commission (ACNC) Act (in particular, the ACNC's Governance Standards).
- should adhere to the highest standards of corporate governance and business ethics; and
- should keep their knowledge and skills current and keep abreast of legal, regulatory and market changes by undertaking relevant continuing professional development.



Current Board



Jacqui Jones – Chair

B.Ec (Soc Sci), MA, Grad Dip Ed, MAICD

Jacqui is Executive Director of the Constellation Project and Director of the Impact Assembly at PwC. She has more than 25 years' experience working across the private and not-for-profit sectors to improve outcomes for people in the areas of education and homelessness. Jacqui joined the Board in August 2018. She is a member of the Nomination Remuneration and Culture Committee and Board representative member of the Customer Advisory Panel.



Robin Low, Non-Executive Director

B.Com, FCA, GAICD

Robin is a non-executive director and is on the board of four listed companies: Appen Limited, AUB Group Limited, IPH Limited and Marley Spoon AG and serves as Chair of their Audit and Audit and Risk Committees. She is on the board of the Sax Institute and is a member of the University of New South Wales Audit Committee. She joined the Board in June 2019. Robin brings broad sector experience across financial services, technology, medical research funding, mergers and acquisitions and governance and risk. Robin's executive career was with PwC where she was a partner specialising in audit and risk. She is a past deputy chair of the Auditing and Assurance Standards Board. Robin is also Chair of the Finance, Audit and Risk Management Committee.



Darryl Newton – Non-Executive Director

B.Com, CA, GAICD

Darryl joined the Board in October 2019. He has had an extensive and varied executive career in accounting, consulting, finance, and risk management roles. He was a partner at Ernst & Young (EY) for 14 years specialising in financial services. After leaving EY, Darryl held senior management roles at Westpac, Bank of Queensland and, most recently, Australia Post. Currently, in addition to Guide Dogs, Darryl is a Non-Executive director at ING Bank (Australia) Limited and Chair of its Audit Committee. Darryl is a member of the Finance, Audit and Risk Management Committee and a Non-Executive director and Chair of Centre for Eye Health Limited.



Current Board (continued)



Breanna Davies – Non-Executive Director

BComm (Journalism) LLM

Breanna joined the Board in October 2022 and is a partner at Gadens Lawyers specialising in corporate and commercial law. She has over 17 years experience as a solicitor, including advising clients in the charities and not for profit space. Breanna previously worked at Henry Davis York Lawyers, and has a Bachelor Laws / Communications (Journalism) from UTS and a Masters in Law from UNSW. In the 2022 edition of Doyle's Guide, Breanna was recognised as a Leading Commercial & Business Lawyer – New South Wales. In her spare time Breanna loves to spend time with her husband and young daughters.



Cheryl Hayman – Non-Executive Director

FAICD, FGIA

Cheryl joined the Board in October 2023. She is an experienced non-executive director who has significant technology and digital transformation expertise as well as deep financial acumen and governance expertise, along with a focus on customer and consumer. Her breadth of experience comes from a former career deep in brand marketing and innovation across large scale manufacturing, operational and commercial enterprises and subsequently through a diverse Board portfolio spanning multiple industry sectors. She is currently a Non-Executive Director, with Board and Committee positions, on two listed company Boards: Silk Logistics Holdings Ltd and Ai-Media Technology Ltd. Until recently she also served on the board of ASX Beston Global Food Company. She has had a significant Board career in the listed and the non profit space, with recent positions on Peer Support Australia and Darlinghurst Theatre Company (completed June 2024).



Cameron Evans – Non-Executive Director

BE, GAICD, GradDipAppFin, BE ME, MBA

Cameron is an experienced senior executive with a career that has been focused on the infrastructure sector, both locally and internationally. He has held leadership roles across the sector, from investments, asset development and origination, through construction, operations, and maintenance. Before joining Indara, Cameron held senior roles with Brookfield Infrastructure, Zinfra and Ventia. Cameron holds of Bachelor of Engineering (University of Newcastle), Masters of Engineering (University of Sydney), MBA (Executive) from Australian Graduate School of Business, a Graduate Diploma in Applied Finance and Investment and is a Graduate of Australian Institute of Company Directors. Cameron is also a member of the Nomination, Remuneration and Culture Committee.



Guide Dogs NSW/ACT – Chief Executive Officer



Dale Cleaver

“To have the opportunity to lead one of Australia’s most iconic organisations is most definitely a career highlight. It is an honour to work alongside such a dedicated team who live and breathe our values, and who are committed to improving the lives of people with low vision or blindness with heart and authenticity.

The role of CEO draws on my passion and experience in transformational organisational change; building on the 60 year successful heritage of Guide Dogs, and further developing its people, products, services, systems and governance, to ensure it remains relevant and customer centric for current and future generations.

Seeing our Clients achieve their goals in life and be a partner in their journey, makes it easy for me to come to work each day.”



Further information

Website	https://nsw.guidedogs.com.au/
Annual Report	https://nsw.guidedogs.com.au/about-us/annual-reports/
Disability Inclusion Action Plan	https://nsw.guidedogs.com.au/about-us/disability-inclusion-action-plan/
Reflect Reconciliation Action Plan	https://nsw.guidedogs.com.au/about-us/reflect-reconciliation-action-plan/
Membership	https://nsw.guidedogs.com.au/about-us/governance/members/
Governing Document	Guide Dogs NSW/ACT Constitution
Corporate Governance Statement	GDN Corporate Governance Statement.pdf



For more information



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