



P03 Corporate Governance Statement

May 2025

cancercouncil.com.au

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1. Introduction

- 1.1 The purpose of this policy is to outline Cancer Council's approach to corporate governance in the context of the Australian Charities and Not-for-Profits Commission (ACNC) Governance Standards.
- 1.2 The document owner is the Company Secretary.

2. Application and review

- 2.1 This policy commences on 20 May 2025 and replaces all other versions of this policy. It may be amended from time to time to meet the ongoing needs of the organisation and will be reviewed no less than once every three years. This version remains effective until a new version is approved.
- 2.2 All Cancer Council Board members, Committee members and any other person involved in the governance of the organisation will perform their duties in line with the principles set out in this statement.

3. Definitions

- 3.1 In this policy:
 - Annual General Meeting** means a meeting of members organised annually
 - Cancer Council** means The Cancer Council NSW (ACN 116 463 846)
 - Constitution** means the governing document of Cancer Council dated 17 December 2015
 - Deductible Gift recipient** means that an organisation can receive tax deductible gifts
 - Responsible People** means the Directors of Cancer Council.

4. Registration

- 4.1 The Cancer Council NSW was incorporated on 30 September 2005 as a public company limited by guarantee under the *Corporations Act 2001* (Cth) (Corporations Act). Cancer Council was registered as a not-for-profit charity under the *Australian Charities and Not-for-Profits Commission Act 2012* (Cth) (the ACNC Act), with the ACNC on 3 December 2012. Since that date the ACNC has been Cancer Council's primary regulator.
- 4.2 Cancer Council is a member of the Cancer Council Federation, which comprises the Cancer Councils of all states and territories of Australia and Cancer Council Australia.

5. Approach

- 5.1 To Cancer Council, good corporate governance means having sound governance processes in place, including having a transparent set of rules and controls to govern relationships between stakeholders, frameworks, decision making and responsibility to ensure that the funds it raises are used in the most effective and efficient way to achieve its purpose.

- 5.2 The Board has responsibility to develop, implement and maintain a culture and standard of corporate governance for both internal and external stakeholders.
- 5.3 The Governance Standards under the ACNC Act are the main requirements applying to Cancer Council in relation to corporate governance. Organisations must meet the ACNC Governance Standards in order to be registered as charities with the ACNC. The ACNC Governance Standards at the time of publishing are:
- Standard 1: Purposes and not-for-profit nature
 - Standard 2: Accountability to members
 - Standard 3: Compliance with Australian Laws
 - Standard 4: Suitability of Responsible People
 - Standard 5: Duties of Responsible People
 - Standard 6: Maintaining and enhancing public trust and confidence in the Australian not-for-profit sector
- 5.4 The steps that Cancer Council takes to meet its obligations under each of the ACNC Governance Standards are outlined below.

6. Governance Standard 1: Purposes and not-for-profit nature

- 6.1 The governing document for Cancer Council is the Constitution which is available on the website and uploaded to ACNC for the public to view. The Constitution dated 17 December 2015 outlines Cancer Council's charitable objects which correspond to the 2024-2028 Strategy which is published on the website.
- 6.2 The Board and Executive Leadership Team meet regularly to formally review progress on achieving its strategy. The Annual Report (which is published on the website) provides information on progress against the charity's purpose and strategy.
- 6.3 The Constitution includes clauses that demonstrate its not-for-profit character such as restrictions on the transfer of income or property to members, organisations to whom assets may be transferred upon winding up or dissolution, and the deductible gift recipient (DGR) revocation clause.

7. Governance Standard 2: Accountability to members

- 7.1 Cancer Council is almost entirely community funded, and stakeholders are integral to its activities. Cancer Council reports to its members and to regulators through an Annual Report, publication of an annual financial report, the publicly available ACNC Annual Information Statement, and at the Annual General Meeting (AGM).
- 7.2 An AGM is organised each year which presents an opportunity for members to ask questions, vote on resolutions as well as receive information on the charity's activities and finances.
- 7.3 For any general meeting, including the AGM, there are set notice requirements in the Constitution to follow. The Constitution also incorporates other requirements for

general meetings such as voting procedures, proxies, nomination and election of Directors.

- 7.4 The Board consists of up to 10 Directors: four Directors appointed by the Board and six Directors elected by members. Under the Constitution, the Board appoints the Chair and may appoint a Deputy Chair.
- 7.5 Under the Constitution, the Directors may exercise all Cancer Council's powers, except those required to be exercised by the members under the Constitution or the Corporations Act.

8. Governance Standard 3: Compliance with Australian laws

- 8.1 Cancer Council is regulated by the Corporations Act, as modified by the ACNC Act. Cancer Council holds tax endorsements and concessions and is also subject to the Income Tax Assessment Act 1997 (Cth) (Income Tax Act) and relevant fundraising legislation. Cancer Council's Audit, Risk and Information Technology Committee monitors compliance with the legislative compliance obligations applying to Cancer Council's operations and activities.
- 8.2 Cancer Council holds a charitable fundraising authority under Section 16 of the Charitable Fundraising Act 1991 (NSW) and any other relevant Acts that may apply from time to time and is endorsed as a deductible gift recipient under Subdivision 30-BA of the Income Tax Act. Cancer Council is also registered as a Health Promotion Charity (HPC) with the Australian Tax Office.
- 8.3 The Audit, Risk and Information Technology Committee oversees Cancer Council's risk management framework, and the adequacy and effectiveness of accounting and financial controls and procedures.
- 8.4 The CEO, COO and CFO have organisational responsibility for risk management and ensuring the appropriate checks and balances are in place to protect the charity's finances and assets. Cancer Council has a three-year Internal Audit Plan which assists Cancer Council to review and address relevant risks.
- 8.5 The Investment Committee monitors the appropriate level and strategic asset allocation of the investment portfolio, taking into account investment risks as well as current and future spending commitments and expectations.

9. Governance Standard 4: Suitability of Responsible People

- 9.1 Cancer Council Directors are the Responsible People under the ACNC Act and to be appointed to the position, and remain in the position, the Directors must not be disqualified from managing a corporation by ASIC or disqualified under the ACNC Act.
- 9.2 Cancer Council Directors must hold a Director Identification Number.
- 9.3 Cancer Council carries out appropriate probity checks prior to appointing Directors and any external Committee members.

- 9.4 The Australian Securities and Investments Commission banned and disqualified register and the ACNC Register of Disqualified Persons are checked upon appointment and annually to ensure that the Responsible People are not disqualified.
- 9.5 The Directors are requested to sign a declaration confirming that they are not disqualified from managing a corporation, with a request to notify Cancer Council as soon as possible if they do become disqualified or if any information arises that is relevant to a consideration of the Director's fitness and propriety.
- 9.6 The Governance, Nomination and Remuneration Committee have overseen the development of a Board skills matrix and is responsible for making recommendations to the Board about Board appointments and succession. The Governance, Nomination and Remuneration Committee monitors forthcoming Director retirements, and the current Board skill set to ensure that there is the appropriate mix of skills for the Board to effectively govern the organisation.
- 9.7 The skills and experience of the Board members are listed on the website for transparency and to build public confidence in the organisation.

10. Governance Standard 5: Duties of Responsible People

- 10.1 As part of onboarding processes, Directors are provided with a list of duties of Responsible People as prescribed by ACNC. These duties include acting honestly and in Cancer Council's best interests and disclosing and managing conflicts of interest. The Board Code of Conduct includes a statement of principles which provide an ethical framework and guideline for Directors to follow in this regard. There is a section which describes the process by which conflicts of interest (whether perceived, potential or actual) will be managed by the Board.
- 10.2 Directors are responsible for ensuring that Cancer Council's financial affairs are managed responsibly and that it does not operate while insolvent. The Audit, Risk and Information Technology Committee plays an important role in assisting the Directors to discharge their duties and responsibilities in this area by monitoring financial performance, capital expenditure and cash flow. The Committee's Charter is available on the website.
- 10.3 Board and Committee papers are sent out to the Board within 7 days of the meeting to ensure that there is sufficient time for Directors to prepare. A board paper software is used for improved efficiency and security.
- 10.4 On appointment, each Director receives a comprehensive Letter of Appointment which sets out important matters such as Directors' duties and responsibilities.
- 10.5 New Directors receive induction training covering issues such as: Cancer Council's operations, finances, structure and governance. Executive Leadership Team members provide briefings about their areas of responsibility.
- 10.6 Directors are encouraged to continue learning and are provided with opportunities for professional development.
- 10.7 If a Director were to breach their duties as a Responsible Person then action would be taken including potentially proposing to the members to remove the Director.

- 10.8 The Board may hold an ‘in-camera’ session with no management present, typically, at the conclusion of each Board Meeting.

11. Governance Standard 6: Maintaining and enhancing public trust and confidence in the Australian not-for-profit sector

- 11.1 This standard does not apply to Cancer Council. (It only applies to charities that are, or are likely to be, required to become a participating non-government institution of the National Redress Scheme under *the National Redress Scheme for Institutional Child Sexual Abuse Act 2018* (Cth)).

12. Other corporate governance principles

- 12.1 The Board has a number of non-delegable powers under the Constitution including: the establishment and membership of Board Committees, the appointment of the Chief Executive Officer (CEO), final approval of research grants and dealings in relation to real property.
- 12.2 The Board has delegated certain powers to management and staff of Cancer Council and these powers are recorded in a Delegations of Authority policy.
- 12.3 The Board and Board Committees each have a Charter which sets out their respective roles and responsibilities, and scope of authority of the Board and each Committee.

13. References/related documents

- Board Charter
- Audit, Risk and Information Technology Committee Charter
- Governance, Nomination and Remuneration Committee Charter
- Investment Committee Charter
- Governance Standards (Australian Charities and Not-for-Profits Commission)
- Board Code of Conduct
- Annual Reports lodged with ACNC
- Financial Reports lodged with ACNC

14. Version control

Version control			
Document name	P03 Corporate Governance Statement		
Document owner	Company Secretary		
Commencement date	May 2025	Approved by	Board

Current version #	3	Next review date	May 2028
Document history			
Version #	Commencement date	Summary of changes	
1	November 2017		
2	April 2022	Minor updates	
3	May 2025	Updated template and major updates to the body of the policy to focus the statement on compliance with ACNC Governance Standards rather than the ASX principles.	