



Governance v 1.0

ELEPHANT IN THE ROOM TRAINING AND CONSULTANCY PTY LTD (ACN 605 379 824) being a company duly incorporated in the State of New South Wales carries on an employment services business providing employment training, consultancy and other ancillary services.

The Company, has four Directors, each director owns one fully paid ordinary share in the Company and these are the only shares issued by the Company.

The management of the Business is in the joint hands of the Shareholders and each of them currently holds the position of Director and Secretary of the Company. Each Shareholder is also an employee of the Company providing direct support to participants.

Each of the Shareholders agrees to use her best endeavours to promote and develop the Business in accordance with the terms of the Shareholders Agreement.

The Company shall own all moral and legal rights to any intellectual property created by any of the Directors in the course of such employment.

Roles and Responsibilities of Directors

Elephant in the Room's Board of Directors have personal and employment backgrounds that reflect the spectrum of attributes required for the successful management of the company.

The role of the Directors:



- ❖ Is to be responsible for the governance of the organisation;
- ❖ Set its strategic directions and monitor progress towards the achievement of outcomes using a strength based person centred approach to service delivery;
- ❖ Understand their responsibilities as set out in the EITR Service Charter. The EITR Service Charter is available on the Website in an accessible format.

Be accountable in accordance with the legislative requirements under the Corporations Act 2001 (Commonwealth), which is administered by the Australian Securities & Investment Commission (ASIC).

Ethical Standards

Directors must at all times act ethically and responsibly in the best interests of EITR, in accordance with their statutory and fiduciary duties.

Directors shall:

- ❖ understand and fulfil their responsibilities as Directors with honesty, diligence and in good faith;
- ❖ maintain confidentiality in relation to all matters relating to participants and other Directors;
- ❖ exercise a duty of care towards participants;
- ❖ act as an advocate and ambassador for EITR in their dealings with other persons or organisations;
- ❖ attend all Board meetings as required, and if unable to attend, send apologies in advance;
- ❖ disclose actual or perceived conflicts of interests between their role as a Director and any other personal, professional or community roles;



- ❖ act to prevent EITR from incurring a debt;
- ❖ make timely and balanced disclosure of all matters that affect its legal and compliance obligations;
- ❖ refrain from accepting any gifts or remuneration in matters which relate to or impinge on their role as a Director; and
- ❖ declare any accusation of a criminal matter pending or insolvency.

Meeting arrangements

Directors will meet 12 times a year, 6 face to face meetings and 6 via 'Google Hangout'.

The responsibility of chair and minute taker will be nominated by the group at the previous meeting. The agenda will be compiled by the chair after a request for agenda items one week prior the meeting. Standing agenda items include financial report, declarations of Conflict of Interest, risk management, Work Health & Safety, endorsement of previous minutes, matters arising and general business.

The quorum for meetings is 3.

Minutes and documentation of all decisions made will be posted on the shared drive in the administration folder.



Probity Requirements

All Directors of EITR are involved in face to face provision of supports and services to people with disability. Directors will undergo a criminal record check, and undergo further checks at least every 4 years. Under the Disability Inclusion Act, a funded service provider is prohibited from engaging, or continuing to engage, a person who has been convicted of certain criminal offences.

Risk Management

EITR takes seriously its responsibility to identify and manage all types of organisational risks including compliance, financial, safety and health, environmental, and operational risks.

A risk is any internal or external situation or event that has the potential to have a negative impact on EITR by causing harm to people associated with the organisation, preventing the organisation from successfully achieving its outcomes and delivering its services, reducing its viability and/or damaging its reputation.

The responsibility for identifying and managing risks is that of the Directors. Directors will act responsibly to minimise the risks to themselves and others, and will report hazards and other risks immediately they are noticed. Risks and their management will be documented on the Organisational Risk Register located on the EITR shared drive. Risks will be discussed at each meeting.



Necessary insurance policies are in place to protect EITR as an organisation and its directors who provide direct support to participants.

Changes to Legislation and regulatory compliance will be monitored by the Directors.

Strategic and Operational Planning

EITR strategic directions, priorities and goals are documented each year using PATH (Planning Alternative Tomorrows with Hope). All directors must be in attendance. Outcomes are reviewed at monthly meetings and documented in the meeting minutes.