



Australian College of Nursing

CORPORATE GOVERNANCE FRAMEWORK



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Document Control

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Purpose

Australian College of Nursing (ACN) is committed to best practice corporate governance. The purpose of the ACN Corporate Governance Framework is to provide a comprehensive map of responsibilities, competencies, and processes that define how ACN is governed.

The ACN Corporate Governance Framework (the Framework) reflects best practice for not-for-profit organisations in Australia, considering the Governance Standards published by the Australian Charities and Not-for-profit Commission (ACNC). The Framework has been prepared and adopted on the basis that strong corporate governance can enhance a Company's performance and generate confidence among its members and stakeholders.

Governance hierarchy

The following diagram illustrates the governing hierarchy, as outlined in documentation that guides the work of the ACN.

This Framework is the overarching document that describes the governance for the **Board**.

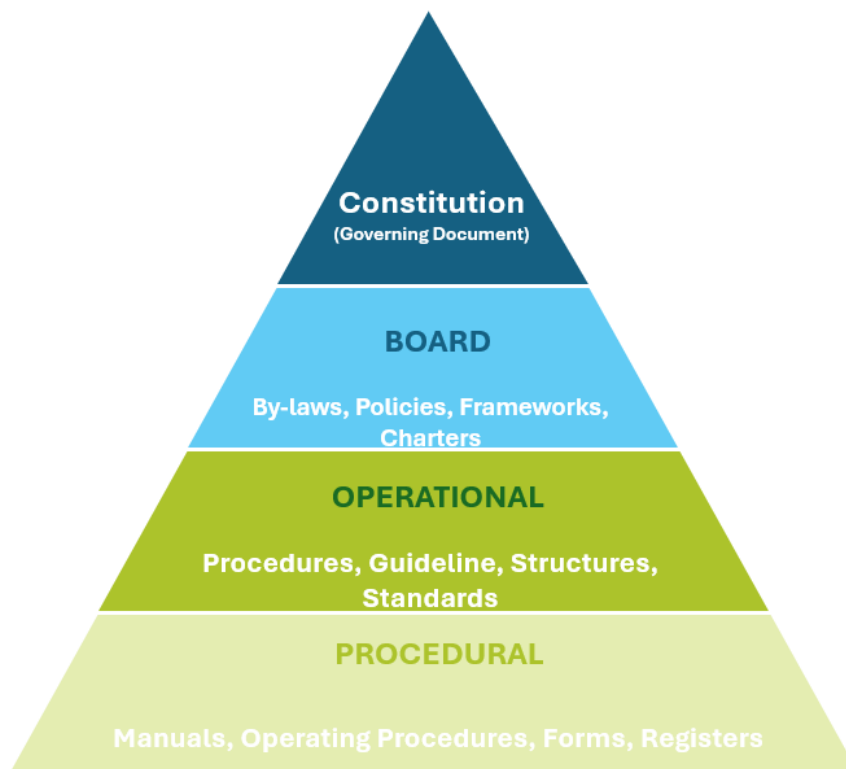


Figure 1: ACN Governance Hierarchy

Corporate structure and entities

ACN is the parent body of three other companies in our corporate group, and the corporate trustee of a public ancillary fund. This structure is represented diagrammatically as follows:

Purposes of Entities

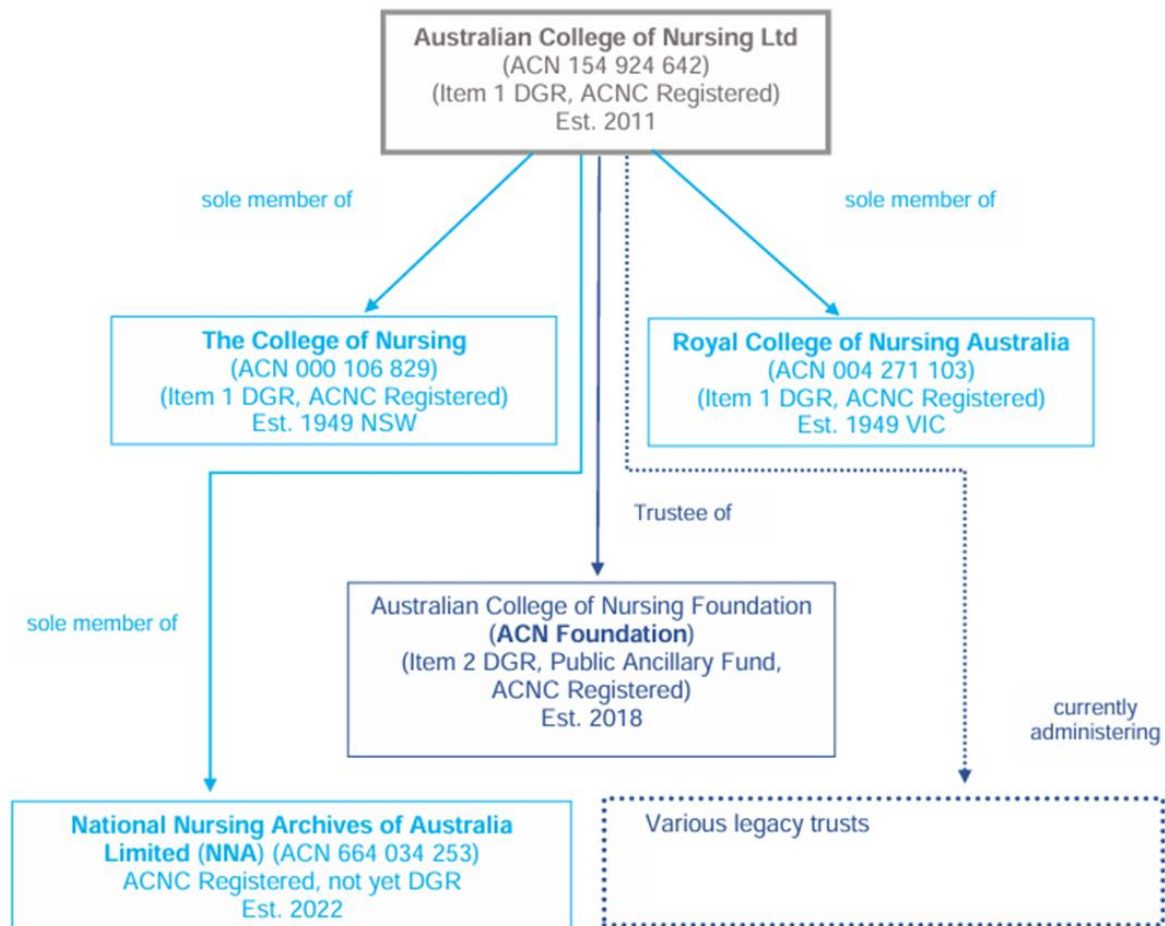


Figure 2: ACN Group Entities

Each of the entities together forms the **ACN Group**. Each Entity has a different purpose. A brief explanation of the purpose of each entity is as follows:

Australian College of Nursing (ACN) is the primary operating entity in the group, and a public company limited by guarantee. It is registered with the ACNC as a charity and has a deductible gift recipient (DGR) endorsement. It is also registered with TEQSA as a higher education provider and holds ISO 9001:2015 certification.

The College of Nursing (TCON) is a public company limited by guarantee and is exempt from payroll tax in the ACT. Some staff in the ACN Group are employed by TCON to benefit from that exemption. It is registered with the ACNC as a charity and is a DGR.

The Royal College of Nursing Australia (RCNA) is a public company limited by guarantee and is currently a dormant entity, not conducting any activities. It is registered with the ACNC as a charity and is a DGR.

Australian College of Nursing Foundation (ACNF) is a type of charitable trust called a public ancillary fund, which is a DGR, and ACN is the Trustee of that Trust. ACNF is the philanthropic

arm of the ACN Group, designed to receive donations from the public. It is registered with the ACNC as a charity.

The National Nursing Archives of Australia Limited (NNA) is a public company limited by guarantee that records the history of nursing in Australia. It is also registered with the ACNC as a charity and does not yet have DGR status. The Board of the NNA is a subset of the ACN Board, being the members of the Finance, Audit, Risk, and Investment Committee.

Various legacy trusts are held by ACN that were established through bequests and other gifts. These legacy trusts all have conditions attached to them concerning how they are permitted to be used.

Details of each of these entities can be found on the ACNC website and ASIC. Each entity has its own governing document detailing how the company should be managed.

Legal and Regulatory frameworks

ACN is subject to a range of legislative and regulatory obligations overseen by several regulators.

ACN is primarily governed by the ACN Constitution, which serves as its primary governing document, and operates in accordance with the [ACNC Act](#). A Legislation Compliance Register, Conflicts of Interest Register and ACN Risks Register (including a separate Legal Risks register) are maintained to ensure organisational compliance and to identify key risks and issues that may need addressing. For the ANCF and the other various legacy trusts, the ACN as a Trustee must operate in accordance with the [Public Ancillary Fund Rules](#).

Regulators

ACN reports to several external regulators. In developing our corporate governance framework, ACN has considered the standards and requirements of:

Australian Charities and Not-for-Profit Commission (ACNC) in our capacity as a registered charity.

Australian Securities and Investments Commission (ASIC) in our capacity as a public company limited by guarantee.

Australian Taxation Office (ATO) in our capacity as a tax-concession charity, a DGR, and a trustee of a public ancillary fund.

Australian Prudential Regulation Authority (APRA) in our capacity as Trustee.

Tertiary Education Quality Standards Agency (TEQSA) in our capacity as a registered provider with TEQSA.

Australian Skills Quality Authority (ASQA) in our capacity as a registered provider with ASQA.

The Australian Nursing and Midwifery Accreditation Council (ANMAC) in our capacity as a registered provider with ANMAC.

Higher Education Statistics Agency (HESA), in our capacity as a registered provider with HESA.

Workplace Gender Equality Agency (WGEA) in our Capacity as a Company, to promote gender equality in the workplace.

The Board, Board Committees, the CEO, and Executives provide assurance of compliance with these regulators through the setting of policies and procedures, maintaining proper record-keeping, and completing mandatory reporting requirements. A **Compliance Statement** is used to record, monitor, and report on tools and methods in place to maintain records of ACN compliance.

Standards

There are multiple reference points for principles that guide the maintenance of good governance.

ACN is a registered charity with the ACNC. Charities must meet the [Governance Standards](#) to be registered and remain registered with ACNC. Because the Governance Standards are a set of high-level principles, not precise rules, charities must determine the actions they need to take to comply with them.

Further information is available on the ACNC website: [Home | ACNC](#).

To support ACN's ongoing quality management, we have completed certification to the ISO Management System Standards [ISO 9000:2005](#). It is designed to help ACN understand and apply these concepts to implement and improve our quality management systems (QMS).

As a not-for-profit (NFP) organisation registered with ACNC, some requirements in the [Corporations Act 2001](#) do not apply. These laws are described as being [‘turned off.’](#) But the organisation must still act with care in the Charity’s best interests and use the guidance of the Corporations Act as ‘best practice’ principles. [Responsible People](#) are guided by the [ACNC’s Governance Standard 5](#).

The **ACNC Governance Standards** to comply with 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.

Roles and responsibilities

Strong governance and accountability are established through clarity of roles and responsibilities.

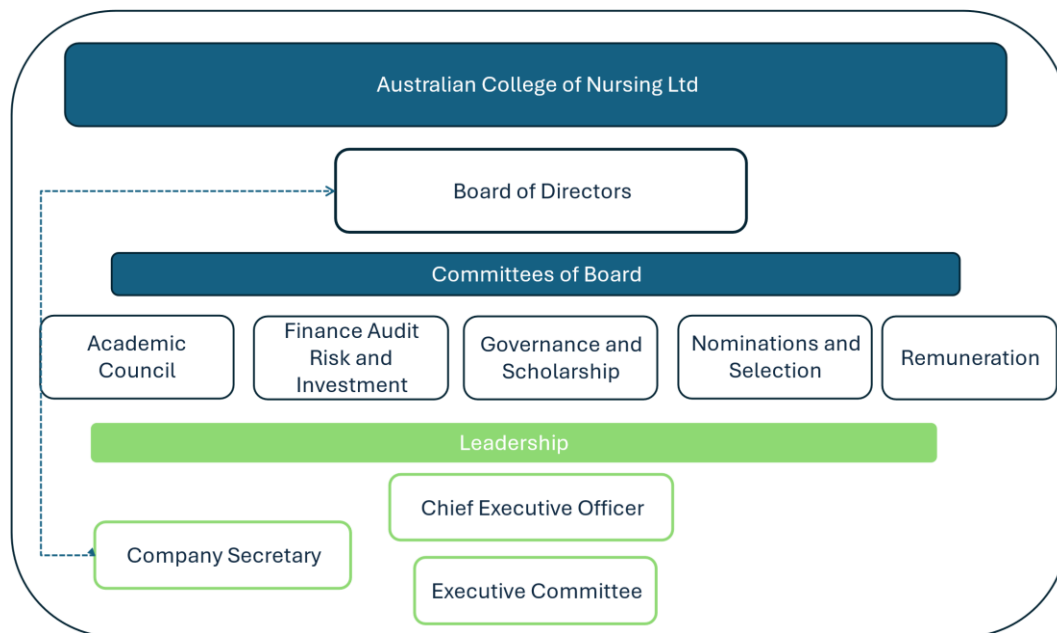


Figure 3: Governing Structure

Role of the Board

The Board is the primary governing body of ACN. The Board is accountable to Members for the performance of the Company. The Board is permitted to make all decisions on behalf of ACN that are not legally required to be made by Members. The Board's responsibilities include:

- setting and approving the organisation's strategy, direction, and financial objectives
- appointing the president and vice-president
- setting budgets and approving financial statements
- creating committees
- appointing a Company Secretary
- appointing the Chief Executive Officer and evaluating the Chief Executive Officer's performance, and
- making and amending by-laws, policies, and procedures.

The Board reserves its authority on some matters and delegates it to the Chief Executive Officer and/or Committees on other matters. This is described in the ACN Delegations of Authority Manual

The functions of the Board are further described in the Board Charter and defined in the [ACN Constitution](#)

The performance of the Board is regularly evaluated in line with the Board and Committee Performance Evaluation and Skills Audit Policy.

Board Committees

The Board has the power under the Constitution to create committees of the Board. All committees are accountable to the Board, and the Board may require that all decisions of a committee be approved by the Board before they take effect. Each committee is governed by a separate set of terms of reference.

The Board committees (as presented in Figure 3e 3) are further described in the Board Charter. All decisions of the Board and Committees, including Minutes and Actions, are captured for [record keeping](#) purposes.

Role of Directors

Directors of the Board consist of Elected and Independent Directors. They must all conduct their duties in accordance with statutory requirements, the ACNC Governance Standards, and the principles of common law. Directors need to be aware of their individual responsibilities. Directors are required to meet eligibility criteria as described in the ACNC Act.

The responsibilities of Directors are further described in the Board Charter and defined in the ACN Constitution. This includes those elected to the positions of Office Bearers: President and Vice President.

The appointment of Board Directors is supported by BL.2 [Election and Appointments](#) By-Law and BL.3 [Office Bearer Election By-Laws](#). The Constitution gives the Board the power to make By-Laws as are, in the opinion of the Board, necessary and desirable for the proper control, administration, and management of the Company, provided they are consistent with the Constitution. These are binding on all Members and have the same effect as the Constitution.

Role of the Company Secretary

The Company Secretary is appointed by the Board in accordance with the Constitution and reports directly to the Board through the President. All Directors will have access to the Secretary.

The Secretary is generally responsible for carrying out the administrative and legislative requirements of the Board. The Secretary holds primary responsibility for ensuring that the Board processes and procedures function efficiently and effectively.

The role and responsibilities of the Company Secretary are further described in the Board Charter and defined in the ACN Constitution.

Role of the Chief Executive Officer (CEO)

The CEO is appointed by the Board in accordance with the ACN Constitution and is responsible for managing ACN in accordance with its strategic direction and organisational objectives, as set by the Board.

The Board may invite the CEO and other management personnel to its meetings, but they do not have voting rights.

The Board delegates some of its authority to the CEO (for example, signing certain contracts). This is described in the Delegations of Authority Manual.

Internal Controls

Corporate Document Map

There are various documents that fall under the Board tier of the hierarchy and are referenced in this Framework.

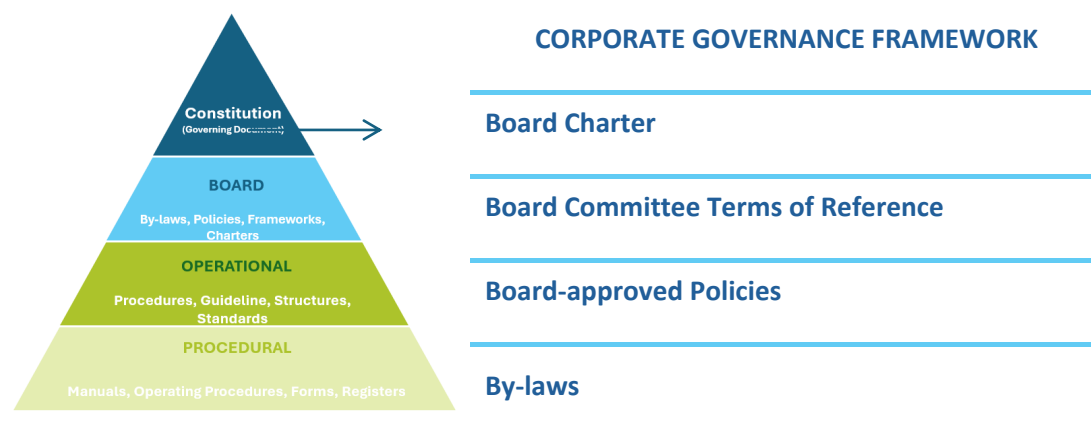


Figure 4: ACN Governance Document Map

Policy and By-laws

The Board has the power under the Constitution to create policies, procedures, and By-laws.

The Board is responsible for ensuring that policies and processes are in place to guide the effective management of ACN. This includes establishing policies and ensuring that processes are in place to monitor the implementation of, and adherence to, these policies.

Policies can be categorised into two types: those that the Board retains responsibility for approving, and a limited number that are delegated to management for approval. Implementation of all policies is the responsibility of the CEO.

Board-approved Policies

In support of effective corporate governance, the Board is responsible for setting and monitoring a suite of Board-level policies. Some of these policies may be initially approved by a committee and then recommended to the Board for final ratification. All ACN governance materials are hosted on the ACN internal SharePoint.

	Policy Name	Committee
1	Delegation Manual	FARI/Academic Council/GaSC
2	ACN & ACN Foundation Quality Policy	Executive Committee
3	Code of Conduct	GaSC
4	Confidentiality of Information Policy	GaSC
5	Privacy Policy	GaSC
6	Risk Management Policy – needs link	FARI
7	Conflicts of Interest Policy	GaSC
8	Investment Policy	FARI
9	Data Breach Management Policy	Executive Committee
10	Whistleblower Policy	GaSC

11	Information Governance Policy	GaSC
12	Reserves Policy	FARI
13	Related Party Transactions Policy	FARI
14	Board and Committee Performance Evaluation and Skills Audit Policy	GaSC
15	Intellectual Property Rights Policy	GaSC
16	Harassment and Bullying Policy	GaSC
17	Work, Health & Safety Policy	GaSC
18	Information and Communications Technology (ICT) Usage Policy	FARI

Table 1: Policies owned by the Board.

These will be reviewed every two (2) years unless a substantial change is required. Exceptions are the Delegations Manual, which will be reviewed annually.

By-laws

The following By-laws are in place:

Elections by-laws

Office bearer election by-laws

Membership by-laws

Risk Management

ACN is committed to supporting good governance through a strong risk management approach and identifying and consistently analysing risks and opportunities inherent in the [Strategic Directions](#) and in ACN's operations. ACN Risk Management System identifies, measures, monitors, manages, and reports on material risks to which ACN is exposed.

The major elements of ACN's risk management system include:

- Risk Management Policy – formally outlines the institutional and individual responsibilities and requirements. The policy reaffirms ACN's strategic commitment to fostering a risk management culture in which risks and opportunities are identified and effectively managed.
- Risk Appetite Statement – articulates ACN's appetite for risk, and associated tolerance levels.
- Enterprise Risk Management Framework (ERM)– outlines the process to guide, direct, and assist everyone to better understand and adopt consistent risk assessment processes.
- ACN Risk Register – principal repository for recording and tracking risks, including recommendations/agreed actions from auditors, regulators, insurers, and relevant agencies.

Audit

The provision of independent, objective assurance to the ACN Board in respect of the effectiveness of its governance, risk management, and internal controls. Audit follows a risk-based approach, and the internal audit plan is informed by the strategy and risks of ACN. Two key external audit processes include:

- Annual Financial Statement Audit (to enable the ACNC Group's Annual Information Statement (AIS) to be provided to ACNC for the required reporting period)
- Certification in ISO9000:2025 Quality Management System

Operational Governance

Board Governance is supported by **Operational Governance**. Key to operational governance is the ISO9000:2025 certified Quality Management System.

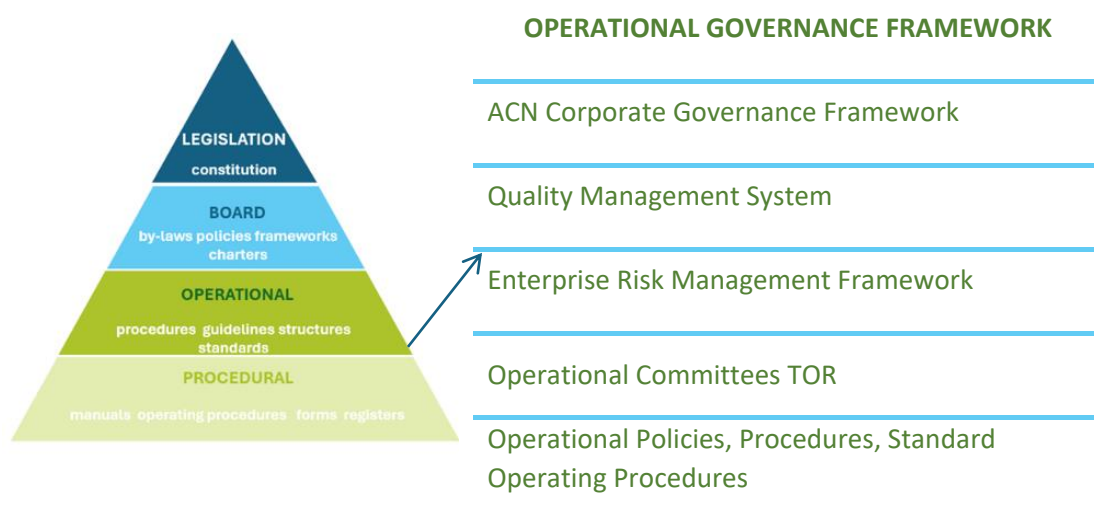


Figure 5: ACN Operational High-Level Governance Map

Definitions

ACN means Australian College of Nursing Ltd (ACN 154 924 642).

ACNC means the Australian Charities and Not-for-profits Commission.

ACNF means Australian College of Nursing Foundation (ABN 55 745 393 419), a public ancillary fund of which ACN is the trustee.

ACN Group means the corporate group comprising:

- (i) ACN;
- (ii) RCNA;
- (iii) TCON;
- (iv) NNA; and
- (iv) any trusts of which they are the trustee, including ACNF

ANMAC means The Australian Nursing and Midwifery Accreditation Council.

ASIC means Australian Securities & Investment Commission.

ASQA means Australian Skills Quality Authority.

Board means the Board of ACN.

By-laws refer to the rules or regulations established by an organisation to govern its internal operations, deriving their power from the ACN Constitution.

Chief Executive Officer means the Chief Executive Officer of ACN.

Constitution means the Constitution of ACN.

Corporation Act (2001) is Australia's principal legislation that governs the formation, operation and regulation of companies.

DGR means deductible gift recipient, as defined by law.

HESA means Health Education Services Australia.

RCNA means Royal College of Nursing, Australia (ACN 004 271 103).

NFP means a Not-for-Profit organisation that does not operate to earn profits for owners or shareholders. Instead, all income generated or donated is used to pursue the organisation's objectives and maintain its operations.

NNA means The National Nursing Archives of Australia Limited (ACN 664 634 253).

Policy refers to a document that outlines a system or guidelines to support informed decisions and achieve rational outcomes.

QMS refers to the ACN internal Quality Management System, which demonstrates compliance with ISO 9001:2025.

TCON means The College of Nursing (ACN 000 106 829).

Trust means a fiduciary arrangement has been created by a trustor for a Trustee to have the right to hold title to property or assets for the benefit of a beneficiary.

TEQSA means Tertiary Education Quality and Standards Agency