healthylivingNT

Your partner in health and wellbeing

Corporate Governance Statement

Adopted Board Meeting 6/25 of 13 December 2025

Policy

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Corporate Governance Statement

This statement reflects the corporate governance principles and polices adopted and followed by the Diabetes Association of the NT Inc., trading as Healthy Living NT.

The Board of Healthy Living NT believes the principles of good corporate governance underpin the values and behaviour of the organisation.[(1)]

Lay solid foundations for management and oversight

The Board of Healthy Living NT has confirmed six major roles:

- Strategic thinking – to ensure that Board provides strategic leadership for the organisation and focusses at a strategic level in its considerations;
- Legal role – to ensure the Constitution is upheld, that good governance is practiced and that the organisation complies with relevant regulatory bodies and legislation;
- Planning and Policy – to approve and monitor the Strategic Plan and to approve and monitor relevant policy;
- Accountability – to ensure that the performance of the Board and the Chief Executive Officer is reviewed against key performance indicators, the Strategic Plan, budget and against best practice governance;
- Public Relations – to represent the mission and present the image of the organisation; and
- Risk Management – to identify major risks facing the organisation, to oversee the development of risk management techniques to deal with those risks and to monitor performance against risk management strategies.

The Board has an established set of delegations of authority in place formalising the functions reserved to the Board and those delegated to management.

Structure the Board to add value

The Board is elected from and by its membership for two year terms, with 50% of the Board retiring annually. All Board Members are required to act in the best interests of the Association and, as honoraries, receive no remuneration.

The Board ensures that it is composed of a broad cross-section of members, including an appropriate mix of qualifications, skills and experience and representation from Central Australia and other distinct groups. The Association's Constitution provides the Board with authority to appoint additional Board Members who, by virtue of their special qualities or otherwise, could assist in achieving the objects of the organisation.

Promote ethical and responsible decision-making

The Board has implemented and actively monitors adherence to an Ethical Practice and Relationships Guidelines Policy applying to all people representing Healthy Living NT including Board Members, staff and volunteers. The policy also outlines the organisation's expectations in doing business with external suppliers and stakeholders.

This code of conduct encompasses areas such as active compliance with statutory requirements, fair and equitable dealing, conflict of interest, efficient use of resources and assets, confidentiality and privacy, commercial relationships and reporting mechanisms for unlawful or unethical behaviour.

Safeguard integrity in financial reporting

Financial statements, comprising Profit and Loss and Balance Sheet reports are:

- Circulated to Board Members monthly via email, and
- Presented bi-monthly to Board meetings for review and consideration.

A clear division of responsibility and authority exists between purchase and payment authorisation, the integrity testing of payment claims and the preparation of payments. A formal set of financial delegations are in place.

The Board cyclically reviews the basis for financial reporting and the relevance of the Australian Equivalents to International Financial Reporting Standards (AEIFRS) to the Association's financial reporting integrity.

The Board is responsible for recommending to the members the appointment of the external auditor at the Annual General Meeting.

Make timely and balanced disclosure

The Constitution of the Association prescribes the documents and information that are freely available to members. Access is enhanced by the publication of key documents and information in an exclusive member area on the Association's website

The Board is committed to accuracy, openness and timeliness in reporting, including statutory reporting and balanced, detailed reporting of performance under Service Agreements with external stakeholders. The collection of a relevant range of raw data and synthesis of this data in a meaningful and accurate manner within reports provides reviewers with the opportunity to assess transparency.

Respect the rights of members

The Board is committed to upholding the rights of members which are clearly defined in the Constitution of the Association.

The Board facilitates members' effective exercise of their rights through quarterly and annual communications, the provision of balanced and understandable information and the use of technology to allow remote members to participate in general meetings.

The ability of members to exercise their rights is further enhanced through a formal communication plan and through the website.

Recognise and manage risk

The Board has a formal Risk Management policy and a comprehensive risk management framework which is reviewed regularly.

The framework provides a systematic application of policies to identify, rank and treat risks and for Board and management to monitor those risks. The framework includes action plans to ameliorate the identified gaps in current risk management practice and facilitate an ongoing review and reporting mechanism to the Board.

Encourage enhanced performance

The Board is committed to the fair review and active encouragement of Board and management effectiveness, and assesses individual and collective performance against key performance indicators and the achievement of goals in the Strategic Plan.

A formal Board Performance Evaluation policy and a formal Board induction program are in place and operational.

Recognise the legitimate interests of stakeholders

As a charitable organisation dedicated to providing benefit and service to people with diabetes and the community, and as the provider of significant externally funded services, Healthy Living NT recognises and values its relationships with all stakeholders, including the community, clients, staff, Government, honoraries and volunteers.

The Board values the integrity of the Association and its dealing with stakeholders. As such, the Board has endorsed and is constantly reviewing Healthy Living NT's policies and procedures that uphold the reputation of the organisation. Internal and external guidelines, policies and procedures include:

- Corporate Guiding Values statement
- Ethical Practice and Relationships Policy
- Privacy and Confidentiality Policy
- Privacy Breach Policy and Procedure
- Occupational and Office Health and Safety Policy
- Complaints Resolution Policy
- Discrimination and Sexual Harassment Policy
- Spokesperson Policy
- Data Governance Policy
- Consumer Charter
- Disclosure of Interests Policy
- Workplace Behaviour Policy
- Member Approval Policy
- Improper Conduct Prevention and Management Policy
- Whistleblower Policy
- Related Parties Policy
- Cybersecurity Policy
- Data Retention and Destruction Policy

The Board retains the ability to obtain specialist advice and mechanisms for external stakeholders to promote their legitimate interests.

(1) The ASX Principles of Good Corporate Governance and Best Practice Recommendations were used as guidelines.

GUIDING VALUES

To pursue excellence in all facets of Healthy Living NT's operations, through:

- **Professionalism, ethical practice and respect for the organisation**
- **Fairness, honesty, confidentiality and compassion**
- **Mutual respect for all stakeholders, individuals and their roles**
- **Continuous improvement**
- **Active involvement with, and responsiveness to, diverse community needs**
- **Working collaboratively or in partnership**
- **A respectful and safe working environment.**

Policy