

**better
boards**[®]
conference 2026

CAIRNS 31 July - 1 August



Pathfinders:
Governing with Courage

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Chair's Message



Over the last 50 - 60 years a vast quantity of directors and boards have brought NFPs to the significant position they are in today; as vital parts of, and contributors to, their communities, regions and the nation's way of life, economy and numerous service systems.

Pathfinders ... are individuals or a group that discovers a new route, innovative ways of doing things or guides others through either unexplored territory, unknown situations or unrelenting change.

Courage ... is the mental or moral strength to venture, preserve, and withstand danger, fear, or difficulty. Courage is often presented, not as the absence of fear, but the willingness to face and overcome fear or risks in pursuit of a greater or noble goal.

Both are significant attributes of today's directors and boards; leaders who not only enact and demonstrate contemporary governance principles and practices, but live by their moral, ethical and legal compasses and relentlessly pursue their organisation's vision, mission and values to deliver customer and community impact.

Today's world is complex and turbulent, yet full of opportunities, challenges and risks. For directors and

boards of NFP's in all their forms, be they social enterprises, for purpose organisations, community businesses or similar entities, these leaders are and will remain Pathfinders; courageous in the face of both actual and potential, organisational situations and industry/sector dynamics.

May I extend on behalf of the Better Boards team a very warm welcome to you, the conference delegate; a true pathfinder with the hospitality and dedication to your professional development at top of mind. Whether you have travelled from across Australia, or internationally, welcome; I trust you renew or enhance your collegial network, uncover ideas and find opportunities to positively shape your organisation's future.

As we hear from our carefully curated speakers and panelists, there will be many key messages and practical takeaways that you as a leader of your organisation may take on board, or in fact maybe be challenged by. Fear not, mindful of this year's Better Boards Conference theme, Pathfinders ... governing with courage.

***Michael Goldsworthy, Chairman
Better Boards Conference***

Message from Cairns Convention Centre



We are honoured to welcome the Australasian Better Boards Conference to the Cairns Convention Centre, marking the first time this important event will be hosted in Cairns.

The conference plays a vital role in strengthening governance, leadership and best practice across the sector, bringing together professionals committed to driving excellence in boards and decision-making. Hosting such a respected gathering reflects Cairns' growing reputation as a destination for high-value, knowledge-led conferences.

Set against one of the world's most extraordinary natural environments, Cairns provides a distinctive setting for connection, learning and collaboration. With both the Great Barrier Reef and the Wet Tropics rainforest recognised as World Heritage-listed sites, the destination offers an inspiring backdrop that complements meaningful professional exchange.

In addition to the conference program, delegates will have the opportunity to explore the region through a range of pre- and post-conference experiences. From guided reef and rainforest tours to immersive cultural experiences, these offerings provide a valuable opportunity to connect more deeply with the destination.

At the Cairns Convention Centre, we are proud to provide a world-class venue designed to support impactful conferences of this scale, and we look forward to welcoming Better Boards members to Cairns in 2026.

***Janet Hamilton, General Manager
Cairns Convention Centre***

Conference Schedule

31^{JULY}

FRIDAY

8:30 am **Welcome and Chair's Message**
with Conference Emcee **Felicity Green** and
Michael Goldsworthy, Conference Chair

Pathfinders Governing with Courage

9:05 am **How a Courageous Board Overcame the Blind Spots of Success**

Paul Ostrowski, CEO,
Latrobe Community Health Service

9:25 am **A Board's Journey from Compliance Comfort to Strategic Confidence**

Michael Gillam, Board Director,
The Wilderness Society

9:45 am **Governing Without a Mandate - From Legacy to Maturity**

Kelli Rixon, Vice President/Board Director,
Australian Council for Clinical Physiologists

10:05 am **Panel:**
Pathfinders, Governing with Courage

Panel for audience questions and discussion,
facilitated by Felicity Green

10:30 am **MORNING TEA**

Governing with Courage

11:00 am **Stewardship in Ecosystem Settings**

Sean Johnson, Governance Advisor,
Lakefield Drive Pty Ltd

11:30 am **From Compliance to Courage - Decision Rules for NFP Boards**

Dr Isabella Allan, International Advisory
Board Member, Centre of Excellence for
Sustainable Development at Goa Institute of
Management, India

12:00 pm **Governing at the Edge - Courageous Decisions in Community Health**

Peter Williams, Founder,
Australian Advisory Board Institute

12:30 pm **NETWORKING LUNCH**

*Digital Governance:
AI Masterclass for Directors*

1:30 pm **AI... Opportunity or Threat?**

Rinske Geerlings, Managing Director,
Business As Usual

1:45 pm **Data, People and Popsicle Sticks - The Truth About AI Governance**

Tammy Ven Dange, Strategic IT Advisor for
NFPs, Roundbox Consulting

2:05 pm **Innovation Without Big-Tech Budgets: Governing with Courage Under Resource Constraints**

Wenda Gumulya, Board Chair,
Hoshizora Foundation

2:25 pm **Board Imperatives on Digital Security - A Fresh Approach**

Greg Porter, Director, Greg Porter Advisory

2:50 pm **Panel: Digital Governance - Enabling Courageous Innovation, Transformation and Capability?**

Panel for audience questions and discussion,
facilitated by Felicity Green

3:10 pm **AFTERNOON TEA**

*Keeping the Engine Running
... Smoothly*

3:40 pm **Governing Around the Elephants - How to Get Value from Conflicts**

Julie Garland McLellan, CEO and Director,
The Director's Dilemma

4:05 pm **Boardroom Bullying and Bad Behaviour - A Legal Lens**

Kate Peterson, Partner,
McCullough Robertson

4:30 pm **Chairing in Complexity - Reset Tools for Courageous Boardrooms**

Janet Attwood, Director, Women's Health
NSW, and Chair, Central Coast Community
Women's Health Centres

4:55 pm **Panel: Boardroom Relationships - Approaches to Tricky Conversations, Delicate Situations**

Panel for audience questions and discussion,
facilitated by Felicity Green

5:15 pm **Leaders' Networking Reception with Russell Kennedy**

Join us to discuss the day's highlights,
insights and explore new connections.

RK
Russell Kennedy

1
AUGUST

SATURDAY

8:30 am	Welcome back with Conference Emcee Felicity Green
	<i>Scanning the Horizon... What's Along Your Path?</i>
8:40 am	Consumption, Socio-Economics, and Standard of Living: The Courage to Decipher Inconvenient Data Stephen Fernando , Non-executive Director, former Board Chair, MADEC Ltd
9:00 am	Compliance and Mandatory Reporting - Social Impact is the Next Frontier Michelle Macaskill , CEO, Huber Social
9:20 am	Many Hats, One Duty - Governing Reportable Conduct in Complex Structures Aliza George , Special Counsel, Leora Rose Law
9:40 am	Panel Discussion Panel for audience questions and discussion, facilitated by Felicity Green
10:00 am	MORNING TEA
10:30 am	Strategic Turnaround - Rebalancing Mission and Revenue in a Volatile Economy Ari Magalhaes , Managing Director, OmniStrategic
10:55 am	Risk It to Lead It Vera Visevic , Partner, Mills Oakley
11:20 am	When Times Are Tough - A Primer on External Administration/Insolvency Jonathan Teh , Principal, Russell Kennedy
11:45 am	Breaking the Operational Trap - A Strategic Reset for Boards Joel Rauer , Director - CBRE, Non-Executive Director - MADEC, and Deputy Chair - Women and Children First
12:10 pm	Panel: Pathways to Innovation Panel for audience questions and discussion, facilitated by Felicity Green

12:30 pm	NETWORKING LUNCH
	<i>Selecting Your Crew, Building Your Ship</i>
1:30 pm	'...Fortune Favours the Bold. I Prefer Naps and Caution.' Jane Boag , Principal Advisor, What's The Plan
1:50 pm	The Leader You Want vs. The Leader You Need Anna Skeels , Founder and Director, Social Compass Group
2:10 pm	From Vacancy to Value - Designing Boards People Want to Join Janis McKenna , Founder and Managing Director, Elm Consulting Australia Pty Ltd
2:35 pm	Panel: Selecting Your Crew, Building Your Ship Panel for audience questions and discussion, facilitated by Felicity Green
2:55 pm	Setting Sail: Nautical Insights on Director's Governance Roles and Responsibilities Aaron Goldsworthy , Senior Consultant, Australian Strategic Services
3:15 pm	Pathfinders Governing with Courage: Closing remarks & wrap up With Felicity Green , Conference Emcee
3:30 pm	Conference close

*Master the Art
of the
Boardroom*

The Algorithm in the Room

JANIS MCKENNA | GOVERNANCE PRACTICE



Why boards need to govern for values alignment, not just capability

Every external advisor, contractor, or consultant an NFP board engages carries something that does not appear in their proposal, an internal operating system. A set of professional norms, commercial instincts, and values, conscious and unconscious, that shapes every recommendation they make, every conversation they have with staff, and every moment of truth they navigate on the organisation's behalf.

Most boards never ask about it.

The standard procurement process for external contractors in the not-for-profit sector is rigorous on capability and cost. References are checked. Credentials are verified. Fees are benchmarked. But the question that most directly determines whether a contractor will serve the mission or quietly undermine it, whose values are driving their work, rarely makes it onto the assessment rubric.

This is the values alignment gap. In an environment where not-for-profit organisations are navigating genuine complexity, funding pressure, and heightened public scrutiny, it is a governance risk that boards can no longer afford to leave unexamined.

The professional algorithm

There is an unspoken code that operates across much of the professional advisory sector. The person paying your fees sets the temperature of the advice. Shape the message to land well. Protect the relationship. Tell the client what they can hear, not necessarily what they need to know.

This is not dishonesty. It is survival instinct, refined through years of professional experience. Advisors

learn, often early in their careers, that uncomfortable truths cost contracts. A governance review that identifies fundamental problems with board composition is easier to deliver if the language is softened. A strategic planning process that reveals serious misalignment between the CEO and the board is more palatable, and less risky to the ongoing engagement, if that finding is hedged with enough caveats to blunt its impact.

The advice becomes calibrated. Not to the organisation's best interests, but to the relationship's resilience.

For not-for-profit boards, these dynamics carry particular risk. The very complexity that drives the decision to engage external expertise is the same complexity that makes it hardest to assess whether the advice being received is genuinely independent, or quietly shaped to protect the engagement. By the time a board realises this, significant decisions will already have been made.

When misalignment becomes visible

Values misalignment between an organisation and its external partners rarely surfaces during calm periods. It emerges under pressure, which is also when it does the most damage.

Consider an organisation navigating significant funding contraction. The structural decisions are made, a new operating model, a reduced cost base, changed expectations of staff. An external contractor is engaged to support the transition. What happens next depends entirely on whose values are driving the work.

A contractor whose primary instinct is relationship preservation will manage the process carefully and gently. They will soften the edges. They will report progress in language that reassures rather than informs.



The contractor departs with the relationship intact. The organisation carries the consequences.

They will present what can be implemented rather than what needs to be implemented, because the latter conversation carries risk and the former does not.

The board receives advice calibrated to its comfort, when it most needs candour.

The result is structural change without the cultural transition that makes it sustainable. Staff continue in old patterns. Resistance builds quietly, then loudly. The gap between the new structure and the existing culture widens until it produces the outcome the change was designed to prevent.

The contractor departs with the relationship intact. The organisation carries the consequences.

This is not an unusual story. It plays out with enough regularity that boards should treat it as a foreseeable governance risk, not an unfortunate exception.

The questions that matter most

Governing for values alignment does not require a new process. It requires deliberate questions, asked at the engagement stage rather than after the contract is signed. What boards need, and rarely think to demand, is a frank and fearless advisory relationship. The right questions at the outset make that expectation explicit.

The first is deceptively simple:

What will you tell us that we might not want to hear, and can you give us an example?

Listen carefully for specificity. A contractor who can recall a genuine moment, a difficult finding delivered to a previous client, an uncomfortable recommendation that cost them the comfort of the room, is demonstrating values in practice, not just in principle. A contractor who responds in the abstract, who describes their commitment to honesty without being able to illustrate it, is telling the board something important without meaning to.

The second question cuts to professional identity:

What work would you decline, and why?

Every contractor whose values are genuinely their own should answer this without hesitation. The response reveals what they stand for, not what they advertise. It also signals how they approach the work they do accept, as a genuine partner to the organisation's mission, or as a supplier of deliverables who will produce whatever is commissioned. Vague or evasive answers here are worth taking seriously.

The third is the most governance critical:

How do you handle it when you disagree with a client's decision?

This surfaces the contractor's behaviour at the defining moment in any advisory relationship, when their professional judgement and the board's preference

diverge. A contractor who names that tension clearly, states their position, and then respects the board's authority to decide, can be trusted with complex work. One who defers reflexively, or manages the discomfort through silence, will not serve the organisation well when the stakes are highest.

Making it a governance practice

These questions are a starting point. Values alignment needs to be built into the ongoing relationship, not established at the outset and assumed to hold.

In practice, boards can act on this in straightforward ways. Include values explicit language in contractor briefs, not vague statements about cultural fit, but clear expectations about candour and the board's right to hear difficult truths. Create deliberate space in board discussions for key external partners to speak to their reasoning, not just their outputs. And normalise the question of whether the board is receiving honest counsel as a governance matter, not a social one.

In my experience working with boards across the not-for-profit sector, the organisations most exposed to poor contractor alignment share a common thread, they appointed on capability and assumed the values question would answer itself. They discovered, usually during a period of significant change, that assumption was among the costliest ones they made.

The boards that navigate complexity well tend to have been deliberate about who they bring into the room. Not just capable people but people whose values can be relied upon when the findings are inconvenient, when the honest answer costs something, and when protecting the relationship would be the easier path.

Boards that govern well are not passive recipients of advice. They are active governors of the relationships through which that advice flows.

Getting this right is within reach for any board willing to ask better questions, hold higher expectations, and govern the advisory relationship with the same rigour they bring to everything else. It begins at the point of engagement, and it starts with the courage to ask what most boards never do.

Janis McKenna MBA GAICD

Founder & Director, Elm Consulting Australia Pty Ltd

Janet is presenting a session on designing boards people want to join.

When Authority Isn't Given

KELLI RIXON | GOVERNANCE TRANSFORMATION



Governance Lessons from Building a Self-Regulated Profession

Most boards assume influence follows authority. But many organisations operate without legislative backing, regulatory powers, or formal recognition. Professional associations, accreditation bodies and peak organisations often rely on something less tangible; but ultimately more powerful: credibility.

*The challenge is simple to describe but difficult to achieve: **how do you lead when nobody is required to follow?***

Over the past decade, the Australian Council for Clinical Physiologists (ACCP) has navigated this challenge while building a national accreditation framework for a self-regulated profession. The ACCP was established to provide accreditation and professional recognition for clinical physiologists across multiple disciplines, despite having no statutory authority and no formal regulatory mandate.

Importantly, we do not present ourselves as experts who have all the answers. Like many emerging organisations, we have learned through trial, reflection, feedback and occasional missteps. We continue to evolve our governance, stakeholder engagement and strategic approach. What follows are not prescriptions for success, but practical lessons learned from a volunteer board working to build credibility, influence and trust in a self-regulated environment.

Lesson 1: Legitimacy is earned, not granted

Many boards assume that because an organisation exists, stakeholders will automatically recognise its

value. In reality, legitimacy must be continually earned.

For the ACCP, simply establishing an accreditation framework did not guarantee engagement. We quickly discovered that many highly skilled professionals did not automatically understand why accreditation mattered or how it would benefit them. Building legitimacy required ongoing communication, transparency and consistency.

Boards seeking to strengthen their organisation's influence should regularly ask:

- Why should stakeholders engage with us?
- What value do we provide that cannot be obtained elsewhere?
- How do we demonstrate that value?

Legitimacy is not something that can be declared. It is something stakeholders decide to grant based on trust and demonstrated value.

Practical takeaway: Regularly test assumptions about stakeholder perceptions. What seems obvious to the board may not be obvious to members, volunteers or external stakeholders.

Lesson 2: Relationships are your greatest source of influence

When formal authority is limited, relationships become critical.

One of the most important decisions ACCP made was to work collaboratively with the four affiliated professional



...most organisations evolve through continuous improvement rather than perfect design.

associations representing the clinical physiology disciplines. These relationships enabled shared expertise, broader engagement and stronger advocacy for the profession as a whole.

Partnerships have also opened opportunities to engage with universities, employers, government stakeholders and allied health organisations. None of these relationships developed overnight, and all require ongoing investment.

For boards, stakeholder engagement should be viewed as more than communication. It is a strategic activity that builds influence and creates opportunities for collaboration.

Practical takeaway: Identify the stakeholders whose support is essential to achieving your strategic objectives and deliberately invest time in building those relationships before you need them.

Lesson 3: Volunteer boards must balance governance and operations carefully

Many small not-for-profit organisations face a common challenge: there are few, if any, paid staff.

The ACCP is governed entirely by volunteers. Directors are responsible not only for governance and strategy but often for operational activities as well. While this can create agility and commitment, it can also blur the distinction between governance and management.

One of our ongoing lessons has been recognising when the board is working "in" the organisation rather than "on" the organisation.

As volunteer boards mature, there is often a need to consciously shift focus towards strategic priorities, stakeholder relationships and long-term sustainability rather than becoming consumed by day-to-day operational tasks.

Practical takeaway: Regularly review how board time is being spent. If operational matters consistently dominate meetings, strategic oversight may be suffering.

Lesson 4: Collaboration accelerates credibility

Organisations attempting to create change independently often struggle to gain momentum. Collaboration can significantly accelerate progress.

In 2025, ACCP partnered with affiliated professional associations to deliver a multidisciplinary education event that brought together professionals from across clinical physiology disciplines. The initiative demonstrated how collaboration can create value that no single organisation could achieve alone.

Future opportunities, including potential collaboration with universities on course accreditation and engagement with broader allied health organisations,

may further strengthen professional recognition and workforce development pathways.

The lesson extends beyond professional bodies. Many not-for-profits can achieve greater impact by identifying areas where goals overlap and resources can be shared.

Practical takeaway: Look beyond organisational boundaries. Collaboration often delivers greater outcomes than competition.

Lesson 5: Progress matters more than perfection

Boards sometimes delay action while waiting for the perfect strategy, governance framework or stakeholder engagement plan.

The reality is that most organisations evolve through continuous improvement rather than perfect design.

Throughout ACCP's development, we have refined accreditation processes, adjusted engagement strategies and adapted to changing stakeholder expectations. Membership growth has not always followed the trajectory we anticipated. Some initiatives have been more successful than others. Each experience has provided valuable learning.

Perhaps one of the greatest risks for boards is believing they must have every answer before taking action. Progress often comes from taking measured steps, evaluating outcomes and remaining open to learning.

Practical takeaway: Build review and reflection into board processes. Continuous improvement is often more valuable than pursuing perfection.

Final reflections

Many not-for-profit organisations operate without formal authority over the people they seek to influence. Whether advocating for a profession, supporting a community, representing members or driving social change, their success depends on something more powerful than mandates.

It depends on trust.

The ACCP's journey continues, and we remain a work in progress. However, our experience has reinforced a simple lesson: organisations without a mandate cannot rely on authority to create influence. They must earn credibility through governance, relationships, collaboration and consistent delivery of value.

Kelli Rixon

Vice President / Board Director,
Australian Council for Clinical Physiologists

Kelli is presenting a case study on governance transformation.



STEPHEN FERNANDO | LEADERSHIP

Thriving in Chaos

Why Adaptability Is Becoming the Defining Capability

For decades, leadership capability was often assessed through two dominant lenses: IQ (analytical capability) and EQ (understanding people). Both remain critically important.

But in today's environment, they are no longer enough. Another equally important capability is rapidly emerging, AQ: Adaptability Quotient.¹

The uncomfortable reality is organisations no longer operate in stable, predictable environments. They are operating in systems defined by disruption, shifting policy, funding uncertainty, economic volatility, and regulatory escalation.

In other words, chaos; not disorder in the dramatic sense — but ongoing uncertainty, ambiguity, and continual change. The organisations most likely to not just survive but thrive in this environment will not necessarily be the largest, oldest, or even the most capable.

They will be the most adaptable.

The VUCA Environment

While VUCA (Volatility, Uncertainty, Complexity and Ambiguity) has existed for years, for many in human services, it's moving from theory to lived experience.

We are now confronting evolving reforms and compliance frameworks, inflationary cost pressures, workforce shortages, increased scrutiny and expectations from both regulators and clients, funding uncertainty, and rapid technological change. These pressures interact simultaneously, compounding the complexity and uncertainty.

Systems are highly interconnected and increasingly difficult to predict. Traditional management approaches — based on stability, long planning horizons, and incremental change — begin to struggle under these conditions.

The assumption of “return to normal” is dangerous, because in many sectors, continual change is no longer a temporary disruption. It is the new operating environment.

The Limits of Traditional Models

In highly dynamic sectors, leaders face incomplete information, murky government policy, evolving reforms, conflicting stakeholder expectations, and unsustainable financial models. Risks emerge faster than governance cycles can respond.

Under these conditions, executives who rely too heavily on certainty can become paralysed, defending outdated strategies. Others fall into excessive caution, delaying decisions while waiting for clarity. Some simply burn out under the pressures of continual disruption.

This is where AQ becomes critically important.

What Is AQ?

It is the capacity to adjust, evolve, recover, respond and remain effective amid changing circumstances. It is not simply resilience. Resilience is about absorbing pressure and recovering from setbacks. Adaptability is about learning quickly, adjusting assumptions, responding constructively and maintaining strategic direction while changing tactics.



Importantly, high AQ leaders are not reckless or reactive. They do not change direction every week. They develop the ability to distinguish between core purpose that should remain stable and operating models that must evolve.

That distinction matters enormously in the NFP and care sectors.

While policy settings may shift, organisational purpose often should not. The mission remains constant. The methods may need to change dramatically.

There is an important distinction between adaptability and abandoning organisational identity. True adaptability requires disciplined flexibility.

Executives in human services operate in environments where external decisions can materially alter business models overnight; pricing structures, workforce requirements, compliance expectations, service viability and funding sustainability

People enter these sectors because they care about mission and social impact. That remains a strength. Unfortunately, mission alone does not protect organisations from systemic disruption. A growing risk in the sector is that emotionally committed leaders can become anchored to historical operating models; “We’ve always done it this way.”, “Our clients expect this.”

Organisations that adapt early often gain stronger partnerships, enhanced credibility/reputation (funders, regulators), and eventually stronger financial sustainability. The most likely outcome for organisations that don’t is some form of consolidation. That may sound harsh but reflects a growing reality across many sectors.

There is an important distinction between adaptability and abandoning organisational identity. True adaptability requires disciplined flexibility.

High AQ organisations typically maintain its sense of purpose, stable governance, and disciplined risk management but they are also willing redesign structures /services, invest in new capabilities & technologies, partner differently, and rethink assumptions.

In practical terms, they become strategically flexible without becoming mission fickle.

The Psychological Side of Change

One of the least discussed aspects of leadership in a VUCA environment is the emotional toll. Continual

uncertainty creates cognitive fatigue, and that is where EQ matters.²

Executives are expected to make decisions with imperfect information while managing workforce anxiety, board expectations, client concerns, and regulatory scrutiny. Over time, this creates decision exhaustion and organisational stagnation with skills leaving organisations and entire sectors.

High AQ leaders accept ambiguity. Rather than seeking certainty, they focus on improving organisational responsiveness, shortening learning cycles, strengthening scenario planning, building adaptable cultures, and decentralising problem solving. In many ways, EQ supports and enhances AQ.

An organisation cannot become adaptable if its culture punishes innovation and adaptation. A psychologically safe³ environment that promotes challenging assumptions and new thinking, while tolerating some failure is a foundation for building AQ.

Organisations unintentionally create cultures where structure and hierarchy diminish psychological safety. Under pressure, these organisations become even more rigid, fatal in volatile environments.

An adaptable organisation does not mean weak governance or reducing accountability. High adaptability requires stronger governance discipline because change introduces new forms of risk. The key is creating systems capable of enabling adaptation rather than preventing it.

AQ is not just an individual leadership trait, it is an organisational capability.

Impact of Cultural Background

Cultural background can influence adaptability. Stable “Western” societies, with strong institutions, and structured environments, may be less accustomed to continual uncertainty and disruption. By contrast, individuals from the “Developing” world, often grow up navigating chaotic conditions where adaptability becomes a daily survival skill which fosters comfort with ambiguity. Different lived experiences shape how comfortably we respond to uncertainty, and chaos.

Beyond Surviving to Thriving

In difficult environments we tend to focus purely on survival, but chaos also creates opportunity. Major disruptions reshape industries, surface new service models, and accelerate technology. The adept reaps the rewards.

Organisations with strong adaptability gain disproportionate advantage during transitions. They move earlier, learn faster, and respond more effectively. That does not remove the risk, nor does it minimise the pressures currently facing the human services sector.

Continued on page 12...

Some organisations will cease to exist or consolidate with others. That is the fundamental nature of disruption and renewal. But uncertainty is not the root cause; often it is organisational rigidity.

Organisations that thrive will not be those waiting for stability to return.

Final Thoughts

IQ is important. EQ remains essential. In an era defined by VUCA, AQ is the differentiator between organisations that survive (or even die) and those that emerge stronger.

The future will not become simpler.

Change will not slow down. Policy will evolve. Technology will reshape service delivery. Societal expectations will continue to morph.

Key takeaways for organisations that are determined to navigate this chaotic landscape:

- **Build Organisational Culture:**
AQ cannot be limited to the Board or the ELT.
- **Be Aware & Assess:**
Take time to understand and assess the (chaotic) environment. Charging in is not a strategy.

- **Develop EQ:** Navigating chaos requires emotional resilience; being comfortable with discomfort.

- **Review Your Risk Appetite:**
Thriving in chaos requires considered risk taking.

- **Be Deliberate:**
Build adaptability into your organisational strategy.

Organisations that thrive will not be those waiting for stability to return. They will be those that learn how to lead despite the chaos.

Check out this music video⁴,

Stephen Fernando, MBA, CPA, GAICD

Treasurer & Immediate Past Chair, MADEC Ltd.

Director Corporate Services, Swan Hill Rural City Council

Stephen is presenting a session on economic outlook and strategy.

References:

¹ For a more in-depth understanding, see article by Dr. Jason Walker in Forbes magazine.

² https://en.wikipedia.org/wiki/Emotional_intelligence

³ See Dr. (Prof.) Amy C Edmondson's "The Fearless Organization: Creating Psychological Safety in the Workplace for Learning, Innovation, and Growth"

⁴ Kelly Clarkson - Stronger (What Doesn't Kill You), Official Video.

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AI Has Created a New SROI: Are Boards Measuring It?



WENDA GUMULYA | AI & SOCIAL RETURN ON INTELLIGENCE



The rise of Social Return on Intelligence and why it matters for boards.

Consider two charities that implemented the same Artificial Intelligence (AI) solution a year ago.

Over the first twelve months, both reduced administrative effort by 30 percent, lowered operating costs by around 20 percent and achieved productivity improvements set out in their business cases. On paper, both projects appeared successful.

However, the organisations ended up in very different places.

In organisation one, AI created more time for people. Staff spent less time completing forms and more time supporting beneficiaries. Volunteers reported feeling more valued and engaged. Community outreach expanded, beneficiary feedback improved, and donors saw stronger evidence of impact.

In organisation two, AI reduced administration but also reduced human connection. Beneficiaries increasingly interacted with automated processes rather than people. Volunteers felt disconnected from decision-making and engagement activities. Complaints increased,

stakeholder satisfaction declined, and donors began asking questions about the organisation's direction.

Both organisations achieved similar financial returns. Only one achieved a comparable social return.

From Return on Investment to Return on Intelligence

Artificial intelligence has become a regular topic in boardrooms across Australia and globally, often framed through the lenses of productivity, efficiency and risk.

**...boards can assess its contribution
across four dimensions:
Time, Reach, Inclusion and Trust.**

Yet for not-for-profit organisations, success cannot be measured by operational gains alone. As mission-driven organisations focused on creating social value, not-for-profits must also consider whether AI enhances their ability to support beneficiaries, engage communities and achieve meaningful outcomes. The challenge for boards is therefore not just measuring what AI saves, but understanding the value it creates.

Continued on page 14...



This is where not-for-profit boards may benefit from considering a new lens:

Social Return on Intelligence (SROI).

Rather than measuring AI solely through efficiency and productivity gains, boards can assess its contribution across **four dimensions: Time, Reach, Inclusion and Trust**. Collectively, these dimensions help determine whether AI is creating meaningful social value and supporting the organisation's purpose.

Dimension 1: Time – Unlocking Capacity for Greater Impact

One of the most immediate benefits of AI is its ability to reduce repetitive and administrative work. Tasks such as drafting communications, preparing reports, summarising meetings, processing enquiries and organising information can often be completed significantly faster with AI support. For many organisations, these efficiencies form the basis of the original business case.

Yet boards should avoid measuring success solely by the number of hours saved. Time saved is not the outcome. Rather, it is a resource that becomes available for reinvestment.

The more important question is what happens to that newly available capacity. If staff spend less time on administration, are they spending more time supporting beneficiaries? Are volunteers able to focus on mentoring, advocacy and community engagement rather than paperwork? Are leaders using the additional capacity to strengthen programs, build partnerships or pursue innovation?

Boards may wish to monitor reductions in administrative effort alongside increases in beneficiary-facing activities, volunteer engagement and mission-related work. The objective is not merely to create efficiency, but to convert efficiency into impact.

Dimension 2: Reach - Extending the Mission

Demand for not-for-profit services continues to grow, while resources often remain limited. AI offers a powerful opportunity to reach more people without a proportional increase in costs.

Translation tools can improve engagement with culturally diverse communities. Automated enquiry systems can provide support outside business hours, while AI-generated content can help organisations communicate more consistently with beneficiaries, volunteers and donors.

However, reach is not simply about volume. Serving more people only creates value if support remains meaningful and outcomes remain strong. Boards should measure not only how many people are reached, but also whether services are improving lives. Indicators may include beneficiaries served, response times,

engagement with underserved communities and program outcomes.

Dimension 3: Inclusion - Technology for All, Not Just Some

AI has the potential to make services more accessible and inclusive. It can translate information into multiple languages, support people with disabilities and tailor communications to different audiences. When implemented well, it can help organisations reach people who may previously have faced barriers to participation.

However, inclusion is not automatic. Not everyone has access to devices, reliable internet or the digital skills needed to engage with technology. Others may prefer human interaction or have cultural, language or accessibility needs that automated systems do not fully address.

Because while AI can improve efficiency, only trust can sustain impact over the long term.

Boards should therefore ask a critical question: who is benefiting from AI, and who is not? Metrics such as accessibility outcomes, participation across diverse groups and feedback from vulnerable cohorts can provide valuable insights. The true measure of success is not whether AI is available, but whether it is accessible, equitable and useful to the people the organisation exists to serve.

Dimension 4: Trust - The Return You Cannot Afford to Lose

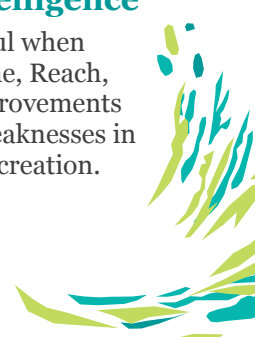
Trust is the foundation of every not-for-profit. Beneficiaries engage because they trust the organisation. Volunteers contribute because they believe in its purpose. Donors give because they trust resources will be used effectively.

AI introduces new questions around transparency, accountability and fairness. Stakeholders want reassurance that technology is supporting decisions, not replacing appropriate human oversight.

That makes trust a critical part of the Social Return on Intelligence. Boards should track indicators such as satisfaction levels, retention rates, stakeholder feedback and complaints. Because while AI can improve efficiency, only trust can sustain impact over the long term.

Bringing the Four Dimensions Together: Measuring Social Return on Intelligence

The four dimensions above are most powerful when viewed together rather than in isolation. Time, Reach, Inclusion and Trust are interconnected. Improvements in one area can strengthen another, while weaknesses in one dimension can undermine overall value creation.



A highly efficient AI solution may reduce costs, but if it weakens trust or excludes certain groups, its overall contribution to mission may be limited.

To translate Social Return on Intelligence from concept to practice, boards and executive teams can focus on three practical steps.

- **First, define the intended outcomes and risks before implementation.** In addition to productivity and cost-saving targets, articulate how the initiative is expected to create more capacity (Time), improve service delivery (Reach), broaden participation (Inclusion) or strengthen stakeholder confidence (Trust), while identifying potential unintended consequences.
- **Second, measure outcomes and impacts after implementation.** Review whether the expected benefits have materialised and whether any new risks have emerged, using a small set of indicators across the four dimensions alongside traditional ROI metrics.

- **Third, act on the insights.** If AI creates additional capacity, determine how it will be reinvested. If reach expands but trust declines, investigate why and implement corrective actions. The goal is not simply to measure SROI, but to use it to manage risks and continuously improve outcomes.

Looking Ahead

The future of AI in the not-for-profit sector should not be measured by automation and cost savings alone. Its true value lies in whether it helps organisations deepen their impact, reach more people, strengthen community participation and build lasting trust.

The question is no longer whether AI creates value. The real question is what kind of value it creates.

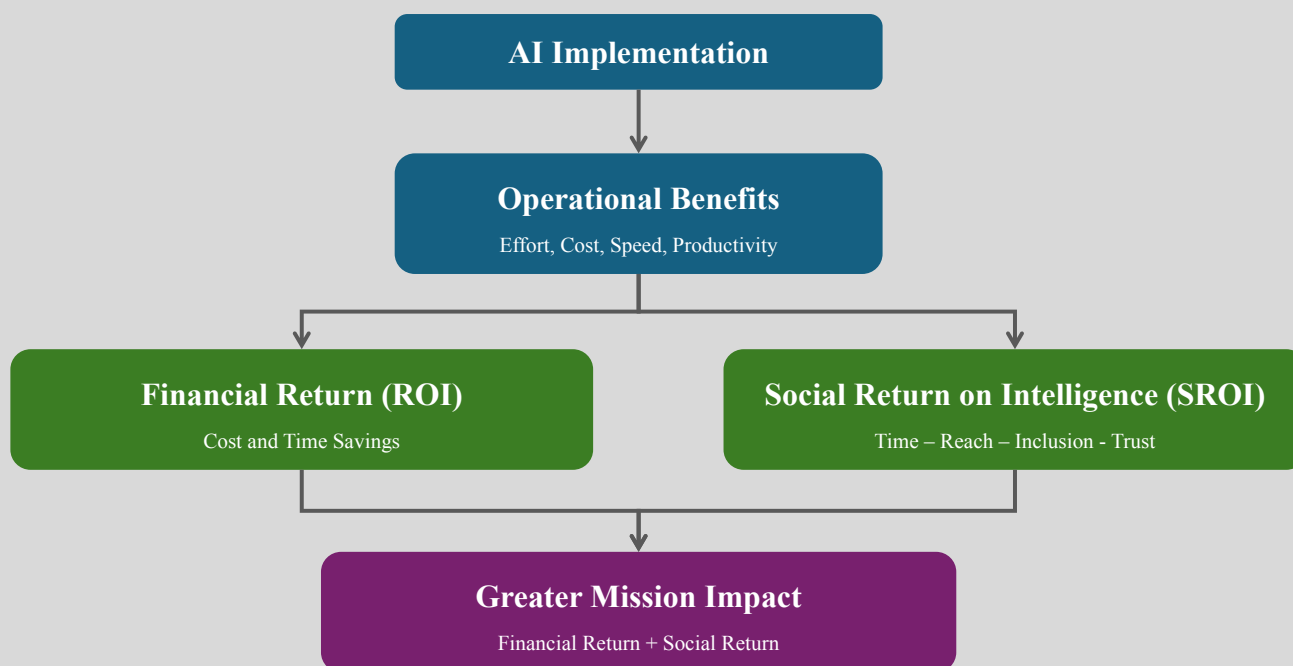
For not-for-profit boards, that may be the most important measure of all.

Wenda Gumulya

Board Chair, Hoshizora Foundation

Wenda is presenting a session on digital innovation without big-tech budgets.

Measuring the Value of AI in Not-for-Profits



Rebalancing Act



ARI MAGALHAES | BALANCING MISSION AND REVENUE



How Boards Navigate Financial Pressure Without Losing Their Mission

The financial pressure on not-for-profit organisations right now is real and well-documented. The ACNC's latest Australian Charities Report shows that while total sector revenue rose by around 5.6% to more than \$200 billion, expenses increased by 12.6% over the same period, with employee expenses recording their highest annual rise on record.¹

In practice, this means many charities are seeing their cost base grow roughly twice as fast as their income. National research by Australian Communities

Foundation finds that **only one in four Australian NFPs feels financially stable**, with the majority relying on short-term grants and reporting highly variable year-to-year income. Pitcher Partners' 2025 NFP Survey reports that more than 70% of organisations are actively considering changes to their funding model to stay viable.²

For many boards, these pressures have moved beyond a budget problem. The bottom line is red. Services are under strain. And the question is no longer whether to act, but how.



Boards that cut before they diagnose often cut the wrong things.

The instinct that makes things worse

When financial distress arrives, the instinct is to move fast. Cut costs. Protect cash. Make the numbers work. That instinct is understandable, and in a genuine crisis, some immediate action is necessary. But in my experience working with boards through financial turnarounds, acting quickly without first acting clearly is one of the most common reasons organisations deepen the problem rather than resolve it.

The decisions made in the first weeks of a financial turnaround shape everything that follows. Boards that cut before they diagnose often cut the wrong things: reducing programs that were generating value while preserving overhead that was not. They protect services that have strong advocates rather than strong outcomes. They address symptoms rather than causes.

The most important thing a board can do when the bottom line turns red is to take a step back.

Not indefinitely. Not to defer the hard decisions. But to ensure that when those decisions are made, they are made with a clear picture of what is actually happening, why it is happening, and what the organisation must protect at all costs.

That clarity comes from a structured diagnostic process, and it is the foundation of every effective turnaround I have been part of.

Understanding what you are actually dealing with

Not all financial pressure is the same, and a board that treats it as a single problem will apply the wrong response.

Some cost increases are structural. They reflect permanent changes to the operating environment that are not going to reverse. Sector-wide wage increases following the Fair Work Commission's aged care work value decision are structural. Changes to NDIS pricing and plan utilisation are structural. The organisations that have navigated these shifts well are the ones whose boards recognised them early as a changed baseline and asked a direct question: does our current funding model cover this new cost reality, or does the model itself need to change?

Other cost pressures are temporary or manageable. One-off transition costs, timing mismatches between expenditure and revenue, short-term workforce vacancies filled by agency staff: these are real, but they warrant a different response than permanent structural

change. Managing them through a short-term bridge is reasonable. Restructuring the organisation in response to them is not.

A useful test for any significant cost item: if this cost is still at its current level in three years, does our revenue model support it? If yes, the problem is cash timing, not structural viability. If not, the board is looking at a model that needs to change, and the sooner that is named, the more options are available.

The diagnostic before the decision

Once the board understands the nature of the financial pressure it is facing, the next step is to do a high-level assessment of your financial and operational health. To make it more targeted, I focus on key four areas:

1. Revenue analysis. Where does your income actually come from - government contracts, block funding, individual giving, corporate partnerships, fee-for-service - and how much of it is locked in versus short-term or one-off? How many of our major funding streams are recurrent, and how many are tied to specific projects or grants that will end in the next one to three years? Concentration in a single source or a cluster of short-term conditional grants can be a structural exposure.

2. Cost structure. Where is the money going, and what is discretionary versus fixed? Which programs are operating below cost recovery, and is that a deliberate, time-limited decision or an invisible drift? Overhead should be reviewed in full before any program reduction reaches the agenda.

3. Reserves and runway. Cash reserves expressed as months of operating expenditure is one of the simplest and most useful measures available to a board. The board should have a clear picture of how many months of operating runway the organisation has, whether that position is improving or deteriorating, and what is driving the change.

4. Mission alignment. Which programs directly and demonstrably deliver on the organisation's core purpose? Which exist for reasons of history, habit, or stakeholder expectation rather than current mission impact? This question is uncomfortable. It is also the most important one a board in financial distress can ask.

Reallocating based on impact, not history

With the diagnostic complete, the board is in a position to make reallocation decisions that are grounded rather than reactive. The governing principle is straightforward: resources move toward mission impact, not toward organisational history.

In practice, this means overhead is reviewed before programs that directly impact the customer are touched. It means the programs with the highest mission impact per dollar of net cost are protected first, regardless of

Continued on page 18...



whether they are the organisation's largest or most visible activities. And it means sequencing matters: what changes in the first 90 days, what happens in months four to six, and what requires a longer runway. A turnaround plan without a sequence is a list of intentions.

At the same time as costs are being addressed, the board needs to be asking about income. Dangerous concentrations of revenue are a structural risk, and a turnaround that addresses only the cost side is only half a strategy. More than 70% of Australian NFPs are now actively considering diversifying their funding model.³ Boards should be testing earned income opportunities, grant diversification, and partnership arrangements as part of the same conversation, not as a separate project for when things stabilise.

Cash reserves expressed as months of operating expenditure is one of the simplest and most useful benchmarks available to a board.

Three questions for your next board meeting

The diagnostic process above takes time to run fully. But there are three questions a board can put to itself right now that will reveal where the most important conversations need to happen.

Where does our income come from and what is our plan if that changes?

If more than 60% of your revenue comes from a single funder or funding stream, you have a structural vulnerability that belongs on the board agenda, not just the risk register. That does not mean the situation is immediately dangerous, but it does mean the board should have a documented response to the question: what do we do if this funding reduces by 10% in the next 12 months? If that response is not documented, writing it is the most valuable governance exercise you could do this quarter.

Which of our programs would we stop first if we had to, and what is not negotiable?

Most organisations have an implicit answer to this question: which programs sit at the heart of their mission, and which are more peripheral. Very few boards have taken the time to name that distinction explicitly. The difference matters enormously when a decision needs to be made quickly, with limited information and real consequences. The board that has never agreed which services are mission-critical and which can be stepped down will face that conversation under crisis conditions, without a shared reference point. The board that has mapped this in advance can act with considerably more clarity and confidence.

Are we building reserves, or explaining why we are not?

Cash reserves expressed as months of operating expenditure is one of the simplest and most useful benchmarks available to a board. Below three months is a position that warrants active attention and a documented recovery pathway. Three to six months is an amber zone: adequate, but without the financial flexibility to absorb shocks. Above six months provides genuine strategic headroom. If your board cannot readily answer which zone the organisation is in and what the direction of travel is, that is the starting point.

Mission is not at risk from the conversation. It is at risk from avoiding it.

There is a version of this conversation that treats financial sustainability and mission as competing priorities, as though engaging seriously with the numbers means caring less about the people the organisation serves. I want to name that framing directly, because it does real harm.

Mission fails without funding. An organisation that runs out of money does not deliver a reduced mission. It delivers no mission at all. Every governance decision made in service of financial sustainability is, ultimately, a decision made in service of the communities that depend on the organisation.

The boards that navigate financial stress with the most integrity are not the ones that refuse to make financial trade-offs. They are the ones that have done the work in advance: naming what they exist to protect, understanding what it costs, and building the governance discipline to defend those decisions clearly when conditions are difficult.

Taking a step back is not the same as stepping away from the problem. It is the discipline that makes it possible to act decisively, with clarity, and with the organisation's mission still intact on the other side.

Ari Magalhaes

Managing Director, OmniStrategic

Ari is presenting a session on balancing mission with revenue.

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- ¹ Australian Charities and Not-for-profits Commission (2025), Australian Charities Report, 11th edition, ACNC, Canberra. <https://www.acnc.gov.au/tools/reports/australian-charities-report-11th-edition>.
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- ³ Australian Communities Foundation (2025), Only 1 in 4 Australian non-profits feels financially sustainable, Australian Communities Foundation, Melbourne. <https://communityfoundation.org.au/article/nfp-resilience-report-release/>

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The Decision Rule Most NFP Boards Skip

DR ISABELLA ALLAN | DECISION-MAKING



Every NFP board has had the moment where something escalates quickly. It might be a compliance breach, a reputational incident, a funding crisis and yet directors say with surprise, "We didn't know this was coming". The problem with that statement is often that topic appeared in board papers more than once.

Most NFP directors are committed, demonstrating their passion for the organisational mission. So why are we consistently surprised? It's certainly not about the agenda. Often, it's the framing of the problem that is the challenge.

The board looks at the information presented to it and sees a routine operational update. Meanwhile management sees it as a strategic risk requiring board-level decision. By the time everyone agrees what kind of problem they were solving, the window to act has closed, options available are narrowed to the point inaction becomes the only choice.

We often pull the board paper lever - papers should be succinct, refer to earlier decisions/outcomes and include clear recommendations to solve this challenge. But there's a step boards skip that makes everything else work: knowing why the decision is stuck before trying to unstick it.

Problems in organisations are no longer simple and no longer complicated. They are complex because the world we work in is, as the Centre for Creative Leadership calls it, RUPT - rapid, unpredictable, paradoxical and

tangled. In 2020 the world moved on and our once stable rules of working and deciding changed. We now need to look at the behaviours that cause our decisions to get stuck.

Boards get stuck in four predictable patterns that relate to behaviours that block decision-making before it starts.

Rule 1. Know Why Your Decision Is Stuck Before You Try to Unstick It

Boards get stuck in four predictable patterns that relate to behaviours that block decision-making before it starts. Let's look at four lenses to this challenge:

Wrong Problem

This is where we focus on solving the symptom not the cause. Energy is high, the direction is clear, and the board concludes it is on the right trend. Yet, the effort is pointed at the wrong thing. A classic example: the board launches a culture initiative in response to rising staff turnover when the real problem is an uncompetitive salary structure that management has been flagging for two years. The bigger challenge for the management team and the remuneration committee is that the board as a whole is confident and committed which makes the wrong problem even harder to surface.



Ownership Gap

In this problem area the problem is visible and understood but the board committees are not claiming accountability for resolving it. For example, a funding model that no longer works because core funders have changed direction and the problem gets discussed at three consecutive meetings. Each time the paper goes back to the management team for more analysis. The question that is not being asked is whether the right team in the organisation is owning the problem. Many boards don't know the delegation structure in the organisation, relying on the CEO to assign the project.

Not Ready to Move

The decision cannot proceed because something that is genuinely necessary is missing or because the discomfort of committing is being dressed as prudence. Both look similar from the outside. From personal experience, one NFP board I worked with, that was fully funded, deferred a decision on a strategic partnership five times asking for more stakeholder input when the first stakeholder analysis exhausted all avenues of input. The question directors should have been asking was whether the missing element was real or whether deferring was just playing safe. The ultimate decision was made by an interim CEO who decided to completely wrap the project due to the indecision on the board.

The question is whether wanting and therefore waiting for more information changes the decision or just delays it.

Competing Compass

This is where two genuine commitments are pulling in opposite directions simultaneously. Both opportunities feel legitimate, but that competing tension is often not named. Board behaviour tends to quickly move to focusing on one commitment over the other without acknowledging the impact the competing commitment will have if it is ignored.

Let's look at geopolitical factors for a moment as they have been shifting global funding streams overnight and have had implications for numerous NFPs. For example, when a government changes aid priorities, a major donor redirects focus, or trade relationships fracture then NFP boards naturally state growth in the funding pool as an urgent priority. This is a correct course redirection. What management does next determine whether the board's priority becomes action or aspiration. If for example, they invest in systems to track donor engagement and improve follow-up discipline, and the board approves the investment both commitments feel legitimate: build internal productivity and efficiency and grow revenue.

Yet is this the right competing tension? The focus lands on team productivity and process improvement while the question of which funders actually have capacity to

close a multimillion-dollar gap in a compressed timeframe goes unasked. Meanwhile operational patterns continue as if the funding crisis is a future problem not a current one. The board has stated growth as the goal while the organisation's behaviour prioritises efficiency over the urgent identification and cultivation of funders who can move at scale and speed. The competing compass stays hidden and the gap stays open.

Courage in governance is not about having all the answers before you move. It is about doing the hard work early so you can name the decision, place it at the right level, and stand behind the call even when the path is not clear.

Rule 1 is the foundation.

Once a board knows why its decision is stuck, two more rules then become important.

Rule 2 is knowing when you have enough evidence to decide.

Boards often mistake the absence of certainty for the absence of readiness. In a RUPT environment certainty does not arrive. It is unpredictable after all. The question is not whether you have perfect information. The question is whether wanting and therefore waiting for more information changes the decision or just delays it.

Rule 3 is how to disagree productively.

When boards get stuck it is often because directors are framing the problem differently, yet no one has named that difference. Disagreement that surfaces competing frames improves thinking. Disagreement that rehearses positions without examining the frame underneath slows action without adding insight.

These three rules work together. Get the framing right first. Decide with what you know. Disagree in ways that clarify rather than delay.

Courage in governance is not about having all the answers before you move. It is about doing the hard work early so you can name the decision, place it at the right level, and stand behind the call even when the path is not clear.

Dr Isabella Allan

International Advisory Board Member, Centre for Sustainable Development, Goa Institute of Management, India

Isabella is presenting a session on decision rules for not-for-profit boards.



VERA VISEVIC | DECISION-MAKING AND DIRECTOR LIABILITY



Risk It to Lead It

Protections for Directors When Making Decisions

**To start or not start a new program.
To continue or discontinue an existing program.
To hire or not hire the candidate in front of you
as CEO. To approve or not approve a large
purchase. To approve or not approve a merger
or collaboration with another organisation.**

These are all examples of matters that may come across your desk as a director, to be considered and decided in your boardrooms. You may have limited time to decide on these subjects. You may have many competing, urgent decisions that all require your attention. In a world where not-for-profit directors are increasingly pulled in many different directions and have more and more to consider when making decisions – such as the use and governance of AI, funding considerations and increased regulatory requirements – how can you as a director make sure you are balancing risk and opportunity when making decisions? How can you ensure protections are in place when making decisions?

Read on for some practical guidance on these questions through the lens of the business judgment rule (**BJR**) as contained in the *Corporations Act 2001* (Cth) (**Corporations Act**) and the ACNC Governance Standards.¹

Duty of care and diligence

Company directors should be well acquainted with their duties as directors and officers of companies. Amongst the duties owed by directors is section 180(1) of the

Corporations Act – the duty of care and diligence. That section provides that:

‘A director or officer of a corporation must exercise their powers and discharge their duties with a degree of care and diligence that a reasonable person would exercise if they:

- (a) were a director or officer of a corporation in the corporation’s circumstances; and*
- (b) occupied the office held by, and had the same responsibilities within the corporation as, the director or officer.’*

When the Australian Charities and Not-for-profits Commission (**ACNC**) was introduced, a provision was inserted into the Corporations Act to ‘switch off’ this duty for charities registered with the ACNC.² However, a corresponding duty to section 180(1) appears in ACNC Governance Standard 5. Under ACNC Governance Standard 5,³ the onus is on the charity itself (rather than the individual director) to take reasonable steps to ensure its responsible people (generally, the directors) act with reasonable care and diligence.

Business judgment rule

The business judgment rule (**BJR**) can be found at section 180(2) of the Corporations Act⁴ and is largely replicated at regulation 45.110 of ACNC Regulations.⁵ The BJR corresponds to the duty of care and diligence in that directors will be taken to have met the duty if they take the steps listed in the BJR.



**Be inquisitive.
Record your decisions and the process
of how you got to the decision.**

A director of a charity will meet the BJR if they make a decision in relation to the charity, and the director meets all of the following:

- (a) the director makes the decision in **good faith for a proper purpose**;
- (b) the director **does not have a material personal interest** in the subject matter of the decision;
- (c) the director **informs themselves about the subject matter** of the decision, to the extent they reasonably believe to be appropriate; and
- (d) the director rationally believes that the decision is in the **best interests of the charity**.⁶

The protection can only be invoked where a director has made a decision.⁷ So what is a decision? A decision can include a decision to act or not to act in relation to a matter relevant to the charity's operation.⁸

Generally, this will include decisions related to entering into transactions for financial purposes,⁹ budgeting,¹⁰ and forecasting.¹¹ Failure to consider something will not be a decision/business judgment. You need to actually have turned your mind to the matter at hand.¹²

The BJR is relatively new and has not been used successfully in many cases. Recent judicial consideration of the rule was contained in the judgment of Star, involving the directors and officers of Star Entertainment Group Limited.

Nevertheless, the BJR provides us with a useful framework for the decision-making process as a director. Get informed. Actively turn your mind to the matters at hand – not just rubber-stamping decisions or the recommendations of management. Be inquisitive. Record your decisions and the process of how you got to the decision.

What should you do to ensure you can invoke the protection of the BJR if ever needed?

Ensure sure there are no conflicts.

Do not have a material personal interest in the subject matter of the decision. You can only rely on the BJR if you meet all of the elements, and that is one of the elements.¹³

Get informed prior to making a decision.

Read your board papers! If you don't think you have enough information to make a decision – ask for more information, and more time! You are not at the behest of management or whoever prepares your board papers when it comes to information. Seek out the gaps.

Think about the information you have been given. Ask:

- Is it a summary of a broader report?
- Does it contain outdated or current information?

- Does it make any key assumptions that may need to be challenged?
- Does it consider the risks – especially the obvious ones?
- Do you have sufficient internal expertise to consider the risks of the decision? Is there any professional advice which could assist in making the decision? You may want to pursue legal or financial advice.

Consider whether the decision is in the best interests of your organisation. Ask:

- How does the decision align with your organisation's purposes, risk appetite and its strategy?
- Is it in the best interests of the organisation?

Record, record, record!

Ensure the discussion and decision-making process is documented (including the information considered). The key to this is ensuring that your meeting minutes are clear, appropriately detailed and accurate. Ensure you review the minutes when they come out in draft. Review them while your memory is still fresh. This is not just a box ticking exercise. If you have any suggested changes, speak up.

Making courageous decisions

As a director, you should be able to freely make decisions. Sometimes these decisions may not work out as they were intended. However, boards need to be empowered and feel confident in making courageous decisions in light of, and to effect, change. Innovation inherently involves risk. Following these practical steps will go a long way to ensure you are protected if anything ever goes awry. They will assist you to risk it to lead it – as you strive onwards to governing with courage.

Vera Visevic

Partner, Mills Oakley

Vera is presenting a session on director liability and decision-making.

References:

- ¹ Found at Subdivision 45-B of the *Australian Charities and Not-for-profits Commission Regulations 2022 (ACNC Regulations)*.
- ² See section 111L of the Corporations Act.
- ³ Found at regulation 45.25 of the ACNC Regulations.
- ⁴ Which is also switched off for charities registered with the ACNC by s 111L of the Corporations Act.
- ⁵ Listed as Protection 2 under ACNC Governance Standard 5.
- ⁶ Regulation 45.110 of the ACNC Regulations.
- ⁷ Or, in the case of the rule in s 180(2) of the Corporations Act, a business judgment.
- ⁸ See the definition of 'decision' at regulation 45.110(2) of the ACNC Regulations.
- ⁹ *Australian Securities and Investments Commission v Rich* (2009) 235 FLR 1 at 7272 (**Rich**).
- ¹⁰ *Rich* at 7280.
- ¹¹ *Ibid*.
- ¹² *Australian Securities and Investments Commission v Bekier (Liability Judgment)* [2026] FCA 196 at 421 (**Star**); *Rich* at 7277.
- ¹³ Regulation 45.110(1)(b) of the ACNC Regulations.

Financial clarity is the foundation of a high-performing board

Strong boards don't just govern - they guide. They ask better questions, make informed decisions, and drive better outcomes for their organisations and communities.

Yet one area where even experienced boards can struggle is financial clarity.

Across the not-for-profit and purpose-driven sector, many boards receive regular financial reports but still lack the insight needed to make confident, strategic decisions. In today's environment - where funding pressures are increasing, compliance expectations are higher, and demand for services continues to grow - that gap matters more than ever.

The challenge is not access to information. Most boards already receive profit and loss statements, balance sheets, and budget reports. The real issue is that financial reporting is often too complex, overly detailed, or too focused on historical data.

As a result, boards can become disengaged from financial conversations or overly reliant on management interpretation without fully understanding the numbers themselves. Neither outcome supports strong governance.

High-performing boards approach financial reporting differently. They treat financial information as a strategic decision-making tool rather than simply a compliance exercise.

That means prioritising clarity over complexity. Effective reports focus on key insights, highlight emerging risks and opportunities, and include forward-looking information such as forecasting and scenario planning. Most importantly, they create

an environment where board members feel comfortable asking questions and challenging assumptions, regardless of their financial background.

One of the biggest mindset shifts is moving from "reporting numbers" to "telling the financial story".

Rather than simply reviewing what happened last month, strong boards focus on understanding what is driving the results, what risks may emerge, and what decisions need to be made over the next 6 to 12 months.

Technology is also helping improve board conversations. Modern cloud-based systems and dashboards allow organisations to access real-time data, automate reporting processes, and better visualise performance trends.

However, technology alone is not the solution. The real value lies in how financial information is interpreted, communicated, and connected back to organisational strategy.

At Next Dimension Accounting, we work alongside boards and leadership teams to bridge the gap between finance and strategy. From board-ready reporting to forecasting and financial insights, our focus is not just on producing accurate numbers - it's on making those numbers meaningful.

Because when boards truly understand the numbers, they make better decisions. And better decisions lead to stronger organisations and greater impact.



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SEAN JOHNSON | GOVERNANCE MODELS



Board Accountability in Ecosystems

"How many of your organisation's critical outcomes depend on actors you do not control?"

Most directors know the answer is "many." Is this a governance problem, or an operational reality left to management?

The Model We Inherited

Governance frameworks assume that the organisation is the unit of accountability. The board governs the organisation. It approves the budget, oversees management, monitors risk, and assures compliance. Partners, funders, regulators, service users and communities sit at the periphery, handled through stakeholder strategies that management maintains.

That model made reasonable sense in a relatively bounded world. It makes considerably less sense now.

Organisations do not create value in a vacuum. They participate in ecosystems: interconnected networks of actors, platforms and exchange relationships through which value is co-produced, distributed and captured. The organisation is a node within that system, not its centre, and governance obligations cannot be understood by looking inward alone. Regulation sets the lowest bar, not a measure of success. Real accountability extends beyond minimum compliance to delivering genuine value for everyone who depends on your organisation doing its job well.

**Organisations do not create value
in a vacuum.**

Organisations as Ecosystem Participants

One of the more useful reframes I work with is platform thinking, understood not as a technology model but as a governance capability. A platform, in governance terms, is the set of rules, conditions and infrastructure under which other actors can create value with you. Every organisation, whether it recognises it or not, functions as a platform: setting conditions for participation, enabling certain exchanges, constraining others, and shaping the flows of value moving through its relationships. This includes delivery partners, suppliers, staff, and other providers supporting the same person with no direct contractual relationship to your organisation.

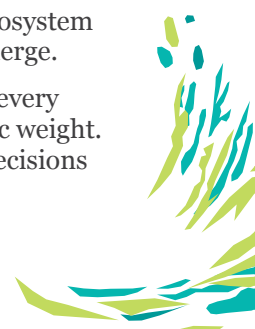
For a not-for-profit board, the question for boards should be "What kind of platform are we, what value system are we participating in, and are our governance choices, explicit and implicit, enabling or weakening that system?"

Value in contemporary not-for-profit settings is inherently co-produced. Organisations that treat the people they serve as passive recipients consistently underperform those that govern themselves as ecosystem participants, creating conditions for participation, reducing friction, and building the redundancy and diversity that make systems resilient.

Governing Participation, Risk and Value

When boards begin governing through an ecosystem lens, three distinct governance capacities emerge.

The first is **governing participation**. Not every ecosystem relationship carries equal strategic weight. The discipline is in assessing participation decisions



across four dimensions: the value the relationship *creates*, the value *exchanged* within it, the value the organisation *captures*, and the governance *guardrails* required to protect all three. Which partnerships are mission-critical enough to require explicit board authorisation, and on what terms? Where power asymmetries are significant, as they often are with major government funders or dominant referral networks, the board's work is not to pretend it has leverage it does not have, but to govern the dependency explicitly: naming it, monitoring it, and ensuring the organisation is not compounding the asymmetry through inaction.

Consider a community legal centre depending on referral relationships with a domestic violence service, a housing provider, and a council-funded outreach program. Management maintains all three competently. But the housing provider has merged with an interstate operator, its service model has shifted, and referral quality has deteriorated. Clients are arriving without the stability needed for legal work to be effective. The board has never formally discussed the relationship. It was established years ago and simply continued. Whether to continue it, on what conditions, and with what assurance reporting are not questions management should be answering alone.

The second is **governing risk across the system**. Most boards receive risk reports that catalogue risks to the organisation. Ecosystem risk has a different character. A concentrated dependency on a single funder, a co-provider whose failure would trigger a service crisis, a regulatory reform that restructures an entire funding model: these are system risks that can harm the organisation without originating within it. The governing question is deceptively simple: what is our position if this node fails?

A disability support organisation sourced nearly all of its support workers through two labour hire agencies that decided to merge. Management renewed the arrangement with the merged entity without board discussion. When the agency collapsed mid-year, the organisation lost forty percent of its workforce in a fortnight. The board had never seen the dependency in a risk report because it was not a risk to the organisation. It was a feature of how the organisation operated. The distinction offered no comfort when services were suspended and the regulator came calling.

The third is **governing value stewardship**. In rights-based and person-centred service models, which now characterise much of aged care, disability, mental health and community services, the value the organisation exists to create is co-produced across the ecosystem. The board's role is to steward the conditions under which that co-production is possible: guardrails that protect service users, standards that govern partner behaviour, and information flows that allow early signals of system strain to reach the board before they become crises.

A palliative care organisation's volunteer coordinator network quietly contracted over eighteen months as key

community connectors aged out of their roles. No KPI captured it. No risk register flagged it. It was family (dis)satisfaction scores that alerted the board. The dependency issues had always been there but governance visibility was missing.

Measuring What Matters

Two simple indicators can help boards see what their dashboards currently hide.

Ecosystem Dependency Concentration (EDC) measures the degree to which critical outcomes rely on a single external actor. A dependency is critical where its failure would materially impair the organisation's ability to deliver on its core purpose, trigger regulatory scrutiny, or cause direct harm to the people it serves.

EDC = Critical dependencies with no viable alternative / Total critical dependencies

A score approaching 1.0 signals dangerous concentration. A board might set a threshold of no more than 20% of critical dependencies without a fallback. Boards should also test whether management's definition of "viable alternative" is clearly defined and consistently applied, not merely assumed.

Structural Redundancy Ratio (SRR) measures the proportion of critical functions for which at least one alternative pathway exists.

SRR = Critical functions with at least one alternative / Total critical functions

A ratio below 0.5 means the majority of critical functions have no fallback. Not every dependency can be resolved. Some are structural features of the funding environment or the market for specialist services. The board's obligation is not to eliminate them but to see them clearly, govern them deliberately, and avoid compounding unavoidable concentration with avoidable passivity. Both indicators apply equally to external partnerships and internal capabilities such as key person dependencies and data systems the organisation cannot easily replace.

Put Ecosystems on the Agenda

Ecosystem governance asks boards to make the implicit explicit: to put ecosystem participation on the agenda, ask hard questions about dependency and value, and document stewardship choices in the record.

Boards should say plainly: "We are accountable for outcomes we cannot control, and here is how we propose to govern that honestly."

Sean Johnson

Governance consultant, company secretary, and
Adjunct Senior Research Fellow at James Cook University

Sean is presenting a session on stewardship in
ecosystem settings.



Conflict, Courage, and Board Performance

JULIE GARLAND MCLELLAN | CONFLICTS IN THE BOARDROOM



Conflict in the boardroom is under-discussed relative to its importance. Most governance writing focuses on compliance or structure; this article addresses the emotional and interpersonal reality directors experience and advises on how to benefit from your boardroom conflicts.

Why conflict matters

Disagreement between directors is inevitable when serious decisions are made. The issue is not whether conflict will arise, but whether your board has the courage and skill to handle it.

It is tempting to ignore or avoid conflict. Unmanaged conflict damages decisions, trust, and organisational performance. A board that doesn't disagree may look efficient; it is failing to harness the insights contained in contentious viewpoints.

Understanding how conflicts arise helps to design a response that extracts value and strengthens board unity and collective decision-making capability.

Sources of board conflict

Conflict can emerge at any point and for many reasons. Expecting and preparing for conflict equips a board to handle it more effectively.

Some sources of conflict include:

Interests

Directors must act in the best interests of the company, yet personal interests still create tension for boards. Financial interests, business relationships, or perceived personal advantage can all affect — or appear to affect — a director's judgement.

Directors must disclose relevant interests, avoid improper use of position or information, and ensure personal considerations do not influence decisions. Suspicions that interests are not properly declared or managed undermine trust. Often, the person with the conflict perceives it as an advantage rather than a detriment. At other times they may simply overlook their potential, perceived, or real, conflict of interests.

Creating an environment where conflicts are declared and directors are empowered to question builds the courage and confidence to name and manage competing interests.

Loyalties

Most NFP directors don't seek personal advantage. Legally, a conflict of interest includes anything that might impact a director's ability to make a decision solely on the best interests of the company.



Knowing the source of your board's disagreements is essential before acting to resolve them.

People passionate enough to volunteer for board service are often involved elsewhere in the sector. This involvement gives them access to information and relationships that are valuable for your organisation, but that is also a source of conflicts and potential reputation damage.

Expertise imbalance

Boards are best when they are diverse. That diversity creates conflicts between those that have greater expertise and those that have lesser expertise. Especially if one group starts to feel 'railroaded' by the other.

Creating learning opportunities and building a base of knowledge sufficient for all directors to responsibly partake in a decision may involve formal education or specific transfer of knowledge from member to member or from staff/external experts to members. Some boards find great value from mentoring to pairing experienced and new directors.

Personality and power

Another source of conflict is the way in which different people handle, and respond to, power:

- A director who is well-regarded for their enthusiasm and contribution, when elevated to the chair role, can suddenly seem overwhelming because of the increase in situational authority.
- A director may hesitate to speak up if they sense emerging consensus, because they doubt their own power and authority.

Creating a culture where rapid feedback is provided, appreciated, and acted upon pays dividends.

Uncertainty/risk appetite

Boards must make risky decisions. Different directors have different personal risk appetites which will be different from the organisation's risk appetite. Disagreements arise when directors feel pushed into a higher or lower level of risk than they are comfortable with. Surfacing these tensions isn't inefficient, it saves time and unpleasantness.

Three ways to respond

Knowing the source of your board's disagreements is essential before acting to resolve them. One size does not fit all. You can choose to respond using structures, processes, and emotional techniques, either alone, or in combination.

Structural responses

When the issue is related to experience, knowledge, managing a conflict of interest, or time to do the work, creating and using committee structures can allow the board to engage only the directors who will add value. Setting the terms of reference, scope, or charter will

allow committees to actively engage with the topic and make a recommendation to the whole board without breaching confidentiality or exacerbating interpersonal tensions.

A good example is the due diligence committee formed by a federal board looking at a project to amalgamate with one of the State-based member boards.

Sometimes a committee is too cumbersome and a taskforce with capacity for decision-making and implementation, will provide a better outcome.

Delegations to management are another effective way to remove a conflicted decision from the boardroom.

There are three common ways in which directors deal emotionally with conflict: fight, flight, or freeze.

Procedural

Another way to manage conflicts is to develop a process – before the conflict arises – that will allow the directors to agree how they will proceed should the conflict arise. A system of declaring, assessing and categorising, and applying standard treatments to, conflicts can be developed and then applied as the individual conflicts are surfaced.

Many directors will be familiar with active chairing techniques that allow boards to surface and resolve conflicts. Simple techniques such as ensuring that everyone has equal time to comment can remove perceptions of favouritism or privilege. These techniques must be supported by good board behaviours, such as listening carefully and fully, appreciating each other's contributions, and not interrupting.

If the conflict is emotional, it can help to ask people to share how they feel, in addition to just what they think. Asking directors to nominate both a positive and a negative aspect of a decision can also help.

Bringing in an external facilitator may assist, particularly if the chair is required to provide input to the discussion, or is a party to the conflict.

Emotional

There are three common ways in which directors deal emotionally with conflict: fight, flight, or freeze.

Directors with different default preferences require different supports to help them deal with conflict situations:

- A **flight preference** will always feel more confident going into a conflict if they have clear fall-back positions and/or escape routes. If that is you, or a person you want to encourage to engage, then you need to establish clear parameters for when you will

Continued on page 30...

call a halt or retreat, what support or ‘cover’ you can provide, and who will remain out of the fray and in a position to de-escalate if required.

- A **fight preference** will want the best possible strategy or ‘arsenal’ when entering into a conflict. Develop lines of reasoning, persuasive arguments, strategic courses of action, and deployable tactics before the conflict so that they are ready to hand. Make sure that you do not use excessive force to win an argument; remember that allies are more valuable than pyrrhic victories.
- A **freeze preference** needs time to become accustomed to the conflict. Defer if possible so that the person can emotionally process the issues and start to build a tolerance for action.

Emotional processes take a toll. Build time into your schedule to re-strengthen relationships after the conflict has concluded. Acknowledge the difficulty and the courage of your colleagues in addressing the issue. Walk away from every conflict with everyone feeling good about themselves and the part they played.

Conclusion

Effective boards do not avoid conflict. They develop discipline and courage to work through it constructively, using appropriate tools and techniques.

Governance quality is not revealed when directors agree easily, but when they do not. How a board handles disagreement is a clear indicator of its maturity, judgment, and effectiveness.

Boards that can harness competing viewpoints without deadlock or antagonism make better decisions — and they make them with greater confidence, speed, and consistency.

That capacity is not optional. It is the mark of a high-performing board.

Julie Garland McLellan

CEO & Director, *The Director's Dilemma*

Julie is presenting a session on conflicts of interest.

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The Board Illusion

Why boards don't need more information - they need better discussion

JOEL RAUER | TRANSFORMATION



Time spent in boardrooms typically reveals capable individuals, strong intent and disciplined structures. On the surface, governance appears robust – making underlying weaknesses in decision-making difficult to detect.

Effective boards do not set out to make poor decisions. They are made up of experienced individuals who take their responsibilities seriously. Frameworks are established, reporting is comprehensive, and discussions are generally robust. By most measures, performance appears sound. Yet many boards still fall short of the impact they are capable of delivering.

This raises an important question: is there an underlying illusion at play?

The issue is rarely a lack of effort, but misplaced confidence in how decisions are made. When processes feel sound, outcomes are assumed to be as well. Over time, this creates an illusion of effectiveness, where decision quality is overestimated because the mechanics appear robust. Research suggests structured processes can create a false sense of decision quality without sufficient challenge (Forbes & Milliken, 1999).

At the same time, boards face a second challenge. Attention is increasingly drawn toward operational matters, leaving less space for forward-looking discussion. This shift rarely occurs by design, but it affects a board's ability to shape the future.

When activity is mistaken for impact

Most meetings follow a familiar pattern – financial results, risk, compliance, and operational updates. These are essential, but the difficulty arises when they dominate.

As agendas expand and board packs grow, more time is spent on detail. By the end of meetings, there is often limited capacity for deeper strategic discussion. In some cases, it is deferred; in others, it does not occur.

As information volume increases, boards can spend more time processing detail than interpreting its implications. Excessive data can impair decision quality as insight is lost in noise (Eppler & Mengis, 2004).

Over time, boards may become highly effective at oversight but less engaged in shaping direction. As a result, opportunities for adaptation and renewal may be underexplored.

Why good process can still lead to poor decisions

On the surface, decisions appear sound. Papers are comprehensive, discussions constructive, and conclusions reached without significant disagreement. However, these indicators can mask weakness. Often, assumptions are not fully tested, alternatives are underexplored, or consensus forms too early. The absence of tension is interpreted as alignment, when it may reflect a lack of challenge – consistent with groupthink (Janis, 1982).

For not-for-profit boards, this can be more pronounced. Shared purpose creates strong cohesion but can also reduce the likelihood of robust challenge. Effective governance relies not only on alignment, but on the willingness to test and refine thinking before decisions are finalised.

How boards gradually lose strategic focus

Few boards would describe themselves as overly operational. Yet over time, a gradual shift occurs, shaped by practical and cultural factors. Recurring agenda items expand as reporting becomes more detailed. Directors naturally feel a strong responsibility to address risk, while operational matters are typically more immediate and easier to engage with.

As these pressures build, strategic discussion becomes

Continued on page 32...



less frequent or more compressed. It is not eliminated, but its depth diminishes. The result is a narrowing of focus. Boards become more skilled at oversight, while their influence on long-term direction declines.

Ask yourself: over the past 3, 6 or 12 months, has there been unnecessary discussion? particularly on operational matters during board meetings?

Why this matters more than ever

The external environment is becoming more complex and less predictable. Funding models are evolving, expectations are rising, and the pace of change is accelerating. In this context, decisions based on past performance can quickly become outdated. Without sufficient focus on future scenarios, boards risk reacting rather than anticipating.

This does not diminish the importance of risk and compliance. In fact, it highlights the need for balance. Governance is most effective when it gives equal weight to accountability and future positioning.

Strengthening decision quality in practice

Improving board decision-making does not require a fundamental overhaul. Small adjustments in how discussions are structured and led can have a meaningful impact. A key starting point is clarity of the decision. When directors understand what is being decided and why, discussion becomes more focused. Without this, conversations can drift into broader commentary that does not support the outcome.

Equally important is how information is presented. Framing it around key issues, trade-offs and implications enables the board to engage at the right level creating an effective shift from what has happened to what should happen next. The quality of debate also matters. Strong boards create environments where differing views are expected and constructively challenged.

Finally, considering future scenarios strengthens decision making in uncertain conditions by encouraging broader thinking and reducing reliance on a single assumed outcome.

Creating space for what matters

Boards can also improve effectiveness by revisiting how agendas are structured. Placing more complex or strategic items earlier when attention is at its highest and can improve the depth of discussion. Being clear about what requires discussion versus what is noted helps manage time and focus. Not every item needs equal attention, and this allows boards to prioritise what matters most.

Over time, these changes shift the focus from processing information to applying judgement, supporting stronger governance and outcomes.

A simple reflection

Boards can assess their position by reflecting on a few key questions. Are discussions focused on past performance, or do they consistently explore what comes next? How often are assumptions tested, and are alternative perspectives actively sought? The answers are often more revealing than formal evaluations – and provide a clear starting point for improvement.

High-performing boards ensure that:

- Strategy is embedded in each meeting, rather than confined to periodic reviews (Forbes & Milliken, 1999)
- Agendas are deliberately structured to prioritise strategic issues over routine operational reporting (Leblanc & Gillies, 2005)
- Forward-looking discussions occur early, when cognitive capacity and attention are highest (Kahneman, 2011)
- Management presents insights, options and trade-offs – not just data (Eppler & Mengis, 2004)
- Board questions focus on implications and future direction, rather than operational detail (Nutt, 2008)

A moment of reflection

Governance effectiveness is increasingly defined not by the volume of information reviewed, but by the quality of judgement applied (Forbes & Milliken, 1999). A useful challenge for any board is to ask:

- Are we clearer – or simply busier?
- Do we question and challenge – or primarily review?
- Are we shaping the future – or too closely monitoring the past?

Discomfort in these answers is often the starting point for improvement.

Final Thought

Strong governance extends beyond structure, process and access to information. While these elements provide an essential foundation, they do not, in isolation, ensure effective decision-making. What ultimately distinguishes high-performing boards is the quality of thinking they bring to their role. Their ability to interpret rather than simply receive information, to question assumptions rather than accept them, and to engage with future possibilities as deliberately as they manage present realities.

In an environment defined by abundant information and increasing complexity, this capability becomes the true point of differentiation. The effectiveness of a board is not determined by how much it knows, but by how well it applies judgement.

Ultimately, governance is not defined by the volume of information a board receives, but by the clarity, discipline and rigour of the thinking it applies.

Board Self-Assessment - How Effective Is Your Board?

Rank your board against each of the five decision dimensions below. For each row, select the option that best reflects how your board typically operates and assign the corresponding score (1–6). Record your score in the right-hand column, then total your results.

Decision Dimension	Reactive (1)	Competent (3)	Effective (5)	High-Performing (6)	Scorecard (Rank 1-6)
Use of information	Data overload (1)	Structured reporting (3)	Insight-led (5)	Signal over noise (6)	
Challenge & debate	Polite agreement (1)	Occasional pushback (3)	Healthy challenge (5)	Constructive dissent (6)	
Decision speed	Delayed (1)	Reactive (3)	Timely (5)	Decisive under pressure (6)	
Risk thinking	Risk avoidance (1)	Compliance focus (3)	Balanced (5)	Strategic risk-taking (6)	
Thinking discipline	Assumptions hidden (1)	Periodic review (3)	Conscious thinking (5)	Actively debiased (6)	
Total Score					
Total Score Rank	Scorecard Assessment				
5–12	At Risk – Decision making is reactive and heavily constrained. Significant improvement required.				
13–20	Functional – Governance fundamentals exist, but thinking quality is inconsistent. This is where most boards sit.				
21–26	Effective – Strong decision-making foundations, with growing discipline and clarity.				
27–30	High-Performing – Rare. Decisions are clear, deliberate, and consistently high quality under pressure.				

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Joel Rauer Director, CBRE Asia Pacific.
Non-Executive Director and Deputy Chair, MADEC Ltd.
Non-Executive Director and Deputy Chair, Women & Children First

Joel is presenting a session on strategic resets.



“See No Evil, Hear No Evil, Speak No Evil”
the redundant adage replaced with:

“See It, Hear It, Say It”

ALIZA GEORGE | GOVERNING REPORTABLE CONDUCT



With the implementation of Queensland’s Reportable Conduct Scheme commencing from 1 July 2026, organisations and NFPs now have a mandatory requirement to revise, revamp and embed a culture and appetite of risk that embraces greater accountability than ever before.

It is no longer a moot point to claim an organisation is unaware of the resources and processes required. A lack of intentional oversight of renewed framework implemented to meet the scope and accountability placed on the leadership of organisations, will become a long-term costly exercise of penalties and reputational damage.

The new scheme raises the bar of expectations for NFPs and organisations at large. The approach and attitude of an organisation, its process and method of identifying, reporting and investigating allegations involving children, become non-negotiables. Heightened culpability is placed squarely on senior leadership such as CEOs, where the scheme applies to the head of a reporting entity, who is accountable for primary legal responsibility. These duties cannot be delegated down and must be exercised internally, even where a governing body exists.

The scheme imposes on organisations, the mandatory obligation to guarantee matters are escalated, investigated and documented in line with regulatory requirements to prevent reportable conduct by workers and the organisation’s community, to enable reporting of allegations or previous convictions, to investigate and respond to all concerned irrespective whether the allegation meets any criminal threshold, while also notifying the Queensland Family and Child Commission of reportable conduct.

Categories of reportable conduct are:

- **Child sexual offences:** Any criminal sexual abuse of a child (example: assault, grooming, exploitation material).
- **Sexual misconduct:** Inappropriate sexual behaviour that doesn’t meet the criminal threshold (example: sexualised jokes or comments).
- **Ill-treatment:** Seriously improper or cruel treatment (includes excessive discipline, degrading behaviour).
- **Significant neglect:** Reckless or deliberate failure to meet a child’s basic needs, causing harm.
- **Physical violence:** Non-trivial physical force or assault committed on or around a child.
- **Significant emotional and psychological harm:** Serious trauma or developmental harm caused by non-physical actions.

One.

The onset of new investigation standards with stringent short time frames for action and reporting, creates an environment of increased compliance. Organisations now face increased governance pressure in preparation and implementation of compliant processes and systems to diminish regulatory and reputational risk.

The scheme creates a mandatory requirement on organisations to notify the Queensland Family and Child Commission within three business days of becoming aware of a reportable allegation. The scheme requires timely, independent and well-documented internal investigations for regulatory scrutiny.



...organisations are best prepared where there are defined and clarified categories of reportable conduct...

The implications and reality go beyond a tick the box compliance policy and protocol regime. Rather, robust embedded cultural and educational change of mindset and the process in which organisations view their governance, escalation avenues, investigatory methods and ongoing leadership education, training and learning is critical.

The onus on organisations to proactively be ready to reframe and revise frameworks and have clarity on accountabilities, is pertinent to its proactive positioning in responding and safeguarding its community and stakeholders' trust. Sustaining trust within the organisation and the broader community is non-negotiable. Creating organisations of safe spaces where confidence is built and rooted in the organisational values and relayed clearly as acceptable and what is not, becomes the new minimum standard. An organisation's risk appetite reveals the extent of uncertainty and doubt that an organisation and its leadership are prepared to recognise in pursuit of what matters in safeguarding the categorised vulnerable, as protected by the scheme.

As such, it is now necessary to overhaul organisational culture and appreciate the gaps within the organisation and leadership. This would ensure that should an incident arise that is reportable or deemed to have been reportable, the organisation is ready and equipped to follow a clear process of informed next steps with confidence and clarity.

The consequences of being ill-prepared or ignorant on compliance requirements with the launch of the scheme, is more harmful than most organisations and boards may readily realise and accept.

All workers, volunteers, board and community stakeholders should understand and be trained in what encompasses reportable conduct.

Pursuant to the scheme, organisations without directive to empower and resource their required compliance and governance overhaul of processes in a purposeful way, could potentially be caught out between one of two extremes: being irresponsibly ambitious, pursuing opportunities without understanding the exposure, or being in a risk-averse paralysis, declining anything uncertain. Neither extreme serve organisations in its purposes, particularly within meeting its obligations to its community. In the NFP space, NFPs are operating within highly regulated environments and trust-based relationships within community. NFPs exist to serve its communities. Unless a recalibration of risk and reframing of attitudes towards the what, why, who and when, are pursued as relevant and non-negotiable in scenarios of doubt or concerns raised within the

reportable conduct framework, the end outcome would be that the very community the NFP exists to serve is highly jeopardised and the organisations' mission and purpose compromised.

Two.

Organisations that proactively develop comprehensive post-incident resolution strategies that address both the immediate misconduct and any underlying systemic issues, while also developing a restorative approach; creating transparent and open avenues of communication, are contributing to collectively building the community's surveillance systems that demonstrate sustained commitment to improvement and implementing the scheme.

Organisations that intentionally create and build stakeholder engagement strategies and have ongoing accountability mechanisms, will be better set to reinvent themselves to be scheme commencement ready. The focus shift is from viewing an increased compliance burden, to instead an opportunity of steering the cultural identity of the organisation towards a move from crisis escalation to restoration and a framework where zero tolerance is acceptable within the reportable conduct scheme. Organisations require a wholehearted protectionism mindset that embraces the value to be proactive in seeking to eradicate and stamp out abuse of children within the framework of an organisation and NFP's nexus.

In the immediate days towards the scheme's implementation, organisations should audit existing protocols and systems in place, to ensure and enable every person within its reach is able to report concerns about worker and volunteer conduct irrespective of role and delegation. Organisations should also adequately include unambiguous and readily accessible procedures for investigation, documentation, and follow-up on incidents or suspicions of the same, made available to all staff, volunteers, and external stakeholders of its community. All organisations' policies should be reviewed and revised accordingly and updated to reflect the scheme and the organisations' legal child protection obligations arising from it. Organisations are now implied to be setting out how child-safe entities must respond when allegations arise and what systems must be in place to prevent harm in the first place.

In preparation of the new paradigm shift of how organisations view risk to child safety, organisations are best prepared where there are defined and clarified categories of reportable conduct, a clear and understood pathways and process of reporting as well as investigation procedures and the alignment and adoption of the Child Safe Standards and Universal Principle within the framework of all applicable other laws governing the organisation. This should be a firm compliance modification.

Continued on page 36...

Organisations should ensure that access to and clarity of roles and responsibilities within the organisations, relaying ongoing learning and education on the shifting reporting thresholds, and realigning mindsets and entrenched culture within the organisation, ensuring process and systems meet the ambit and scope of the scheme's requirements while also having in place scheduled audits, oversight, reviews of registers and reinforcement actions in place.

Three.

All workers, volunteers, board and community stakeholders should understand and be trained in what encompasses reportable conduct. Every adult should appreciate what is seen, heard and spoken, that falls within the scheme's mandatory reporting measures are fundamentally safeguarding the community and the organisation's stakeholders.

Adequate ongoing training and education to identify, recognise and respond to reportable conduct in a timely manner is essential. All within the organisation's ecosystem and orbit should have access to training that covers all staff; casuals, volunteers, and student leaders. Organisations have a positive and proactive mandatory

requirement to ensure recognition of signs of misconduct and harm and understand all reporting obligations, within the organisation and external to it.

In conclusion, the early bird organisation that is proactive in taking measures to understand and implement the processes and systems to meet the scheme will go a long way to not only safeguarding the organisations' reputational and safety threshold and scheme readiness but would also be at the forefront of cultural paradigm shift on social responsibility in safeguarding the deemed vulnerable within our organisations and communities.

Being blind, deaf and mute is no longer permissible. Hearing, seeing and safeguarding is the scheme's intent for organisational restoration and renewal of its leadership and culture. Organisations and NFPs should obtain timely legal advice to audit and check its compliance.

Aliza George, Special Counsel, Leora Rose Law

Aliza is presenting a session on governing reportable conduct in complex structures.

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MICHAEL GILLAM | RISK AND STRATEGY



Caution to Confidence

Rebalancing Risk and Strategy

One of my big goals in life has always been to gain a board directorship. I felt that a good way to help a not-for-profit organisation to grow and be successful, would be to join the board and assist with setting the strategic direction.

I achieved this goal several years ago and was appointed to two separate boards.

I was keen to get into the strategy and vision, however, it took the first couple of board meetings to get used to the governance process and unique style of each.

After about six months of meetings, I started to notice that most meetings were filled with incident reviews, risk register updates and compliance oversight of audit results. Coming from a risk and compliance background, I understand the critical importance of strong governance. A board needs to feel that the business is being managed appropriately and in accordance with regulation, policy and process.

Not-for-profits, especially in recent times, have gradually become the focus of stronger and more robust regulation. The weight of complying and meeting community expectations can feel so heavy that it seems the only way forward is to be verifying everything ten times over. Every time you turn around someone is writing another policy or control to safeguard the possible chance of something going wrong.

I got the feeling during my first interactions within the board that every possible scenario was controlled, and that if we breached something we would be in trouble, face a major fine and a ruined reputation. This of course

led to extreme caution, more oversight, and risk and compliance dominating the meetings, with little time left for anything else.

The Slip to Caution Dominance: Two Boards – Two Scenario's

For one board, I could see why and how this transformation had happened so quickly. Due to a lack of management controls, there were 265 outstanding audit actions that had accumulated over several years without any action or reporting.

Of course when this was finally reported, after a new CFO joined the business, the board understandably freaked out.

The whole focus then shifted to an urgent need to rectify this immediately. From then on, meetings were about detailed information on outstanding issues, regular progress updates, actions completed, and how this situation was going to be prevented in the future.

We went from working with a high-level overview to wanting every minor detail of the outstanding actions. The board became very operational, determining actions and finding solutions, which tied up even more time.

In fairness to the executive leadership team (ELT), we had all but replaced the previous ELT and the new team had not been involved in the audits. They were being told what to do rather than providing solutions to the board.

This went on for almost another six months. Of the 265 items outstanding, two were high risk, 36 were medium

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The fear of not meeting compliance, regulatory obligations and risk concerns took over the meetings.

risk and the remainder were low risk. As important as it was to bring this to our attention, the risk to the organisation was predominantly low.

For the second board the transition to compliance dominance was more gradual.

The board was provided with child safety reports indicating breaches and incidents that had occurred for the month. It began appropriately enough with a good overview, but some directors requested more detail about a particular incident that occurred. This was provided by the CEO, and given the circumstances, the board decided that each month a more detailed report on all incidents (rather than just breaches) be supplied, including actions to rectify them, and steps to control them going forward.

This expanded the report from two pages to about ten, and discussions around rectification became the focal point, with board members recommending actions on items and increasingly obsessing about compliance management.

This led to requests for a full risk register overview at each meeting, to ensure risks were linked to key incidents and documented for discussion. Again, the board was overriding the leadership team or providing actions to them, rather than simply absorbing information and confirming where our risk level sat.

The fear of not meeting compliance, regulatory obligations and risk concerns took over the meetings. Both boards became operational rather than maintaining a focus on strategy. Large amounts of time went into risk and compliance, and no time was left for critical strategy focus or management initiatives.

Even though the pathway to the transition was different for both boards, they both reached compliance dominance as the result.

These actions had a flow on effect with management. The board had effectively taken away their authority, and this led to a breakdown in trust between management and the board.

Management no longer felt they were trusted, and the motivation to provide new ideas slipped. They were simply reporting rather than providing solutions or insights. The culture had turned to compliance fixation, and strategy was a distant second.

Back on Track: Removing the Compliance Maze

At this stage it was clear that we couldn't continue through this compliance maze. I requested some further detail on the risk and compliance frameworks we had in place, then spoke to several other board members to get their perspectives.

Like most organisations, we had developed risk frameworks and policies, including risk appetite

statements. They were in place, but hadn't been reviewed for many years. They were also very vague and lacked guidelines and appropriate authority approval levels. Many policies were also not being utilised properly. We met the requirement of having a framework, but, like a lot of the policies, it was left on the shelf to gather dust.

I raised the issue at the next board meeting for both boards. Firstly, although compliance was critically important, I wanted us to identify what we, as a board, really needed to see and have input into. Secondly, as a board I wanted us to review our risk framework and determine if it was relevant and provided clear direction.

The board arranged a special meeting to review our risk framework with management. Our initial discussions determined that the policy, risk registers and processes were adequate. However, more importantly, the risk appetite statement required updating to provide proper definition and clarity.

We agreed that the statement needed to document very clear definitions of each risk, the level of acceptable appetite, thresholds for notification, KPI's, and authority levels confirming what management could approve, and what needed board approval.

This change was then reflected in what was reported to the board. From then on, the board saw:

- Only the risks that were above or approaching a threshold.
- Only the incidents that breached compliance and were assessed as high risk.
- Audit findings that were assessed as high.

These changes had a flow on affect. Trust was placed back onto management, allowing them to make operational and risk decisions, which built a stronger culture and more effective engagement with the board.

The size of the board reports reduced significantly, and more importantly, the board meetings focused only on the critical risks or emerging concerns that could affect our performance, block objectives, and really deserved our attention. This freed up time to enable discussions on strategy and improvement.

The board still sets aside sufficient time for risk, governance and compliance, and regularly have management complete and present risk deep-dives on key services and operations. However, this is now handled at the appropriate levels within both the board and the organisation.

Michael Gillam

Board Director, The Wilderness Society

Michael is presenting a session on the journey from compliance comfort to strategic confidence.



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AUSTRALIAN STRATEGIC SERVICES

How Should Boards Oversee

Technology Today

GREG PORTER | TECHNOLOGY



This article is deliberately provocative and hopefully will make you think about the dynamic technology environment we are continuing to experience and need to oversee as directors.

What constitutes technology today? Even if we can define that term, how do we manage it, how do we plan for it, how do we oversee the execution of the various types, and how do we identify opportunities that are sound and advance the goals of our organisations.

Technology has changed enormously over the years, especially in the last 30 years. Much of technology has been moving beyond the traditional IT department, including personal computers, phones, tablets, personal software applications, social media. Today, this includes industrial devices including sensors, industrial machines, robotics, and not forgetting the current hyped area of technology known as artificial intelligence. In the future, we need to consider the impacts of quantum computing, even though that particular journey is proving to be very difficult. Most organisations depend on complex networks and many third-party suppliers providing many of the functions traditionally handled internally.

Technology has become broader in its implementation, impacting almost every aspect of our lives and organisations. It has become more complex, more

pervasive, it is more connected, and we have become more dependent on it. Technology has impacted both organisations and the individuals who either work for those organisations, interact with those organisations and in their private lives. Technology and all aspects of it are now multi-disciplinary (example: legal departments are becoming leaders in the governance of AI and Privacy). Government legislation now and in the new future is influencing the decision structure and governance in many organisations. Personnel using AI without guidance and a governance framework are a particular threat.

A recent Harvard Business Review article (Tarun Khanna, 2024) highlighted the need and opportunity for boards to become more involved with the technology in their respective organisations, for many of the reasons stated above. While the article covered different approaches across different organisations (most were Fortune 500 organisations), it proposed a collaborative

Gone are the days when organisations could leave it up to the IT group to make these important decisions



Much of technology has been moving beyond the traditional IT department...

approach to advance an organisation's use of various technologies through interaction between the board and the organisation. What prompted these organisations to adopt the various approaches was a realisation that their boards were rather timid about technology and focused more on more mundane governance issues (their words not mine) and not on future technology investments and the future sustainability of a company in a rapidly changing world. In some cases, it led to transformational change; in other cases, leading to new products and businesses.

The HBR article focuses on the innovative side of technology programmes. I believe that the same approach can be used for not only innovation but also for managing the execution of technology matters. Planning for technology is a medium to long term matter, as the impact of decisions last many years. Gone are the days when organisations could leave it up to the IT group to make these important decisions, particularly around infrastructure, third party suppliers, security, the use of AI and emerging technologies such as quantum computing.

I recall that a few years ago, David Thody, (ex-CEO of Telstra, IBM and current Chair of Xero), in an update for the AICD, recommended that boards need to become more technically minded. He was, of course, was not suggesting all board directors become experts in technical design and operations. However, directors do (or should) understand the opportunities and vulnerabilities that technology provides.

Perhaps I can share a personal experience where the board (University Council) was very involved in the establishment of a Technology Direction.

I commenced at University of Technology, Sydney (UTS) as their IT director in late 1991. A Technology committee was already in place and operating with some senior executives and people from several parts of the university. I soon realised decisions about technology were made as transactions, and without context or aligned with the University vision. Decisions were made on the basis of whether it was a good idea or not. The dean who was head of the committee agreed, and we decided to do something about it.

Technology decisions and implementation are fundamentally investment decisions for many years, even though many are treated as short term transactions. This is why a vision of the future is important in the determination of strategy.

I should say that the university had just come into existence a couple of years earlier as part of the Dawkins Education Reforms and was spending a lot of time bedding down the integration of several institutions which now constituted the University of Technology, Sydney. While there was a planning department within the university there was no real plan in existence. The position I now occupied had also been vacant for 2 1/2 years. The internet was just coming into existence,

multimedia and online learning was just commencing. With the vice chancellor's support, we set about establishing what the future of the university should look like. This involved discussing with all groups of stakeholders, including external people as well as, and especially, the University Council (which is the board of the university).

The meeting with the University Council was especially fascinating, particularly with the composition of the council which included a politician, a union member and student representatives. It was a meeting I will never forget, but it forged a culture and relationships that were important in the following years. The development of the IT Directions Statement that resulted and the process itself was the impetus for the development of a university planning process. The process created an enthusiasm for discussing and contributing to the future of the university, especially amongst senior staff. It created a culture of collaborative support (a classic definition of a university at this time was "a collection of warring factions united by a common parking policy!"). That culture made my life as IT director much easier knowing I had every one's support and we could work to a common cause. I never had to plead for something to be done!

It was only a few years later, that I realised we should have done more with what we had achieved in those meetings and the development of the plan. The HBR article mentions different approaches to achieving better outcomes; the continued participation by board directors can inform and support the organisation.

While recommendations for every organisation are individually dependent on the needs and particular situations, a couple of points stand out.

The participation of board members in a collaborative manner helps inform the board, shows active support for the organisation (especially those parts responsible for the various aspects of technology), assists the investment decisions, guides governance responsibilities and a positive culture in the organisation.

While this topic is relatively new to many organisations, I suggest a collaborative approach to technology strategy and management, with the involvement of the board should be given priority attention.

Greg Porter

Director, Greg Porter Advisory

Greg is presenting a session on digital security for boards.

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AI... Opportunity or Threat?

What are the strategic implications of Artificial Intelligence for not-for-profits: Its transformative efficiencies as well as its emerging threats?

RINSKE GEERLINGS | AI GOVERNANCE



A practical perspective for organisations, especially NFPs with limited budgets.

Artificial Intelligence has rapidly evolved from a specialist technology into a mainstream strategic issue for organisations of all sizes. While large corporations dominate headlines with major AI investments, the implications are equally important for smaller organisations and the not-for-profit (NFP) sector. Charities, associations, community organisations, and social enterprises often face growing service demands, rising stakeholder expectations, limited staffing, and tight budgets. For them, AI presents both significant opportunities and new challenges.

The key question is no longer whether AI matters, but how organisations with constrained resources can use it wisely to improve outcomes while managing risk, cost, and complexity.

The transformative efficiencies of AI

1. Doing more with less

For not-for-profits, AI's greatest attraction is efficiency. Many organisations operate with lean teams and heavy workloads, and AI can automate administrative tasks to free time for mission-focused work.

Applications include drafting donor, sponsor and volunteer communications, newsletters, funding proposals, meeting summaries, reports, and staff or volunteer rosters. UNICEF Australia and Greenpeace Australia use fundraising platforms like Dataro to

improve donor targeting while reducing mailout volumes. The Australian Literacy and Numeracy Foundation (ALNF) also uses AI to help preserve First Nations languages through its Living First Language platform, by enabling users to interact with sounds, letters, and symbols.

AI-powered chat tools and email assistants can further streamline enquiries and workflows. When implemented effectively, AI acts as a force multiplier, enabling small teams to achieve outcomes that once required larger workforces or external consultants.

2. Better use of data and insights

Many organisations collect significant amounts of data but lack the resources to analyse it effectively. AI can help transform data into valuable insights by identifying donor, sponsor and volunteer trends, retention risks, and stakeholder engagement opportunities. Clean Up Australia, for example, uses AI image analysis to assess thousands of volunteer-supplied photos, helping categorise litter, support annual reporting, influence decision-makers, and forecast service demand.

AI can also assist organisations in measuring program outcomes, detecting unusual spending patterns, and analysing survey feedback. Lifeline Australia is exploring conversational AI and virtual collaborators to triage distress signals and connect people more efficiently to crisis support services.

For organisations operating with limited budgets and resources, improved insights and stronger decision-



making can deliver benefits that are just as valuable as direct financial savings.

3. Improved stakeholder engagement

Supporters, beneficiaries, regulators, and communities increasingly expect personalised and timely communication. AI can improve responsiveness, tailor messaging, and enhance user experience through personalised updates, faster enquiry handling, accessible content creation, and improved website search functions.

Eastern Palliative Care uses AI-assisted technology to help transcribe and write life stories for home care clients while attempting to preserve their voice and tone. Justice Connect uses AI to translate everyday descriptions of legal problems into formal legal issues, helping people access the right pro bono support while reducing online intake drop-out rates.

For not-for-profits competing for attention, volunteers, and donations, stronger stakeholder engagement can directly support long-term sustainability.

4. Expanding expertise without major headcount growth

Limited budgets often prevent organisations from hiring specialists in areas such as communications, analytics, policy, and administration. AI can help bridge these gaps by assisting staff with tasks like marketing content, presentations, spreadsheet analysis, grant applications, policy research, and training materials.

While AI does not replace expertise, it can significantly expand a small team's capability.

The emerging threats and complexities of AI

While the opportunities are compelling, AI also creates risks that may be even harder for smaller organisations and NFPs to manage because they often lack dedicated risk, legal, cybersecurity, or IT teams.

A common risk is buying tools because they are fashionable rather than because they solve real problems.

1. Reliability and quality risks

AI can generate convincing but inaccurate, incomplete, outdated, or fabricated content. Not-for-profits relying blindly on AI for policy, legal, health, or grant-related information risk serious mistakes, including incorrect claims, misleading advice, or flawed documents.

Human oversight and review remain essential to ensure accuracy, accountability, and appropriate decision-making.

2. Data privacy and confidentiality

Many not-for-profits handle highly sensitive information involving donors, beneficiaries, clients, health issues, finances, or vulnerable communities. Uploading such information into AI tools without proper controls can create privacy breaches or trust issues.

Leaders should ask what data is safe to use in AI tools, whether the information is stored externally? Are privacy obligations being met? Have staff been trained on acceptable use? For organisations built on trust, privacy failures can be deeply damaging.

3. Cybersecurity threats

Many NFPs, including WWF Australia, Plan International Australia, Cancer Council, Canteen, Fred Hollows Foundation, Smith Family, Oxfam Australia and Community Based Support (CBS) Tasmania have suffered cyber-attacks. The belief that organisations are “too small to be hacked” is dangerous, as smaller organisations are often targeted due to weaker defences. The Australian Cyber Security Centre (ACSC) reported that 43% of cybercrime reports in 2023 came from small to medium-sized organisations, including charities and NFPs.

AI is making attacks more sophisticated through personalised phishing emails, fake invoices, deepfake voice scams, and automated social engineering. NFPs are particularly vulnerable because their high-trust cultures can be exploited.

Limited cyber budgets further increase the need for practical resilience measures such as Cyber Incident Response Plans (CIRPs), Business Continuity Plans (BCPs), and staff awareness training.

4. Hidden costs and poor investment choices

Although many AI tools appear inexpensive, costs can grow through subscriptions, consulting, integration work, staff time, training, governance, and failed experiments.

A common risk is buying tools because they are fashionable rather than because they solve real problems. For budget-conscious organisations, every technology dollar must deliver value.

5. Skills and change management challenges

AI adoption is not only a technology issue. Staff may feel anxious, sceptical, or overwhelmed. Others may use tools enthusiastically but without understanding the risks.

Organisations need clear guidance, basic AI literacy training, practical examples of value, safe experimentation and leadership support. Without this, adoption may become fragmented or risky.

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6. Governance and ethics

Not-for-profits often have strong values-based missions. They must consider whether AI use aligns with those values.

Questions may include whether the system is fair and inclusive, if bias could disadvantage certain groups, whether decisions are explainable, if human judgement is retained where needed, and whether the technology supports the organisation's mission - or distracts from it. Ethical missteps can undermine credibility with donors, regulators, and communities.

A practical, strategic response for NFP leaders

AI does not require a massive budget to deliver value. What it requires is focus, discipline, and thoughtful governance.

Start small and high-value ('quick wins')

Pilot with a few business functions first. Choose a few low-risk, high-impact use cases such as drafting communications, meeting summaries, or supporter engagement.

Protect sensitive information

Create simple rules about what data can and cannot be entered into AI systems.

Keep humans in the loop

Use AI to assist decision-making, not replace accountability.

Build staff and volunteer confidence and capability

Provide practical training and encourage responsible experimentation.

Review costs carefully

Track subscriptions, time savings, and measurable benefits.

Align AI with the mission

Use AI where it strengthens service delivery, efficiency, and impact—not just because it is new.

Rinske Geerlings

Managing Director, Business As Usual

Rinske is moderating the panel discussion "Digital Governance: AI Masterclass for Directors".

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JANET ATTWOOD | MISSION



What's Really Carrying the Mission?

Not-for-profit organisations exist because there is a need in the community that cannot be ignored. That purpose is powerful. It attracts people who care deeply. It helps organisations keep going through funding pressure, rising demand, workforce strain and more. It gives board members, CEOs, staff and volunteers a reason to stay with difficult work long after others might have stepped away.

Purpose is one of our sector's greatest strengths, but it can also hide pressure.

In many organisations, the mission is being delivered, but the model underneath it is becoming harder to sustain. Staff stretch further because they don't want to fail vulnerable clients who need care or support. Leadership teams carry unresolved risks because there are no easy answers. Volunteers take on responsibilities that have grown beyond the original ask. Board committees and reporting cycles continue because they are familiar, even when they no longer help the organisation make better decisions.

Let me say that again. *Even when they no longer help the organisation make better decisions.*

This rarely happens through poor intent. It happens because committed people are focused on solving the next immediate problem, just like they always have. Over time, though, a board can start to mistake effort

and busyness for effectiveness or sustainability. That is when essential governance conversations must begin.

For boards governing with courage, one valuable question is also an uncomfortable one: what is really carrying the mission, and is it strong enough for the decade ahead?

Purpose-driven organisations often tolerate strain for longer than they should. People care about the community. They know funding is tight. They don't want to let anyone down. So they absorb the gap between what the organisation has been funded to deliver and what it actually costs to deliver the service in a properly resourced, sustainable way.

I call this the true cost gap. That gap can be hard to see from the board table, especially when the work is still happening. It's even harder to see when the unpaid board is carrying much of that load themselves.

A CEO may report that the team is "stretched but managing". The board may see strong output, loyal staff and a leadership team that keeps finding a way through. Those signals can feel reassuring, unfortunately they are often masking risk.

Workforce strain is difficult to recognise because it can look like dedication. People stay late, make the extra call and hold the emotional load because stopping feels too costly. In many organisations, that commitment is praised, and sometimes it should be.

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Workforce strain is difficult to recognise because it can look like dedication.

If the organisation is relying on unreasonable effort to keep services operating, or if staff are compensating for gaps in systems, supervision, technology or resourcing, the board needs to know. These aren't questions designed to criticise leadership. They are governance questions that protect the mission. If exhaustion has become part of the delivery model, the organisation has both a WHS and a sustainability problem.

Goodwill can create a similar blind spot. The not-for-profit sector runs on generosity, trust and commitment. Those qualities matter deeply. But goodwill is not an operating model. It becomes risky when goodwill starts carrying essential work that should be supported by clear roles, systems and realistic resourcing.

It can be hard to see. A volunteer takes on a task because no one else can do it. A staff member is the only person who knows how a critical process works.

If one or two key people stepping away would leave the organisation exposed, goodwill has become part of the risk profile. Now, I'm not suggesting boards should remove goodwill from the organisation. Goodwill is essential. But boards do need to understand where and when it's carrying too much.

...ask where the organisation is absorbing pressure in ways that may not be visible in ordinary reporting.

Another common pressure point is structure. By structure, I mean the operating model and ways of working within the organisation.

Many not-for-profit governance processes were built for the organisation that it once was, not the organisation it is now. A hands-on board may have been necessary when the organisation was small. A committee may have made sense when the risk profile was simpler.

These days, though, change is constant. Funding is tighter, delivery costs keep growing, regulatory expectations have increased and workforce risk is more visible. Cyber, privacy, AI, WHS, safeguarding and financial resilience all now sit firmly within board oversight.

Structures that once helped can start to hold the organisation back. This rarely announces itself as failure. It usually shows up as friction. Decisions take too long. Board agendas become crowded with operational detail. The CEO seeks permission where reporting would be more appropriate. Committees duplicate effort. Papers get longer, but confidence doesn't improve.

In those moments, the board may be working hard at the wrong altitude. This is where assurance matters.

A board can feel reassured because staff are committed,

services re being delivered and the organisation has always found a way through. Assurance requires directors to be more disciplined. It asks whether the board can see the early signals, understand the pressure points and support sound decision-making.

From a governance and regulatory perspective, care and commitment matter deeply, but they aren't a replacement for visibility, accountability and evidence that the model is still fit for purpose. So what should a board do when it realises this is happening? The first step is not blame. It's honesty.

Boards can start by creating space for a different kind of conversation with the CEO and leadership team. Not more long operational updates or requests for more reporting. A better starting point is to ask where the organisation is absorbing pressure in ways that may not be visible in ordinary reporting.

Where is unpaid work happening because people are stretching beyond reasonable limits? Where does essential knowledge sit with one person? Which structures exist because they are familiar rather than useful? What would become fragile if demand increased, funding changed or a key person left?

Asked badly, these questions can sound like criticism. Asked well, they can create relief. Many CEOs already know where the pressure sits. What they need is a board willing to see it, understand it and make decisions that help address the actual issue, rather than continue with band-aid solutions.

The board's response should be practical and proportionate. It may involve redesigning roles, changing delegations, investing in systems, reviewing committees, strengthening reporting or stopping lower-impact work. It may require more honest conversations with funders about the true cost of delivery.

Rather than try and solve everything in one meeting, do a prioritisation exercise to help separate what needs urgent attention from what can be staged. Listen to the people that do the work and make decisions with a strategic mindset.

Governing with courage often means noticing that the organisation is being held together by people who care deeply, being brave enough to ask whether that care alone is enough, and importantly, taking reasonable action when the answer is no.

Boards that see the early signals and who aren't afraid to think differently about solutions are better placed to protect the work and the people behind it, so they can keep supporting the mission.

Janet Attwood

Director, Women's Health NSW

Janet is presenting a session on chairing in complexity.



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TAMMY VEN DANGE | IT STRATEGY



Why IT Projects Fail Before They Even Start

I've seen plenty of IT projects fail, starting with the first one I supported over twenty years ago.

While the “failures” may look different, the common thread is that they did not meet the objectives of the original business case.

In my current work helping not-for-profits with major technology investments, I now know that the greatest risks may have been avoided if the right questions were asked before the project started.

Boards tend to notice project risks when it's running late or the team is asking for more funding. Unfortunately, those are usually lagging indicators.

What I've found from my experience is that the root cause of such failures generally lies in four risk areas that can significantly influence the outcome of a project. Pay careful attention to these, and you will significantly decrease the project's likelihood of failure.

Governance gaps

Boards often assume governance is covered if there is a project report and a steering committee. Those are needed but are only part of the requirements.

I did a current state review recently for a not-for-profit where both of these were in place, and yet the organisation still lacked the full governance needed to make good technical decisions early. Specifically, they lacked:

- ICT governance to connect technology decisions to strategy and investment priorities.

- Data governance to clarify ownership, control privacy and security, and manage the quality and integrity of the information.
- System governance to define who owns and manages the systems after go-live.

Most importantly, they had no design authority to make strategic design and architectural decisions for their complex suite of applications. As a result, a project team member made data integration decisions they were never equipped to make, creating broken workflows and compromising the source of truth for stakeholder data.

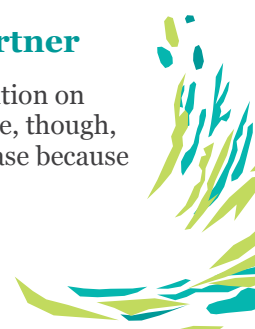
That affected the integrity of their reporting and later became a serious risk for data migration to a new platform.

When these forms of governance are weak or disconnected, poor decisions get locked in early.

Before approving a major technology investment, leaders need to feel confident that governance is in place at every level, not just for project reporting purposes. And if you lack internal skills to answer these questions, get some help.

Choosing the wrong delivery partner

Organisations often focus most of their attention on choosing the right software. In my experience, though, systems usually fail to deliver the business case because



the organisation chose an implementation partner that did not have experience with their sector nor understand how it operates.

Even an established platform such as Salesforce, Microsoft Dynamics or an Australian payroll solution can struggle to meet the requirements if the delivery partner does not understand the organisation's services, funding model, or regulatory and reporting obligations.

When that sector understanding is missing, the burden shifts back to the Not for Profit to explain its own complexity and translate that into a workable system design for the new solution. That is a risky position for any organisation to be in.

Ensure you question the suitability of the implementation partner as much as you do about the software.

Incomplete budget

Too often, a business case goes to the board with a budget that shows only the vendor's costs. That may be enough for a minor software purchase, but not for a major project that could run for six months or more.

Major investments like these also require a budget for new project team members, backfill for internal subject matter experts, contingency and integration work. Yet these costs are rarely included in the business case, even though they can significantly increase the initial funding requirement.

When the full cost becomes visible, the organisation may conclude that the project has gone off track. Sometimes it has. However, often the original investment case was simply incomplete, and the board approved a budget that was never realistic enough to support the promised outcome.

**Ask this simple question early:
What will this truly cost the organisation to implement well and sustain afterwards?**

Underestimating organisational readiness

Major systems, such as a customer relationship management (CRM) platform or payroll system, rarely affect just one team or service. Yet many boards still approve these projects as though they sit in an isolated bubble away from business activities or strategic decisions.

I have seen too many projects begin before the organisation was ready:

- Payroll projects start before consultation on award interpretation or enterprise bargaining has finished.
- Case management system projects begin before a new operating or service delivery model has been decided.
- Software contracts are signed and licence fees are paid before the project team has even been hired.
- New contractors are expected to make business process decisions without any knowledge of the current services or the organisation.
- Data migration commences before anyone has confidence in the legacy data.

Readiness also means being able to deliver the project while keeping the organisation running. Not-for-profits often have competing priorities that rely on the same subject matter experts, which spreads effort too thinly across all of them. Successful projects usually involve trade-offs. Sometimes that means pausing other strategic work so the organisation can focus on implementation and, just as importantly, staff adoption afterwards.

Ask questions about readiness and be willing to prioritise strategic activities to ensure the organisation can effectively support major IT investments.

Asking the right questions before you start

Implementing a major IT system is challenging in the best of conditions, but projects that fail to meet the organisation's objectives are often compromised before they even begin. I learned that in the first major IT project I supported years ago. Leadership was so determined to meet the original schedule despite flagged issues that much of the migrated data was effectively useless when the new system went live. Staff then had to work across both the old and new systems for years just to verify basic information. That experience has stayed with me, and why the early questions matter so much.

Not just whether the software is right, but whether the organisation is governed, funded and ready to deliver the change well. Boards and executives do not need to predict every problem, but they do need confidence that the conditions for success are genuinely in place before the project starts.

Tammy Ven Dange

Strategic IT Advisor for NFPs, Roundbox Consulting

Tammy is presenting a session on data governance.



Risk and the Subcommittee

JANE BOAG | RISK MANAGEMENT



“We have a Quality and Risk Committee, but they don’t really do the ‘risk’ part”

Risk appears in the title of many board subcommittees - Audit and Risk, Finance and Risk, Quality and Risk, or Risk and Compliance – usually just one subcommittee, that is gifted accountability for topic specific and/or whole of organisation risk management oversight.

Yet naming a committee this way does not mean risk is being meaningfully discussed or managed in those meetings. In practice, many committees focus on their primary subject matter title, while risk is reduced to a short agenda item that rolls over the content of a risk register from one meeting to the next or endorses a compliance update ready for board approval. Adding risk to the name of a committee can unintentionally suggest that risk management sits there, rather than across the whole governance system.

So, when a CEO recently said, “*We have a Quality and Risk Committee, but they don’t really do the ‘risk’ part*”, this is what I wish I’d said in response:

Risk

The AS/NZ ISO 31000:2018 Risk Management standard defines risk as “the effect of uncertainty on objectives.” This helpfully encourages us to think about and take action in response to specific things that are causing uncertainty and could impact our ability to reach our goals. Done well, risk management is a valuable tool to help decision makers weigh choices, understand trade-offs, and act with greater clarity. It can guide us to take risk to help us achieve our goals or take action to avoid risk.

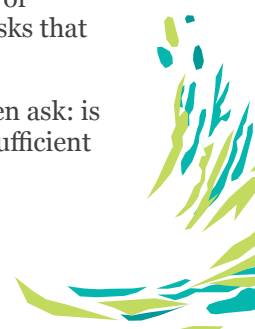
Subcommittees

Subcommittees are a valuable governance mechanism that exist to enable board members, and sometimes independent advisors, an opportunity for deeper attention on specific area of the organisation. They allow directors to spend more time on particular matters, test ideas and assumptions, review detailed data or information, and make recommendations to the board. They free up time on board agendas and often make use of specialised board member skillsets or experience.

However, subcommittees only add value when their purpose is clear. When risk is part of a committee’s title, the associated mandate should be explicit. Charters should provide clarity about the scope of risk management accountability. For example, is a finance and risk committee only looking at risk related to finance, focused only on operational risk aligned to the primary focus of the subcommittee, or is it responsible for in depth enterprise-wide risk oversight? Is the relationship clear about how risk is managed across subcommittees?

Subcommittee charters should define the way in which risk is to be governed within its scope: to examine uncertainty, define appetite and tolerance, identify emerging issues, gain assurance that controls are operating effectively, endorse actions in response to identified risks, understand the implications of decisions on the organisation and escalate risks that could impact the organisation to the board.

If the scope is clear in the charter, we can then ask: is the agenda aligned to accountability and is sufficient



time allocated to asking questions that inform good risk management practice? (e.g. What's creating uncertainty for us? Are the current controls working the way we expect? Do we want or need to take action to reduce the impact if this uncertainty materialises? Are we making decisions in line with the defined risk appetite?)

Operational vs Strategic Risk

Strategic risk management requires us to ask questions about what is possible: what could emerge, what assumptions underpin current plans, where the organisation is vulnerable to change, and whether opportunities are being pursued with sufficient discipline.

Subcommittee materials often lean toward operational risk management. Papers are frequently data-rich and retrospective: incidents, trends, audit findings, compliance exceptions, control gaps, and performance metrics. These are necessary components of oversight, but they can narrow the conversation to what has already happened, rather than thinking about what could happen that requires our attention.

The challenge for subcommittees is to avoid treating risk management as only a compliance and controls exercise.

Mature risk oversight connects operational signals to strategic impacts. That is why strategic and enterprise-wide risks do not sit neatly in one category or one subcommittee. They require collective sense-making across the governance structure, with the board retaining sight of, and accountability for the whole.

Board

The board is ultimately accountable for the organisation's risk oversight. This accountability is not transferred because a subcommittee reviews the detail first. Good governance requires a clear relationship between committee work and board decision-making. Committees may provide analysis, assurance, and recommendations, but the board must still understand material risks, approve appetite where appropriate, monitor whether risk management frameworks are effective, and satisfy itself that management is responding to significant uncertainty in a timely way.

This is especially important for strategic and enterprise-wide risks. These uncertainties cut across functions and may materially affect long-term objectives, from funding pressures and workforce capability to cyber resilience, reputation, and regulatory change. They rarely sit neatly within one portfolio, and they should not be treated as matters for a once-a-year discussion. Stronger governance means revisiting the risk profile when conditions change and fostering a culture that encourages open discussion of uncertainty and response.

Boards should ensure that risk is embedded into the agenda, papers and discussion to support decision making that fosters the organisation's resilience.

Board & Subcommittee Relationship

The most effective arrangements make the relationship between subcommittees and the board visible and intentional.

Reporting lines should support synthesis, not fragmentation. If one committee considers financial controls, another reviews quality indicators, and another looks at technology investment, the board still needs an integrated view of how those issues combine to shape overall exposure and resilience.

The quality of reporting between the subcommittee and the board is therefore critical. Reports should do more than summarise the agenda or list matters noted. They should draw out the issues that require board attention: material changes in the risk profile, emerging risks, shifts in control effectiveness, matters outside appetite or tolerance, significant incidents or themes, and any recommendations that need a board decision.

Timing also matters. Routine reporting after each committee meeting helps maintain continuity, but boards may also need interim escalation where an issue is time sensitive or has enterprise-wide implications. Above all, reporting should help the board understand what has changed, why it matters, and what judgement or action is required at board level.

This is where many governance arrangements become strained. A quality and risk committee may focus primarily on incidents, compliance trends, and care outcomes. A finance and risk committee may focus on budgets, controls, liquidity, and audit matters. Both are important, but neither necessarily provides a complete view of strategic risk. Without deliberate coordination, risk oversight becomes siloed.

Finally

Used well, a subcommittee can make risk oversight more thoughtful. It adds the most value when it helps the board understand uncertainty in a way that is practical, integrated, and connected to organisational purpose. The task for boards and their subcommittees is to ensure risk management is not a separate technical exercise. It is part of how boards make decisions in response to uncertainty.

When I see that CEO again, I'll pass this on...it might help reframe the 'risk' part of their Quality and Risk Committee...wish them luck!

Jane Boag

Principal Advisor, What's The Plan

Jane is presenting a session on risk appetite.

The Calm Before the Storm

The for-purpose sector's next governance challenge is already brewing.

ANNA SKEELS | LEADERSHIP & RECRUITMENT



There is a growing sense across the for-purpose sector, that while conditions may appear calmer on the surface for many organisations significant pressure is bubbling underneath.

Recruitment markets have slowed. Organisations are operating more cautiously. Boards are focusing heavily on sustainability, operational stability and retaining good people. After several years of disruption, many leaders are understandably relieved simply to feel that things have steadied.

But perhaps this is not stability at all, perhaps this is the calm before the storm.

Across the sector, boards are navigating uncharted waters, organisations are facing growing employee burnout, constrained and uncertain funding environments, ageing executive and governance leadership and changing expectations around work and leadership.

Individually, these issues are manageable. Together, they create a governance environment requiring far greater strategic clarity, adaptability and leadership maturity than some organisations have historically needed.

It is becoming clear, some of the greatest risks facing organisations are no longer purely financial. For years, boards have become skilled at monitoring compliance, financial oversight and operational reporting. Yet the next phase of governance challenge may emerge less through balance sheets and more through burnout, disengagement, weakened accountability and declining organisational connection.

The risks are cultural. They are relational. They are leadership-based.

One of the clearest examples of this shift is the evolving conversation around workplace culture and hybrid work. Flexible work has delivered significant benefits across the sector. It has improved accessibility, widened talent pools and allowed many employees to balance work and personal responsibilities. However, several years into a large-scale hybrid work transition, organisations are beginning to ask more difficult questions.

What happens to culture when teams rarely experience the organisation together physically?

Can mentorship, accountability and organisational identity be built as effectively through screens? Are organisations confusing productivity with connection? And are cultural issues simply becoming less visible rather than genuinely improving?

Historically, people physically experienced organisational culture every day. Leadership behaviours, collaboration styles, team dynamics and organisational tensions were visible on site. In hybrid environments, interaction has become more controlled, more scheduled and often more transactional.

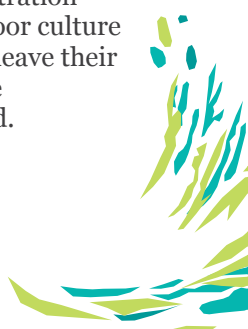
It has become more difficult for leaders to genuinely monitor performance, provide timely support and identify emerging issues when so much interaction occurs through screens.

In many organisations, meetings have become highly orchestrated, and no longer allow for the incidental conversations that once gave leaders insight into morale, wellbeing and team dynamics; conversations walking between meetings, checking in after difficult moments or talking casually around the kettle, have at times disappeared.

Those informal moments where leaders often noticed when someone was struggling, overwhelmed, disengaged or quietly excelling. Where trust, mentoring and cultural connection were built have been removed from the working day.

Furthermore, can hybrid environments unintentionally soften accountability? Managers may struggle to identify underperformance, disengagement or behavioural issues early because they are no longer observing teams informally day-to-day.

Employees may also find it easier to emotionally distance themselves from organisational frustration while working remotely. In previous years, poor culture or values misalignment has driven people to leave their jobs. Now, flexibility allows people to tolerate environments they may otherwise have exited.



Low turnover does not always indicate high engagement.

This, in part, explains the current lack of movement across parts of the employment market with job mobility at an all-time low, combined with a volatile global environment, economic uncertainty, and a cost of living crisis, many employees simply feel that staying put is the safer option.....at least for now.

Even where culture feels strained or leadership challenges remain unresolved, familiarity and flexibility can outweigh the perceived risk of change. Employees may tolerate situations they would previously have left because the broader external environment feels uncertain.

This creates an important leadership tension. Low turnover does not always indicate high engagement.

Some organisations may appear stable, however scratching the surface reveals employees are fatigued, emotionally disconnected or quietly waiting for the right moment to leave.

In a sector where values, purpose and striving toward a shared cause have traditionally been the core of an organisation's identity, sentiment is changing in more subtle ways. Values may no longer feel as clearly aligned as they once did.

Generational shifts, changing expectations around leadership, hybrid work and evolving views on flexibility, accountability and workplace culture are reshaping how employees engage with organisations. Teams may still be committed to the same mission while holding very different expectations about communication, leadership and what a healthy workplace should feel like.

In highly digital environments, these differences can become harder to identify. Misalignment sits quietly beneath structured meetings, which lends itself to the appearance of stability and functionality. Yet, fundamental contrasts in workplace values and practices creates disconnection between employee and mission. It creates a fragile partnership between apathetic employees and a stagnating market that will not last long-term.

For boards, this creates a complex governance challenge. Culture and values alignment can no longer be assumed simply because people remain committed to the cause.

Strong succession planning cannot begin three months before a contract renewal discussion.

At the same time, boards are facing another significant challenge: leadership succession.

Organisations are entering a period where long-serving board members, CEOs and executives are approaching transition points. Yet too often, succession planning still

occurs reactively, treated as a contractual process rather than an ongoing strategic conversation. Strong succession planning cannot begin three months before a contract renewal discussion.

CEO transitions are rarely straightforward; leaders may leave unexpectedly for new opportunities, personal reasons or retirement, and equally, organisations themselves evolve. Strategic priorities shift. Funding environments change. Mission reimaged. Sometimes the organisation and leadership continue growing together, sometimes they begin to grow apart.

Boards that don't pursue open conversations early enough can find themselves managing transitions as a reaction rather than thoughtful planning. This is where the role of the chair becomes particularly important. The chair is perpetually walking a tightrope, balancing support and challenge, maintaining trust while enabling accountability, and representing the collective views of the board without becoming immersed in day-to-day operations.

Strong chair-CEO relationships are built on honesty, clarity and mutual respect, not avoidance. Succession planning should not sit solely at CEO level, the chair and board are equally responsible for recognising the need for broader executive and governance succession strategies.

Organisations should be questioning:

- Where are future chairs coming from?
- Are we actively developing board capability?
- Are governance pathways accessible enough for emerging and diverse leaders?

Boards are increasingly recognising that leadership capability requires intentional development; through mentoring programs, structured onboarding pathways and openness to first-time directors bringing fresh perspectives.

The question of remuneration remains on the table. Paying board members acknowledges genuine responsibility, broadens the candidate pool, and strengthens accountability. Yet many organisations resist, whether for philosophical reasons, concerns about donor perception or simply limited financial capacity.

The data increasingly reinforces the narrative that purpose remains our greatest strength, but sustainable funding, increased collaboration and planning will define the next phase for the for-purpose sector.

The sector may appear calm today, but the next phase of governance challenge is already brewing.

Anna Skeels

Founder & Director, Social Compass Group

Anna is presenting a session on strategic recruitment.



GEORGINA CAMP | SOCIAL IMPACT MEASUREMENT



From Compliance to Collective Wellbeing

The TISFD is bringing us back to what matters most

We are living through a moment in history where the meaning of success is being redefined, perhaps even rediscovered. This shift is happening at a both personal level as well as being reflected in how we think about organisations and the economy. Financial prosperity alone has never been enough to sustain a person or a business. Yet over the past century, guided by GDP as the dominant measure of progress, both people and organisations have lost their way.

We allowed the system to define success for us, overlooking the deep interdependence between people and nature - both in our own lives and within the institutions we build.

If we want to thrive, and if we want our businesses to thrive, we must recognise and act on this interdependence.

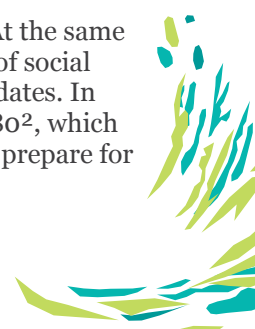
To this end, the Taskforce on Inequality and Social-related Financial Disclosures (TISFD) has emerged as a global, multi-stakeholder initiative designed to help businesses and financial institutions understand and report on their impacts, dependencies, risks and opportunities related to people. The TISFD Framework is being developed iteratively, with three

draft versions and a final version scheduled for public consultation between 2026 and late 2027. The first Beta Version 0.1 has just been released for public feedback.

Climate & Sustainability Reporting Is Now Mandatory - Social Impact Is the Next Frontier

Following the pathway established by the taskforce on climate-related financial disclosures, it is widely expected that the TISFD framework will be adopted by the International Sustainability Standards Board. In Australia, TISFD is anticipated to be incorporated into mandatory climate-related financial disclosures under the new Australian Sustainability Reporting Standards (ASRS), which became compulsory for large organisations in January 2025 and will apply to all organisations by 2028.

The government's "climate-first but not only¹" approach signals a clear trajectory: the legislation is intended to create an *enduring framework* for future sustainability-related financial disclosures. At the same time, ASIC is already increasing its scrutiny of social impact reporting, even ahead of formal mandates. In March 2025, it released Regulatory Guide 280², which sets clear expectations for how entities must prepare for



and comply with Australia's new sustainability reporting regime. RG 280 emphasises that sustainability information, including social impacts, must meet the same standards of accuracy, completeness, governance oversight and audit readiness as financial information. Importantly, RG 280 signals that ASIC will take action where disclosures are misleading, incomplete or unsupported by evidence, reinforcing that sustainability reporting is no longer a voluntary narrative exercise but a regulated, assurance-level obligation.

The TISFD is, in many ways, an invitation to return to what we know at our core: that our wellbeing is inseparable from the wellbeing of the systems we are part of.

What the TISFD Beta Framework Contains

The Beta Framework includes the Conceptual Foundations – key concepts for understanding inequality and social-related financial disclosures and First Draft Disclosure Recommendations – outlining what entities will be required to report.

The general requirements establish the scope of the framework, including:

- **Double materiality** – extending traditional materiality to encompass both (1) impacts expected to affect the entity's financial prospects and (2) the entity's most significant impacts on the economy, environment and people – including human rights.
- **System-relevant information** – putting organisations on notice to understand and report on their entity's role in contributing to system-level impacts.
- **Stakeholder engagement** – requiring ongoing, meaningful engagement with affected stakeholders.
- **Scope** - covering an entity's own operations as well as upstream and downstream value chains.
- **Time horizons** – considering risks, opportunities and impacts beyond day-to-day decision making to also consider medium- and long-term impacts.

The specific disclosure requirements then ask entities to assess how their

- (1) **Governance**,
- (2) **Strategy**,
- (3) **Impact and Risk Management**, and
- (4) **Metrics and Targets identify**, oversee and manage their impacts, dependencies, risks and opportunities related to people.

A Systems Lens: Ambitious, Necessary and Deeply Human

The scope is undeniably ambitious. It asks organisations not only to understand how their operations effect people, but also to recognise their role as system actors capable of driving positive or negative change now and into the future. It assumes that we can make sense of the complexity of social issues and the interdependence of business, nature and climate and report on them clearly.

While the initial reaction may be overwhelm, the ambition is also energising. Although the approach of the framework is to lead with the business case for action, 'sustained economic prosperity', it is consistently paired with a reminder of the ultimate goal: thriving people and planet - collective wellbeing.

Seen through this lens, the TISFD is not simply another compliance exercise, it represents a structural shift toward measuring what truly matters. It reminds us that humans, and the organisations we build, exist within a living, breathing and deeply interconnected ecosystem. Operating as though we are separate or dominant is both unsustainable and unwise.

As Kemi Nekvapil writes, when our success is grounded in cultivating a healthy and nourished ecosystem, we are far less likely to fall into the belief that who we are, or the life we are living, is "not enough yet."³ The TISFD is, in many ways, an invitation to return to what we know at our core: that our wellbeing is inseparable from the wellbeing of the systems we are part of.

As the saying goes, regulation simply seeks to close the gap between current practice and society's expectations. In this case, calling us back to something we have always known: wellbeing is the true measure of success.

Public feedback of the TSIFD Framework Beta Version 0.1 is currently underway, visit: www.tisfd.org/frameworks/tisfd-framework-beta-version-0-1 to contribute your say.

Georgina Camp

Founder and Director, Huber Social

Michelle Macaskill, CEO, Huber Social is presenting a session on social impact measurement.

References:

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AI Literacy for Directors

What It Actually Means in the Boardroom

RAPHAEL GOLDSWORTHY | BOARDS AND AI



Imagine your board is asked to approve a transaction. The board pack includes a market scan, a risk summary and a set of integration assumptions. Management says AI helped prepare the material. The paper is well written. The risks are neatly ranked. The recommendation sounds plausible.

Then a director asks five basic questions.

Which tool produced this?

What information was it given?

What was checked against a primary source?

Were confidential details entered into a public system?

And if the AI's recommendation shaped the final paper, whose reasoning is the board actually adopting?

If no one can answer, the problem is not that the board lacks a data scientist. The problem is that the board cannot yet govern a decision shaped by AI.

That is the practical meaning of AI literacy for directors. It is not about prompt fluency, building models, or having an AI policy. Nor is it about using AI to analyse your board papers or summarise the minutes. It is the board-level ability to understand AI well enough to test its outputs, oversee its use, and keep the board's own judgment independent of the machine.

The Chief Justice of New South Wales put the same issue to boards in his 2026 Harold Ford Memorial Lecture, asking whether "AI-literacy or competency" should be a criterion of a board's skill matrix, and "what level of investment is required by a board in order for its directors to become AI-literate". Whether boards should be AI literate is no longer really the question; the answer is plainly yes. The real question is what it actually means to be AI literate.

The law has built this kind of literacy standard before. Directors are already expected to be financially literate, and that expectation did not begin as an express checklist in the Corporations Act. It emerged from the general duty of care and diligence. That history matters because it shows how a broad obligation to be informed can harden into a baseline competency every director is expected to have.

How financial literacy became a duty

For a long time, a director could plausibly say the numbers were the accountant's job. That excuse ran out in 2011, with the Centro decision.

In *ASIC v Healey* (2011),¹ the directors of the Centro property group signed off on financial statements that misclassified billions of dollars of short-term liabilities as long-term. The mistake was there to be seen by anyone who read the accounts against what they already knew about the company's borrowings. Every non-executive director and the chief executive were found to have breached the duty of care and diligence under section 180(1) of the Corporations Act. So was the chief financial officer, who was an officer of the company rather than a member of the board.

Centro matters for AI because of how Justice Middleton framed the obligation.

First, he placed it somewhere no director can delegate away. "There is a core, irreducible requirement of directors," he held, "to be involved in the management of the company and to take all reasonable steps to be in a position to guide and monitor." Directors can rely on management, auditors and committees. They cannot rely their way out of understanding what they approve.

Second, he described the competency in practical terms. "All directors must carefully read and understand financial statements before they form the opinions which are to be expressed in the declaration." The obligation was not to become an accountant. It was to read the accounts, understand them, and catch the kind of error that should have been apparent.

Third, he kept the bar at a sensible height. "The basic concepts and financial literacy required by the directors to be in a position to properly question the apparent errors in the financial statements were not complicated." Financial literacy was a floor, not a professional qualification.

Finally, drawing on the older AWA line of authority and *Daniels v Anderson*,² he described the posture expected



of every director: a “diligent and intelligent interest” in the information available, an effort to understand it, and an “enquiring mind” applied to the responsibilities of the office.

That is the bridge to AI. Cross out “financial statements”, write in “AI-shaped advice”, and the principle travels almost intact. A director does not need to be able to build an AI system. They do not even need to be able to prompt one. But they do need enough literacy to question the output before it becomes the board’s judgment.

The pattern has also moved beyond financial statements. In *ASIC v RI Advice Group* (2022),³ the Federal Court held that a licensee’s failure to put adequate cybersecurity controls in place fell short of its obligation to provide financial services efficiently and fairly. That case was not a directors’ personal duty case under section 180. But it illustrates the same governance movement: once a technology becomes central to how an organisation operates, and its risks become foreseeable, responsibility for managing those risks cannot simply be outsourced. If that ground is new to your board, Rinske Geerlings’ primer on cyber security for boards is a good starting point.⁴

Directors’ AI obligations are not yet settled in the same way. No court has handed down a *Centro* for AI. But the direction is hard to miss. The Chief Justice has put the questions directly: should AI competency sit on the skill matrix, and how much does a director need to understand about the tools the company depends on? Those are the kinds of questions that can become legal standards once a court is forced to answer them.

None of this stops at the listed company boardroom. Many not-for-profits are companies limited by guarantee, so section 180 applies to their directors directly. Where the company is also a registered charity, the Corporations Act duties are largely switched off and replaced by ACNC Governance Standard 5, which asks the same care and diligence of a charity’s responsible people, enforced by the ACNC rather than ASIC. Incorporated associations answer to their own state and territory Acts; most now spell out the same care and diligence duty, and where an Act is silent the general law and, for a registered charity, Governance Standard 5 close the gap. The statute changes; the standard does not. A volunteer director weighing AI-shaped advice for a community organisation is expected to bring the same enquiring mind the court looked for at *Star*.⁶

The boardroom AI literacy test

The seminar version of AI literacy is usually a tour of the tools: how to prompt ChatGPT or whichever model is newest, what the latest features can do, and a few cautionary headlines. That may be useful for operators. It is not the literacy the law would test in a director.

For directors, AI literacy comes down to five boardroom capabilities.

1. Know how the tool can be wrong.

This is the AI version of reading and understanding the accounts. Directors do not need to know how a model was trained. They do need to understand the common failure modes: hallucinated facts, hidden bias, sycophantic answers, inconsistent responses to similar prompts, weak sourcing and black-box reasoning. The board question is simple: where is this tool most likely to be wrong in this particular decision?

2. Test the output before relying on it.

Centro punished directors for nodding through figures they should have questioned. The AI version is nodding through a fluent answer because it is polished and confident. Directors should ask what the output was based on, what it may have missed, what assumptions it built in, and who checked it against a real source. Treat AI output as a draft to be interrogated, not a conclusion to be adopted.

3. Know where the organisation is using AI.

A financially literate director understands their own company’s finances. The same specificity applies to AI. Boards need visibility over where AI sits in products, operations, customer interactions, risk processes and board-paper preparation. They need to know what data is being fed into which tools, which tasks have quietly moved to automated systems, and which vendors or models the organisation depends on. You cannot govern a use you cannot see, which comes down to whether your board has done its homework.

4. Weigh the risks specific to the use case.

Confidentiality is the immediate risk. A director who drops the details of a confidential transaction into a public AI tool has likely walked past the company’s data governance and may have compromised legal or commercial obligations. Beyond that sit bias in automated decisions, intellectual property exposure, poor data provenance, over-reliance, the erosion of genuine boardroom debate, and the litigation tail. Depending on the circumstances, prompts, transcripts and outputs may be discoverable. The Delaware case *Fortis Advisors v Krafton*,⁵ where a chief executive’s deleted ChatGPT logs turned up as evidence, is the cautionary tale. Closer to home, *ASIC v Bekier* was described by the Chief Justice as the first Australian judgment to reflect on AI use by directors, with Justice Lee noting that many directors are already using AI informally to prepare for meetings.

5. Keep the judgment human.

This is where literacy meets the safe harbours. As the Chief Justice warned, a director who simply adopts an AI’s recommendation may find the business judgment rule is not there for them, because they never made the conscious, independently reasoned decision the law requires. Literacy means using AI, in words the lecture endorsed, “as an aide to their own decision-making,



rather than as a substitute for making an independent assessment". The test is whether each director can explain their own reasoning without pointing back to the machine.

These five are framed around risk, because that is where a director's legal exposure is greatest, but the same literacy that lets a board govern AI's failures should also let it ask the opportunity question: whether the organisation is using the technology well, and not merely safely.

Every director needs enough understanding to ask a sensible question and recognise an unsatisfactory answer.

What it is not

AI literacy does not mean directors have to code, build models, or follow the mathematics of machine learning. Centro is explicit that the financial literacy required "was not complicated", and the same calibration should apply here. The bar is informed judgment, not technical mastery.

Nor can the board solve the problem by recruiting one technologist and deferring to them. That is no more sufficient than leaving the accounts to the one director who used to be an accountant. Specialist expertise helps, but baseline literacy must be collective. Every director needs enough understanding to ask a sensible question and recognise an unsatisfactory answer.

It is not discharged, either, by a policy nobody reads or an annual briefing over dinner. Financial literacy is a continuing capability. AI literacy will have to be kept current even more deliberately, because the tools, use cases and risks are moving faster.

There is a fair objection here. The competency burden on directors is rising: finance, cyber, climate, culture, technology and now AI. At some point, the cumulative load becomes real. But the answer is not to lower the standard of care. It is to resource it properly: better management reporting, secure tools, external expertise where needed, repeat education, clear escalation paths and board papers that make AI use visible.

What boards should do now

If that is what AI literacy means, here is what it looks like in practice.

1. Put AI literacy on the skill matrix as a baseline capability.

Assess every director against the five capabilities above. Close the gap with repeated education, not a one-off seminar. A structured governance work plan for responsible AI adoption can give that work a backbone.

2. Maintain an AI use register.

Management should tell the board where AI is being

used, which tools are approved, what data they touch, who owns each use case, and how outputs are checked. This should include AI used in preparing board materials.

3. Require disclosure in board papers.

If AI materially assisted a recommendation, the paper should say so. It should identify the source material, the validation step and the human owner of the conclusion.

4. Offer secure, sanctioned tools.

A ban that pushes directors and executives into personal accounts is not governance. It is shadow AI. Boards need a usable, approved alternative with clear rules for confidential information.

5. Record the human rationale.

For any significant decision AI has touched, the minutes and supporting papers should show the board's reasoning. If the only explanation for the decision is the AI's output, the board has a literacy problem and quite possibly a duties problem.

Beyond AI

AI is the technology forcing the question today. It will not be the last. The same reasoning that builds an AI literacy standard out of the duty of care will build the next one too, because the duty itself does not name a technology. It asks directors to be appropriately informed and to bring their own judgment to bear.

So the durable question is not whether every director can explain transformer architecture, model weights or retrieval-augmented generation. It is whether they can explain what they decided, why they decided it, and how they tested any machine-shaped advice that helped get them there.

That is the standard boards should measure themselves against. Holding a workshop, adopting a policy or buying the latest tool does not meet it. A director who can stand behind the decision as genuinely their own has met it.

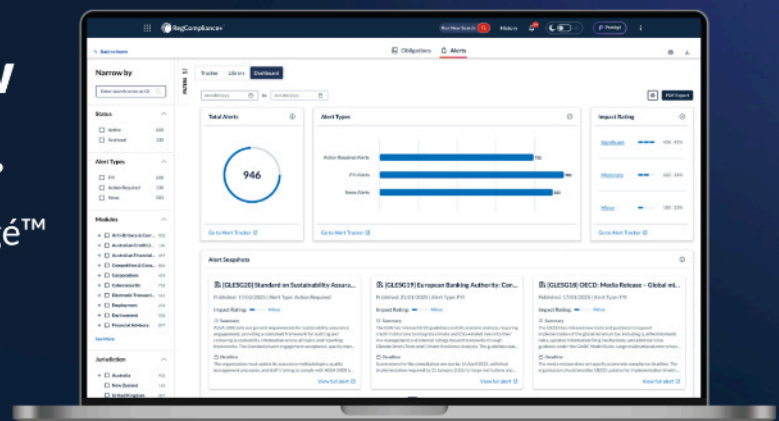
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This article is general in nature and is not legal advice. Directors should seek advice tailored to their own circumstances.

References:

- ¹ *ASIC v Healey* (2011) <https://www.austlii.edu.au/cgi-bin/viewdoc/au/cases/cth/FCA/2011/717.html>
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