

# Annual Report 2023



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# 2023 year in review

## 2,516

media mentions  
250% increase on 2022



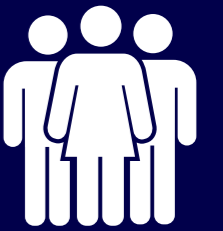
## 8,190

strong  
membership



## 90%

member  
retention



## 2,516

media mentions  
250% increase on 2022



## 8,619

attendees at  
professional  
development  
events



## 149


graduates from  
postgraduate  
courses



## 44,300

recipients of  
News Update

## 33,000+

 LinkedIn  
followers

## 602

graduates  
from  
Certificates



## 235

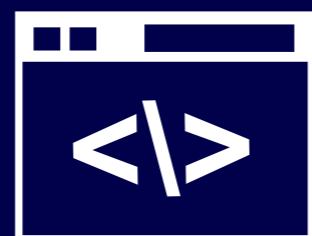
Professional  
and networking  
events



## Winner

Xref Engage  
Best  
Workplace  
Awards

## New website launched



## 85%

satisfaction for quality  
of teaching from students

## Parliamentary Friends of Governance

established



# Chair and CEO report

## Megan Motto FGIA FCG

Chief Executive Officer of  
Governance Institute of Australia  
Ltd and of the Australian Division  
of The Chartered Governance  
Institute



## Pauline Vamos FGIA FCG

President and Chair of  
Governance Institute of Australia  
Ltd and of the Australian Division  
of The Chartered Governance  
Institute

**2023 was a year of transformation for Governance Institute with the launch of new initiatives to improve our offerings and investment in future growth.**

## Strategy

Following the sale of our former premises at 5 Hunter Street, Sydney, our focus has been on investing in strategic growth and long-term opportunities. The proceeds of the sale have been placed in three different investment pools each with a different purpose and risk/return profile. One pool acts as an operational buffer, another funds strategic initiatives and the third generates returns to support ongoing sustainability.

2023 has been a year of building the infrastructure behind many of our strategic ambitions. To this end we have renewed the brand strategy, delivered a functional new website, and later in 2024 will launch a governance capability framework.

These initiatives do not cover our business-as-usual agenda which includes preparations for our Tertiary Education Quality and Standards Agency (TEQSA) re-registration as an Institute of Higher Education and a proposal for accreditation of a Master of Applied Corporate Governance.

## Building our profile

The voice of the Governance Institute is being heard more broadly and loudly than ever before. In 2023, our work has been mentioned in the media 2,516 times. This is a 250 per cent increase from 2022, and a 266 per cent increase from 2021. Our *Ethics Index* launched in collaboration with our Parliamentary Friends of Governance group in Canberra attracted more than 1,300 media mentions alone. Other key thought leadership pieces in relation to remuneration, board diversity and data governance have also garnered extensive media coverage.

LinkedIn continues to be the strongest channel for our community. We are fast approaching 34,000 followers, up almost ten per cent on last year. Engagements on LinkedIn have risen almost 15 per cent on last year and more than 130 per cent on Facebook.

## A growing community

This year we have welcomed 767 new members to our community and now have over 8,100 members. Growing our membership base strengthens our governance and risk management community, brings new networks and connections to our members, and helps us maintain and build a sustainable organisation.

## Policy and advocacy

This year we continued to work hard to represent the interests of our membership evidenced by 24 submissions with regulators, Parliamentary committees and governments on a broad range of topics.

In September we launched the new Parliamentary Friends of Governance Group at Parliament House in Canberra. The co-chairs of the Friends of Governance are Liberal MP Bridget Archer, Independent MP Zoe Daniel and Labor MP David Smith. Also present at the launch were Independent Andrew Wilkie, Labor's Andrew Leigh and Tracey Roberts, together with members of the Governance Institute Board, ACT members and other guests.

## Knowledge support for our members

We continue to develop material and content to support governance and risk management professionals in their roles. We also released our revised *Public Sector*

*Governance Guidelines*. This year we also added to our collection of Good Governance Guides with new guides on *Governance issues to consider when dealing with flexible working arrangements and generative AI*.

## Education

Governance Institute launched a Governance Academy in January 2024 in support of a realignment of our governance education and training towards workforce capability. The academy will attract high-calibre academics and practitioners to partner with Governance Institute in the delivery of education, creating opportunities for growth through:

- a governance capability framework with stackable micro-credentials
- new pathways within the graduate diploma that will address contemporary issues such as digital governance
- adjunct academics leading a move towards masters-level education
- research scholarships supporting a collaborative governance research agenda.

## A packed program of cut-through events

Over 4,100 delegates attended Governance Institute events across the year. This included the International Governance Leadership Conference (formerly the National Conference) and the Governance and Risk Management Forums, state events and discussion forums, workshops, webinars, virtual forums and briefings.

Delegates have shown strong support for themes that are current and topical including ESG, regulatory change, risk management and board performance and function. Attendance has been very strong for sector or issue specific forums.

## People and culture

We were delighted to be one of the winners of Xref Engage's Best Workplace Awards for 2023. The Best Workplace Awards recognise organisations who have achieved exceptional levels of employee engagement and satisfaction as well as demonstrating effective management practices.

We have continued to prioritise staff wellbeing and engagement during the year, with mental health awareness training available for all staff, an active social club, quarterly Staff Values Awards, regular team activities, and a focus on our workplace health and safety (WHS) framework and policies.

During the year we have rolled out HR and WHS policies, processes and procedures across the organisation. These new policies included remuneration, WHS, performance reviews, grievance and dispute resolution, bullying, harassment and equal employment opportunity together with diversity and Inclusion.

## Operational excellence

Throughout 2023, we have continued to invest in operational excellence to help drive continual improvements in organisational innovation, capacity and efficiency.

From the start of the year, we have had a firm focus on improving our Cyber Security posture and in Q2 2023, we finalised a significant program of work, which enabled us to achieve and maintain a Level 2 status against the Essential 8 Maturity model.

We have continued to develop our use of the Blackboard Learning Management System (LMS), on which we now deliver all our post graduate education, short courses and Certificates, and we have recently added the Effective Director Course to the platform for 2024. The Blackboard LMS enables us to provide world-class education and training and will provide a scalable platform for micro-credentialling and new pathways within the Graduate Diploma, as part of the launch of the Governance Academy in 2024.

## Thank you

Thank you to our members, exceptional staff and partners for your hard work and contribution to these achievements. In particular, thank you to our many dedicated volunteers who greatly assist us by teaching, participating in state councils and policy committees and contributing in so many other ways.

We also extend thanks to our many members who greatly assist us by participating in state councils and committees and we acknowledge the contribution of departing Board members, Ainslie Cunningham FGIA FCG, Andrew Leake FGIA FCG, John Mazengarb FGIA FCG and Caron Sugars FGIA FCG.

We also thank Peter Turnbull and Alan Evans for their contribution as the representatives of the Australian Division on the international Council of The Chartered Governance Institute (CGI). The work of CGI is an important part of delivering our vision and purpose and being part of a global organisation opens up unique opportunities and pathways for our members.

Without this ongoing support, involvement and great passion for the Governance Institute, we would not have such a full report to share with you this year.

# Governance and stewardship

**Governance Institute’s own governance framework is modelled on that of leading listed companies but amended to be fit for purpose and reflective of our status as a professional organisation. We believe this multifaceted approach is not only appropriate to the nature of our organisation but ensures it can sustainably deliver value to members into the future.**

Governance Institute is a not-for-profit, national professional association. Our mission is to drive better governance in organisations of all types through the provision of education, advocacy and thought leadership. For our own governance framework, and although not obliged to do so, we have regard to the *ASX Corporate Governance Council’s Corporate Governance Principles and Recommendations* (4th edition). Our six broad principles or governance ‘pillars’ are discussed below.

## Stewardship and financial sustainability

Governance Institute directors seek to ensure the sustainability of our organisation for the benefit of our stakeholders. The directors set the strategic direction to ensure the organisation remains financially strong, that membership is engaged and grows, and that the organisation remains relevant to members and customers, government, regulators, business, media and other key stakeholders now and into the future.

All the major strategic decisions made by Governance Institute result from an ongoing strategic planning process. Each year, the Board holds a meeting dedicated to reviewing and focusing on strategy. Our strategy is documented and reported against at each Board meeting, enabling the Board to monitor progress against strategy throughout the year. General management and staff key performance indicators (KPIs) are developed to align with the strategy of the organisation.

To ensure the financial health and sustainability of the organisation, the directors set strategies to diversify revenue streams and this year implemented a comprehensive investment strategy.

We review our education, training and professional development offerings in order to cater for the expanding needs of a widening membership.

## Membership

We report to members not only in this annual report, but also in our digital journal, *Governance Directions*, and in a range of other communications. We also regularly engage with our community using social media. This enables us to keep members fully informed and receive member feedback.

## Transparency

The strategic plan forms the basis of activities for the future but it also acts as the primary accountability mechanism between general management and the Board. Operational performance, KPIs and adherence to set project timelines are monitored on a regular basis by the CEO and by the Board at each of its meetings through the year. Executive management also present to the Board at each meeting, providing an opportunity for directors to question management directly.

## Accountability

Governance Institute operates nationally and with representation in all states. Members of our Board are elected from each state, for a term of three years. Board members are also appointed to fill skills gaps.

The Board and management have a clear understanding of their respective roles and responsibilities. The Board’s charter and the Board committees’ charters are available on our website and may be viewed [here](#).

Each state council also has a clear understanding of its role in assisting the Board to represent the interests of the members in each state. The State Council Charter is regularly reviewed to ensure it is fit for purpose as the strategic direction of the organisation evolves. State councillors are integral to Governance Institute’s engagement with its members. They provide feedback and ideas to enhance our services and offerings and act as ambassadors and mentors within their local state community.

## Integrity

All members must abide by the [Members Code of Ethics](#) available on our website. The incidence of disciplinary action taken against members is very low, highlighting how you, our members, embody integrity in your professional practice conduct.

In addition, when engaging in Governance Institute business, all members and staff are required to abide by our Code of Conduct which can be viewed on our website [here](#).

Each staff member has the values of the organisation embedded in their annual performance plan, one of which is to behave ethically and with integrity.

We bring an independent mind to influencing public policy and other issues affecting the profession. We also promote integrity in our learning programs, not only via the quality of the content but also through procedural fairness and educational equity. Our academic policies are publicly available on our website and may be viewed [here](#).

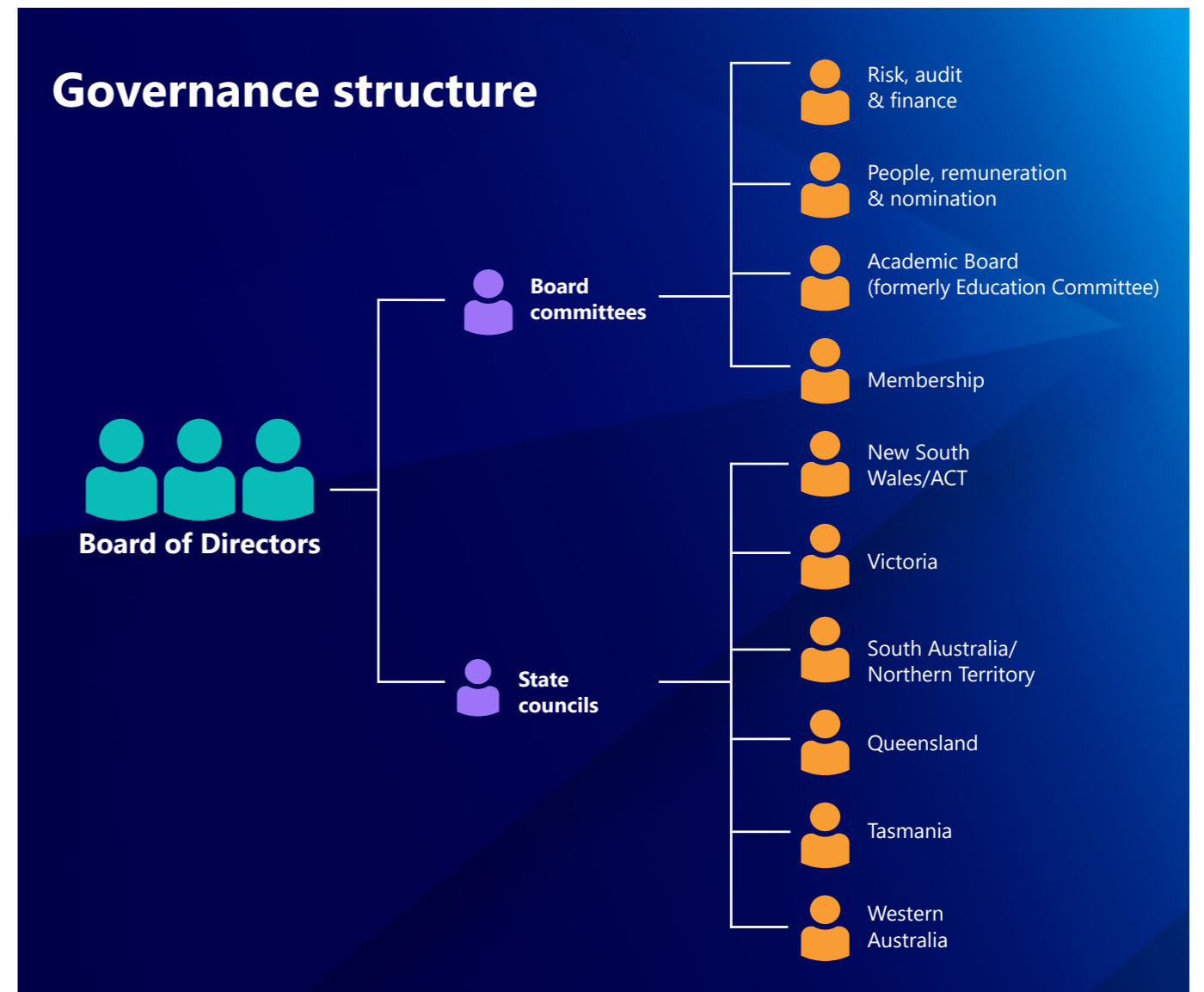
## Risk management

It is the responsibility of the Board, management and staff to continually review what Governance Institute does, to investigate new opportunities, and to take account of risks in decision-making. One way we do this is by applying the key learnings from our education, training and professional development offerings into our own organisation to continuously enhance our risk management framework and associated systems and processes.

## Member policy committees

Governance Institute has established the following member policy committees, which are not committees of the Board, to support its policy and advocacy activities:

- Corporate and Legal Issues Committee
- Legislation Review Committee
- Public Sector Governance Committee
- Risk and Technology Committee
- Sustainability Committee



# The Board



**Pauline Vamos** FGIA, FCG, BALLB, FASFA, GAICD (commenced 26.7.21)  
Chair

Pauline is a non-executive director of Mercer Superannuation Australia Limited and Chief Executive Women. Pauline is also chair of Interaction Disability Services and K2fly Limited (ASX:K2F). Pauline is recognised as an expert in governance, risk management and public policy and for taking on difficult issues within organisations. She has over 30 years' experience in the financial services industry and has been recognised with a number of awards.



**Michael Adams** FGIA(Life), FCG, BA(Hons) Law, LLM(Lond), FACE, FAAL, ARI (commenced 5.8.22)  
Academic Board Representative

Professor of Corporate Law and Academic Dean of Law & Head of the UNE Law School (January 2019-2023). Academic Director of UNE Sydney Campus. Formerly, Dean of the School of Law at Western Sydney University (Feb 2007 to June 2017). Member of UNE Senior Leadership Team. Named 2020 Academic Lawyer of the Year (Lawyers Weekly, Australian Law Awards). Member of Resolution Institute. Authority and spokesperson on corporate governance and corporate law and compliance. Michael chairs the Academic Board.



**Paige Exley** FGIA, FCG, BCom, CA, (CS) (commenced 1.1.24)  
WA Representative

Paige is a Chartered Accountant and Chartered Secretary, with over 20 years of experience in financial and management accounting. She brings significant experience to the position, gained in finance and governance roles with ASX-listed companies in Australia, with domestic and overseas operations, in industries such as construction, manufacturing, resources, mining services, information technology, professional services, not-for-profit and retail. Paige's prior experience has seen her responsible for business finance functions, asset development, corporate compliance, continuous process improvement, treasury management, capital raisings, investor relations and corporate governance.



**Karin Geraghty** FGIA, FCG (commenced 1.12.22)  
SA Representative

Karin is an independent consultant specialising in digital business transformation, technology, data and information governance with professional experience as CIO, Security Executive and Chief Data Officer, Karin joined the Governance Institute through membership of the SA/NT Council and chaired the Risk and Technology Committee from 2020 to 2022. Karin is also on the SA/NT State Council of the Australian Information Industry Association and a member of the UNISA STEM program advisory board.



**Greg Hanigan** FGIA, FCG, BCom, AdvDipFS (FP), Cert Gov(Prac), GAICD (commenced 3.9.21)  
TAS Representative

Over 20 years' experience in financial services leading risk, governance and compliance functions. He is currently Chief Risk Officer at Foresters Financial Ltd. Prior roles held include Chief Risk Officer and Company Secretary. Previously Greg was a member of the Tasmanian State Council. Greg chairs the People, Remuneration and Nominations Committee.



**Helen Hardy** FGIA, FCG, LLB, BCom, GradDipACG, CA, GAICD (commenced 19.11.21)  
NSW Representative

Extensive experience in governance, corporate law, financial reporting and sustainability. Helen is company secretary of Origin Energy Ltd. She is a qualified lawyer and Chartered Accountant and has advised large listed companies at PwC and Freehills. Helen chairs the Membership Committee.



**Debora Jackson** FGIA MBA (commenced 4.03.24)  
QLD Representative

Debora has over 35 years' experience in the financial services and NFP sectors, in C-suite executive and non-executive board roles. She is a practised non-executive director, with a demonstrated history of working in the 'profit for purpose' sector and with proven ability to work across a range of industry sectors. She has skills in corporate governance, leadership, and risk management. Debora is chair of the board of Micah Projects Ltd; facilitates several Governance Institute education courses; and provides governance consulting services to not-for-profit boards. Prior to joining the Governance Institute Board, Debora chaired the Governance Institute Queensland Council.



**Ken Weldin** FGIA, FCG, BAcc (Hons Econ), CA, MBA, Professor (Practice) (commenced 1.12.22)  
VIC Representative

Ken is a Partner at PKF responsible for audit, governance, risk and compliance services. He is a member of PKF International's Global Risk Advisory Committee as well as PKF Australia's Audit Leadership Group. He also chairs PKF's national Integrity business. He is an active member of the Institute's Legislation Review and Sustainability Committees and former chair of its Victorian State Council.

Alongside his roles with the Institute, Ken serves as Chair of East Grampians Health Service and as a director and audit committee chair of Housing First Ltd. Ken is also an adjunct professor (Department of Accounting) at Monash University and a member of the Sustainability Committee and Shaping the Future of the Profession taskforce of the Institute of Chartered Accountants of Scotland. Ken chairs the Risk, Audit and Finance Committee.

**Caron Sugars** FGIA, FCG, BAccSc(Hons), Dip(Aud), CA(SA), GAICD, (commenced 2.9.21 resigned 31.12.23)

**John Mazengarb** FGIA, FCG, BCom, FCA, MAICD (commenced 8.1.14 resigned 10.07.23)

**Andrew Leake** FGIA, FCG, BEc, GradDipACG, CA, GAICD (commenced 1.1.16 resigned 31.12.23)

**Ainslie Cunningham** FGIA, FCG, MAICD, MRMIA, CPRM© (commenced 1.1.22 resigned 1.2.24)

# Executive management team



**Megan Motto** FGIA, FCG, FAICD, BA/BEd, MA(Comms Mgt)

## Chief Executive Officer

Prior to her appointment as CEO of Governance Institute, Megan was CEO of Consult Australia, the industry association for the engineering and technical services sector. She is currently a director of Standards Australia, a member of the ASIC Corporate Governance Consultative Panel and a councillor of the Australian Chamber of Commerce and Industry (ACCI) where she chairs the Data, Digital and Cyber Security Forum.

Megan holds a BA/BEd from the University of New South Wales, an MA in Communication Management from the University of Technology Sydney and has recently completed her Graduate Diploma of Corporate Governance and Risk Management with Governance Institute. Megan is a member of Chief Executive Women, an Honorary Life Trustee of the Committee for Economic Development of Australia (CEDA) and was a 2014 recipient of the AFR/Wespac 100 Women of Influence.



**Catherine Maxwell** FGIA, FCG, BA(Hons)/LLB

## General Manager, Policy & Advocacy

Catherine joined Governance Institute in August 2017 and is responsible for policy, advocacy and media. She has a strong background in governance and policy gained at the Australian Prudential Regulation Authority, the ASX Corporate Governance Council, ASX, the Australian Institute of Company Directors and the Financial Services Council. She has also held roles as a Company Secretary with Cancer Council NSW, NPP Australia Limited and Youth off the Streets. She is a member of the Governance Committee of Cancer Council NSW.

Catherine has a BA(Hons)/LLB from the University of Sydney. She qualified as a solicitor and has worked in a variety of legal roles in Australia and Hong Kong. She completed the Graduate Diploma of Applied Corporate Governance in 2008.



**David O'Kane** FGIA, FCG, BA, ACMA

## Chief Operations Officer

David joined Governance Institute of Australia in February 2022, with considerable commercial experience and over 15 years in senior roles in the for-purpose sector, including as COO at the Financial Services Institute of Australasia (FINSIA) and with Medecins Sans Frontieres Australia (MSF). David's responsibilities include finance, IT, people and culture, risk management, legal and compliance, and property.

David holds a BA in Economics & Public Policy from Leeds Beckett University, is a qualified accountant with the Chartered Institute of Management Accountants (CIMA) and completed Governance Institute's Post Graduate Diploma in Applied Corporate Governance in 2007.



**Mark Wilbourn** BSc(Hons), MSc

## General Manager, Education

Mark joined Governance Institute following a career in health education in universities in the United Kingdom and Australia. The education team supports Governance Institute's objective of being the leading provider of accredited postgraduate education in governance practice. Governance Institute offers graduate certificates/diplomas in governance and risk management.

Mark holds a Biology BSc (Hons) from the University of Portsmouth, a Certificate in Education: Post 16 from Sheffield Hallam University, and a MSc (Interprofessional Health and Social Care) from Canterbury Christ Church University.



**Leon Cox** GIA(Affiliated), BBus (Hosp & HR), CertTAA

## General Manager, Membership and Engagement

Prior to joining Governance Institute, Leon was Advisor to the CEO at the Institute of Chartered Accountants Australia. His previous roles have been with CPA Australia and the RACV Club.

Leon holds a B Bus (HR & Hosp) from Victoria University. Leon also holds a Certificate IV in Workplace Training and Assessment from the University of Melbourne, Training Services Department.



**Geoffrey Stirton** FGIA, FCG, FAICD, B Comm

## Company Secretary

Geoffrey has over 35 years' experience in finance, company secretarial and line management roles including senior company secretarial roles for a variety of organisations including MLC, Investa, The Trust Company, Magellan Financial Group and Westpac. He has also had a long-standing involvement in the not-for-profit sector through the Australian Scholarships Foundation.

Geoffrey holds a B Comm from the University of New South Wales, is a Chartered Accountant, a Fellow of the Australian Institute of Company Directors and a Chartered Secretary.

# The Chartered Governance Institute and Governance Institute of Australia

Since 1914, Governance Institute of Australia has been a division of The Chartered Governance Institute (CGI), formerly known as the Institute of Chartered Secretaries and Administrators (ICSA). The Chartered Governance Institute is the premier global qualifying organisation for professionals aspiring to become a Chartered Secretary or Chartered Governance Professional. CGI qualifies people who have roles as company secretaries, governance advisers, risk managers, compliance managers and more.

Jill Parratt is the current President on the Council of CGI. Jill is a former president of the Chartered Governance Institute of Southern Africa.

During 2023 the Australian Division was well represented by Peter Turnbull AM FCG FGIA(Life), who continues to serve on Council as immediate past president. From 1 July, 2023 Peter was joined on Council by Pauline Vamos who is both President and Chair of Governance Institute of Australia replacing Alan Evans whose contributions were valued.



**Jill Parratt** FCG



**Pauline Vamos** FGIA, FCG, BALLB, FASFA, GAICD



**Peter Turnbull** AM FCG FGIA(Life)

The Chartered Governance Institute is an international body, with over 30,000 members living and working in over 80 countries. CGI has nine divisions worldwide, supporting membership and qualifying students through its International Qualifying Scheme. Individuals who complete postgraduate courses on offer through Governance Institute of Australia meet the education requirements for entry into membership of CGI.

During 2023, CGI continued towards the goal of being the most active global organisation in the promotion of good governance and in recent times has made further progress with ongoing work being focused in on entry pathways to membership and a continued focus on the pipeline of new members who can join as an Affiliate.

Additional highlights during the year also include the commissioning of a significant piece of work for the global profession in commencing a project of establishing a competency framework which can then be referred to by professionals across the globe.

CGI continues to create a globally connected community through its eCommunity platform that was launched in 2019, which is designed to provide insights from governance practitioners, host resources to assist individuals in their roles and connect members globally. Recently a number of new videos from current members on their experiences as a governance professional were added to keep content fresh and relevant. It also showcases the evolution of governance with reflections from some more senior members on how the profession has shifted in recent years.

# Strategy 2020–2025 (2023)

**Our strategy, provided strong focus for the business on what the key objectives were for the year. While the attention remained on our core vision, purpose and values, work was undertaken to drill into our main objectives that span each of the strategic themes.**

Governance Institute continues to evolve, playing a leading role in shaping the profession with a view to meet the needs of members and the business community. In line with this evolution, during the year the Board and executive management team established an agreed set of metrics which feed into the broad objective of being the premier governance education institution in Australia. These metrics were in some cases traditional and in others newly formed, for example being the preferred expert on governance by media, government and regulators.

This approach of maintaining strategic focus for the organisation, combined with the ability to stagger initiatives to better manage competing priorities was particularly helpful during the year as there were a number of projects that required attention.

The three strategic themes provide a lens through which the executive is able to drive the business forward in its goal of achieving the vision. After 12 months of working with this approach which consists of three themes, 17 initiatives were defined and agreed upon for tracking which formed the basis of board reports.

We have a significant number of plans and initiatives in the pipeline for 2024 as we continue to serve our members, create an accessible offering, advocate for our community and increase awareness of the importance of good governance, guided at all times by our strategy.

## Overview of our key 2023 strategic initiatives by theme

### The preferred accreditation body for all governance professionals

Governance Institute is committed to shaping and defining the governance profession for generations to come. The work during 2023 that was focused on to shift progress in this domain included defining the governance professional role, working with employers on the importance of qualified governance staff and reviewing the categories of membership to ensure they are fit for purpose.

Pleasingly, there is a high level of engagement across the top ASX listed companies, with a very high proportion being Governance Institute members.

Other initiatives included reviewing our membership governance and related disciplinary practices to ensure the investigation of matters that may arise.

We have introduced a new category of student membership to appeal to individuals studying relevant undergraduate degrees.

### The premier governance education institution in Australia

Our vision is underpinned by the launch of the Governance Academy on 24 January 2024, International Education Day, providing an environment for establishing a governance capability framework with courses supporting levels of mastery from entry to expert. Short courses remain a foundation for governance essentials, with micro-credentials providing pathways to capability and postgraduate education. Governance Academy will look to partner on aspects of the capability framework.

Postgraduate education continues to provide a high-quality learning experience, as evidenced through our Quality Indicators for Learning and Teaching (QILT) survey results.

The Governance Academy brand is in market and planning is underway to develop a research agenda and establish collaborative research partnerships.

### The leading voice in governance

We are pleased to see our membership continuing to grow this year. With this growth, plus further strategic alliance discussions (including with universities) and our increasing public presence, our voice and influence will also continue to grow, enabling us to further encourage good governance practices in society.

During 2023 we saw a significant increase in speaking engagements and opportunities to have Governance Institute contribute to much meaningful discussion. This will aid us in our efforts to enhance our brand recall and overall awareness.

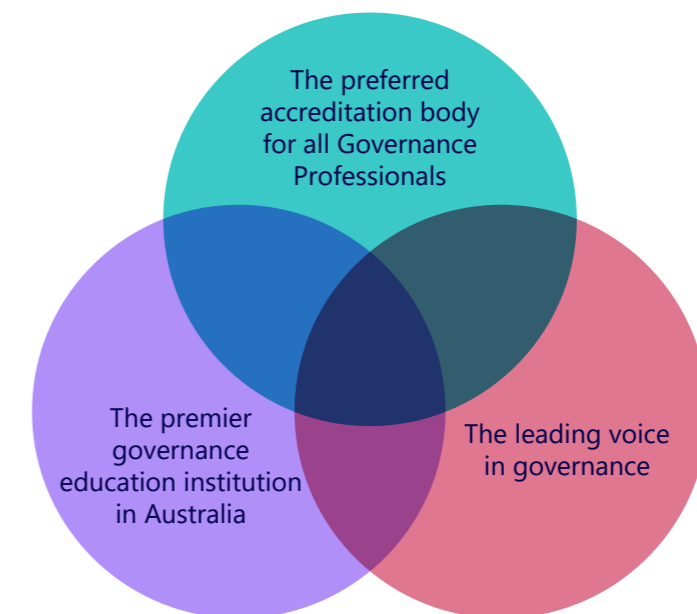
We made further progress by celebrating our members' achievements, continuing our brand ambassador program, and ensuring we are a strong voice in the public debate and discussion on governance and risk management issues.

Our focus continued on advancing our policy strategy, developing government relations capability with our enhanced staff presence in Canberra as well as the introduction of new initiatives such as Parliamentary Friends of Governance.

We will continue to roll out our wellbeing strategy. This involves culture pulse checks, an annual employee engagement survey, and access to an Employee Assistance Program as well as other career building and wellness initiatives.

### Organisational capacity

Our strategy focuses on financial sustainability and organisational capacity in line with the three themes. To assist with ensuring we have the right technology, we are implementing a three-year IT strategy that includes new staff offerings, increased cyber security and new functionality with our recently implemented website that will be easy to use for members and our students.



Underpinned by a clear member value proposition enhanced through targeted member services, practical content and tools, operational excellence, exemplary governance and highly skilled team with an innovation mindset.

# Member spotlight

We hear from our members.



## ACT

**David Maywald** FGIA  
**Non-Executive Director**

Membership as a Fellow of the Governance Institute delivers a range of benefits for my portfolio of non-executive board roles. I get a lot of value out of the events and conferences, they are informative, enjoyable, and good for networking. Being a member connects me to like-minded governance professionals, right across Australia.



## SA

**Rosie Bolingbroke** FGIA FCG  
**Manager, Governance Services at Adelaide University**

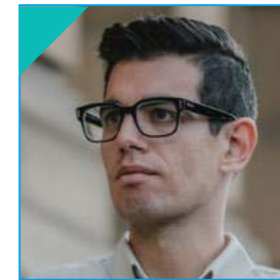
To regularly connect with other governance professionals and keep up to date with best practice and global trends has been invaluable throughout my career. My qualifications and ongoing education through the Governance Institute provides the confidence and assurance that comes through ensuring good governance practices are in place.



## NSW

**Simmy Singh** FGIA FCG  
**ANZ — Business Governance Lead**

Joining the Governance Institute has played a key role in shaping my leadership journey. It opens doors to collaboration with industry leaders, provides access to valuable resources, and champions a culture of continuous improvement. This community empowers me to actively shape our governance standards, placing me at the forefront of building a resilient, sustainable future for our industry.



## TAS

**Theo Kapodistrias** FGIA FCG  
**General Counsel, Evergen**

I value my membership with the Governance Institute because of the access to relevant and up-to-date resources as well as the opportunity to network with other governance professionals. Governance Institute also provides credibility and being a Fellow member shows to the world that I have the experience and knowledge to get the job done. I've only been a member for a short time, yet I've found so much value through the opportunities which have been presented to me. I can't believe I hadn't signed up sooner.



## NT

**Ross Springolo** FGIA FCG  
**Company Secretary, Northern Australia Infrastructure Facility**

The Governance and Risk Forum held this year in Darwin was an outstanding success. With over 80 participants, knowledgeable panelists and guest speakers, the forum provided useful and valuable insights into good governance practices.



## VIC

**Alex McVey** AGIA  
**Associate Director, Governance Advisory, KPMG**

I really enjoy being a member of the Governance Institute. Whether I'm at an event, completing a course, or leveraging an online resource, I feel truly connected to a broader community of governance and risk professionals — each with their own experiences to share, stories to tell, and lessons to teach!



## QLD

**June Lee** GIA(Affiliated)  
**Governance Administrator/Company Secretary**

I am fortunate to meet supportive classmates, members and staff through the Institute. They give me confidence to build a new career path. I really appreciate the networking opportunities and I look forward to members events where I can connect with other like-minded governance professionals and learn from their experience.



## WA

**Kylie Dalton** FGIA  
**Chief Operating Officer, Child Cancer Research Foundation**

As a Fellow of the Governance Institute of Australia, I highly value the platform for advancing my expertise in risk and AI technology from a board perspective. The Institute's commitment to professional development and networking equips me with the knowledge and connections essential for navigating the dynamic landscape of governance.

# Our membership

The Governance Institute strives to provide a community environment for governance and risk practitioners nationwide. In 2023 our membership value proposition offered a wide range of practical training, professional development, resources, tools, and networking opportunities to ensure our members are kept informed on current governance trends and have access to a wide range of resources and tools to support them in their role. Our members were provided with opportunities to network with their peers in social and formal settings to build valuable relationships and widen their network of business connections.

The introduction of digital membership badges enabled members to showcase their membership and be recognised as a governance practitioner.

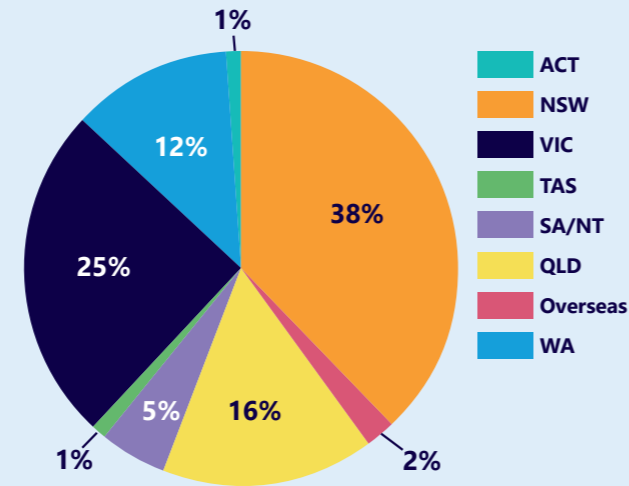
In 2023, we retained 90 per cent of our 8,000+ members and we welcomed 767 new members into the Governance Institute community.



In the past five years we have welcomed 4,139 new members to Governance Institute.

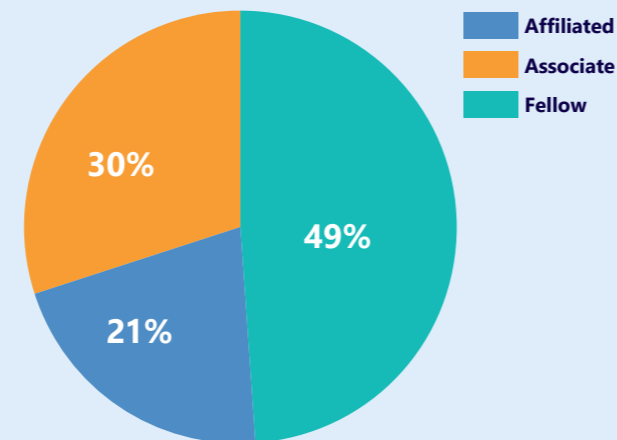
## Member snapshot

### Members by state



### Members by category

Our membership categories include Fellow (FGIA), Associate (AGIA), Affiliate (GIA Affiliate), and our newly created category Student (GIA Student). We currently have 13 Life members who have demonstrated exceptional service to the Governance Institute.



4,415 members have an internationally recognised chartered designation with the Chartered Governance Institute.

<b>CGI Affiliate</b>	67
<b>CGI Associate</b>	2,065
<b>CGI Fellow</b>	2,272
<b>CGI Life</b>	11

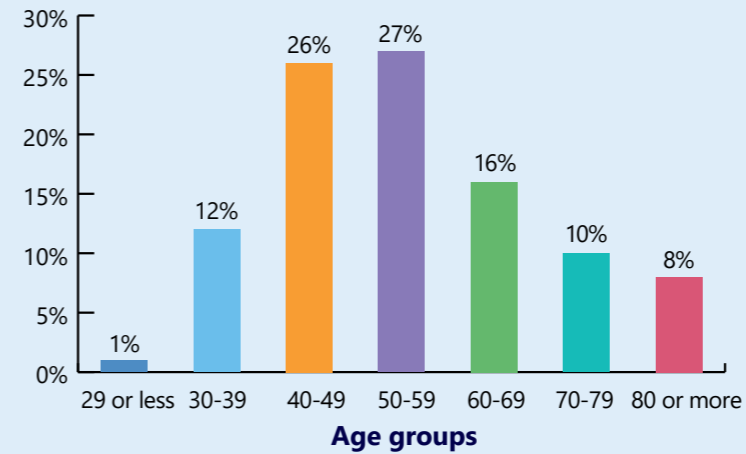
## Top 5 role types of our members

1. Head of Department/Business Manager/General Manager/CEO
2. Company Secretary
3. Director including Managing Director
4. Chief Financial Officer/Financial Controller/Finance Manager/Accountant
5. Chief Risk Officer/Risk Manager/Quality/Compliance

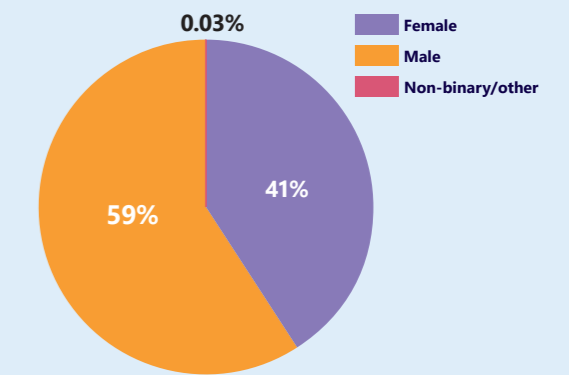
## Our member diversity and inclusion

We thrive on ensuring that our members engage with the Institute in an environment focused on diversity and inclusion. We have a wide range of age groups within our membership with many members between the ages of 40 and 59. In 2023 we had 115 members who joined who are under 35.

### Membership by age groups

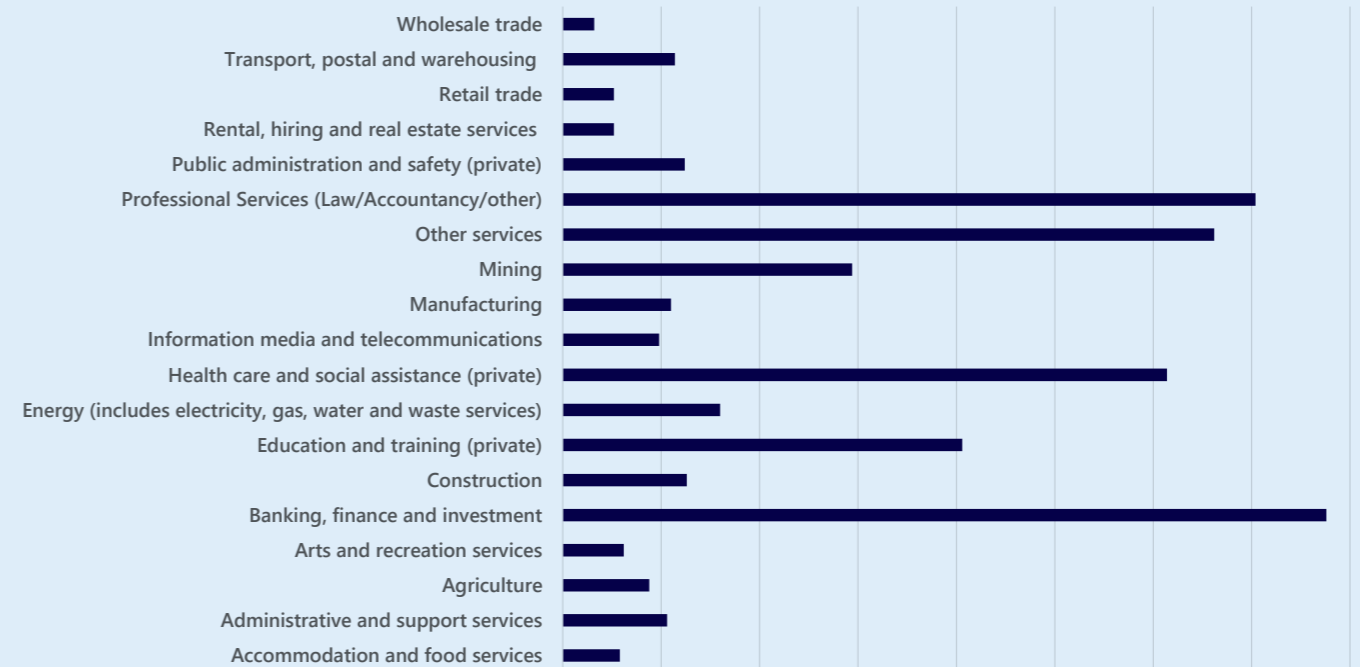


### Members gender breakdown



## Industry interaction

Our members represent a diverse range of industries.



# Conferences and digital engagement

## Events

In 2023 we saw our main events including the National Conference, national briefings and workshops continue to run face to face, while in some cases we elected to offer a virtual component. The interest in virtual events did decline in 2023 compared to previous years.

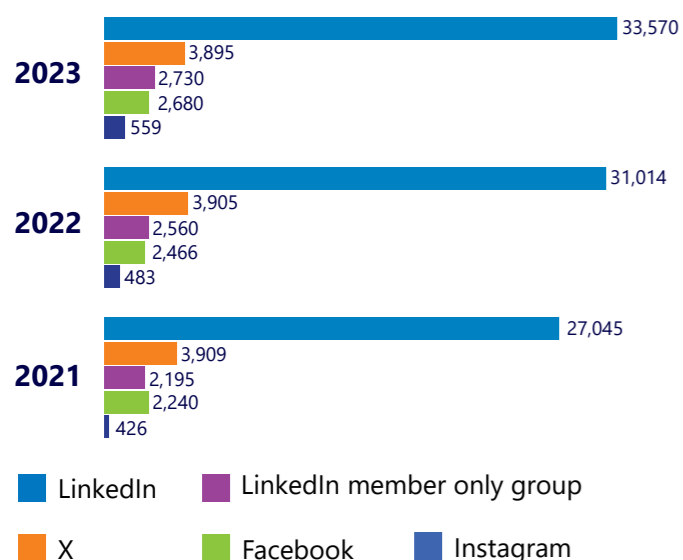
Over 500 delegates attended the International Governance Leadership Conference, including 210 attending the virtual offering. The mid-year Governance and Risk Management Forums across the country, brought together over 500 attendees. We hosted the inaugural fully virtual Indigenous Governance Forum and hybrid NFP Forum.

2023	50 events with 4,090 registrations
2022	63 events with 5,591 registrations
2021	65 virtual events with 5,584 registrations

## Social media

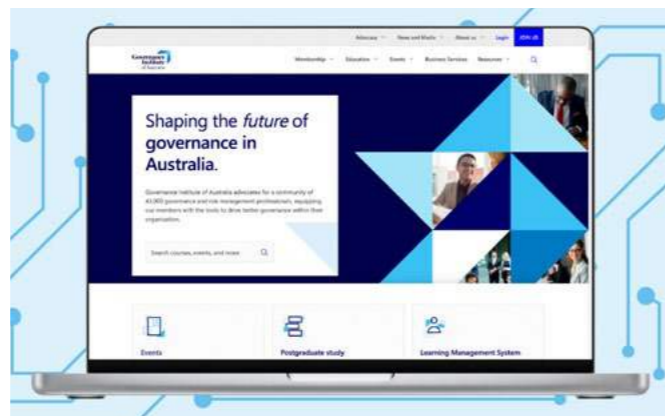
Social media is an important engagement, brand awareness and referral channel for Governance Institute. In 2023, our social platforms saw an increase in followers with the exception of X which recorded a slight decline as many users left the platform following its rebranding from Twitter. Our LinkedIn page now exceeds **33,500 followers**.

### Year-on-year increase in social media activity



## Website

In December 2023, we launched our new website. The modern design reflects our updated branding, delivers new features and has a focus on accessibility and ease of use. The timing of the launch contributed to a drop of recorded unique user sessions in the month December resulting in a 5.8 per cent decrease in total new visitors for the year.



In July 2023, Google Analytics updated its reporting tool to Google Analytics 4 (GA4). Google Analytics 4 is designed to unify both app and web analytics to provide insights into multi-platform customer journeys. Reporting shifted from session-based reporting to event-based reporting.

### Website — number of unique users

2023	353,662
2022	375,423
2021	366,909

## Media and communications

In 2023, our work was mentioned in the media 2,516 times, up from 774 in 2022 — a 250 per cent increase. This has been largely driven by more expansive broadcast coverage across television and radio, further positioning the Institute as the leading authority on governance and risk issues.

Our *Ethics Index* launched in collaboration with our Parliamentary Friends of Governance group in Canberra attracted more than 1,300 media mentions, up from 121 in 2022. Other key thought leadership pieces in relation to remuneration, board diversity and data governance have also garnered extensive media coverage across the year.



2023 also saw the launch of our GovBuzz podcast where listeners can hear edited highlights of key conversations from some of our major events. We have grown this audience significantly with over 3,000 impressions on our Spotify account.

Our leadership team is in high demand on the speaking circuit. We participated in almost 50 speaking engagements, 15 more than 2022 in cities across the country and internationally.

## Email marketing

The email database continued to grow in 2023. The *News Update* email reached over 44,300 people.

We use member and customers data and preferences to provide greater personalisation of email content and frequency. In 2023 we launched redesigned email templates following the brand refresh.

### Email database growth number of email subscribers

2023	44,304
2022	43,498
2021	43,213



# Governance Academy

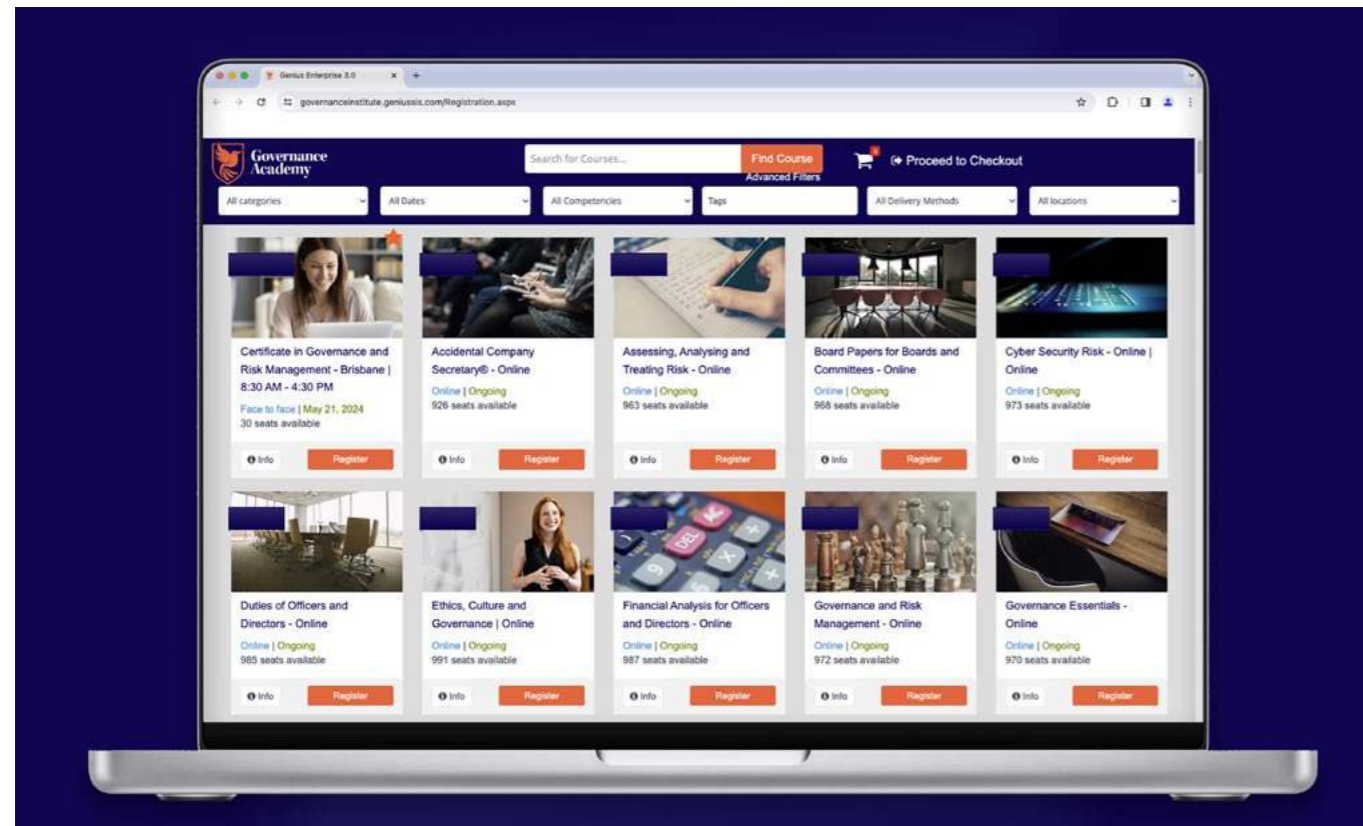


**Governance Academy**

An institute of higher education

We are excited to have launched the Governance Academy in January 2024. The Academy provides an environment for partnership and collaborative research aligned to our vision and purpose. High calibre academics and practitioners will partner with us in the delivery of education and training, and research, creating opportunities for growth through: a governance capability framework that will facilitate the development of capability with stackable micro-credentials; new pathways within the Graduate Diploma that will open up new markets in areas such as digital governance; and adjunct academics and scholarships that will drive the research agenda.

The Governance Capability Framework, to be introduced later in 2024, will provide a structure for the Academy to develop richly interactive and personalised learning experiences for students to enhance their skills, capabilities, and attributes for their future work. The framework will optimise the learner experience and improve access to learning opportunities and pathways. The diverse range of capabilities of a governance professional will be explored in the context of new markets.



Snapshot of courses offered by the Governance Academy on our website.

## Academic governance

The Governance Institute Academic Board (formerly Education Committee) assists the Board in discharging its responsibilities by monitoring and advising on Governance Institute's accredited and non-accredited courses. It is responsible for ensuring Governance Institute is compliant with the Tertiary Education Quality and Standards (TEQSA) Higher Education Standards Framework (Threshold Standards) 2021. Subject to any direction from the Board, the Academic Board is also responsible for advising the Board on academic aspects of Governance Institute's strategic and operational planning in relation to education and training. The Course Management Subcommittee, a subcommittee of the Academic Board, has been established to maintain quality and standards with respect to the Graduate Certificate and Graduate Diploma of Applied Corporate Governance and Risk Management. This subcommittee additionally approves student results and recommends students eligible to graduate to the Academic Board.

## Student success

The Graduate Diploma of Applied Corporate Governance and Risk Management, and its nested Graduate Certificate, consistent with the sector, saw a drop in enrolments in 2023, but a slight increase in graduations.

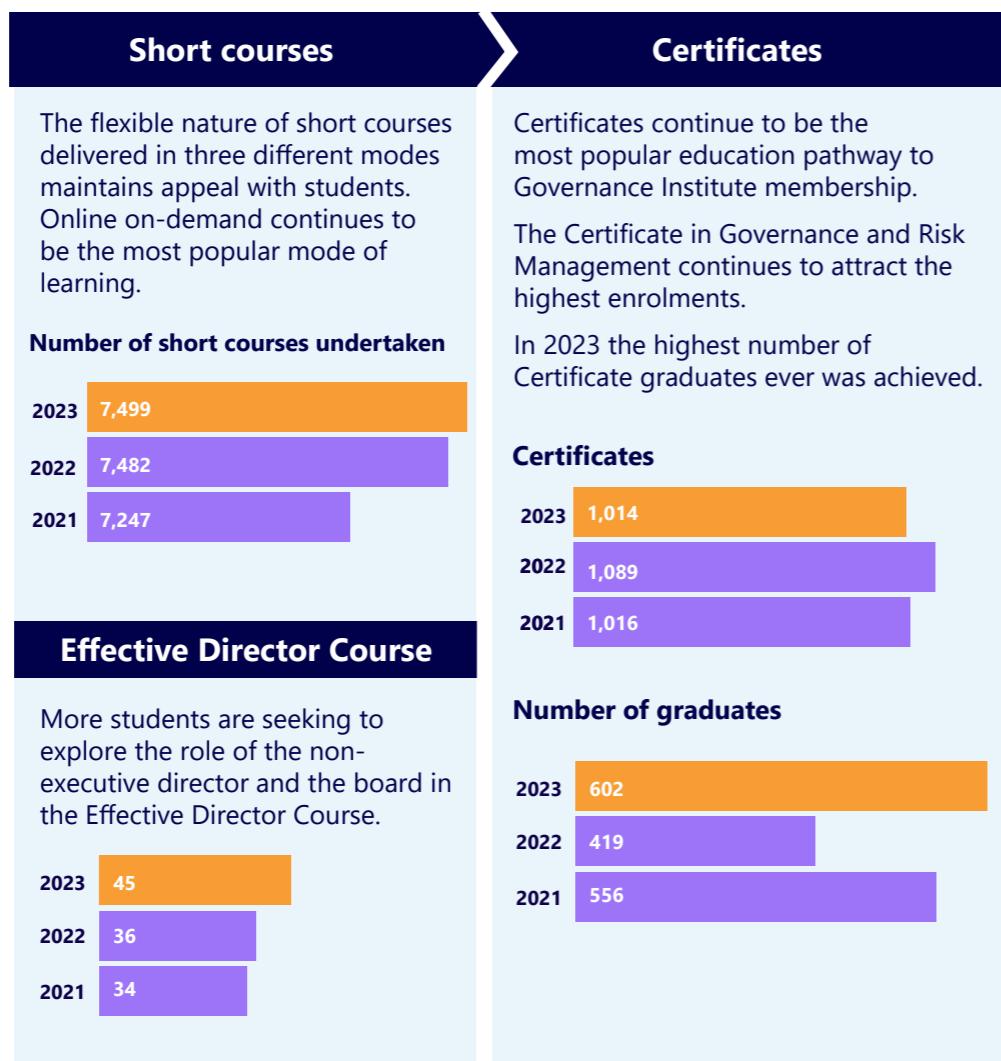
Student feedback provided through the Quality Indicators in Learning and Teaching (QILT) Student Experience Survey (SES) indicated 82.8 per cent of students were satisfied with their overall educational experience, compared to the national average of 74.8 per cent for postgraduate courses. This represents a five per cent increase on the previous year figure, continuing the upward trend. Student satisfaction with the quality of teaching was also very high at 84.7 per cent, compared to the national average of 81 per cent for postgraduate courses.

Contributing to this success has been the implementation of streamlined online processes for admissions and applications for advanced standing, and the embedding of a new learning management system. My eEquals, has provided graduates with access to a secure, national online document repository for testamurs and academic transcripts.

# Developing governance and risk management expertise

## Governance Institute provides leading education and training in corporate governance and risk management to:

- develop and enrich the governance and risk management expertise of members
- encourage new membership of Governance Institute via education and training pathways
- promote good governance by encouraging the uptake of governance and risk management skills more generally in the wider community
- assist organisations enhance their governance capability and more effective decision-making
- build alliances with other educators to leverage governance and risk education into new areas.



## Dux awards

Dux awards are recognition of academic merit/excellence in postgraduate education, in the following categories:

### Best in subject

Awarded to the student with the best mark in that subject in that year:

Applied Corporate Law	<b>Robert Trainor</b>
Corporate Accountability: Meetings and Disclosure	<b>Michelle Siekierka</b>
Corporate Governance	<b>Benjamin Ferguson</b>
Development of Strategy	<b>Megan Motto</b>
Enterprise Risk Management	<b>Michelle Feros</b>
Finance for Decision-making	<b>Martin Pengilly</b>
Risk and Compliance	<b>James Ralph</b>

### Best graduate

Awarded to the graduating student with the best academic record in that course in that year:

Graduate Diploma of Applied Corporate Governance and Risk Management	Ian Falconer Award	<b>Matthew Carbines</b>
Graduate Certificate of Applied Corporate Governance and Risk Management	Bernadette Sheridan Award	<b>Carolina Wallgren</b>

### Certificates

- Certificate in Governance Practice
- Certificate in Governance and Risk Management
- Certificate in Governance for Not-for-Profits
- Certificate in Company Secretary Essentials

### Postgraduate courses

- Graduate Diploma of Applied Corporate Governance and Risk Management
- Graduate Certificate of Applied Corporate Governance and Risk Management

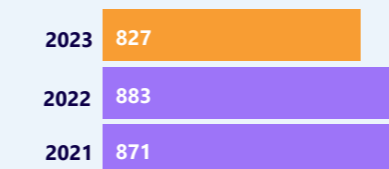
### Effective Director course

- Effective director course

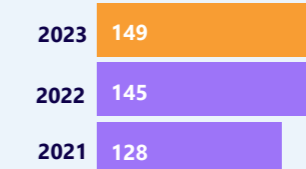
## Postgraduate courses

Students can undertake nationally accredited postgraduate education through a graduate certificate or graduate diploma, providing a deeper and rigorous development of knowledge and skills over two to three years. The courses in applied corporate governance and risk management have performed well, with student satisfaction above the national average in the Quality Indicators in Learning and Teaching (QILT) scores.

### Number of postgraduate enrolments



### Number of graduates



## Professional and networking events

### Professional development events

In 2023 our suite of events continued to elicit strong interest and participation particularly in-person events in comparison to previous years. However, one of the standout national events was the Virtual Indigenous Governance Forum, which we developed in partnership with the Australian Indigenous Governance Institute. Over 250 delegates attended this inaugural event. In 2023 the National Conference commenced the next phase of its evolution, now as the International Governance Leadership Conference. This process will be set over the next three years as we grow the international elements of the program, speaker panels and attendees. Over 500 delegates attended the hybrid conference this year including 300 attending in person. The Governance and Risk Management Forums brought together over 500 delegates across the country.

### Networking and profile events

A continued focus for the members has been regular opportunity for networking and community building the virtual discussion groups and career kick-start sessions have seen high participation as well as the end of year networking functions.

Year	Total number of events	Total number of attendees
2023	180	8,619
2022	215	9,547
2021	224	9,402

Year	Total number of events	Total number of attendees
2023	55	3,216
2022	41	3,412
2021	34	2,407

# Leadership and influence

Governance Institute’s policy and advocacy initiatives are supported by long-standing relationships with key stakeholders. Our members’ significant expertise and experience inform our policy and advocacy positions. During 2023, our policy and advocacy focus was on three broad objectives.



From left to right: Bridget Archer MP, Zoe Daniel MP, David Smith MP, and Megan Motto FGIA FCG

Advocacy is a key pathway to fulfilling our vision of strengthening society through governance excellence. We know that we have been successful when we achieve the policy outcomes for which we have been advocating. As an independent and trusted voice, we made 24 public submissions and participated in consultation meetings with government and others on a broad range of policy areas and also provided other input on a confidential basis as our expertise is sought to test public policy ideas.

We also met with government ministers, key parliamentary stakeholders, regulators and advisers to policy makers,

represented our members on relevant industry and regulatory committees, gave evidence to Senate Committee inquiries, and provided media commentary on issues as they arose to influence the development of public policy. We established a new Sustainability Committee to assist members understand the increasingly complex sustainability landscape.

**Objective 1: Australia’s governance environment enables sustainable, purposeful organisations that are both profitable and internationally competitive**

Unfortunately, the Government announced in August the cessation of the Modernising Business Registers (MBR) program following an independent review which found the program could not deliver value for money, with massive blowouts in terms of both budget and timelines.

Together with CAANZ, CPA Australia, the Law Council and AICD we have voiced our concerns that the termination of the program leaves Australia without a fit-for-purpose companies register. We have also highlighted the cyber, privacy and personal safety risks to directors and officers because of the visibility of their personal information.

## Key policy metrics



2,516 media mentions



Our 5 policy committees met 41 times



51 speaking engagements



24 public policy submissions



20 Government and regulator meetings



6 Member update news articles



3 thought leadership projects



4 new Guidance documents

Since the CHES Replacement Project was paused in November 2022, we have maintained strong engagement and consultation with key stakeholders. In a submission to the Parliamentary Joint Committee on Corporations and Financial Services, we expressed the view that the pause gives the ASX the opportunity to make a fresh start with the benefit of lessons learned and advances in technology since 2016. We also commended ASX's willingness to be more consultative and seek input into the planning and scope of the Project. In August ASX announced the establishment of an ASX Advisory Group and the appointment of Alan Cameron AO as the independent chair. This is a positive development and we will continue to monitor developments.

The introduction of mandatory climate-related financial disclosure has been a major focus in 2023. In responding to Treasury's consultation on the introduction of the International Sustainability Standards Board's (ISSB) climate related financial disclosure standard:

- we encouraged a 'climate first approach' that's scalable and practical, implementing a phased approach to adoption across different entity types, sectors and/or sizes
- we also advocated for consideration and adjustment for the local legal context
- we also participated with ten other professional, industry, investor and research bodies to make a joint submission to Treasury.

The ISSB released its first two Standards IFRS S1 General Requirements for Disclosure of Sustainability-related Financial Information and IFRS S2 Climate-related Disclosures in June. We remain concerned about the interaction between periodic climate-related financial disclosures and the continuous-disclosure regime for ASX listed companies. In September we joined 14 other peak, professional, industry and investor bodies to make a submission to the ISSB on its future work plan. There will be further

consultation on the legislation and accounting standards introducing the reporting regime in 2024.

In 2023 we were actively engaged in raising our profile in Canberra. The CEO has attended a series of meetings with ministers, politicians and departmental representatives to discuss members' concerns. In September we launched our Parliamentary Friends of Governance group at Parliament House, the first Parliamentary Friends Group to be devoted specifically to promoting good governance. Co-chaired by Bridget Archer MP, David Smith MP, and Zoe Daniel MP, the successful launch event was attended by ACT members and guests. There will be further events in 2024.

**Objective 2: Australia's regulatory framework is clear, certain, coherent and fit-for-purpose**

In March we made a submission on the Privacy Act Review Report which recommended a number of significant changes including:

- that the Government consult further on any proposal to remove or lower the \$3 million annual turnover exemption, including with the not-for-profit sector.
- encouraging all levels of government to coordinate to ensure better harmonisation between privacy, data breach, cyber security data sovereignty and critical infrastructure regulation.
- that the Government consider the potential unintended impacts of the introduction of direct action and tort of privacy.
- the provision of clear frameworks setting compliance with various obligations to reduce the burden on training, skills and technology.
- a staged approach to further consultation.

The Government released its response in September and agreed in principle to support most of the Review recommendations, but it is considering the next phase of implementation.

We have maintained our focus on technology, cyber and digital issues in 2023 making submissions on Australia's Cyber Security Strategy, Digital Identity, the Electronic Transactions Act and Safe and Responsible AI. We have advocated for better harmonisation and greater simplicity between cyber security, data breach, data sovereignty, critical infrastructure and privacy regulation.

Throughout 2023 we have participated in the Drafting Group developing a consultation draft of a fifth edition of the ASX Corporate Governance Council's *Corporate Governance Principles and Recommendations*. Governance Institute is a founding member of the Council. We look forward to participating in the public consultation in 2024.

In August we made a submission to the Parliamentary Joint Committee on Corporations and Financial Services Inquiry into Ethics and Professional Accountability: Structural challenges in the Audit, Assurance and Consultancy Industry. Our submission addressed the need for a single whistleblower protection regime, applicable to the private sector and an independent office of the whistleblower. We gave evidence at the Committee's October hearing and responded to a number of questions on notice.

Griffith University, the Human Rights Law Centre and Transparency International has developed a Federal Roadmap — Protecting Australia's Whistleblowers — for further reform of Australia's whistleblower protection laws. Members have expressed support for the roadmap and we will be working with this group to further progress whistleblower law reform in 2024.

One of our long-standing policy 'asks' is the re-establishment of an independent body dedicated to corporate law reform. Members have expressed strong support for this initiative. We have convened a group of legal academics and key industry stakeholders to advocate for this initiative. This will be one of our 2024 advocacy campaigns.

In February the Commonwealth and States announced agreement on a set of nationally consistent Fundraising Principles. This has been the long-standing objective of the #fixfundraising Coalition of which we were a founding member. Disappointingly, while some States have made progress on the introduction of the national Principles, others are behind. We continue to work with the Coalition to advocate for progress directly with the States.

**Objective 3: To ensure the competence and professionalism of Australian governance and risk professionals**

We continue to develop material and content to support governance and risk management professionals in their roles. We released our revised *Public Sector Governance Guidelines*. This year we also added to our collection of *Good Governance Guides* with new guides on Governance issues to consider when dealing with flexible working arrangements and Generative AI.

Major reports and guides launched to our governance and risk management community in 2023:

- [Board and executive remuneration report](#)
- [Board Diversity Index \(with Watermark Search International\)](#)
- [Ethics Index](#)
- [Data Governance white paper and roadmap](#)
- [Greenwashing — a Governance perspective.](#)



# Employees

The culture of the organisation strikes a balance between being a member-focused, for purpose organisation, while at the same time incorporating many of the features of a performance-oriented commercial business.

Employees have annual performance and remuneration reviews, establish individual and team based learning and development plans and develop SMART KPIs in alignment with our strategic and business plans.

Regular discussions with staff support their professional development and ensure alignment between individual performance objectives and the wider strategic plan, mission and values of Governance Institute.

## Diversity, inclusion and staff opportunity

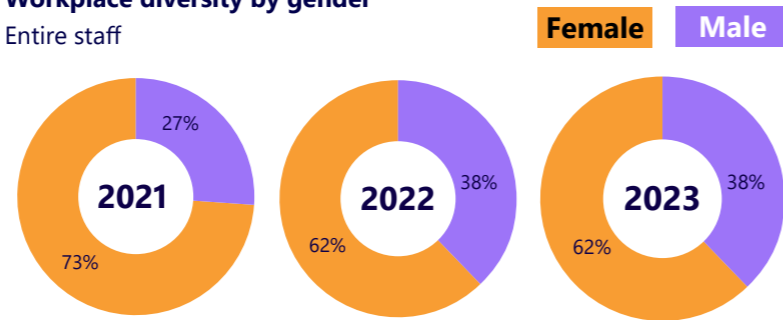
Governance Institute is committed to ensuring we actively encourage a diverse workforce and inclusive workplace now and into the future. Governance Institute is committed to embracing differences, encouraging all perspectives, and uniting individuals and teams.

We pride ourselves on being an equal opportunity employer and seek to ensure a professional, fair and ethical approach to recruitment that matches the skills, expertise and experience of an individual to the requirements of each role, team and the strategic priorities of the organisation.

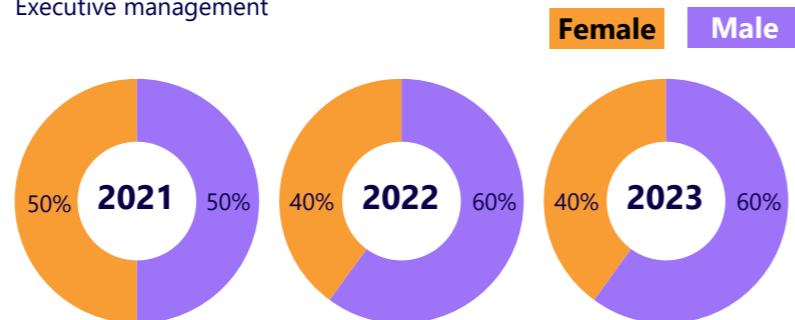
We encourage applications from the widest pool of candidates meeting the selection criteria for each role, supporting internal promotions and applications from the external talent market.

### Workplace diversity by gender

Entire staff

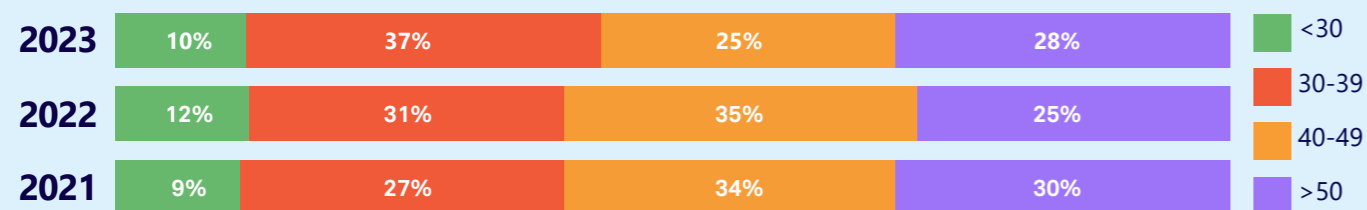


Executive management



No staff identified as non-binary/other

### Workplace diversity by age



## Staff turnover

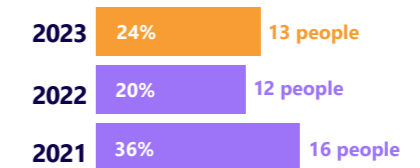
Governance Institute is a small organisation and staff levels fluctuate from year to year. Our turnover rate in 2023 was slightly lower than previous years, reflecting our team's dedication, satisfaction and commitment to our strategic goals. We look forward to sustaining positive momentum as we continue to strive for excellence and growth.

Our 2023 employee engagement survey results were testament to our retention rate. We have achieved year-on-year improvement over the five years that we have undertaken the survey.

As a result of the 2023 survey, we were recognised as winners in the Xref Engage Best Workplace award.

In 2023, we have reported an increase in the survey participation rate (93 per cent) and overall engagement scores across the board in 2023.

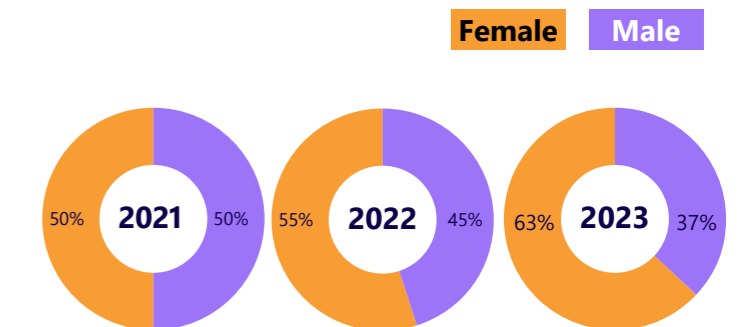
Our overall engagement rate has remained steady since 2022 at 82 per cent. Our wellbeing score has increased to 82 per cent (2022: 77 per cent) and our progress score increased to 83 per cent (2022: 74 per cent). Our organisational strengths as reported in the survey are leadership, vision, cross-unit collaboration, teamwork, recognition and involvement, reflecting our focus on creating and maintaining a strong and healthy culture within Governance Institute of Australia.



## Board gender balance

There is a conscious effort to ensure gender balance on state councils and on the Board of Governance Institute.

Increasingly, this reflects the changing balance of our membership, with a majority of new members joining the institute in each of the last four years being female.



## Staff training

Governance Institute actively supports ongoing professional development for staff, encouraging all staff to undertake our internal training to gain a greater understanding of governance and risk. Additionally, staff can undertake additional external training to support their development and career growth, in alignment with their KPI's and Governance Institute's strategic goals.

## National presence

Governance Institute is a national body, with membership throughout Australia, and beyond. Our staff presence reflects our membership base, with our Head Office based in Sydney, with staff also based in Melbourne, Brisbane, Adelaide and Perth.



# Directors' report

Your Directors present this report on the Company for the financial year ended 31 December 2023.

## Principal activities, objectives and strategies

The principal activities of Governance Institute of Australia Ltd (Governance Institute or the Company) during the year were to champion whole-of-organisation governance and risk management through education, advocacy and engagement with members and the broader community.

There was no significant change in the nature of the activities during the year and the operations are in accordance with the Constitution. The Company's financial report has been prepared in accordance with the *Australian Charities and Not-for-profits Commission Act 2012*, the Australian Charities and Not-for-profits Commission Regulations 2022 and Australian Accounting Standard AASB 1060 General Purpose Financial Statements — Simplified Disclosures for For-Profit and Not-for-Profit Tier 2 Entities.

To meet its long-term objectives, the Company will strive to see that:

- the organisation's governance arrangements remain fit for purpose and align with contemporary best practice through the implementation of recommendations from an independent review of our governance.
- Australia's governance frameworks facilitate a strong economy underpinned by responsible performance and organisational culture.
- current members and aspiring company secretaries, governance professionals, risk managers and directors are provided with the best education, resource support and career support to enhance their professional standing.
- the organisation is strategically focused on being innovative; encouraging positive engagement with, and influencing, all stakeholders; and fostering a culture and values that ensures it is sustainable.
- governance practitioners are provided with a trusted community from which they can draw education, provide input, and access a knowledge sharing network of support, appropriate for their changing needs and circumstances throughout their chosen governance careers.

The company's short-term objective is to continue to focus on member engagement, innovation and lifting and maintaining our profile for the next 12 months to maintain member retention at 90 per cent or better.

To meet its short-term objectives, the Company will continue to:

- provide services, resources, and training to members
- create and implement member engagement strategies that are more targeted and aim to continue to increase our relevance and profile
- strengthen our advocacy activities to influence decision makers and support responsible performance using good governance practices
- better align our product offering to meet the career stages and interests of our members.

## Financial results

An operating deficit of (\$777,223) was reported for the year.

Accumulated Members' Funds at year-end were \$14,563,048.

Governance Institute is exempt from income tax.

## Dividends

As the Governance Institute's Constitution prohibits the payment of dividends, no dividends have been paid.

## Review and result of operations

Company performance was assessed by the Board of Directors at their Board meetings held during the year.

Quarterly forecast reviews are presented and discussed as to the progress between budget, forecast and actual results achieved. The Risk, Audit and Finance Committee also reviews the annual budget prior to making recommendations to the Board for their consideration.

Total operating revenue for the year amounting to \$10,688,965 primarily came from member and subscriber fees 34.6 per cent; postgraduate courses 17.0 per cent; and short courses and certificate courses 33.4 per cent.

Total expenditure for the year amounting to \$13,006,504 was primarily from direct costs for short courses & certificates, Conferences, and postgraduate courses at 13.3 per cent of total expenditure; payroll costs at 58.6 per cent, rental expense at 4.4 per cent, and Profile expense at 6.2 per cent.

## Likely developments

Likely developments in the operations of Governance Institute and the expected results of those operations in future financial years are disclosed in the Chair and CEO's report at pages 4-5 and the integrated report from pages 6-31.

## Environmental regulations

Governance Institute's operations are not regulated by any significant environmental regulation under a law of the Commonwealth or of a state or territory.

## Events subsequent to balance date

There are no matters or circumstances that have arisen since the end of the financial year pertaining to the 2023 operations.

Continuing members of the Board of Governance Institute at the date of this report are Pauline Vamos, Michael Adams, Paige Exley, Greg Hanigan, Helen Hardy, Karin Geraghty, Debora Jackson, and Ken Weldin.

## Auditor's indemnification

Governance Institute has not, during or since the end of the financial year, in respect of any person who is or has been an auditor of Governance Institute or a related body corporate, indemnified or made any relevant agreement for indemnifying against a liability incurred as an auditor, including costs and expenses in successfully defending legal proceedings, or paid or agreed to pay a premium in respect of a contract insuring against a liability incurred as an auditor for the costs or expenses to defend legal proceedings.

## Directors' interests and benefits

As Governance Institute is limited by guarantee, none of the Directors holds an interest but each, as a member of Governance Institute, is liable to the extent of their undertaking under Governance Institute's Constitution.

Under the Company's constitution, the Company indemnifies, to the extent permitted by law, all current and former Directors and Officers of the Company against any liability incurred in that person's capacity as an Officer of the Company and against any legal costs incurred by that person in defending any proceedings relating to any such liability.

The Company has also entered into a deed of indemnity with Directors and Officers on substantially the same terms as those set out in the Constitution.

During the year, the Company paid insurance premiums to insure the Directors and Officers of the Company, as permitted by the Corporations Act 2001 (Cth), in respect of losses, liabilities, costs and charges incurred by those persons in their capacity as an Officer of the Company. The terms of the policy prohibit the disclosure of the amount of the premiums paid by the Company.



## Attendance at Directors' meetings

During 2023 attendance by individual Directors at meetings they were entitled to attend, was as set out in the table.

	Board of Directors	Risk, Audit & Finance Committee	People, Remuneration & Nominations Committee	Membership Committee	Education Committee
Pauline Vamos, Chair	5 out of 6		5 out of 5	6 out of 6	
Michael Adams	6 out of 6				4 out of 4
Ainslie Cunningham	4 out of 4	2 out of 3			
Karin Geraghty	6 out of 6				4 out of 4
Greg Hanigan	6 out of 6	4 out of 4			
Helen Hardy	5 out of 6			6 out of 6	
Andrew Leake	6 out of 6		5 out of 5	2 out of 2	
John Mazengarb	3 out of 3		3 out of 3	3 out of 3	
Caron Sugars	5 out of 6	2 out of 4			
Ken Weldin	6 out of 6	4 out of 4	2 out of 2		

## Liability of members on winding up

The liability of each member (and each person who has ceased to be a member in the preceding year) on winding up is limited to an amount not exceeding \$100.

## Company Secretary

Geoffrey Stirton FGIA FCG Company Secretary  
David O'Kane FGIA FCG Chief Operations Officer

## Auditor's independence declaration

The Auditor's independence declaration is set out on page 53 and forms part of the Directors' report for the financial year ended 31 December 2023.

## Company details

The registered office and principal place of business of the company is:

Level 11, 10 Carrington Street  
Sydney NSW 2000 Australia

ABN 49 008 615 950

## Chair and Director signatures



Pauline Vamos FGIA FCG

President and Chair of Governance  
Institute of Australia Ltd and of  
the Australian Division of The  
Chartered Governance Institute

Signed in accordance with a resolution of Directors.

**SYDNEY, 15 April 2024**



Ken Weldin FGIA FCG

Director  
Chair of Risk, Audit and Finance Committee



# Financial report

## Statement of income and retained earnings for the year ended 31 December 2023

	Note	2023 \$	2022 \$
<b>Revenue</b>			
Other income	3(a)	10,779,915	10,220,449
Interest income	3(c)	157,384	10,390,556
Net fair value gain on financial assets through profit or loss	3(d)	731,502	232,824
	10	560,480	-
<b>Expenses</b>			
Finance costs		(55,709)	(84,816)
Depreciation expense	4(a)	(225,914)	(291,697)
Other expenses	4(b)	(12,724,881)	(10,759,701)
<b>(Deficit)/ surplus before income tax expense</b>		<b>(777,223)</b>	<b>9,707,615</b>
Income tax expense		-	-
<b>Operating (deficit)/surplus for the year</b>		<b>(777,223)</b>	<b>9,707,615</b>
<b>Total comprehensive (deficit)/surplus for the year attributable to members</b>		<b>(777,223)</b>	<b>9,707,615</b>
Accumulated surplus at the beginning of the year		14,594,338	4,886,723
<b>Accumulated surplus at the end of the year</b>		<b>13,817,115</b>	<b>14,594,338</b>

## Statement of financial position for the year ended 31 December 2023

	Note	2023 \$	2022 \$
<b>Current assets</b>			
Cash and cash equivalents	7	5,255,477	18,906,830
Trade and other receivables	8	222,050	244,842
Other assets	9	397,869	455,547
<b>Total current assets</b>		<b>5,875,396</b>	<b>19,607,219</b>
<b>Non-current assets</b>			
Property, plant and equipment	11	11,400	30,483
Intangible assets	12	348,851	231,395
Right-of-use assets	13	687,820	816,207
Financial assets	10	12,320,480	-
<b>Total non-current assets</b>		<b>13,368,551</b>	<b>1,078,085</b>
<b>Total assets</b>		<b>19,243,947</b>	<b>20,685,304</b>
<b>Current liabilities</b>			
Trade and other payables	14	878,926	932,984
Deferred revenue	15	2,245,119	2,877,586
Provisions	16(a)	606,593	503,523
Lease liabilities	17(b)	127,644	115,368
<b>Total current liabilities</b>		<b>3,858,282</b>	<b>4,429,461</b>
<b>Non-current liabilities</b>			
Provisions	16(b)	102,470	50,681
Lease liabilities	17(b)	720,147	847,791
<b>Total non-current liabilities</b>		<b>822,617</b>	<b>898,472</b>
<b>Total liabilities</b>		<b>4,680,899</b>	<b>5,327,933</b>
<b>Net assets</b>		<b>14,563,048</b>	<b>15,357,371</b>
<b>Members' funds</b>			
Reserves	5	745,933	763,033
Accumulated surplus		13,817,115	14,594,338
<b>Total Members' funds</b>		<b>14,563,048</b>	<b>15,357,371</b>

## Statement of cash flows for the year ended 31 December 2023

	Note	2023 \$	2022 \$
<b>Cash flows from operating activities</b>			
Subscriptions received		3,256,518	3,612,661
Receipts from participants in courses and other activities		7,004,462	6,415,200
Payments to suppliers and employees		(12,564,769)	(9,979,745)
Interest received		724,954	148,966
Other income		101,914	121,115
Interest paid on lease liability		(55,709)	(84,816)
<b>Net cash (used in)/provided by operating activities</b>	19(a)	<b>(1,532,630)</b>	<b>233,381</b>
<b>Cash flows from investing activities</b>			
Receipts from the Sydney Office Sale		-	13,200,000
NSW office sale & relocation cost		(637)	(396,232)
Payments for purchases of financial assets		(11,760,000)	-
Interest received from financial assets		6,548	-
Payments for property, plant and equipment		(14,713)	(5,406)
Payments for intangible assets		(234,553)	(100,000)
<b>Net cash (used in)/provided by investing activities</b>		<b>(12,003,355)</b>	<b>12,698,362</b>
<b>Cash flows from financing activities</b>			
Termination of long term lease		-	(149,957)
Principal portion of lease payments		(115,368)	(242,070)
<b>Net cash used in financing activities</b>		<b>(115,368)</b>	<b>(392,027)</b>
Net (decrease)/increase in cash and cash equivalents		<b>(13,651,353)</b>	<b>12,539,716</b>
Cash and cash equivalents at beginning of year		18,906,830	6,367,114
<b>Cash and cash equivalents at end of year</b>	7	<b>5,255,477</b>	<b>18,906,830</b>

## Notes to the financial statements for the year ended 31 December 2023

### 1. Corporate information

Governance Institute of Australia Ltd (the 'Company') is an incorporated company limited by guarantee and domiciled in Australia. The address of the Company's registered office is Level 11, 10 Carrington Street, Sydney, NSW, 2000. The Company is a not-for-profit entity.

In the event of the Company being wound up, the liability of each member, or each former Member who ceased to be a member within a year of the Company being wound up, is limited to an amount not exceeding \$100. As the Company is limited by guarantee, there is no reference in the statement of financial position to share capital or shareholders' equity.

The Company's principal activities in the course of the financial year were to champion whole-of-organisation governance and risk management through education, advocacy and engagement with members and the broader community.

### 2. Basis of preparation

#### (a) Statement of compliance

The financial report is a general-purpose financial report that has been prepared in accordance with Australian Accounting Standards — Simplified Disclosures. This includes compliance with the recognition and measurement requirements of all Australian Accounting Standards, Interpretations and other authoritative pronouncements of the Australian Accounting Standards Board and the disclosure requirements of AASB 1060 General Purpose Financial Statements — Simplified Disclosures for For-Profit and Not-for-Profit Tier 2 Entities and the Australian Charities and Not-for-profits Commission Act 2012 and the Australian Charities and Not-for-profits Commission Regulations 2022.

The financial statements were approved by the Board of Directors on 8 April 2024.

#### (b) Basis of measurement

The financial report has been prepared on an accruals basis and is based on historic costs and does not take into account changing money values or, except where stated, current valuations of non-current assets. Cost is based on the fair values of the consideration given in exchange for assets.

#### (c) Functional and presentation currency

The financial statements are presented in Australian dollars, which is the Company's functional currency.

#### (d) Use of significant estimates and judgments

The preparation of financial statements requires management to make judgments, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, income, and expenses. Although these estimates are based on management's best knowledge of current events and actions, actual results may ultimately differ from those estimates.

Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised and in any future periods affected.

#### (e) Income tax

Governance Institute of Australia Ltd is for income tax purposes endorsed as a charitable institution. It's income is therefore exempt from Income Tax under Subdivision 50-B of the Income Tax Assessment Act 1997.

#### (f) New standards and amendments adopted

The Company has adopted all of the new or amended Accounting Standards and Interpretations issued by the Australian Accounting Standards Board that are mandatory for the current reporting period, which includes AASB 2021-2 Amendments to Australian Standards-Disclosure of Accounting Policies and Definition of Accounting Estimates. There was no material impact to the financial statements.

	2023 \$	2022 \$
<b>3. Revenue</b>		
<b>a) Operating activities</b>		
Revenue from contracts with customers		
Member and subscriber fees	3,726,407	3,636,334
Postgraduate courses	1,835,911	1,901,309
Short courses and certificate courses	3,598,228	3,108,630
PD Events (GRMF, Updates/Seminars & Workshops, National Events)	1,185,185	1,121,185
Sponsorship	332,270	331,877
Publications, journal and merchandise	10,964	14,342
<b>Total revenue from contracts with customers</b>	<b>10,688,965</b>	<b>10,113,677</b>
Other revenue		
Other revenue	90,950	106,772
Total other revenue	90,950	106,772
<b>Total Operating Revenue</b>	<b>10,779,915</b>	<b>10,220,449</b>
<b>b) Timing of revenue recognition</b>		
Services transferred at a point in time	3,364,330	3,368,713
Services transferred over time	7,324,635	6,744,964
	<b>10,688,965</b>	<b>10,113,677</b>
<b>c) Other income</b>		
Sydney office sale	-	10,390,556
Other income	109,144	-
Distribution income	48,240	-
<b>Total other income</b>	<b>157,384</b>	<b>10,390,556</b>
<b>d) Interest income</b>		
Interest from cash and cash equivalents	724,954	232,824
Interest from on cash held in investments	6,548	-
<b>Total interest income</b>	<b>731,502</b>	<b>232,824</b>

Revenue represents income earned from membership subscriptions and the provision of related services. Membership subscription revenue is recognised over time throughout the membership period, revenue from the provision of other services is recognised upon the delivery of the service to members/customers. Interest income is measured in accordance with the effective interest method. Distribution income is recognised when the right to receive a distribution has been established. All revenue is stated net of the amount of GST.

	2023 \$	2022 \$
<b>4. (Deficit)/surplus from ordinary activities</b>		
(Deficit)/surplus from ordinary activities is stated before income tax expense has been determined, after charging:		
<b>a) Depreciation expense</b>		
Depreciation and amortisation of non-current assets		
Plant and equipment	5,462	24,602
Intangible assets	92,065	70,459
<b>Depreciation and amortisation of non-current assets</b>	<b>97,527</b>	<b>95,061</b>
Depreciation — Right-of-use assets	128,387	196,636
<b>Total depreciation and amortisation of non-current assets</b>	<b>225,914</b>	<b>291,697</b>
<b>b) Other expenses</b>		
Personnel	6,976,316	5,900,558
Superannuation contributions	647,248	517,613
Profile expenses	804,778	654,219
Member activities, conference, short courses and post-graduate education	1,732,915	1,093,587
IT licenses	494,083	370,839
Repairs and maintenance	314,489	451,645
CGI, UK — capitation fee	97,235	86,889
Rental expenses — short term leases and low value assets	575,161	278,198
Occupancy and state facilities	42,165	43,932
Auditor's remuneration		
Audit fees	43,700	41,250
Other assurance services	4,175	13,800
Disposal of fixed assets	53,325	-
NSW office sale & relocation cost	7,420	546,189
Strategic project expenses	357,099	-
Other expenses from ordinary activities	574,772	760,982
<b>Total other expenses</b>	<b>12,724,881</b>	<b>10,759,701</b>

	2023 \$	2022 \$
<b>5. Reserves</b>		
Capital surplus reserve	745,933	745,933
Works of art revaluation reserve	-	17,100
<b>Total reserves</b>	<b>745,933</b>	<b>763,033</b>

Works of art revaluation reserve decreased during the year to align with the fair value of the assets at 31 December 2023.

	2023 \$	2022 \$
<b>6. Key management personnel compensation</b>		
Key management personnel	1,445,838	1,219,377
Independent Chair	48,100	43,750
<b>Total key management personnel</b>	<b>1,493,938</b>	<b>1,263,127</b>

No other directors received any remuneration during the year.

	2023 \$	2022 \$
<b>7. Cash and cash equivalents</b>		
Cash at bank	3,744,804	1,679,796
Cash held in investments	244,623	-
Cash on deposit	1,149,052	1,821,034
Term deposits	116,998	15,406,000
<b>Total cash and cash equivalents</b>	<b>5,255,477</b>	<b>18,906,830</b>

Cash and cash equivalents include cash on hand and at banks, short-term deposits with an original maturity of three months or less held at call with financial institutions.

	2023 \$	2022 \$
<b>8. Trade and other receivables</b>		
<b>Current</b>		
Trade debtors	121,009	184,007
Net GST receivable	59,737	60,835
Other debtors	41,304	-
<b>Total trade and other receivables</b>	<b>222,050</b>	<b>244,842</b>

Trade receivables are non interest bearing and are generally due for payment within 30 days of the invoice date. There is no impairment or significant credit risk with any debtor balance.

Trade and other receivables are recognised when the company becomes a party to the contractual provisions of the instrument.

Trade and other receivables are classified (and measured subsequently) at amortised cost.

The Company applies the simplified approach under AASB 9 to measuring the allowance for credit losses for receivables from contracts with customers. Under the AASB 9 simplified approach, the Company determines the allowance for credit losses for receivables from contracts with customers, on the basis of the lifetime expected credit losses of the financial asset. Lifetime expected credit losses represent the expected credit losses that are expected to result from default events over the expected life of the financial asset.

	2023 \$	2022 \$
<b>9. Other assets</b>		
<b>Current</b>		
Prepayments	371,355	433,117
Prepaid CGI capitation fee	26,514	22,430
<b>Total other assets</b>	<b>397,869</b>	<b>455,547</b>

	2023 \$	2022 \$
<b>10. Financial assets</b>	-	-
Financial assets at fair value through profit or loss (managed funds)	12,320,480	-
<b>Total financial assets</b>	<b>12,320,480</b>	<b>-</b>

The funds returned a total unrealised gain of \$560,480 (2022:\$nil) recognised in profit and loss for 2023.

The Financial assets classified as non-current assets are part of a long-term strategic investment fund. This multi asset investment portfolios' intent is to preserve and grow capital whilst generating income. They have been classified as non-current. Despite their non-current classification, these assets maintain the flexibility to be converted to cash with 15 working days notice.

#### Recognition

Financial assets relating to the investment in managed funds are classified at fair value through profit or loss (FVPL).

At initial recognition the company measures a financial asset at its fair value.

Transaction costs of financial assets carried at a fair value through profit or loss are expensed in the Statement of Income and Retained Earnings.

Changes in the fair value of financial assets at fair value through profit or loss, profits and losses realised from the sale of financial assets, and interest and distribution income are recognised in the Statement of Income and Retained Earnings.

#### Derecognition

Financial assets are derecognised where the contractual rights to receipt of cashflows expires or the asset is transferred to another party whereby the company no longer has any significant continuing involvement in the risks and benefits associated with the asset.

#### Fair Value Measurements

The valuation techniques and key assumptions used in measuring the fair value of financial assets measured at FVPL are as follows:

- Managed funds are stated at the redemption price quoted by the investment manager at the reporting date.

	2023 \$	2022 \$
<b>11. Property, plant and equipment</b>		
Computer system, furniture and office equipment at cost	835,115	836,236
Less: accumulated depreciation	(823,715)	(827,853)
	11,400	8,383
Works of art at valuation	-	22,100
<b>Total property, plant and equipment</b>	<b>11,400</b>	<b>30,483</b>

Movement in the carrying amounts for each class of property, plant and equipment between the beginning and the end of the current financial year.

	Computer systems, furniture and office equipment \$	Works of art \$	Total \$
<b>Balance at 1 January 2023</b>	8,383	22,100	30,483
Additions	14,713	-	14,713
Disposal	(6,234)	(22,100)	(28,334)
Depreciation expense	(5,462)	-	(5,462)
<b>Carrying amount at 31 December 2023</b>	<b>11,400</b>	<b>-</b>	<b>11,400</b>

Items of property, plant and equipment are measured at cost less accumulated depreciation.

The gain or loss on disposal of an item of property, plant and equipment is determined by comparing the proceeds from disposal with the carrying amount of the property, plant and equipment, and is recognised net within other income/other expenses in profit or loss.

#### Derecognition and disposal

An item of plant and equipment is derecognised upon disposal or when no further future economic benefits are expected from its use or disposal. Any gain or loss arising on derecognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is recognised in the Statement of Income and Retained Earnings.

The costs of the day-to-day servicing of property, plant and equipment are recognised in profit or loss as incurred.

Depreciation is based on the cost of an asset less its residual value. Depreciation is recognised in profit or loss on a straight-line basis over the estimated useful lives of each component of an item of property, plant, and equipment.

The depreciation rates used for each class of depreciable asset are:

Class of fixed asset	Depreciation rate
Computer systems, furniture and office equipment	10% - 33.33%

Depreciation methods, useful lives and residual values are reviewed at each reporting date and adjusted if appropriate.

	2023 \$	2022 \$
<b>12. Intangible assets</b>		
<b>Ethics Index</b>		
Balance at the beginning of the year	170,833	-
Additions	-	200,000
Less: amortisation	(50,000)	(29,167)
Balance at end of year	120,833	170,833
<b>Customer relationship management system</b>		
Balance at beginning of year	30,177	978,229
Additions	-	-
Total cost basis	30,177	978,229
Disposal during the year	(7,192)	(14,375)
Less: accumulated amortisation	(22,985)	(933,677)
Balance at end of year	-	30,177
<b>New courses</b>		
Balance at beginning of year	30,385	94,515
Additions	-	-
Total cost basis	30,385	94,515
Disposal during the year	(17,820)	-
Less: accumulated amortisation	(12,565)	(64,130)
Balance at end of year	-	30,385
<b>Website</b>		
Balance at beginning of year	-	-
Additions	234,533	-
Total cost basis	234,533	-
Less: accumulated amortisation	(6,515)	-
Balance at end of year	228,018	-
<b>Total intangible assets</b>	<b>348,851</b>	<b>231,395</b>

Movement in the carrying amounts for each class of intangibles between the beginning and the end of the current financial year.

	Ethics Index \$	Customer relationship management project \$	New courses \$	Website \$	Total \$
Balance at 1 January 2023	170,833	30,177	30,385	-	231,395
Additions	-	-	-	234,533	234,533
Disposals	-	(7,192)	(17,820)	-	(25,012)
Amortisation expense	(50,000)	(22,985)	(12,565)	(6,515)	(92,065)
<b>Carrying amount at 31 December 2023</b>	<b>120,833</b>	<b>-</b>	<b>-</b>	<b>228,018</b>	<b>348,851</b>

Intangible assets acquired are recognised at fair value at the date of acquisition and is subsequently amortised on a straight line basis.

Development expenditure is capitalised only if development costs can be measured reliably, the product or process is technically and commercially feasible, future economic benefits are probable, and the Company intends to and has sufficient resources to complete development and to use or sell the asset. The expenditure capitalised includes the cost of materials, direct labour and overhead costs that are directly attributable to preparing the asset for its intended use, and capitalised borrowing costs. Other development expenditure is recognised in profit or loss as incurred.

Capitalised development expenditure is measured at cost less accumulated amortisation and accumulated impairment losses.

Subsequent expenditure is capitalised only when it increases the future economic benefits embodied in the specific asset to which it relates.

At each reporting date, the Company reviews the carrying amounts of its non-financial assets to determine whether there is any indication of impairment. If any such indication exists, then the asset's recoverable amount is estimated.

For impairment testing, the recoverable amount of asset of CGU is the greater of its value in use and its fair value less costs to sell. Value in use is based on the estimated future cash flows, discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risk specific to the asset or CGU.

An impairment loss is recognised if the carrying amount of an asset or CGU exceeds its recoverable amount and thus recognised in profit or loss. They are allocated to the carrying amounts of the assets in the CGU on a pro rata basis

Intangible assets are amortised on a straight-line basis in profit or loss over their estimated useful lives, from the date that they are available for use.

The estimated useful lives are as follows:

- Ethics Index — 4 years
- Customer relationship management system — 3 years
- New courses — 3 years
- Website — 3 years

Amortisation methods, useful lives and residual values are reviewed at each financial year-end and adjusted if appropriate.

### 13. Right-of-use assets

Governance Institute of Australia leases its office premises and IT equipment. Information about the leases is presented below:

	Office Premises \$	IT Equipment \$	Total \$
Balance at 1 January 2023	804,958	11,249	816,207
Amortisation expenses for the year	(125,453)	(2,934)	(128,387)
<b>Balance at 31 December 2023</b>	<b>679,505</b>	<b>8,315</b>	<b>687,820</b>

Sydney and Melbourne leases are short term leases under AASB 16. Refer to Note 17(b).

The Company has a lease for office premises in Queensland that expire in 2029. In accordance with individual lease contract, the Company must maintain these property in a good state of repair and return the property in the original condition at the end of the lease.

The Company has leases for photocopier equipment that expire in 2026.

At the commencement date of a lease (other than leases of 12-months or less and leases of low value assets), the group recognises a lease asset representing its right to use the underlying asset and a lease liability representing its obligation to make lease payments. Lease assets are initially recognised at cost, comprising the amount of the initial measurement of the lease liability, any lease payments made at or before the commencement date of the lease, less any lease incentives received, any initial direct costs incurred by the Company, and an estimate of costs to be incurred by the Company in dismantling and removing the underlying asset, restoring the site on which it is located or restoring the underlying asset to the condition required by the terms and conditions of the lease, unless those costs are incurred to produce inventories.

Subsequent to initial recognition, lease assets are measured at cost (adjusted for any remeasurement of the associated lease liability), less accumulated depreciation and any accumulated impairment loss.

Lease assets are depreciated over the shorter of the lease term and the estimated useful life of the underlying asset, consistent with the estimated consumption of the economic benefits embodied in the underlying asset.

	2023 \$	2022 \$
<b>14. Trade and other payables</b>		
<b>Current</b>		
<b>Trade creditors and accruals</b>	<b>878,926</b>	<b>932,984</b>

Trade and other payables represent the liability outstanding at reporting date for goods and services received by the Company during the reporting period, which remain unpaid. The balance is recognised as a current liability with the amounts normally paid within 30 days of recognition of the liability. Trade and other payables are subsequently measured at amortised cost.

	2023 \$	2022 \$
<b>15. Deferred revenue</b>		
<b>Subscriptions and fees received in advance</b>	<b>2,245,119</b>	<b>2,877,586</b>

Deferred revenue represents revenue received in advance which is not entitled to be recognised in the current period.

	2023 \$	2022 \$
<b>16. Provisions</b>		
<b>a) Current</b>		
Provision for employee short-term entitlements	490,317	423,462
Provision for long service leave	116,276	80,061
<b>Total current provision</b>	<b>606,593</b>	<b>503,523</b>
<b>b) Non-current</b>		
Provision for long service leave	102,470	50,681
<b>Total non-current provision</b>	<b>102,470</b>	<b>50,681</b>
Average number of full-time equivalent employees	50.20	47.50

FTE is higher than the previous period due to the conversion of two roles to full time and the recruitment of one new role in 2023.

Provision is made for the Company's liability for employee benefits arising from services rendered by employees to statement of financial position date. Employee benefits expected to be settled within one year of the statement of financial position date have been measured at the amounts expected to be paid when the liabilities are settled. Employee benefits expected to be settled more than one year from the statement of financial position date have been measured at the present value of future payments expected to be made in respect of services provided by employees up to statement of financial position date. Consideration is given to expected future wage and salary levels, experience of employee departure and periods of service. Expected future payments are discounted to their net present value using an estimate of market yields.

	2023 \$	2022 \$
<b>17. Lease liabilities</b>		
<b>a) Maturity analysis — contractual undiscounted cash flows</b>		
No later than one year	176,750	171,077
Later than 1 year and not later than 5 years	829,654	894,632
Later than 5 years	-	273,848
	<b>1,006,404</b>	<b>1,339,557</b>
<b>b) Lease liabilities included in the statement of financial position as at 31 December 2023</b>		
Current	127,644	115,368
Non-current	720,147	847,791
<b>Balance at 31 December 2023</b>	<b>847,791</b>	<b>963,159</b>

Lease liabilities are initially recognised at the present value of the future lease payments (i.e., the lease payments that are unpaid at the commencement date of the lease). These lease payments are discounted using the interest rate implicit in the lease, if that rate can be readily determined, or otherwise using the Company's incremental borrowing rate.

Subsequent to initial recognition, lease liabilities are measured at the present value of the remaining lease payments (i.e., the lease payments that are unpaid at the reporting date). Interest expense on lease liabilities is recognised in profit or loss (presented as a component of finance costs). Lease liabilities are remeasured to reflect changes to lease terms, changes to lease payments and any lease modifications not accounted for as separate leases.

Variable lease payments not included in the measurement of lease liabilities are recognised as an expense when incurred.

#### Short-term leases

Lease payments made in relation to leases of 12-months or less and leases of low value assets (for which a lease asset and a lease liability has not been recognised) are recognised as an expense on a straight-line basis over the lease term. Lease payment recognised as an expense for the financial year in relation to short-term leases is \$575,165 (2022: \$278,198). The remaining contractual commitment to pay is \$343,160.

## 18. Related party and subsidiary company disclosures

### Transactions with related parties

Transactions between related parties are on normal commercial terms and conditions unless otherwise stated.

(i) The Chartered Governance Institute (CGI), United Kingdom: under the terms of an operating agreement with CGI, Governance Institute of Australia Ltd remits an administration fee based on the number of Australian Members and students registered with CGI as at 30 June each year to meet the expenses of the International Institute. These payments amounted to \$97,235 (2022: \$86,889).

(ii) During 2023, PKF (ABN 98 007 219 703) provided sponsorship to Governance Institute for the following:

- National Gold Sponsor of the Governance and Risk Management Forum (GRMF) series;
- Session Sponsor of the International Governance and Leadership Conference;
- Sponsor of the Thought Leadership program on Cyber Security and Data Governance; and
- Sponsor of Fellows Roundtable events.

The total value of the sponsorship during the year was \$61,780 excl. GST (2022: \$15,000).

Governance Institute Director, Mr Ken Weldin, is Partner, Audit & Assurance at PKF. From an Institute perspective, although Mr Weldin is a Board member, he has not been involved in the decision to contract with PKF:

- Sponsorship agreements are commercial agreements, negotiated at arm's length;
- The services provided to the Institute by PKF during the year have arisen because of a sponsorship relationship that was in existence prior to Mr Weldin joining the Institute's Board;
- Mr Weldin has not been involved in the negotiation of any engagements with the Institute on behalf of PKF, or vice versa;
- Sponsorship arrangements such as this are an operational matters, outside standard Board business.

(iii) The following fees were paid to directors during the year for course presentations:

	2023 \$	2022 \$
Christine Manuel	-	4,400
Ainslie Cunningham	-	2,700
<b>Total related party and subsidiary company disclosures</b>	<b>-</b>	<b>7,100</b>

	2023 \$	2022 \$
<b>19. Cash and cash equivalents flow information</b>		
(Deficit)/surplus from ordinary activities after income tax	(777,223)	9,707,615
Non-cash flows in surplus from ordinary activities		
Depreciation and amortisation	225,915	291,697
Interest for lease liabilities	55,709	84,816
Other non-cash	27,070	(23,115)
Sydney office sale net of relocation costs	(637)	(9,844,368)
Unrealised gains on financial assets through profit or loss	(560,480)	-
Decrease/(increase) in trade and other receivables	22,792	(101,832)
Decrease/(increase) in other assets	57,679	(207,114)
(Decrease)/increase in trade and other payables	(54,058)	402,857
Decrease in deferred revenue	(632,467)	(61,845)
Increase/(decrease) in provisions	103,070	(15,330)
<b>Net cash (used in)/provided by operating activities</b>	<b>(1,532,630)</b>	<b>233,381</b>

	2023 \$	2022 \$
<b>20. Remuneration of auditors</b>		
<i>Pitcher Partners Sydney</i>		
<b>Assurance services</b>		
Audit of the financial report	43,700	41,250
<b>Non-assurance services</b>		
Review of tax implications in relation to sale of the Sydney office	-	12,000
Assistance with the compilation of the Financial Report	2,675	1,800
Review of Long Service Leave provision	1,500	-
	4,175	13,800
<b>Total remuneration of auditors</b>	<b>47,875</b>	<b>55,050</b>

	2023 \$	2022 \$
<b>21. Trust funds</b>		
<b>Statement of Financial Position</b>		
Estate Late Leonard Chant	994,490	977,279
The Institute Trusts	80,796	77,847
<b>Total trust funds</b>	<b>1,075,286</b>	<b>1,055,126</b>
Represented by		
Current assets		
Cash at bank and on deposit and trade and other receivables	1,075,286	1,055,126
Other current assets	704	644
<b>Total current assets</b>	<b>1,075,990</b>	<b>1,055,770</b>
Current liabilities		
Trade and other payables	1,582	13,032
<b>Total current liabilities</b>	<b>1,582</b>	<b>13,032</b>
Net trust Funds	1,074,408	1,042,738
<b>Statement of Comprehensive Income</b>		
Income		
Interest — Bequest from Estate Late Leonard Chant	43,042	8,254
Interest — other trust funds	2,889	886
<b>Total income</b>	<b>45,931</b>	<b>9,140</b>
Expenditure		
Bank fees and charges	(121)	(120)
Scholarships	(14,140)	(11,450)
<b>Used trust funds</b>	<b>31,670</b>	<b>(2,430)</b>
Opening balance	1,042,738	1,045,168
<b>Trust funds balance at end of year</b>	<b>1,074,408</b>	<b>1,042,738</b>

The Institute Trust and The Institute No 2 Trust were established in 1993 to accept gifts and bequests from Members and others.

The Chant Legacy Trust fund was established with funds left to the Institute in the will of the late Leonard Chant. The Trustee (Governance Institute of Australia Ltd) applies the income from the fund to award scholarships:

- (a) into the Trustee's postgraduate courses dealing with applied corporate, public sector and/or not-for-profit sector governance; and
- (b) into any other postgraduate course dealing with applied corporate, public sector and/or not-for-profit sector governance whether in Australia or overseas.

The scholarships are available to any persons with tertiary qualifications including, but not limited to, graduates from any courses which contain a corporate governance, company administration or public sector management component, whether that course has been conducted by the Trustee or any other government accredited Australian tertiary education institution.

The financial statements of trust funds are not consolidated with those of the Company because the Company does not have direct control over them.

## 24. Events subsequent to reporting date

No matters or circumstances have arisen since the end of the financial year which significantly affected or may significantly affect the operations of the Company, the results of those operations or the state of affairs of the Company in subsequent financial years.

## 25. Contingent liabilities

The Company has bank guarantees for the amount of \$116,998 (2022: \$116,998). There are no other contingent liabilities as at 31 December 2023.

# Directors' declaration

In the opinion of the Directors of Governance Institute of Australia Ltd ('the Company'):

(a) the financial statements and notes that are set out on pages 36 to 48 are in accordance with the *Australian Charities and Not-for-profits Commission Regulations 2022*, including:

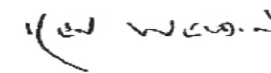
- (i) giving a true and fair view of the Company's financial position as at 31 December 2023 and of its performance, for the financial year ended on that date; and
- (ii) complying with Australian Accounting Standards and the *Australian Charities and Not-for-profits Commission Regulations 2022*; and

(b) there are reasonable grounds to believe that the Company will be able to pay its debts as and when they become due and payable.

Signed in accordance with a resolution of the Directors:



Pauline VAMOS FGIA FCG  
Chair of Governance Institute of Australia Ltd and of the Australian Division of The Chartered Governance Institute



Ken Weldin FGIA FCG  
Director  
Chair of Risk, Audit and Finance Committee

**SYDNEY, 15 April 2024**

# Independent Auditor's Report



**Pitcher Partners Sydney**  
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**Governance Institute of Australia Ltd**  
ABN: 49 008 615 950

**Independent Auditor's Report**  
To the Members of Governance Institute of Australia Ltd

**Report on the Audit of the Financial Report**

## Opinion

We have audited the financial report of Governance Institute of Australia Ltd, ("the Company"), which comprises the statement of financial position as at 31 December 2023, the statement of income and retained earnings, statement of cash flows for the year then ended, and notes to the financial statements, including a summary of material accounting policies, and the directors' declaration.

In our opinion the financial report of Governance Institute of Australia Ltd has been prepared in accordance with Division 60 of the *Australian Charities and Not-for-Profits Commission Act 2012*, including:

- a) Giving a true and fair view of the Company's financial position as at 31 December 2023 and of its financial performance for the year then ended; and
- b) Complying with Australian Accounting Standards – Simplified Disclosures, and Division 60 the *Australian Charities and Not-for-profits Commission Regulations 2022*.

## Basis for Opinion

We conducted our audit in accordance with Australian Auditing Standards. Our responsibilities under those standards are further described in the *Auditor's Responsibilities for the Audit of the Financial Report* section of our report. We are independent of the Company in accordance with the *Australian Charities and Not-for-profits Commission Act 2012* "ACNC Act" and the ethical requirements of the Accounting Professional and Ethical Standards Board's *APES 110 Code of Ethics for Professional Accountants (including Independence Standards)* ("the Code") that are relevant to our audit of the financial report in Australia. We have also fulfilled our other ethical responsibilities in accordance with the Code.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

## Other Information

The Directors are responsible for the other information. The other information comprises the information included in the Company's annual report for the year ended 31 December 2023, but does not include the financial report and our auditor's report thereon.

Our opinion on the financial report does not cover the other information and accordingly we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial report, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial report, or our knowledge obtained in the audit or otherwise appears to be materially misstated.



If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

## Responsibility of the Directors for the Financial Report

The Directors of the Company are responsible for the preparation of the financial report that gives a true and fair view, to meet the requirements of the Australian Accounting Standards and ACNC Act. The Directors' responsibility also includes such internal control as the Directors determine is necessary to enable the preparation of a financial report that gives a true and fair view and is free from material misstatement, whether due to fraud or error.

In preparing the financial report, the Directors are responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters relating to going concern and using the going concern basis of accounting unless the Directors either intend to liquidate the Company or to cease operations, or have no realistic alternative but to do so.

## Auditor's Responsibilities for the Audit of the Financial Report

Our objectives are to obtain reasonable assurance about whether the financial report as a whole is free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance but is not a guarantee that an audit conducted in accordance with the Australian Auditing Standards will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of the financial report.

As part of an audit in accordance with Australian Auditing Standards, we exercise professional judgement and maintain professional scepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial report, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the Directors.
- Conclude on the appropriateness of the Company's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern.
- If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial report or, if such disclosures are inadequate, to modify our opinion.
- Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.



- Evaluate the overall presentation, structure, and content of the financial report, including the disclosures, and whether the financial report represents the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

**S S Wallace**  
Partner

15 April 2024

**Pitcher Partners**  
Sydney

# Auditor's Independence Declaration



**Pitcher Partners Sydney**  
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**Auditor's Independence Declaration**  
**To The Directors of Governance Institute of Australia Ltd**  
**ABN 49 008 615 950**

I declare that to the best of my knowledge and belief, during the year ended 31 December 2023 there have been no contraventions of:

- The auditor's independence requirements as set out in the *Australian Charities and Not-for-profits Commission Act 2012* in relation to the audit; and
- Any applicable code of professional conduct in relation to the audit.

This declaration is in respect of Governance Institute of Australia Ltd.

**S S Wallace**  
Partner

**Pitcher Partners**  
Sydney

15 April 2024

# Governance Institute of Australia Ltd

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**ABN:** 49 008 615 950

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