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| Due diligence checklist for organisations |
| Change in control, merger, acquisition, change in consortium member |
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| 2 | July 2025 | Streamlining introductory text | All sections in pages 1-4 |
| 1 | January 2025 | Original document | First published version |

# Purpose

The purpose of this document is to gather information about changes that would result when an organisation funded through a Service Agreement with the Department of Families, Fairness and Housing (DFFH) and/or the Department of Health (DH; collectively, the department) is involved in a **change in control,** **merger** or **acquisition**, or where one or more parties to an existing **consortium** will change.

## Objective

The objective of this document is to ensure the department can conduct its due diligence efficiently and effectively.

## Audience

This document is for use by:

* Departmental contract managers
* organisations funded through a Service Agreement impacted by proposed changes
* organisations seeking to enter into a Service Agreement if the department approves any proposed transfer of funding required as a result of a merger, acquisition or change in consortium member.

# Background

The department funds a range of community service and health organisations through Service Agreements. Clause 3.4 of the Service Agreement requires organisations to provide at least three months’ notice of proposed changes to service delivery, including the reason for the change and a date from which the proposed changes will apply. Clause 23 Status of Organisation requires organisations to advise the department of any proposed changes to their legal status or identity.

Proposed changes may affect an existing Service Agreement. In some cases, a new Service Agreement will need to be established. Organisations affected by the proposal need to demonstrate that they have the capacity to meet all Service Agreement requirements.

More information on Service Agreements, including the Service Agreement Requirements, is available on the Funded Agency Channel [Service Agreement](https://fac.dffh.vic.gov.au/service-agreement-requirements-dffh-and-dh) website at <https://fac.dffh.vic.gov.au/service-agreement>.

Information gathered through this checklist will be assessed through a departmental due diligence on proposed changes to identify and assess risks. This will inform whether the department recommends that changes be made to funding in one or more organisations’ Service Agreement/s. A departmental financial delegate needs to approve changes to funding.

# Principles

The department will apply the following principles when conducting its due diligence:

**Continuity of service delivery**

Any proposed changes must enable service continuity.

**Proportionality**

The breadth of checks required will vary according to the risk/scale/impact of the proposed changes and will consider:

* the type of services, level of funding and volume of targets impacted by the proposed changes
* level of risk in service delivery or complexity or vulnerability of client need in the proposed services
* the size, scope and level of experience of proposed new providers in delivering the services.

**Aboriginal self determination**

Where the proposal involves Aboriginal Community Controlled Organisations or services specifically targeted to Aboriginal people, the due diligence process must consider self-determination guiding principles.

Further information is at [*Self-determination reform framework*](https://www.firstpeoplesrelations.vic.gov.au/self-determination-reform-framework/about-framework) <https://www.firstpeoplesrelations.vic.gov.au/self-determination-reform-framework/about-framework>.

# Scope

## Inclusions

This due diligence process applies to organisations funded through a Service Agreement with the department. It also applies to other organisations that are a party to a proposed merger, acquisition, change in control or change of consortium member.

The department’s due diligence only relates to recommending to a financial delegate whether existing funding will remain, transfer from one provider to another or cease.

## Exclusions

The department has no role in approving whether a proposed merger, acquisition, change in control or change in consortium member can occur. Organisations are independent legal entities, and their boards will do their own due diligence before proposing such changes.

This process does not apply to organisations funded through a Department of Health Statement of Priorities.

# Glossary of terms

### Change in control

A change in control occurs when there is a substantial change in any person(s) who exercise control over the organisation. For example:

* A funded organisation may enter into a group management structure under another entity.
* Another legal entity may control the funded organisation’s governance, financial and operating model

The due diligence checklist may not be required if:

* the initial advice about the proposed change contains sufficient detail for the department to assess risk
* the funded organisation will remain an independent legal entity and proposes no changes to its management structure, current funding and targets, but only to its governance.

In these cases, contract managers should seek advice from the [SAMS Helpdesk](mailto:SAMS.Helpdesk@dffh.vic.gov.au) at <SAMS.Helpdesk@dffh.vic.gov.au> on how to update the Service Agreement Management System to reflect changes to the existing Service Agreement.

### Merger

A merger (or amalgamation) occurs when one or more organisations merge to form a new legal entity. Where this involves funded organisations, a new Service Agreement will need to be established with the new entity.

### Acquisition

An acquisition occurs when one organisation agrees to be taken over by another. Either or both parties may already have Service Agreements with the department. The proposal will need to outline the extent to which the acquiring organisation will take on the acquired organisation’s staff and assets, and whether it intends to deliver all currently funded services.

### Change to a party of a consortium

Consortia arrangements are an association of two or more individuals or organisations working together to deliver a service. The department only funds one ‘lead’ organisation in a consortium, but all partners are signatories to the consortium Service Agreement.

Where there is a change to a party of a consortium, the lead organisation must provide evidence to the department that the other organisations within the consortium agree to the change in membership. Due diligence analysis may be required to determine the consortium’s ability to maintain service continuity.

Where a new partner is proposed, the department will need to undertake due diligence to determine whether the new partner can meet all Service Agreement requirements.

# Due diligence process

1. All funded organisations involved in the proposal must provide formal advice to the department of the proposed changes, either jointly or individually.
2. A departmental due diligence coordinator will send this checklist to all organisations involved in the proposal and schedule a meeting to discuss the due diligence process.
3. The organisations will jointly fill in the checklist. Responses should reflect how the proposal impacts all organisations.

For some questions, a narrative response will suffice. Where indicated, provide evidence such as policies or procedures to demonstrate capacity to meet Service Agreement requirements.

1. Once the organisations have returned the checklist and evidence, departmental staff will assess it. This may involve requests for additional information.
2. Once the due diligence assessment is complete, the coordinator will make a recommendation to the relevant financial delegate/s.
3. After the delegate/s have made their decision, the coordinator will advise the organisations of the outcome and next steps.

# Further information

Funded organisations should contact the departmental contract manager that is coordinating the due diligence process if they have any questions about the due diligence process.

If required, departmental staff should seek advice from [Monitoring Framework Helpdesk](mailto:Monitoring%20Framework%20Helpdesk) <MonitoringFramework.Helpdesk@dffh.vic.gov.au>.

# Due diligence analysis checklist

This checklist includes instructions for both organisations proposing a change and departmental staff assessing the proposal. These are indicated by the words ‘Organisations’ or ‘Departmental staff’ in bold at the beginning of the instruction.

Type of change proposed

**Organisations:** In Table 1 Type of change proposed, indicate whether the due diligence relates to a change in control, merger, acquisition or change to the parties of a consortium.

**Note**: ‘Merger’ should only be selected where two or more existing organisations will each cease to operate individually and will merge to create a new separate legal entity.

Table 1 Type of change proposed

|  |  |  |  |
| --- | --- | --- | --- |
| # | Type of change proposed | Indicate: Yes or N/A | Additional detail |
| **1.** | Change in control (change of person/parties who directly or indirectly exercise effective control over the organisation) |  | *Indicate the name of the organisation to which this change in control applies and the organisation that will exercise control* |
| **2.** | Merger |  | *List all organisations involved in the merger, indicating which has a Service Agreement by listing the Service Agreement number/s.*  *Indicate the name of the new legal entity.* |
| **3.** | Acquisition |  | *Indicate the name of the organisation being acquired and the organisation that is acquiring it, indicating whether one or both have Service Agreements by listing the Service Agreement number/s.* |
| **4.** | Change to party of a consortium |  | *List all current consortium members and indicate which are leaving and any new organisations being added.* |

**Organisation details**

**Organisations:** Repeat Table 2 Organisational details as required to provide details for each organisation involved in the proposal. Where relevant, outline any current governance or other structural relationships between organisations. In the Comments column, indicate which organisation will:

* be the lead (funded) or an unfunded partner in a **consortium** arrangement
* be the funded organisation after an **acquisition or merger**
* have control of a currently funded organisation following a **change in control**
* cease to be funded as a result of the change.

In at least one table, indicate who will the primary organisational contact/s for the departmental contract manager coordinating the due diligence process. This is usually someone from the organisation that would take control or be funded after changes are implemented. This contact will coordinate information provided by the organisations to inform the due diligence process.

Table 2 Organisational details

|  |  |  |  |
| --- | --- | --- | --- |
| # | Contact | Details | Comments |
| **1.** | Name of organisation | Legal name:  Trading name/s: |  |
| **2** | Australian Business Number (ABN) or Australian Company Number (ACN) of organisation | ABN:  ACN: |  |
| **3.** | Registered head office address | Street:  Suburb:  State:  Postcode: |  |
| **4.** | Full name and title of organisation contact | Name:  Title: |  |
| **5.** | Email address and phone number of organisation contact | Email:  Phone: |  |

**Change proposal details**

**Departmental staff:** Before providing the checklist to the organisations for response, consider the change proposal and mark any requirements that do not apply as Not Applicable. This may include requirements that relate to only one department, where all funding is from the other department.

You may also add additional information in the Resources column, for example to clarify program-specific requirements. For programs that represent higher risk or that support highly vulnerable clients, indicate any program requirements that must be assessed in more detail to inform the recommendation.

**Organisations:** In Table 3 Proposal checklist, links in the Resources column provide additional information on Service Agreement requirements. Fill in the ‘Indicate: Yes, No or N/A’ and ’Organisation comments’ columns and return checklist to the departmental coordinator along with supporting evidence.

Table 3 Proposal checklist

| # | Question | Resources | Indicate: Yes, No or N/A | Organisation comments | Department comments |
| --- | --- | --- | --- | --- | --- |
| **1.** | **Background/rationale for proposal**  Outline rationale for proposed change, including background, benefits, risks and mitigation strategies. |  |  |  |  |
|  | Identify any client or overall service delivery impacts and any risks to continuity of supports. | Business continuity management tab under:  [Policies and procedures](https://fac.dffh.vic.gov.au/policies-and-procedures) <[https://fac.dffh.vic.gov.au/policies-and-procedures>](https://fac.dffh.vic.gov.au/policies-and-procedures%3e) |  |  |  |
|  | Outline key elements of the implementation and/or transition plan, with timelines, including commencement date.  **Note:** Depending on the complexity or risk of the proposal, the department may request a copy of this plan. |  |  |  |  |
| **2.** | **Confidentiality**  Outline all organisations’ information security and client confidentiality protocols that will apply when transitioning client data and information relating to service delivery to a different entity. |  |  |  |  |
|  | Outline any sensitivity or confidentiality requirements that the organisation/s would like the departments to adhere to. |  |  |  |  |
| **3.** | **Individualised funding**  **Where** organisation/s have clients supported through individualised funding, outline the process to consult with clients on whether they would like their funding to be transferred to the proposed entity?  **Note**: clients are not required to provide consent. |  |  |  |  |
| **4.** | **Legal registration** | [Service Agreement Requirements](https://fac.dffh.vic.gov.au/service-agreement-requirements-dffh-and-dh) <https://fac.dffh.vic.gov.au/service-agreement-requirements>  [Search Business Names Register (asic.gov.au)](https://connectonline.asic.gov.au/RegistrySearch/faces/landing/bn/SearchBnRegisters.jspx?_adf.ctrl-state=15luuga5yo_4)  <https://www.abr.gov.au/> |  | No response required, provided in Organisation Detail. Department to check. | *Check Australian Securities and Investments Commission (ASIC) for organisation’s current Australian Company Number (ACN) and Australian Business Register (ABR) for current Australian Business Number (ABN) registration status.* |
|  | Is the organisation a registered not for profit? | [ACNC](https://www.acnc.gov.au/) <https://www.acnc.gov.au/> |  |  | *To confirm if the Organisation is Not for Profit (NFP), check the Australian Charities and NFP Commission (ACNC) website to confirm registration status. Check financial statements to identify if there has been any enforcement activity undertaken under ACNC Act.* |
|  | Is the organisation registered with Office of the Registrar for Indigenous Corporations (ORIC)? | [ORIC](https://www.oric.gov.au/) <https://www.oric.gov.au/> |  | No response required, department to check | *Check if the organisation is registered with Office of the Registrar for Indigenous Corporations (ORIC).* |
| **5.** | **Governance**  Outline the proposed organisation’s governance structure (including primary contacts; board members; senior executive; roles and responsibilities). | [Community Services Quality Governance Framework](https://www.dffh.vic.gov.au/publications/community-services-quality-governance-framework) <https://www.dffh.vic.gov.au/publications/community-services-quality-governance-framework>  [Governance for community organisations - DFFH Service Providers](https://providers.dffh.vic.gov.au/governance-community-organisations) <https://providers.dffh.vic.gov.au/governance-community-organisations> |  |  |  |
|  | Provide a copy of the proposed funded organisation’s constitution, charter or strategic work plan.  Provide a one-year plan for a small organisation and a three-year plan for large organisation. | [Governance for community organisations - DFFH Service Providers](https://providers.dffh.vic.gov.au/governance-community-organisations) <https://providers.dffh.vic.gov.au/governance-community-organisations> |  |  |  |
|  | Outline the board members industry expertise, knowledge, induction process and governance training. | [*Governance Capability Framework tool kit* (word)](https://dhhsvicgovau.sharepoint.com/sites/SAPUShared-DHHS-GRP/Shared%20Documents/General/Due%20diligence%20processes%20and%20resources/CURRENT%20VERSIONS%202025/Governance%20Capability%20Framework%20tool%20kit%20(word)) document at:  [Governance for community organisations](https://providers.dffh.vic.gov.au/governance-community-organisations) <https://providers.dffh.vic.gov.au/governance-community-organisations> |  |  |  |
|  | Provide evidence of Occupational Health and Safety (policies and systems, including monitoring and reporting systems. | [WorkSafe Victoria](https://www.worksafe.vic.gov.au/) <https://www.worksafe.vic.gov.au/> |  |  |  |
|  | Provide evidence of fraud and corruption systems and related policies. | [Fraud and corruption](https://providers.dffh.vic.gov.au/fraud-and-corruption) <https://providers.dffh.vic.gov.au/fraud-and-corruption> |  |  |  |
|  | Identify if there are any conflicts of interest relating to the proposal. |  |  |  |  |
| **6.** | **Financial position**  For organisations that will **enter into a new Service Agreement** if the proposal is approved, provide details of the financial position of any organisation, including assets (property/deeds), income and liabilities, as applicable, through:   * Financial reports (balance sheets and profit and loss statements) for the previous two financial years. * Financial analysis of the proposed entity (preferably by an independent third party) regarding the financial operations/projections over the forthcoming 12 months or more.   **Note:** For **currently funded organisations**, depending on the scale and scope of proposed changes, the department may request current financial reports from funded organisations if the most recent Financial Accountability Return is more than six months old. | Assets and financial tab at:  [Service agreement](https://fac.dffh.vic.gov.au/service-agreement) <https://fac.dffh.vic.gov.au/service-agreement>  [Service Agreement Requirements](https://fac.dffh.vic.gov.au/service-agreement-requirements) <https://fac.dffh.vic.gov.au/service-agreement-requirements> |  | *Indicate which reports provided.* | For **currently funded organisations:**   * *Review the most recent Service Agreement Compliance Certification (SACC).* * *Review Financial Accountability Requirements (FAR).* |
| **7.** | **Insurance**  Provide an insurance certificate of currency and full policy for organisations that will be funded as a result of the change. | [Insurance | Victorian Managed Insurance Authority](https://www.vmia.vic.gov.au/insurance) <https://www.vmia.vic.gov.au/insurance> |  |  | *Consult with departmental Insurance Services team to consider eligibility for insurance cover under the Victorian Managed Insurance Authority and whether there is a requirement for additional child abuse insurance to cover activities flagged as ‘services to children’.* |
| **8.** | **Assets/leases**  Identify any department owned assets or lease arrangements for government owned properties that need to be transferred, identifying which organisation they are transferring from and to. | [Asset Management Resources](https://fac.dffh.vic.gov.au/asset-management-resources) <https://fac.dffh.vic.gov.au/asset-management-resources> |  |  |  |
| **9** | **Ability to deliver quality services**  Demonstrate the ability to meet service agreement terms and conditions, and preparedness to support service delivery by the commencement date. | [Community Services Quality Governance Framework](https://www.dffh.vic.gov.au/publications/community-services-quality-governance-framework) <https://www.dffh.vic.gov.au/publications/community-services-quality-governance-framework>  [Sample Service Agreements](https://fac.dffh.vic.gov.au/dhhs-sample-service-agreement) <https://fac.dffh.vic.gov.au/dhhs-sample-service-agreement>  [Service Agreement Requirements (DFFH and DH)](https://fac.dffh.vic.gov.au/service-agreement-requirements-dffh-and-dh) <https://fac.dffh.vic.gov.au/service-agreement-requirements-dffh-and-dh> |  |  |  |
|  | Demonstrate the ability to deliver agreed performance targets, policies and frameworks in accordance with the Service Agreement. | [Sample Service Agreements](https://fac.dffh.vic.gov.au/service-agreement-requirements-dffh-and-dh) <https://fac.dffh.vic.gov.au/service-agreement> |  |  |  |
|  | Demonstrate capacity to meet the Victorian Charter of Human Rights and Responsibilities, including whether they are represented in the proposed organisation’s Charter. | [Victorian Equal Opportunity and Human Rights Commission](https://www.humanrights.vic.gov.au/) <https://www.humanrights.vic.gov.au/> |  |  |  |
|  | **For DFFH providers of Care Services** (out-of-home care for children and young people who are statutory clients)  Outline systems and processes in place to meet all Care Services program requirements. | [Children, youth and families](https://providers.dffh.vic.gov.au/children-youth-and-families) <https://providers.dffh.vic.gov.au/children-youth-and-families>  [Program requirements for out-of-home care services](https://providers.dffh.vic.gov.au/program-requirements-out-home-care-services) <https://providers.dffh.vic.gov.au/program-requirements-out-home-care-services>  [Looking After Children framework](https://providers.dffh.vic.gov.au/looking-after-children-framework) <https://providers.dffh.vic.gov.au/looking-after-children-framework> |  |  | *Review any past or current Reportable Conduct issues.* |
|  | **For providers of all services in scope of the Reportable Conduct Scheme:**  Outline how the organisation will comply with the Reportable Conduct Scheme. | [CCYP | Reportable Conduct Scheme](https://ccyp.vic.gov.au/reportable-conduct-scheme/) <https://ccyp.vic.gov.au/reportable-conduct-scheme/> |  |  |  |
|  | Outline how the organisation will comply with safety screening requirements including mandatory qualifications for each funded activity.  Where applicable, discuss any proposed use of labour hire staff. | [Safety screening policy for funded organisations](https://providers.dffh.vic.gov.au/safety-screening-policy) <https://providers.dffh.vic.gov.au/safety-screening-policy> |  |  |  |
|  | ***Check for past quality issues*** | [Client incident management system](https://providers.dffh.vic.gov.au/cims) <https://providers.dffh.vic.gov.au/cims>  [OVIC home page - Office of the Victorian Information Commissioner](https://ovic.vic.gov.au/) <https://ovic.vic.gov.au/>  [CCYP | Reportable Conduct Scheme](https://ccyp.vic.gov.au/reportable-conduct-scheme/) <https://ccyp.vic.gov.au/reportable-conduct-scheme/> |  |  | ***For funded organisations:*** *Check for any past and current performance, quality and compliance incidents, including Client Incident Management System (CIMS); Privacy; Live Monitoring.*  ***For all organisations:*** *Check Office of the Victorian Information Commissioner (OVIC) and Victorian Ombudsman.*  ***DFFH funding only:*** *Where relevant, check external oversight bodies such as the Commission for Children and Young People (CCYP) for any reports relating to funded organisation/s.* |
|  | Outline the organisation’s systems, policies, processes and reporting mechanisms to manage client incidents, feedback, complaints and privacy incidents. | [Complaints management policy for funded organisations](https://providers.dffh.vic.gov.au/complaints-management-policy-funded-organisations) <https://providers.dffh.vic.gov.au/complaints-management-policy-funded-organisations>  [Privacy Policy](https://www.dhhs.vic.gov.au/publications/privacy-policy) <https://www.dhhs.vic.gov.au/publications/privacy-policy> |  |  |  |
|  | Outline the organisation’s systems and processes in place to meet the *Victorian Protective Data Security Framework* and *Privacy Data Protection Act*, including the Information Privacy Principles. | [Victorian Protective Data Security Framework - Office of the Victorian Information Commissioner](https://ovic.vic.gov.au/data-protection/framework-vpdsf/) <https://ovic.vic.gov.au/data-protection/framework-vpdsf/>  [Privacy Policy](https://www.dhhs.vic.gov.au/publications/privacy-policy) <https://www.dhhs.vic.gov.au/publications/privacy-policy> |  |  |  |
|  | Confirm there are systems and processes in place to meet Emergency Management requirements. | [Emergency management](https://providers.dffh.vic.gov.au/emergency-management) <https://providers.dffh.vic.gov.au/emergency-management> |  |  |  |
|  | **For accommodation and other bed-based services:**  Outline systems and processes in place to meet Fire Risk compliance requirements. | [Fire risk management procedures and guidelines](https://providers.dffh.vic.gov.au/fire-risk-management-procedures-and-guidelines) <https://providers.dffh.vic.gov.au/fire-risk-management-procedures-and-guidelines> |  |  |  |
|  | Outline systems and processes in place to apply the *Aboriginal Cultural Safety Framework* and support and embed Aboriginal self-determination. | [Aboriginal and Torres Strait Islander cultural safety framework](https://www.dhhs.vic.gov.au/publications/aboriginal-and-torres-strait-islander-cultural-safety-framework) <https://www.dhhs.vic.gov.au/publications/aboriginal-and-torres-strait-islander-cultural-safety-framework>  [Self-Determination background concepts](https://www.health.vic.gov.au/publications/self-determination-background-concepts) <https://www.health.vic.gov.au/publications/self-determination-background-concepts> |  |  |  |
|  | Outline systems and processes in place to make services accessible to clients from culturally diverse backgrounds. | [Language Services Policy](https://www.dffh.vic.gov.au/publications/language-services-policy) <https://www.dffh.vic.gov.au/publications/language-services-policy> |  |  |  |
|  | Check if there are any current or proposed subcontracting arrangements. | [Sample Service Agreements](https://fac.dffh.vic.gov.au/service-agreement) <https://fac.dffh.vic.gov.au/service-agreement> |  |  |  |
| **10.** | **Regulation or registration**  Does the proposal include DFFH-funded services requiring regulation by the Social Services Regulator or DH-funded services requiring registration under any other body?  If yes, indicate where organisation is up to in application process. | [Social Services Regulator](https://www.vic.gov.au/social-services-regulator)  <https://www.vic.gov.au/social-services-regulator>  [Department of Health Policy and Funding Guidelines](https://www.health.vic.gov.au/policy-and-funding-guidelines-for-health-services) <https://www.health.vic.gov.au/policy-and-funding-guidelines-for-health-services> |  |  |  |

**Departmental due diligence attestation**

**Department:** The due diligence coordinator must sign an attestation which must then be endorsed by a manager or executive in their area or branch.

|  |  |
| --- | --- |
| **Due diligence working group coordinator**  **Name:**  **Title:**  **Signature:**  **Date:** | I confirm that I have consulted appropriately with all branches or Areas in DFFH or DH that are responsible for monitoring funding impacted by this change proposal.  All working group members have advised me that they have briefed their executives on due diligence findings and recommendations. |
| **Department endorsement of working group recommendation**  *To be signed by an officer of at least manager level in the team that coordinated the due diligence*  *Repeat if required where multiple managers were involved in the due diligence process.*  **Name:**  **Title:**  **Signature**  Date: | I am satisfied that the due diligence covered considered all affected funding and that appropriate consultation has occurred with all teams that monitor impacted funding.  Recommendation (select one from below):  **Meets requirements with minimal known risks.**  **Meets requirements with some known risks but has sufficient mitigation strategies.**  **Does not meet requirements and identified critical risks – proposal not approved**  *Rationale and any change requests to be provided.* |

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