

**SWAS.**

**South West Academy of Sport (SWAS)**

**Board Charter and Policies**

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## Version Control, Change History and Distribution

### Version Control

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## BOARD CHARTER

On behalf of the key stakeholders, the Board of South West Academy of Sport is responsible for the stewardship and future well-being of the organisation. Directors should exercise leadership, enterprise, integrity and judgement in directing the organisation so as to provide assurance of its continuing and lasting prosperity.

South West Academy of Sport's approach to corporate governance is based on a set of values and behaviours that underpin day-to-day activities, provide transparency, and protect the interests of stakeholders. This approach includes a commitment to corporate governance excellence, which South West Academy of Sport sees as fundamental to its sustainability and performance.

In discharging their responsibilities directors have a duty to act in the best interests of South West Academy of Sport as a whole, irrespective of personal, professional, commercial, ideological or other interests, loyalties or affiliations. Directors' first duty and loyalty must be to the legal entity.

In summary the Board:

1. Provides leadership to South West Academy of Sport ensuring that it achieves continuing prosperity in the best interests of South West Academy of Sport and its stakeholders.
2. Takes active steps to ensure an appropriate mix of directors whether through interaction with key stakeholders resulting in the election of appropriately skilled personnel or through the appointment of such individuals.
3. Confirms South West Academy of Sport's purpose, values and sets the strategic direction as the basis for further planning, e.g. annual and longer term planning and uses this as a basis to monitor the Chief Executive Officer performance.
4. Determines the appropriate culture for South West Academy of Sport and models behaviours that both reflect and promulgate the desired culture.
5. Establishes governance policies that provide the framework for the management of South West Academy of Sport e.g. financial, human resource, communications policies, and ensures that internal processes and procedures are designed to provide effective controls and serve as the basis for reporting to the Board as required.
6. Employs the Chief Executive and monitors management and organisation performance against Board-established criteria.
7. Identifies and monitors the management of organisational risks.
8. Ensures that the organisation complies with all internal and externally imposed compliance requirements.
9. Establishes and maintains an effective interrelationship with stakeholders.

**Purpose:**

As stated in the constitution the principal purpose of the organisation is to:

Develop the skills and experiences of talented athletes in the South West region of Victoria

The organisation achieves its principal purposes set out above by:

1. Providing a pathway to higher performance sport through educational and personal development opportunities.
2. Enhancing the quality of coaching and support services.
3. Providing a nurturing and team environment to support sporting excellence.
4. Developing networks for promotion and leadership.
5. Any other action to support these purposes

**Mission:**

The South West Academy of Sport works with, complement and support relevant organisations to improve the levels of sporting excellence in South West Victoria.

**Vision:**

To be the home of developing, emerging, and talented athletes in south west Victoria.

**Values:**

- Our SWAS Team is built upon the potential of young people, their sporting dreams, and those who support them to make it happen.
- We treat each other with respect, honesty, and integrity, and we celebrate the diverse cultures, experiences and ideas that contribute to developing successful people.

## Responsibilities of the Board of directors

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### 1. Meeting legal requirements

The Board's first duty is to the legal entity. In meeting this duty directors must ensure that all legal requirements under the relevant Acts are met and that the entity is protected from harmful situations and circumstances in the interests of current and future stakeholders.

The Board also has a responsibility to its various stakeholders to ensure that the available resources are used to deliver the 'right outcomes' to the 'right people' in the 'right way'.

In particular, Directors have the following legal obligations:

1. A Director must exercise a power for a proper purpose.
2. A Director must not act, or agree to the organisation acting, in a manner that contravenes relevant Acts or the Constitution of the organisation.
3. A Director must not agree to the business of the organisation being carried on in a manner likely to create a substantial risk of serious loss to the organisation.
4. A Director must not agree to the organisation incurring an obligation unless the Director believes at that time on reasonable grounds that the organisation will be able to perform the obligation when it is required to do so.
5. A Director, when exercising powers or performing duties as a Director, must exercise the care, diligence, and skill that a reasonable director would exercise in the same circumstances.
6. A Director, when exercising powers or performing duties as a Director, may rely on reports, statements, and financial data and other information prepared or supplied, and on professional or expert advice.
7. A Director must, forthwith after becoming aware of the fact that they may hold an interest in a transaction or proposed transaction with the organisation, cause this to be entered in the interests register and/or make that declaration at any meeting where said interest relates to the agenda or discussions.
8. A Director who has information in his or her capacity as a director or employee of the organisation, being information that would not otherwise be available to him or her, must not disclose that information to any person, or make use of or act on the information, except;
  - (a) for the purposes of the incorporated association; or
  - (b) as required by law.

Directors, either individually or collectively, are potentially liable if they act illegally or negligently.

## 2. Governance philosophy and approach

The Board will govern South West Academy of Sport with an emphasis on:

- serving the legitimate collective interests of the present members of South West Academy of Sport and accounting to them for the performance of South West Academy of Sport and for the Board's stewardship;
- remaining up to date in terms of key stakeholders' concerns, needs and aspirations;
- developing a future focus rather than being preoccupied with the present or past;
- providing leadership in the exploration of strategic issues rather than becoming distracted by administrative detail;
- behaving proactively rather than reacting to events and others' initiatives;
- bringing a diversity of opinions and views to bear on its decisions;
- the development and expression of a collective responsibility for all aspects of the organisation; and
- Ensure there are positive conditions for the motivation of the Chief Executive and that there is adequate training to support her/him in their role.

## 3. Other

The Board will perform such other functions as a prescribed by law or assigned to the Board under South West Academy of Sport's governing documents.

### Expectations of Directors

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To execute these governance responsibilities, Directors must, so far as possible, possess certain characteristics, abilities, and understandings:

#### 1. Enacting legal duties

Directors must fulfil their fiduciary duty to act lawfully and in South West Academy of Sport's best interest at all times regardless of personal position, circumstances or affiliation. They should be familiar with South West Academy of Sport's constitutional arrangements.

#### 2. Strategic orientation

Directors should be future oriented, demonstrating vision and foresight but not forget that past and the history of the formation of South West Academy of Sport.

### **3. Integrity and accountability**

Directors must demonstrate high ethical standards and integrity in their personal and professional dealings and be willing to act on - and remain collectively accountable for - all Board decisions and speak with one voice on all policy and directional matters. They shall commit and act in accordance with the Code of Conduct.

### **4. Informed and independent judgement**

Each Director must have the ability to provide wise, thoughtful counsel on a broad range of issues.

### **5. Financial literacy**

Directors are jointly accountable for the financial performance of the organisation therefore all Directors must be financially literate.

### **6. Industry and sector knowledge**

Each Director is expected to bring or acquire a level of community, conservation, industry and sector knowledge sufficient to contribute to the Board's deliberations and considerations on behalf of the organisation and its owners.

### **7. Participation**

Each Director is expected to enhance the Board's deliberations by actively engaging in value adding Board dialogue and decision-making.

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## Governance Process Policies

### Code of Conduct

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The Board is committed to the adoption of ethical conduct in all areas of its responsibilities and authority.

#### Directors shall:

1. Act honestly and in good faith and honesty at all times in the best interests of South West Academy of Sport as a whole.
2. Declare all interests that could result in a conflict between personal and organisational priorities.
3. Exercise diligence and care in fulfilling the functions of office.
4. Make reasonable enquiries to ensure that South West Academy of Sport is operating efficiently, effectively, legally and ethically in the pursuit of its planned outcomes and strategies.
5. Maintain sufficient knowledge of South West Academy of Sport's business and performance to make informed decisions.
6. Not agree to South West Academy of Sport incurring obligations unless he or she believes that such obligations can be met as and when they fall due.
7. Attend Board meetings and devote sufficient time to preparation for Board meetings to allow for full and appropriate participation in the Board's decision making.
8. Ensure scrupulous avoidance of deception, unethical practice or any other behaviour that is, or might be construed as, less than honourable in the pursuit of South West Academy of Sport's business.
9. Not disclose to any other person confidential information other than as agreed by the Board or as required under law.
10. Act in accordance with their fiduciary duties, complying with the spirit as well as the letter of the law, recognising both the legal and moral duties of the role.
11. Abide by Board decisions once reached notwithstanding a director's right to pursue a review or reversal of a Board decision.
12. Not to make, comment, issue, authorise, offer or endorse any public criticism or statement having or designed to have an effect prejudicial to the best interests of South West Academy of Sport.
13. Demonstrate respectful behaviour towards both colleagues, management and those they come into contact with in the course of enacting Board business.

## **Directors shall not:**

14. Disclose any board discussions to anyone outside of the board
15. Make any public comment concerning matters relating to South West Academy of Sport unless in keeping with the Communications Policy
16. Bully, harass or discriminate against any other member or member of the public in line with their role. For the sake of clarity bullying is defined as:
  - a person or group of people repeatedly acting unreasonably towards them or a group of workers
  - the behaviour creates a risk to health and safety.

## Examples of bullying include:

- behaving aggressively
- teasing or practical jokes
- pressuring someone to behave inappropriately
- excluding someone from work-related events or
- unreasonable work demands.

Unreasonable behaviour includes victimising, humiliating, intimidating or threatening. Whether a behaviour is unreasonable can depend on whether a reasonable person might see the behaviour as unreasonable in the circumstances.

## **The Board shall:**

17. Make every reasonable effort to ensure that South West Academy of Sport does not raise community, supplier or stakeholder expectations that cannot be fulfilled.
18. Meet its responsibility to ensure that all staff employed by South West Academy of Sport are treated with due respect and are provided with a working environment and working conditions that meet all reasonable standards of employment as defined in relevant workplace legislation.
19. Carry out its meetings in such a manner as to ensure fair and full participation of all directors.

## **What happens if you don't follow the Code?**

Provision is made under clause 19 of the Constitution:

The Academy may take disciplinary action against a member in accordance with this Division if it is determined that the member—

- a) has failed to comply with these Rules; or
- b) refuses to support the purposes of the Academy; or
- c) has engaged in conduct prejudicial to the Academy.

## Strategic Direction and Planning

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**An essential element in the Board's leadership role is its responsibility to establish a Strategic Direction for South West Academy of Sport. Accompanying this is an ongoing responsibility to identify organisational priorities, monitor progress towards the achievement of the stated outcomes and approve the annual budget. Accordingly, the Board will annually:**

1. In partnership with management, establish and review South West Academy of Sport's Purpose, Key Results and governance-level strategies.
2. Review annual business plans to ensure alignment with the Strategic Direction, priorities and strategies.
3. Schedule a programme of strategic dialogue at Board meetings that reflects the priorities as defined by the Board and creates opportunities for the Board and management to think strategically about future issues relevant to South West Academy of Sport's wellbeing and success.

## Financial Governance

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**The Board has a core duty to ensure the financial integrity and viability of South West Academy of Sport. This entails oversight of all financial processes and systems, regular review of financial results and, annually, approving 's financial plan and budget and financial announcements. Accordingly, the Board will:**

1. Develop, review and monitor the implementation of governance-level financial policies.
2. Provide guidance on budget parameters and priorities and approve the annual budget and financial plan including capital expenditure.
3. Approve expenditure outside budget parameters that the Board determines to be material.
4. Review and approve the full-year financial statements, reports and outcomes.
5. Receive and approve the Finance Committee's annual plan and scheduled reports.
6. Review and approve regularly scheduled financial statements and reports, i.e. for each Board meeting or at the Board's request.

## Conflict of Interests

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**The Board places great importance on making clear any existing or potential conflicts of interest for Directors.**

1. Any business or personal matter which could lead to a conflict of interest of a material nature involving a director and his/role and relationship with South West Academy of Sport, must be declared and recorded in the Conflict of Interest register.
2. All such entries in the Register shall be presented to the Board and minuted at the first Board meeting following entry in the records.
3. All conflicts of interest must be declared by the Director concerned at the earliest time after the conflict is identified. Normally there will be the opportunity at the commencement of each Board meeting for conflicts of interest to be declared.
4. The Board shall determine whether or not the conflict is of a material nature and shall advise the individual accordingly.
5. Where a conflict of interest is identified and/or registered, and the Board has declared that it is of material benefit to the individual or material significance to the organisation, the director concerned shall not vote on any resolution relating to that conflict or issue.
6. The Director shall only remain in the room during any related discussion with Board approval.
7. The Board will determine what records and other documentation relating to the matter will be available to the director.
8. All such occurrences will be minuted.
9. Individual Directors aware of a real or potential conflict of interest of another Director have a responsibility to bring this to the notice of the Board.

## Health and Safety at Work

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**The Board has a core duty to ensure that all relevant elements in the Occupational Health and Safety Act 2004 are met. Accordingly, the Board will:**

1. Ensure that all Directors understand and discharge their duties and responsibilities under the Act.
2. Ensure that robust systems are designed so that the Board will receive regular information in the form of written and verbal reports necessary to exercise its duties under the Act.
3. Verify that records are maintained in a timely and accurate fashion enabling tracking of events, trends and responses/actions.
4. Understand the hazards and risks that employees, contractors and volunteers are, or might be, exposed to in carrying out their duties.

5. Design a system that ensures that all Directors have the opportunity of personal exposure to workplace processes where there is exposure to risk.
6. Annually undertake a formal assessment of compliance with Directors' duties and responsibilities under the Act.
7. Ensure that budget planning takes account of all requirements under the Act.

## Risk Management

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**The Board will identify and evaluate the principal risks faced by South West Academy of Sport and ensure that appropriate systems are in place to avoid or mitigate these risks including the protection of intellectual capital. Accordingly, the Board will:**

1. Engage actively in characterising and monitoring risks associated with the achievement of its overall objectives.
2. Ensure that robust risk management policies and processes are developed and monitored addressing all areas of organisational risk and that the Board is kept abreast of all key corporate risks areas and strategies in a timely manner.
3. Develop a 'risk aware' culture in which both Directors and staff are encouraged to identify risks and respond to them quickly and effectively.
4. Make clear the processes required to enable it to keep abreast of all organisation risk areas.
5. Ensure that suitable internal controls are in place and are enacted and monitored to ensure effective and efficient operation and management of the organisation's resources.
6. Ensure that the organisation is governed and managed in accordance with its constitution and policies.
7. Ensure that proper accounting records are kept.
8. Ensure prompt investigation of any material shortfalls or breaches in compliance or risk management standards.

## Board Committees and Working Parties

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**The Board will establish committees and working parties to support it in its governance work. The work of committees and working parties should not conflict with the Chief Executive's delegated responsibilities.**

1. Committees and working parties shall have Terms of Reference defining their role, life span, procedures and functions, and the boundaries of their authority, reviewed annually.
2. Committees and working parties may co-opt outside members from time-to-time in order to bring additional skills, experience or networks.

3. Committees and working parties shall not exercise authority over staff nor shall they delegate tasks to any staff unless the Chief Executive has specifically agreed to such delegations.
4. Unless explicitly empowered by the Board, committees or working parties cannot make binding Board decisions or speak for the Board. For the most part the function of committees and working parties, in fulfilling their role, is to make recommendations to the Board.
5. Committees and working parties will not mirror operational divisions, departments or staff functions.

## Board Meetings

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**The majority of Board business will be conducted in Board meetings. In order to ensure effective meetings, the following principles apply:**

1. The Board will make the best possible use of its meetings by dealing only with matters that have governance-level significance, by focusing primarily on the future and, within a defined policy framework, by delegating as much as possible to the Chief Executive.
2. The Board will develop a work plan covering the next 12 months that:
  - ensures the Board regularly reviews progress towards the achievement of the strategic direction/strategic plan and relevant strategic issues
  - provides assurance that all relevant compliance requirements are addressed, and
  - improves Board performance through education and continuous focus on its governance effectiveness.
3. The Chairperson will, in consultation with the Chief Executive, establish the agenda for each Board meeting although each Director is free to suggest the inclusion of item(s) on the agenda. The focus of the meeting should address topic(s) drawn from the work plan. All Directors have the opportunity to contribute to the agenda.
4. The Board will meet at least every three months; however, Board meetings may be scheduled at other times or at other frequencies as determined by the Board.
5. Board meetings will be conducted in an open and constructive manner, recognising that genuinely held differences of opinion can bring greater clarity and lead to better decisions.
6. Directors will receive their Board papers at least five working days prior to the meeting.
7. Others (e.g. staff) may participate in Board meetings at the Board's discretion. Such attendees will respect the Boards' integrity and accountability and will thus accept any constraints imposed by the Board or the Chairperson on their participation and presence and must maintain confidentiality of any discussions.

8. The Board may hold 'Board only' sessions at its discretion. Such sessions which will usually be scheduled prior to or at the commencement of the meeting should not exclude the Chief Executive from deliberations on matters to which his/her role as the Board's chief adviser would be compromised.

## **Monitoring Operational Performance**

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**The Board has a duty to oversee and monitor the performance of the operational organisation.**

1. The Chief Executive will report to the Board on the performance of South West Academy of Sport at a frequency and to a standard specified by the Board.
2. All such reporting should be targeted at the Board's interests and duties rather than a description of management actions.

## **Media statements**

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**Interaction with the media, radio, press, TV and other media outlets (including any social media platform), shall at all times be designed to present an accurate and positive expression of South West Academy of Sport related matters. It shall be consistent with South West Academy of Sport policy and Board decisions and free from personal opinions and interpretations. The CEO and Chairperson will be spokespeople in most instances.**

**Please refer to the SWAS Media Relations Policy.**

## **Director Induction**

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**The Board will provide all newly appointed Directors with a thorough induction into the affairs of both the Board and South West Academy of Sport at large.**

1. All prospective Directors will be provided with all relevant information.
2. Upon appointment/election and prior to attendance at their first Board meeting, new Directors will:
  - a. Receive a copy of the Board Manual including Governance charter, Articles/Constitution and other relevant legal governance documentation, current and recent meeting papers, an organisational chart, contact details for other directors and key staff, a glossary of key terms, definitions and acronyms, the current year's meeting schedule and the annual agenda.
  - b. Meet with the Chairperson for a governance familiarisation. This meeting may be held as a group session or with individuals.
  - c. Meet with the Chief Executive for an operational familiarisation.

## Board and Director Performance Assessment and Professional Development

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**The Board's value-adding role requires that the Board as a whole and all Directors regularly review their performance and have access to professional development relevant to the role and duties of directorship.**

1. The Board will undertake an annual structured assessment of its performance and an annual assessment of the performance of individual Directors.
  - a. The criteria for assessing the Board's performance will be drawn from the documented policies of the Board together with any further criteria agreed by the Board from time-to-time. The outcomes of the assessment will establish the upcoming requirements for the effective governance and Board leadership of the organisation.
  - b. A suitably qualified independent specialist may be used to assist the Board in this process.
  - c. The assessment process shall culminate in a report presented to the Board analysing the data and providing recommendations for improvements as required.
  - d. A Peer and Self-assessment process may be included in the process, the criteria based on a set of competencies agreed by the Board.
2. An annual Board Cost of Governance budget may be established that provides for both Board and individual Director performance assessment and professional development together with other governance associated costs. The quantum of this budget item will be determined on a year-by-year basis.
3. All Directors will be encouraged to undertake relevant professional development. The Board will pay all approved, reasonable and appropriate costs (as set out in the Finance Policy) associated with this training, including travel.
4. Directors will be encouraged to attend conferences relevant to their role as Directors or conferences related to other aspects of their directorship of South West Academy of Sport. The Board will consider covering all or some of the costs associated with such attendance on a case-by-case basis.
5. All costs associated with governance effectiveness will be designed to ensure the development of the highest standard of governance including; meeting costs associated with effective communication with owners and other key stakeholders, surveys and associated analysis, focus groups, the costs associated with external audit and other independent third-party reviews or consulting input.

## Chairperson Role

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**The Chairperson provides leadership to the Board, ensuring that the Board's processes and actions are consistent with its policies. As appropriate, the Chairperson represents the Board and the organisation to outside parties. It is expected that the Chairperson will promote a culture of stewardship, collaboration and co-operation, modelling and promulgating behaviours that define sound directorship.**

1. The Chairperson will chair Board meetings ensuring that:
  - a. Meeting discussion content is confined to governance matters as defined in the Board's policies.
  - b. All Directors are treated even-handedly and fairly.
  - c. All Directors are encouraged and enabled to make a contribution to the Board's deliberations.
2. The Chairperson has no authority to unilaterally change any aspect of Board policy.
3. The Chairperson will ensure that Board meetings are properly planned including the development and distribution of Board papers in a timely manner and that the minutes accurately reflect the deliberations and decisions of the Board.
4. The Chairperson is responsible for ensuring that Board meetings are focused on the right matters and that time is allocated to apply sufficient attention to those.
5. The Chairperson will ensure that all Board decisions are understood by Directors and accurately recorded.
6. With the approval of the Board the Chairperson may establish a regular communication arrangement with the Chief Executive in which there is an exchange of information. This might also provide an opportunity for the Chief Executive to use such sessions as a sounding Board for proposed actions or to check interpretations of Board policy. However;
  - a. The Chairperson will recognise that such sessions are not used to 'personally' supervise or direct the Chief Executive.
  - b. The Chairperson will maintain an appropriate professional distance from the Chief Executive to ensure objectivity and attention to governance matters and concerns,
  - c. The Chairperson will not inhibit the free flow of information to the Board necessary for sound governance. Therefore, the Chairperson will never come between the Board and its formal links with the Chief Executive.
7. The Chairperson may delegate aspects of the authority accompanying the position but remains accountable for the overall role.

## Secretary Role

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**The Secretary shall facilitate corporate governance processes and support the operation of the board. The Secretary shall:**

1. Be responsible, together with the Chief Executive for coordinating Board minutes and papers, and monitoring compliance of the Board and its committees with the law, the organisation's governing documents and its internal policies
2. Be responsible for liaising with regulators on behalf of the Board and complete timely and proper completion of any returns, such as reporting obligations when a Director is added or removed from the Board.
3. Ensuring members' and Directors' meetings are properly called and held.
4. Ensuring the necessary registers are established and properly maintained and ensuring that the organisation's financial records are maintained, and reports prepared in accordance with the requirements of the Act;
5. Ensuring records of members' and Directors' meetings are kept in compliance with the Act and the organisation's constitution
6. Ensure the organisation complies with its statutory obligations, ensuring requirements of regulators are met;
7. Providing or procuring advice for Directors regarding application of the Act, the organisations Constitution and other legal and regulatory requirements;
8. Ensure the development, implementation, communication and maintenance of compliance policies, processes and procedures.
9. Ensure the Board has the information it needs to make informed decisions
10. In consultation with the Chairperson organise Board performance reviews
11. Ensure appropriate Directors' & Officers' (D&O) insurance is in place
12. Maintaining a set of standing orders for proper meeting process

## Indemnities and Insurance

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**South West Academy of Sport will provide directors with, and will pay the premiums for, indemnity and insurance cover while acting in their capacities as Directors, to the fullest extent permitted by the relevant legislation.**

## Reimbursement of Directors' expenses

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**South West Academy of Sport will reimburse all approved, reasonable and appropriate expenses incurred by Directors in the carrying out of their role.**

## Board-Chief Executive Inter-relationship Policies

### Delegation to the Chief Executive

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**The Board delegates to the Chief Executive responsibility for delivering the outcomes stated in its Strategic Plan while complying with the Chief Executive Delegation policies.**

1. The Chief Executive is the sole linkage and point of accountability between the Board and the operational organisation.
2. The Board will view Chief Executive performance as identical to total management performance so that the achievement of successful organisation outcomes will be regarded as successful Chief Executive performance.
3. Only the Board acting as a body can instruct the Chief Executive. Typically, all instruction to the Chief Executive will be codified as policy.
4. The Board will make clear South West Academy of Sport's strategic direction including performance indicators to be applied by the Board when reviewing the organisation's and the Chief Executive's performance.
5. The Board will make clear to the Chief Executive in writing the conditions and circumstances that the Board deems to be unacceptable, allowing the Chief Executive any reasonable interpretation of these (further defined in the Chief Executive Authority policy).
  - a. As the Board's principal officer, the Board holds the Chief Executive accountable for ensuring that all such conditions and circumstances are avoided.
6. The Chief Executive is responsible for the employment, management and performance management of all staff employed/contracted to the organisation.
  - a. Neither the Board nor individual Directors will 'instruct' staff in any matters relating to their work.
7. Provided that the Chief Executive achieves the outcomes sought by the Board and does so in a manner consistent with the Board's policies and South West Academy of Sport's values, the Board will respect and support the Chief Executive's choice of actions.
8. The expert knowledge and experience of individual Directors is available to the Chief Executive at his/her initiative.
9. If the Chief Executive is unsure or policy is unclear as to whether a matter is operational or governance the Chief Executive will seek a written response from the Chairperson.

## Chief Executive Authority

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1. As long as the Chief Executive applies 'any reasonable interpretation' of the Board's policies, i.e. does not set out to defeat their stated intent or spirit, he/she is authorised to establish all operational policies, make all operational decisions and design and implement and manage all operational practices and activities.
2. Acknowledging a Director's right to have access to information necessary to meet his/her duty of care to the organisation, the Chief Executive may refuse instructions or requests from individual Directors or from unofficial groups of Directors if, in his/her opinion, such requests or instructions are:
  - a. Inconsistent with the Board's policies;
  - b. are deemed to make unjustifiable intrusions into the Chief Executive's or other staff members' time; or
  - c. are an unjustifiable cost to the organisation.
3. The Chief Executive must notify the Chairperson of the use of point 2.

## Chief Executive Remuneration

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**Chief Executive remuneration will be decided by the Board based on terms and conditions that reflect the organisation's performance and executive market conditions.**

1. Remuneration will be competitive with similar performance within the marketplace based on achievement of the Board's strategic direction and strategic goals while complying with the Chief Executive Delegation Policies.
2. A committee process may be used to gather information and to provide options and recommendations for the Board for its consideration and decision.

## Chief Executive Performance Assessment

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**The Chief Executive's performance will be continuously, systematically and rigorously assessed by the Board against achievement of the Board-determined strategic outcomes and compliance with Chief Executive Delegation policies. The Board will provide regular performance feedback to the Chief Executive.**

1. Organisation performance will be defined in terms of the Board's policy criteria and as identified through monitoring those criteria.
2. The standard applied to all facets of the performance assessment shall be that the Chief Executive has met or can demonstrate compliance with the intent or spirit of the Board's policies.
3. The Board shall monitor any policy at any time using any method but will normally base its monitoring on a predetermined schedule outlining the regularity and method of monitoring for each policy.
4. The Board shall use any one or more of the following four methods to gather information necessary to ensure Chief Executive compliance with Board charter and thus to determine its satisfaction with that person's performance:
  - a. Chief Executive reporting,
  - b. Advice from an expert independent third party, or
  - c. Obtained by a Board-appointed director, Board committee or working party,
  - d. Athlete and Parental feedback.

## Chief Executive Delegation Policies

### Overarching Chief Executive Limitation

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**As the Board's principal officer, the Board holds the Chief Executive accountable for ensuring that neither they or any organisational employees take, allow or approve any action or circumstance in the name of South West Academy of Sport that is in breach of the law, is imprudent, which contravenes any organisation specific or commonly held business or professional ethic or is in breach of generally accepted accounting principles.**

## Financial Management

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**The Chief Executive is responsible for the day-to-day financial management of the organisation. In carrying out this duty, they must take all reasonable steps to ensure that nothing is done, or authorised to be done, that could in any way cause financial harm or threaten the organisation's financial integrity. Without limiting this scope of requirement, the Chief Executive must not allow situations and circumstances in which:**

1. Organisational funds are committed, contracts entered into or liabilities incurred other than for the implementation of Board-approved purposes and priorities.
2. Expenditure exceeds the revenue received in the financial year or annual budget or policy parameters unless offset by approved borrowings or Board-approved withdrawals from reserves.
3. Undisputed invoices from suppliers of goods and services remain unpaid beyond trade credit terms agreed with those suppliers.
4. Land and buildings are acquired, encumbered or disposed of.
5. Staff have access to credit or other purchasing cards without limitations on expenditure or adequate controls on their use.

## Budgeting and Financial Planning

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**Budgeting and financial planning for any financial year or the remaining part of any financial year shall be designed to ensure the achievement of the Board-determined outcomes with no risk of harm to the organisation. Without limiting this scope of requirement, the Chief Executive must not allow situations and circumstances in which:**

1. There is too little available information to enable
  - a. a credible projection of revenues and expenses,
  - b. separation of capital and operational items,
  - c. projection of cash flows, and
  - d. disclosure of planning assumptions.
2. Financial risks are created that exceed Board-determined parameters.
3. Expenditure is incurred within any financial year that could result in default under any of South West Academy of Sport's financing agreements, or risk insolvency.
4. Could result in the achievement of a 'bottom line', materially different from that determined by the Board, e.g. a predetermined surplus, acceptable deficit or balanced budget.
5. Omits Board developmental and other governance related expenditure.

## Remuneration and Benefits

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**In managing the setting and review of salaries and benefits, the Chief Executive must not make or allow decisions or promises that would in any way cause or threaten financial harm to the organisation. Without limiting this scope of requirement, the Chief Executive must not allow situations and circumstances in which:**

1. There is any change to their remuneration or benefits.
2. Obligations are created that cannot be met over the projected period of an employee's or contractor's term of employment or over a period for which revenues can realistically be projected.
3. Unfunded employee/contractor related liabilities occur that in any way commit South West Academy of Sport to unpredictable future costs that could harm the organisation.
4. Promises or offers of guaranteed long-term employment are made under circumstances when such guarantees or promises cannot realistically be honoured.

## Protection of Assets

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**In managing the protection of South West Academy of Sport's physical and intellectual assets, the Chief Executive shall take all prudent and reasonable actions necessary to ensure that these are protected against all foreseeable damaging circumstances. Without limiting this scope of requirement, the Chief Executive must not allow situations and circumstances in which:**

1. Unauthorised persons are permitted to handle cash.
2. Organisation funds are processed or dispersed outside of controls acceptable to the organisation's official auditor.
3. Assets are insured for less than is necessary for prudent risk-management.
4. Directors and/or staff are unprotected against claims of liability.
5. Goods or services are purchased without protection against conflicts of interest.
6. There is inadequate protection against theft, improper use or significant damage to intellectual property and organisation information or information systems.
7. The organisation's good name and reputation is harmed to the extent that the achievement of its Purpose and Strategic Intent are impeded.
8. The organisation lacks a 'best-state-of-preparedness' necessary for the maintenance of effective and efficient operation in the event of conceivable or unanticipated risk.

## Communication & Support to the Board

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**The Board must not be allowed to be uninformed about issues and concerns, an awareness of which is essential to meeting its legal duties, discharging its moral responsibilities and meeting its accountabilities to stakeholders. Without limiting this scope of requirement, the Chief Executive must not allow situations and circumstances in which:**

1. The Board is uninformed about matters critical to its timely and effective governance of the organisation.
2. Financial reports lack adequate detail to enable the Board to interpret and assess the significance of:
  - a. significant trends and any impacts; e.g. cash flow;
  - b. data relevant to agreed benchmarks and Board-agreed measures; and
  - c. data and information relating to all further financial matters as determined by the Board from time-to-time.
3. The Board is placed in the position of being uninformed about significant external environmental trends, breaches of Acts relating to the organisation's performance and the Board's duties and responsibilities, significant internal issues, adverse media publicity, achievement of, or progress towards the achievement of, the Organisational Outcomes as stated in the Strategic Plan or changes in the basic assumptions upon which the Board's policies are based.
4. Directors are uninformed when, for any reason, there is actual or anticipated non-compliance with a Board policy.
5. The Board is uninformed about health and safety in the workplace matters that fall within the directors' duties and responsibilities, or about any related matter the Board has made clear it wishes to be informed of, including the results of all internal and external health and safety audits.
6. The Board is uninformed of any serious legal conflict or dispute or potential serious legal conflict or dispute that has arisen or might arise in relation to matters affecting South West Academy of Sport.
7. The Board is unaware of any occasion, action or decision that results in it being in breach of its Governance Process policies particularly when this relates to the Chief Executive's ability to carry out his/her responsibilities.
8. Board members are treated as individuals rather than as part of the Board-as-a-single-entity, except when responding to individual requests for information or requests from Board committees or working parties. (See also Chief Executive Authority policy point 2)

## Emergency Chief Executive Succession

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**The Board recognises that one of its major risks is the loss of key personnel, particularly its Chief Executive. To this end the Chief Executive must not neglect to ensure that there is an emergency management regime that can operate in the event of unexpected loss of their services. There must also be at least one person capable of responding to Board concerns and requirements at a level necessary to support effective governance.**

### **In the case of an emergency:**

1. Operational changes or financial decisions are referred to the Board Chair in the first instance.
2. Day to day operations would continue as per normal, with oversight by an appointed staff member or the Board.

## Employment Conditions

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**In the management of the organisation's staff and volunteers, the Chief Executive must ensure that the workplace environment is conducive to ethical behaviour consistent with South West Academy of Sport's core values, and sound workplace practices consistent with workplace legislation or its common understanding. Without limiting this scope of requirement, the Chief Executive must not allow situations and circumstances in which:**

1. Employees work under adverse conditions or are managed in a manner that may invite behaviour contrary to South West Academy of Sport's values or that might undermine South West Academy of Sport's Board and reputation with its stakeholders.
2. There are no clear guidelines as to employee rights, entitlements and workplace obligations.
3. Employees are placed in 'inequitable', 'unsafe', 'undignified' or 'unfair' working conditions or circumstances as defined in relevant workplace legislation.
4. Employees and volunteers and others to whom South West Academy of Sport owes a duty of care, are exposed to, unprotected from, or unprepared-for hazardous and risky situations or circumstances that could result in harm as specified in the Health and Safety at Work Act.
5. Staff are denied engagement in planning and review of health and safety policies and procedures.
6. Continuous improvement protocols are omitted in the design and execution of health and safety systems and processes.
7. Employees are denied the right to an approved and fair internal grievance process.
8. Employees are uninformed of their rights under this policy.

## Stakeholder Engagement

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**In engaging with South West Academy of Sport's key stakeholders, the CEO must take all reasonable steps to ensure that the relationships created and maintained are in the best interest of both the organisation and the stakeholder. Without limiting this scope of requirement, the Chief Executive must not allow situations and circumstances in which:**

1. The good name of the organisation is placed at risk as the result of poor quality interpersonal or interorganisational communication.
2. Unrealistic expectations are created or implied that could cause hardship to either party, i.e. deviation from organisation policy.
3. South West Academy of Sport is unaware of the expectations, needs and aspirations of key stakeholders as these relate to the organisations' planning and programme delivery systems.
4. The Board is uninformed of any significant change in relationship status with a key stakeholder, notably in regard to funding.

## Public Affairs

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**As the Board's principal officer, the Board holds the Chief Executive accountable for ensuring that neither they or other organisation personnel undertake, approve or in any way support any action or circumstances that are directly or indirectly demeaning or derogatory or in any way damaging to South West Academy of Sport.**

## Committee Terms of Reference

The Board may, under its Constitution, establish various sub-committees to assist the organisation in achieving its purpose. Any such sub-committee must have Terms of Reference established to ensure clear differentiation between Board involvement and the tasks delegated to the CEO.

Such sub-committees may include the following examples, which may alter from time-to-time as determined by the Board.

- Finance Sub-Committee Terms of Reference
- Membership & Sponsorship Sub-Committee Terms of Reference
- Sporting Program's and Development Sub-Committee Terms of Reference

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## Finance Sub-committee Charter

### INTRODUCTION

The Finance sub-committee is a Sub-Committee established by resolution of the South West Academy of Sport Board of Directors (SWAS).

The Finance sub-committee's role is a combined role covering the following key usual sub-committee responsibilities:

- Finance
- Audit
- Risk
- Remuneration

### OBJECTIVE

The objective of the Finance Sub-Committee is to assist the Board of SWAS to fulfil its responsibilities in relation to:

- The robustness of risk management systems, processes and practices
- The provision of appropriate controls to safeguard SWAS's financial and nonfinancial assets, and the integrity of internal & external reporting
- The independence and adequacy of the external audit function
- Compliance with applicable laws, regulations, standards and best practice Guidelines
- The review of SWAS's financial policies, processes and controls and their Associated operating effectiveness
- The review of SWAS's remuneration policies, to ensure that remuneration is sufficient and reasonable and that its relationship with performance is clear.

The Committee is accountable to the Board, who retain ultimate responsibility for the above activities.

### COMPOSITION

Members of the Finance Sub-Committee shall comprise a minimum of three members of the Board of Directors, including the Treasurer.

- The Chair shall be the Treasurer
- A quorum should not be less than three members
- Other parties, including the external auditor can attend meetings of the subcommittee by invitation
- Membership shall be reviewed annually
- Minutes of all meetings are to be tabled at the next convened Board meeting of the SWAS Board after the Sub-Committee meet.

### RESPONSIBILITIES & DUTIES

To meet its objective, the responsibilities, and duties of the sub-committee on behalf of the SWAS Board of Directors will include the following:

- Reviewing the principal risks contained in SWAS's strategic and operational risk register on a quarterly basis
- Ensuring that management has established a risk management framework which includes policies and procedures to effectively identify, manage and monitor principal business risks
- Annually reviewing the remuneration of SWAS's employees including any recommendations for bonuses.

## Membership & Sponsorship Sub-committee Charter

### INTRODUCTION

The sub-committee is established by resolution of the South West Academy of Sport Board of Directors (SWAS).

The Sub-Committee will assist SWAS with acquiring Corporate Membership, maintaining Sponsorship, and attracting donations. The subcommittee will also support and assist with funding activities and special events.

### OBJECTIVE

The objectives of the subcommittee are to:

- Actively manage funding targets in conjunction with the CEO
- Proactively identify and manage key relationships with sponsors
- Drive growth opportunities through pursuing relationships and provide opportunities for new relationships in conjunction with the CEO
- Be advocates for the SWAS brand and assist SWAS in its main endeavours, business and goals
- Develop a set of Membership opportunities that provide value and enhance our reputation

The role of the subcommittee is to provide advice on Membership and sponsorship, take a leadership role in attracting funding and form strategic relationships.

The Committee is accountable to the Board, who retain ultimate responsibility for the above activities.

### COMPOSITION

Members of the Sub-Committee shall comprise a minimum of three members, including the Communications Officer.

- The Chair shall be determined by the Sub-Committee
- A quorum should not be less than three members
- Other parties, can attend meetings of the subcommittee by invitation
- Membership shall be reviewed annually
- Minutes of all meetings are to be tabled at the next convened SWAS Board meeting after the Sub-Committee have met.

### RESPONSIBILITIES & DUTIES

To meet its objective, the responsibilities, and duties of the sub-committee on behalf of the SWAS Board will include the following:

- Oversee and co-ordinate the Membership and sponsorship efforts by providing a structured support mechanism to assist SWAS achieve its goals
- Develop and form strategic alliances with businesses, governments and agencies to undertake projects and sponsorship arrangements to provide funding and/or undertake programs and activities
- Develop and formulate strategic relationships with existing affiliates and others to maximise the income potential from these sources
- Work with Finance Sub-committee to investigate and scrutinise financing of fundraising activities
- Co-ordinate, promote and monitor an integrated promotional strategy for SWAS, as a basis for optimising the results of marketing and sponsorship efforts at all levels.



## Sporting Programs & Development Sub-committee Charter

### INTRODUCTION

The sub-committee is established by resolution of the South West Academy of Sport Board of Directors (SWAS).

The Sub-Committee will assist SWAS with determining and implementing sporting programs in consultation with the CEO.

### OBJECTIVE

The objectives of the subcommittee are to:

- Assess the ongoing viability of sporting streams
- Identify and Implement new sporting programs within SWAS
- Manage programs to deliver on the overall strategic objectives of SWAS

The Committee is accountable to the Board, who retain ultimate responsibility for the above activities.

### COMPOSITION

Members of the Sub-Committee shall comprise a minimum of three members, including the CEO.

- The Chair shall be determined by the Sub-Committee
- A quorum should not be less than three members
- Other parties, can attend meetings of the subcommittee by invitation
- The Sub-Committee composition shall be reviewed annually
- Minutes of all meetings are to be tabled at the next convened SWAS Board meeting after the Sub-Committee have met.

### RESPONSIBILITIES & DUTIES

To meet its objective, the responsibilities, and duties of the sub-committee on behalf of the SWAS Board will include the following:

- Oversee and co-ordinate the identification of sporting stream opportunities to assist SWAS achieve its goals within the community
- Develop and formulate strategic alliances with State Sporting Organisations to provide funding and/or undertake programs and activities
- Work with the Finance Sub-committee to investigate and scrutinise financing of proposed activities
- Co-ordinate the development of new programs with supporting documentation and policies to ensure delivery is at the standard expected for SWAS
- Assess the ongoing delivery of programs and ensure valid and appropriate feedback from each program is obtained annually
- Survey SWAS membership annually to ensure a high level of satisfaction within the Parent and Participant cohort within each sport stream.