



# Western Australian Sports Federation Board Governance Charter

**July 2020**

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01	21 December 2009	New document to replace existing Board Governance Manual	November 2010
02	22 November 2010	Reviewed with no amendments	November 2011
03	21 November 2011	Reviewed with amendments to all parts referencing the Seniors Sport and Recreation Advisory Committee	November 2012
04	11 March 2013	Reviewed with amendments to the Audit and Risk Committee quorum and expenditure authority limits, and additional clause relating to a subcommittee rotation.	November 2013
05	18 November 2013	Amendment to Board Letter of Appointment	November 2014
06	10 February 2015	Reviewed with amendments to meeting schedule and time commitments, Board Appointment letter and delegation of authority.	February 2016
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10	26 February 2019	Reviewed with no amendments	February 2020
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## Introduction

The Western Australian Sports Federation (WASF) is the independent, peak industry body for sport and active recreation in Western Australia. It is a not for profit organisation which exists to support, promote and advocate for the ongoing development of sport and active recreation in WA.

The purpose of this Board Governance Charter is to establish an effective governance framework for WASF to promote a consistent standard of corporate governance practice that promotes sound and prudent management in the interests of all stakeholders. The Charter sets out the responsibilities of the WASF Board as well as the key protocols for the operation of the Board.

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## ROLE OF THE BOARD

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The Board's primary responsibility is to direct the affairs of WASF on behalf of its Members. Individual Board members represent and serve the interests of Members and collectively oversee and appraise the strategies, major policies and performance of the organisation.

The performance of the organisation is driven by the strategies developed and implemented by the Chief Executive Officer and management team ('Management'). The Board aims to bring an independent and objective view to the organisation's decisions, provides guidance to Management with respect to strategy development, and reviews the effectiveness of Management in delivering upon those strategies. The Board also ensures that sufficient control and accountability systems are in place to accurately measure and report upon the performance of the organisation.

The specific functions and responsibilities of the Board include:

### **Performance:**

- (a) setting the broad strategic direction of the organisation in consultation with Management;
- (b) providing input into and final approval of Management's development of corporate strategy and performance objectives and monitoring Management's implementation of that strategy and stated objectives;
- (c) monitoring financial outcomes and the integrity of reporting; in particular approving annual budgets and monitoring material investments, funding activities, capital expenditure, acquisitions and divestments;
- (d) ensuring effective and timely reporting to members;
- (e) approving and monitoring the risk management framework and ensuring that effective and adequate audit, risk management and compliance systems are in place;
- (f) monitoring and assessing performance of the organisation, the Board itself, individual Board members, Management and major projects;

### **Overall Operations:**

- (a) selection and appointment of the Chief Executive Officer, determining his/her conditions of service and remuneration, and monitoring his/her performance against established objectives;
- (b) appointing such Committees of the Board as may be appropriate to assist in the discharge of its responsibilities and to determine their responsibilities;
- (c) setting specific delegations and limits of authority;
- (d) reviewing, on a regular basis, CEO succession planning and development;
- (e) ensuring effective communication and relationships with Members and other stakeholders;

### **Compliance/Legal Conformance:**

- (a) monitoring compliance with legal and ethical standards;
- (b) setting standards of professional conduct and ensuring these are adhered to;
- (c) developing and applying an effective governance framework for the organisation that promotes sound and prudent management in the interests of all stakeholders;

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## ROLE OF THE CHAIR

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### Roles and Responsibilities of the Chair

The Chair is responsible for ensuring that the Board is well informed and functions effectively, and provides leadership in formulating the strategic direction and overseeing the operation of the organisation.

The specific functions and responsibilities of the Chair include:

#### Inside the Boardroom

- (a) providing appropriate leadership and guidance to the Board;
- (b) promoting and ensuring high standards of corporate governance, compliance and ethical conduct;
- (c) setting the agenda for Board meetings in consultation with the CEO and other Board members as required;
- (d) ensuring that the Board is provided with adequate information to facilitate effective decision-making;
- (e) leading the Board and facilitating constructive contributions by all Board members to ensure that the Board functions effectively as a whole in discharging its responsibilities;
- (f) managing boardroom discussions and ensuring that Board meetings are effective so that matters discussed are appropriate, timely and considered thoroughly before clear decisions and resolutions are made;
- (g) ensuring decisions of the Board are implemented properly and reported back to the Board;
- (h) leading the Board in monitoring the management of the organisation and assessing the organisation's financial position and performance;
- (i) guiding and promoting the ongoing effectiveness and development of the Board and individual Board members, including establishing an induction and continuing development program for Board members;
- (j) monitoring the performance of the Board and instituting the process for appraising the Board as a whole and Board members individually;
- (k) overseeing the annual performance appraisal of and succession planning for the CEO;
- (l) ensuring a clear structure for and the effective running of Board committees, including assisting with the selection of Board Committee members;
- (m) establishing and maintaining an effective working relationship with the CEO.

#### Outside the Boardroom:

- (a) chairing and speaking on behalf of the organisation at the AGM and General Meetings of Council;
- (b) acting as the major contact between the Board and the CEO;
- (c) engaging in appropriate public relations activities in conjunction with the CEO. In general the Chair is the representative on matters of governance, whilst the Chief Executive Officer is the spokesperson on matters relating to the operation of the organisation

### **Role of the Deputy Chair**

During the term of his/her appointment, the Deputy Chair will be required to:

- (a) chair Board meetings in the absence of the Chair;
- (b) liaise on a regular basis with the Chair in relation to strategic issues facing the organisation;
- (c) attend meetings with the CEO should this not be possible by the Chair;
- (d) attend, in an official capacity, WASF functions, as required; and
- (e) speak on behalf of WASF in an official capacity, as required.

## ROLE OF THE CHIEF EXECUTIVE OFFICER

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The Chief Executive Officer (CEO) is responsible for the day-to-day leadership and management of the organisation by way of delegations from the Board to implement the organisation's strategy and objectives.

Specific functions and responsibilities of the CEO include:

- (a) managing the effective and efficient day-to-day operations of the organisation in accordance with the strategy, business plans and policies of the Board;
- (b) developing the organisation's objectives and strategy for Board approval;
- (c) developing and coordinating operational plans to guide the implementation of the organisation's strategy;
- (d) developing budgets at the commencement of each year for approval by the Board;
- (e) managing the organisation's human, physical and financial resources to implement approved strategies and operating plans to achieve the organisation's objectives;
- (f) developing and implementing risk management and internal control systems and policies;
- (g) overseeing the financial management of the organisation and ensuring the integrity of the organisation's financial reporting;
- (h) providing advice and timely strategic, operational and financial reporting information to the Board;
- (i) developing, implementing and updating policies and procedures, and in conjunction with the Chair to drive sound governance systems;
- (j) ensuring compliance with legal and regulatory obligations;
- (k) overseeing the employment and management of staff;
- (l) developing and maintaining an effective organisational structure, establishing clear roles and responsibilities for individuals within the organisation and ensuring appropriate development of staff;
- (m) developing and maintaining effective relationships and alliances with Members and key stakeholders;
- (n) maintaining awareness of the business, economic and political environment as it affects the organisation; and
- (o) protecting and enhancing the image and reputation of the organisation.

The CEO's Duty Statement provides further detail as to the role and responsibilities of the CEO. The terms and conditions of the CEO's appointment plus the extent of the CEO's authority will be reflected in a letter of appointment.

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## ROLE OF INDIVIDUAL BOARD MEMBERS

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The Board's primary responsibility is to direct the affairs of WASF on behalf of its members. Individual Board members represent and serve the interests of Members and collectively oversee and appraise the strategies, major policies and performance of the organisation.

Individually, Board members have a responsibility to contribute towards the Board's collective role in overseeing the overall operations, performance and legal conformance of the organisation. The duties of Board members include:

- (a) ensuring effective governance of the organisation;
- (b) formulation of the organisation's strategic direction;
- (c) reviewing, approving and monitoring the strategic plan and annual budget;
- (d) monitoring and assessing performance of the organisation;
- (e) development of Board and organisational policies;
- (f) ensuring compliance with the legal requirements;
- (g) monitoring of risks facing the organisation;
- (h) recruitment and monitoring the performance of the CEO;
- (i) involvement with Board sub-committees; and
- (j) identifying skills required by the Board and considering potential candidates.

Board members have a duty to understand the organisation, its operating environment and financial position, and to apply their expertise and skill in the organisation's best interests. Board members also have operational responsibilities to:

- (a) where practicable, attend all meetings of the Board or Committees of the Board of which they are a member and ensure they are adequately prepared by obtaining and thoroughly reviewing all agenda items;
- (b) analyse, question, request information, raise matters of concern and fully canvas all aspects of any issue confronting the organisation;
- (c) be independent in judgement and actions and take all reasonable steps to be satisfied as to the soundness of decisions taken by the Board;
- (d) ensure they have and maintain adequate knowledge of their legal responsibilities and are familiar with legislation and regulations governing the operations of the organisation;
- (e) adhere to the values of the organisation at all times in their dealings with stakeholders; and
- (f) take all reasonable opportunities to represent, promote and demonstrate a commitment to the organisation, Members and the wider community.

The Board Code of Conduct sets standards to guide the decisions, actions and behaviours of the WASF Board. The Code of Conduct provides further detail as to the role and responsibilities of Board members, and illustrates the obligations and behaviours expected.

A copy of the Code of Conduct will be provided to all Board members upon joining WASF.

New Board members will be provided with a letter of appointment setting out the key terms and conditions of their appointment.

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## CODE OF CONDUCT

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### 1. Purpose

This Code of Conduct sets standards to guide the decisions, actions and behaviours of the WASF Board.

### 2. Scope

This Code of Conduct applies to all members of the WASF Board and Committees, including external appointees on Board Committees.

### 3. Ethical Principles

This Code of Conduct illustrates the obligations and behaviours expected of WASF Board members and is underpinned by the following ethical principles:

- (a) integrity;
- (b) accountability;
- (c) honesty;
- (d) impartiality; and
- (e) objectivity.

### 4. Code of Conduct

#### 4.1 Strategy and Advocacy

Board members shall:

- (a) contribute to the strategic direction of WASF and ensure that the Federation's activities are responsive and appropriate to the needs and interests of Members;
- (b) recognise that their primary responsibility is to the organisation as a whole but may, where appropriate, have regard for the interest of all stakeholders of the organisation;
- (c) ensure all WASF and Board activities are in compliance with the WASF Constitution, By-laws and policies;
- (d) ensure that the Board is accountable to Members by documenting and communicating actions and decisions, as appropriate; and
- (e) engage in public advocacy for the Federation by appropriately promoting its work and keeping informed about its programs and activities.

#### 4.2 Integrity and Respect

4.2.1 Board members shall:

- (a) act with honesty, integrity, in good faith and in the best interests of the organisation;
- (b) not engage in conduct likely to bring discredit upon the organisation;
- (c) disclose any instance of fraud or corruption on the Board or within WASF; and
- (d) endeavour to ensure that WASF, at all times, complies with the laws governing its operations.

#### 4.2.2 Board members should:

- (a) undertake their duties with appropriate care and diligence;
- (b) deal honestly with WASF's Members and other stakeholders; and
- (c) understand and exercise any authorities responsibly and within their limits.

4.2.3 Board members shall not unlawfully discriminate, harass or bully others and shall treat others with dignity and respect.

### 4.3 Conflicts of Interest

Board members shall identify conflicts of interest and manage them responsibly. Board members should:

- (a) avoid being placed in the actual, apparent or potential situation of making a decision in relation to WASF business that might be affected by a personal interest;
- (b) disclose conflicts of interest promptly and act in accordance with the Board Conflicts of Interest Policy;
- (c) avoid accepting gifts or hospitality that might reasonably be thought to influence their judgement; and
- (d) not take improper advantage of their position as Board member.

### 4.4 Confidentiality

Members of the Board shall:

- (a) respect the appropriate confidentiality of the content of Board papers, discussions, decisions and related correspondence;
- (b) not make improper use of information acquired as a Board member;
- (c) not disclose, or allow to be disclosed, confidential information received in the course of the exercise of their duties, unless that disclosure has been authorised by the Board or is required to be disclosed by law; and
- (d) not knowingly or recklessly disseminate false or misleading information in relation to matters before the Board.

### 4.5 Effective Board Performance

4.5.1 Members of the Board shall:

- (a) strive to attend all Board meetings and contribute to productive meetings by ensuring they are adequately prepared;
- (b) listen and respect the views of others;
- (c) make informed decisions and give due consideration to differing points of view on the Board and amongst members;
- (d) accept and support the decision of the majority; and
- (e) participate in the Board's performance appraisal, renewal and succession planning.

4.5.2 Board members have an obligation to be independent in judgement and action and to take reasonable steps to be satisfied as to the soundness of all decisions taken by the Board.

4.5.3 Board members must not make public comments regarding the considerations and determinations of WASF unless authorised by the Chair or Chief Executive Officer to do so.

4.5.4 Board members shall refrain from discussing any Board issue with WASF staff unless specifically authorised by the Board.

## 5. Compliance

- 5.1 Board members have an obligation, at all times, to comply with the spirit, as well as the letter of the law, the principles of this Code of Conduct and all applicable WASF policies and procedures.
- 5.2 Board members must not take any action, or fail to take any action, that may breach the law or applicable WASF policies, procedures or practices.
- 5.3 Board members should complete all induction and education programs required by them by the Board to build and maintain their awareness and understanding of relevant laws, policies, procedures and practices.
- 5.4 The annual performance appraisal of individual Board members will include consideration of compliance with this Code of Conduct.
- 5.5 Any breaches of this Code of Conduct should be reported to the Chair.

## 5. Compliance Undertaking

All Board members must sign the following compliance undertaking:

*I agree to abide by this Code of Conduct, the WASF Constitution and any other policies and procedures determined by the Board. I acknowledge that a breach of this undertaking may result in me being removed from the Board in accordance with the Constitution.*

.....

*Signature*

.....

*Name (print)*

.....

*Date*

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## CONFLICT OF INTEREST POLICY

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### 1. Purpose

The purpose of this Policy is to provide a framework for the disclosure and management of actual, potential or perceived conflicts of interest.

### 2. Scope

- 2.1 This Policy elaborates the requirements set out in the Board Code of Conduct, which states that Board members must avoid being placed in the actual, apparent or potential situation of making a decision in relation to WASF business that might be affected by a personal interest.
- 2.2 For the purposes of this Policy a conflict of interest is a situation in which a person has a material or other personal interest which could or could be perceived to improperly influence the performance of their duties.
- 2.3 This Policy applies to all members of the WASF Board and Committees, including external appointees on Board Committees.

### 3. Policy

- 3.1 The Board is committed to high standards of ethical conduct and accordingly places great importance on transparent disclosure, management and monitoring of existing and potential conflicts of interest.
- 3.2 Board members have a duty to disclose, and take reasonable steps to avoid, any conflict of interest (actual or apparent).
- 3.3 Board members will immediately disclose in writing to the Chair the existence of any actual or potential conflict of interest.
- 3.4 Disclosure of relevant conflicts of interest will be a standing item on the Board meeting agenda.
- 3.5 The Board will ensure Procedures are in place which outline the agreed practices for the disclosure, recording and management of conflicts of interests.
- 3.6 Minutes of meetings shall record details of conflict of interest disclosures relating to particular agenda items, as well as details of conflict of interest disclosures made outside of meeting times.
- 3.7 A Board member who believes another Board member has an undeclared conflict of interest should specify in writing to the Chair the basis of this potential conflict.

This Policy should be read in conjunction with the Conflict of Interest Procedures and the Board Code of Conduct.

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## CONFLICT OF INTEREST PROCEDURES

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### 1. Purpose

- 1.1 The purpose of these Procedures is to ensure that consistent practices are in place for the disclosure, management and recording of actual, potential or perceived conflicts of interest.
- 1.2 These Procedures relate to Board conflicts of interest and should be read in conjunction with the Board Conflict of Interest Policy.

### 2. Managing conflicts of interest

- 2.1 The Board will manage conflicts of interest by a combination of internal controls and disclosures.
- 2.2 The Board will:
  - (a) identify the conflicts of interest relating to the organisation;
  - (b) assess and evaluate those conflicts; and
  - (c) decide upon, and implement, an appropriate response to those conflicts on a case-by-case basis, as required.

### 3. Declarations by New Board Members

- 3.1 Upon appointment, new Board members must declare any personal interests by completing a Conflict of Interest Disclosure form (refer Appendix 5).
- 3.2 Board members must sign a declaration stating that they:
  - (a) are fully aware of their obligations under the Board Code of Conduct and Board Conflict of Interest Policy;
  - (b) will take reasonable steps to avoid any conflict of interest in carrying out their duties, and will disclose any potential conflicts of interest that emerge in the course of these duties;
  - (c) agree to make regular disclosures throughout the period during which they serve on the WASF Board until such time as the conflict/s ceases to exist; and
  - (d) agree to comply with any conditions or restrictions reasonably imposed by the Board to manage, mitigate or eliminate any actual, potential or perceived conflict of interest.

### 4. Ongoing Declarations

- 4.1 Board members must immediately disclose in writing to the Chair the existence of any actual or potential conflict of interest that arises.
- 4.2 At each Board meeting the Chair will ask all Board members to declare any actual or potential conflicts of interest arising out of the issues on the meeting agenda.
- 4.3 WASF Management will record the declarations in the minutes of Board meetings, including details of when the Board member left the room and returned after discussion of the item, if applicable.

- 4.4 If Board members are unsure of whether a personal interest or association is a conflict of interest, the nature and extent of the interest should be declared for consideration and advice from the Chair.
- 4.5 Management will update the Conflict of Interest Register following each Board meeting and as required between meetings.

## **5. Voting and Discussion at Board Meetings**

- 5.1 With the approval of the Chair, where Management considers that a conflict of interest exists, Board papers relating to that matter may be withheld from the relevant Board member.
- 5.2 Where a conflict of interest has been disclosed the relevant Board member:
  - (a) is required to abstain from voting on matters concerning the topic of conflict;
  - (b) is to abstain from entering into or influencing the discussion on matters pertaining to the topic in conflict (either at the meeting or with other Board members before or after the Board meeting);
  - (c) may be asked to leave the room while discussion or voting takes place.
- 5.3 A Board member who has disclosed a conflict of interest may be present and vote on the relevant item if Board members who do not have a personal interest in the matter have passed a resolution that:
  - (a) identifies the Board member, the nature and extent of his/her interest in the matter and its relation to the affairs of WASF; and
  - (b) states that those Board members are satisfied that the interest should not disqualify the Board member from voting or being present.

## **6. Maintenance of Conflicts of Interest Register**

- 6.1 Management will maintain a register of standing interests and disclosures of Board members.
- 6.2 The Conflicts of Interest Register will record conflicts identified, actions taken and copies of written conflict of interest disclosures.
- 6.3 Each Board member is responsible for notifying management of any changes required to the Register.
- 6.4 The Register will be reviewed by the Board on an annual basis.

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## RISK MANAGEMENT POLICY

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### 1. Purpose

The purpose of this Policy is to outline the principles that govern the management of risk at WASF, and to define associated responsibilities for WASF's risk management process.

### 2. Scope

This Policy forms part of a risk management framework established to identify and assess the impact of any current or future risks on the organisation.

For the purposes of this Policy, risk is defined as possible outcomes that could adversely impact WASF's financial performance, assets, reputation, people or the achievement of its objectives.

### 3. Policy

#### 3.1 Principles

- 3.1.1 The Board recognises that risk is inherent in all of its activities and that effective management of risk is necessary in order to protect the organisation against potential loss.
- 3.1.2 The Board will maintain a risk management framework consistent with the guidelines and principles as set out in the Australian Risk Management Standard AS/NZS 4360:2004, and as supported by the Standards Australia *Guidelines for Managing Risk in Sport and Recreation*.
- 3.1.3 The Board will ensure that risk management is integrated into WASF's corporate culture and business operations at a strategic, operational and project level.
- 3.1.4 The Board will be mindful of the need to achieve a balance between the costs of managing risk and the anticipated benefits.
- 3.1.5 The Board will ensure that risks are identified, reviewed and monitored on an ongoing basis.

#### 3.2 Responsibilities

- 3.2.1 The Board has ultimate responsibility for approving and monitoring the effectiveness of the risk management framework, and assessing whether the organisation has in place adequate risk management and internal control mechanisms.
- 3.2.2 The Board delegates to Management the responsibility for undertaking risk reviews and the design and implementation of appropriate risk management systems.
- 3.2.3 The Audit and Risk Committee is responsible for overseeing the processes for the identification and assessment of risks, reviewing the outcomes of risk management processes and for advising the Board as required.
- 3.2.4 The CEO is responsible for ensuring that a risk management process is established, implemented and maintained in accordance with this Risk



Management Policy, and is ultimately responsible for the management of risks in the business.

This Policy should be read in conjunction with WASF's Risk Management Plan and Risk Register.

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## DELEGATION OF AUTHORITY

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The Board reserves to itself all matters that may have the potential to have a material impact on the reputation and operation of the organisation. This includes the following matters:

- (a) approval of strategy and annual budgets;
- (b) decisions about the organisation's strategy and policies;
- (c) membership and role of Board sub-committees;
- (d) assessment of Board performance;
- (e) CEO appointment and succession planning;
- (f) management of conflicts of interests;
- (g) oversight of risk management and internal control frameworks, including compliance with appropriate laws and regulations;
- (h) delegation of powers and authorities;
- (i) determination and adoption of documents (including the publication of reports and annual financial statements to members).

The Board delegates to the CEO all of its powers necessary for managing the day-to-day business affairs and operation of the organisation. The CEO is authorised to make any lawful decision and take any action within the limitations prescribed in this Charter directed at achieving the strategic objectives of the organisation.

The Board may appoint Committees to assist in the discharge of its responsibilities. Committees make recommendations for action to the full Board, who retain collective responsibility for decision making. Any specific delegations will be detailed in the relevant Committee's Terms of Reference.

Specific delegations and limits of authority are detailed in the Delegation of Authority register, attached as Appendix 3.

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## BOARD COMMITTEES

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The Board may appoint Committees to facilitate efficient decision making and to assist in the discharge of its responsibilities. Committees may assist the Board by focusing on specific activities and reporting to the Board on decisions and actions taken. Committees may make recommendations for action to the full Board, who retain collective responsibility for decision making.

Each Committee will be comprised of the individuals the Board considers best suited to fulfil the role of the Committee. There shall be a three-year rotation of Committee members and the composition of each Committee is to be reviewed annually.

The Board shall establish Terms of Reference for each Committee setting out its role and responsibilities. The Terms of Reference will include at a minimum:

- (a) the overall purpose and objectives of the Committee;
- (b) composition, including the appointment of a Chair;
- (c) frequency and timing of meetings;
- (d) any delegation of decision making authority to the Committee from the Board;
- (e) the relationship with management and other stakeholders; and
- (f) reporting responsibilities and the ongoing relationship with the Board.

Committee Terms of Reference may also cover relevant operational matters.

Committees observe the same rules of conduct and procedures as the Board unless the Board determines otherwise.

The Board currently has two standing Committees, namely the:

- (a) Audit and Risk Committee; and
- (b) Performance and Remuneration Committee.

The Board and/or Council may appoint ad hoc Committees or working groups to oversee a particular operational matter or to research a particular issue. Ad hoc Committees will be appointed with appropriate Terms of Reference.

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## BOARD INDUCTION AND EDUCATION

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All new Board members will undergo an appropriate induction program to allow new members to participate fully and actively in Board decision-making at the earliest opportunity.

WASF's Board induction program aims to ensure that new Board members gain an appropriate level of knowledge and a clear understanding of:

- the sport and active recreation industry;
- WASF's role, strategy and direction;
- WASF's financial, strategic and operational position;
- WASF's risk management position;
- the rights, duties and responsibilities of the Board and individual Board members;
- the values and expectations of the Board;
- the roles and responsibilities of the Chief Executive Officer; and
- the role of Board Committees.

### Welcoming New Board Members

New Board members will be provided with a letter of appointment and welcome from the Chair (refer Appendix 5) covering:

- rights, duties and responsibilities of Board members;
- term of appointment and time commitments;
- Board governance framework;
- conflicts of interest;
- arrangements for induction, continuous improvement and appraisal; and
- confidentiality.

### Induction Package

New Board members will be provided with an induction package containing the following documents:

- (a) Constitution;
- (b) Board Governance Charter;
- (c) Board Code of Conduct;
- (d) Conflict of Interest policy and procedures;
- (e) Risk Management Plan and risk register;
- (f) strategic and operational plans;
- (g) balance sheet, profit and loss and cash flow reports from the previous three Board meetings;
- (h) annual report and financial statements for the previous financial year;
- (i) short descriptions of key projects, associated funding and how they fit into the strategic direction of the organisation;
- (j) minutes of previous Board meetings;
- (k) schedule of Board meetings and other key dates;
- (l) overview and brief history of the organisation, including organisational chart;
- (m) Chief Executive Officer duty statement;
- (n) Board and staff profiles; and
- (o) contact details for Board members, management and other key contacts.

## **Induction Program**

The Chair and the Chief Executive Officer are responsible for the induction of new Board members appointed to the Board, to ensure they are adequately acquainted with the organisation and its operations.

The induction program will include a formal meeting with the Chair and Chief Executive Officer. The meeting will take place after the new Board member has been provided with the Induction Package, and preferably before their first Board meeting.

At a minimum, discussion topics will include:

- ♦ duties, rights and responsibilities of Board members and the Board;
- ♦ values and expectations of the Board;
- ♦ meeting dates and process;
- ♦ ongoing education and training;
- ♦ WASF's objectives, strategy, culture and direction;
- ♦ process of decision making; and
- ♦ contents of the induction package.

New Board members will be asked to sign and return the:

- ♦ letter of appointment, accepting the terms outlined;
- ♦ Board Code of Conduct; and
- ♦ Conflict of Interest Disclosure form.

New Board members will be encouraged to request from the Chair or Management any additional information they may require.

The CEO will arrange for the new Board member to be introduced to WASF's management and staff.

## **Board Committee Members**

The Chair of the relevant Committee will be responsible for ensuring that new Committee members have an adequate understanding of the Committee's role and practices. Any new Committee Member will be provided with a copy of the Committee's Terms of Reference, together with copies of minutes of recent meetings and other relevant information, including policies, procedures, and reports.

## **Education**

Professional development and relevant training will be made available to Board members as appropriate in order to update and enhance their skills and knowledge. Individual Board member's development and training needs will be identified through the Board performance appraisal process.

The Board will consider collective development and training needs through the Board performance appraisal process and consider such opportunities when developing the Board calendar and in conjunction with the preparation of the annual budget.

Management will provide the Board with access to information with regard to training opportunities, seminars and reading materials that may be of relevance and interest to the Board.

## BOARD APPRAISAL

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The Board considers the ongoing development and improvement of its own performance critical to effective governance. Accordingly, the Board will ensure that a formal performance appraisal process is in place for the regular review and assessment of its own performance, as well as the performance of individual Board members, including that of the Chair and Board Committees.

The aim of the appraisals will be to ensure continued Board effectiveness and organisational performance, and to give the Board:

- (a) a basis to establish agreed performance objectives for the Board;
- (b) a balanced view of its performance, identifying the positive aspects of the Board's operations and areas for improvement;
- (c) an opportunity to review the role and effectiveness of its Committees;
- (d) a benchmark against which the Board can assess its progress and performance over time; and
- (e) an opportunity to identify gaps in skills, experience and expertise that may need to be addressed.

Performance will be formally appraised every two years, or more frequently as considered appropriate and necessary by the Board. The Chair will conduct an informal appraisal with individual Board members on an annual basis.

### Performance of the Board

The performance of the Board as a whole will be appraised through an agreed process to be managed by the Chair. The Board will agree the process and tools that will be used for the appraisal and will give consideration to measurable and achievable performance indicators/criteria that will be used. Consideration will be given to an appropriate approach, such as:

- self-assessments
- confidential assessment questionnaires/surveys
- confidential interviews/discussions
- workshops
- external facilitation
- 360 degree feedback (which may incorporate the views of management)

The Board may periodically seek independent external advice in relation to the process to be used for the performance appraisal.

The performance of the Board will generally be measured against the responsibilities and specific functions of the Board as detailed in the Board Governance Charter. The appraisal may include consideration of the following measures:

- (a) the extent and effectiveness in which the Board has performed its role;
- (b) comparison of the performance of the Board against the requirements of the Board Governance Charter;
- (c) assessment of the performance of the Board over the previous twelve months having regard to the corporate strategies, operating plans and the annual budget;
- (d) identification of any necessary or desirable improvements to the Board Governance Charter and governance processes; and
- (e) identification of any particular goals and objectives of the Board for the following year.

In addition, consideration may be given to a number of other key factors including specific objectives established for the Board, the quality of information provided, the extent to which it has made key decisions in a timely manner, and interaction with management.

Results of the appraisal will be aggregated (as required) and reported to the Board as a basis for group consideration of Board performance and operations and any means by which performance can be enhanced. The Chair will ensure that the outcomes of the Board appraisal are recorded and that agreed actions are documented and followed up.

### **Performance of Board Members**

Reviewing the performance of individual Board members helps individual members understand their strengths and weaknesses, and can be used to assist in the identification of relevant professional development or training needs.

The Chair will have primary responsibility for facilitating and conducting performance appraisals of individual Board members. The appraisal of Board members may involve a self-assessment process and performance will generally be measured against the responsibilities and specific functions detailed in the Board Governance Charter.

In addition, consideration may be given to a number of other key factors including contribution to Board discussions, availability for and attendance at Board meetings/relevant events, contribution to organisational strategy, membership of and contribution to any Board Committees, and suitability to Board structure and composition.

The Chair and the relevant Board member will identify and agree professional development plans to enhance performance and consider and discuss areas where improvement may be required.

### **Board Committees**

The performance review of the Board Committees will be facilitated and conducted by the Chair, with input from the Board. The performance of each Committee will be measured against the scope and responsibilities detailed in its Terms of Reference.

The appraisal may include a self-assessment by the Committee to review performance. The self-assessment may include:

- (a) a review of the Committee's performance against its Terms of Reference;
- (b) a review of the Committee's performance against any goals or objectives it set itself for the year under review;
- (c) a review of major issues that faced the Committee during the year;
- (d) a review of the scope of the Committee's responsibilities and duties as detailed in its Terms of Reference;
- (e) consideration of areas where improvements can be made; and
- (f) identification of training/education needs for Committee members.

The outcomes of the performance assessments, along with plans and objectives will be submitted to the Board for discussion.

### **Performance**

Board members may discuss with the Chair at any time any issue concerning Board performance. All one-on-one discussions are confidential, unless otherwise agreed by the Board member concerned. Board members are encouraged to maintain and improve their knowledge, skills and expertise through briefings, seminars and ongoing training programs.

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## CHIEF EXECUTIVE OFFICER PERFORMANCE APPRAISAL

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The Board will regularly monitor the performance and achievements of the CEO and the performance of the organisation against WASF's strategic direction and operational plans. The CEO shall provide the Board with a quarterly written operational report for information.

The Board appoints the Performance and Remuneration Committee to assist the Board in fulfilling its responsibilities in relation to the performance appraisal of the CEO. The Committee will ensure that a formalised performance appraisal process is in place and shall annually conduct an appraisal of the performance of the CEO against the Strategic Plan and other directions as may be set by the Board.

The performance of the CEO will be assessed against specific objectives and strategy outcomes determined at the commencement of each financial year as part of the strategic planning process, as well as against the specific responsibilities set out in the CEO's position description, and as determined during the appraisal process. Performance measures may include both financial and operational indicators.

CEO performance will be appraised on an annual basis or more frequently as considered appropriate.

The Performance and Remuneration Committee shall report the outcome of the CEO performance appraisal to the Board. The Committee shall make recommendations to the Board on the performance and remuneration of the CEO.

Appraisal of WASF staff/contractors is the sole responsibility of the CEO. It is desirable for these appraisals to be completed to inform the appraisal of the CEO.

## BOARD PROCESS

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### Meetings

A schedule of meetings for the coming year shall be agreed and distributed to each Board member at the first Board meeting following the AGM. Board meetings shall be held at regular intervals throughout the year at a venue determined by management and agreed by the Board. Special meetings of the Board may be called by the Chair as required.

Board members shall receive 14 days notice of all meetings, where practicable.

### Agenda Planning

The Board shall maintain an annual calendar of major board events, including all scheduled Board and Committee meetings and key compliance activities/requirements. Management shall set the agenda items for each Board meeting, in consultation with the Board and Chair and having regard to the annual Board calendar.

The Board calendar and agendas shall be structured to assist the Board to meet its responsibilities. This includes the Board's consideration of strategy and the achievement of financial and other goals.

### Board Papers

The Board is responsible for:

- (a) setting expectations and providing directions to Management on the:
  - content and format of reports
  - timing and timeliness of Board papers
  - amount of information provided
- (b) ensuring it has sufficient information with which to make decisions; and
- (c) ensuring Management has in place the processes and controls to ensure the integrity of the information provided to the Board.

The Board agenda for each meeting shall be structured by the CEO and Chair, with the input of individual Board members as required. Board papers shall be distributed at least five days prior to the Board meeting.

Board papers shall be cross referenced to the Board agenda to enable meetings to be more efficient and productive. All papers shall contain necessary background information including key points and recommendations. Those papers requiring a decision shall have the recommendation or resolution highlighted at the start of the paper for ease of reference.

### Reporting to the Board

Management shall regularly report to the Board on a range of matters including matters of strategic importance, financial performance, risk management and operational performance.

### Minutes

Administration of Board meetings has been delegated by the Board to the Chief Executive Officer. The CEO is responsible for keeping minutes on behalf of the Board for all Board and Committee meetings. All minutes of the Board meeting shall be drafted, proofed by the CEO and circulated to members/attendees of the meeting for comment within 4 days of the meeting. Comments by attendees of the meeting should be provided within 5 working days, in order for the final version of minutes to be circulated with the Meeting Agenda papers on the Thursday prior to the next Board meeting.

The minutes of the Board must be submitted to the next meeting of the Board for ratification and signing.

### **Review of Board Charter**

The Board shall review this Charter (including Committee Terms of Reference) annually to ensure it remains consistent with the Board's objectives, responsibilities and relevant standards of corporate governance.

Management shall present individual documents for Board review as considered appropriate, or as requested by the Board.

## **MEDIA PROTOCOL**

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The CEO has primary responsibility for handling all media communications. This includes initiating and managing an effective communications plan for the organisation, as well as responding to media enquiries. The CEO may delegate matters to the Communications Manager, as considered appropriate. The CEO may involve the Chair or members of the Board from time to time as required.

Where the CEO is on leave, the Chair or Deputy Chair will be responsible for any public statements.

If approached for public comment, Board members should advise that the delegated authority of the WASF Board for comment on WASF matters is vested with the CEO. It is recognised that the Chair has discretion to make public comment on WASF matters in circumstances where immediate comment is required.

## APPENDIX 1 - AUDIT AND RISK COMMITTEE TERMS OF REFERENCE

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### AUDIT AND RISK COMMITTEE TERMS OF REFERENCE

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#### 1. Purpose

The WASF Board has established an Audit and Risk Committee (“Committee”) to assist the Board in fulfilling its responsibilities in relation to financial reporting, internal controls and risk management.

#### 2. Role

The Audit and Risk Committee is a standing committee formed by the WASF Board (under its Constitution), whose role is to:

- (a) assist the Board in fulfilling its responsibilities by reviewing the:
  - (i) proposed annual operating budget;
  - (ii) financial information that will be provided to members and the public;
  - (iii) integrity and quality of the organisation’s financial statements;
  - (iv) systems, processes and controls that the Board and Management have established to identify and manage areas of significant financial risk; and
  - (v) organisation’s auditing, accounting and financial reporting and management processes;
- (b) oversee the processes for the identification and assessment of risks, review the outcomes of risk- management processes and controls and advise the Board as required; and
- (c) carry out special projects at the direction of the Board.

#### 3. Scope of Authority

The Committee has no Board decision making responsibility, but makes considered recommendations to the Board.

In carrying out its responsibilities, the Committee has full authority to investigate all matters that fall within the Terms of Reference. Accordingly, the Committee may:

- (a) with the prior approval of the Board obtain independent professional advice at the reasonable cost of the organisation; and
- (b) have direct access to the resources of the organisation, as it may reasonably require, including Management and external auditors.

#### 4. Composition

- 4.1 The Committee shall comprise a minimum of three Board Members, as appointed by the Board.
- 4.2 The Board shall appoint a Chair of the Committee, who is not the Chair of the Board.

- 4.3 The Board Chair shall be an ex-officio member.
- 4.4 Committee members will cease to be a member if they:
  - (a) resign from the Committee or Board;
  - (b) fail to attend 3 consecutive meetings without providing apologies to the Chair;  
or
  - (c) breach confidentiality.
- 4.5 Any vacant positions will be filled by the WASF Board.
- 4.6 Committee composition shall be reviewed annually by the Board.

## 5. Chair

The responsibilities of the Committee Chair include:

- (a) scheduling meetings and notifying Committee members;
- (b) inviting specialists to attend meetings when required;
- (c) guiding the meeting according to the agenda and time available; and
- (d) ensuring all discussion items end with a decision, action or definite outcome.

## 6. Meetings

- 6.1 The Committee will meet at least twice a year in line with the Board's annual strategic planning, budget and financial reporting process, and more frequently as required.
- 6.2 The Chair of the Committee may call a meeting of the Committee at any time, or if so requested by any member of the Committee.
- 6.3 A quorum will consist of three Committee members.
- 6.4 WASF Management, in conjunction with the Committee Chair, shall draw up an agenda for meetings, which shall be circulated to each member of the Committee and attendees, at least two working days prior to each meeting.
- 6.5 As necessary or desirable, the Chair may invite members of Management or other external parties to be present at meetings. They have no voting rights and may be requested to leave the meeting at any time by the Chair.
- 6.6 Recommendations will be formed on the basis of consensus.
- 6.7 WASF Management will prepare and distribute the Minutes of the Committee meetings, as required.
- 6.8 From time to time reports and documents may be circulated to the Committee electronically for review and recommendation to the Board.

## 7. Reporting

The Chair of the Committee shall make a verbal or written report on the activities or recommendations of the Committee as required.

## APPENDIX 2 - PERFORMANCE AND REMUNERATION COMMITTEE TERMS OF REFERENCE

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### PERFORMANCE AND REMUNERATION COMMITTEE TERMS OF REFERENCE

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#### 1. Purpose

The WASF Board has established a Performance and Remuneration Committee (“Committee”) to assist the Board in fulfilling its responsibilities in relation to the review of the performance and remuneration of the CEO.

#### 2. Role

The Performance and Remuneration Committee is a standing committee formed by the WASF Board (under its Constitution), whose role is to:

- (a) ensure that a formalised annual performance appraisal process is in place for the CEO;
- (b) annually conduct an appraisal of the performance of the CEO against the Strategic Plan and other directions as may be set by the Board;
- (c) report the outcome of the CEO performance appraisal and make recommendations to the Board; and
- (d) make recommendations to the Board on the remuneration of the CEO.

#### 3. Scope of Authority

The Committee has no Board decision making responsibility, but makes considered recommendations to the Board.

#### 4. Composition

- 4.1 The Committee shall comprise a minimum of four Board Members, as appointed by the Board.
- 4.2 The Board shall appoint a Chair of the Committee.
- 4.3 The Board Chair shall be an ex-officio member, if applicable.
- 4.4 Committee members will cease to be a member if they:
  - (a) resign from the Committee or WASF Board;
  - (b) fail to attend 3 consecutive meetings without providing apologies to the Chair; or
  - (c) breach confidentiality.
- 4.5 Any vacant positions will be filled by the WASF Board.
- 4.6 Committee composition shall be reviewed annually by the Board.

## **5. Chair**

The responsibilities of the Committee Chair include:

- (a) scheduling meetings and notifying Committee members;
- (b) inviting specialists to attend meetings when required;
- (c) guiding the meeting according to the agenda and time available; and
- (d) ensuring all discussion items end with a decision, action or definite outcome.

## **6. Meetings**

- 6.1 The Committee will meet in April each year in line with WASF's performance appraisal and budget preparation processes, and more frequently as required.
- 6.2 The Chair of the Committee may call a meeting of the Committee at any time, or if so requested by any member of the Committee.
- 6.3 A quorum will consist of three Committee members.
- 6.4 WASF Management, in conjunction with the Committee Chair, shall draw up an agenda for meetings, which shall be circulated to each member of the Committee and attendees, at least two working days prior to each meeting.
- 6.5 As necessary or desirable, the Chair may invite members of Management or other external parties to be present at meetings. They have no voting rights and may be requested to leave the meeting at any time by the Chair.
- 6.6 Recommendations will be formed on the basis of consensus.
- 6.7 WASF Management will prepare the Minutes of the Committee meetings, as required.
- 6.8 From time to time reports and documents may be circulated to the Committee electronically for review and recommendation to the Board.

## **7. Reporting**

The Chair of the Committee shall make a verbal or written report on the activities or recommendations of the Committee as required.

**APPENDIX 3 - DELEGATION OF AUTHORITY REGISTER**

**DELEGATION OF AUTHORITY REGISTER**

Delegation	Limit of Authority	Delegation Resolution Ref.
The Board delegates to the CEO all of its powers necessary for managing the day-to-day business affairs and operation of the organisation.	The CEO is authorised to make any lawful decision and take any action within the limitations prescribed by the Board directed at achieving the strategic objectives of the organisation.	N/A Board Charter
The CEO is formally delegated by the Board to authorise all expenditure as approved in the budget.	<ul style="list-style-type: none"> <li>• All purchases and disbursements made by the organisation must be made exclusively for the benefit of WASF in a manner which is fair, objective and financially sound. This applies to purchases of capital items and operational costs and related commitments, both budgeted and unbudgeted.</li> <li>• Unbudgeted or unplanned expenditure greater than \$10,000 excluding GST must be referred to the Board for approval.</li> <li>• All CEO compensation, outside of normal monthly remuneration, must be authorised by the Chair.</li> <li>• All business-related expenses paid to the CEO must be authorised by the Chair or WASF Management.</li> <li>• The CEO shall not invest outside of the investment strategies approved by the Board.</li> </ul>	N/A Board Charter
The Board has delegated authority to the Chief Executive Officer for administration of Board and Council meetings, as detailed in the WASF Constitution.		N/A Board Charter
In accordance with the Board's Risk Management Policy, the Board delegates to Management the responsibility for undertaking risk reviews and the design and implementation of appropriate risk management systems.		N/A Board Charter

This Register should be read in conjunction with the Delegation of Authority Policy.

**APPENDIX 4 - BOARD LETTER OF APPOINTMENT**

<Date>

<Name>

<Address>

<Address>

Dear <Name>

**APPOINTMENT TO WA SPORTS FEDERATION BOARD**

Following our recent discussions, I am pleased to confirm our invitation to you to join the WA Sports Federation Board as a <General> member.

<or>

Following your election at the Annual General Meeting held <date>, I am pleased to welcome you as a <General> member of the WA Sports Federation Board.

This letter sets out the basis of your appointment, and provides relevant information regarding your position on the WASF Board. In order to finalise the appointment, please sign and return the attached copy of this letter.

**Term of appointment and vacation of office**

Your appointment as a <General> member of the Board is made in accordance with the WASF Constitution.

You will hold office for an initial term of three (3) years from <date> to the conclusion of the third Annual General Meeting after this date.

<or>

You have been appointed by the Board to fill a casual vacancy and will hold office from <date> until the <year> Annual General Meeting of the WASF Council. You are eligible to, and it will be necessary for you to stand for election by the WASF Council at this Annual General Meeting. If elected, you will hold office for a term of three (3) years, in accordance with the WASF Constitution.

At any time during your tenure, your performance as a Board member will be reviewed in accordance with processes agreed by the Board. You may cease to hold office:

- ♦ at any time that you resign by written notice. It is desirable that you give me, as Chair reasonable forewarning of your intention to resign or to not seek re-election where that is possible; and
- ♦ in accordance with the WASF Constitution.

## Role

Please refer to the WASF Board Governance Charter which details the role of the Board and outlines the processes it has developed in carrying out its role. As a Board member, you will be expected to participate as a member of the Board in:

- (a) ensuring effective governance of the organisation;
- (b) formulation of the organisation's strategic direction;
- (c) reviewing, approving and monitoring the strategic plan and annual budget;
- (d) monitoring and assessing performance of the organisation;
- (e) development of Board and organisational policies;
- (f) ensuring compliance with the legal requirements;
- (g) monitoring of risks facing the organisation;
- (h) monitoring the performance of the CEO;
- (i) involvement with Board sub-committees; and
- (j) identifying skills required by the Board and considering potential candidates.

You have a duty to understand the organisation, its operating environment and financial position, and to apply your expertise and skill in the organisation's best interests. You are also expected to familiarise yourself with your legal duties as a Board member, and the obligations and behaviours expected of you, as set out in the Board Code of Conduct.

You will be asked to sign and return a compliance undertaking agreeing to abide by the Board Code of Conduct, the WASF Constitution and any other policies and procedures determined by the Board.

## Time commitments

Your duties as a Board member will involve a commitment to attending all scheduled Board and Council meetings. Currently that would typically comprise attendance at:

- eight scheduled Board meetings;
- two General Meetings of Council;
- one Annual General Meeting of Council; and
- Board committee meetings which occur from time to time. If you are appointed as a Chair of any Committee, you may expect a further call on your time to fulfil that role.

In addition, you will be expected to devote appropriate preparation time ahead of each meeting and to attend such ad hoc meetings as may be necessary from time to time.

By accepting this appointment you confirm that you are able to allocate sufficient time to meet these expectations.

## Board Committees

The Board is assisted in discharging its responsibilities by the following Committees:

- Audit and Risk Committee; and
- Performance and Remuneration Committee.

You may be asked to serve on one or more of these Committees and you will be required to attend all meetings of the Committees of which you are a member. From time to time, the Board establishes other Committees or working groups for a particular purpose.

Committee membership is reviewed annually.

### **Governance framework**

You should familiarise yourself with the WASF Constitution, Governance Principles, Board Governance Charter and policies which govern the conduct of the Board members and set out the processes, values and standards of the Board.

### **Meeting Documents**

Meeting Agendas and relevant documents will be forwarded to you in the week prior to scheduled meeting dates. Other routine information will be circulated at regular intervals depending on the Board's requirements.

You should take appropriate measures for the security of Board documents in your possession.

### **Conflicts of interest**

The Board is committed to high standards of ethical conduct and accordingly places great importance on transparent disclosure, management and monitoring of existing and potential conflicts of interest. As a Board member you have a duty to disclose, and take reasonable steps to avoid, any conflict of interest (actual or apparent), and shall immediately disclose in writing to the Chair the existence of any actual or potential conflict of interest. Disclosure of interests is a continuing obligation.

You should familiarise yourself with the Board Conflict of Interest Policy and procedures as contained in the Board Governance Charter.

You will be asked to complete and return a Conflict of Interest Disclosure Form to declare any personal interests which are or could be perceived to be a conflict of interest in the undertaking of your duties as a WASF Board member.

### **Induction**

You have agreed to participate in an induction which will include meetings with myself and the CEO.

You will receive an induction pack of information concerning the Federation which will include the WASF Constitution, Board Governance Principles and Board Governance Charter. You should feel free to request from me any further information which you require.

### **Continuous improvement and appraisal**

You agree that you will participate in:

- continuous education or improvement programs from time to time as determined by the Board as being appropriate for Board members; and
- processes of internal and external review of individual Board members, Board and Committee performance as may be determined to be appropriate by the Board from time to time.



If there are any issues which cause you concern about the Board or your individual performance, or the performance of any Committee, you should feel free to raise it with me at any time.

**Confidentiality**

All information obtained during your appointment is confidential. You are asked to respect the appropriate confidentiality of the content of Board papers, discussions, decisions and related correspondence, and not make improper use of information acquired as a Board member. You are expected to abide by the confidentiality requirements outlined in the Board Code of Conduct.

We look forward to welcoming you to our Board. Please feel free to contact me on <number> or Rob Thompson on <number> if you have any queries in relation to the above. Congratulations once again on your appointment.

Yours sincerely

Chairman

.....

**Acknowledgement**

I <name> hereby accept the terms of appointment set out in this letter.

.....

Signature

.....

Date

<This is a template letter of appointment. Actual terms may vary when necessary or as agreed with individual Board members>

**APPENDIX 5 - CONFLICT OF INTEREST DISCLOSURE FORM**

# CONFLICT OF INTEREST DISCLOSURE FORM

I, *(insert full name)* .....

hereby declare the following personal interests which are or could be perceived to be a conflict of interest in the undertaking of my duties as a WASF Board member:

*Please provide a brief outline of the nature of the conflict. Describe all the relevant information and circumstances that you consider may give rise to a real or apparent conflict of interest (consider the nature of your work, personal or private interests that may directly or indirectly influence and/or benefit you or others, relationships with other parties etc)*

I, (*insert full name*) .....

- ♦ am fully aware of my obligations under the Board Code of Conduct and Conflict of Interest Policy;
- ♦ will take reasonable steps to avoid any conflict of interest in carrying out my duties, and will disclose any potential conflicts of interest if they emerge in the course of my duties;
- ♦ agree to update this disclosure throughout the period during which I serve on the WASF Board until such time as the conflict ceases to exist; and
- ♦ agree to comply with any conditions or restrictions imposed by the Board to manage, mitigate or eliminate any actual, potential or perceived conflict of interest.

Signed: .....

Date: .....