

Illawarra Academy of Sport

Governance Framework

(Modified 13 March 2020 Policy Review sub-committee; Approved Board 1 April 2020)

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This document has been produced and adapted from information provided by Board Works International, Vic Sport, Far West Academy of Sport and the Australian Sports Commission.

Charter

The role of the Board

The Board will exercise their corporate leadership through the establishment and monitoring of necessary controls and strategic direction setting so that the Illawarra Academy of Sport (the Academy) is equipped to respond to the changing circumstances and situations in the external and internal environments in order to meet its requirements in law and the expectations and requirements of owners (Members) and other key stakeholders.

The board shall govern with an emphasis on:

- Strategy and policy which will be recommended to the Board by the Chief Executive Officer
- Anticipating and planning for Change
- Objectivity
- Strategic leadership
- Clear distinction of the Boards and the Chief Executive Officers role
- Collective decision making rather than individual
- Focus on the future direction of the Academy
- Being proactive rather than reactive

Responsibilities of the Board and Directors

1. Meeting legal requirements

The Board's first duty is to the legal entity. In meeting this duty the Board 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.

In particular Directors have the following legal obligations:

- a. To act in good faith in the interests of all stakeholders of the Illawarra Academy of Sport - At all times Directors must act honestly in the exercise of their powers and the discharge of their duties.
- b. To exercise their powers for a proper purpose – Directors are to ensure they exercise their powers for the purpose to which they are given and not for private advantage.
- c. To act honestly
- d. To act with reasonable care and diligence – Directors must ensure they take reasonable steps to place themselves in a position to guard and monitor the management of the Academy; they acquire the working knowledge of the fundamentals of the business; they keep informed about the business of the Academy; and they maintain a familiarity and enquire when required of the financial status of the Academy's affairs.
- e. To not make commitments that cannot reasonably be met by the Academy

- f. Ensure that the organisation does not trade while insolvent – Directors should ensure that financial performance is scrutinised regularly and that financial statements are presented at the end of each financial year.

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

2. The Boards Role

1. Confirm the broad strategic directions of the organization
2. Appoint, dismiss, direct, support professional development for, evaluate the performance and determine the remuneration of, the Chief Executive Officer
3. Approve, monitor and be accountable for the financial and non-financial performance of the organisation, including setting fees
4. Ensure an effective system of internal controls exists and is operating as expected, and that policies on key issues are in place and appropriate and that these can be applied effectively and legally to those participants or persons for whom they are intended
5. Develop a clearly articulated and effective grievance procedure
6. Ensure financial and non-financial risks are appropriately identified and managed
7. Ensure the financial security of the organization.
8. Ensure the organisation complies with all relevant laws, codes of conduct and appropriate standards of behaviour
9. Provide an avenue for key stakeholder input into the strategic direction of the organisation
10. Ensure director, board and chairman performance evaluation and professional development occurs regularly.

3. Governance philosophy and approach

The Board will govern the Academy with an emphasis on:

- serving the legitimate collective interests of the present members of the Academy and accounting to them fully for the performance of the Academy and for the Board's stewardship of that performance;
- 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 Academy; and
- ensuring there are positive conditions for the motivation of the Chief Executive Officer and ensure that there is adequate training to support them in their role.

4. Interaction with the media

In all contact with the media the President shall be the sole spokesperson on all governance-related matters. The Chief Executive Officer will speak on all other Academy matters.

Skill Requirements of Directors

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

- 1. Fiduciary duties**

Directors must fulfil their fiduciary duty to act in the Academy's best interest at all times regardless of personal position, circumstances or affiliation.
- 2. Strategic orientation**

Directors should be future oriented, demonstrating vision and foresight. Their focus should be on strategic goals and policy implications rather than operational detail.
- 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 even if these are unpopular or if individual members disagree with them. Directors must be committed to speaking with one voice on all policy and directional matters.
- 4. Informed and independent judgement**

Directors must have the ability to provide wise, thoughtful counsel on a broad range of issues, they must have an independent view / judgement but be committed to collective decision-making.
- 5. Financial Literacy**

Directors must be able to read financial statements and understand the use of financial ratios and other indices used for evaluating the Academy's performance.
- 6. Sector knowledge**

Each Director is expected to bring a level of sector knowledge sufficient to contribute to the board's deliberations and considerations on behalf of the Academy and its Members. They should have a basic understanding of how organisations should be structured and operated in order to deliver appropriate results.
- 7. Business Knowledge**

Every Director must accept a personal responsibility to remain up-to-date in their knowledge about the sport sector so this can be applied in the board's strategic decision making and performance monitoring.
- 8. Participation**

Each Director is expected to enhance the Board's deliberations by actively offering questions and comments that add value to the discussion. They must also be prepared to commit the necessary time both in and out of the board room.
- 9. Independence**

The board must reflect a diversity of opinions and experience. Collective judgements are enhanced by sound independent thinking brought together around a shared purpose.
- 10. Interpersonal skills**

The ability to listen to the viewpoints of others, to question effectively and to challenge constructively are all essential boardroom skills.
- 11. Teamwork skills**

Hearing and understanding different information, ideas and points of view, and being part of the team.
- 12. Leadership skills**

Willing to take leadership roles as necessary, in committee work, representing the organisation in public, leading specific discussions or project work.
- 13. Ability to influence others**

Directors are able to develop value propositions based on an understanding of others' needs and to put them persuasively.
- 14. Ability to understand and relate to stakeholders**

Directors have the ability to understand and respond to the various positions of stakeholders in a sensitive, reasoned way.
- 15. Ability to recognise competing interests**

Real or potential clash of interests should be acknowledged, and appropriate steps taken to maintain ethical standards.

Board Composition

The composition of the Membership and Board is as set out in the Constitution.

Gender Equity

The Board will actively seek and commit to ensure gender equality is maintained across the membership and on the Board.

Governance Process Policies

Code of Conduct

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 the Academy 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 the Academy is operating efficiently, effectively, legally and ethically in the pursuit of its organisation goals and strategies.
5. Maintain sufficient knowledge of the Academy's business and performance to make informed decisions.
6. Not agree to the Academy incurring obligations unless he or she believes that such obligations can be met when required.
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 the Academy'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 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 the Academy.

The Board shall:

13. Make every reasonable effort to ensure that the Academy does not raise community, supplier or stakeholder expectations that cannot be fulfilled.
14. Meet its responsibility to ensure that all employees employed by the Academy 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.
15. Carry out its meetings in such a manner as to ensure fair and full participation of all Directors.

Strategic Direction and Planning

An essential element in the board's leadership role is its responsibility to set the strategic direction for the Academy. Accompanying this is an ongoing responsibility to identify organisation priorities, stakeholder agreements and expectations, monitor progress against the strategic goals and objectives and view and approve annual business plans and the annual budget. Accordingly the board will annually:

1. In partnership with management, establish and review the Academy's purpose, vision, organisation strategies and priorities.
 2. Review annual business and stakeholder plans to ensure alignment with the strategic direction, priorities and strategies.
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Schedule a program of strategic dialogue at board meetings.

Financial Governance

The board has a core duty to ensure the financial integrity and viability of the Academy. This entails oversight of all financial processes and systems, regular review of financial results and, annually, approving the Academy'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.
4. Review and approve the full year financial statements, reports and outcomes.
5. Receive and approve the Audit and Risk Committees' 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

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

Conflicts of interest may occur:

- *When a Director, or his/her immediate family or business interests, stands to gain financially from any business dealings, programmes or services provided the Academy.*
 - *When a Director offers a professional service to the Academy.*
 - *When a Director stands to gain personally or professionally from any insider knowledge if that knowledge is used for personal or professional advantage.*
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 the Academy, must be declared and registered in the Board's 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. 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 take part in any Board discussion on the topic (either in meeting or before or after the meeting) unless invited to do so.
6. Where the Director has a conflict of interest that Director shall not vote on any resolution relating to that conflict or issue.
7. The Director shall only remain in the room during any related discussion with Board approval.
8. The Board will determine what records and other documentation relating to the matter will be available to the Director.
9. 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.
10. Where a Director has an ongoing material conflict of interest, this Director must consider resignation from the Board. However, resignation should not occur where this will result in serious detriment to the Board or to the Academy.

Risk Management

The Board will identify and evaluate the principal risks faced by the Academy 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. 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 organisation risks areas and strategies in a timely manner.
2. 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.
3. Ensure that proper accounting records are kept.
4. Ensure prompt investigation of any material shortfalls or breaches in compliance or risk management standards.

Board Committees and Working Parties

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

Committees and working parties shall seek consent from the CEO or chair when staff tasks are required.

Board Meetings

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 Officer.
2. The Board will develop a work plan covering the next 12 months that (1) ensures the Board regularly reviews progress towards the achievement of the strategic direction/strategic plan and relevant strategic issues (2) provides assurance that all relevant compliance requirements are addressed, and (3) improves Board performance through education and continuous focus on its governance effectiveness.
3. The Chairperson will, in consultation with the Chief Executive Officer, 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 will be a topic(s) drawn from the work plan. All Directors have the opportunity to contribute to the agenda.
4. The Board will meet bi-monthly; however, board meetings may be scheduled at other times or at other frequencies as determined by the Board.
5. Directors will receive their Board papers at least 7 working days prior to the meeting.
6. Minutes of all Board meetings will be distributed within 7 working days following the meeting occurring.
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.
8. The Board may hold 'Board only' sessions at its discretion. Such sessions which will be scheduled prior to or at the commencement of the meeting should not exclude the Chief Executive Officer from deliberations on matters to which his/her role as the Board's chief adviser would be compromised.

Monitoring Operational Performance

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

1. The Chief Executive Officer will report to the Board on the performance of the Academy 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.

Director Induction

The Board will provide to all new Directors a thorough induction into the affairs of both the Board and the Academy at large.

1. Upon appointment/election and prior to attendance at their first Board meeting, new Directors will receive:
 - a. A copy of Governance policies, Articles/Constitution and other relevant legal governance documentation;
 - b. A copy of all policies;
 - c. A copy of the strategic plan and business plan;
 - d. Current and recent meeting papers;
 - e. An organisational chart;
 - f. The most recent Annual Report;
 - g. Contact details for other Directors and key staff;
 - h. A glossary of key terms, definitions and acronyms;
 - i. The current year's meeting schedule and the annual agenda;
 - j. Position Description
 - k. Board Service Commitment Letter; and
 - l. A copy of the Directors and Officers insurance policy.
2. Meet with the Chairperson for a governance familiarisation. This meeting may be held as a group session or with individuals.
3. Meet with the Chief Executive Officer for an operational familiarisation.

Board and Director Performance Assessment and Professional Development

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 review its and its individual members overall performance on an annual basis
2. The Board will strive to ensure it has a balance of the required skills to undertake its business through the completion of a board skills matrix (Appendix Five)
3. 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 (Appendix Two)
4. A suitably qualified independent specialist may be used to assist the board in this process.
5. The Board will make every reasonable effort to facilitate training for all Directors and for the Board as a whole to maximise its value-adding contribution to the organisation.
6. The board will strive to have in place a succession plan for the key role of Chairperson.
7. An annual Board Cost of Governance budget will 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.
8. The Board will provide access to or facilitate training for Directors to maximise value-adding contribution to the organisation.

Indemnities and Insurance

The Academy 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

The Academy will reimburse all reasonable expenses incurred by Directors in the carrying out of their role. Expenses must be as per adopted delegations or pre-approved by Chair or CEO, and receipts must be supplied.

Chief Executive Officer Roles & Responsibilities

Chief Executive Officer's Role

The Chief Executive Officer will fulfil the management role of the Academy. Subject to the policy directives of the Board, the Academy shall be managed by The Chief Executive Officer who may exercise all powers of the Academy which are not, under the Act or the constitution required to be exercised by the Board or the Academy in general meeting. The Chief Executive Officer will:

1. Implement the Academy's strategic plan
2. Manage the Academy's office
3. Complete the day to day management and administration of the Academy
4. Oversee all employment and human resources matters
5. Administer all affairs of the Academy
6. Financially manage the Academy through the approved budget
7. Development and implementation of the Academy's business plan
8. Ensure appropriate government and other stakeholder relationships are maintained
9. Be the spokesperson for the Academy
10. Act as the secretary of the Academy

Contractual Responsibilities

The Chief Executive Officer is employed to oversee and manage the day to day operations of The Academy, in accordance with the Academy's objects and policies and the Board's directions, and in carrying out this role shall be responsible for:

1. Overall efficient management and control of the Academy's activities and office supervision of all employees;
2. Carrying out the secretarial role for the Academy, including the supervision and preparation of minutes and board papers;
3. Financial management of the Academy including budgets, cost control financial planning, overseeing the acquittal of the Academy budgets, preparation of relevant reports, and compliance with legal accountability requirements;
4. Ensuring a record of property and asset of the Academy if maintained;
5. Seeking and securing and servicing grants from the government, commercial sponsors and other commercial agreements in the interests of the Academy;
6. Ensuring the implementation of the strategic plan and making;
7. Making recommendations to the Board on changes that may be required;
8. Preparing the annual report in conjunction with the Board;
9. Attending professional development courses and conferences as required;
10. Attending meetings as required;
11. Maximising the exposure of the Academy and related activities to the media and acting as spokesperson to media representatives;
12. Liaising with members as appropriate;
13. Providing regular reports to the Board regarding Chief Executive Officer activities; and

14. Undertaking all other duties as required ensuring the smooth, efficient and professional operation of the Academy.

Delegation to the Chief Executive Officer

The Board delegates to the Chief Executive Officer responsibility for implementation of its strategic direction/strategic plan while complying with the Chief Executive Officer Delegation policies.

1. The Chief Executive Officer is the sole linkage and point of accountability between the board and the operational organisation.
2. The Board will view Chief Executive Officer performance as identical to total management performance so that the achievement of successful organisation outcomes will be regarded as successful Chief Executive Officer performance.
3. Only the Board acting as a body can instruct the Chief Executive Officer. Typically all instruction to the Chief Executive Officer will be provided as policy.
4. The Board will make clear the Academy's strategic direction including performance indicators to be applied by the Board when reviewing the organisation's and the Chief Executive Officer's performance.
5. The Board will instruct the Chief Executive Officer through written policies that prescribe the end to be achieved.
6. The Board will make clear to the Chief Executive Officer in writing any limits it chooses to place on his or her freedom to take actions or make decisions that the Board deems to be unacceptable within the delegation, allowing the Chief Executive Officer any reasonable interpretation of these policies (further defined in the Chief Executive Officer Authority policy).
7. The Chief Executive Officer is responsible for the employment, management and performance evaluation of all organisation employees or contractors.
 - a. Neither the Board nor individual Directors will 'instruct' employees in any matters relating to their work.
5. Provided that the Chief Executive Officer achieves the outcomes sought by the Board and does so in a manner consistent with the Board's policies and the Academy's values, the Board will respect and support the Chief Executive Officer's choice of actions.
6. The expert knowledge and experience of individual Directors is available to the Chief Executive Officer.

The Chief Executive Officer Authority

1. Subject to the constitution, the Act or any policy directive of the Board, the Chief Executive Officer has the broad power to perform all such things as necessary or required for the proper management and administration of the Academy.
2. As long as the Chief Executive Officer applies 'any reasonable interpretation' of the board's policies, i.e. does not set out to defeat the stated intent or the spirit of the policies, he/she is authorised to establish all operational policies, make all operational decisions and design and implement and manage all operational practices and activities.
3. Acknowledging a Director's right to have access to information necessary to meet his/her duty of care to the organisation, the Chief Executive Officer 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 Officer's or other employees members' time; or
 - c. Are unjustifiable costs to the organisation.
4. The Chief Executive Officer must notify the Chairperson of the use of point 2.

The Chief Executive Officer Remuneration

Chief Executive Officer remuneration will be decided by the Board as a body based on terms and conditions that reflect the organisation performance and executive market conditions.

1. Remuneration will be competitive with similar performance within the market place based on achievement of the Board's strategic direction and strategic goals while complying with the Executive Limitations 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.

The Chief Executive Officer Performance Assessment

The Chief Executive Officer'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 Officer Delegation policies. The Board will provide regular performance feedback to the Chief Executive Officer.

1. Organisation performance will be only that performance revealed by the monitoring system to be directly related to criteria given by the Board in policy.
2. The standard applied to all facets of the performance assessment shall be that the Chief Executive Officer has met or can demonstrate compliance with the intent or spirit of the Board's policies.
3. The Board may monitor any policy at any time using any method but will normally base its monitoring on a predetermined schedule.
4. The Board may use any one or more of the following methods to gather information necessary to ensure Chief Executive Officer compliance with Board policies and thus to determine its satisfaction with that person's performance:
 - a. Chief Executive Officer reporting,
 - b. Advice from an independent, disinterested third party,
 - c. Direct inspection by a Board approved Director or group of Directors, or
 - d. Use of the Chief Executive Officer Performance Criteria Checklist (Appendix Three)

Chief Executive Officer Delegation Policies

Overarching Chief Executive Officer Limitation

The Chief Executive Officer must not take, allow or approve any action or circumstance in the name of the Academy 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.

Budgeting and Financial Planning

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. Accordingly, in developing the operational financial plan and budget the Chief Executive Officer must not:

1. Fail to demonstrate (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. Create financial risk beyond Board-determined parameters.
3. Plan expenditure in any financial year that would result in default under any of the Academy's financing agreements or cause insolvency.
4. Design a financial plan that anticipates 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. Fail to provide for the Board's developmental and other expenditure.

Financial Management

The Chief Executive Officer is responsible for the day-to-day financial management of the organisation. In carrying out this duty he/she must 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. Accordingly the Chief Executive Officer must not:

1. Use any organisational funds, or enter into any contracts or accept other liabilities, other than for the furtherance of Board-approved purposes and priorities.
2. Expend more funds than have been received in the financial year unless offset by approved borrowings or approved withdrawals from reserves.
3. Allow undisputed invoices from suppliers of goods and services to remain unpaid beyond trade credit terms agreed with those suppliers.
4. Authorise expenditure beyond the level established by the Board.
5. Fail to meet all government imposed compliance requirements or payments on time and to standard.
6. Acquire, encumber or dispose of land or buildings.
7. Neglect to ensure that there are limitations on expenditure and adequate controls on the use of credit or other purchase cards by card holding staff.

The Chief Executive Officer will be required to:

1. Develop and implement a proper accounting system;

2. Develop and implement a financial reporting system;
3. Develop and implement operating budgets for the Academy including the submission of regular financial reports to the Board;
4. Maintain cost control measures;
5. Maintain insurance policies for the Academy including public liability, directors and officers; and building and contents; and
6. Authorise the reimbursement of business expenses.

Remuneration and Benefits

In managing the setting and review of salaries and benefits, the Chief Executive Officer must not make decisions or promises that would in any way cause or threaten financial harm to the organisation. Accordingly, the Chief Executive Officer must not:

1. Change his/her remuneration.
2. Create obligations that cannot be met over the projected period of the individual's term of employment or over a period for which revenues can realistically be projected.
3. Cause unfunded liabilities to occur or in any way commit the Academy to benefits that incur unpredictable future costs.
4. Make promises or offer guarantee of long-term employment under circumstances when such guarantees or promises cannot realistically be honoured.

Stakeholder relations

The Chief Executive Officer shall not fail to ensure that sound relations are maintained with all key stakeholders, especially those with whom the organisation has a funding relationship. Accordingly, the Chief Executive Officer must not:

1. Neglect to ensure that there is a formal process for addressing stakeholder expectations and contractual relationships.
2. Fail to meet all compliance requirements relating to stakeholder/funder contracts.

Protection of Assets

The Chief Executive Officer shall not fail to take all prudent and reasonable actions to ensure that the Academy's assets, physical and intellectual, are protected against all foreseeable damaging circumstances. Accordingly, the Chief Executive Officer must not:

1. Allow the assets to be insured for less than is considered necessary for prudent risk-management.
2. Fail to protect the organisation, its Directors or employees against claims of liability.
3. Make any purchase of goods or services without protection against conflict of interest.
4. Permit a cheque/payment to be processed with only one signature/approval
5. Fail to protect intellectual property, information, and files from loss, improper use, improper purposes, or significant damage.
6. Fail to ensure that there are appropriate and effective security systems in place to adequately safeguard against loss, common damage or theft of staff, customer and organisation property.

Fail to maintain a current assessment and evaluation of the risk factors that could conceivably disrupt the Academy's effective and efficient operation and ensure that there are plans and systems that, in the event of disruptive events, will allow continuity of business

Communication & Support to the Board

The Chief Executive Officer shall not permit the Board to remain uninformed about issues and concerns essential to the meeting of its duty of care, the carrying out its responsibilities and the meeting of its accountabilities to its owners and key stakeholders. Accordingly, the Chief Executive Officer must not:

1. Neglect to provide support and information in a timely, accurate and understandable fashion addressing the various issues to be monitored by the Board.
2. Neglect to provide financial reports that make clear:
 - a. significant trends
 - b. data relevant to agreed benchmarks and Board-agreed measures
 - c. further Board financial data as determined by the Board from time-to-time.
3. Fail to inform the Board of significant external environmental trends, adverse media publicity, achievement of, or progress towards the achievement of, the Board's Strategic Direction and annual plan or changes in the basic assumptions upon which the Board's policies are based.
4. Fail to inform Directors when for any reason there is actual or anticipated non-compliance with a Board policy.
5. Neglect to inform the Board 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 the Academy.
6. Fail to ensure that the Board is provided with the necessarily wide range of views and perspectives in support of effective decision-making.
7. Fail to bring to the Board's notice such occasions when it is in breach of its Board Process policies particularly when this relates to the Chief Executive Officer's ability to carry out his/her responsibilities.
8. Fail to deal with the Board as a whole except when responding to individual requests for information or requests from Board committees or working parties.

Employment Conditions

In exercising the delegation for the management of staff, the Chief Executive Officer must not fail to ensure that there is provided a workplace environment conducive to sound workplace practices, consistent with employment legislation and the Academy's core organisation values. Accordingly, the Chief Executive Officer must not:

1. Fail to provide employees with clear guidelines as to their rights, entitlements and workplace obligations through written personnel policies and office administration systems that clarify the rules and guidelines for staff
2. Fail to provide employees with 'equitable', 'safe', 'dignified' and 'fair' working conditions as defined in relevant employment legislation.
3. Deny to any employees their right to an approved and fair internal grievance process.
4. Refuse employee access to the Board (via the chairperson) to express a grievance when:
 - a. The internal grievance process has been properly followed; and
 - b. The grievance asserts that the Chief Executive Officer has breached a Board policy to his or her detriment, and/or;
 - c. The grievance asserts that the Board has not provided adequate protection of the employees member's human rights.
 - d. There is verifiable evidence of this.

5. Fail to ensure that all employees are acquainted with their rights under this policy.
6. Allow for more than a year to pass without formal staff reviews

Public Affairs

The Chief Executive Officer shall not undertake, approve or in any way support any action that is directly or indirectly demeaning or derogatory or in any way damaging to the Academy.

Emergency Chief Executive Officer Succession

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

Committee Terms of Reference

Risk Finance and Audit Committee (endorsed by Board at December 2019 meeting)

Name: Risk Finance and Audit sub-committee

Members: Chair: Paul Knight

Members: Brian Weir, Peter Bowman, John Armstrong (CEO)

Purpose: Provide recommendation, endorsement and approval (as determined by the delegations authority) for the financial oversight of the Illawarra Academy of Sport and provide strategic review and recommendation to the Board on matters relating to strategic risk and financial strategy.

Operations:

- Review and make recommendation to the Board an annual Academy budget
- Review the audited financial statements
- Monitor and report on the Academy's financial performance against approved budgets
- Formulate strategies for improving the Academy's financial position, including the monitoring of the budget process, and investigating income generation activities.
- Review and determine the Strategic Risks associated with the Academy
- Oversee the emergence, production and revision of the Risk Register
- Make recommendation on the delegation of authority for financial matters
- Report to Board on all above matters

Flow of approval is expected to be as per below diagram



Chief Executive Officer Employment Committee

1 Purpose

The purpose of the Committee is to assist the Board to ensure that there is an effective and positive partnership between the Board and its Chief Executive Officer.

2. Membership

1. The Committee shall consist of three Directors one of whom shall be the Chair of the Board.
2. The Committee may engage professional advice and assistance as required, in accordance with a budget approved by the Board.
3. The Committee's terms of reference and membership shall be reviewed and confirmed annually at the first meeting of the Board following the Annual Meeting.
4. A quorum shall be 2 members, one of whom shall be the chairperson of the committee.

3. Functions

The function of the Committee is to facilitate the Board's thinking about the Chief Executive Officer Performance management framework and to lead the implementation of the performance management process on behalf of the Board. In particular, the Committee is expected to:

1. Maintain an oversight of the Chief Executive Officer Performance.
2. Recommend the adoption of a Chief Executive Officer Recruitment Specification and, thereafter, conduct an annual review of that document to ensure that:
 - a. it reflects an up-to-date view of the basic position requirements;
 - b. it sets out a current view of the attributes required to succeed in the position in terms of: knowledge, skills, experience, and attitude/orientation.
3. Maintain an oversight of the Chief Executive Officer Employment Agreement to ensure that there is alignment between the Board's and the Chief Executive Officer's respective expectations.
4. Work with the Chief Executive Officer to prepare an annual Chief Executive Officer Performance Plan agreeable to the Board and the Chief Executive Officer that:
 - a. sets out the key results that must be achieved by the Chief Executive Officer;
 - b. sets out any other matters requiring attention that the Board expects the Chief Executive Officer to take direct personal responsibility for;
 - c. identifies and agrees the support required from the Board in order to facilitate the achievement of the Chief Executive Officer performance plan and their general success in the role;
 - d. specifies how the achievement of key results will be measured.
5. Review the content of the performance plan in the context of ongoing Chief Executive Officer performance monitoring and to recommend to the Board any changes necessary.
6. The Committee shall take particular responsibility for the periodic review of the Chief Executive Officer 's performance in respect of:
 - a. The implementation of Board-agreed strategic plans and the application of agreed organisational values.
 - b. The implementation of the Chief Executive Officer Performance Plan (progress in respect of which shall normally be reviewed every six months, with a formal end of year review at the conclusion of the period covered by the performance plan).
7. Discuss with the Chief Executive Officer annually, their assessment of the performance of their direct reports in relation to succession planning.

8. Review the Chief Executive Officer's remuneration as required by their employment agreement and recommend adjustments as appropriate to the Board.
 9. In undertaking these functions the Committee will be responsible for ensuring that the Board is engaged in appropriate steps in the process:
 - a. to ensure that these reflect the view of the Board as a whole; and
 - b. that the Committee's work does not compromise the accountability of the Board as a whole for the performance and successful discharge of the role of Chief Executive Officer.
-

Committee Member

Roles & Responsibilities

President

Role description

The role of the President is to provide the principle leadership and responsibility for organisation and the Academy Board

The President should:

- be well informed of all Academy activities and able to provide oversight to the Chief Executive Officer;
 - work collaboratively with fellow Directors, employees and representatives of all Academy affiliates and stake holders;
 - develop and maintain a close working relationship with the staff and Board of NSW Institute of Sport;
 - have an excellent working knowledge of the Association's Constitution, rules and duties of office bearers;
 - have a working knowledge of the NSW State Sporting industry and factors which may impact on the Academy's success, growth and future;
 - represent the Academy at events and meetings; and
 - be a competent public speaker.
-
- Effectively and efficiently run meetings
 -

Specific duties include but are not limited to:

- Leading the board's meetings
 - Supporting the board/Chief Executive Officer relationship
 - Developing working relationships with other Academy Chairs and RASI
 - Setting the boardroom culture and building the board as a team
 - The Chairperson may establish a regular communication arrangement with the Chief Executive Officer.
 - Act as a signatory for the Academy in all legal and financial matters;
 - Regularly focus the Board's attention on matters of governance
 - Work with the Board and governance committee to ensure the necessary skills are represented on the Board and that a succession plan is in place to help find new Directors when required;
 - Overseeing the development and maintenance of strategic and business plans in conjunction with the Board, members and the Academy Employees;
 - Ensure the CEO is working to achieve relevant Performance and Key Performance Indicators
 - Assist in the development of partnerships with sponsors, external funding agencies, local and state government, shared facility users and organisations that are relevant to the goals of the Board.

Vice President

Role description

The role of the Vice President is to support the President in providing leadership and responsibility for the Academy and the Board and to step into the President's roles where needed.

The Vice President should:

- be well informed of all organisation activities and able to provide oversight;
- be a person who can develop good relationships internally and externally;
- be willing to step in for the President where needed including chairing meetings;
- have a good working knowledge of the Association's Constitution, rules and duties of office bearers;
- be able to work collaboratively with other Committee Members;
- be a competent public speaker

Vice President Duties include but are not limited to:

- In the event of the President being unable to fulfil their duties, to step into that role;
- In the absence of the Chair Person, chair Committee meetings ensuring that they are run efficiently and effectively;
- Be an alternate signatory for the Association for legal purposes and financial purposes
- Assist the President in deciding which matters are dealt with by the Board, by employees and by any appointed sub-committees;
- Represent the Board at meetings and forums as agreed by the President; and
- Other duties as nominated by the President and / or sub-committees.

APPENDIX ONE

Position Description – Director

TITLE OF POSITION – Director
DATE CREATED –
PRINCIPAL PURPOSE OF ROLE
<p>To govern the Academy and to advance and protect the long-term interests of the Academy throughout the Illawarra.</p> <p>To act honestly, in good faith and in the best interests of the organisation and in so doing, to support the organisation in fulfilling its mission and discharging its accountabilities.</p>
PRIMARY DUTIES
<p>In concert with the rest of the board, the director will:</p> <ul style="list-style-type: none"> • Employ and manage the Chief Executive Officer; • Set the strategic direction and priorities for the organisation; • Approve, monitor and review the financial and non-financial performance of the Academy; • Set policy and management performance expectations; • Ensure the Academy complies with all relevant laws, code of conduct and appropriate standards of behaviour; • Ensure director, board and chairman performance evaluation occurs regularly; • Develop a clear and effective grievance procedure; • Characterise and manage risks; • Monitor and evaluate organisational achievements; and • Be appropriately prepared for and commit to attending board meetings that are held. In addition Directors are expected to attend the annual AGM, sub committee meetings and Mayoral receptions <p>Each director shall apply the level of skill and judgment that may reasonably be expected of a person with his or her knowledge and experience. Directors with special skill and knowledge are expected to apply that skill and knowledge to matters that come before the board.</p>
SCOPE OF POSITION
The director is a fully accountable member of the board.
APPOINTMENT & TENURE
The director is appointed for a period of three years.
TIME COMMITMENT
An estimated commitment of 2-4 days per month.
CONFLICT OF INTEREST
The director should be free of significant conflicts of interest and declare any matters that may impact on performance as a director.
PERSONAL ABILITIES & SKILLS
<p>The director should ideally have the following abilities:</p> <p>General:</p>

- To see the big picture and the implications and impact on issues in the broader sense;
- To make sensible, astute recommendations and business decisions;
- To interpret both factual and conceptual information and make sound judgements based on that information;
- To contribute to the creation and not merely the preservation of stakeholder value; and to be able to distinguish between the separate but complementary roles of governance and management.

Strategic:

- To understand the position of the organisation in its markets and its relationship to key stakeholders;
- To ensure that strategies and business plans are adopted that will deliver the organisation's vision and mission; and
- To look beyond the short-term and ensure that the board adopts a longer-term, stewardship approach.

The Game:

- Knowledge of and/or experience in sport in general

Analytical:

- To interpret financial statements and statistical information and the significance and meaning of appropriate performance indicators;
- To question and probe information, assumptions and assertions in a quest for improved understanding and better decision-making; and
- To remain objective and measured under pressure.

Social:

- To participate actively and harmoniously, respecting and valuing the contributions of others and contributing to effective teamwork;
- To articulate a point of view in a coherent and persuasive manner without dominating the board's proceedings; and
- The strength of character to maintain an independent point of view when others disagree.

<p>.....</p> <p>Chair's signature</p>	<p>.....</p> <p>Director's signature</p>
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APPENDIX TWO

Board Performance Evaluation Tool

This tool is designed to assist in assessing the effectiveness of the board. The tool takes the form of a series of assertions which should be awarded a rating on a scale of 1 to 3 by individual directors or by the board as a whole. Once complete, the matters should be discussed at a board meeting.

- 1 = Hardly ever/Below average,
 2 = Average/Most of the time/Above average,
 3 = All of the time/Fully satisfactory.

Behaviours	1	2	3	Comments
<i>Setting strategy</i> All Directors support and debate the organisation's strategy and values, enabling them to set the tone from the top.				
<i>Strategy</i> All Directors have a clear understanding of the organisation's core business, its strategic direction and the financial and human resources necessary to meet its objectives.				
<i>Board performance</i> The Board sets itself objectives and measures its performance against them on an annual basis.				
<i>Managing Board meetings and discussions</i> Board meetings encourage a high quality of debate with robust and probing discussions.				
<i>Managing internal Board relationships</i> Directors make decisions objectively and collaboratively in the best interests of the organisation and feel collectively responsible for achieving organisational success.				
<i>Managing the Board's relationship with others</i> The Board communicates effectively with all of the organisation's stakeholders and seeks their feedback.				
<i>Directors' own skills</i> Directors recognise the role which they and each of their colleagues is expected to play and have the appropriate skills and experience for that role.				
<i>Reaction to events</i> The Board responds positively and constructively to events in order to enable effective decisions and implementation and to encourage transparency.				
<i>Chairman</i> The chairman's leadership style and tone promotes				

effective decision-making, constructive debate and ensures that the Board works as a team.				
<i>Chairman and CEO relationship</i> The chairman and the chief executive work well together and their different skills and experience complement each other.				
<i>Attendance and contribution at meetings</i> All Directors attend and actively contribute at meetings.				
<i>Open channels of communication</i> The Board has open channels of communication with executive management and others and is properly briefed.				
<i>Risk and control frameworks</i> The Board's approach to reviewing risk in the organisation is open and questioning, and looks to learning points from events, rather than blame.				
Processes	1	2	3	Comments
<i>Composition</i> The Board is the right size and has the best mix of skills to ensure its optimum effectiveness.				
<i>Terms of reference</i> The terms of reference for the Board are appropriate, with clearly defined roles and responsibilities, ensuring that the right issues are being addressed.				
<i>Committees of the Board</i> The Board's committees are properly constituted, perform their delegated roles and report back clearly and fully to the Board.				
<i>Company secretary</i> The company secretary acts as an appropriate conduit for the provision of information to the Board and support to the chairman and directors.				
<i>Meetings and administration</i> The Board meets sufficiently often, and with information of appropriate quality and detail, such that agenda items can be properly covered in the time allocated.				
<i>Timeliness of information</i> Information is received in sufficient time to allow for proper consideration, with scope for additional briefing if necessary.				
<i>Agenda items</i> The Board agenda cycle covers all matters of importance to the organisation, is prioritised and includes consideration of corporate reputation, its enhancement and the risks surrounding it.				

<p><i>Annual General Meeting</i> The company makes best use of its Annual General Meeting.</p>				
<p><i>External stakeholders</i> The Board has defined its external stakeholders and ensures that the organisation has the right level of contact with them.</p>				
<p><i>Risk management</i> The Board uses an active and well-structured process to manage risk, taking account of the organisation's activities and the breadth of functions across the business.</p>				
<p><i>Induction and training</i> Directors receive proper induction on appointment and ongoing training is available to meet development needs.</p>				
<p><i>Succession planning</i> There is appropriate succession planning for key Directors and senior Executives.</p>				
<p><i>Performance evaluation</i> Directors are individually subject to an annual performance evaluation that measures their contribution and commitment.</p>				

APPENDIX THREE

Chief Executive Officer Performance Criteria template

Key Result Area	Accountabilities	Expected Results	Measurement Methods
Leadership & Strategic Management	<ul style="list-style-type: none"> • Work with the Board to develop and improve organisation constitution, governance policy and other policy that support the operational functions of the Academy Board and organisation. • Development and implementation of strategic and operational plans to support the strategic direction. • Optimise systems and procedures to ensure efficient and compliant operation of the Academy. Systems include financial management, reporting and recording, marketing and communications, employment and human resource management. • Instigation of effective auditing and key performance reporting processes. • Maintain and develop functional relationships with the Academy Board and key stakeholders. 	<ul style="list-style-type: none"> • Frequent liaison with the Academy Board through formal quarterly Board meetings. • Formal monthly reporting to the Board using an agreed board report format. • Enhance and keep current the Business Plan. This will entail annual refreshment and update from Member groups. • Embrace a Continuous Improvement focus for the organisation working on enhancing and improving capability and effectiveness across staff, processes and guidelines and technology options. 	<ul style="list-style-type: none"> • Management and support for the Board Meeting process. • Robust Monthly reporting in a suitable format for Directors. • Business Plan current, robust and underpinned by clarity of purpose for the Academy. • Demonstrated improvement in the Academy systems and processes year on year. • All the Academy staff are clear in their direction, roles and responsibilities.
Financial Management	<ul style="list-style-type: none"> • Accountable for the management, implementation and maintenance of financial system development and processes, compliance and risk management programmes and audit review processes. • Diversify financial funding strategies to leverage from sponsors, membership and 	<ul style="list-style-type: none"> • Strong robust financial management ensuring visibility of actual expenditure and forward budget expectations. • Installation of an appropriate robust and functional ICT system for financial management requirements. 	<ul style="list-style-type: none"> • Budgets current, and accurate. All expenditure is budgeted and articulated in the Monthly Board reports. • Copies of all receipts and transactions are recorded and retained for audit purposes.

Key Result Area	Accountabilities	Expected Results	Measurement Methods
	<p>grants funding to increase the financial security of the Academy.</p> <ul style="list-style-type: none"> • Review, develop and implement information technology and reporting systems to ensure the reporting of accurate and timely reporting of information. • Create appropriate robust budget templates for Member groups to utilise in a timely manner. Assist Member groups as required to complete the budget templates. • Determine and seek additional revenue streams that contribute to the Academy's overall financial position (community trusts, sponsorship, etc). 	<ul style="list-style-type: none"> • Ensuring all Member groups provide robust and accurate financial reporting demonstrating their expenditure requirements and expenditure consumption. • Ensuring expenditure is prudently expended and accounted for clearly and appropriately in a timely manner. All financial compliance is completed accurately and in a timely manner. 	<ul style="list-style-type: none"> • Budgets are set in a timely manner, in advance of the FY. All Member groups submit for Chief Executive Officer & Board approval their expenditure requirements well in advance of the FY. • New revenue streams secured.
Marketing & Communication	<ul style="list-style-type: none"> • Rationalise internal and external communications, publications, websites, brand identification and public relations strategies. • Ensure the implementation of processes and systems supports the strategic positioning of the Academy. 	<ul style="list-style-type: none"> • Develop and ensure marketing collateral is succinct and robust and achieves the marketing aims of the Academy. 	<ul style="list-style-type: none"> • Effective marketing strategies that support and enables the Academy objectives.
Project & Change Management	<ul style="list-style-type: none"> • Manage the realignment of operational systems and procedures that result in effective integrated systems and services at both strategic and operational levels. 	<ul style="list-style-type: none"> • All operational requirements (HR, Finance, ICT, Events, Sports Development, Competitions, etc) are planned, structured and resourced adequately to deliver the outcomes sought from the Business Plan 	<ul style="list-style-type: none"> • Delivery of the Business Plan objectives to the necessary levels and timeliness outlined.
HR & Staff Management	<ul style="list-style-type: none"> • In conjunction with the Board - directing recruitment programmes and ensuring sufficient capacity and capability exists to 	<ul style="list-style-type: none"> • Active recruitment and retention programme for the Academy. 	<ul style="list-style-type: none"> • %/staff turnover • Staff satisfaction survey

Key Result Area	Accountabilities	Expected Results	Measurement Methods
	<p>deliver on the Academy Business Plan objectives.</p> <ul style="list-style-type: none"> • Create a HR policy that enables the Academy as a supportive 'no exceptions' employer. • Regularly assessing the Academy HR needs and advising the Board on forthcoming HR requirements. • Assess training needs for staff and maintain an overall staff training programme. 	<ul style="list-style-type: none"> • The Academy remains an employer of choice. Adherence to the HR policy. • Up to date training programme for staff and staff actively encouraged to take up the SOP training. • Annual Performance Reviews with all the Academy staff undertaken annually. 	<ul style="list-style-type: none"> • Current training programme.
Stakeholder Relationships	<ul style="list-style-type: none"> • Manage complexity of organisation to ensure movement towards a common direction of stakeholder groups internally and externally. • Develop effective and positive public profile perceptions of the Academy through the Board, media, sponsors, volunteers, officials and other stakeholders • Drive policies that result in services and financial development supporting strategic business alliances and contribute to [org]'s business development goals. 	<ul style="list-style-type: none"> • Effective and regular communication and liaison with all Member groups to enable the integration and harmony in bringing the members together in a [structure]. • Ensuring the Academy protects and maintains each Members unique identity – whilst providing the strength and unity of one voice, support and enablement structure. • Working with external agencies for funding support to ensure sufficient funding to support the Business Plan objectives 	<ul style="list-style-type: none"> • Demonstrated communication processes that reach and support the Members, regularly and effectively. • Individual Member group vitality and strength. • Strong relationships with funding agencies to ensure financial support.

APPENDIX FOUR

Board service commitment letter (included in induction)

1. I, _____, recognising the important responsibility I have committed to as a member of the board, hereby pledge to carry out in a trustworthy and diligent manner the duties and obligations associated with that role.
2. **My role:** I acknowledge that my primary roles as a Director of the Academy are:
 - (a) to contribute to defining the organisation's mission and governing the fulfilment of that mission; and
 - (b) to contribute to, and support, the work of the board and to carry out the functions of the office of Director as stated in the Constitution and other governance documents such as the Board Charter.

My role as a Director will focus on the development of policies that govern the implementation of the organisation's plans and purposes. This role is separate and distinct from the role of the Chief Executive Officer, who determines the means of implementation.

3. **My commitment:** I will exercise the duties and responsibility of this office with honesty, integrity, collegiality and care.
4. **Pledge:** I pledge, to the best of my knowledge and ability, as follows:
 - To establish as a high priority my attendance at all meetings of the board.
 - To be prepared to discuss the issues and business addressed at scheduled meetings, having read the agenda and all background material relevant to the topics at hand.
 - To maintain the confidentiality of what is said or seen at board meetings.
 - To work with and respect the opinions of my peers who serve on this board.
 - To always act for the good of the organisation as a whole.
 - To represent the organisation in a positive and supportive manner at all times and in all places.
 - To observe meeting procedures and display courteous conduct in all board meetings.
 - To refrain from intruding on administrative issues that are the responsibility of management, except to monitor the results and prohibit methods that conflict with board policy.
 - To avoid conflicts of interest between my position as a Director and positions held with other organisations or my personal life. If such a conflict does arise, I will declare that conflict before the board and refrain from voting on matters in which I have conflict.
 - To support in a positive manner all actions taken by the board even when I am in a minority position on such actions.
 - To participate openly and honestly in reviews of board performance and my performance as an individual director.
 - To participate in development opportunities that may be provided in order to augment my skills as a trustee and the efficacy of the board as a whole.

5. If, for any reason, I find myself unable to carry out the above duties to the best of my ability, I will first seek leave of the board to work to a different standard and, if I cannot achieve this, I will agree to resign my position as a Director.

Signed:	in the presence of:
Name:	Signature of Witness:
Date:	

APPENDIX FIVE

Board Skills – Self Assessment Matrix (Your Name here)

DESIRED CHARACTERISTICS	Weight	Items considered important	Comments	Unweighted Total	TOTAL
SKILLS					
Ability to think strategically	X 2.0				
Analytical, critical reasoning and problem solving skills					
Strong financial literacy and analytical ability	X 1.5				
Oral communication skills	X 1.5				
Ability to understand and relate to stakeholders					
ATTRIBUTES					
Ethical, open, honest, trustworthy, high levels of integrity					
Independence and inquisitiveness	X 1.5				
Ability to establish quality relationships					
Ability to work as a team player	X 2.0				
Preparedness to work hard and commit time and effort to do the	X 1.5				

job					
Has an outcomes focus					
Strong stewardship orientation/consumer focus					
<i>EXPERIENCE</i>					
Corporate governance experience					
Understanding of and experience in the sport	X 1.5				
Community/stakeholder influence and connections					
Broad business experience	X 1.5				
<i>MEETING PERFORMANCE</i>					
Well prepared for meetings					
Adds value to board dialogue	X 2.0				
Able to focus at the governance level of issues					
Able to disagree without being disagreeable					
<i>TOTAL</i>					

APPENDIX 6

Governance Committee (if formed)

1. Purpose

The purpose of the Governance Committee is to assist the Board in discharging its responsibilities with respect to the smooth functioning of the board's systems, in particular, recruitment, performance assessment and professional development.

2. Membership

- a. The Governance Committee shall be appointed by the Board from among Directors and shall consist of up to three members.
- b. The chairperson of the Governance Committee shall be appointed by the Board.
- c. A quorum shall be 2 members, one of whom shall be the chairperson of that committee.

3. Operating Principles

- a. The Committee may have in attendance such members of management and such other persons as it deems necessary to provide appropriate information and explanations.
- b. All Directors shall be entitled to attend all meetings of the Governance Committee.
- c. The Committee shall have the right to go 'in committee' as required.
- d. The chairperson shall draw up an agenda to be circulated at least one week prior to each meeting. The agenda shall be distributed to the members of the Committee, the external auditors and other invitees.
- e. Meetings shall be held as required.
- f. The Committee is authorised to obtain external resources as required to assist with its work.
- g. The Committee shall report to the Board after each committee meeting or as specified or requested by the Board. Committee meetings shall be minuted, a copy to be tabled at the following Board meeting.
- h. The Committee shall annually conduct an assessment of its effectiveness and the contribution of individual Committee members. Changes in personnel, roles or responsibilities shall be determined by the Board.

4. Responsibilities

- a. To assist the board to ensure that it comprises directors with the right skills and experience necessary for effective governance of the entity.
- b. To manage, within board determined parameters, the recruitment of Directors as required.
- c. To oversee the board and individual director performance assessment process.
- d. To make recommendations to the board for the annual professional development budget for the board as a whole and for individual directors.
- e. To establish and oversee the process for the review of the board charter and policies.

The Governance Committee shall have no executive powers with regard to its findings and recommendations other than those bestowed by the Board. In addition, the Governance Committee shall examine any other matters referred to it by the Board.