



## BOARD OF DIRECTORS CHARTER

<b>Adopted or Amended</b>	<b>By Whom</b>	<b>Date</b>
Adopted	Board of Directors	28 <sup>th</sup> April 2010
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Reviewed	Board of Directors	1 <sup>st</sup> August 2017
Reviewed	Board of Directors	4 <sup>th</sup> December 2018
Amended	Board of Directors	24 <sup>th</sup> September 2019
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## **BOARD OF DIRECTORS CHARTER**

### **INDEX**

1. Overview
2. Role of Board of Directors
3. Corporate Governance
4. Composition of Board
5. Chairman of Board
6. Meetings of Board
7. Conflicts of Interest of Directors
8. Confidentiality of Board Procedures
9. Access to information
10. Relationship with Management
11. Committees
12. Professional Advice
13. Code of Conduct for Directors

## BOARD OF DIRECTORS CHARTER

### 1. Overview

- a. The Board of Swimming New South Wales Ltd. (SNSW) is responsible to ensure that the company has an appropriate corporate governance and management structure and that those structures operate efficiently and transparently. This Board Charter sets out an explanation of the framework of such structures.
- b. This Board Charter is not an all inclusive document and should be read as an expression of principle for optimising corporate performance and accountability. The Board will review and update (if necessary) the Board Charter on an annual basis.

### 2. Role of Board of Directors

- a. The primary role of the Board is to provide effective governance over the company's affairs by attending to the following functions,
  - To arrange the employment of and contract/remuneration of the company's Chief Executive Officer;
  - To set goals, formulate strategies and approve business plans to ensure the sustainability of the company;
  - To approve annual budgets and key management decisions;
  - To monitor management performance and business/activity results;
  - To set, review and approve annual reports to members;
  - To identify, manage and treat risk within approved risk appetites;
  - To set and review budgetary control and conformance strategies; and
  - Representation of the interests of members and member associations.

### 3. Corporate Governance

- a. The Board supports the principle of good corporate governance and the application of best practice principles. The principles as they might apply to SNSW cover the following:
  - Fundamental to any corporate governance structure is establishing the roles of management and the Board (Principle 1), with a balance of skills, experience and independence on the Board appropriate to the nature and extent of the company's operations (Principle 2). There is a basic need for integrity among those who can influence the company's strategy and financial performance, together with responsible and ethical decision-making (Principle 3).

- Meeting the information needs of the members and member associations is also paramount in terms of accountability and attracting support. Presenting the SNSW financial and non-financial position requires processes that safeguard, both internally and externally, the integrity of company reporting (Principle 4) This, in turn must provide a timely and balanced picture of all relevant material. (Principle 5).
- Every business decision has an element of uncertainty and carries a risk that can be managed through effective oversight and internal control (Principle 6). Keeping pace with the modern risks of business and other aspects of governance requires formal mechanisms that encourage enhanced Board and management effectiveness (Principle 7).
- Rewards are also needed to attract the skills required to achieve the performance expected by members (Principle 8). The impact of SNSW actions and decisions is increasingly diverse and good governance recognises the legitimate interests of all stakeholders (Principle 9).

b. Each principle is of equal importance.

#### **4. Composition of Board**

a. The composition of the Board is as specified in the Constitution of SNSW and shall comprise no more than 6 elected and 3 appointed Directors. All Directors must be independent, non-executive Directors.

#### **5. Chairman of Board**

a. The Chairman of the Board shall be the President of SNSW duly elected in accordance with the Company constitution.

#### **6. Meetings of Board**

a. The Board shall meet as often as deemed necessary by the Directors in order to fulfil their duties and responsibilities as Directors and as dictated by the needs of SNSW business.

b. A meeting of the Board can be convened by the Chairman, or a majority of the Directors as prescribed in the company constitution.

c. All questions arising at a meeting of the Board shall be decided by a majority of votes. In the case of an equality of votes the Chairman shall have a casting vote as well as a deliberative vote.

d. Five Directors shall form a quorum of the Board. A Director who is not entitled to vote or to be present during the consideration of a matter will not be counted in any quorum required for a meeting of Directors while that matter is being considered.

**7. Conflicts of Interest of Directors**

Conflict of interest requirements are as specified in Clause 28 of the company Constitution and specifically in the Company Conflicts of Interest Policy.

**8. Confidentiality of Board Procedures**

- a. All proceedings of the Board, including papers submitted and presentations made to the Board, shall be kept confidential and will not be disclosed or released to any person other than Board members, except as required by law or as agreed by the Board.

**9. Access to Information**

- a. The Board shall have full and free access to the CEO as well as the records of the company.

**10. Relationship with Management**

- a. It is the duty of the Board to monitor, question and probe the management so it is satisfied that the overall strategy of the company and its implementation is sound. Directors' access to accurate and relevant information from management and external advisors is crucial to performing this duty.
- b. The Directors should be provided with information from management that is accurate, sufficient, relevant and timely in order to properly perform their role as monitors, governors and counselors to management and to fulfill their duty of care to Members.
- c. The Directors must clearly stipulate their information requirements from management, and continually evaluate and review this process to ensure that it is comprehensive and understood by all parties.

**11. Committees**

- a. To assist the Board in fulfilling its duties and responsibilities, the Board has established the following Standing & Management committees in accordance with company requirements:
  - (i) Audit & Risk Committee
  - (ii) Nominations & Remuneration Committee
  - (iii) Selection Committee
  - (iv) Technical Swimming Committee
  - (v) Competitions Committee, and
  - (vi) Presidents Committee.
- b. Each committee has a formal charter of role, functions and responsibilities as specified in the SNSW By-Laws.
- c. The Board can establish ad hoc committees.

## 12. Professional Advice

- a. The Board collectively and each Director individually may (subject to the following provision) take, at the company's expense, such independent professional advice as is considered necessary to fulfil their relevant duties and responsibilities.
- b. Individual Board members seeking independent professional advice must obtain the approval of the Chairman (which may not be unreasonably withheld) and the advice received will be made available to all Board members as appropriate.

## 13. Code of Conduct for Directors

- a. Although Directors are individually elected by eligible member associations via a democratic election, upon accepting the office of Director, each Director becomes bound by the overriding fiduciary duty to act in good faith and in the best interests of the company as a whole.
- b. In discharging the duties and responsibilities of being a Director of SNSW, each individual must operate within the framework and structure of a collective Board.
- c. The development and approval of an SNSW Directors' Code of Conduct codifies some of the behavioral expectations governing the relationships amongst individual Directors, between a Director and the Board, and between the Board and the CEO.
- d. The SNSW Directors' Code of Conduct, (which is draws upon the Australian Institute of Company Directors published Code of Conduct), endeavors to set down an authoritative series of clearly understood and observed rules concerning the conduct of SNSW Directors. The Code is not intended to be exhaustive, nor derogate any obligations imposed by law. The SNSW Directors code of conduct is as follows.

### Directors' Code of Conduct

1. A director must act honestly, in good faith and in the best interests of the company as a whole.
2. A director has a duty to use care and diligence in fulfilling the functions of office and exercising the powers attached to that office.
3. A director must use the powers of office for a proper purpose in the best interests of the company as a whole and ensure that the resources of the company are effectively and efficiently managed to fulfill the Objects.
4. A Director should contribute to Company Strategic and Business plans, A Director will attend any assigned committee and act as the board's liaison in the formulation of committee work plans,

5. A Director, may at the Board's discretion, act as a delegate to any meeting of a member association and advise and guide such meetings on any matters affecting the future of SNSW, the constitution, By-Laws, Policies and Rules,
6. A Director may, subject to the President's concurrence, without vote, attend any other Company committee meeting,
7. A director must recognize that the primary responsibility is to SNSW members and member associations but should, where appropriate, have regard for the interests of all stakeholders.
8. A director must not make improper use of information acquired as a director.
9. A director must not take improper advantage of the position of director.
10. A director must not allow personal interests, or the interests of any associated person, to conflict with the interests of the company.
11. A director has an obligation to be independent in judgment and actions and to take all reasonable steps to be satisfied as to the soundness of all decisions taken by the board of directors.
12. Confidential information received by a director in the course of the exercise of directorial duties remains the property of SNSW from which it was obtained and it is improper to disclose it, or allow it to be disclosed unless that disclosure has been authorized by SNSW or the person from whom the information is provided, or is required by law.
13. A director should not engage in conduct likely to bring discredit upon the SNSW or the sport of swimming in general.
14. A director has an obligation, at all times, to comply with the spirit, as well as the letter, of the law and with the principles of this Code.