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# **Wanneroo Districts Netball Association Inc. Board Governance Charter**

## **December 2025**

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## Contents

<b>ROLE OF THE BOARD.....</b>	<b>4</b>
<b>ROLE OF THE PRESIDENT.....</b>	<b>5</b>
<b>ROLE OF THE ASSOCIATION MANAGER .....</b>	<b>7</b>
<b>ROLE OF INDIVIDUAL BOARD MEMBERS.....</b>	<b>8</b>
<b>BOARD CODE OF CONDUCT .....</b>	<b>9</b>
<b>RESERVED MATTERS .....</b>	<b>12</b>
<b>DELEGATION OF AUTHORITY .....</b>	<b>12</b>
<b>CONFLICT OF INTEREST POLICY .....</b>	<b>13</b>
<b>CONFLICT OF INTEREST PROCEDURES .....</b>	<b>14</b>
<b>RISK MANAGEMENT POLICY .....</b>	<b>16</b>
<b>BOARD COMMITTEES/WORKING GROUPS (COMMITTEES).....</b>	<b>17</b>
<b>BOARD INDUCTION AND EDUCATION .....</b>	<b>18</b>
<b>BOARD APPRAISAL .....</b>	<b>19</b>
Appendix 1 - Board Letter of Appointment.....	26
Appendix 2 - Delegation Of Authority Register .....	30
Appendix 3 - Conflict Of Interest Disclosure Form .....	31
Appendix 4 – Competition Committee Terms of Reference .....	33
Appendix 4 – Finance Audit and Risk Committee Terms of Reference.....	35
Appendix 4 – Performance and Remuneration Committee.....	37
Appendix 5 – Marketing and Fundraising Committee .....	39



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## INTRODUCTION

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Wanneroo Districts Netball Association (WDNA) was established in 1974 and is a not-for-profit volunteer organisation duly incorporated under the Associations Incorporations Act 2015 (WA).

The purpose of this Board Governance Charter is to establish an effective governance framework for WDNA 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 WDNA 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 WDNA 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 Association Manager (AM) and management team (WDNA staff). The Board aims to bring an independent and objective view to the organisation's decisions, provides guidance 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 strategy and performance objectives and monitoring the 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, and major projects;
- (g) ensuring good Board succession planning to govern the organisation.

**Overall Operations:**

- (a) selection and appointment of the AM, determining their conditions of service and remuneration, and monitoring their performance against established objectives;
- (b) appointing such Committees or Working Groups 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, Management 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 PRESIDENT

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### Roles and Responsibilities of the President

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

The specific functions and responsibilities of the President 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 AM 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 performance of the organisation and assessing the organisation's financial position;
- (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 Management team;
- (l) ensuring a clear structure for and the effective running of Board committees, including assisting with the selection of a nomination Committee for Board Nominations ;
- (m) establishing and maintaining an effective working relationship with the with Management team.

#### Outside the Boardroom:

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



## **ROLE OF THE VICE PRESIDENT**

### **Role and Responsibility of the Vice President**

During the term of his/her appointment, the Vice President will be required to:

- (a) chair Board meetings in the absence of the President;
- (b) liaise on a regular basis with the President in relation to strategic issues facing the organisation;
- (c) perform the role and functions of the President in the absence of the President for any reason, including a conflict of interest on matters being discussed at the board meeting;
- (d) attend meetings with the AM should this not be possible by the President;
- (e) attend, in an official capacity, WDNA functions, as required; and
- (f) speak on behalf of WDNA in an official capacity, as required.



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## ROLE OF THE ASSOCIATION MANAGER

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The AM 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 AM 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 co-ordinating operational plans to guide the implementation of the organisation's strategy in conjunction with the Board
- (d) developing budgets for approval at forward planning in conjunction with the Director of Finance and the Management team to be approved by the Board for the next Calendar year.
- (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 with Director of Risk & Compliance
- (g) overseeing the financial management of the organisation and ensuring the integrity of the organisation's financial reporting;
- (h) providing advice and timely, operational and financial reporting information to the Board;
- (i) developing, implementing and updating policies and procedures, in conjunction with the Board, 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 AM's Duty Statement provides further detail as to the role and responsibilities of the AM. The terms and conditions of the AM's appointment and the extent of the AM'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 WDNA 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 AM;
- (i) involvement with Board Committees/Working Groups; 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) always adhere to the values of the organisation 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 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 WDNA.

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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## BOARD CODE OF CONDUCT

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### 1. Purpose

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

### 2. Scope

This Code of Conduct applies to all members of the WDNA Board and Committees/Working Groups, including external appointees on Board Committees.

### 3. Ethical Principles

This Code of Conduct illustrates the obligations and behaviours expected of WDNA 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 WDNA and ensure that the organisation'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 WDNA and Board activities are in compliance with the WDNA Constitution, 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 organisation 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 WDNA.
- (d) endeavour to ensure that WDNA, at all times, complies with the laws governing its operations; and



- (e) not allow the association to incur a debt when the association is insolvent or there are reasonable grounds to believe the association will become insolvent.

**4.2.2 Board members should:**

- (a) undertake their duties with appropriate care and diligence;
- (b) deal honestly with WDNA'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 WDNA 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 a 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 and not disclose confidential information;
- (b) not make improper use of information acquired as a Board member;
- (c) not disclose, or allow to be disclosed, confidential information received during 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 respect 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 WDNA unless authorised by the President or AM to do so.**



4.5.4 Board members shall refrain from discussing any Board issue with WDNA staff unless specifically authorised by the Board to do so.

## 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 WDNA 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 WDNA policies, procedures or practices.
- 5.3 Board members should complete all induction and education programs required of 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 President.

## 5. Compliance Undertaking

All Board members must sign the following compliance undertaking:

*I agree to abide by this Code of Conduct, the WDNA 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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## RESERVED MATTERS

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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 Committees/Working Groups;
- (d) assessment of Board performance
- (e) AM appointment and succession planning;
- (f) management of conflicts of interest;
- (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 publication of reports and annual financial statements to members);
- (j) approval of payment of funds outside the AM's delegated authority.

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## DELEGATION OF AUTHORITY

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The Board delegates to the AM all of its powers necessary for managing the day-to-day business affairs and operation of the organisation. The AM 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 or Working Groups 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 2.



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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 upon 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 WDNA 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 WDNA 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 President 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 President 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 and in accordance with the Associations Incorporations Act 2015 (WA).

### 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 to Appendix 3).
- 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 WDNA 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 President the existence of any actual or potential conflict of interest that arises.
- 4.2 At each Board meeting the President 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 The WDNA AM 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 President.
- 4.5 The WDNA AM 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 President, where the AM 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 in order to comply with the requirements of the Associations Incorporation Act 2015 (WA).
- 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 WDNA; and
  - (b) states that those Board members are satisfied that the interest should not disqualify the Board member from voting or being present and that the requirements of the Associations Incorporation Act 2015 (WA) will be complied with.

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

- 6.1 The WDNA AM 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 the WDNA AM 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 WDNA, and to define associated responsibilities for WDNA'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 WDNA's financial performance, assets, reputation, people or the achievement of its objectives.

### 3. Policy

#### 3.1 Principles

- (a) 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.
- (b) 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*.
- (c) The Board will ensure that risk management is integrated into WDNA's corporate culture and business operations at a strategic, operational and project level.
- (d) The Board will be mindful of the need to achieve a balance between the costs of managing risk and the anticipated benefits.
- (e) The Board will ensure that risks are identified, reviewed and monitored on an ongoing basis.

#### 3.2 Responsibilities

- (a) 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.
- (b) The Board shall undertake appropriate risk reviews and design and implement appropriate risk management systems.
- (c) The Board shall appoint a Finance Audit and Risk Committee which shall be 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.
- (d) The AM 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 WDNA's Risk Management Plan and Risk Register.





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## **BOARD COMMITTEES/WORKING GROUPS (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 one-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 as 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 4 standing Committees, namely the:

- (a) Finance Audit and Risk Committee; and
- (b) Competitions Committee;
- (c) Marketing & Fundraising;
- (d) Performance and Remuneration Committee;

The Board may appoint ad hoc Committees 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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### Induction Package

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

Each new Board member will be provided with an induction package containing the following documents (save where not appropriate or reasonably available):

- (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, any associated funding and how they fit into the strategic direction of the organisation;
- (j) Minutes of six previous Board meetings;
- (k) Schedule of Board meetings and other key dates;
- (l) Overview and brief history of the organisation, including organisational chart;
- (m) Board and Elected Volunteer profiles; and
- (n) Contact details for Board members, staff and other key contacts

### Induction Program

The President and the AM 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 President and AM. 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:

- (a) duties, rights and responsibilities of Board members and the Board;
- (b) values and expectations of the Board;
- (c) meeting dates and process;
- (d) ongoing education and training;
- (e) the organisations objectives, strategy, culture and direction;
- (f) the process of decision making; and
- (g) contents of the induction package.



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

- (a) letter of appointment, accepting the terms outlined;
- (b) Board Code of Conduct; and
- (c) Conflict of Interest Disclosure form.

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

The AM will arrange for the new Board member to be introduced to Management.

### **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 members 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.

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Management will provide the Board with access to information regarding 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 President 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 President will conduct an informal appraisal with individual Board members on an annual basis. The President's annual appraisal will be conducted by Netball WA (NWA)

### **Performance of the Board**

The performance of the Board as a whole will be appraised through an agreed process to be managed by the President. 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:

- (a) self-assessment
- (b) confidential assessment questionnaires/surveys
- (c) confidential interviews/discussions
- (d) workshops
- (e) external facilitation
- (f) 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 this 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 President 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 will help individual members understand their strengths and weaknesses and can be used to assist in the identification of relevant professional development or training needs.

The President 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 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 President 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 President, 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 that it set itself for the year under review;
- (c) a review of the 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 President 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.

## ASSOCIATION MANAGER PERFORMANCE APPRAISAL

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



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

The performance of the AM 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 AM's position description, and as determined during the appraisal process. Performance measures may include both financial and operational indicators.

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

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

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



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## BOARD PROCESS

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### Meetings

A schedule of meetings for the coming year shall be annually agreed and distributed to each Board member in WDNA. Board meetings shall be held at regular intervals throughout the year at a venue determined by the President and Secretary and agreed by the Board.

Meetings generally shall be held on the Third Monday of every month at 6.30pm. Special meetings of the Board may be called by the President as required.

Board members shall receive a minimum of 7 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/Working Group meetings and key compliance activities/requirements. The WDNA AM shall set the agenda items for each Board meeting, in consultation with the Board and President 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 the AM 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 the WDNA AM 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 WDNA AM and President, with the input of individual Board members as required. Board papers shall be distributed at least on the Friday 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 AM. The AM is responsible for keeping minutes on behalf of the Board for all Board and Committee/Working Group meetings. All minutes of the Board meetings shall be drafted, proofed by the AM and circulated to members/attendees of the meeting for comment within 7 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 Wednesday 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/Working Group 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.





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## **MEDIA PROTOCOL**

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The President 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 President may involve members of the Board or the AM from time to time as required.

Where the President is on leave, then another Nominated Board member will be responsible for any public statements.

If approached for public comment, Board members should advise that the delegated authority of the WDNA Board for comment on WDNA matters is vested with the President.



## APPENDIX 1 - BOARD LETTER OF APPOINTMENT

<Date>  
<Name>  
<Address>  
<Address>

Dear <Name>

### APPOINTMENT TO WDNA BOARD

Following our recent discussions, I am pleased to confirm our invitation to you to join the WDNA Board as an appointed member.

<or>

Following your election at the Annual General Meeting held <date>, I am pleased to welcome you as an Elected member of the WDNA Board.

This letter sets out the basis of your appointment and provides relevant information regarding your position on the WDNA 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 election or appointment as a member of the Board is made in accordance with the WDNA Constitution.

You will hold office for an initial term of XX (x) 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 WDNA. You are eligible to, and it will be necessary for you to stand for election by the members at this Annual General Meeting. If elected, you will hold office for a term of 2 years, in accordance with the WDNA 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 President reasonable forewarning of your intention to resign or to not seek re-election where that is possible; and
- in accordance with the WDNA Constitution.

#### Role

Please refer to the WDNA 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 legal requirements;
- (g) monitoring of risks facing the organisation;
- (h) monitoring the performance of the AM;
- (i) involvement with Board sub-committees; and

Commented [RS1]: 5 year terms? This is long. 2 year rotational terms?



- (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 WDNA 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 meetings and any General Meetings of members, particularly the AAM. Currently that would typically comprise attendance at:

- WDNA scheduled Board meetings;
- WDNA General Meetings;
- One Annual General Meeting; 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:

- (a) Finance Audit and Risk Committee; and
- (b) Competitions Committee;
- (c) Marketing & Fundraising;
- (d) 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 WDNA Constitution, Governance Principles, Board Governance Charter and policies which govern the conduct of 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 President 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 WDNA Board member.

### **Induction**

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

You will receive an induction pack of information concerning WDNA which will include the WDNA 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 xx (AM?) if you have any queries in relation to the above.

Congratulations once again on your appointment.

Yours sincerely

President

.....

### **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 2 - DELEGATION OF AUTHORITY REGISTER

### DELEGATION OF AUTHORITY REGISTER

Delegation	Limit of Authority	Delegation Resolution Ref.
The Board delegates to the AM all of its powers necessary for managing the day-to-day business affairs and operation of the organisation.	The AM 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.	Board Charter
The AM 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 WDNA 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 \$1000.00 must be referred to the Board for approval.</li> <li>All AM compensation, outside of normal fortnightly remuneration, must be authorised by the President.</li> <li>All business-related expenses paid to the AM must be authorised by the President or Director of Finance.</li> <li>The AM shall not invest outside of the investment strategies approved by the Board.</li> </ul>	Board Charter
The Board has delegated authority to the Association Manager for administration of Board meetings.		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.		Board Charter

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



### APPENDIX 3 - 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 WDNA 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 WDNA 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: .....





## APPENDIX 4 – COMPETITION COMMITTEE TERMS OF REFERENCE

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### COMPETITION COMMITTEE TERMS OF REFERENCE

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#### 1. Purpose

The WDNA Board has established a Competition Committee (“Committee”) to assist the Board in fulfilling its responsibilities in relation to Competition.

#### 2. Role

The Committee is a standing committee formed by the WDNA Board. Its role is to assist the Board and the Director of Competitions in fulfilling their responsibilities in providing a competition for both Winter and Spring at WDNA. Such duties include:

- (i) being involved with the grading of teams into divisions for both Winter and potentially Spring;
- (ii) being available throughout the season for a minimum of one (1) timeslot to assist with running the Competition;
- (iii) providing written reports as requested; and
- (iv) provide ongoing support to the Director of Competitions as required.

#### 3. Scope of Authority

The Committee has no Board decision making responsibility but can make considered recommendations to the Board.

#### 4. Composition

- (a) The Director of Competitions shall be the Chair of the Committee.
- (b) The WDNA President or Vice President shall be an ex-officio member.
- (c) Committee members will cease to be a member if they:
  - (i) resign from the Committee or Board;
  - (ii) fail to attend 3 consecutive meetings without providing apologies to the Chair; or
  - (iii) breach confidentiality.
- (d) Any vacant positions will be filled by the WDNA Board.
- (e) 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**

- (a) The Committee will meet at least four times a year in line with Grading and Rounds of Competition and more frequently as required.
- (b) 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.
- (c) A quorum will consist of four Committee members.
- (d) The agenda for meetings shall be circulated to each member of the Committee and attendees, at least two working days prior to each meeting.
- (e) As necessary or desirable, the Chair may invite members or other external parties to be present at meetings.
- (f) Recommendations will be formed on the basis of consensus.
- (g) The Minutes of the Committee meetings shall be distributed to members and the AM within five (5) working days of the meetings..
- (h) From time-to-time reports and documents may be circulated to the Committee electronically for review and recommendation to the Board.

## **7. Reporting**

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



## APPENDIX 4 – FINANCE AUDIT AND RISK COMMITTEE TERMS OF REFERENCE

### FINANCE AUDIT AND RISK COMMITTEE TERMS OF REFERENCE

#### 1. Purpose

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

#### 2. Role

The Committee is a standing committee formed by the WDNA Board. Its role is to:

- (a) assist the Board in fulfilling its responsibilities by reviewing the:
  - (v) proposed annual operating budget;
  - (vi) financial information that will be provided to members and the public;
  - (vii) integrity and quality of the organisation’s financial statements;
  - (viii) systems, processes and controls that the Board have established to identify and manage areas of significant financial risk; and
  - (ix) 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 external auditors.

#### 4. Composition

- (f) The Committee shall comprise a minimum of two Board Members, as appointed by the Board.
- (g) The Board shall appoint a Chair of the Committee, who is not the President of the Board.
- (h) The WDNA President shall be an ex-officio member.
- (i) Committee members will cease to be a member if they:



- (iv) resign from the Committee or Board;
- (v) fail to attend 3 consecutive meetings without providing apologies to the President; or
- (vi) breach confidentiality.
- (j) Any vacant positions will be filled by the WDNA Board.
- (k) Committee composition shall be reviewed annually by the Board.

## **5. Chair**

The responsibilities of the Committee Chair include:

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

## **6. Meetings**

- (h) The Committee will meet at least four times a year in line with the Board's annual strategic planning, budget and financial reporting process, and more frequently as required.
- (i) 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.
- (j) A quorum will consist of three Committee members.
- (k) The WDNA AM, 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.
- (l) As necessary or desirable, the Chair may invite members or other external parties to be present at meetings.
- (m) Recommendations will be formed on the basis of consensus.
- (n) The WDNA AM will prepare and distribute the Minutes of the Committee meetings, as required.
- (o) 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 4 – PERFORMANCE AND REMUNERATION COMMITTEE

### PERFORMANCE AND REMUNERATION COMMITTEE TERMS OF REFERENCE

#### 1. Purpose

The WDNA Board has established a Performance and Remuneration Committee (“Committee”) to assist the Board in fulfilling its responsibilities regarding the performance evaluation and remuneration of Board members and paid staff. The Committee ensures that remuneration practices are fair, transparent, and aligned with the Association’s strategic objectives and values.

#### 2. Role

The Committee is a standing committee formed by the WDNA Board. It’s role is to:

- (d) In conjunction with the AM, oversee and review the performance evaluation process and remuneration for paid staff by:
  - (x) recommending performance objectives and key performance indicators (KPIs) for the paid staff;
  - (xi) monitor progress against agreed objectives and provide feedback to the Board mid-year and prior to Forward Planning;
  - (xii) assess and recommend salary adjustments, and other benefits based on performance outcomes, market benchmarks and legislation to the Board for consideration at Forward Planning;
  - (xiii) ensure remuneration frameworks support the attraction and retention of high-quality talent while maintaining financial sustainability.
- (e) In conjunction with the President, oversee and review the performance evaluation process for the AM and other Board members by:
  - a. recommend performance objectives and key performance indicators (KPIs) for the Board positions;

Commented [RS2]: and the AM?

#### 3. Scope of Authority

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

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:

- (c) with the prior approval of the Board obtain independent professional advice at the reasonable cost of the organisation; and
- (d) have direct access to the resources of the organisation, as it may reasonably require, including external Human Resources (HR) advice.
- (e) Maintain confidentiality and manage conflicts of interest in all deliberations.



#### 4. Composition

- (l) The Committee shall comprise a minimum of two Board Members, as appointed by the Board.
- (m) Committee members should have experience in governance, human resources or remuneration practices.
- (n) The Board shall appoint a Chair of the Committee, who is not the President of the Board.
- (o) The WDNA President shall be an ex-officio member.
- (p) Committee members will cease to be a member if they:
  - (vii) resign from the Committee or Board;
  - (viii) fail to attend 2 consecutive meetings without providing apologies to the President; or
  - (ix) breach confidentiality.
- (q) Any vacant positions will be filled by the WDNA Board.
- (r) Committee composition shall be reviewed annually by the Board.

Commented [RS3]: check 2 and not 3

#### 5. Chair

The responsibilities of the Committee Chair include:

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

#### 6. Meetings

- (p) The Committee will meet at least two times a year in line with the Board's strategic planning, and in preparation for the mid-year check in and end of year performance reviews, and more frequently as required.
- (q) 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.
- (r) A quorum will consist of two Committee members.
- (s) The WDNA AM, 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.
- (t) As necessary or desirable, the Chair may invite members or other external parties to be present at meetings.
- (u) Recommendations will be formed on the basis of consensus.
- (v) The WDNA AM will prepare and distribute the Minutes of the Committee meetings, as required.
- (w) 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 o



## **APPENDIX 5 – MARKETING AND FUNDRAISING COMMITTEE**

### **MARKETING AND FUNDRAISING COMMITTEE TERMS OF REFERENCE**

#### **1. Purpose**

The WDNA Board has established a Marketing & Fundraising Committee (“the Committee”) to assist the Board in fulfilling its responsibilities in relation to brand promotion, communications, partnership development, fundraising activities and member/stakeholder engagement.

#### **2. Role**

The Committee is a standing committee formed by the WDNA Board. It's role is to:

- (a) assist the Board by reviewing, advising on and supporting the implementation of WDNA's:
  - i. marketing and communications strategy;
  - ii. brand management and public image;
  - iii. sponsorship and partnership development plans;
  - iv. fundraising strategy, activities and campaigns;
- (b) promote consistent and effective communication with members, clubs, community partners and stakeholders;
- (c) identify and pursue opportunities to increase WDNA's revenue through sponsorships, grants, fundraising events and community partnerships;
- (d) ensure that fundraising activities comply with relevant legislation, organisational policies and ethical standards;
- (e) support the Association Manager (AM) and management team in delivering marketing outputs and fundraising initiatives aligned with WDNA's strategic objectives;
- (f) 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 external auditors.

#### **4. Composition**

- (a) The Committee shall comprise a minimum of two Board Members, as appointed by the Board.



- (b) The Board shall appoint a Chair of the Committee, who is not the President of the Board.
- (c) The WDNA President shall be an ex-officio member.
- (d) Committee members will cease to be a member if they:
  - (i) resign from the Committee or Board;
  - (ii) fail to attend 3 consecutive meetings without providing apologies to the President; or
  - (iii) breach confidentiality.
- (e) Any vacant positions will be filled by the WDNA Board.
- (f) 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**

- (a) The Committee will meet at least four times a year in line with the Board's annual strategic planning, budget and financial reporting process, and more frequently as required.
- (b) 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.
- (c) A quorum will consist of three Committee members.
- (d) The WDNA AM, 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.
- (e) As necessary or desirable, the Chair may invite members or other external parties to be present at meetings.
- (f) Recommendations will be formed on the basis of consensus.
- (g) The WDNA AM will prepare and distribute the Minutes of the Committee meetings, as required.
- (h) 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.

recommendations of the Committee as required.