

# Swimming WA Incorporated

## Board Charter

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## 1. Introduction

The Board of Swimming WA (SWA) “Board” is responsible to the Members of the Association for the strategy and performance of the Association in general. The Board is dedicated to fulfilling these duties professionally, with the utmost integrity and objectivity. As such, the Board actively pursues best-practice governance processes.

Good governance Policies and Procedures are crucial for ensuring that the Association is governed by the SWA Constitution and in the best interest of the Association. With this point in mind, the Board has decided to articulate and formalise the corporate governance framework within which the Board operates.

This document outlines the SWA Board’s Corporate Governance Policy in the form of a **Board Charter**, which is a written Policy document defining the respective roles, responsibilities and authorities of the Board, both individually and collectively, and of Senior Management in setting the direction, management and control of the Association. As such, it establishes the guidelines within which the Directors and Officers operate as they perform their respective roles. It does not constitute legal advice or act as a substitute for legal advice.

The purpose of this SWA Board Charter is to document the Policies upon which the Board has decided to meet its legal and other responsibilities. The Charter is structured by the Association’s view of a Corporate Governance Charter.

While good governance is acknowledged as an essential component of a successful Association, it is also recognised that it is contingent upon the context in which it is practised. Therefore, corporate governance needs to be an ongoing process, and as a result, this SWA Board Charter is a “living document.”

The SWA Board Charter will be regularly reviewed and updated to reflect changes in the legal framework within which the Association operates and amendments and developments in the SWA Board Policies and relevant governance documents. It is the responsibility of the Board to ensure that the Chief Executive Officer (CEO) collaborates with the Board regarding any changes and updates and that the SWA Board Charter is kept current and, reviewed and amended annually. Nothing in this Charter conflicts with the SWA Constitution.

If such a conflict occurs, the Constitution shall prevail.

## Part A – Defining Governance Roles

### 2. The Role of the SWA Board

The SWA Board is ultimately responsible for all matters relating to the leadership of the Association.

The SWA Board's role is to govern the Association rather than manage it. In governing the Association, the Board must act in its best interests. The CEO manages the day-to-day administration of the Association in accordance with the board's strategic directions and delegations, and the Board is responsible for overseeing the administration's activities in delivering these strategic duties.

The SWA Board has the final responsibility for the successful operations of the Association. It is responsible for and has the authority to determine all matters relating to the Association's policies, practices, management and operations. It is required to do all things that may be necessary to carry out the objectives of the Association. In carrying out its governance role, the main task of the Board is to drive the performance and strategic direction of the Association. The Board must also ensure that the Association complies with all its contractual, statutory, and any other legal obligations, including the requirements of any regulatory body.

The SWA Board has adopted the Australian Sports Commission Governance Principles as its guiding framework for operation.

### 3. Board Composition

The structure of the Board, as set out in Rule 20 of the SWA Constitution, is as follows:

The Board members comprise:

- a) no more than five (5) ordinary (elected) Board members.
- b) Between two (2) and four (4) (appointed) Board members.

A casual vacancy shall be filled by Rule 27. When considering filling a casual vacancy, the SWA Board should consider the prospective candidate's performance and capacity to enhance the skills and experience mix required by the Board.

#### 3.1 Office Holders

The following are the office holders of the Association:

- a) the President;
- b) the Vice-President;

As per Rule 23.1, the elected President will hold office for the balance of their current term as Director. If the current President is not re-elected at an annual general meeting (AGM), to ensure the President position is not vacant, it is recommended that the board briefly meet immediately following the AGM to elect the President.

### 4. Succession Planning

Succession planning is the series of actions to plan and manage the turnover of Board Members and enable the filling of positions created by unplanned departures while causing minimal disruption to the board's activities.

The SWA Board will systematically review its structural requirements and plan for suitable individuals to

succeed in specific roles. It is recommended that the President and Vice President implement an arrangement where these individuals resign from office one year before the cessation of their final eligible term to aid in the transition for the new office bearer.

## 5. The Role of the SWA Board

The Board is accountable to its members for the overall performance of SWA.

Essential responsibilities include: -

- Strategic Direction – setting the strategies, goals, action plans, policies and performance targets to meet stakeholder expectations;
- Resources – allocating to management the resources to achieve the strategic direction, including budget, staff, systems and tools;
- Performance – monitoring performance against strategies and plans, including acting to leverage opportunities or addressing weaknesses within the external operating environment;
- Compliance – ensuring there are adequate processes in place to comply with any statutory obligations, legal and accounting requirements;
- Risk – ensuring that the risks to which the Institute is exposed are identified and that suitable processes are in place to manage or mitigate those risks.
- Accountability – reporting progress to stakeholders, most notably the members of SWA and
- Conduct – setting the tone for organisational behaviour by acting ethically, modelling the correct values, adhering to the Code of Conduct (Appendix 1) and requiring management and staff to do the same.

When acting as a member of the Board, a person is obliged to act in the interests of SWA as a whole in relation to performing any functions or exercising any powers as a member of the Board.

## 6. The Role of SWA Board Members

The role of a Board Member is to:

- Actively participate in the governance of SWA, including by contributing to the following critical Board tasks:
  - Determining SWA's overall direction and development through good governance and precise strategic planning.
  - Maintaining sound financial and risk management of SWA's resources, ensuring expenditure is in line with SWA's objectives,
  - Developing and reviewing SWA's aims, objectives and goals by the constitution and legal and regulatory guidelines.
  - Ensuring SWA and its representative's function within the appropriate legal and regulatory framework and in line with the constitution, striving for best practices in governance.
- Act in the best interests of SWA, its members and stakeholders.
- Assist in the development of broad policies to govern SWA.
- Uphold the fiduciary duty invested in the position of SWA Board Member, undertaking duties in a way that adds to public confidence and trust in SWA.
- Adhere to the Code of Conduct and all other policies of SWA.
- Declare and avoid conflicts of interest.
- Attend meetings fully prepared to contribute to the business of the Board, including the necessary pre-reading of meeting documents.
- Add value collectively to the Board and as an individual Board Member by contributing to Board discussions in a spirit of collegiality and by listening to and respecting the views of other Board Members.

- Understand their role as Board Members and accept that they cannot direct staff or interfere in the performance of the responsibilities exercised by the CEO.
- Participate in periodic Board assessments and contribute to the continuous improvement of the Board.
- Utilise their skills and experience for the benefit of SWA.
- Promote SWA on all appropriate occasions through appropriate vehicles.
- Support and promote the policies and decisions of SWA.
- Support and promote SWA and its values in all public forums.

## 7. The Role of the President

The President is responsible for leading the Board and facilitating constructive contributions by all members to ensure the Board functions effectively in discharging its duties. One of the core competencies of a President/Chair is ensuring that Board meetings are efficient and effective.

In addition to the above, as outlined in the Constitution, the President is responsible for: -

- leading and directing the activities of the Board;
- setting the Board agenda in consultation with the CEO;
- conducting Board meetings and other business;
- ensuring the efficient and effective operation of the Board;
- Be the main point of contact between the SWA Board and the CEO;
- leading and promoting a positive and engaging Board culture;
- acting as the principal spokesperson for SWA; and
- working with the CEO to oversee the performance of SWA.

## 8. Conflicts of Interest and Related Party Transactions

### 8.1 Conflicts of Interest

SWA Board Members must disclose to the Board actual or potential conflicts that may or might reasonably be thought to exist between the interests of the Board Member and the interests of the Association.

SWA Board Members are to declare and manage conflicts of interest, as per the SWA Conflict of Interest Policy.

### 8.2 Related Party Transactions

Related party transactions include any financial transaction between an SWA Board Member or Officer and the Association, which will be reported in writing to each Board Meeting. The Board has resolved that where a related party makes applications to a Board Member of the Association, the Board Member shall exclude himself/ herself from the approval process.

Related party for this process means:

- a) A spouse or de facto spouse of the SWA Board Member or
- b) A parent, son or daughter of the SWA Board Member or their spouse or de facto spouse; or
- c) An entity over which the SWA Board Member or a related party defined in (a) or (b) has a controlling interest.

The CEO will maintain a Register of Related Parties Transactions and the Conflicts of Interest Register.

### 8.3 Hospitality and Gifts

While the Association recognises the need from time to time to give or accept customary business courtesies by ethical business practices, SWA Board Members will not solicit such courtesies. They will not accept gifts, services, benefits or hospitality that might influence, or appear to influence, the Board Member's conduct in representing the Association.

#### **8.4 SWA Employee Contact**

When there is a requirement to discuss Association business with or give instructions to staff of the Association, the Board Member should communicate through or in the presence of the CEO or Senior Management.

The CEO is responsible for staff, and each Board Member is responsible for ensuring that the CEO fulfils his/her duties in relation to staff.

### **9. The Role of the Chief Executive Officer**

The CEO and other employees of SWA are responsible for the company's day-to-day operations. The CEO operates under delegated authority from the Board and implements the board's policies and strategies.

The CEO is the primary link between the Board and SWA and is responsible for: -

- Managing the day-to-day operations of SWA, including operational, administrative and marketing functions;
- Supporting the Board in the development of its goals, strategies, and policies by the provision of advice;
- Advising the Board on matters of corporate governance;
- Implementing the strategic direction, performance, risk and compliance initiatives set by the Board and other decisions;
- Communicating Board decisions, policies and priorities to staff and presenting SWA reports, submissions and budgets to the Board;
- Employment and management of staff;
- Reporting to the Board at least bi-monthly the organisation's activity and operations;
- Representing SWA at official events and functions;
- Proactively seeking out business development and partnership opportunities;
- Managing media attention and comment in consultation with the President;
- Developing and managing meaningful relationships with stakeholders;
- Ensuring all marketing efforts maintain the integrity of the SWA brand;
- Ensuring all marketing communications are professional and accurate;
- Regularly evaluating and reporting to SWA Board on the effectiveness of the day-to-day operations;
- Adhering to the code of conduct and all other policies of SWA; and
- Declaring and avoiding conflicts of interest by SWA's Conflict of Interest Policy

## Part B –SWA Board Functions

### 10. The SWA Board and Strategy

An essential function of the SWA Board is to monitor the Association's performance in implementing its strategy and overall operational performance. This will be done on an annual basis. The Board will meet annually to review its operations and achievements during the year and critically appraise the achievement of its objectives and the performance of Senior Management and the Board.

The SWA Board will review and adopt a strategic plan at least once every four (4) years. The CEO will prepare an operational plan based on the strategic plan, including an annual budget to enable SWA to meet its objectives.

#### 10.1 Budget Management

An annual budget will be developed in consultation with the Finance, Audit and Risk Committee and submitted for Board approval. The Board will monitor performance against budget targets at least quarterly.

#### 10.2 Risk Management

The Board will ensure that an appropriate system of risk oversight and internal controls is in place for SWA. The CEO will regularly report to the Board on matters of risk at Board meetings.

### 11. Compliance

The SWA Board oversees, reviews and ensures the integrity and effectiveness of the Association's compliance system.

### 12. Delegation of Authority

SWA Board Members are responsible for any delegation of their responsibilities regarding Association operations, as outlined in the SWA Financial Management and Delegation Policy.



## Part C – SWA Board Process

### 13. Board Meetings

SWA Board Meetings are a fundamental component of governance processes. Each Board Meeting is critical, as it is the foremost opportunity for Board Members to:

- a) Obtain and exchange information with the Administrative team;
- b) Obtain and exchange information with each other; and
- c) Make decisions.

The SWA Board Meeting agenda is equally important because it shapes the information flow and subsequent discussion.

The SWA Board will meet at least ten (10) times yearly. Where Board and Committee Meetings are scheduled for the same month, where possible, Committee Meetings will precede the Board Meeting by at least one (1) week to allow the circulation of the Minutes of the Committee Meeting before the Board Meeting.

A quorum of Board Members (50% of current Directors) must be present at each meeting. Remote attendance via electronic means is acceptable.

Decisions arising at the SWA Board Meetings are to be decided by a majority of votes of the Board Members present.

If a Board Member is absent for three (3) consecutive meetings without first notifying the President of their absence, is in breach of their obligations and may be removed from the Board, subject to a decision by the Board.

#### 13.1 Meeting Cycle

To assist the smooth running of SWA Board processes, the Board has adopted an indicative monthly cycle. The indicative cycle gives Board Members seven (7) days to review the agenda and the Board papers to save valuable time at Meetings by being prepared for discussion and allowing them to seek clarification or further information in advance on ambiguous items.

Under normal circumstances, Board Meetings shall follow the following monthly cycle:

Item	Day
Draft Agenda prepared by the CEO and EA	-12
CEO updates Actions arising from the previous Meeting	-7
CEO reviews the proposed Agenda with the President	-7
SWA Board Papers and Agenda are finalised	-7
All SWA Board Papers are circulated to Board Meeting attendees	-7
SWA Board Meeting	0
Draft Minutes sent to the CEO by EA for amendments	3 to 5
Draft Minutes sent to Board Members	6 to 10

All days indicated are calculated about the SWA Board Meeting day (day zero).

#### 13.2 Conduct of Meeting

The President shall determine the degree of formality required at each meeting while maintaining the decorum of such meetings. As such, the President will:

- a) Ensure that all SWA Board Members are “heard”;
- b) Retain sufficient control to ensure that the authority of the President is recognised and that all communications are through the President. This may require a degree of formality to be introduced if this is necessary to advance discussion;
- c) Take care that the decisions are properly understood and well recorded;
- d) Allocate a time limit (for example, 15 minutes for an important issue) to each Agenda item to ensure that discussion and debate are assigned to the most important issues on a precedence basis.
- e) Ensure that decisions and debates are completed with a formal resolution and record of the conclusions reached. All motions that result in a resolution should be read back to confirm that the motion as put is grammatically correct with regards to intent and outcome.

### **13.3 Circular Resolutions**

A Circular Resolution may be passed as outlined in Rule 31 of the Constitution. It may be passed when the majority of the Directors entitled to vote on it sign a document stating they are in favour of it.

Any written Resolution or Circular Resolution must be formally noted within the Minutes of the following official Board Meeting.

### **13.4 Information between Meetings**

The SWA Board shall decide the boundaries of additional information sent out by the CEO between meetings, other than the agenda, and should typically only cover such information of substance that directly impacts the integrity and good governance of the Association.

## **14. SWA Board Papers**

### **14.1 Preparation and Circulation of Board Papers**

The CEO is responsible for the preparation and circulation of SWA Board papers. Suppose a Board paper relates to a matter in which there is a known conflict of interest with a particular Board Member. In that case, the relevant Board paper may be removed by the CEO, on the instructions of the President, from the set of Board papers sent to the Board Member. In the case of the President having a Conflict of Interest, the Vice-President will guide the CEO's final decisions on forwarding Board Papers to the President.

### **14.2 Retention of Board Papers**

The CEO maintains a complete set of SWA Board Papers at the Association's main offices. However, individual Board Members may retain their own Board Papers securely.

## **15. SWA Board Minutes**

Minutes are to be a sufficient record of discussion that appropriately details the decision/s and matters discussed at a SWA Board Meeting. Minutes will contain a summary and reference to relevant Board papers tabled, plus any official resolutions/decisions adopted by the Board Members. Individual votes of the Board shall not be registered, but rather that the Board resolved to accept or reject the motion or decision.

## Part D – Board Effectiveness

### 16. Indemnity and Insurance

SWA Board Members are entitled to an indemnity under a Directors' and Officers' Liability Policy that can reasonably be procured and maintained by SWA. Board Members are entitled to receive a copy of the policy upon request.

### 17. SWA Board Evaluation

#### 17.1 Evaluation Process

The SWA Board considers evaluating its performance as fundamental to establishing a culture of performance and accountability using an appropriate evaluation process.

#### 17.2 SWA Board Evaluation

The SWA Board considers the ongoing development and improvement of its performance critical input to effective governance. As a result, the Board will undertake an annual review of its performance. The review assesses the Board against a range of measures that include Board structure, purpose, behaviour, culture, and performance. In addition to this overall Board evaluation, individual Directors will self-assess their competencies and skills.

#### 17.3 SWA Board Committee Evaluation

At the end of each year, the SWA Board reviews the performance of the Association's Committees and itself against set expectations. Based upon the review, Committees are provided with feedback on their performance. The review results are a key input into the expectations set by the Board.

#### 17.4 CEO Evaluations

The CEO of the Association is subject to an annual performance review. The review will be conducted on the anniversary of the CEO's engagement.

At each performance evaluation, the CEO will establish a set of performance Key Performance Indicators (KPIs) with the SWA Board. These KPIs are aligned with overall business goals and the Association's requirements of the position. The Board will sign off on the agreed KPIs. An informal assessment of progress may be carried out at six (6) month intervals. All evaluations shall form part of any salary progression criteria for the CEO.

### 18. SWA Board Member Induction

A new SWA Board Member will undergo an induction process in which they will be given a full briefing on the Association. Information conveyed to the new Board Member will include:

- a) List and contact details of all SWA Board Directors;
- b) SWA Constitution;
- c) Minutes of SWA Board meetings of the last three (3) meetings;
- d) SWA Annual Budget;
- e) SWA Board Policies;
- f) SWA Board Charter;
- g) SWA Risk documents;
- h) Verification of Directors & Officers Liability (or equivalent) Policy

## APPENDIX 1: SWA Board Members Code of Conduct & Ethics

As a Member of the SWA Board, Board Members are required to comply with the Code of Conduct and meet the following standards of Conduct:

- a) The Member should act honestly, in good faith and in the best interests of the Association as a whole;
- b) The Member has a duty to use care and diligence in fulfilling the functions of the office and exercising the powers attached to that office;
- c) The Member shall use the powers of office for a proper purpose in the best interests of the Association as a whole;
- d) The Member should not make improper use of information acquired as a Board or Committee Member;
- e) The Member should not take improper advantage of the position of a Board or Committee Member;
- f) The Member should properly manage any conflict with the interests of the Association;
- g) The Member must be independent in judgment and actions and take all reasonable steps to be satisfied as to the soundness of all decisions taken by the CEO;
- h) Confidential information received by the Member in the course of the exercise of directorial duties remains the property of the Association from which it is obtained, and it is improper to disclose it or allow it to be disclosed unless that disclosure has been authorised by the Association, or the person from whom the information is provided, or is required by law;
- i) The Member shall not engage in conduct likely to discredit the Association;
- j) The SWA Board Member must always comply with the law's spirit and letter and this Code's principles.
- k) The Member shall make decisions and engage in conduct that aligns with the SWA Values.

To maintain Member confidence in the integrity of the SWA Board Members, they must exhibit the highest ethical standards in carrying out their duties. SWA Board Members must pursue and be seen to pursue the best interests of the Association and its Members. Board Members must perform their duties impartially, with professionalism, objectivity, and integrity.

## APPENDIX 2: Contents of Board Director's Letter of Appointment - Template

Dear *Name*

### **Appointment to the Swimming WA Incorporated (SWA) Board**

Following our recent discussions, I am pleased to confirm your appointment to the Swimming WA Board as an Appointed Board Director.

[or]

Following your election at the Annual General Meeting held on [date], I am pleased to welcome you as a Member Elected Director of the Swimming WA Board.

[or]

Following our recent discussions, I am pleased to confirm your appointment to the Swimming WA Board to fill a casual vacancy.

This letter sets out the basis of your appointment and provides relevant information regarding your position on the Swimming WA Board. To finalise your appointment, please sign and return the attached copy of this letter.

### **Term of Appointment**

Your appointment as a Board Appointed Board Director is made in accordance with the Swimming WA Constitution.

You will hold office for a term of two years from [date] to the conclusion of the two (2) year period.

[or]

You have been elected by the Members of Swimming WA and will hold office from [date] to the conclusion of the second 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 Swimming WA. To continue your appointment after that time, you are eligible to, and it will be necessary for you, to stand for election by the Swimming WA Members at that Annual General Meeting for a term of two (2) years, in accordance with the Swimming WA Constitution.

You may cease to hold office:

- By written notice of resignation given at any time. However, it would be desirable that you gave the Chair reasonable forewarning of your intention to resign or to not seek re-election when your term otherwise expires and
- In accordance with the Swimming WA Constitution.

### **Time Commitments**

Expectations of a Director include a commitment to attending scheduled Board and related meetings. Currently, that would typically comprise attendance at:

- 10 scheduled Board meetings
- One Annual General Meeting
- Board Committee meetings, which occur from time to time. If you are appointed as a Chair of any Board Committee, you may expect a further call on your time to fulfil that role.

In addition, you will be expected to devote appropriate 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 can allocate sufficient time to meet these expectations. Should you have any commitments with a significant time commitment attached that could intrude upon your availability, you should inform the Chair of the Board.

## **Board Committees**

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

- Finance, Audit & Risk Committee
- Governance Committee
- Nomination Committee
- Honours & Awards Committee

You may be asked to serve on one or more of these Committees. Occasionally, the Board may establish other Committees or working groups for a particular purpose.

Committee membership is reviewed annually.

## **Role**

Please refer to the Swimming WA Governance Charter, which details the role of the Board and outlines the processes in carrying out its role. As a Board Director, you will be expected to play your role 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 the 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 CEO;
- i) Involvement with Board committees; and
- j) Identifying skills required by the Board and considering potential candidates.

You have a duty to understand the organisation, its operating environment, and its financial position and apply your expertise and skill to the organisation's best interests. You are also expected to familiarise yourself with your legal duties as a Board Director and the obligations and behaviours expected of you, as set out in the SWA Board Directors' Code of Conduct & Ethics, which you will be required to sign and return.

## **Governance Framework**

You should familiarise yourself with the SWA Constitution, Board Charter, and policies, which govern the conduct of the Board Directors and set out the board's processes, values, and standards.

## Meeting Documents

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

All SWA Board documents are provided electronically and are stored through SharePoint.

## 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 Director, 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 the existence of any actual or potential conflict of interest.

Disclosure of interests is a continuing obligation. You should familiarise yourself with the SWA Conflict of Interest Policy. You will be asked to complete and return a Conflict of Interest Disclosure Form to declare any personal interests that are or could be perceived as, a conflict of interest in undertaking your duties as a SWA Director.

## Induction

SWA will provide you with the following documents via SharePoint:

- Organisation Structure
- SWA Constitution
- SWA Strategic Plan
- Swimming WA Values
- Key Swimming Australia policies, e.g. Member Protection Policy
- Board Charter
- Relevant Board policies, codes and protocols, including the Board's Annual Calendar
- Annual Reports for the last three (3) years
- Management accounts & management reports over the last 3 months
- Current year objectives, strategic plan and budget
- Copies of Board minutes from the last 3 months
- Copies of internal audit reports and the auditors' management letters addressing issues relating to internal controls and signing off the year-end accounts over the last 12 months
- Association Risk Management documentation

Please ensure a full CV, contact details and photo ID are provided to SWA before commencing your induction.

## Continuous Improvement and Appraisal

You agree to participate in:

- Continuous education or improvement programs from time to time as determined by the Board as being appropriate for Board Directors; and
- Processes of review of individual Board Directors, Board and Committee performances as may be determined to be appropriate from time to time by the Board.

## Insurance & Indemnity

SWA provides Management Liability insurance up to an aggregate limit of liability of \$10m, purchased as part of Swimming Australia's annual insurance program.

SWA indemnifies you against any claims or losses, including legal fees incurred in defending any legal action incurred whilst acting in good faith as a Director of SWA.

**Confidentiality**

You are asked to respect the confidentiality of the content of Board papers, discussions, decisions and related correspondence, and you must not make improper use of information acquired as a Board Director. You are expected to abide by the confidentiality requirements outlined in the SWA Board Code of Conduct & Ethics.

We look forward to welcoming you to the SWA Board. Please feel free to contact me or the CEO if you have any queries in relation to the above.

Congratulations once again on your appointment.

Yours sincerely,

**President**

**Swimming WA**

Confirming acceptance of the terms outlined in this letter.

Name: \_\_\_\_\_

Signature: \_\_\_\_\_



## APPENDIX 3: SWA Finance, Audit and Risk Committee – Terms of Reference

### 1. Purpose

The Swimming WA (SWA) Finance, Audit and Risk Committee (the Committee) is established by the Board in accordance with the Swimming WA Constitution and will provide Swimming WA with a financial oversight that enhances the performance of the Board and form part of the risk mitigation strategy for the Association.

Appendix A sets out the committee's duties and responsibilities. The committee's existence does not imply the fragmentation or diminution of the board's role.

### 2. Authority

The Board authorises the Committee, within the scope of their duties and responsibilities set out in this Terms of Reference to:

- perform the activities required to address its responsibilities and make recommendations to the Board;
- require attendance by specified personnel at meetings as appropriate, with such attendance enforced by the Board; and
- have unrestricted access to management, employees, and information it considers relevant to its responsibilities under these Terms of Reference.

The Board does not authorise the Committee to commit to expenditure or enter into contractual agreements on behalf of Swimming WA without a specific instrument of delegation.

### 3. Membership

The Committee shall comprise at least three (3), and not more than five (5), members. At least one member of the Committee shall be an independent individual. At least one member of the Committee shall be a Swimming WA Board member. At least one member with CPA or equivalent qualifications. The Board, usually on the recommendation of its Nominations Committee, will appoint Committee members.

The Board may remove or replace any member at any time. The terms of all independent committee members shall be two (2) years. The term of all Board members shall be one (1) year. Committee members may be reappointed.

The Swimming WA President is precluded from being a member of the Committee.

### 4. Ex-officio Committee Membership

The Chief Executive Officer (CEO) maintains a position as an ex-officio committee member and, as such, is privy to all committee documents, papers, and communications relevant to the committee's work. The CEO has the right to discuss and debate all committee matters but does not hold a vote and is not included in the count when determining the number needed for a quorum.

### 5. Chairperson

The Board shall appoint one of the Committee members to be the Committee Chairperson. The Chairperson must be a member of the Board.

The Committee Chairperson shall chair the meetings of the Committee and set its agendas. Should the Committee Chairperson be absent from a meeting, the Committee Members present must appoint a

Chairperson for that particular meeting.

## **6. Meetings**

The Committee should meet at least six (6) times per year and participants may attend by video conference and/or teleconference. Committee Members shall declare any conflict of interest before the commencement of each meeting.

## **7. Meeting Attendance**

The Committee Chairperson may invite any person to attend meetings of the Committee, but not necessarily for the full duration of the meeting. Invitees may take part in the business of, and discussions at, the meeting but have no voting rights.

## **8. Quorum and Voting**

A quorum must consist of more than half of the members of the Committee.

Matters will be decided by consensus, or if consensus is not achievable, then by a majority of votes of members present. The Committee Chairperson shall not have a second or casting vote.

## **9. Dispute Resolution**

If an impasse is met and cannot be resolved through the Committee, the issue is to be referred to the Board for resolution or action.

## **10. Discipline**

All Committee Members shall be subject to the Swimming Australia Code of Conduct and shall maintain confidentiality relating to the Committee's business. Breaches of the Code of Conduct or confidentiality shall result in the Committee Member being stood aside from participation as a Member of the Committee until the Board can deal with the matter under Swimming WA Policy.

## **11. Secretariat Duties**

The CEO will facilitate administrative support to the Committee by developing and distributing agendas, papers, minutes and reports for circulation to Committee members, attendees and invitees. Agendas are to be provided at least three (3) working days prior to each meeting.

## **12. Minutes**

Minutes must be prepared, approved by the Chair and then circulated to the members within seven (7) working days of a meeting. After the Committee Chairperson has given preliminary approval, the draft minutes are circulated to all Committee members. The minutes must be ratified at the next Committee meeting.

A summary of all out-of-session decisions shall be recorded in the minutes of the next scheduled Committee meeting.

## **13. Conflicts of Interest**

Committee members will be invited to disclose conflicts of interest at the commencement of each meeting. Ongoing conflicts of interest need not be disclosed at each meeting once acknowledged. Where members or invitees are deemed to have a real or perceived conflict of interest, they will be excused from Committee

discussions on the issue where a conflict exists.

## 14. Reporting

The Committee will provide minutes to the board subsequent to each Committee meeting.

## 15. Reviews

The Committee will review its performance on an annual basis. The review may be conducted as a self-assessment and will be coordinated by the Chair. The assessment may seek input from any person or group.

The Board shall review and evaluate these Terms of Reference at least every two (2) years to ensure that it remains consistent with the intended objective and responsibilities, conforms to legislative requirements, established Association policies and best practice.

The Committee Terms of Reference may only be amended by the Board of Directors of Swimming WA.

## 16. Version Control

Version	Issue Date	Approved By	Approval Date	Review Date
1.0	4 Sept 2010	SWA Board	September 2010	September 2012
2.0	4 June 2012	SWA Board	June 2012	September 2014
3.0	16 Nov 2015	SWA Board	November 2015	September 2017
4.0	1 Nov 2017	SWA Board	November 2017	September 2019
5.0	17 Dec 2020	SWA Board	December 2020	September 2022
6.0	15 June 2021	SWA Board	June 2021	June 2023
7.0	July 2022	SWA Board	July 2022	June 2024
8.0	October 2023	SWA Board	October 2023	September 2025
9.0	October 2024	SWA Board	November 2024	October 2026

## APPENDIX A – Duties and Responsibilities

In assisting the Board in fulfilling their responsibilities, the duties of the Committee are to:

### Financial Reporting

- monitor the integrity of the financial statements of Swimming WA including.
- review the application of significant accounting policies and any changes to them
- assess whether Swimming WA has adopted appropriate accounting policies and made appropriate estimates and judgements, taking into account the external auditor's views on the financial statements
- assess whether Swimming WA has adopted appropriate financial processes and procedures of the organisation
- review the proposed annual budget, assessing alignment to strategic and business plans and appropriateness of underlying assumptions before recommending it to the board
- review the organisation's monthly financial reports, making recommendations to the board as required
- review the appropriateness and compliance of the organisation's internal control systems
- monitor the solvency of the organisation and raise any concerns to the board's immediate attention

### External Audit

- review the audited annual financial statements before their presentation to the board, to ensure they represent a true and fair view of the organisation's financial position and performance and the organisation's cash flow
- periodically review the appointment or removal, terms of engagement and remuneration of the external auditor
- assess annually the independence of the external auditors.
- review the findings of the audit with the external auditor. This shall include but not be limited to, the following:
  - a discussion of any major issues which arose during the audit;
  - the auditor's explanation of how the risks to audit quality were addressed;
  - key accounting and audit judgements;
  - the auditor's view of their interactions with senior management; and
  - levels of errors identified during the audit.
- review the adequacy and effectiveness of accounting and financial controls and any issues the external auditors wish to raise

### Risk Management

- review and monitor SWA's risk appetite statement
- review and assess the design, completeness and effectiveness of the risk management framework relative to SWA's activities including those that would threaten its business model, future performance, solvency or liquidity
- review the effectiveness of risk reporting (including timeliness and risk events)
- monitor compliance with applicable laws, regulations, standards, contracts and best practice guidelines
- review the level and type of insurance coverage for the organisation and make recommendations to the Board as required.

### Board requests

- Perform any other duty or undertaking that the Board may request from time to time.

## Reporting

- The Committee chairperson will report to the Board on the Committee meetings regarding all relevant matters and appropriate recommendations in a written report (with supporting material) for noting or approval by the Board.

## APPENDIX 4: SWA Governance Committee – Terms of Reference

### 1. Purpose

The Swimming WA (SWA) Governance Committee (the Committee) is established by the Board in accordance with the Swimming WA Constitution and will provide Swimming WA with a framework of governance that enhances the performance of the Board and forms part of the risk mitigation strategy for the Association.

Appendix A sets out the committee's duties and responsibilities. The committee's existence does not imply the fragmentation or diminution of the board's role.

### 2. Authority

The Board authorises the Committee, within the scope of their duties and responsibilities set out in this Terms of Reference to:

- perform the activities required to address its responsibilities and make recommendations to the Board;
- require attendance by specified personnel at meetings as appropriate, with such attendance enforced by the Board; and
- have unrestricted access to management, employees, and information it considers relevant to its responsibilities under these Terms of Reference.

The Board does not authorise the Committee to commit to expenditure or enter into contractual agreements on behalf of Swimming WA without a specific instrument of delegation.

### 3. Membership

The Committee shall comprise at least three (3), and not more than five (5), members. At least one member of the Committee shall be an independent individual. At least one member of the Committee shall be a Swimming WA Board member. The Board, usually on the recommendation of its Nominations Committee, will appoint Committee members.

The Board may remove or replace any member at any time. The terms of all independent committee members shall be two (2) years. The term of all Board members shall be one (1) year. Committee members may be reappointed.

### 4. Ex-officio Committee Membership

The Chief Executive Officer (CEO) maintains a position as an ex-officio committee member and, as such, is privy to all committee documents, papers, and communications relevant to the committee's work. The CEO has the right to discuss and debate all committee matters but does not hold a vote and is not included in the count when determining the number needed for a quorum.

### 4. Chairperson

The Board shall appoint one of the Committee members to be the Committee Chairperson. The Chairperson must be a member of the Board.

The Committee Chairperson shall chair the meetings of the Committee and set its agendas. Should the Committee Chairperson be absent from a meeting, the Committee Members present must appoint a Chairperson for that particular meeting.

## 5. Meetings

The Committee should meet at least 4 times per year and participants may attend by video conference and/or teleconference. Committee Members shall declare any conflict of interest before the commencement of each meeting.

## 6. Meeting Attendance

The Committee Chairperson may invite any person to attend meetings of the Committee, but not necessarily for the full duration of the meeting. Invitees may take part in the business of and discussions at the meeting but have no voting rights.

## 7. Quorum and Voting

A quorum must consist of more than half of the members of the Committee.

Matters will be decided by consensus, or if consensus is not achievable, then by a majority of votes of members present. The Committee Chairperson shall not have a second or casting vote.

## 8. Dispute Resolution

If an impasse is met and cannot be resolved through the Committee, the issue is to be referred to the Board for resolution or action.

## 9. Discipline

All Committee Members shall be subject to the Swimming Australia Code of Conduct and shall maintain confidentiality relating to the Committee's business. Breaches of the Code of Conduct or confidentiality shall result in the Committee Member being stood aside from participation as a Member of the Committee until the Board can deal with the matter under Swimming WA Policy.

## 10. Secretariat Duties

The CEO will facilitate administrative support to the Committee by developing and distributing agendas, papers, minutes and reports for circulation to Committee members, attendees and invitees. Agendas are to be provided at least three (3) working days prior to each meeting.

## 11. Minutes

Minutes must be prepared, approved by the Chair and then circulated to the members within seven (7) working days of a meeting. After the Committee Chairperson has given preliminary approval, the draft minutes are circulated to all Committee members. The minutes must be ratified at the next Committee meeting.

A summary of all out-of-session decisions shall be recorded in the minutes of the next scheduled Committee meeting.

## 12. Conflicts of Interest

Committee members will be invited to disclose conflicts of interest at the commencement of each meeting. Ongoing conflicts of interest need not be disclosed at each meeting once acknowledged. Where members or invitees are deemed to have a real or perceived conflict of interest, they will be excused from Committee discussions on the issue where a conflict exists.

### 13. Reporting

The Committee will provide minutes to the board subsequent to each Committee meeting.

### 14. Reviews

The Committee will review its performance on an annual basis. The review may be conducted as a self-assessment and will be coordinated by the Chair. The assessment may seek input from any person or group.

The Board shall review and evaluate these Terms of Reference at least every two (2) years to ensure that it remains consistent with the intended objective and responsibilities, conforms to legislative requirements, established Association policies and best practice.

The Governance Committee Terms of Reference may only be amended by the Board of Directors of Swimming WA.

### 15. Version Control

<b>Version</b>	<b>Issue Date</b>	<b>Approved By</b>	<b>Approval Date</b>	<b>Review Date</b>
1.0	October 2023	SWA Board	October 2023	October 2024
2.0	October 2024	SWA Board	November 2024	October 2026



## APPENDIX A – Duties and Responsibilities

In assisting the Board in fulfilling their responsibilities, the duties of the Committee are to:

### Governance

- provide relevant advice and recommendations to the Board on the Constitution.
- consider and review Swimming WA Policies (and By-Laws) and receive reports on the operation and effectiveness of the Policies.
- recommend new Policies to the Board for adoption.
- approve amendments to existing Policies except where, in the view of the Committee, such amendments reflect a significant change in policy, in which case the amendments will be referred to the Board for approval.
- keep abreast of developments in the corporate governance field and review/assess the corporate governance practices of the Board, recommending any proposed changes to the Board for approval.
- receive reports from management on key legal risks and to assess the internal processes for determining and managing key legal risk areas, including potential litigation and statutory compliance, and to report to the Board on key legal and compliance risks.
- monitor, with assistance from relevant management, SWA's ongoing compliance with appropriate legislation by:
  - reviewing the overall effectiveness of policies, particularly those directed at compliance with legal requirements; and
  - reviewing correspondence or reports from regulators on the organisation's operations and management's response

### Board requests

- Perform any other duty or undertaking that the Board may request from time to time.

### Reporting

- The Committee chairperson will report to the Board on the Committee meetings regarding all relevant matters and appropriate recommendations in a written report (with supporting material) for noting or approval by the Board.

## APPENDIX 5: Nominations Committee – Terms of Reference

### 1. Purpose

The Swimming WA (SWA) Nominations Committee (the Committee) is established by the Board in accordance with section 31.1 of the Swimming WA Constitution and will provide Swimming WA with an appropriate and transparent process for the effective succession planning and renewal of the Board and form part of the risk mitigation strategy for the Association.

Appendix A sets out the committee's duties and responsibilities. The committee's existence does not imply the fragmentation or diminution of the board's role.

### 2. Authority

The Board authorises the Committee, within the scope of their duties and responsibilities set out in this Terms of Reference to:

- perform the activities required to address its responsibilities and make recommendations to the Board;
- require attendance by specified personnel at meetings as appropriate, with such attendance enforced by the Board; and
- have unrestricted access to management, employees, and information it considers relevant to its responsibilities under these Terms of Reference.

The Board does not authorise the Committee to commit to expenditure or enter into contractual agreements on behalf of Swimming WA without a specific instrument of delegation.

### 3. Membership

The Committee shall comprise of at least four (4) members. Two (2) members of the Board (neither of whom are eligible for election at the next General Meeting). Two (2) members of the Committee shall be independent individuals.

The Board may remove or replace any member at any time. The terms of all independent committee members shall be two (2) years. The term of all Board members shall be one (1) year. Committee members may be reappointed.

### 4. Ex-officio Committee Membership

The Chief Executive Officer (CEO) maintains a position as an ex-officio committee member and, as such, is privy to all committee documents, papers, and communications relevant to the committee's work. The CEO has the right to discuss and debate all committee matters but does not hold a vote and is not included in the count when determining the number needed for a quorum.

### 5. Chairperson

The Board shall appoint one independent (non-Board) Committee member to be the Committee Chairperson. The Committee Chairperson shall chair the meetings of the Committee and set its agendas.

Should the Committee Chairperson be absent from a meeting, the Committee Members present must appoint a Chairperson for that particular meeting.

### 6. Meetings

The Committee should meet at least two (2) times per year and participants may attend by video conference and/or teleconference. Committee Members shall declare any conflict of interest before the commencement of each meeting.

## **7. Meeting Attendance**

Any person may be invited by the Committee Chairperson to attend meetings of the Committee, but not necessarily for the full duration of the meeting. Invitees may take part in the business of, and discussions at, the meeting but have no voting rights.

## **8. Quorum and Voting**

A quorum must consist of more than half of the members of the Committee.

Matters will be decided by consensus, or if consensus is not achievable, then by a majority of votes of members present. The Committee Chairperson shall not have a second or casting vote.

## **9. Dispute Resolution**

If an impasse is met and cannot be resolved through the Committee, the issue is to be referred to the Board for resolution or action.

## **10. Discipline**

All Committee Members shall be subject to the Swimming Australia Code of Conduct and shall maintain confidentiality relating to the Committee's business. Breaches of the Code of Conduct or confidentiality shall result in the Committee Member being stood aside from participation as a Member of the Committee until the Board can deal with the matter under Swimming WA Policy.

## **11. Secretariat Duties**

The CEO will facilitate administrative support to the Committee by developing and distributing agendas, papers, minutes and reports for circulation to Committee members, attendees and invitees. Agendas are to be provided at least three (3) working days prior to each meeting.

## **12. Minutes**

Minutes must be prepared, approved by the Chair and then circulated to the members within seven (7) working days of a meeting. After the Committee Chairperson has given preliminary approval, the draft minutes are circulated to all Committee members. The minutes must be ratified at the next Committee meeting.

A summary of all out-of-session decisions shall be recorded in the minutes of the next scheduled Committee meeting.

## **13. Conflicts of Interest**

Committee members will be invited to disclose conflicts of interest at the commencement of each meeting. Ongoing conflicts of interest need not be disclosed at each meeting once acknowledged. Where members or invitees are deemed to have a real or perceived conflict of interest, they will be excused from Committee discussions on the issue where a conflict exists.

## **14. Reporting**

The Committee will provide minutes to the board subsequent to each Committee meeting.

## 15. Reviews

The Committee will review its performance on an annual basis. The review may be conducted as a self-assessment and will be coordinated by the Chair. The assessment may seek input from any person or group.

The Board shall review and evaluate these Terms of Reference at least every two (2) years to ensure that it remains consistent with the intended objective and responsibilities, conforms to legislative requirements, established Association policies and best practice.

The Committee Terms of Reference may only be amended by the Board of Directors of Swimming WA.

## 16. Version Control

Version	Issue Date	Approved By	Approval Date	Review Date
1.0	July 2020	SWA Board	July 2020	June 2022
2.0	November 2021	SWA Board	November 2021	June 2023
3.0	June 2022	SWA Board	June 2022	June 2024
4.0	October 2024	SWA Board	November 2024	October 2026

## APPENDIX A – Duties and Responsibilities

In assisting the Board in fulfilling their responsibilities, the duties of the Committee are to:

### Considerations

- The Committee must take into account:
  - any applicable clauses of the SWA Constitution and Policies;
  - any relevant considerations developed by the Sport Australia; and
  - any guidelines as well as the determinants for funding from the Department of Local Government, Sport and Cultural Industries (and any successor to that Department).

### Elected Director Positions

- For positions of Elected Director, the Committee will:
  - ensure that an up-to-date skills audit of the Board has been undertaken;
  - on the basis of this skills audit make recommendations to the Board concerning the potential skills deficiencies to allow members of both the SWA Board and the Nominations Committee to identify and encourage appropriate candidates to nominate for the role of Elected Director; and
  - provide input in the development of an information pack for Members eligible to vote for any Elected Director position that highlights the current skills matrix of the Board and how each nominee may contribute to this skills matrix.
  - confirm with the Returning Officer that all nominees for a position of Elected Director are eligible for this position;

### Appointed Director Positions

- Identify and recommend to the Board appropriate candidates for Appointed Director positions based on a skills gap assessment or needs of the Board in order to support the Board's strategic objectives;
- For positions of Appointed Director, the Committee will:
  - complete a skills audit as a basis to undertake an appropriate search process for an Appointed Director, and then identify and recommend candidates;
  - review the qualifications and experience, including capability, availability to serve, independence and appropriate background checks prior to recommending an incumbent, replacement or additional Appointed Director; and
  - where requested by the Board, meet with prospective Appointed Directors and make recommendations on candidates for appointment to the Board.

### Casual Committee Vacancies

- Where there is a need to fill a Casual Vacancy, the Committee will:
  - complete a skills audit and/or confirm the necessary skills required by committee members and then identify and recommend potential candidates to fill any vacancies that may occur;
  - review the qualifications and experience, including capability, availability to serve, independence and appropriate background checks prior to recommending suitable individuals to fill a committee position; and
  - where requested by the Board, meet with suitable candidates and recommend candidates to fill any vacant positions on the committee.

## **Board requests**

- Perform any other duty or undertaking that the Board may request from time to time including identifying and recommending possible candidates for Board appointed committees.

## **Reporting**

- The Committee chairperson will report to the Board on the Committee meetings regarding all relevant matters and appropriate recommendations in a written report (with supporting material) for noting or approval by the Board.

## APPENDIX 6: Honours and Awards Committee – Terms of Reference

### 1. Purpose

The Swimming WA (SWA) Honours and Awards Committee (the Committee) is established by the Board in accordance with the Swimming WA Constitution and will provide Swimming WA with a consistent and transparent framework for the evaluation of nominations to recognise and promote outstanding achievements of our member's participation and service to the sport of swimming in Western Australia.

Appendix A sets out the committee's duties and responsibilities. The committee's existence does not imply the fragmentation or diminution of the board's role.

### 2. Authority

The Board authorises the Committee, within the scope of their duties and responsibilities set out in this Terms of Reference to:

- perform the activities required to address its responsibilities and make recommendations to the Board;
- require attendance by specified personnel at meetings as appropriate, with such attendance enforced by the Board; and
- have unrestricted access to management, employees, and information it considers relevant to its responsibilities under these Terms of Reference.

The Board does not authorise the Committee to commit to expenditure or enter into contractual agreements on behalf of Swimming WA without a specific instrument of delegation.

### 3. Membership

The Committee shall comprise five (5) Members of equal standing appointed by the Board as follows:

- A current Life Member and/or Hall of Fame member of Swimming WA;
- A minimum of two (2) members of Swimming WA with previous Swimming WA Board or Committee experience or extensive Club or Regional Committee experience (e.g. 10 years or more); and
- The Chief Executive Officer or a Senior Staff Member of Swimming WA.

Committee members should provide broad representation across the swimming community, including but not limited to former swimmers, former coaches and former technical officials. The committee should represent at least two of these swimming community groups.

In appointing Committee Members, the Board shall give due consideration to the purpose for which the panel is being convened.

The Board may remove or replace any member at any time. The terms of all independent committee members shall be two (2) years. The term for all Board members shall be one (1) year. Committee members may be reappointed.

### 4. Ex-officio Committee Membership

The Chief Executive Officer (CEO) maintains a position as an ex-officio committee member and, as such, is privy to all committee documents, papers, and communications relevant to the committee's work. The CEO has the right to discuss and debate all committee matters but does not hold a vote and is not included in the

count when determining the number needed for a quorum.

## 5. Chairperson

The Board shall appoint one of the independent (non-Board) committee members to be the Committee Chairperson. The Committee Chairperson shall chair the meetings of the Committee and set its agendas.

Should the Committee Chairperson be absent from a meeting, the Committee Members present must appoint a Chairperson for that particular meeting.

## 6. Meetings

The Committee should meet at least 2 times per year, and participants may attend by video conference and/or teleconference. Committee Members shall declare any conflict of interest before the commencement of each meeting.

The Committee shall be non-enduring and be convened on two (2) separate occasions annually:

- Not less than three (3) weeks prior to the Annual General Meeting to deal with nominations relating to Life Membership; and
- Not less than three (3) weeks prior to the Swimmer of the Year Awards to deal with nominations relating to the Hall of Fame and Achievement Awards as provided in the Association Policies.

## 7. Meeting Attendance

The Committee Chairperson may invite any person to attend meetings of the Committee, but not necessarily for the full duration of the meeting. Invitees may take part in the business of, and discussions at, the meeting but have no voting rights.

## 8. Quorum and Voting

A quorum must consist of more than half of the members of the Committee.

Matters will be decided by consensus, or if consensus is not achievable, then by a majority of votes of members present. The Committee Chairperson shall not have a second or casting vote.

## 9. Dispute Resolution

If an impasse is met and cannot be resolved through the Committee, the issue is to be referred to the Board for resolution or action.

## 10. Discipline

All Committee Members shall be subject to the Swimming Australia Code of Conduct and shall maintain confidentiality relating to the Committee's business. Breaches of the Code of Conduct or confidentiality shall result in the Committee Member being stood aside from participation as a Member of the Committee until the Board can deal with the matter under Swimming WA Policy.

## 11. Secretariat Duties

The CEO will facilitate administrative support to the Committee by developing and distributing agendas, papers, minutes and reports for circulation to Committee members, attendees and invitees. Agendas are to be provided at least three (3) working days prior to each meeting.

## 12. Minutes



Minutes must be prepared, approved by the Chair and then circulated to the members within seven (7) working days of a meeting. After the Committee Chairperson has given preliminary approval, the draft minutes are circulated to all Committee members. The minutes must be ratified at the next Committee meeting.

A summary of all out-of-session decisions shall be recorded in the minutes of the next scheduled Committee meeting.

### 13. Conflicts of Interest

Committee members will be invited to disclose conflicts of interest at the commencement of each meeting. Ongoing conflicts of interest need not be disclosed at each meeting once acknowledged. Where members or invitees are deemed to have a real or perceived conflict of interest, they will be excused from Committee discussions on the issue where a conflict exists.

### 14. Reporting

The Committee will provide minutes to the board subsequent to each Committee meeting.

### 15. Reviews

The Committee will review its performance on an annual basis. The review may be conducted as a self-assessment and will be coordinated by the Chair. The assessment may seek input from any person or group.

The Board shall review and evaluate these Terms of Reference at least every two (2) years to ensure that it remains consistent with the intended objective and responsibilities and conforms to legislative requirements, established Association policies and best practices.

The Committee Terms of Reference may only be amended by the Board of Directors of Swimming WA.

### 16. Version Control

Version	Issue Date	Approved By	Approval Date	Review Date
1.0	4 June 2012	SWA Board	June 2012	June 2014
2.0	21 August 2012	SWA Board	August 2012	August 2014
3.0	20 Sept 2016	SWA Board	September 2016	August 2018
4.0	12 October 2018	SWA Board	October 2018	August 2020
5.0	29 Jan 2021	SWA Board	January 2021	August 2023
6.0	25 August 2022	SWA Board	August 2022	August 2024
7.0	October 2024	SWA Board	November 2024	October 2026

## APPENDIX A – Duties and Responsibilities

In assisting the Board in fulfilling their responsibilities, the duties of the Committee are to:

### Honours and Awards

- Accept and secure nominations as received by the individual process designated within the Swimming WA Policies and Procedures;
- Evaluate the nominations and select those outstanding nominations that demonstrate the highest level of dedication and contribution against the defined criteria (e.g. Hall of Fame, Life Membership etc.);
- Conduct further evaluation of shortlisted nominees to reduce the nominee field to those nominees considered worthy of recommendation;
- Provide confidential written recommendation via the Chief Executive Officer for endorsement by the Board, outlining the Committees preferred recipients and rationale for recommendation.

### Board requests

- Perform any other duty or undertaking that the Board may request from time to time.

### Reporting

- The Committee chairperson will report to the Board on the Committee meetings regarding all relevant matters and appropriate recommendations in a written report (with supporting material) for noting or approval by the Board.