

Terms of Reference

SWA Investment Committee

As at November 21st November 2017

1. Context

The Investment Committee (Committee), is a committee of the Board of Directors of Swimming WA. The purpose of the Committee is to assist the Board in monitoring the effectiveness of Swimming WA investment strategy, performance and governance.

Governance is the system by which organisations are directed and managed. It influences how the objectives of the organisation are set and achieved, spells out the rules and procedures for making organisational decisions and determines the means of optimising and monitoring performance, including how risk is monitored and assessed.

It is commonly accepted that governance structures have a significant impact on the performance of sporting organisations. The Board is ultimately responsible for the success of the organisation it governs.

In discharging this responsibility, the Board should have in place an effective and efficient monitoring and evaluation system, including financial and non-financial monitoring.

The Board should also have in place an effective risk management strategy and process. This will enable the Board to take actions to identify key risks facing the organisation and ensure that risk management strategies are developed and actioned, to minimise risk.

2. Role and Responsibilities

The Committee is not a policy making body but assists the Board's effective monitoring of investment performance and risk within an approved governance and investment policy framework.

The Committee will review and advise on all aspects of the Association's investment portfolio and processes with a focus on investment performance and investment risk management with the objective of preserving accumulated funds for the benefit of members while ensuring an adequate return is achieved while, when appropriate making investments which support to objectives and strategy of the Association.

The Committee will review the management of the Association's investments and provide independent advice and recommendations to the Board. Management is responsible for preparing and presentation of the Association's investment reports and statements. The auditors are responsible for ensuring all investments are reported at fair value in the annual SWA Financial Statements.

The Committee is to make Investment recommendations to the Board that are in line with the Association's objectives and strategy plans.

2.1 Objectives:

The Committee has prime responsibility for:

- a) **Cash Investments** - Review and make recommendations to the Board on proposed cash investment strategies and capital investment criteria.
- b) **Equity Investments** – Review and make recommendations to the Board on any proposed equity investment strategies.
- c) **Monitor Investment Performance** – Monitor investment performance on an appropriate frequency based on reports and information prepared by management.
- d) **Monitor Investment Risk** – Monitor investment risk and changes in risk on an appropriate frequency based on reports and information prepared by management.
- e) **Borrowings** - Review and make recommendations to the Board on proposed agreements for borrowing by the Association from banks and other financial institutions.
- f) **Report to the Board** – To report to the Board on a quarterly basis with any changes to items a) to f) above as part of a standard month Board agenda item.
- k) **Other** - Review such other matters that the Board of Directors deem appropriate.

3. Authority

The Committee will focus on investment processes affecting the deliverables associated with the strategic plan and operations of the Association. For this purpose, the Committee is delegated the necessary power and resources to meet its charter.

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 or a Board resolution specific to each situation.

4. Composition and Term

4.1 Members:

The Committee shall comprise members as follows:

1. One (1) independent Committee member with Investment, governance, risk management or financial management skills and experience;
2. Two (2) Board Directors with investment, governance, risk management or financial management skills and experience and;
3. The SWA Chief Executive Officer.

The Chair shall be appointed by the Board for a period of two (2) years with an enduring renewal option. The two (2) Board Directors shall be appointed by the Board for a period of two (2) years. Where tenure of appointment to the Board expires prior to that of the Committee, the appointment to the Committee will be for the Directors natural term.

At each meeting, a minimum of three (3) members must be in attendance to ensure a quorum is achieved.

4.2 Invitees

In addition to the authority expressed above, the Committee may invite to meetings key staff, independent experts and members of the Association's management team where agenda items may be relevant to an invitees' responsibilities or where it is determined the invitee may contribute to the Committee achieving its objectives.

4.3 Discipline

All Committee members shall be subject to the Swimming WA 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 member being stood aside from participation as a member the committee until the Board is able to deal with the matter under SWA Policy.

5. Meetings

The Committee shall meet at least quarterly. A quorum shall comprise a minimum of three (3) Committee members which must include the Chief Executive Officer or his representative.

The Chair will contact the Chairman of the Board prior to each Committee meeting to discuss investment issues and determine items for inclusion in the agenda.

6. Conflicts of Interest

Members of the Committee and invitees will be required to disclose conflicts of interest at the commencement of each meeting. Ongoing conflicts of interest, should be recorded in the Association's Conflict of Interest Register, and 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 discussions on the issue where a conflict exists.

7. Secretariat Duties

The SWA Chief Executive Officer 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.

8. Minutes

Minutes must be prepared, approved by the Chair and then circulated to the members within five (5) working days of a meeting. The Minutes must be ratified by the members at the following meeting and signed by the Chair.

A summary of all out-of-session decisions shall be recorded in the Minutes of the next scheduled Committee meeting. The SWA Chief Executive Officer will provide a brief report to the Board on the main outcomes of each Committee meeting.

9. Dispute Resolution

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

10. 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 three (3) years to ensure that it remains consistent with the intended objective and responsibilities, conforms to legislative requirements, established Association policies and best practice.

11. Endorsement

This document has been endorsed by:

Name	Title	Signature	Date
B.Cook	Board of Directors, Swimming WA		21 st November 2017
T.Andrew	Chair, Investment Committee, Swimming WA		21 st November 2017

12. Version Control

Version	Date	Revised by	Comments
1.0	14 Nov 2017	B.Cook/D.Beazley	Original Term of Reference for creation of SWA Investment Committee.
1.1	21 Nov 2017	Investment Committee	Revisions to previous Clause 2.1 (a), 2.1 (g) and 5

Next Review Due: October 1st 2020