



WATER POLO AUSTRALIA
BOARD CHARTER

Effective from 7 May 2015 as adopted at the Water Polo Australia Board meeting

REVIEW HISTORY

| Version | Date Reviewed | Date Endorsed | Content Reviewed/Purpose |
|----------------|-----------------------------|--|--|
| One | 11 th March 2016 | | Document created |
| Two | | 7 th May 2016 - Approved at WPA Board Meeting | No updates processed prior to approval |

1. Purpose

This Charter is subservient to the Constitution and the Corporations Act 2001, to the extent of any inconsistency.

The WaterPolo Australia (WPA) is governed under the Corporations Act 2001 and other associated Corporate Law and the Constitution.

WPA is the Australian delegated National Sporting Authority (ASN) by the Federation Internationale De Natation Aquatics (FINA), the governing body for water polo and the federation of the world's leading water polo organisations.

The Board seeks to ensure that its corporate governance obligations are maintained at an appropriately high standard of accountability. This includes structures and processes in relation to decision-making and accountability, which control its behaviours and enhance its performance.

To support this, the following principles are adopted by the Board:

2. Role of the Board

- a) The primary function of the Board of WPA, in accordance with its Constitution, is to manage the business of WPA and in particular to be responsible for the Sporting Power in Australia which has been delegated to it by the FINA, and to ensure the effective administration and control of water polo in Australia.
- b) The Board of WPA is responsible for providing corporate and strategic governance to the organisation. The organisation is essentially one which must service the needs of its members and stakeholders and concurrently regulate water polo activity across a spectrum ranging from recreational, club and amateur competition to professional water polo activity with its associated commercial complexities.
- c) The Directors are required to understand the needs of the organisation and their legal responsibilities as Directors. If appointed because of special skills (for example financial, legal), Directors are expected to contribute those skills to the Board and the organisation.
- d) In addition to this are the general key functions of all Boards, which are to monitor the performance of the management of the organisation and adopt an annual budget, ensure that internal control systems are in place, and monitor the progress and results associated with these functions.
- e) The role of a Board and its Directors is to give direction to the organisation and to accept initial responsibility for its management. It is not the Directors' role to take part in the day-to-day management of the organisation.

3. Duties of Directors

The Directors will at all times act in accordance with the law, including but not limited to:

- a) act in good faith in the best interests of the organisation;
- b) act as an independent member of the Board, not a representative of another body;
- c) bring an independent mind to decisions;
- d) exercise care and diligence (including taking steps to ensure each is properly informed and has a proper understanding of the position of WPA financially and in relation to work, health and safety) ;
- e) not gain an advantage for themselves or someone else;
- f) ensure that the organisation does not operate while insolvent.

4. Board code of ethics

The Directors consider there are certain fundamental ethical values that underpin their role as Directors of the Company and as members of its Board and its Committees. Directors will therefore:

- a) act with integrity and good faith;
- b) be honest and open with each other at all times;
- c) treat each other with professionalism, courtesy and respect allowing reasonable opportunity for others to put forward their views;
- d) not improperly influence other Board members or management;
- e) declare to the President and the Board material interests including any conflicts of interest, both actual and potential;
- f) work co-operatively among themselves and with management in the best interests of the Company;
- g) recognise the separate roles and responsibilities of the Board and Management, including any concurrent or exclusive delegations;
- h) develop an understanding of the role and functions of the Company;
- i) be diligent and continuously strive to improve the Board's operation;
- j) observe the spirit as well as the letter of the laws under which the Company operates;
- k) not improperly use information;
- l) not allow personal interests or the interests of associated persons to conflict with the interests of the organisation;
- m) avoid any behaviour that is likely to reflect badly on the Board or the Company
- n) make reasonable enquiries in order to ensure that the organisation is operating efficiently and towards its objectives, devoting sufficient time to the organisation and fully preparing for Board meetings.

5. Matters requiring Board action

A variety of matters require Board consideration, oversight and action and are not within the authority delegated to the Chief Executive Officer. Specifically, the following are the Board's responsibility:

- a) the appointment of the Chief Executive Officer;
- b) review the performance of the Chief Executive Officer;
- c) replace the Chief Executive Officer when necessary;
- d) the remuneration of, and subject to Clause 5 below, delegation of authority to the Chief Executive Officer and general approval of policies relating to the Chief Executive Officer's sub-delegation;
- e) subject to Clause 6 below, adoption of annual business plans and budgets and approval of longer term strategic plans for the Company;
- f) subject to Clause 6 below, oversight and review of corporate strategy, performance and legal compliance throughout the Company for all of its activities; including consideration of regular reports from management on the financial and operational performance of the Company against agreed performance targets;
- g) review of management's performance, not limited to the matters listed in Clause 6 (f);
- h) approval of all Financial Statements including Directors' Reports;
- i) approval of the Annual Report and any other significant report which the Chief Executive Officer or President consider need Board approval;
- j) subject to Clause 6 below, approval, oversight and review of: audit and compliance functions and their performance;
- k) internal control and corporate governance functions and their performance;
- l) remuneration policies and performance;
- m) the Company's risk management and compliance framework; and
- n) new debt, beyond specific delegations, debt refinancing and repayments.
- o) elect the President and the Appointed Directors;
- p) approve the National Competition Rules (NCR) to govern the sport;
- q) nominate to the FINA, members to represent WPA on FINA Commissions;
- r) appoint and remove as necessary, Directors or members of associated entities;
- s) other matters which by law or under legislation must be dealt with by the Board;
- t) appoint the external auditor.

6. General principles concerning management

- a) The Board should not itself manage the Company as this is delegated to the Chief Executive Officer. However, the Board must put in place policies,

procedures and structures so that it is able to discharge its role of bearing ultimate responsibility.

- b) The Board must set the framework within which the Company operates and, to an appropriate degree, oversee and supervise its operations.
- c) As well as having the ultimate responsibility for the operations of the Company, the Board must be aware of and have due respect to the obligations of the Company as a matter of general law or as a result of particular obligations imposed under relevant legislation including the Corporations Act and relating to work health and safety.
- d) The formal delegation of management authority is to the Chief Executive Officer, who will be the prime source of information to the Board.
- e) Subject to the oversight of the Board, it is for the Chief Executive Officer, acting within his or her delegated authority, to determine how to conduct the management of the Company.
- f) The Board must:
 - i. be satisfied with management's plans for carrying on and developing its activities;
 - ii. ensure that management will seek authority to undertake material changes to those agreed plans;
 - iii. place limits on the extent to which management can commit resources or dispose of assets or raise funds without specific approval;
 - iv. ensure that it is kept well informed of progress and events which might significantly affect the Company;
 - v. monitor, so far as it reasonably can, the performance of those senior members of management on whom it is relying for the proper management of the business and its key component parts; and
 - vi. be aware of any significant risks to employees, the Company's standing, profit and assets and endorse management's action plans to mitigate such risks.
 - vii. elect the President and the Appointed Directors;
 - viii. approve the National Competition Rules (NCR) to govern the sport;
 - ix. nominate to the FINA, members to represent WPA on FINA Commissions;
 - x. appoint and remove as necessary, Directors or members of associated entities;
 - xi. undertake other matters which by law or under legislation must be dealt with by the Board.

7. Role of the President

An effective President creates the conditions for the Board and individual Directors to carry out their duties and functions effectively. The role of the President is to:

- a) behave in a professional manner at all times;
- b) provide coherent leadership of the Board to engender a cohesive and effective team;

- c) establish an effective working relationship with the Chief Executive Officer;
- d) promote effective relationships and open communication, both internal and external to the Boardroom between Directors, management and the State Members;
- e) address the development needs of the Board as a whole with a view to enhancing its overall effectiveness including identifying and meeting the development needs of individual Directors;
- f) promote a high standard of governance and be reasonably satisfied that Directors take proper account, and adhere to, statutory and other compliance and probity requirements;
- g) provide a clear structure for the effective running of Board meetings and conduct meetings of the Board so as to facilitate the full participation of Directors;
- h) manage appropriately any declared or perceived conflicts of interest and/or potential conflicts of interest;
- i) represent the Board to external parties as an official spokesperson for the Board;
- j) inform the members directly about issues and events that are of a sufficiently serious nature to require such notice.

8. Independent professional advice

- a) If, in furtherance of a Director's duties to the Company, the Director obtains independent professional advice, the Company will meet the reasonable costs of such advice provided that:
 - i. the President of the Board gave prior approval to the obtaining of the advice; or
 - ii. if the President was unavailable or refused to give such approval, the Board gave prior approval to the obtaining of the advice.
- b) The advice must be made available to all Directors.

9. Induction and training

- a) The Board must provide an induction process for new Directors.
- b) All Directors are required to display appropriate skills and knowledge of governance, Directors' roles and responsibilities. The Company encourages Directors to update and enhance their skills and knowledge.

10. Access to company information

Directors have direct access to members of Company management and to Company information in the possession of management. Directors who contact members of

management must notify the Chief Executive Officer of the contact. All Directors have direct access to the Company Secretary.

11. Insurance and indemnity

Deeds should be entered into between Directors severally and the Company, recording arrangements on indemnification, insurance and access to Company documents and independent legal advice at the Company's expense.

12. Board Performance

- a) The Board will undertake an annual performance evaluation that:
 - i. reviews the performance of the Board against the requirements of this Charter;
 - ii. reviews the performance of the Board Committees against the requirements of their respective Charters; and
 - iii. reviews the individual performances of the President, the Chief Executive Officer, the Directors and the FINA Delegate.
- b) The general management and oversight of this process of review, together with development of appropriate Board member performance assessment measures, is the responsibility of the President

13. Conduct of meetings

- a) Frequency
 - i. The Board shall meet at least four (4) times per financial year;
 - ii. Meetings, including those additional to the timetable, are called by the Chief Executive Officer as directed by the Board or the President and any Director may request the Chief Executive Officer to call a meeting.
- b) Method of meeting
 - i. Meetings are either in person or by electronic medium, including teleconference, or combination, as consented to by all the Directors.
- c) Attendance
 - i. All Directors are expected to attend all Board meetings;
 - ii. The Chief Executive Officer shall attend all Board Meetings;
 - iii. The Minutes will record on each occasion the names of those present and those absent and where a person is present for only part of a meeting, the time when that person was present.
- d) Chair
 - i. The President shall act as Chair at all Board meetings which the President attends.
 - ii. If the President is not available within ten (10) minutes after the time appointed for holding the meeting or declines to act for the meeting or part

of the meeting, one (1) of the Directors shall Chair the meeting or part of it.

e) Quorum

- i. The number of Directors whose presence is necessary to constitute a quorum is as described in the constitution;
- ii. The quorum must be present at all times during the meeting.

f) Agenda

- i. The President, supported by the Chief Executive Officer, is responsible for setting the agenda. Any Director may request the President to add an item of business to the agenda.
- ii. The Agenda for each Board meeting may set a regular session for private discussion by Directors only, who may invite any person to attend in whole or in part.

g) Papers

- i. The Board agenda and supporting agenda papers must be distributed to all Directors at least five (5) days prior to the relevant meeting.

h) Decision making

- i. Each Director, other than the President, shall be entitled to one (1) vote on each resolution at Board meetings. A resolution must be supported by a majority of votes cast by those present and entitled to vote.
- ii. The Board may pass a resolution without a Board meeting being held if the majority of all the Directors entitled to vote on the resolution sign a document containing a statement that they are in favour of the resolution. Separate documents may be used for signing by Directors if the wording of the resolution and statement is identical in each copy. The resolution is passed when the last Director signs and shall be noted at the following scheduled Board meeting.
- iii. If email resolutions are required, the relevant resolution shall be passed when a majority in favour of the resolution has been received and the resolution shall be noted at the following scheduled Board meeting.

i) Minutes

- i. Minutes of meetings of the Board and resolutions of the Board must be prepared by the Minute Secretary. Minutes will then be circulated to all Directors and confirmed at the next subsequent meeting of the Board.
- ii. The Minutes are the official record of proceedings and resolutions of the meeting.
- iii. Upon the confirmation of the Minutes, the President will sign a copy as a true and correct record and the Minutes will be filed in the Minute Book Register.
- iv. Minutes of meetings of the Board are to be distributed to the Directors, the Chief Executive Officer, and the Company Secretary. The minutes are confidential and are not to be distributed to any other party without the approval of the Board.

j) Secretary

- i. The Board must appoint a Secretary, either one of their number, or another person who is not necessarily the Company Secretary, to act as Minute Secretary of the Board and attend meetings of the Board as required.

14. Confidentiality

Every person, the Directors, Chief Executive Officer, Company Secretary, auditors, solicitors, all officers, agents and staff of the company shall be bound to observe strict secrecy.

15. Committees and commissions

- a) The Board may delegate any of its powers consistent with the Constitution to a Commission or Committee consisting of such of their number as well as other advisers and consultants as they think fit.
- b) Such Commissions and Committees are bound to report and make recommendations to the Board of Directors. The Board is not bound to follow such recommendations, but is bound to consider any such recommendation.
- c) Currently, the standing Committees / Commissions are:
 - i. Finance Risk & Audit Commission
 - ii. Athletes Commission
 - iii. Referees Commission
 - iv. Nominations Committee
 - v. Remuneration Committee

16. Declarations - conflicts, pecuniary interests

- a) A Director shall not gain an advantage or benefit, whether of a financial, reputational or other nature, for themselves, a business or an entity (including other members or clubs) or someone else they are associated with including family and personal acquaintances, as a result of their position as a Director. Situations which may involve a conflict of interest include:
 - i. entering into a contract with WPA;
 - ii. making a personal profit as a result of the position of Director;
 - iii. holding shares or having a sporting or commercial interest in another company or entity which contracts with WPA, may benefit from a decision of WPA, or is an organisation purporting to offer the same or similar services as WPA;
 - iv. working for an organisation purporting to offer the same or similar services as WPA”;
 - v. competing or officiating at a water polo or related event not sanctioned by WPA;
 - vi. officiating at a water polo or related event sanctioned by WPA;
 - vii. acting as an office bearer at an affiliate club or member.
- b) A Director must declare any actual or potential conflicts of interest or pecuniary interest which may exist or reasonably be seen to exist, at the commencement of all Board and/or Committee meetings or at a point during a Board and/or Committee meeting where discussion of a matter that may give rise to an actual or

potential conflict commences, which must be recorded in the Minutes of each Board and/or Committee meeting.

- c) The Director must absent themselves from all discussion and the consideration of any matter to which the declaration relates.
- d) In some situations, the Board may request that the Director remove the conflict of interest, in which case the Director shall comply with the request within seven days or such other period as the Board may allow.
- e) Where a Director has an ongoing conflict of interest, the Director must consider resignation from the Board. However, this should be conducted in an orderly manner and resignation should not occur where this will result in serious detriment to the organisation.
- f) Individual Directors, aware of a real or potential conflict of interest of another Director, have a responsibility to bring this to the notice of the Board.

17. Execution of documents

- a) Except where the seal is required to be fixed by another law, the Board must execute a document or deed under of the Corporations Act 2001, by authorising the signing of the document or deed in one of the following ways:
 - i. by two (2) Directors signing; or
 - ii. by one (1) Director and the Chief Executive Officer signing.
- b) WPA may execute a document without using a common seal if the document is signed by:
 - i. by two (2) Directors signing; or
 - ii. by one (1) Director and the Chief Executive Officer signing.

18. Staff attendance at Board meetings

- a) With the exception of the Chief Executive Officer, the Minute Secretary and the Company Secretary, staff are not required to attend Board meetings, except as invited from time to time to report on matters arising, or to be available for consultation.
- b) The Board respects the value of staff member's time and other commitments and therefore does not expect staff to be available without prior arrangement or at least reasonable notice.

19. Changes to this charter

- a) No changes to this Charter shall be made without the approval of the Board.
- b) The Charter will be reviewed to incorporate any relevant changes to the Constitution.
- c) This Charter must be reviewed annually.