



BOARD CHARTER
VERSION 1.0 Aug 2020

Version Control

Version	Date	Revised By	Comments
1.0	Aug 2020	Mark Calleja	Formatting/Subbing

Table of Contents

Introduction	2
Defining governance roles	2
Board composition	2
Elected Directors.....	2
Independent Directors.....	2
Role of the board	3
Role of individual directors.....	3
Role of the CEO	5
Key board functions	5
The board and strategy.....	5
Monitoring	5
Risk management	5
Committees.....	6
Policy framework	6
Decision-making.....	7
Improving board processes	7
Board meetings.....	7
Board meeting agenda.....	7
Board paper	7
Board calendar	7
Board effectiveness reviews	7
Directors protection.....	7
Board evaluation.....	8
Director remuneration.....	8
Director selection.....	8
Director induction.....	8
Director development.....	9
Conflict of Interest	9

Introduction

SynchroWA is the governing body for Artistic Swimming in Western Australia and is governed by the Incorporated Associations Act 2015 (WA) and the Constitution.

This Board Charter document sets out guidance to roles, responsibilities, and authorities of the Synchronised Swimming Western Australia (SynchroWA) board of directors, as a collective, as well as individually and frames the management and control of the organisation's direction and governance. The Board will govern SynchroWA within this governance framework and carry out their duties in a lawful and professional manner, and with the utmost integrity and objectivity.

This Charter is subservient to the Constitution, and it should not conflict in any way. If such a conflict occurs, the Constitution shall prevail. The Charter is a living document, which will be regularly reviewed and updated to reflect changes in the environment within which SynchroWA operates.

Any reference to gender in this Charter should be interpreted as applicable to both males and females.

Defining governance roles

Board composition

The composition of the board is governed by the organisation's constitution and is currently comprised of Four (4) Elected Directors, with a minimum of two (2) independent directors and no more than three (see section 21 of the Constitution).

Elected Directors

Section 22 of the Constitution provides the criteria for the election, selection, appointment, and duration (including the maximum length of consecutive terms) of the Elected Directors.

- Elected Directors are to be called from the membership
- Must be over 18 years old
- Voting is by secret ballot, unless the number of nominations is equal to the vacancies
- Term length of three years (3)
- A maximum of nine (9) years consecutively
- Elected Director terms to be offset by at least one year over three years
- May not be an employee of Synchro WA (Section 24.1.g)

Independent Directors

Section 23 of the Constitution provides direction on the appointment of independent directors, in summary the rules are:

- Term length of two years (2)
- A maximum of four (4) years consecutively and at least 12 month gap prior to reappointment
- appointed independent Director terms to start according to odd and even numbered years (one (1) director in each odd number year, two in even numbered years)
- Appointment may be skills based, such as, commerce, finance, marketing, law, or business generally, or which may complement the board composition

- May not be an employee of Synchro WA (Section 26.1 & 24.1.g)

The Bylaws specify that an Independent Director:

- Is entitled to one vote
- Appointed post the AGM for that year

Role of the board

Role of individual directors

The Bylaws specify one role and two portfolios for elected directors, these being, Chairperson, and the portfolios of Financial and Secretarial. The Constitution provides instruction for the role Chairperson (21.2). None of the governance instruments specify qualifications for any of the Elected Director roles.

All roles and portfolios are to be allocated at the first Board meeting post each AGM (ByLaw 3.1.1; 3.2.1 and 3.3.1)

Financial Portfolio

The Financial portfolio provides management and governance for financial matters of SynchroWA. The person allocated the Financial portfolio, at the first Board meeting post the AGM will be the Treasurer (ByLaws 3.2.2).

The Treasurer shall:

1. Be responsible for the receipt of all moneys paid to or received by, on behalf of, the Association and must provide receipts for those moneys in the name of Synchro WA if requested
 - a. Negotiable instruments require authorisation/signed by any two members of the board as authorised
2. Pay all moneys into such account or accounts of Synchro WA as the Board may from time to time direct
3. Prepare and monitor against annual financial budgets
4. Ensure any payments to be made by the Association have been authorised by the two (2) voting members of the Board or at a General meeting and are made on time and recorded appropriately
5. Submit to the Board a report, Balance Sheet, Budget vs Actual year-to-date report, a Profit and Loss Statement for the previous month and year-to-date and any other report the Board may require to enable sound financial decisions
6. Highlight to the Board all overdue invoices owed at every Board Meeting.
7. Provide any assistance required by an Auditor or reviewer conducting an audit or review of Synchro WA's financial statements
8. Comply on behalf of the Act with respect to the accounting records of the Association
9. Have custody of all securities, books and documents of a financial nature and accounting records for previous 7 years (as specified in Constitution 30.2)

Role of the Chairperson

The role of the chair is specified in the constitution and is to be elected by the board and is to be one of the four (4) Elected Directors, for the term of three (3) years (Section 21.2). The Constitution provides the following accountabilities, responsibilities, and administers the following functions and responsibilities:

- Preside at every General Meeting (Section 17.2), unless unable, unwilling, or not present.
- Calling of Poll (Section 17.4)
- Declare the results of a resolution (Section 17.5)
- Adjourn a General Meeting (Section 17.3.a)
- Decide the mode of a postal ballot, either post or electronic mail (Section 19.2.2.b)

The existing By-laws specify the following for the role of Chairperson in section 3.1:

3.1.1 The Chairperson is to be elected by the Board at the first Board Meeting held post the Annual General Meeting when the previous Chairperson's role has expired.

3.1.2 The Chairperson shall:

1. Preside at every meeting of the Board.
2. Be the senior spokesperson on behalf of Synchro WA representing it to further the objectives of the Association.
3. Ensure the Board functions properly.
4. Ensure Synchro WA is managed effectively by ensuring that appropriate policies and procedures are in place.
5. Provide support and supervision to Paid Employees.
6. In conjunction with other Board members, monitor, review, revise and implement the current Strategic plan with attention to new and emerging issues.
7. Conduct and control Meetings to ensure members do not interrupt each other, conversations are focussed and votes are conducted appropriately.
8. Liaise with Member Associations to ensure a commitment from Clubs to a State and National direction.
9. Other activities as may be deemed necessary from time to time.

Other roles, duties, and responsibilities identified in the By-laws include:

- Appointment of an Auditor within three (3) months of the financial year (9.3.1)
- Convene a meeting of the board (11.1.1), General Meetings (11.2.1),
- Ensure minutes are taken of both General and Board meetings, these minutes are checked, signed (as corrected) (11.5.2)
- Receive written resignations of Directors (pending acceptance by the Board) (5.1.1.2)

The Chairperson may not:

- Fulfil the role of Company Secretary (ByLaws 3.3.1)

Secretarial Portfolio

The role of Secretarial Portfolio is to ensure and manage the governance and transparency of the Board as the Board's governance specialist.

Role of the Company Secretary

The Bylaws currently specify that an Elected Director is to be assigned (allocated) the Secretarial portfolio at the first board meeting (after the AGM). The bylaws specify that this role may not be filled by the Chair). The Constitution allows for the appointment of an Executive Officer (27.1.1) and this role does not have voting rights. If the Board chooses not to appoint an Executive Officer, then a board member shall be appointed.

Section 27.2 of the Constitution instructs the Executive Officer to act as Secretary of SynchroWA

The Secretary will manage and arrange:

- Manage Board processes (circulation and appropriate record keeping of agendas, minutes, discussion papers, proposals for the board and its committees)
- Ensure members and directors meetings are properly called and held
- Maintaining the Register of members
- Ensure all necessary registers are established and properly maintained and reports are prepared in accordance with current legislation
- Ensuring the safe custody of Synchro WA records
 - Provide access within any reasonable hour, as instructed by the Board, to records, books, and other documents (30.3)
- Maintaining a current copy of the Constitution, By-laws, policies and processes
- Attend, as far as practicable, all Board meetings and General Meetings
- Prepare and deliver reports
- Employ staff on behalf of SynchroWA (27.5)

Role of the CEO

SynchroWA does not currently have a CEO or equivalent.

Key board functions

The board and strategy

The Board shall:

- Develop and approve the Strategic Plan and monitor regularly
- Ensure that the Strategic plan is embedded into operational activities of SynchroWA
- Make available the current Strategic plan at the Annual General Meeting

Monitoring

An essential function of the Board is to monitor the performance of the organisation in implementing its strategy and overall operational performance. This will be done on an annual basis. The Board will meet annually, usually after the AGM and review its operations and achievements during the year and critically appraise the achievement of corporate objectives, the performance of the Board.

The Board will review the Constitution, at least every three years to determine whether the Constitution and its objectives is reflective of the way SynchroWA and the Board operates.

Risk management

Risk management is considered a fundamental governance and management process. The primary objectives of risk management for the Board is to ensure:

- All major sources of potential opportunity for either adverse or favourable events to SynchroWA are identified, analysed, and treated appropriate (existing and potential)
- Business decisions throughout SynchroWA appropriately balance risk and reward trade off to obtain or create maximum value

The Board should undertake an annual review of SynchroWA's operations to update the Risk Register. All major strategies and purchases shall be reviewed for their impact on the risk facing SynchroWA and the Board and be present to the Board for consideration and possible including in the Risk register.

The Board will continually seek to improve its risk management over time and it will use the following to assist in achieving this:

- Annual review of SynchronoWA’s operations to update the Risk Register, ensuring to include, all major strategies and purchases shall be reviewed for their impact on the risk facing the organisation
- Development and promulgation of policies and procedures which include at least;
 - Volunteer and Human Resources
 - Safety and Health
 - Event and Competitions
 - Finance and Auditing

Committees

The Constitution provides the Board with the ability to create Board Committees (28.1). Committees are to be delegated the appropriate powers in order to achieve the function or functions of the committee. This delegation or any part may be revoked, at any time, at the discretion of the Board. Each committee are to be given Terms of Reference to guide and parametrise its activities and deliverables (ByLaws 10.1.3). The Board will also :

- The Board is to appoint a Director (ByLaws 10.1.2) to all committees. However, Constitution does allow the Board to appoint the Executive Officer (28.4.2)
- Committees are not restricted by size or SynchronoWA members (28.1 & ByLaws 10.1.4)
- The Board may Co-opt a person to assist a committee and be an advisor (28.7)
- Quorum is achieved by the number that is at least not less than half of Committee members (28.4.1)

Each Committee (Sub-Committee in ByLaws) is required to do the following:

- Provide the Executive Office as copy of the minutes of any meeting, within 7 days (28.4.3)
- Prepare and provide a report to every General Meeting and include at least:
 - achievements
 - a summary of meetings held
 - updated financial reports clearly showing income and expenditure amounts

Policy framework

A key role of the Board is to set the boundaries, or policies, within which the SynchronoWA must operate. Key policies include for example: Code of Conduct and Conflict of Interest. A Major Policy and Procedure Framework will be established, to provide a register of each SynchronoWA Policy, Procedures and Major document. It should detail:

- When each document was created and updated
- When it requires review
- Who is responsible for it
- Who administers it

Review of this framework should occur at least once a year to ensure all Policies, Procedures and Major documents are accurate, current and relevant to SynchronoWA.

Decision-making

The Constitution specifies that questions arising at any meeting of the Board shall be decided by a majority of votes, with each Director, in attendance, receiving only one (1) vote on any question (25.2 and ByLaw 11.1.11; 11.1.12).

Improving board processes

Board meetings

Board Meetings shall be in accordance with the Constitution, Section 25, as amended from time to time. Board Meetings are a fundamental component of governance processes. Each Board Meeting is critical, as it is the main opportunity for Directors to obtain and exchange information with each other and to make decisions.

Board meeting agenda

The Board meeting Agenda is to be distributed at least seven (7) days prior to the meeting and must include any proposals before the Board (ByLaw 11.1.4).

The Agenda must include:

- Notice of meeting
- Time
- Location
- Items of business which are to be dealt with

A suitable structure must be implemented in order to ensure matters are adequately addressed, and decisions and considerations are aligned with the Strategic Plan.

Items for the Agenda (non-standing orders) may be submitted by Directors or members and these are to be received at least ten (10) days prior to the next Board meeting (ByLaw 11.1.3).

Board paper

Board calendar

Board effectiveness reviews

Directors protection

A Director of SynchroWA is expected to exercise considered and independent judgement on the matters before them. To discharge this expectation, a Director may from time to time need to seek independent, professional advice on matters before them.

SynchroWA will pay for reasonable professional fees subject to the Director obtaining authority prior to engaging an external expert. The protocol to obtain authority is as follows:

- The Director will advise the Executive Officer in writing with a notice of an intention to seek independent professional advice detailing the nature of the opinion or information sought and the reason, terms of reference and the estimated cost of the advice. The Executive Officer shall immediately circulate the notice to all other Directors.
- The other Directors have two business days from receipt of the notice to authorise the professional advice or object on the grounds that that it is not considered to be in the interest of SynchroWA to pay for such advice.

- If after two business days from the date the notice was circulated, a majority of the other Directors has advised the Company Secretary that:
 - they approve, then the Executive Officer will notify the Director seeking independent professional advice that Opportunity will cover the cost of such advice.
 - they object, then the Executive Officer will notify the Director seeking independent professional advice that SynchroWA will not cover the cost of such advice.

Where more than one Director is seeking advice about a single issue, the Executive Officer will endeavour to coordinate the provision of the advice. Any professional advice sought should be received on behalf of the Board as a whole.

Board evaluation

Annually the Board will undertake a cycle of performance review and development based on the following principles:

- Focus on enabling the enhancement of the Board's collective performance and the development of individual Directors
- The process is agreed as a Board and culminates in setting a development plan for the coming year
- Involvement of all Directors
- Use of appropriate technology to minimise the load on support staff
- Revisions to the Board Charter occur as an output from the process.

The Chair should report either verbally (AGM) or in writing (Annual Report) on the method of evaluation used and the focus / actions of enhancement rather than the specific results.

Director remuneration

All Director roles are volunteer, and the Constitution does provide for director fees or honorarium.

Director selection

The number, appointment, and duration of Directors shall be in accordance with the Constitution. The Constitution describes two types of Directors, Elected and Independent. Both director types are required to meet the skills and qualifications prescribed by the Board (22.1.1 & 23.2).

Director induction

New Directors will undergo an induction process in which they will be given a full briefing on SynchroWA. New directors are to complete Director Induction within 4 weeks of the AGM, or in the cases of Board-appointed directors, 4 weeks from the date of their appointment.

The induction will include at least:

- Details of roles and responsibilities of a Director with an outline of the expectations of a successful Director
- Details of roles and responsibilities of a Director with an outline of the expectations of a successful Director
- A copy of the Board Charter
- A copy of relevant Governance Policies
- Details of past, recent and likely future developments relating to the Board including any anticipated changes
- Background information on and contact information for key people in SynchroWA including an outline of their roles and responsibilities

- An analysis of SynchroWA including
 - Core competencies and skills of fellow Directors
 - Details of financial position
 - Current financial structure
 - Delegated authorities
 - Any other important operating information.
- A synopsis of the current strategic direction of the Association including a copy of the current strategic plan and annual budget
- Copies of the Minutes of the last few Board Meetings
- A copy of the Constitution

Director development

The Board will determine annually at the first full meeting after the AGM the process for Director Development for the year ahead.

Director Development may take the form of formal or informal training, mentoring or visits. The budget for Director Development is not to exceed 60% of the annual staff development budget.

Conflict of Interest

Conflicts of Interest are to be a standing agenda item at meetings of the Board (26.4). Directors must keep the Board apprised, on an ongoing basis, of any interests that could potentially conflict with those of SynchroWA and shall advise the Board of directorships held. The Constitution prohibits a Director from holding employment with SynchroWA or subsidiary, be a shareholder or contracting with SynchroWA (26.1).

If a potential material conflict of interest arises, the director concerned shall advise the Chair at Board meeting at which the issue is to be discussed (ByLaw 11.1.13). The Executive Officer is to keep the Disclosures Register(26.4 & ByLaw 11.1.14-15).

The following types of conflicts must be declared, that is any:

- contractual matter
- selection matter
- judicial or disciplinary matter
- sponsorship matter
- other financial and non-financial matters (26.2a-e)

The Board can request a Director to take reasonable steps to remove the conflict of interest. If a Director cannot or is unwilling to remove a conflict of interest, then the Director must absent himself or herself from the room when discussions and voting occur on matters to which the conflict relates (26.2.e). The entry and exit of the Director concerned will be minuted by the Secretary (or appointed Executive Officer). Directors do not have to absent themselves when either 1) conflict of interest relates to an interest common to all SynchroWA members or stakeholders or 2) the Board passes a resolution that identifies the Director, the nature and extent of the Director's interest and clearly states that the other Directors are satisfied that the interest should not disqualify the Director concerned from discussion and/or voting the matter.

In the event of any uncertainty as to whether it is necessary for a Director to absent oneself from discussions and refrain from voting, the issue should be immediately determined by vote of the Board, or if this is not possible, the matter shall be adjourned or deferred (26.2.e).

