



# Victorian Weightlifting Association

## Board Manual

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## 1. Introduction

The Board of the Victorian Weightlifting Association ('the Board') has the ultimate responsibility to its members for the strategy and performance of the Association in general. The Board is dedicated to fulfilling these duties in a lawful and professional manner, and with the utmost integrity and objectivity. As such, the Board actively pursues best practice governance processes.

Good governance policies and processes are crucial for ensuring that the Association is governed in accordance with the Constitution and in the best interest of the Association as a whole. With this point in mind, the Board has decided to articulate and formalise the corporate governance framework within which the Board operates.

## 2. Purpose

The purpose of this document is to outline the roles, responsibilities, structure and processes of the Board of the Victorian Weightlifting Association (VWA).

## 3. Roles and Responsibilities

### 3.1. The Board

The Board of the VWA is responsible for ensuring that the organisation fulfils its purpose and achieves its intended outcomes and, in doing so, meets all the legal and moral responsibilities consistent with 'best practice' corporate governance.

This responsibility is one of stewardship and management on behalf of the members and other stakeholders, ensuring that the VWA not only remains viable but consistently seeks positive achievement and that it has a secure long-term future. Consistent with this, the Board is required to:

- Set strategic direction of the organisation, specifying long-term strategic outcomes, intended shorter-term results and priorities;
- Ensure that the organisation only exercises those powers and functions permitted under the constitution;
- Ensure there is a clear policy and delegation framework for all decisions that must be made within the organisation and effective internal control systems that ensure compliance;
- Approve, monitor and review the financial and non-financial performance of the organisation;
- Identify financial & non-financial risks and ensure there is an effective process for managing and mitigating all risks;



- Monitor and evaluate organisational performance and account for this to its members on a regular basis; always keeping members informed about matters of significance to them;
- Ensure the proper keeping of records, registers, accounts, reports and lodgement of documents;
- Appoint, dismiss, direct, support professional development for, evaluate the performance and determine the remuneration of VWA staff who report directly to the board ;
- Ensure that policies and procedures comply at all times in accord with The Associations Incorporation Reform Act (Vic) 2012;
- Ensure director, board and chairman performance evaluation occurs regularly; and
- Ensure the organisation has a clearly articulated and effective grievance procedure as per the VWA Constitution (9. Discipline, suspension and expulsion of members, 10. Disputes and mediation) and AWF Member Protection Policy (as adopted by the VWA).

### **3.2. Individual Directors**

Members of the Board are nominated or elected to their role from affiliated clubs and or as independent members of the VWA in accordance to the constitution of VWA. Members of the board are expected to make decisions for the betterment of the organisation and sport as a whole and not necessarily to promote or advance the self-interest of individuals, clubs or leagues.

All Board members are expected to be appropriately prepared for and commit to attending all board meetings. In addition to this directors are expected to attend the annual AGM, applicable sub-committee meetings and other commitments including (but not limited to) awards functions, significant industry events and meetings.

All Board members are expected to adhere to the Board Code of Conduct (refer Appendix 1: VWA Board Member Code of Conduct) throughout the entire period of their directorship.

### **3.3. The President**

In addition to the duties of an Ordinary Board Member (as outlined in sections 3.1 The Board and 3.2 Individual Directors above), the President of the VWA will fulfil their role in accordance to the VWA Constitution and VWA President Role Description (as outlined in Appendix 2: VWA President Role Description).

### **3.4. VWA Staff**

The Operations Manager (or equivalent VWA Staff Member i.e. CEO) is responsible for the day to day management of the organisation. In carrying out these duties, he/she must ensure nothing is done or authorised to be done that is harmful to the organisation and does not comply with Board approved policy.



The Operations Manager is authorised to establish all operational policies, decisions, practices, and activities provided his/her decisions are consistent with the stated intent and the spirit of the Board's policies.

#### **3.4.1 Reporting and Communication**

The Operations Manager is an employee of the Board. Other staff may be employed by the board and is responsible to the Operations Manager.

- Contractors and volunteers are engaged by the Operations Manager in a manner and for a purpose consistent with the Board's policy and financial delegations.
- The Board's primary linkage to the operations of the organisation is through the Operations Manager.
- The Operations Manager is the avenue for stakeholders to communicate with and provide input into the strategic direction of the organisation.

#### **3.4.2 Board Engagement with Staff**

Only the Board as a whole can instruct the Operations Manager and only decisions of the Board as a whole are binding on the Operations Manager.

- Individual Board members or committees do not have the authority to direct or instruct the Operations Manager unless the Board has specifically delegated such authority.
- The Board and individual Board members may provide advice and assistance to the Operations Manager and other management staff on operational matters, but only at the request of the Operations Manager or management staff.

#### **3.4.3 Delegation of Authority**

The Board delegates to the Operations Manager authority to manage the operations of the VWA and to carry out the terms of his/her appointment as recorded in the Operations Manager Position Description.

In exercising these delegations, the Operations Manager should not do or cause to have done anything that in the judgment of a reasonable person acting as a member of the VWA Board will cause harm to the organisation, and in particular, the Operations Manager should do nothing:

- That creates any personal advantage to the Operations Manager (or their family or associates) arising from any decision made;
- To hide or make any business conducted less transparent to the Board;
- That involves a conflict of interest where that interest is not disclosed to the affected party; or



- To disclose confidential information except within the bounds of existing policy.

The terms of delegation of authority for the Operations Manager are subject to review by the Board from time to time as outlined in Appendix 3: VWA Board Calendar of Review.

#### **3.4.4 Cases of Doubt**

Where the Operations Manager is in doubt as to whether he/she has the authority to act in a particular manner, then the Operations Manager shall refer the matter to the President who shall be entitled to decide whether or not the Operations Manager has the delegated authority to authorise the VWA to enter into a particular contract or carry out a particular activity. The President is also entitled to refer the matter to the Board.

### **3.5. Conflicts of Interest**

The VWA recognises that conflicts of interest for Board Members will arise from time to time. The Board is committed to identify, declare, document and manage both real, potential perceived conflicts of interest in a transparent and prudent manner via the following steps:

- 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. Whether an interest is material or not will vary depending on individual circumstances. Board Members are expected to know when a matter is material and accordingly would declare any material conflict.
- On election/appointment, Board Members must declare any such interests and they should be entered into the Associations Register of Ongoing Conflicts of Interest.
- Board Members should update this disclosure by notifying the Operations Manager and President in writing as soon as they become aware of any conflicts. Board Members are also expected to indicate to the President any actual or potential conflict of interest situation as soon as it arises.
- The Board can request a Board Member to take reasonable steps to remove the conflict of interest. If a Board Member cannot or is unwilling to remove a conflict of interest, then the Board Member must remove themselves from the room when discussions and voting occur on matters to which the conflict relates. The entry and exit of the Board Member concerned will be minuted by the Operations Manager.
- Board Members do not have to absent themselves when either:
  - (a) Conflict of interest relates to an interest common to all Association members/stakeholders; or
  - (b) The Board passes a resolution that identifies the Board Member, the nature and extent of the Board Member's interest and clearly states that the other Board



Members are satisfied that the interest should not disqualify the Board Member concerned from discussion and/or voting on the matter.

A template for the VWA Conflict of Interest Register can be found in Appendix 7. Updates of this document are scheduled as per Appendix 3: VWA Board Calendar of Review.

### **3.6. Media Contact**

Unless specifically authorised, only the President and the Operations Manager are authorised to comment publicly on the affairs and policies of the VWA. They should communicate closely with each other with regards to this role.

Generally, the President will comment on matters that are the responsibility of the Board and the Operations Manager will comment on matters of operational significance.

Other Board members cannot act as a spokesperson for the organisation unless the Board appoints them explicitly to perform this function.

## **4. VWA Board Sub-Committees**

The Board has the right to establish sub-committees as per the VWA constitution. These will be designed to support the Board in its own work and may take on significant operational duties. Wherever possible sub-committees should ensure diversity of members including (but not limited to) gender, age, background, ethnicity and skills.

Every Board sub-committee will have a 'Terms of Reference' defining the role of the committee, the extent of its authority, structure and membership and reporting requirements. This should be reviewed periodically and included in the VWA Board Calendar of Review.

Unless explicitly empowered by the full Board, sub-committees cannot speak for the Board or make decisions binding to the Board. For the most part the function of sub-committees is to explore issues and/or make recommendations to the Board.

A decision of a Board sub-committee exercising delegated authority is a decision of the Board and should be treated by the Operations Manager accordingly.

Sub-committees may co-opt outside members from time to time in order to assist the Board to access to additional skills, experience or networks.



Sub-committees cannot exercise authority over staff nor shall they delegate tasks to any staff unless specifically authorised by the Board.

The Terms of Reference for the committees can be found in Appendix 5: VWA Sub-Committee

## **5. Board Meetings**

### **5.1. Meeting Frequency**

The Board must meet at least 4 times per year and conduct such business in accordance with the VWA constitution.

### **5.2. Meeting Structure**

The focus of Board meetings should primarily be on governance matters such as policy making and review, progress towards the achievement of strategic outcomes and key results, accountability and financial health of the organisation.

Board meetings will be carefully planned by the Board itself to ensure that the best possible use is made of its time both on a meeting by meeting basis and over the course of each year.

All Board members have equal rights at Board meetings including the right to:

- have their questions, opinions and views heard within the context of an agreed agenda; and
- Vote on an issue and/or refrain from voting.

The Board will ensure that appropriate records of its meetings are kept to provide an accurate record of decisions reached and the principle reasons for those decisions.

The Operations Manager shall normally attend all Board meetings. The Board also reserves the right to meet periodically without the Operations Manager present. Other senior management staff shall attend Board Meetings to deal with specific agenda items at the invitation of the Board and with the agreement of the Operations Manager.

Board meetings should be conducted according to the VWA Board Meeting Procedures & Guidelines attached to and forming part of this Manual (Refer to Appendix 6: Board Meeting Procedures & Guidelines).





### 5.3. Meeting Agendas

To fulfil its responsibilities and make the best possible use of meeting time, the Board will prepare and follow an annual agenda or plan that forms the basis for each successive Board meeting.

The preparation of the agenda is the responsibility of the Board, although the Secretary will have the primary responsibility for ensuring that this process is carried out effectively and for finalisation of form and contents of the agenda and any accompanying Board papers.

The agenda, together with all written papers that are to be tabled at the next Board meeting, shall be circulated to all Board members at least 5 working days before the date of the next Board meeting – hard copy and/or email as suits each Board member.

Examples of recurring and one-off agenda items the Board will typically factor into the annual agenda include:

- Scheduled review of strategic outcomes and key results as indicated in the Board's results policies, e.g. via Operations Manager reports;
- Scheduled time for strategic planning, including risk assessment;
- Board effectiveness review to assess Board compliance with Governance process and policies;
- Operations Manager performance appraisal review meeting and remuneration review;
- Preparation for, or review of, AGM matters;
- Scheduled reporting by the Board committees;
- Board composition and succession planning;
- Financial matters of the organisation.

The Board will attend to regular compliance monitoring and other items as expeditiously as possible to ensure that its time is focused on the future.

A template agenda for VWA Board Meetings can be found in Appendix 7: VWA Board Meeting Agenda Template.



## 6. Board Functions & Responsibilities

### 6.1. Policy Development & Review

The Board is required to undertake a governing role in developing policies relating to the development and success of VWA as opposed to an operational management function. In doing so, the Board will be proactive in developing and stating its policies.

Any Board member or the Operations Manager may propose to the Board that a policy be added, altered or deleted.

Before the Board determines its position in respect to any policy proposal it must be satisfied that:

- The purpose of the policy proposal is explicit and clear;
- The proposed policy is consistent with existing governance policies and is not better suited to a procedures manual or other separate manual, register or schedule;
- The Board has had sufficient time to consider the proposal and to understand the rationale for its adoption.

All Board policies will be reviewed periodically according to a Board determined schedule.

All Board policies shall be available to all Board members, the Operations Manager and to staff and other stakeholders as appropriate, via the Operations Manager.

The Operations Manager will oversee the development of operational policies defining day-to-day operational frameworks/guidelines for staff, contractors and volunteers. All operational policies shall be consistent with the principles, boundaries and definitions stated or implicit in the strategic plan and Board-level policies.

All operational policies shall be accessible to the Board, all staff, volunteers and others who must comply with them.



## **6.2. Strategic Direction & Planning**

An essential element of the Board's leadership role is its responsibility to set the strategic direction for the VWA. Further this is an ongoing responsibility to identify corporate priorities, monitor progress against goals and objectives, approve annual business plans and annual budget.

Accordingly the Board will:

1. Annually establish and review VWA's purpose, vision, mission, strategies and priorities.
2. Annually review business plans to ensure alignment with the strategic direction, priorities and strategies.

## **6.3. Risk Management**

The Board will identify and evaluate the principal risks faced by the VWA and ensure appropriate systems are in place to mitigate these risks. Accordingly the Board will:

1. Ensure policies and processes are developed and monitored addressing all areas of organisational risk and that the Board is kept abreast of corporate risks areas and strategies in a timely manner.
2. Ensure that the organisation is progressing towards its strategic goals and objectives as established by the board.
3. Ensure that suitable internal controls are in place and fulfilled to deliver effective operation and management of VWA resources.
4. Ensure the organisation is governed and managed in accordance with the VWA constitution & policies.
5. Ensure proper accounting records are maintained.

## **6.4. Indemnities and Insurance**

The organisation through the AWF will ensure Directors are insured and indemnified while acting in their Director capacities.



## 7. Board Member Induction

The Board will ensure that all new Board members receive a thorough induction into the affairs of both the Board and the VWA at large. The President will have the primary responsibility for ensuring this process is carried out effectively.

Prior to attendance at their first Board meeting, new Board members will receive the following documents:

- VWA Board Manual
- VWA Constitution
- Copies of the most recent Board meeting papers (including minutes and relevant papers for review)
- An organisational chart
- VWA Strategic Plan
- Contact details for other Board members and key staff
- A copy of the most recent Annual Report (including financial documentation) and
- The current year's meeting schedule.

New board members will also be invited to meet with the President and possibly other Board members for governance familiarisation. This meeting may be held as a group session or with individuals. Additionally they will be invited to meet with the Operations Manager for familiarization with operational activities.

Prospective Board members will be provided with sufficient information relevant to their consideration of becoming a member of the Board.

The Board should actively encourage new board members that improve the diversity of the Board including, but not limited to gender, age, background, ethnicity and skills. Such a strategy should form a priority in the VWA strategic plan.



## 8. Board Effectiveness & Evaluation

The Board will undertake a formal assessment of its effectiveness from time to time with the aim of covering all items as per Appendix 6 on a three yearly cycle. (Refer to Appendix 3: Board Calendar of Review). The review will seek to address the following:

- The extent to which the standards of performance set in this document are met by the board;
- The degree of compliance with VWA policies; and
- The performance of the organisation as a whole as measured through the achievement of the Strategic Plan.

The Board Effectiveness and Evaluation Process will incorporate (but is not limited to) the Board Performance Evaluation Survey and Individual Self-Assessment Tool found in Appendix 6 of this document. This is a template, and should be updated on a regular basis to continue meeting the needs of the organisation.

Information gained from the evaluation process will be used to:

- Identify areas of strength and highlight particular areas that require improvement by the board;
- Allow Board Members to reflect on their own personal skills, attributes and contribution to the board;
- Identify possible development opportunities for the Board as a whole, or on an individual basis as required; and
- Undertake a skills audit in order to inform future board recruitment

Where possible, VWA will seek to engage the services of an external facilitator (individual or organisation) to conduct the evaluation process and provide a professional, objective assessment of the results to the Board.



## Appendix 1: VWA Board Member Code of Conduct

### PURPOSE:

The VWA Board Member Code of Conduct describes the expectations of all Board members relating to the behaviour, culture, values and ethical standards of the Board as a collective.

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Board members of the VWA Board are expected to:

- Act honestly and in good faith at all times;
- Act diligently and prudently acknowledging that each has equal responsibility for the financial health of the organisation and its performance generally;
- Act in the best interests of the organisation as a whole, considering matters on the basis of equity and transparency and in the interests of the Weightlifting community as a whole;
- Declare all interests that could result in an actual or perceived conflicts between personal interests and those of the wider organisation and not take advantage of their position to seek personal advantage and comply with the conflict of interest provisions in the constitution;
- Be diligent, attend Board meetings and devote sufficient time to preparation for Board meetings to allow full and appropriate participation in the Board's deliberations;
- Ensure the proper keeping of records, registers, accounts, reports and contracts;
- Respect the confidentiality of information and not disclose to any other person confidential information other than as agreed by the Board or as required under law;
- Abide by Board decisions once reached recognising and supporting the collective decision making responsibility of the Board;
- Not do anything that in any way denigrates the VWA or harms its public image; and
- Ensure the majority focus is on governance rather than operational decision-making at formal Board meetings, recognising that as Committee members, Board Members may have significant operational duties.

The Board shall:

- Exercise its powers and fulfil its responsibilities in the best interests of the VWA as a whole and on the basis of equity and transparency;
- Make all enquiries, obtain all information and take such expert advice as is necessary to understand the nature of the matters on which it must deliberate and then do so thoroughly and carefully;
- Once decisions have been made, speak with one voice;
- Ensure that there is an appropriate separation of duties and responsibilities between



itself and the Operations Manager;

- Make every reasonable effort to ensure that the VWA does not raise community, supplier or stakeholder expectations that cannot be fulfilled;
- Carry out its meetings in such a manner as to ensure fair and full participation of all Board members; and
- Ensure that the VWA's assets are protected via a suitable risk management strategy.



## Appendix 2: VWA President Role Description

### PURPOSE:

The President Role Description describes the duties and responsibilities of the VWA President that will be undertaken in order to fully and effectively fulfil their position.

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In addition to the duties of an Ordinary Board Member (as outlined in sections 3.1 The Board and 3.2 Individual Directors of the VWA Board Manual), the President of the VWA will fulfil their role by ensuring the following:

- Protecting the integrity of the Board's processes ensuring that its actions are consistent with the constitution and VWA policies and any relevant legal requirement;
- With input from other Board members and the Operations Manager, ensure that Board meetings are effective and efficient.
- Have a close and effective working relationship with the Operations Manager but should not confuse or undermine the Operations Manager's responsibility and accountability to the Board as a whole.
- Be subject to the Board's policies and decisions and has no authority to unilaterally alter, amend or ignore these policies and decisions, or to instruct the Operations Manager.
- Be empowered to chair Board meetings, with all the generally accepted powers of that position.
- Have the authority act as a spokesman for the Board and to represent the organisation at appropriate events.
- Review meeting minutes to ensure that they accurately reflect the meeting and ensure that any matters arising are addressed.





## Appendix 3: VWA Board Calendar of Review Template

	Jan	Feb	Mar	Apr	May	Jun	Jul	Aug	Sep	Oct	Nov	Dec
<b>1. Meeting Schedule</b>												
General board meeting												
Sub-Committee meetings												
<b>2. Strategy Formulation</b>												
Strategic planning workshop												
Approve/Review strategic plans												
Approve/Review business plans												
Approve budget												
<b>3. Staff Reporting to Board (CEO or Equivalent)</b>												
Finalise/review contract												
Approve performance KPIs												
Assess performance (half yearly)												
Assess performance (full year)												
Review remuneration												
Review succession planning												
Review senior management with CEO												
<b>4. Accountability</b>												
Financial reports												
• approve half year												
• approve full year												
Approve annual report												
<b>5. Monitoring and Supervision</b>												
Review CEO report format												
Review board reporting requirements												
<b>6. Policy Making and Review</b>												
Review constitution												
Review board charter												
Review board code of conduct												



	Jan	Feb	Mar	Apr	May	Jun	Jul	Aug	Sep	Oct	Nov	Dec
Review board role description												
Review risk management policy												
Review delegated financial authority												
Review compliance policy												
Review recruitment policy												
Review conflict of interest policy												
Review board induction policy												
Review VWA By-Laws												
Review Member Protection Policy												
Review Athlete Selection Policy												
Review Technical Officials Recognition Policy												
Review Volunteer Recognition Policy												
<b>7. Corporate Governance</b>												
Review board performance, including board succession												
Review sub-committee meeting schedule												
Review sub-committee terms of reference and composition												
• TBA												
<b>8. Stakeholder Communication</b>												
Approval of AGM Notice and documentation												
Other key stakeholder events												



## Appendix 4: VWA Sub-Committees - Terms of Reference Template

### Example Only: VWA Finance Sub-Committee

#### *Terms of Reference*

Version: 1  
Last Reviewed: 25 February 2015

#### **AIM:**

(Insert aim of sub-committee)

#### **PURPOSE:**

The purpose of the Finance Committee is to oversee the Financial Reporting of the organisation to ensure that within the time limits prescribed by the Board, the VWA satisfactorily complete the following:

- Comply with the generally accepted accounting principles;
- Be appropriate to the circumstances of the organisation;
- Comply with ATO laws;
- Review accounting policies;
- Schedule of Grants applied for;
- Schedule of grants received; and
- Maintain records of its meetings.

#### **GOVERNANCE:**

Who is it chaired by?

Who provides secretariat support?

#### **MEMBERSHIP:**

Number of committee members (min & Max)

How are individuals elected/appointed to the committee?

Diversity commitment

Key Skills sought

#### **LENGTH OF TERM:**

How long are committee members elected/appointed for?

#### **POWERS:**

Does the committee have decision making power, and or advisory role? Make recommendations to the Board?

#### **BUDGET:**

How much budget does the committee have (if any).

#### **DUTIES OF COMMITTEE:**

What does the committee actually have to do?

#### **REPORTING:**



## Appendix 5: VWA Board Meeting Procedures & Guidelines

### **AIM:**

The aim of the VWA Board Meeting Procedures & Guidelines (the Guidelines) is to ensure efficient and effective running of VWA Board meetings.

### **PURPOSE:**

To provide VWA Board Members with an easy to use reference point for meeting management and conduct. The contents of these Guidelines should be used to complement the VWA Constitution. Should there be a duplication of content; the directions of the VWA Constitution should be followed.

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### **Function of the Chairperson:**

To ensure protocols are observed and to carry out the will of the meeting.

### **Prior to the Meeting:**

The following papers will be forwarded to all VWA Board Members at least seven (7) days prior to a board meeting:

- Meeting agenda
- A draft copy of the previous board meeting minutes
- Additional material for review by all board members prior to the meeting

### **Meeting Structure**

VWA Board meetings will include (but is not limited to) the structure outlined in Appendix 7: Board Meeting Agenda Template in the VWA Board Manual.

### ***Opening the Meeting:***

A quorum and process for opening VWA Board Meetings shall follow items 34. Quorum for Board Meetings and 35. Presiding at Board meetings as outlined in the VWA Constitution.

### ***Apologies:***

Names of members who formally notified that they were unable to attend the meeting are registered.

### ***Minutes of the Previous Meeting***

Minutes of the previous Board meeting are tabled and accepted by the Board. If Board members do not agree that the draft minutes are accurate changes should be suggested. The Chairperson then asks members to accept the minutes with the corrections.

Once the Minutes of the previous meeting have been adopted as true and correct it is noted in the meeting minutes. The meeting chair may also sign the final page of the minutes.

### ***Business arising from Minutes of the Previous Meeting***

Any business arising from the minutes of the previous meeting are noted and/or discussed (and if required voted on) unless addressed as a separate agenda item later in the meeting.



### ***Correspondence***

Any correspondence received by the organisation relevant to the operations of the board is either:

- Tabled and noted; or
- Tabled and discussed (if a decision requiring action is required).

### ***Reports***

Reports and associated papers prepared for each meeting are tabled and as required:

- Noted by board members (common if no decision is required by the board);
- Discussed with further information sought by Board members to make a decision, or
- Discussed and a decision made regarding required action.

The minutes should reflect any motions moved relating to the papers tabled at each board meeting including:

- Who moved the motion
- Who seconded the motion
- If the motion was carried
- By how many board members for and against (if relevant)

### ***General Business***

Any items for the board to consider in addition to those already outlined above should be listed here. General business items should contribute to the strategic direction of the organisation. Items are either tabled and noted or tabled and discussed in order for action to be taken. If an item of business requires action, a motion should be moved and recorded in the minutes (as outlined above).

### ***Any Other Business***

Allows for items not addressed in other parts of the meeting to be raised if they are important and contribute to the strategic direction of the organisation.

- Urgent or complex issues may require another meeting to discuss and resolve the issue.
- Items that are not urgent should be deferred to either the next board meeting or relevant sub-committee.
- Operational matters should not be discussed at the board meeting wherever possible.

### ***Close of Meeting***

Once all issues have been put forward and noted/discussed as required, the date and time of the next meeting is set and the meeting is closed.



## Appendix 6: Board Evaluation & Self Assessment Template

### INTRODUCTION

#### Board Performance Evaluation

Undertaking a board evaluation process enables boards to obtain feedback on its overall performance so that opportunities for ongoing development and improvement can be identified. The following process will provide boards with a comprehensive evaluation and assessment tool to measure a broad range of governance practices with a specific aim to:

- Monitor overall board performance and identify skill gaps
- Identify opportunities for further improvement and development
- Assist boards to assess and measure the inclusiveness of key governance practices
- Demonstrates to members and stakeholders that the board continually strives for improvement in governance best practice

#### Board Member Self-Assessment

The Board Member Self-Assessment is a simple to use tool to assessing your individual performance as a board member. It provides you with an opportunity to identify the unique skills and abilities that you bring to the board table. Identifying these skills will assist board members to effectively harness and apply these valuable attributes to improve overall board performance. This process also provides an opportunity for board members to identify areas for future personal development. The key objectives of the Board Member Self-Assessment are to:

- Monitor individual performance and identify professional development opportunities
- Provide an accurate account of current board skills (skills audit)

### INSTRUCTIONS

#### Board Performance Evaluation

- All board members are asked to complete the confidential Board Performance Survey that should take no longer than 45 min (depending on the depth of your responses)
- The survey results will be compiled and a summary of the overall results will be feedback to the board. Please note that individual comments will remain confidential and will not be disclosed in the results. Rather general themes from overall comments will be summarised and provided as feedback with the quantitative results.

#### Board Member Self-Assessment

- All board members are asked to complete the confidential Self-Assessment Survey that should take no longer than 30 min (depending on the depth of your responses)



- Results from the self-assessment survey should be compiled and individual results will be feedback to each individual board member only. Board members are encouraged to discuss any professional development opportunities that have been identified in this process with the Chair/President) however this is completely up to the individual.
- Upon completion of the self-assessment surveys the board can develop a detailed skills audit which will include a summary of the current skills and make-up of the board. This information may be used by the board to identify possible skill gaps for professional development opportunities and to inform future board election processes.



## BOARD PERFORMANCE EVALUATION SURVEY (Template)

### 1. Board Structure and Purpose

	Strongly Agree	Agree	Disagree	Strongly Disagree	Comments
The constitution is regularly reviewed and readily available					
The Board operates to a strategic plan over short, medium and long term					
The Board understands the major issues facing the organisation and is addressing them in its strategies					
The Board is the correct size to allow for effective decision making					
There is a diverse mix of skills and experiences					
The Board has an appropriate mix of age, gender and backgrounds					
The Board is aware that a diverse and inclusive board increases Board effectiveness and aids good governance					
Sub-Committees assist in the effective functioning of the Board					





## 2. Election and Appointment of Board Members

	Strongly Agree	Agree	Disagree	Strongly Disagree	Comments
The election process delivers a pool of diverse Board members required for effective governance					
The Board undertakes a skills audit to identify gaps in board skills which informs the election of appropriately skilled Board members					
There is provision for appointed directors to fill identified skill gaps					
A Role Description clearly describes the roles and responsibilities of board members and is distributed during board election					
The selection panel for board selection is gender equal to counteract unconscious bias					
All Board members have a Role Description that clearly describes their roles and responsibilities					
A rotation policy has been implemented with defined terms of appointment					
The Board has an effective succession plan in place targeting individuals who can bring new skills and ideas to the organisation					
The Board implements practices that allows for the inclusion of women and other minority groups on the Board					



### 3. Board Induction

	Strongly Agree	Agree	Disagree	Strongly Disagree	Comments
The Board has an effective induction program in place for new Board members					
New Board members are provided with all relevant information to contribute to discussion and decision making					
New Board members are adequately welcomed and supported by the Chair, CEO and other directors					
New Board members are assigned a mentor					



## 4. Board Behaviour and Culture

	Strongly Agree	Agree	Disagree	Strongly Disagree	Comments
The Board has established a Code of Conduct and agreed to a set of values and positive behaviours to guide board members					
The division of roles and the functions of the Board and staff is understood, respected and observed by all Board members					
The Board is lead by a competent, efficient and inspiring Chair who encourages input from all Board members					
The Board considers matters in the best interests of the sport as a whole					
The Board seeks the views of members and stakeholders and communicates with openness and transparency					
All Board members keep up to date with matters affecting the sport					
All Board members regularly attend meetings					
All Board members actively engage in discussion and decision making					



There is a positive and constructive boardroom culture in which all directors know their contribution is valued					
The Board understands that diverse and inclusive directorship increases board effectiveness and performance					
Board strives to achieve inclusion and diversity on the board					
All Board members represent the organisation in a positive manner					



## 5. Board Performance

	Strongly Agree	Agree	Disagree	Strongly Disagree	Comments
Ethical, legal and financial responsibilities are understood					
Conflicts of interest are declared and dealt with appropriately					
Papers for the Board are timely and accurate					
Meetings are well organised and make effective use of time					
Board members are appropriately prepared for meetings					
The Board is focussed on the discussion and resolution of strategic issues					
The Board does not get distracted or caught up in the discussion of day-to-day operational issues					
The Board reviews and measures progress that reflects the strategic priorities					
A regular cycle of evaluation is undertaken to obtain feedback and improve performance					
The Board regularly monitors the performance of the CEO and provides feedback					
The Board values self improvement and regularly undertakes professional development					
Appropriate risk management policies and processes are in place					



## BOARD MEMBER SELF ASSESSMENT (TEMPLATE)

<b>Name:</b>	<b>Age:</b>	<b>Gender :</b>
<b>Academic Qualifications:</b>	<b>Relevant Experience and/or Employment:</b>	
<b>Involvement in sport:</b>	<b>Interest in the organisation:</b>	
<b>Key area(s) of expertise that you contribute to the board</b> <ul style="list-style-type: none"><li>•</li><li>•</li><li>•</li></ul>		



Competencies and Skills	Well Above Requirements	Above Requirements	Meets Requirements	Requires Development	Comments
Commitment to vision and strategic direction					
Understanding of legal, financial and ethical responsibilities					
Decision making consistent with strategic objectives					
Knowledge of stakeholders					
Contribution to discussion and decision making					
Completion of assigned tasks promptly and effectively					
Development of innovative ideas					
Review of board papers and preparation for meetings					
Attendance to meetings					
Cooperation and teamwork with other board members and Executive Staff					



Seeks personal learning and development opportunities					
Use of networks for the benefit of the organisation					
Welcome and support new board members to adjust to their role					
Understand the value of diversity and inclusion to governance					
Focuses discussion on strategic rather than operational issues					
Considers the overall best interests of the sport rather than factional bias					

**Please list any other competencies / skills not listed above where you feel that you require further development.**





## Appendix 7: Conflict of Interest Register – Template

### Sample: Conflict of Interest Declaration Form

Use this form if you believe you may be involved in a conflict of interest situation or you are unsure and seek formal clarification. Please read the “Conflict of Interest Policy” before completing this form.

#### Section 1 – Staff / board / panel member details

Name:	Position:
Location:	Contact Number:
Email:	

#### Section 2 – Staff / board / panel member disclosure

The following conflict of interest has been identified:

The conflict relates to (tick appropriate box/s):

- |   |  |
|---|--|
| <input type="checkbox"/> Relationship with another staff member | <input type="checkbox"/> Outside work activities (paid / unpaid)   |
| <input type="checkbox"/> Relationship with family or friends    | <input type="checkbox"/> Conflict of duty e.g. membership of another public sector or private organisation |
| <input type="checkbox"/> Relationship with external parties     | <input type="checkbox"/> Other (please detail)   |
| <input type="checkbox"/> Financial interest                     |  |

The conflict is expected to last (tick appropriate box):       0-12 Months       >12 Months or ongoing

#### Section 3 – To be created by your manager, chair or equivalent

In my opinion the details provided (tick appropriate box):

- Does not constitute a conflict of interest, and I authorise the staff member / board / panel member to continue the activity. (Go to section 4)
- Does constitute an actual, potential or perceived conflict of interest (if ticked please provide a detailed action plan below)



If the situation does constitute a conflict of interest, the following has been considered

- Ensure all information surrounding the conflict has been disclosed and documented
- Informing likely affected persons of the conflict, seeking their views where relevant as to whether they object
- Strengthening the internal management arrangements
- Consulting APU support for advice and direction if regarding tenders
- Reformulating the person’s scope of work, or restricting access to certain information
- Relinquish the interest that is causing the conflict
- Removing the person from their existing duties, or transferring the person to other work
- Close monitoring of the person’s activities in relation to the conflict of interest
- Take no further action because the conflict is minimal

**I have read the above considerations and request that the staff / board / panel member takes the following action to eliminate / manage the conflict:**

**I will ensure this action plan is reviewed:**

- Within 1 month     
  Within 3 months     
  Within 6 Months     
  Within 12 Months  
 Other – Specify:     
  0-12 Months

### Section 4 – Staff / board / panel member’s declaration

To the best of my knowledge and belief, any actual, perceived or potential conflicts between my duties at the VWA and my private and/or business interests have been fully disclosed in this for in accordance with the requirements of the [Conflict of Interest Policy and any guidance material]. I acknowledge, and agree to comply with, any approach identified in this form for removing or managing and actual, perceived or potential conflict of interest.

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

### Section 5 – Manager, chair or equivalents declaration

The actions described in the approach outlined in Section 3 have been put in place to effectively manage any actual, potential or perceived conflict of interest disclosed in Section 2. The approach outlined in Section 3 ensures that the VWA’s public interests and reputation is adequately protected.

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

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

**Originals to be held by the manager, chair or equivalent and retained on file**