



Water Polo
VICTORIA

Board Charter

November 2018

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Review History

Version	Date Reviewed	Date Endorsed	Conduct: Reviewed/Purpose
One	November 2018	17 December 2018	

1. Purpose

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

Water Polo Victoria (WPV) is governed under the Corporations Act 2001 and other associated Corporate Law and the Constitution.

WPV is the Victorian State Sporting Authority (SSA) delegated by Water Polo Australia the National Sporting Authority (NSA) the governing body for water polo in Australia.

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

- 2.1. The Board of WPV 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 high performance water polo activity.
- 2.2. 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.
- 2.3. 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.

- 2.4. 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:

- 3.1. act in good faith in the best interests of the organisation;
- 3.2. act as an independent member of the Board, not a representative of another body;
- 3.3. bring an independent mind to decisions;
- 3.4. exercise care and diligence (including taking steps to ensure each is properly informed and has a proper understanding of the position of WPV financially and in relation to work, health and safety);
- 3.5. not to cause detriment to the operations and standing of WPV by way of conduct
- 3.6. not gain an advantage for themselves or someone else.

4. Board code of ethics

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

- 4.1. act with integrity and good faith;
- 4.2. be honest and open with each other at all times;
- 4.3. treat each other with professionalism, courtesy and respect allowing reasonable opportunity for others to put forward their views;
- 4.4. not improperly influence other Board members or management;
- 4.5. declare to the President and the Board material interests including any conflicts of interest, both actual and potential;
- 4.6. work co-operatively among themselves and with management in the best interests of WPV;
- 4.7. recognise the separate roles and responsibilities of the Board and Management
- 4.8. develop an understanding of the role and functions of WPV;
- 4.9. be diligent and continuously strive to improve the Board's operation;
- 4.10. observe the spirit as well as the letter of the laws under which the WPV operates;
- 4.11. not improperly use information;
- 4.12. not allow personal interests or the interests of associated persons to conflict with the interests of WPV;
- 4.13. avoid any behaviour that is likely to reflect badly on the Board or WPV;
- 4.14. make reasonable enquiries in order to ensure that WPV 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 Executive Officer. Specifically, the following are the Board's responsibility:

- 5.1. the appointment and review of the Executive Officer;
- 5.2. adoption of annual budgets and approval of longer-term strategic plans for WPV;
- 5.3. oversight and review of corporate strategy, performance and legal compliance throughout the WPV for all of its activities; including consideration of regular reports from management on the financial and operational performance of the WPV against agreed performance targets;
- 5.4. elect the President and the Appointed Office Bearers.

6. General principles concerning management

- 6.1. The Board should not itself manage WPV as this is delegated to the 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.
- 6.2. As well as having the ultimate responsibility for WPV, the Board must be aware of and have due respect to the obligations of the WPV 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.
- 6.3. The formal delegation of management authority is to the Executive Officer, who will be the prime source of information to the Board.
- 6.4. Subject to the oversight of the Board, it is for the Executive Officer, acting within his or her delegated authority, to determine how to conduct the management of the WPV.

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:

- 7.1. behave in a professional manner at all times;
- 7.2. provide coherent leadership of the Board to engender a cohesive and effective team;
- 7.3. establish an effective working relationship with the Executive Officer;
- 7.4. promote effective relationships and open communication, both internal and external to the Boardroom between Directors, management, Members and Stakeholders;
- 7.5. 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;

- 7.6. 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;
- 7.7. 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;
- 7.8. manage appropriately any declared or perceived conflicts of interest and/or potential conflicts of interest;
- 7.9. represent the Board to external parties as an official spokesperson for the Board;
- 7.10. inform the members directly about issues and events that are of a sufficiently serious nature to require such notice.
- 7.11. 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.

8. Induction and training

- 8.1. The Board must provide an induction process for new Directors;
- 8.2. All Directors are required to display appropriate skills and knowledge of governance, Directors' roles and responsibilities. WPV encourages Directors to update and enhance their skills and knowledge.

9. Board Performance

The Board will undertake an annual performance evaluation that:

- 9.1. reviews the performance of the Board against the requirements of this Charter.

10. Confidentiality

Every person, the Directors, Executive Officer, Auditors, Solicitors, all officers, agents and staff of the WPV is required to maintain a level of confidentiality consistent with current Australian law.

11. Changes to this charter

- 11.1. No changes to this Charter shall be made without the approval of the Board.
- 11.2. The Charter will be reviewed to incorporate any relevant changes to the Constitution.
- 11.3. This Charter must be reviewed annually.