

DIRECTOR INDUCTION POLICY



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1. INTRODUCTION

Rowing WA (RWA) Director induction is essential to ensuring that new members in any decision making and/or operational capacity become productive contributors to achieving the strategic goals of RWA as quickly as possible.

RWA will ensure that this induction policy is presented to the first meeting of the Board after the Annual General Meeting in each year for confirmation or amendment.

During the year, the procedure will be undertaken with each new member on an individual basis as they may be appointed.

In accordance with a standard induction program, a series of organisational papers including:

- Constitution and by-laws;
- most recent board minutes;
- most recent annual report and financial statement;
- Strategic plan;
- Governance policies, procedures and codes of conduct;
- Contact list for all current Directors and officers

will be issued to each new Director, officer and committee member on their nomination. This is the responsibility of the CEO.

On an ongoing basis, the CEO will ensure that each current Director and officer is issued with updates of any of the above documents as they are adopted from time to time.

2. INDUCTION PROCESS

Directors and Officers:

As soon as practical following their election/appointment, the CEO will arrange for the new Director to attend the RWA office to meet the staff, be shown over the office and have explained the administration system as it applies to the Board, Directors and Officers generally. At this time the new member will also be issued with whatever stationery is deemed necessary for them to carry out their role.

Directors:

Within one month of their appointment/election, the President will meet with the new Director/s and take the time to explain the following -

- The process of decision making
- The types of values and expectations of Directors.
- The key roles of the Board shall be discussed and what these mean in terms of expectations of the new Director.
- The responsibility of the new Director in the role to which they have been elected/appointed and their responsibilities in relation to the particular portfolio, especially the appointment of a committee, where relevant, and the induction of their committee members.
- The key legal requirements of all Directors shall be discussed, and particularly what this means in terms of behaviour and expectations of the Board.
- The new Director shall be given the opportunity to self-assess their knowledge in key areas, and to seek further clarification and knowledge where needed.
- An existing Director shall be appointed as a mentor to the new Director for their first year on the Board.
- At this time the RWA Directors' Code of Conduct shall be presented to and signed by the new member as well as all continuing Directors being reminded of the Code.

Officers:

All newly appointed officers shall be invited to attend a meeting of the Board as soon as practical following their appointment. This invitation shall be extended by the director to whom they are responsible for the carrying out of their duties as an officer.

Prior to their attendance at a Board meeting, the director concerned shall have discussed with the new officer their role and responsibilities as stipulated in the by-laws; how they can best operate under the RWA governance structure, including the reporting line through to the Board; and have them sign the Code of Conduct as it applies to officers.

Committee Members:

It is the responsibility of each relevant individual Director to ensure that their committee members understand the role of the committee to which they have been appointed, the expectations of the Board and/or CEO in relation to that role and are issued with copies of the constitution, by-laws, strategic plan, Committee Terms of Reference and any other documents as may be deemed necessary for them to carry out their duties under the committee system.

3. DUTIES OF DIRECTORS

Directors are reminded that at all times when acting in their capacity as a Director they carry the full responsibilities of a Director of a Company.

Fiduciary duties (proscriptive duties) are duties of loyalty to the Association, including:

- The duty to act in good faith in the best interests of the Association as a whole and not how any decision may affect any interest the Director may have
- The duty to declare and avoid conflicts of interest in regard to any Board discussion or decision where the outcome may have a personal implication

A duty of Care (prescriptive duty) is owed to the Association in the case of all decisions made that may impact on the Association, such that the Association is not put at any unnecessary risk, including:

- Not to take unnecessary risks in decision making without undertaking appropriate risk management procedures
- Not to trade while insolvent or make such decisions that could foreseeably lead to insolvency

4. CHAIRMAN'S DUTIES

The key responsibilities of the President/Chairman, or whomever is appointed from time to time to chair the Board, are to ensure that at every Board meeting:

- All Directors are given every opportunity to put forward their views, within reason, before any decision is reached
- That decisions are made more in the spirit of dialogue (non-adversarial) than debate (adversarial)
- That all recommendations for decision are backed by appropriate reports and research
- That every Director is fully conversant with and understands the financial state of the Association before any financial report is recorded as being received or adopted
- That all Directors are working in conjunction with their committees and not working as lone individuals; and
- That neither the staff nor any Director is tasked to work beyond their reasonable capacity and is provided the resources required to achieve the goals as set by the Board.

5. ROLE OF THE BOARD

The Board's primary responsibility is one of stewardship and trusteeship on behalf of RWA's members, ensuring that the association remains viable and effective in the present and for the future. The Board is ultimately accountable for all association matters.

The Board ensures that RWA has a secure long-term future by:

- Establishing RWA's strategic direction and priorities
- Interacting with key stakeholders to inform them of achievements and ensuring they have input into determining strategic goals and direction
- Regularly scanning the external operating environment to ensure that RWA's strategic direction remains both appropriate and achievable
- Monitoring organisational performance and evaluating the achievement of the strategic and business plans and annual budget outcomes
- Reporting back to the stakeholders at General Meetings
- Establishing the policy framework for governing RWA from which all operational policies and actions are developed

- Ensuring that RWA has appropriate corporate governance structures in place including standards of ethical behaviour and promoting a culture of corporate and social responsibility
- Defining key relationships between RWA and its stakeholders and other key individual and organisations/groups
- Appointing, setting targets in order to evaluate the performance of and reward as appropriate, the staff
- Monitoring staff and organisational compliance with the relevant federal, state and local legislation and with RWA's own constitution and policies
- Providing advice and guidance to the staff as required
- Assessing risks facing RWA, establishing a risk management plan and monitoring compliance.
- Evaluating its effectiveness as a board
- Ensuring appropriate professional development and training is provided for Directors, volunteers and staff members.

'The Board's job is to create the future, not mind the shop'

6. CONFLICTS OF INTEREST

Generally, a conflict of interest situation arises when a Director's duty to RWA clashes with their duties, obligations or interests personally and/or elsewhere – including their club, business, workplace, family or friends.

Guidelines to deal with Conflict of Interest:

- Eligibility for Directorship must at all times be in compliance with the constitution
- Any business or personal matter, which could lead to a conflict of interest of a material nature involving a Director and their role and relationship with RWA must be declared and minuted at the first Board meeting following their appointment
- All conflicts of interest as they arise must be declared by the Director concerned at the earliest time after the conflict is identified

- The Board shall determine whether or not the conflict is of a material nature and shall advise the individual accordingly
- Where a conflict of interest is identified and/or minuted, and the Board has declared that it is of material benefit to the individual or material significance to RWA, the Director concerned shall not vote on any resolution relating to that conflict or issue
- The Director shall only remain in the room during any related discussion with Board approval
- The Board will determine what records and other documentation relating to the matter will be available to the Director
- All such occurrences will be minuted

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.

7. VERSION CONTROL

VERSION	DATE	AUTHOR	COMMENTS
1.0	15.06.2011	Unknown	Board approved
2.0	17.01.2023	D. Tackenberg	Board approved
2.1	02.05.2023	D. Tackenberg	Updated to align behaviour with organisational values and updated terminology.
2.2	02.05.2023	D. Tackenberg	Board changes made. Policy Approved