

# **Water Polo Australia Limited**

**ABN 86 159 573 403**

## **Governance, Risk and Integrity Committee Charter**

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### **1. PURPOSE**

This Charter sets out the purpose, responsibilities, authority, membership, and meeting processes of the Governance, Risk and Integrity Committee of the Water Polo Australia Limited Board.

The Committee's primary purpose is to assist the Board in pursuing organisational excellence by adopting best practice governance, risk and integrity operating principles, ethical standards and structures appropriate for WPA and in fulfilling the Board's responsibility for oversight of compliance practices by WPA with respect to relevant laws and regulations as well as internal guidelines, policies and procedures and expected standards of behaviour.

This includes recommending to the Board adoption of the most appropriate governance, risk and integrity policies and structures for WPA, recognising and respecting the rights of WPA members and other stakeholders.

### **2. RESPONSIBILITIES AND AUTHORITY**

#### **2.1 Responsibilities**

The Committee advises the Board on governance, risk and integrity matters generally which includes the following responsibilities:

With respect to Governance

- assisting the Board to adopt the most appropriate governance policies and structures while meeting compliance requirements.
- Oversee the implementation of the Sport Australia Governance enhancement plan
- annually reviewing the organisation's governance policies and framework, and governance outcomes, including the effectiveness of the Board and committees in fulfilling their responsibilities and duties, committee charters, allocation of responsibilities, membership and operation, and recommending any changes to better meet organisational strategic objectives;

- informing the Board of the governance compliance requirements, guidelines and practices of regulators, the Corporations Act, Sport Australia, FINA, IOC, AOC, and other stakeholders.
- reviewing best practice developments in governance in Australia, identifying to the Board governance standards it considers are appropriate for, relevant to and in the best interests of the organisation.
- advising on the organisation's reporting of information on governance practices and issues, including in the annual report and on the website.
- monitoring the independent status of each Director, reviewing proposed related party transactions, considering situations of possible conflict of interest or duty and reviewing existing (and recommending changes to) integrity, behaviour and ethical guidelines and policies and compliance with these, and reporting on these matters to the Board.
- recommending policies and procedures to ensure diversity and inclusion are considered.
- Ensure there is effective communication of the organisation's governance, policies and outcomes to relevant stakeholders.

With respect to business risk and internal controls the duties of the Committee shall be:

- Recommend the approval of the Organisation's Risk Management Framework, including the risk appetite and risk assessment matrix, to the Board and oversee the risk management system and its resourcing, including an Internal Audit Scheme.
- Recommend to the Board and monitor the Organisation's risk profile developed by management, covering the principal enterprise-wide risks, including strategic, operational, legal and financial.
- Review the operational effectiveness of the policies and procedures to risk and the Organisation's internal control environment.
- Ensure the organisation has a contemporary Critical Incident Management Plan and Historical Incident Management Plan in place.
- Review the effectiveness of the Organisation's insurance activities.

With respect to business and organisational integrity the duties of the Committee shall be:

- Oversee the implementation and annual review of the Organisation's Integrity Framework, including any policies required to comply with funding programs.
- Make recommendations to the Board relating to actions required or resources needed to protect the integrity of the Organisation.

The Committee also advises the Board on compliance processes and practices and, jointly in collaboration with the Audit Committee, monitors and reviews the effectiveness of compliance, including:

- considering and reviewing with management the adequacy of the process for reporting and responding to instances of non-compliance, the findings of any examinations by external

agencies of compliance by the organisation, and implementation of compliance developments that may materially impact on the organisation; and

- overseeing compliance plans and their scope and resourcing.

## **2.2 Authority**

The Committee has no decision-making authority and advises, informs and makes recommendations to the Board for its decision and action. The Committee may refer matters to other Board committees for consideration, review and action.

The Committee may review and recommend changes to this Charter.

## **2.3 Board Directions**

The Board may delegate additional powers, responsibilities and authority to the Committee, generally or for a defined period, and may remove and re-allocate any power, responsibility and authority to the Board, other committees or other persons at any time.

The Board may give the Committee directions as to the manner of exercising any of the Committee's powers, responsibilities and authority as the Board sees fit at any time which override any inconsistent provisions of this Charter, and the Committee will follow any such direction.

## **3. MEANING OF WORDS**

In this Charter, unless the context otherwise requires:

**Board** means the Board of WPA.

**Chair** means the Chairperson of the Committee.

**Committee** means the Board Governance, Risk and Integrity Committee.

**Company** or **Organisation** or **WPA means** Water Polo Australia Limited.

**Constitution** means the Constitution of WPA.

**Meeting** means a meeting of the Committee.

**Member** means a member of the Committee.

**Secretary** means the person appointed by the WPA CEO, which may vary from time to time.

The singular imports the plural and vice versa; and

Other terms defined in the Constitution have the same meaning in this Charter.

## **4. STRUCTURE AND COMPOSITION**

### **4.1 Membership**

The Committee shall comprise at least three Directors appointed by the Board.<sup>1</sup>

The Board can appoint up to four (4) non-Board members to the Committee and the Committee shall comprise no more than seven (7) members in total.

Under 45(a) of the WPA Constitution the President is an ex officio Member of all Board committees other than the Athletes' Commission.

### **4.2 Chair**

The Chair is:

- appointed by the Board<sup>2</sup>; and

Should the Chair be absent (and no deputy or acting chair has previously been appointed), the Members present at the meeting may elect one of their number to chair that meeting until the Chair is present.

The role of the Chair is to:

- determine the agenda for Meetings in conjunction with the CEO.
- chair Meetings and take reasonable steps for the proper functioning of the Committee, including the proper conduct of Meetings and an appropriate level of discussion.
- take reasonable steps regarding the adequate and timely flow of relevant information to Members.
- advise the Board of the Committee's recommendations and report to the Board on behalf of the Committee as required under this Charter.
- review and arrange circulation of draft minutes of the Committee for Member comment and sign the minutes with or without change after considering any comment; and
- liaise on behalf of the Committee with other committees, external parties and management.

### **4.3 Appointment**

The Board may appoint, replace or remove Members at any time and shall review the composition of the Committee and tenure of Members at least annually. It is good practice to periodically rotate

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<sup>1</sup> From December 2021 the Director members are Trent Birkett, Kay Copeland, Susie Smith and Allira Hudson-Gofers,.

<sup>2</sup> From December 2021, the Chair is Andrew Knox.

Committee membership, and Members should not anticipate continuous service on the Committee for longer than five years.

#### **4.4 Term**

Membership of the Committee will be reviewed annually following the WPA AGM.

### **5. MEETINGS**

#### **5.1 Frequency and Notice**

The Committee will meet as frequently as is necessary to undertake its role effectively and under normal circumstances at least three times per calendar year.

The Chair may call Meetings and will call a Meeting if required by the President or any other Board member. Notice of each Meeting confirming the date, time, venue and agenda providing adequate details sufficiently in advance to allow Members a reasonable opportunity to prepare and attend will be forwarded to each Member and the Secretary (who shall promptly distribute the notice for information to the Board).

Notice of a Meeting may be given by telephone or electronic communication.

#### **5.2 Quorum**

Unless otherwise determined by the Board, the default quorum is 50% of members present at the time the meeting commences.

#### **5.3 Other Attendees**

Any Director may attend and speak at a Meeting. Other non-members may be invited to attend and speak by any Member, with the Chair's permission, for all or part of any Meeting.

Standing invitations to attend and speak at Meetings may be issued to non-members by the Board or the Chair. The Chief Executive Officer has a standing invitation to attend and speak at Meetings (personally or through a nominee) except when the Committee is in closed session.

Any standing invitation and any permission granted, or invitation issued by the Chair may be withdrawn, suspended or revoked by the Chair in respect of all or any part of any Meeting at any time.

Only Members have voting rights.

#### **5.4 Member Interests**

Subject to the Law, Members will not be provided with relevant Committee papers, participate in discussions and must not vote (or be present for voting) on any matter in respect of which that Member has a material personal interest.

Any such interests should be declared and noted in the minutes of the relevant Meeting. In the case of Member Directors this may be satisfied by re-stating at the start of the Meeting and recording in the minutes a Director's relevant interests as they appear in the Register of Directors' Interests maintained by the Company.

### **5.5 Support**

All records, including agendas, minutes and any reports or other materials tabled at a Meeting will be maintained and managed by the CEO in the same manner as similar Board records are maintained and managed from time to time.

The Secretary will also be responsible for arranging the venue or the technology to be used for the Meeting, producing (in conjunction with the Chair) and circulating any notice of Meeting, agenda and materials for the Meeting, as well as (except when the Committee is in closed session) attending and taking and circulating the minutes of the Meeting to the Chair for review and approval, as well as to other members, invitees and the Board as appropriate (or arranging for this to be done).

### **5.6 Use of Technology**

Meetings may be conducted other than in person using any technological means by which Board meetings may be conducted under the Constitution that has been consented to by all Directors (and not withdrawn), or otherwise is consented to by Members.

Each Member by agreeing to be a Member is taken to have consented to the use of such technological means that has been consented to by all Directors for Board meetings.

### **5.7 Minutes**

Minutes of all proceedings and decisions of the Committee shall be made, entered and approved in the same manner as required by law for Board proceedings and decisions as required by 45(d) of the Constitution.

### **5.8 Decisions**

Matters will be decided by a majority of votes made by Members present and voting at the Meeting. The Chair does not have a casting vote and matters in relation to which the Committee holds delegated decision making or action authority under 2.2 of this Charter with an equal number of votes for and against will be referred to the Board for resolution.

## **6. ACCESS**

### **6.1 Resources, Information and Advice**

The Committee has authority to investigate any matters within its Charter, and for this purpose has free and unfettered access to the Company's resources and information it needs to do so, including by obtaining necessary external professional advice or assistance as approved by the Board.

## **6.2 Independent Advice**

Members may seek and obtain independent professional advice at the Company's cost after first obtaining the approval of the Board, or of any person to whom the Board has delegated authority to give such approval. Any such advice obtained must be made available (along with the instructions given to the adviser) to the other Members and all Directors.

## **7. REPORTING**

### **7.1 To Board**

The minutes of Meetings shall be included in the papers for the next Board meeting after approval by the Chair. The Chair shall report (orally or in writing) the Committee's decisions, findings and recommendations to the Board after each Meeting.

### **7.2 Communication with Other Committees**

Where there are overlapping responsibilities and duties between the Committee and another committee (for example the Finance, Risk and Audit Committee), the Chair shall consult regularly with the chair of the relevant committee and may establish mechanisms for communication between the relevant committees to avoid inefficiencies, gaps or conflicts.

## **8. REVIEW AND ASSESSMENT**

The Committee shall review this Charter and evaluate the Committee's performance and the extent to which the Committee has met its purpose and responsibilities annually and provide its evaluation to the Board, together with any commentary as to the appropriateness of this Charter and any recommendations arising from the evaluation.

The Board will evaluate the performance of the Committee and revise this Charter from time to time as appropriate.

## **9. HISTORY**

<b>Adopted</b> by the Board:	27 April 2018 with immediate effect.
<b>Revised</b> by the Governance Committee:	April 2021
<b>Adopted</b> by the Board:	30 April 2021 with immediate effect.
Revised by the Governance Committee:	February 2022
Adopted by the Board	25 February 2022