

Water Polo Australia Limited

ABN 86 159 573 403

Strategy and External Affairs Committee Charter

1. PURPOSE

This Charter sets out the purpose, responsibilities, authority, membership, and meeting processes of the Strategy and External Affairs Committee (SEAC) of the Water Polo Australia Limited Board.

The primary purpose of this Committee is to enhance water polo's medium and long-term financial independence and sustainability.

2. RESPONSIBILITIES AND AUTHORITY

2.1. Responsibilities

The Committee shall provide strategic recommendations to the Board to enhance the medium to long-term financial independence and monitor progress against relevant aspects of the National Strategic Framework and operations plan. Specifically, the Committee shall:

- Define water polo's brand narrative and value proposition.
- Increase water polo's access to Federal and State Government support.
- Identify, prioritise, and recommend commercial opportunities.
- Foster and maintain relationships with key stakeholders within the water polo community to promote philanthropy and investment pathways.

The Committee shall consult with other relevant Board Committees as appropriate (see Section 6.2).

2.2. Authority

Except in relation to the matters specified in 2.1, the Committee has no decision-making authority. The Committee may refer matters to other Board committees and make recommendations to the Board for its decision and action.

The Committee may review and recommend changes to this Charter.

2.3. Board Directions

The Board may delegate additional responsibilities and authority to the Committee, generally or for a defined period, and may remove and re-allocate any 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 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 Government and Strategic Partnerships 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 two non-executive Directors¹ and the CEO.

In accordance with Section 4.3 of this Charter, other non-members may be invited to attend and speak by any Member. 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 Board².
- must be a (non-executive) Director.

¹ From December 2020 the Director Members are Susie Smith, Rick Hooper and Jodie Cross

² From December 2020, the Chair of the Committee is Susie Smith.

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 Secretary.
- 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 following the WPA AGM. It is good practice to periodically rotate 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 six (6) 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).

The number of Meetings and Members' attendance at those Meetings should be disclosed in the WPA annual report and/or on the WPA website.

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. Any standing invitation or 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 the 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 Secretary 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.

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.

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. Any such advice obtained must be made available (along with the instructions given to the adviser) to 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

Adopted by the Board: 30 April 2021