



**WATER POLO AUSTRALIA LIMITED**  
**BOARD CHARTER**

**Adopted: 7 May 2016**

**Last Reviewed: 26 August 2022**

## REVIEW HISTORY

Version	Date Reviewed	Date Endorsed	Content Reviewed/Purpose
One	11 <sup>th</sup> March 2016		Document created
Two		7 <sup>th</sup> May 2016 - Approved at WPA Board Meeting	No updates processed prior to approval
Three	25 October 2018	25 October 2018 at WPA Board Meeting	Content reviewed and updated with changes
Four	14 March 2019	14 March 2019 at WPA Board Meeting	Clause 9 amended
Five	1 November 2021	29 October at WPA Board Meeting	Minor grammatical and readability changes only
Six	26 August 2022	26 August 2022 at WPA Board Meeting	Changes to Clauses 2.a and 15 only Endorsed by the GRIC Committee on Aug 5

## 1. Purpose

Water Polo Australia Limited (WPA) is governed under the Corporations Act 2001 and other associated corporate law and the WPA Constitution.

This Charter is subservient to the Act and the WPA Constitution, to the extent of any inconsistency. Terms which are defined in the Constitution have the same meaning when used in this Charter.

WPA is the National Sporting Organisation (NSO) recognised and delegated for the sport of water polo by the Federation Internationale De Natation Aquatics (FINA), the international governing body for aquatic sports including, water polo and the federation of the world's leading water polo organisations, in Australia.

The WPA 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 and that of individual directors.

To support this, the following principles are adopted by the Board:

## 2. Role of the Board

- a) The primary function of the Board, in accordance with the Constitution, is to manage the business of WPA and in particular to be responsible for the Sporting Power in Australia which has been delegated to it by FINA, and to ensure the effective administration and control of water polo in Australia, in a manner consistent with clauses 2 b) to 2 f) and 6 a).
- b) The Board is responsible for providing the corporate and strategic governance of WPA. WPA is an organisation which must service the needs of its members and other stakeholders and concurrently regulate water polo activity across a spectrum ranging from recreational, club and amateur competition to professional water polo activity with its associated commercial complexities.
- c) 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.
- d) 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.
- e) The role of the Board and its Directors is to give direction to the organisation and to accept ultimate 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**

Directors will at all times act in accordance with the law, including but not limited to:

- a) acting in good faith in the best interests of WPA;
- b) acting as an independent member of the Board, not as a representative of another body;
- c) bringing an independent mind to decision making;
- d) exercising care and diligence (including by each taking steps to ensure she/he is properly informed and has a proper understanding of the position of WPA financially and in relation to work health and safety);
- e) not seeking to use her/his position to gain an advantage for themselves or someone else or to the detriment of WPA;
- f) not using information received as a Director for improper purposes or to the detriment of WPA; and
- g) ensuring that WPA does not operate while insolvent.

### **4. Board code of ethics**

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

- a) act with integrity and good faith;
- b) be honest and open with each other at all times;
- c) treat each other with professionalism, courtesy and respect allowing reasonable opportunity for others to put forward their views;
- d) not improperly influence other Board members or management;
- e) declare to the President and the Board material interests including any conflicts of interest, both actual and potential;
- f) work co-operatively among themselves and with management in the best interests of WPA;
- g) recognise the separate roles and responsibilities of the Board and management, including any concurrent or exclusive delegations;
- h) develop an understanding of the role and functions of WPA;
- i) be diligent and continuously strive to improve the Board's operation;
- j) observe the spirit as well as the letter of the laws under which WPA operates;
- k) use information received as a Director for the purposes of WPA;
- l) not allow personal interests or the interests of associated persons to conflict with the interests of WPA;
- m) avoid any behaviour that is likely to reflect badly on the Board or WPA; and

- n) make reasonable enquiries to ensure that WPA is operating efficiently and towards its objectives and devote 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 Chief Executive Officer. Specifically, the following are the Board's responsibility:

- a) the appointment of the Chief Executive Officer;
- b) reviewing the performance of the Chief Executive Officer;
- c) replacing the Chief Executive Officer when necessary;
- d) the remuneration of, and subject to Clause 6 below delegation of authority to, the Chief Executive Officer and general approval of policies relating to the Chief Executive Officer's sub-delegation;
- e) subject to Clause 6 below, adoption of annual business plans and budgets and approval of longer term strategic plans for WPA;
- f) subject to Clause 6 below, oversight and review of corporate strategy, performance and legal compliance throughout WPA for all of its activities, including consideration of regular reports from management on the financial and operational performance of WPA against agreed performance targets;
- g) review of management's performance, not limited to the matters listed in Clause 6 (f);
- h) approval of all financial statements including Directors' reports;
- i) approval of the annual report and any other significant report which the Chief Executive Officer or President consider need Board approval;
- j) subject to Clause 6 below, approval, oversight and review of audit and compliance functions and their performance;
- k) internal control and corporate governance functions and their performance;
- l) remuneration policies and their performance;
- m) WPA's risk management and compliance framework;
- n) new debt, beyond specific delegations, debt refinancing and repayments;
- o) electing the President and any Appointed Director;
- p) approving the National competition rules to govern the sport;
- q) nominating to FINA, persons to represent WPA on FINA commissions;
- r) appointing and removing as necessary, directors or members of associated entities;
- s) appointment of the external auditor (subject to any requisite member approval); and
- t) other matters which by law or under legislation must be dealt with by the Board.

## 6. General principles concerning management

- a) The Board should not itself manage WPA as this is delegated to the Chief 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 for WPA's management.
- b) The Board must set the framework within which WPA operates and, to an appropriate degree, oversee and supervise its operations.
- c) As well as having the ultimate responsibility for the operations of WPA, the Board must be aware of and have due respect for the obligations of WPA as a matter of general law or as a result of particular obligations imposed under relevant legislation including the Act and relating to work health and safety.
- d) The formal delegation of management authority is to the Chief Executive Officer, who will be the prime source of information to the Board.
- e) Subject to the oversight of the Board, it is for the Chief Executive Officer, acting within his or her delegated authority, to determine how to conduct the management of WPA.
- f) The Board must:
  - i. be satisfied with management's plans for carrying on and developing WPA's activities;
  - ii. ensure that management seeks authority to undertake material changes to those agreed plans;
  - iii. place limits on the extent to which management can commit resources or dispose of assets or raise funds without specific approval;
  - iv. ensure that it is kept well informed of progress and events which might significantly affect WPA;
  - v. monitor, so far as it reasonably can, the performance of those senior members of management on whom it is relying for the proper management of the business and its key component parts; and
  - vi. be aware of any significant risks to employees, WPA's standing, profit and assets and endorse management's action plans to mitigate such risks.

## 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:

- a) behave in a professional manner at all times;
- b) provide coherent leadership of the Board to engender a cohesive and effective team;
- c) establish an effective working relationship with the Chief Executive Officer;
- d) promote effective relationships and open communication, both internal and external to the Boardroom, between Directors, management and the State Members;

- e) 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;
- f) 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;
- g) 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;
- h) manage appropriately any declared or perceived conflicts of interest and/or potential conflicts of interest;
- i) represent the Board to external parties as an official spokesperson for the Board; and
- j) inform the Members directly about issues and events that are of a sufficiently serious nature to require such notice.

## **8. Independent professional advice**

- a) If, in furtherance of a Director's duties to WPA, a Director obtains independent professional advice, WPA will meet the reasonable costs of such advice provided that:
  - i. the Board gave prior approval to the obtaining of the advice; or
  - ii. where the Board has delegated this function, the delegate gave prior approval to the obtaining of the advice.
- b) The advice together with the instructions upon which the advice was based must be made available to all Directors.

## **9. Induction and training**

- a) The Board must provide an induction process for new Directors.
- b) All Directors are required to display appropriate skills and knowledge of governance and directors' duties, roles and responsibilities.
- c) WPA expects and encourages Directors to update and enhance their skills and knowledge including by undertaking further training and development activities relevant to the discharge of the office and functions of a director. From time to time WPA may arrange for relevant training and development activity opportunities to be made available, and WPA may also agree (on request) to fund Director participation in relevant activities or opportunities. However, generally Directors are expected to identify and arrange to undertake such activities themselves at no cost to WPA.

## **10. Access to company information**

Directors have direct access to members of WPA management and to WPA information in the possession of management. Directors who contact members of management must notify the Chief Executive Officer of the contact. All Directors have direct access to the Company Secretary and vice versa.

## **11. Insurance and indemnity**

Deeds should be entered into between Directors severally and WPA, recording arrangements on indemnification, insurance and access to company documents.

## **12. Board performance**

- a) The Board will undertake a performance evaluation no less frequently than at least every three (3) years that:
  - i. reviews the performance of the Board against the requirements of this Charter;
  - ii. reviews the performance of the Board committees against the requirements of their respective Charters; and
  - iii. reviews the individual performances of the President, the Chief Executive Officer, the Directors and any FINA delegate.
- b) The timing, 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.

## **13. Conduct of Board meetings**

- a) Frequency
  - i. The Board shall meet at least five (5) times per year; and
  - ii. Board meetings, including those additional to the timetable, are convened by the Company Secretary as directed by the Board or the President or as requested by any Director in accordance with the Constitution.
- b) Method of meeting
  - i. Meetings are either in person or by electronic medium, including teleconference, or combination, as consented to by all the Directors.
- c) Attendance
  - i. All Directors are expected to attend all Board meetings;
  - ii. The Chief Executive Officer shall attend all Board meetings; and
  - iii. The minutes will record on each occasion the names of those present and those absent and where a person is present for only part of a meeting, the time when that person was present.



- d) Chair
  - i. The President shall act as chair at all Board meetings which the President attends.
  - ii. If the President is not available within ten (10) minutes after the time appointed for holding the meeting or declines to act for the meeting or part of the meeting, one (1) of the Directors (other than the Athletes Commission Director) shall chair the meeting or that part of it.
- e) Quorum
  - i. The number of Directors whose presence is necessary to constitute a quorum is as described in the Constitution; and
  - ii. The quorum must be present at all times during the meeting.
- f) Agenda
  - i. The President, supported by the Chief Executive Officer, is responsible for setting the agenda. Any Director may request the President to add an item of business to the agenda; and
  - ii. The agenda for each Board meeting may set a regular session for private discussion by Directors only, who may invite any person to attend in whole or in part.
- g) Papers
  - i. The Board agenda and supporting agenda papers must be distributed to all Directors at least five (5) days prior to the relevant meeting.
- h) Decision making
  - i. Each Director, other than the President, shall be entitled to one (1) vote on each resolution at Board meetings. A resolution must be supported by a majority of votes cast by those present and entitled to vote;
  - ii. The Board may pass a resolution without a Board meeting being held if the majority of all the Directors entitled to vote on the resolution sign a document containing a statement that they are in favour of the resolution. Separate documents may be used for signing by Directors if the wording of the resolution and statement is identical in each copy. The resolution is passed when the last Director required to constitute the majority signs and shall be noted at the following scheduled Board meeting; and
  - iii. If email resolutions are required, the relevant resolution shall be passed when an emailed indication from a majority of all the Directors entitled to vote on the resolution that they are in favour of the resolution has been received and the resolution shall be noted at the following scheduled Board meeting.
- i) Minutes
  - i. Minutes of meetings of the Board and resolutions of the Board must be prepared. Draft minutes will then be circulated to all Directors and confirmed at the next subsequent meeting of the Board;
  - ii. The minutes are the official record of proceedings and resolutions of the meeting;
  - iii. Upon the confirmation of the minutes, the President will sign a copy as a true and correct record and the minutes will be filed in the register maintained under Law for that purpose; and

- iv. Minutes of meetings of the Board are to be distributed to the Directors, the Chief Executive Officer, and the Company Secretary. The minutes are confidential and are not to be distributed to any other party without the approval of the Board.
- j) Minute Secretary
  - i. The Board must appoint a secretary, either one of their number, or another person who is not necessarily the Company Secretary, to act as minute secretary of the Board and attend meetings of the Board as required.

## **14. Confidentiality**

Each Director, Chief Executive Officer, Company Secretary, auditor, solicitor, officer, agent and staff member of WPA shall be bound to observe strict confidentiality.

## **15. Committees and commissions**

- a) The Board may delegate any of its powers consistent with the Constitution to a committee consisting of such of their number and/or others as they think fit.
- b) Such committees are bound to report and make recommendations to the Board according to their Charters. The Board is not bound to follow such recommendations, but is bound to consider any such recommendation.
- c) The current Board committees are:
  - i. Finance and Audit Committee;
  - ii. Governance, Risk and Integrity Committee;
  - iii. Nominations Committee;
  - iv. High Performance Committee;
  - v. Sport Development Committee; and
  - vi. Strategy and External Affairs Committee
  - vii. History and Traditional Committee
  - viii. Youth Advisory Committee
  - ix. Athletes Commission.

From time to time other committees and advisory bodies may be established.

## **16. Declarations - conflicts, pecuniary interests**

- a) A Director shall not gain an advantage or benefit, whether of a financial, reputational or other nature, for themselves, a business or an entity (including other members or clubs) or someone else they are associated with including family and personal acquaintances, as a result of their position as a Director. Situations which may involve a conflict of interest include:
  - i. entering into a contract with WPA;
  - ii. making a personal profit as a result of being in the position of Director;
  - iii. holding shares or having a sporting or commercial interest in another company or entity which contracts with WPA, may benefit from a decision

- of WPA, or is an organisation purporting to offer the same or similar services as WPA;
  - iv. working for an organisation purporting to offer the same or similar services as WPA;
  - v. competing or officiating at a water polo or related event not sanctioned by WPA;
  - vi. officiating at a water polo or related event sanctioned by WPA; and
  - vii. acting as an office bearer at an affiliate club or Member.
- b) A Director must declare any actual or potential conflicts of interest or pecuniary interest which may exist or reasonably be seen to exist, at the commencement of all Board and/or committee meetings or at a point during a Board and/or committee meeting where discussion of a matter that may give rise to an actual or potential conflict commences, which must be recorded in the minutes of each Board and/or committee meeting.
- c) The Director must absent themselves from all discussion and the consideration of, and voting on, any matter to which the declaration relates where that matter is one in which that Director has a 'material personal interest' and, in other cases, should consider whether it is appropriate to remain, participate and vote having regard to this Charter, general law and corporate practice.
- d) In some situations, the Board may request that the Director remove the conflict of interest, in which case the Director shall comply with the request within seven (7) days or such other period as the Board may allow.
- e) Where a Director has an ongoing conflict of interest, the Director must consider resignation from the Board. However, this should be conducted in an orderly manner and resignation should not occur where this will result in serious detriment to the organisation.
- f) Individual 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.

## **17. Execution of documents**

- a) Except where the seal is required to be fixed by another law, the Board must execute a document or deed in accordance with the Corporations Act 2001, by authorising the signing of the document or deed in one of the following ways:
- i. by two (2) Directors signing; or
  - ii. by one (1) Director and either the Chief Executive Officer or a Company Secretary signing.
- b) Without limiting other ways by which WPA may lawfully execute a document, WPA may execute a document without using a common seal if the document is signed by:
- i. by two (2) Directors signing; or
  - ii. by one (1) Director and either the Chief Executive Officer or a Company Secretary signing.
- c) This Charter shall be taken to be an appointment of the person holding the office of Chief Executive Officer as a person to countersign any deed or document within

paragraphs a) and b) above for the purposes of clause 52(b)(ii) of the Constitution except as otherwise provided to the contrary.

## **18. Staff attendance at Board meetings**

- a) With the exception of the Chief Executive Officer, the minute secretary and the Company Secretary, staff are not required to attend Board meetings, except as invited from time to time to report on matters arising, or to be available for consultation.
- b) The Board respects the value of staff member's time and other commitments and therefore does not expect staff to be available without prior arrangement or at least reasonable notice.

## **19. Changes to this charter**

- a) No changes to this Charter shall be made without the approval of the Board.
- b) The Charter will be reviewed to incorporate any relevant changes to the Constitution or the law.
- c) This Charter must be reviewed in conjunction with or soon after a performance review under Clause 12 above, but no less frequently than at least every three (3) years.