

# **Water Polo Australia Limited**

**ABN 86 159 573 403**

## **High Performance Committee Charter**

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### **1. PURPOSE**

This Charter sets out the purpose, responsibilities, authority, membership, and meeting processes of the High-Performance Committee (HPC) of the Water Polo Australia Limited Board.

High Performance includes all Australian representative squads under the remit of Water Polo Australia including the senior, junior and youth programs and requisite underpinning pathway programs.

The WPA High Performance Committee's purpose is to provide strategic recommendations in relation to High Performance projects and initiatives to the WPA Board and strategic guidance and support to the General Manager – Performance and General Manager – Pathways or their equivalent future roles.

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

#### **2.1 Responsibilities**

The Committee provides recommendations to the WPA Board on matters relating to high performance generally which includes the following responsibilities:

- Informing the Board on the development, implementation and review of the WPA High Performance Strategic and Operational plans.
- Development and delivery of a reporting framework to appropriately inform the Board of matters relating to high performance.
- Reporting on performance against the AIS Agreements.

- Reviewing of the annual and/or cyclical High-Performance Budget(s) and approving expenditures within the framework and limits established by those budgets consistently with the AIS Agreements.
- Ensuring annual review of the High-Performance program against the High Performance Strategic and/or Operational plans and KPI's and the AIS Agreements.
- Reviewing and recommending HP policies and procedures in the high-performance field.
- Reviewing and providing recommendations in relation to the performance competitions within the WPA Competition Framework.

## 2.2 Authority

The Committee does not have decision-making authority but will make recommendations to the WPA Board for approval.

The Committee may refer matters to other Board Committees for consideration, review and action.

The Committee may review and recommend changes to this Charter, subject to the agreement of all Committee members, to better perform its purpose.

## 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 adoption of this Charter is an exercise of this power under the previous Charter.

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 overrides any inconsistent provisions of this Charter, and the Committee will follow any such direction.

In exercising these powers, the Board will have regard to the terms of the existing AIS Agreements.

## 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 High Performance Committee.

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

**Constitution** means the Constitution of WPA.

**Major Event** means Olympic Games, World Championships or World Cup.

**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<sup>1</sup> shall comprise the following:

- A minimum of two Board Directors.
- CEO
- GM – Performance
- GM – Pathways
- A representative from the AIS

The Secretary will record the minutes of the Committee meeting.

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>.

Should the Chair be absent (and no deputy or acting chair has previously been appointed by the Committee), 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 Management.
- 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.

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<sup>1</sup> From December 2020 the Director Members are Don Cameron, John Whitehouse and Jane Moran

<sup>2</sup> From December 2020 the Chair of this Committee is Don Cameron

- take reasonable steps regarding the adequate and timely flow of relevant information to Members.
- advise the Board of the Committee's activities 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.
- to set the dates and times of the Committee meetings at least 6 months in advance

#### **4.3 Appointment**

Consistently with Section 1 and the AIS Agreements and associated discussions with the Australian Institute of Sport, it is the intention of the Board that the membership of the Committee as from the adoption of this Charter remain in place until 31 October 2020.

However, this is without derogation from the right of the Board to appoint, replace or remove Members at any time and to review the terms of the Charter, the composition of the Committee and tenure of Members on 31 October 2020 and thereafter having regard to the terms of the AIS Agreements.

#### **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 year, at least 14 days prior to the next scheduled WPA Board meeting.

The Chair may call Meetings, and will call an ad hoc Meeting, if required by the Board or Chief Executive Officer. 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**

Other non-members may be invited to attend and speak by the Committee, for all or part of any Meeting, particularly persons with skills, knowledge or subject matter experience relevant to high performance (including the team or external international coaches, the WPA Referees Director and the WPA Athlete Wellbeing and Engagement officer).

Any standing invitation, permission granted, or invitation issued to a non-member may be withdrawn, suspended or revoked by the Committee 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 conflict of 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 the 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 and (subject to 4.4 above) shall be accessible by all Committee Members and the Board

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 directed (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 signed 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 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 the Board.

### **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, and findings 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 and 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.

**9. HISTORY**

Adopted by the Board: 22 November 2019 with effect from 22 November 2019.

Updated by the Committee: 15 May 2020

Update approved by the Board: 29 May 2020

Updated by the Committee: April 2021

Update Approved by the Board: 30 April 2021