



Governance Policy

May 2021

Purpose

This policy is subservient to the Constitution and the *Corporations Act, 2001 (Cth)* to the extent of any inconsistency.

Effective governance is critical to the long-term success of Water Polo Australia (WPA). The Board and all levels of management are committed to maintaining and enhancing a strong corporate governance framework that underpins WPA's mission:

“to create success today, to inspire tomorrow, and be a team for life”.

Water Polo Australia, as the national federation for water polo in Australia, will promote, empower, and support all levels of the sport in Australia interdependently with its Members and others, whilst acting in the best interests of the Sport and its Members. It will do so based on the principles of sound governance as detailed in this policy.

This policy will be reviewed annually.

Context

This policy summarises the governance policies and practices adopted by WPA, in alignment with the spirit of required Corporate Governance Principles, Sport Australia Governance Principles and FINA's Statutes and Governance Framework.

Application (Scope)

This policy applies to all aspects within Water Polo Australia, its employees, volunteers, its competitions, and its stakeholders.

Definitions and abbreviations

CEO	Chief Executive Officer of Water Polo Australia
FINA	Federation Internationale De Natation
Members	Members as defined in WPA Constitution
The Board	the Board of Directors of Water Polo Australia Limited as appointed under the constitution
WPA	Water Polo Australia Limited

Supporting Documents

The Governance of Water Polo Australia is guided by a comprehensive suite of legislation, codes, and documents. These include, but are not limited to:

- Corporations Act, 2011 (*Cth*)
- ASIC Governance Principles
- FINA Statutes and Procedure Framework
- Sport Australia Governance Principles
- WPA governance documents:
 - Constitution
 - Board Charter and Committee Charters
 - Director Code of Behaviour
 - WPA Policies including the Risk Management Policy

Role of The Board

The Board is responsible for the execution of its duties as prescribed in the Constitution and will execute these duties consistently with its Charter ([WPA website](#)).

The Board is responsible for evaluating and setting the strategic direction for the Sport, establishing goals for management, and monitoring the achievement of those goals.

The CEO is responsible to the Board for the day-to-day management of WPA's operations and implementation of the strategic plan.

The Board has sole responsibility for the following:

- compliance to its Constitution;
- developing, reviewing and monitoring the Company's long-term strategies;
- providing strategic direction to management;
- approving and monitoring budgets, major capital commitments, capital management;
- Establishing specialised Committees as required to address specific issues as they arise; and
- Any other matters as prescribed in the Constitution.

Code of Conduct

The WPA [Code of Behaviour](#) for Directors promotes ethical and responsible decision-making and is based on a [Code of Conduct for Directors](#) prepared by the Australian Institute of Company Directors.

In accordance with the *Corporations Act 2001 (Cth)* and WPA's Constitution, Directors must keep the Board advised, on an ongoing basis, of any interest that could potentially conflict with those of the Company. Where the Board determines that a conflict exists, the Director will not participate in consideration of those matters – this may include not receiving the papers, exclusion from any discussion, and / or decisions.

Risk

The Board is responsible for the oversight of the Company's risk management. The CEO is responsible for preparing the risk register and regularly presenting to the Board for its consideration. The CEO will regularly report to the Board on the performance of the risk controls and implement further controls or adapt as required to appropriately manage risk.

The CEO and CFO are required to provide a declaration to the Board¹ that financial statements and risk management is founded on a sound system of risk management and internal control, and that the system is operating effectively in all material respects in relation to financial reporting risk.

¹ Section 295A of the Corporations Act 2001

Hierarchy of Stakeholders

WPA is legally incorporated under the Australian *Corporations Act 2001 (Cth)* as a Company limited by Guarantee.

Many governance principles from WPA stakeholders are complimentary however in circumstance where a conflict of principle occurs WPA will endeavour to ensure that its stakeholder interests and principles are managed and implemented to the best of its ability.

In the unlikely event that a conflict of principles occurs WPA must, as the highest priority, be compliant with the *Corporations Act 2001 (Cth)*.

Should a conflict arise, the Board will inform these stakeholders as relevant and address the issue to resolve non-compliance. The following hierarchy is applicable to determine a resolution:

- Corporations Act 2001 (Cth)
- WPA Members (Subject to the terms and conditions of the WPA Constitution)
- Sport Australia
- FINA (Subject to the terms and conditions of the WPA Constitution)

WPA has a direct relationship with Sport Australia through recognition as the National Sporting Organisation (NSO) for Water Polo in Australia. WPA must execute its operations in accordance with the terms of the contractual arrangements with Sports Australia and consistent with its principles.

WPA through Swimming Australia is a member of FINA and is the delegated authority to manage and promote water polo in Australia.

WPA Governance Principles

The Board will seek to develop and maintain strong relationships with its members, employees, stakeholders, and local communities, based upon the principles of honesty, transparency, and mutual value creation. Water Polo Australia's Board will be guided by its governance principles.

In alignment with the "if not, why not" principle, where, after due consideration, WPA's governance practices depart from a recommendation, the Board will offer full disclosure and an explanation for the adoption of its own practice.

Water Polo Australia Governance Principles	Sports Australia Governance Principles
Principle 1 The Board will develop WPA's vision, purpose, and strategy in consultation with members and other key stakeholders.	<i>The game plan</i> - a clear vision that informs strategy
Principle 2 The Board will lead in establishing and demonstrating the desired cultural and ethical tone for WPA.	<i>The spirit of the game</i> - values driven culture and behaviours
Principle 3 Directors are not representative. They are required to exercise independent judgement and provide oversight of management.	<i>The players</i> - a diverse board to enable considered decision-making
Principle 4 The Board shall have relevant and diverse range of skills and experience, as well as reflect the demographic of the membership.	
Principle 5 The board will establish an enterprise-wide risk management framework and regularly monitor its effectiveness. Directors will have access to relevant information and act in a timely manner to appropriately resolve matters arising.	<i>The defence</i> - a system which protects the organisation
Principle 6 The board will delegate certain functions to management. Where it does so, there should be a clear statement and documented understanding as to the functions that have been delegated.	<i>The rule book</i> - documents that outline duties, powers, roles, and responsibilities
Principle 7 The board will appointment the CEO and, provide clear strategic direction, and the continuously evaluate his or her performance.	
Principle 8 WPA will communicate regularly with members and other stakeholders in a timely manner, so that they have sufficient information to make informed decisions regarding WPA.	<i>The playbook</i> - board processes which ensure accountability and transparency
Principle 9 The Board will regularly review progress against the strategic plan and annually assess the Board's performance (both as a collective and individually) and take appropriate action to address any issues identified.	<i>The scorecard</i> - embedded systems of internal review to foster continuous improvement

Date Prepared / Re-viewed:	By Whom:	Approved By:	Board Approval Date:	Next Review Date:
May 2021	Governance Committee	Board	25 May 2021	May 2022