

Triathlon Western Australia Board Governance Charter



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INTRODUCTION

Triathlon Western Australia (TWA) is the independent, peak industry body for sport and active recreation in Western Australia. It is a not for profit organisation which exists to support, promote and advocate for the ongoing development of sport and active recreation in WA. The purpose of this Board Governance Charter is to establish an effective governance framework for TWA to promote a consistent standard of corporate governance practice that promotes sound and prudent management in the interests of all stakeholders. The Charter sets out the responsibilities of the TWA Board as well as the key protocols for the operation of the Board.



VISION AND BOARD OUTCOMES POLICY

Triathlon Western Australia shares with Triathlon Australia a common vision for the sport of triathlon in Australia,

“To inspire Western Australian’s to embrace triathlon as a lifestyle, recreation or sporting pursuit”.

This vision which is the fundamental basis of the Triathlon WA Strategic Plan aims to ensure:

1. Our management and leadership practices are of the highest quality and ethical standard
2. Our members are provided with support, encouragement and assistance to develop to their maximum potential
3. Our sport partners, peak bodies and other stakeholders are supported and serviced to the best of our resources
4. Our members and participants are provided with safe, fair, affordable and enjoyable triathlon opportunities
5. Our culture and values are maintained
6. TWA is widely regarded within the Western Australian Sports industry as one of the best managed and performing sports in WA

Consistent with this Vision, the Board of Triathlon WA has identified the following Outcomes which, in keeping with the Board’s Governance Policy, it intends to achieve under its Strategic Plan.

BOARD OUTCOMES POLICY

The TWA Board aims to achieve a sustainable sports system in which Triathlon WA members and stakeholders are collectively well serviced and represented by Triathlon WA at a reasonable cost.

1. SUSTAINABLE SPORT SYSTEM

The TWA Board will seek to support the vitality and viability of organisations involved in triathlon. Such organisations include Triathlon WA Affiliated Clubs, independent Race Directors and Event Managers.

The aim is that triathlon as a whole should engage in sustainable activities whilst avoiding actions that may lead to a deterioration of the system. These activities, promoted by the Board, will occur in the areas of:

- Economic – financial viability with appropriate governance;
- Social – broad participation of the community in sport of triathlon;



- Cultural – sport and recreation and inherently triathlon, are an enduring and valuable element of the fabric of our society.

2. SYSTEM CAPABILITIES & REPRESENTATION

The Board and Management of Triathlon WA comprises professional staff and volunteers who are appropriately skilled or have access to relevant skills and who are expected to express the collective voice of the members will be heard by government and the community on matters that relate to the interests of the system as a whole.

The Strategic Plan of Triathlon WA shall be structured such that it shall allow the Board to pursue activities and/or policies that are productive to the principles of sustainability of triathlon in WA.

The Strategies adopted by the Board shall promote the ongoing development and relevance of triathlon in Western Australia and shall encourage the promotion of participation in the sport through a wide range of activities and options.

With respect to representation of its members, as the voice of triathlon in Western Australia, the Triathlon WA Board shall pursue the implementation of policies and advocate for changes where they are confident that such activities may benefit the majority of the members.

The Annual Calendar of Events shall be developed and delivered so as to ensure triathletes in Western Australia are afforded opportunities to participate in a wide range of high quality, safe, well managed, affordable and enjoyable events that encourage participation in the sport.

BOARD'S GOVERNANCE PROCEDURES POLICY

This policy sets out how the Board will go about its purpose on behalf of the Members of Triathlon WA.

POLICY

The purpose of the Board, on behalf of its Members, is to ensure that Triathlon WA:

- a) Achieves appropriate results for its Members at an appropriate cost, and;
- b) Conducts itself in an appropriate manner and avoids unacceptable actions and situations.

To do this:

1. The Board will govern with an emphasis on:
 - a) outward vision rather than an internal preoccupation;
 - b) encouragement of diversity in viewpoint;
 - c) strategic leadership more than administrative detail;
 - d) clear distinction of Board and Executive Director role;
 - e) collective rather than individual decision;
 - f) future rather than past or present; and,
 - g) proactivity rather than reactivity.

Accordingly, the Board will:

- 1.1 Deliberate in many voices, but govern in one.
- 1.2 Cultivate a sense of group responsibility. The Board, not the staff, will be responsible for excellence in governing. The Board will be an initiator of policy, rather than just reacting to staff initiatives. The Board will use the expertise of individual Members to enhance the ability of the Board as a body.
- 1.3 Direct, control and inspire the organisation through the careful establishment of broad written policies reflecting the Board's values and perspectives. The Board's major policy focus will be on the intended long-term impacts on Triathlon WA, not on the operational means of attaining those effects.
- 1.4 Enforce upon itself whatever discipline is needed to govern with excellence. Discipline will apply to matters such as attendance, preparation for meetings, policy-making principles, respect of roles, and ensuring the continuity of governance capability. Continual Board development will include orientation of new Members in the Board's governance process and periodic Board discussion of process improvement. The Board will allow no officer, individual or committee of the Board to hinder or be an excuse for not fulfilling its commitments.
- 1.5 Govern in a manner that is fiscally responsible.
- 1.6 Monitor and discuss the Board's process and performance at each meeting in accordance with the following checklist. Self-monitoring will include comparison of Board activity and discipline to policies in the Board's/Governance Processes and Board - Executive Relationship categories.

BOARD PERFORMANCE MONITORING CHECKLIST:

- i) Satisfaction with the Executive Director's and other reports considered at the meeting, including any recommendations made.
- ii) Preparedness of the Board and individual members for the business transacted at that meeting.
- iii) Time management by the Chair including sufficient time allocated for the big issues.

- iv) Opportunities for participation in the dialogue.
- v) Soundness of decision-making including the extent to which Board dialogue remained focused at the governance level.
- vi) Sense that members' time was well spent including the extent to which the strategic direction statements; mission, purpose, values, KPIs; formed the basis for Board dialogue. That is the meeting remained Ends focused.
- vii) Sufficiency of data/information in support of decisions.
- viii) Conflicts (if any) well managed.
- ix) Maximum use made of the Executive Director's expertise.
- x) Specific items arising from the annual performance review.

Note that not all will be addressed at each meeting but may be time framed when the annual agenda is set.

- 2. The Board commits itself and its members to ethical, business like, and lawful conduct, including proper use of authority and appropriate decorum when acting as Board members.
Further detail is provided in Board Members' Code of Conduct.
- 3. On each occasion a new Member is appointed to the Board, he/she will receive a copy of the Board Governance Policy Manual and undertake the Board's Induction Program.
Further detail is provided in the TWA Board Induction Policy.
- 4. To accomplish its purpose with a governance style consistent with Board policies, the Board will follow an annual agenda that (1) completes a review of governance policies annually and (2) continually improves Board performance through Board education and enriched input and deliberation. Accordingly,
 - 4.1 The cycle will conclude each year at the Annual General Meeting so that administrative planning and budgeting can be based on accomplishing a one-year segment of the Board's most recent Strategic Plan.
 - 4.2 The cycle will start at the next meeting of the Board following the AGM with the Board's development of its agenda for the next year.
 - 4.2.1 Consultations or other methods will be used to gain input from relevant Triathlon WA stakeholders. Arrangements will be determined in the first quarter and implemented during the balance of the year.
 - 4.2.2 Governance education and education related to policy determination (for example, presentations by Department of Sport and Recreation and WA Sports Federation staff) will be arranged in the first quarter, to be held during the year ahead and may include a workshop.
 - 4.3 Throughout the year, the Board will attend to agreed agenda items as expeditiously as possible.
 - 4.4 Executive Director performance will be reviewed in May/June.
 - 4.5 The Board agenda and associated papers will be circulated to Board members to be received at least three full days prior to the day of the meeting.

Role of President Policy

1. Be clear on what the Board has to achieve, both in the long and the short term;
 2. Provide firm guidance to other Board members about what is expected of them;
 3. Ensure the Board behave in accordance with its rules and Code of Conduct;
 4. Make Board meetings effective by ensuring the Board Members;
 - Consider the right matters (eg focus on strategic issues, settle the Board agenda);
 - Consider matters properly and carefully (ie matters are adequately researched and adequate but excessive time is not spent on each matter); and,
 - Come to clear decisions (ie the decision is clear as to the intentions of the meeting and is so minuted).
 - Ensure decisions made at meetings are implemented properly and reported back to a subsequent meeting; and,
 - Behave fairly by allowing all present at meetings equal opportunity and input whilst at the same time being cognisant of the need for efficient, timely and orderly meetings.
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1. **Manage relations** with the Executive Director so as to ensure the Board maintains a good working relationship with the Executive Director whilst at the same time ensuring the Executive Director's performance is regularly assessed and results, including areas for improvement, are fed back;
 2. **Make the Board requirements clear** to the Executive Director by acting as the focal point for communications between the Board and the Executive Director;
 3. Ensure that all Board Members actively **build and maintain the Triathlon WA image and reputation**;
 4. **Fulfil duties as representative or spokesperson** of the Board (eg in presentations to media or staff and in maintaining links with Triathlon Australia). In general, the President is the representative on matters of governance whilst the Executive Director is the spokesperson on matters relating to the operation of Triathlon WA. When representing the Board, the President should limit comments to what the Board has stated unless the Board as appropriate has specifically granted further authority;
 5. Where urgent decisions are required to be taken by the President between meetings, the President shall always ensure this is done in accordance with Clause 28.3.2 (a) of the Constitution, and ensure ratification for such interim decisions is sought at the next meeting; and,
 6. Where external parties request decisions that may be outside but not in conflict with existing policies and approvals, the President may provide interim advice including the statement that the matter must be discussed by the Board.
 7. **Board member development and encouragement** – taking the lead in inducting and developing individual board members, with a view to enhancing the board's overall effectiveness as a team.



- Performance assessment** – ensuring that peer and self – assessments of performance are undertaken regularly for all members of the board, including the chairperson.

SUCCESSION PLANNING

The Board President needs to enter the role with a set of key skills and abilities and a thorough understanding of the roles and responsibilities of a Board member. This person serves as the senior volunteer of TWA and needs to have the abilities to of an effective leader, pulling together the Board, the staff, and the volunteers of TWA to ensure all perform effectively together in fulfilling TWA’s vision and strategy.

Strategic Leadership	Impact / Influence	Partnership / Relationship Building	Integrity / Ethics / Values	Professional Awareness	Governance	Managing for Results
<ul style="list-style-type: none"> Approach initiatives from a strategic perspective, championing new initiatives Inspire, motivate and lead others, guiding TWA by linking long-range vision to annual operations Articulate awareness of the impact of internal and external factors on strategies and choices Adapt strategies when change is required and taking action to ensure adequate support and resources. 	<ul style="list-style-type: none"> Ability to influence, persuade or convince others to adopt a specific course of action Influencing others by leading by positive example, setting high standards and charting a clear and steady course. Use of effective strategies, persuasive techniques and facilitation skills to achieve desired results. 	<ul style="list-style-type: none"> Working cooperatively with all partners / stakeholders to solve common issues and meet mutual goals. Leveraging existing relationships and partnerships, building a more effective network of existing contacts, and developing and solidifying new partnerships. 	<ul style="list-style-type: none"> Willingness to hold oneself and others accountable for acting in ways, both privately and publicly, that are consistent with stated values, principles and code of conduct of the Board 	<ul style="list-style-type: none"> Depth and breadth of the knowledge, skill and experience particular to the position. Involves knowledge of laws, practices, processes, professional skills, stakeholders and the culture specific to the Board environment. 	<ul style="list-style-type: none"> Knowledge and skills required to effectively govern the affairs of TWA, in keeping with the Board’s legal framework and mandate. Acting to achieve governance values such as transparency, efficiency and effectiveness and the accountability and governance requirements of TWA. 	<ul style="list-style-type: none"> Ability to plan for and achieve measurable results and reach successful outcomes of Executive Director role and TWA as well as at national level. Involves a steady focus on desired outcomes, setting challenging goals, making difficult decisions, and anticipating and addressing potential obstacles or conflicts to achieve excellence in results.

Guidelines for Succession of the Board President

- The current Board President gives notice that he or she will not be seeking re-election to the Board approximately one year out, so that orderly planning can occur.
- The Board discusses the need for succession and invites all that are interested to submit their names to the newly formed sub committee – President Selection Committee.
- If no names are submitted, or if the President Selection Committee feels that a more diverse candidate pool is desired, the President Selection Committee will discuss alternatives and will seek out candidates for the President- elect.
- Normally the person selected to be Board President will have served on the Board or other significant role with TWA for a period of two years.
- The whole Board reviews the candidates that have been identified, discusses them thoroughly (asking

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the nominees, if present, to recuse themselves from this discussion).

6. The President-elect is elected by majority vote of the Board.
7. The President-elect works closely with the current Board President for the remainder of the current President's term to essentially apprentice for up to one year.
8. The President-elect is then elected to the role of President.



BOARD AND EXECUTIVE DIRECTOR RELATIONSHIP

This policy sets out the relationship between the Board and office staff and Executive Director succession planning. The Board's sole official connection to the operational organisation, its achievements, and conduct will be through the Executive Director.

1 UNITY OF CONTROL

Only decisions of the Board acting as a body are binding on the Executive Director.

Accordingly

1. Decisions or instructions of individual board members, Directors or committees are not binding on the Executive Director except in instances when the Board has specifically authorised in writing such exercise of authority.
2. In the case of board Members or committees requesting information or assistance without Board authorisation, the Executive Director can refuse such requests at the Executive Director's discretion.

2 ACCOUNTABILITY OF THE EXECUTIVE DIRECTOR

The Executive Director is the Board's only link to operational achievement and conduct, so that all authority and accountability of staff, as far as the Board is concerned, is considered the authority and accountability of the Executive Director.

Accordingly, the Board and its Members will:

1. Never give instructions to persons who report directly or indirectly to the Executive Director.
2. Refrain from evaluating, either formally or informally, any staff other than the Executive Director.
3. View Executive Director performance as identical to organisational performance, so that organisational accomplishment of Board-stated Outcomes and compliance with Board governance policies will be viewed as successful Executive Director performance.

3. DELEGATION TO THE EXECUTIVE DIRECTOR

The Board will instruct the Executive Director through written policies that prescribe the organisational Outcomes to be achieved and describe organisational situations and actions to be avoided, allowing the Executive Director to use reasonable interpretation of these policies.

Accordingly

1. The Board will develop policies instructing the Executive Director to achieve certain results,



for certain recipients, at a specified cost. These policies will be developed systematically from the broadest, most general level to more defined levels, and will be called Outcomes Policies.

2. The Board will develop policies that limit the latitude the Executive Director may exercise in choosing the organisational means. These policies will be developed systematically from the broadest, most general level to more defined levels, and they will be called Executive Director Authority Limits.
3. As long as the Executive Director uses reasonable interpretation of Outcomes and Executive Director Authority Limits, the Executive Director is automatically authorised to establish all further operational:
 - 3.1 Policies;
 - 3.2 Decisions;
 - 3.3 Actions; and,
 - 3.4 Practices and activities.

These authorisations will be automatic except where Board approval is a specific requirement.

4. The Board may change its Outcomes and Executive Director Authority Limits, but so long as any particular delegation is in place, the Board and its Members will respect and support the Executive Director's choices.
5. Written directions to the Executive Director will be in the form of Action Items as listed in the Board Minutes. Action Items will be circulated to all board members within 2 working days of a Board meeting.

4. MONITORING EXECUTIVE DIRECTOR PERFORMANCE

Systematic and rigorous monitoring of Executive Director job performance will be solely against the expected Executive Director performance in relation to:

1. Organisational accomplishment of board policies on Outcomes; and,
2. Organisational operation within the boundaries established in Board policies on Executive Director Authority Limits.



Accordingly,

1. Monitoring is simply to determine the degree to which Board policies are being met. Information that does not do this will not be considered to be monitoring. Monitoring will be as automatic as possible, using a minimum of Board time so that meetings can be used to consider future and strategic issues.
2. The Board will acquire monitoring data by one or more of three methods:
 - 2.1 by internal report, in which the Executive Director discloses compliance information to the Board;
 - 2.2 by external report, in which an external, disinterested third party selected by the Board assesses compliance with Board policies; and
 - 2.3 by direct Board inspection, in which a designated member or members of the Board assess compliance with the appropriate policy criteria.
3. In every case, the standard for compliance shall be reasonable Executive Director interpretation of the Board policy being monitored.
4. The Board can monitor any policy that instructs the Executive Director at any frequency or method chosen by the Board but as a minimum shall ordinarily comply with the following routine schedule.

5. BOARD – EXECUTIVE DIRECTOR PERFORMANCE MONITORING SCHEDULE

Policy	Method	Frequency
Staff Management	Internal	Annually
Financial Management	Internal External	Quarterly Annually
Communication and Support to the Board	Direct Inspection by Board	6-monthly
Emergency Executive Director Succession	Internal	Annually
Strategic Proposals	Direct Inspection by Board	Each Proposal
Ends Focus of Grants or Contracts	Internal	Annually
Compensation & Benefits	Internal	Annually

Executive Director Succession Planning

Managing the Executive Director succession planning process is one of the Board’s responsibilities. Succession planning is essential to successfully exercise that responsibility by identifying the specific



elements and timeline of a successful Executive Director recruitment process, as well as the steps necessary to ensure a smooth transition.

Accordingly, the Board will:

1. Review the capabilities and experience necessary for the Executive Director to respond to the organisation’s direction and strategy over a five-year period, factoring in various scenarios, risks, opportunities and the impact of industry trends.
2. Identify the required capabilities of Executive Director:

Vision & Strategy	Ensuring Tactical Success	Relationships & Communication	Motivation	Business	Fit to Situation
<ul style="list-style-type: none"> • Agile and able to integrate material from a wide range of learning and thinking, operates effectively in complexity • Develops a “core” understanding of issues that challenges assumptions, distils the complex • Both optimistic (expects success, frequently identifies potential and opportunity, takes calculated risks) and realistic (practical, assertive, evaluates the situation and clearly identifies problems) • Anticipates problems and opportunities from multiple angles and is decisive 	<ul style="list-style-type: none"> • Can be hands off or hands on, depending on the situation • High standards for self and others, competes with self • Active manager of performance/drives execution by clarifying priorities, confronts problems and problem performers • Recruits, develops and retains truly excellent talent 	<ul style="list-style-type: none"> • Insightful regarding others • Capable of empathy and effective listening • Can communicate effectively with different internal and external stakeholders 	<ul style="list-style-type: none"> • Interested in being/motivated to be the Executive Director • Willing to put time and effort into own professional development 	<ul style="list-style-type: none"> • Create and maximise success in more than one business area • Demonstrated ability to sustain value in organisation • Raised the profile of his/her previous organisation/project • Overall experience leads to credibility with Board and stakeholders 	<ul style="list-style-type: none"> • Fit to current and upcoming business scope/scale • Fit to current and upcoming strategies and tactics • Fit to current and aspired organisational culture • Fit to and/actual experience in industry

3. Compare the capabilities against the organisation’s senior talent pipeline to revise any leadership development plan as needed to progress any shortcomings.
4. Measure internal candidates against their peers within the industry. This will ensure the organisation is choosing the best Executive Director available.



CODE OF CONDUCT OF BOARD MEMBERS

A Board member must, at all times:

1. Act honestly, in good faith in the exercise of his or her duties, for the best interest of the sport of Triathlon.
2. Commit to Triathlon WA's values of respect, enjoyment, health, achievement, belonging and integrity.
3. Perform the duties of his or her office impartially, uninfluenced by fear or favour.
4. Exercise the degree of duty of care and diligence in fulfilling the functions of the office and exercising the functions of that office.
5. Recognise that the primary responsibility is to the TWA members and affiliated WA Triathlon Clubs as a whole but should, where appropriate, have regard for the interests of all stakeholders of Triathlon in WA.
6. Not make improper use of information acquired by use of his or her position as a Board member to gain, indirectly or directly, an advantage for himself or herself or for any other person or to cause detriment to the sport.
7. Not take improper advantage of the position.
8. Not allow personal interests or the interests of any associated persons, or sectional interests to conflict with the interests of TWA.
9. Should not engage in conduct likely to bring discredit upon TWA.
10. Be clear and understand the roles, responsibilities and reporting relationships of the Board and professional staff.
11. Not individually instruct the Executive Director on matters relating to operational issues.
12. Properly observe their responsibility as the Executive Director's employer.
13. Attend all Board meetings. Where attendance is not possible members will submit an apology. If absence is likely to extend for several consecutive meetings, members will obtain leave of absence.



14. At Board meetings recognise the authority of the Chair.
15. Listen to and respect opinions of fellow colleagues.
16. Debate issues in a non-threatening, co-operative manner at all times.
17. Prepare for meetings by:
 - a. preparing timely and complete reports as required for the member’s Board position,
 - b. reading and considering papers circulated with the agenda.
18. Express concerns to the Chairperson or other relevant authority about decisions or actions contrary to the Board’s public duty.
19. Maintain confidentiality and not divulge information deemed confidential or sensitive. If members are uncertain they should seek direction from the Board Chairperson.
20. Avoid discussing Board business in public places where there is a likelihood of being overheard.
21. Have an obligation to be independent in judgement and actions and to take reasonable steps to be satisfied as to the soundness of all decisions of the Board.
22. Not demand or accept in connection with their official duties any fee, favour, reward, gratuity or remuneration of any kind, outside the scope of their entitlements as a Board member, unless authorised by the Chairperson of the Board.
23. Have an obligation to comply with the spirit, as well as the letter of the law and with the principles of this Code.
24. Abide by Board decisions once reached.
25. Once decisions are made, speak with one voice.

SIGNED:

DATED:



CONFLICT OF INTEREST POLICY

PURPOSE

The purpose of this Policy is to provide a framework for the disclosure and management of actual, potential or perceived conflicts of interest.

SCOPE

This Policy elaborates on the requirements set out in the Board Code of Conduct, which states that Board members must avoid being placed in the actual, apparent or potential situation of making a decision in relation to TWA business that might be affected by a personal interest.

For the purposes of this Policy, a conflict of interest is a situation in which a person has a material or other personal interest which could or could be perceived to improperly influence the performance of their duties.

This Policy applies to all members of the TWA Board and Committees, including external appointees on Board Committees.

POLICY

The Board is committed to high standards of ethical conduct and accordingly places great importance on transparent disclosure, management and monitoring of existing and potential conflicts of interest.

Board members have a duty to disclose, and take reasonable steps to avoid, any conflict of interest (actual or apparent).

Board members will immediately disclose in writing to the President the existence of any actual or potential conflict of interest.

Disclosure of relevant conflicts of interest will be a standing item on the Board meeting agenda.

The Board will ensure Procedures are in place which outlines the agreed practices for the disclosure, recording and management of conflicts of interest (refer to Annexure 1).

Minutes of meetings shall record details of conflict of interest disclosures relating to particular agenda items, as well as details of conflict of interest disclosures made outside of meeting times.

A Board member who believes another Board member has an undeclared conflict of interest should specify in writing to the President the basis of this potential conflict.

IMPLEMENTATION

This Policy should be read in conjunction with the TWA Board Code of Conduct and TWA Conflict of Interest Procedures.

CONFLICT OF INTEREST PROCEDURES

1. Purpose

- 1.1 The purpose of these Procedures are to ensure that consistent practices are in place for the disclosure, management and recording of actual, potential or perceived conflicts of interest.
- 1.2 These Procedures relate to Board conflicts of interest and should be read in conjunction with the TWA Board Conflict of Interest Policy.

2. Managing conflicts of interest

- 2.1 The Board will manage conflicts of interest by a combination of internal controls and disclosures.
- 2.2 The Board will:
 - (a) identify the conflicts of interest relating to the organisation;
 - (b) assess and evaluate those conflicts; and
 - (c) decide upon, and implement, an appropriate response to those conflicts on a case-by-case basis, as required.

3. Declarations by New Board Members

- 3.1 Upon appointment, new Board members must declare any personal interests by completing a Conflict of Interest Disclosure form.
- 3.2 Board members must sign a declaration stating that they:
 - (a) are fully aware of their obligations under the Board Code of Conduct and Board Conflict of Interest Policy;
 - (b) will take reasonable steps to avoid any conflict of interest in carrying out their duties, and will disclose any potential conflicts of interest that emerge in the course of these duties;
 - (c) agree to make regular disclosures throughout the period during which they serve on the TWA Board until such time as the conflict/s ceases to exist; and
 - (d) agree to comply with any conditions or restrictions imposed by the Board to manage, mitigate or eliminate any actual, potential or perceived conflict of interest.

4. Ongoing Declarations

- 4.1 Board members must immediately disclose in writing to the Chairperson the existence of any actual or potential conflict of interest that arises.
- 4.2 At each Board meeting the Chairperson will ask all Board members to declare any actual or potential conflicts of interest arising out of the issues on the meeting agenda.



- 4.3 The Executive Director will record the declarations in the minutes of Board meetings, including details of when the Board member left the room and returned after discussion of the item, if applicable.
- 4.4 If Board members are unsure of whether a personal interest or association is a conflict of interest, the nature and extent of the interest should be declared for consideration and advice from the Chairperson.
- 4.5 Management will update the Conflict of Interest Register following each Board meeting and as required between meetings.

5. Voting and Discussion at Board Meetings

- 5.1 With the approval of the Chairperson, where Management considers that a conflict of interest exists, board papers relating to that matter may be withheld from the relevant Board member.
- 5.2 Where a conflict of interest has been disclosed the relevant Board member:
 - (a) is required to abstain from voting on matters concerning the topic of conflict;
 - (b) is to abstain from entering into or influencing the discussion on matters pertaining to the topic in conflict (either at the meeting or with other Board members before or after the Board meeting);
 - (c) may be asked to leave the room while discussion or voting takes place.
- 5.3 A Board member who has disclosed a conflict of interest may be present and vote on the relevant item if Board members who do not have a personal interest in the matter have passed a resolution that:
 - (a) identifies the Board member, the nature and extent of his/her interest in the matter and its relation to the affairs of TWA; and
 - (b) states that those Board members are satisfied that the interest should not disqualify the Director from voting or being present.

6. Maintenance of Conflicts of Interest Register

- 6.1 Management will maintain a register of standing interests and disclosures of Board members.
- 6.2 The Register will record conflicts identified, actions taken and copies of written conflict of interest disclosures.
- 6.3 Each Board member is responsible for notifying management of any changes required to the Register.
- 6.4 The Register will be reviewed on an annual basis.

7. Implementation

These Procedures are effective from 1st December 2009.



RISK MANAGEMENT POLICY

The *Australian New Zealand Risk Management Standard (AS/NZ 4360:2004)* defines risk management as **“the culture, processes and structures that are directed towards the effective management of potential opportunities and adverse effects”**.

Risk arises in all aspects of organisations operations and at all stages within the life cycle of those operations. It offers both opportunity and threat, and must therefore be managed appropriately.

This policy confirms Triathlon WA’s commitment to adopting a strategic, consistent and structured enterprise-wide approach to risk management in order to achieve an appropriate balance between realising opportunities for gains and minimising losses. It should be read in conjunction with the *Australian Standard on Risk Management (AS/NZ 4360 2004)* which provides the overall framework for a risk management system.

Risk management involves establishing an appropriate risk management infrastructure and culture, and applying logical and systematic risk management processes to all stages in the life cycle of any activity, function or operation that includes risk. By minimising losses and maximising gains, risk management enables Triathlon WA to best meet its organisational objectives.

2. POLICY INTENT

Risk Management is an integral part of sound management practice and an essential element of good corporate governance, as it improves decision-making and enhances outcomes and accountability.

The aim of this policy is to ensure that Triathlon WA make informed decisions with respect to the activities that are undertaken ensuring appropriate consideration of risks and opportunities.

2.1. Policy Objectives

The application of this policy and related procedures will provide the basis and framework for:

- more confident and rigorous decision-making and planning;
- better identification of opportunities and threats;
- pro-active rather than re-active management;
- more effective allocation and use of resources;
- improved incident management and reduction in loss and the cost of risk, including commercial insurance premiums;
- improved stakeholder confidence and trust;



- a clear understanding by all staff of their roles, responsibilities and authorities for managing risk;
- improved compliance with relevant legislation;
- better corporate governance; and
- the development of a more risk aware organisational culture through enhanced communication and reporting of risk.

3. DEFINITIONS

Triathlon WA will adopt a consistent terminology in relation to risk to ensure effective communication and stakeholder awareness of risk and risk management.

In the context of this policy:

“Consequence” means the outcome of an event expressed qualitatively or quantitatively, being a loss, injury, disadvantage or gain. There may be a range of possible outcomes associated with an event;

“Risk Management Plan” means the system within which risk information will be contained and maintained and the policy and procedural guidance to assist staff with embedding the risk management process into strategic and operational activities

“Likelihood” means a qualitative description of probability or frequency;

“Loss” means any negative consequence, financial or otherwise;

“Risk” means the chance of something happening that will have an impact on the achievement of Triathlon WA’s objectives. Risk is measured in terms of consequences and likelihood;

“Risk analysis” means a systematic use of available information to determine how often specified events may occur and the magnitude of their consequences;

“Risk appetite” means the amount of risk that Triathlon WA is prepared to accept or be exposed to at any point in time;

“Risk assessment” means the overall process of risk analysis and evaluation;

“Risk evaluation” means the process used to determine risk management priorities by comparing the level of risk against predetermined standards, target risk levels or other criteria;

“Risk identification” means the process of determining what, where, when, why and how something could happen;



“Risk management” means the culture, processes and structures that are directed towards realising potential opportunities, whilst managing adverse effects;

“Risk management process” means the systematic application of management policies, procedures and practices to the tasks of establishing the context, identifying, analysing, evaluating, treating, monitoring and communicating risk;

“Risk rating” means the rating resulting from the application of Triathlon WA’s assessment matrix on the likelihood and consequence of a risk occurring; and

“Risk treatment” means selection and implementation of appropriate options for dealing with risk.

4. POLICY PRINCIPLES

4.1. Risk Overview

- Risk management will be incorporated into the strategic and operational planning processes at all levels within Triathlon WA.
- Risk and the management of risk will be categorised identified and monitored according to the risk categories defined in the *Risk Management Framework*.
- Risk assessments will be conducted on all new commercial activities, ventures and projects prior to commencement to ensure alignment with risk appetite and organisational objectives.
- Risks will be identified, reviewed and monitored on an ongoing basis at nominated levels within Triathlon WA. Where necessary, technical expertise should be obtained to ensure risk identification and mitigation is robust.
- Risks will be assessed against Triathlon WA’s agreed risk assessment matrix according to agreed definitions of likelihood and consequence.
- All identified risks will be recorded in Triathlon WA’s risk management system.
- All risks will be assigned an owner who is responsible for managing, monitoring and ensuring that adequate controls and treatments are being applied so that risks are brought within tolerable levels.

4.2. Risk Management Approach

- Risks will be managed within Triathlon WA’s *Risk Management Plan* which is based on the *Australian New Zealand Risk Management Standard (AS/NZ 4360:2004)* and forms an integral link to this policy.
- Risks will be recorded within the Risk Register



4.3. Roles and Responsibilities

4.3.1. The Board has ultimate responsibility for approving and monitoring the effectiveness of the risk management framework, and assessing whether the organisation has in place adequate risk management and internal control mechanisms.

4.3.2. The Board delegates to Management the responsibility for undertaking risk reviews and the design and implementation of appropriate risk management systems. The Audit and Risk Committee is responsible for overseeing the processes for the identification and Assessment of risks, reviewing the outcomes of risk management processes and for advising the Board as required.

4.3.3 The Executive Director is responsible for ensuring that a risk management process is established, implemented and maintained in accordance with this Risk Management Policy, and is ultimately responsible for the management of risks in the business.

4.4. Risk Review

The Executive Director will review the risk register on a quarterly basis. Risks which have a post-treatment assessment of Significant or High will be reported to the Board on a quarterly basis to review the adequacy of treatments being undertaken.

A formal review of the risk register will be undertaken on an annual basis. An initial review will be undertaken by the Executive Director in conjunction with the TWA senior management team which will then be formally reviewed by the Audit & Risk Management Committee for recommendation to the Board.

5. ESSENTIAL SUPPORTING DOCUMENTS

This Policy should be read in conjunction with WASF's Risk Management Plan and Risk Register

6. RELATED DOCUMENTS

- The following other documents may offer reinforcement and explanation to the above policy document: AS/NZ 4360:2004 Compliance Policy and Compliance Procedure



INDUCTION OF NEW BOARD MEMBERS

On appointment or election, a new Board Member will be required to undertake the following induction process and ensure the induction checklist is completed within the nominated timeframe and returned to TWA Executive Director.

INDUCTION CHECKLIST

Board Member Name _____

Date of Commencement _____

Checklist to be completed signed and returned to TWA Executive Director *no later than 3 months from the date of commencement.*

WEEK ONE - TWO

1. Welcome – President/Vice President to complete

- Arrange to meet at TWA Office and introduce new board member to Executive Director and other staff.
- Provide TWA Board policies folder/thumb drive
- Confirm date of next Board meeting, time and location
- Provide a List of proposed dates for board meetings for next financial year
- Provide a copy of TWA Board Annual Agenda for next financial year

Board Member Code of Conduct read, signed and returned to Executive Director

TWA Board Conflict of Interest Disclosure Form completed and returned to Executive Director



_____	_____
Board member	Date
_____	_____
President/Vice Pres	Date

WEEK THREE - FOUR

2. TWA OPERATIONS – EXECUTIVE DIRECTOR TO COMPLETE

- Explain TWA organisational structure and its role with TA
- Discuss TWA operations, event calendar, budget
- Discuss TWA Strategic Plan and progress to date

_____	_____
Board member	Date
_____	_____
Executive Director	Date

3. TWA POLICIES/PROCEDURES – needs to be updated with consolidated governance policies

Below is a list of policies/procedures that must be read within the first 3 months of commencement. Other policies/procedures will be reviewed by the Board as per the annual review schedule.

Please initial and enter the date you have read the policies/procedures contained in the TWA Board policies folder.



DATE & INITIAL	TWA BOARD POLICY/PROCEDURE
	Minutes of TWA Board meetings - previous 6 months
	TWA Constitution
	TWA Strategic Plan –2016-2019
	Triathlon Australia (TA) Strategic Plan 2015-2018
	TWA Organisation Structure
	TWA Staff Job Descriptions
	TWA Board Governance Charter
	TWA Patron Policy
	TWA State Series and Annual Awards Policy
	TWA Life Membership Policy
	TWA Sport Development Fund Policy
	TWA Privacy Policy
	TA Member Protection Policy
	TA Integrity Framework
	TA Race Competition Rules
	TWA Club Affiliation Policy
	TWA Information Technology Policy
	TWA Asset Management Policy
	TWA Health Policy
	TWA Risk Management Policy & Plan
	Busselton Festival of Triathlon Risk Management Plan
	Contingency Plan Busselton Festival of Triathlon
	TWA Environmental Sustainability Policy

Triathlon Western Australia Board Governance Charter



	TWA Retained Earnings Policy
	TWA Technical Official Support Policy
	TWA Inclusion Policy
	TWA Board Letter of Appointment



BOARD COMMITTEES TERMS OF REFERENCE

The Board may from time to time, deem it necessary to establish committees to help carry out its responsibilities.

If Board Committees are necessary, they will assist the Board in its role only, will not interfere in the direct link between the Board and the Executive Director, and will not fragment the overall role of the Board.

Accordingly,

1. Board Committees are to help the Board – not the staff – ordinarily by preparing policy alternatives and implications for Board deliberation.
2. Board Committees may not speak or Act for the Board or organisation except when formally given such authority for specific and time limited purposes. Such authority will be carefully stated in order not to conflict with the authority delegated to the Executive Director.
3. All Board committees will refer to the TWA Communication Plan when directed to respond/comment formally.
4. Board Committees cannot exercise authority over TWA staff. Because the Executive Director works for the full Board, he or she will not be required to obtain approval of a Board Committee before an executive action.
5. Board Committees that assist in drafting policy will not also be involved in monitoring its implementation and performance.
6. Ad-hoc committees will be used sparingly and their terms of reference will include a predetermined time frame for action.
7. This policy applies to any group that is formed by Board action, whether or not it is called a committee and regardless whether the group includes Board members. It does not apply to committees formed under the authority of the Executive Director.
8. Composition of Board Committees is to reflect the representational diversity of the Board as a whole, unless otherwise authorised by the Board.



EXECUTIVE DIRECTOR AUTHORITY LIMITS

This policy sets out the limitations placed by the Board on the Executive Director in the performance of his/her duties.

The Executive Director shall not cause or allow any practice, activity, decision or organisational circumstance that is unlawful, imprudent or in violation of (a) Triathlon WA's Constitution or (b) best practice business and professional ethics.

STAFF MANAGEMENT

With respect to the employment and treatment of staff and volunteers the Executive Director shall not (a) cause or allow conditions that are unsafe, unjust or undignified and (b) retain staff that do not contribute to the overall positive performance of Triathlon WA.

Accordingly, the Executive Director shall not:

1. Operate without written personnel policies that clarify personnel rules for staff, provide for effective handling of grievances and protect against wrongful conditions such as nepotism and grossly preferential treatment for personal reasons.
2. Allow any employee to work without an appropriate written employment agreement.
3. Allow any employee to work without a performance management agreement.
4. Allow any employee to be appraised under that agreement less than once per annum.
5. Deny to any employees and volunteers their right to personal dignity and workplace safety.
6. Neglect the staff needs for development.
7. Fail to keep the Board fully informed about impending disputes and grievances that may lead to action against Triathlon WA.
8. Prevent staff from bringing a grievance to the Board when:
 - 8.1 the correct internal channels have been exhausted; and
 - 8.2 a Board policy has been violated to his/her detriment or does not adequately protect his or her human rights.
9. Fail to ensure that all staff members are acquainted with their rights under this policy.

FINANCIAL MANAGEMENT

With respect to the actual and ongoing financial condition and activities, the Executive Director shall not cause or allow the development of financial harm or material deviation of incomes & expenditures from Board priorities established in the Outcomes policies.

Accordingly, the Executive Director shall not:

1. Invest outside the following conservative investment strategies approved by the Board:
 - 1.1 Approved bank deposits;
 - 1.2 Government Bonds.
2. Cause Triathlon WA to incur indebtedness that cannot be funded within sixty days or within an agreed contract period.



3. Use any organisational funds, or enter into any contracts or accept other liabilities, other than for the Federation's purposes and priorities, as approved by the Board.
4. Expend more funds than have been received in the financial year unless off-set by Board-approved withdrawals from Reserves.
5. Allow undisputed invoices from suppliers of goods and services to the Federation to remain unpaid beyond trade credit terms agreed with those suppliers.
6. Fail to pay staff in accordance with their employment agreement.
7. Allow tax payments or other government ordered payments and filing to be overdue or inaccurately filed.
8. Violate Australian Accounting Standards or commonly agreed professional accounting practices.
9. Fail to assertively pursue receivables overdue.

AUTHORISATION LEVELS

1. Within TWA there are two main levels of authority: Executive Director and Board Members.
2. All cheques must be signed by 2 approved signatories: Executive Director and 1 Board Member (President/Vice President/Treasurer)
3. Operational expenditure:
 - Executive Director shall not make any unbudgeted or unplanned purchase/commitment of greater than \$500 without referral to the Board.
 - Executive Director financial delegation of budgeted purchase/commitment items up to \$10,000 and President/Vice President/Treasurer sign off required greater than \$10,000 unless the agreed fee is included within a contract arrangement.
4. Corporate credit card:
 - Executive Director and President (or their nominated delegate) are the only people authorised to approve payments with the corporate credit card.
 - Corporate credit card limit \$8,000, subject to delegation levels in point 3 above
5. Capital expenditure: 3 competitive quotes (where possible) will be sourced for capital items over \$5,000 per item with recommendation submitted to Board for approval prior to purchase
6. Treasurer to verify & authorise bank reconciliations and corporate credit card statement on monthly basis

COMMUNICATION & SUPPORT TO THE BOARD

The Executive Director shall not intentionally withhold or misconstrue information nor allow the Board to be misinformed, uninformed or unsupported in its work.

Accordingly the Executive Director shall not:



1. Neglect to provide decision-making and monitoring information in a timely, accurate and understandable fashion addressing the various issues to be addressed and monitored by the Board.
2. Fail to inform the Board of significant trends, implications of Board decisions, issues arising from policy matters or changes in the basic assumptions upon which the Board's policies are based.
3. Fail to inform the Board when for any reason there is actual or anticipated non-compliance with a Board policy.
4. Fail to inform the Board of any breach or anticipated breach of any externally imposed compliance requirement.
5. Neglect to inform the Board of any serious or potentially serious legal conflict or dispute that has arisen or might arise in relation to staff or volunteer matters affecting the Federation.
6. Fail to ensure that the Board is provided with the necessary wide range of views and perspectives in support of effective decision-making.
7. Fail to inform the Board of such occasions when it violates its Governance Process or Board-Executive Relationship policies, particularly when this relates to the Executive Director's ability to carry out his/her responsibilities.
8. Fail to deal with the Board as a whole, except when responding to requests from Board committees. It is noted that requests of individual board members outside the delegated responsibilities will be dealt with at the Executive Director's discretion.
9. Fail to supply for the agenda all items delegated to the Executive Director yet required by law or contract to be Board-approved, along with the monitoring assurances pertaining thereto.

EMERGENCY EXECUTIVE DIRECTOR SUCCESSION

In order to protect the Board from sudden loss of Executive Director services, the Executive Director may have no less than one other member of the management team familiar with Board and Executive Director issues and processes with appropriate documented support.

STRATEGIC PROPOSALS

Strategic proposals submitted to the Board by the Executive Director shall not fail to address all relevant matters.

Accordingly, the Executive Director shall not present proposals that do not address the following matters:

1. Perception of the wider sports industry to the initiative.
2. Financial impacts of the initiative.
3. The resources required to implement the proposal.
4. The key drivers and sensitivities that will ensure the success of the project.
5. Third-party information to test the reasonableness of any key assumptions.



6. Any potential synergy effects.
7. Alternative ways of deploying the strategy.
8. Identify any conflicts of interest.

OUTCOMES FOCUS OF GRANTS OR CONTRACTS

The Executive Director may not enter into any grant or contract arrangements that fail to emphasise primarily the production of Outcomes and, secondarily, the avoidance of unacceptable means.

Accordingly, the Executive Director shall not:

1. Fail to prohibit particular methods and activities to preclude grant funds from being used in imprudent, unlawful, or unethical ways.
2. Fail to assess and consider an applicant's capability to produce appropriately targeted, efficient results.
3. Fund specific methods except when doing so for research purposes, when the result to be achieved is knowledge about differential effectiveness of various methods.
4. Fail to bring all sponsorship revenues (cash or kind) and expenditures to account in the financial statements of Triathlon WA.

COMPENSATION & BENEFITS

With respect to employment, compensation and benefits to employees, consultants, contract workers and volunteers, the Executive Director shall not cause or allow jeopardy to fiscal integrity or public image.

Accordingly, the Executive Director shall not:

1. Change his/her own compensation and benefits.
2. Promise or imply indefinite employment.
3. Establish current compensation and benefits that deviate materially from the geographic or professional market for the skills employed.
4. Create compensation obligations over a longer term than revenues can be safely projected, in no event longer than one year and in all events subject to losses in revenue.
5. Establish or change employee benefits so as to cause unpredictable or inequitable situations, including those that
 - 5.1 Incur unfunded liabilities.
 - 5.2 Provide less than defined legislative benefits to all employees, though differential benefits to encourage longevity are not prohibited.
 - 5.3 Allow any employee to lose benefits already accrued from any foregoing plan.



Appendix 1 – Audit & Risk Committee Terms of Reference

INTRODUCTION

The Audit and Risk Committee (the Committee) is a sub-committee of the Triathlon Western Australia (TWA) Board.

The role of the Committee is to strengthen TWA's control environment and to assist the Board to discharge its stewardship, leadership and control responsibilities for financial reporting and risk management. Its primary functions are to promote accountability, support measures to improve management performance and internal controls, oversee and monitor the external audit and the compliance and risk functions, oversee the integrity of TWA's financial reporting systems, and ensure effective liaison between TWA and the external auditor.

The Committee is authorised by the Board to seek any information it requires from any employee of TWA in order to perform its duties.

1. MEMBERSHIP

The Committee should consist of up to four members made up of:

1. Two appointed members from TWA Board with appropriate experience, including the TWA Treasurer.
2. At least one, and up to two, other persons who are not appointed members of TWA but who have appropriate expertise and experience.
3. The Committee will be chaired by a nominated TWA Board member. In the absence of the Chair, the Committee may nominate another TWA Board Member to deputise in his/her absence.

The secretariat function will be selected from the Committee.

Each member's term will be for two years.

2. MEETINGS

The Committee will meet at least four times a year. The Chair of the Committee may convene additional meetings as they deem necessary.

The Committee may ask the Executive Director to attend to assist it with its discussions on any particular matter.

The Board may ask the Committee to convene further meetings to discuss particular issues on which they want the Committee's advice.

Meeting papers will be circulated no later than three (3) working days ahead of each meeting.

The agenda for each meeting of the Committee will be prepared by the Chair. Items on the agenda will be supported by written papers, as required.



3. QUORUM

A minimum of three members of the Committee, including the TWA Treasurer, must be present for the meeting to be deemed quorate.

4. RESOLUTIONS AND VOTING

Decisions of the Committee shall be taken by resolution and recorded in the minutes of the meeting at which such a resolution is passed.

5. COMMITTEE EFFECTIVENESS

The Committee's terms of reference and effectiveness will be reviewed at least annually by the Board and the Committee, including a review of membership and relevant skills and any changes considered necessary must be approved by the Board.

6. TERMS OF REFERENCE

The Committee will advise the Board on:

- the strategic processes for risk, control and governance;
- the accounting policies, the accounts, and the annual report of the organisation, including the process for review of the accounts prior to submission for audit, levels of error identified, and management's letter of representation to the external auditors;
- review and make recommendations to the Board regarding the assumptions, financial indicators and targets in the budget
- the planned activity and results of external audit;
- the adequacy of management response to issues identified by audit activity, including external audit's management letter;
- assurances relating to the corporate governance requirements for the organisation;
- anti-fraud policies and grievance process;
- the Committee will also periodically review its own effectiveness and report the results of that review to the Board.

The Audit & Risk Committee achieves those primary functions through exercise of the following responsibilities:

6.1 Financial Sustainability and Business reporting

The Committee shall:

- oversee and monitor the integrity of TWA's financial statements.
- monitor the integrity of the annual financial statements of TWA to ensure that they present fairly the state of affairs of TWA, reviewing significant financial reporting issues and judgements which they contain.
- review and make recommendations to the Board regarding the assumptions, financial indicators and targets in the budget process.



- review, make recommendations and comment to Board on the financial outcomes of the Asset Management.
- review and make recommendations to the Board regarding any other significant financial, accounting and reporting issues as deemed necessary by the Committee
- receive an annual briefing from management, prior to finalisation of TWA's annual report, regarding the financial statements and any reporting issues addressed or to be addressed in connection with the external audit.

6.2 Risk Management and Internal Control

The Committee shall:

- monitor and review the performance and adequacy of TWA's Risk Management Policy and Procedures for identifying, monitoring and managing significant business risks, including OHS.
- review and comment of the adequacy of internal controls and financial management systems and practices.
- ensure an appropriate legislative compliance framework exists to identify risks and controls over compliance with applicable legislation and regulations.

6.3 External Audit

The Committee shall:

- liaise and meet with TWA's external auditor. The Committee shall meet the external auditor at least once a year.
- consider and make recommendations to the Board, in relation to the selection, appointment, re-appointment and removal of the external auditor.
- review the findings of the annual and interim audits with the External Auditor.
- review the response by Management to reviews, recommendations and audit letters provided by the External Auditors.

6.4 Governance and Other

The Committee shall:

- review the Delegations Register and recommend any changes which are necessary.
- any other matter which is referred to the Committee by the Board.
- review and comment on the adequacy of the Board's arrangements for its employees to raise concerns, in confidence, about possible wrongdoing in a financial reporting or any other matters (whistle blowing and fraud).
- at least once every two years, review its own performance to ensure it is operating with effectiveness and recommend changes it considers necessary to the Board for approval.



7. Reporting to Board

The minutes of each Committee Meeting will be tabled to the subsequent TWA Board meeting and, where necessary, the Chair of the Committee will provide a report to the TWA Board on any substantive matters of importance and any material issues or concerns.

The Chair will prepare a report to Board immediately after each meeting of the Committee. The Chair will use that report as the basis for a presentation to Board on major decisions and outcomes from each such meeting.

The Committee will provide the Board with an Annual Report, timed to support finalisation of the annual report, summarising its conclusions from the work it has done during the year.



Appendix 2 – Technical Reference Panel Terms of Reference

1. Context

Triathlon WA has had a Technical Committee (TWATC) for a number of years with responsibility for decisions relating to the operations of the TWA technical program and to provide advice to the TWA board on technical matters for the sports of Triathlon, Duathlon and Aquathlon. As both Triathlon WA and Triathlon Australia have evolved and increased resources including staff and better systems to manage technical program related matters, the need for the TWATC to take a lead on decisions relating to operational matters had diminished and the role of the committee required review.

Following consideration by the board of TWA, it was agreed that as many of the original responsibilities of the TWATC had transferred to paid employees within TA and TWA, the TWATC should be disbanded in its current form and that a reference panel be formed in its place.

2. Roles and Responsibilities

The Technical Reference Panel is not a policy making committee but assists the Executive Director of TWA by providing guidance and advice in relation to the technical program and how the program can continue to evolve to be a best practice program through continuous improvement. The panel will have the following responsibilities:

- Provide advice to the Executive Director of TWA on the current performance of the Technical program and ways in which the program can be improved.
- Receive and provide feedback from to and from Triathlon Australia in relation to the Technical program.
- Provide advice on initiatives aimed at providing professional development pathways for officials and the overall development of the Technical program.
- Establish a process to ensure that there is an open and accountable process for the appointment of qualified and proficient officials in an equitable manner that provides opportunities for a broad cross section of officials.
- At the completion of the season, undertake a review of the Technical program, identifying strengths, issues and opportunities for improvement to the program.
- Provide reports as required or requested via the Executive Director to the board of TWA; and
- Such other matters that the Board via the Executive Director may request.

3. Authority

The Technical Reference Panel has authority to perform the responsibilities as outlined within this charter. The Technical Reference Panel does not have authority to commit to expenditure or enter into contractual arrangements on behalf of TWA without the express written authorisation from the Executive Director.



4. Composition

The Technical Reference Panel will consist of up to six (6) members as follows:

- Two (2) members of TWA who are deemed to be current Technical Officials. A Technical Official is deemed to be current if they have officiated in at least three (3) events in the most recently completed season.
- An Athlete representative
- A Race Director representative
- A TWA member with a medical background
- The TWA Executive Director or a TWA staff member appointed by the Executive Director with responsibility for the operations of the TWA Technical Program and / or officials.

4.1. Panel Chair and Nominations

- The Triathlon WA Board will appoint the Chairperson for the Committee. This will be reviewed on an annual basis.
- Nominees for the panel will be called for annually by the Executive Director through an Expressions of Interest process.

5. Meetings

The panel will meet a minimum of two times per year to be timed around the beginning of the season, and at the end of the season. The panel can be convened in addition to the minimum specified as determined by the Chair of the panel or on request of the Executive Director.

6. Conflicts of Interest

Members of the panel will be required to disclose conflicts of interest at the commencement of each meeting.

7. Minutes

The Chair of the panel will ensure that Minutes of the meeting are recorded and are circulated to the committee members within 10 working days of a meeting. The Executive Director will include a brief report to the TWA board at the next meeting of the board.



Appendix 3 – Board Letter of Appointment

17th September 2016

Example
Example
Example

Dear X

APPOINTMENT TO TRIATHLON WA BOARD

Further to your election as an Elected Board member at the 2016 TWA AGM on Saturday 17th September 2016, I wish to formally welcome you to the Board of Triathlon WA.

This letter sets out the basis of your appointment, and provides relevant information regarding your position on the **TRIATHLON WA Board**. In order to finalise the appointment, please sign and return the attached copy of this letter.

TERM OF APPOINTMENT AND VACATION OF OFFICE:

In accordance with the constitution you have been elected by the membership to fill and will hold office from Saturday 17th September 2016 until the Annual General Meeting in 2018.

At any time during your tenure, your performance as a Board member will be reviewed in accordance with processes agreed by the Board. You may cease to hold office:

- At any time that you resign by written notice. It is desirable that you give me, as President reasonable forewarning of your intention to resign or to not seek re-election where that is possible; and
- In accordance with the TWA Constitution.

ROLE:

Please refer to the TRIATHLON WA Board Governance Procedures Policy that details the role of the Board and outlines the processes it has developed in carrying out its role. As a Board member, you will be expected to participate as a member of the Board in:

- ensuring effective governance of the organisation;
- formulation of the organisation's strategic direction;
- reviewing, approving and monitoring the strategic plan and annual budget;
- monitoring and assessing performance of the organisation;
- development of Board and organisational policies;
- ensuring compliance with the legal requirements;
- monitoring of risks facing the organisation;
- monitoring the performance of the Executive Director;
- involvement with Board sub-committees; and
- Identifying skills required by the Board and considering potential candidates.

You have a duty to understand the organisation, its operating environment and financial position, and to apply your expertise and skill in the organisation's best interests. You are also expected to familiarise yourself with your legal duties as a Board Member, and the obligations and behaviours



expected of you, as set out in the Board Code of Conduct. You will be asked to sign and return a compliance undertaking agreeing to abide by the Board Code of Conduct, the TWA Constitution and any other policies and procedures determined by the Board.

TIME COMMITMENTS:

Your duties as a Board member will involve a commitment to attending all scheduled Board and other meetings as required. Currently this would typically comprise attendance at:

- ♦ Up to twelve scheduled Board meetings;
- ♦ One Club or Club Presidents Forum;
- ♦ One Annual General Meeting;
- ♦ TWA Season Launch;
- ♦ TWA Annual Awards Function;
- ♦ Any special Board committee meetings which occur from time to time.

If you are appointed as a Chair of any Sub Committee, you may expect a further call on your time to fulfil that role. In addition, you will be expected to devote appropriate preparation time ahead of each meeting and to attend such ad hoc meetings as may be necessary from time to time. By accepting this appointment, you confirm that you are able to allocate sufficient time to meet these expectations.

GOVERNANCE FRAMEWORK:

You should familiarise yourself with the TWA Constitution, Governance Principles, Board Governance Charter and policies which govern the conduct of the Board members and set out the processes, values and standards of the Board.

MEETING DOCUMENTS:

Meeting Agendas and relevant documents will be forwarded to you in the week prior to a scheduled meeting date. Other routine information will be circulated at regular intervals depending on the Board's requirements. You should respond appropriately for the security of Board documents in your possession.

CONFLICTS OF INTEREST:

The TWA Board is committed to high standards of ethical conduct and accordingly places great importance on transparent disclosure, management and monitoring of existing and potential conflicts of interest. As a Board member you have a duty to disclose, and take reasonable steps to avoid, any conflict of interest (actual or apparent), and shall immediately disclose in writing to the President the existence of any actual or potential conflict of interest. Disclosure of interests is a continuing obligation.

You should familiarise yourself with the Board Conflict of Interest Policy and procedures as contained in the Board Governance Charter. You will be asked to complete and return a Conflict of Interest Disclosure Form to declare any personal interests, which are or could be perceived to be a conflict of interest in the undertaking of your duties as a TWA Board member.



INDUCTION:

You have agreed to participate in an induction, which will include meetings with myself and the Executive Director. You will receive an induction pack of information concerning TWA, which will include the TWA Constitution, Board Governance Principles and Board Governance Charter. You should feel free to request from me or the Executive Director any further information which you require.

CONTINUOUS IMPROVEMENT AND APPRAISAL:

You agree that you will participate in:

- ♦ continuous education or improvement programs from time to time as determined by the Board as being appropriate for Board members; and
- ♦ processes of internal and external review of individual Board members, and whole Board performance as may be determined to be appropriate by the Board from time to time.

If there are any issues which cause you concern about the Board or your individual performance, or the performance of any sub Committee, you should feel free to raise it with me at any time.

CONFIDENTIALITY:

All information obtained during your appointment is confidential. You are asked to respect the appropriate confidentiality of the content of Board papers, discussions, decisions and related correspondence, and not make improper use of information acquired as a Board member. You are expected to abide by the confidentiality requirements outlined in the Board Code of Conduct.

We look forward to welcoming you to our Board. Please feel free to contact me on 0402 321 440 or Peter Minchin at the office on 08 9443 9778 or 0403 463 979 if you have any queries in relation to the above.

Congratulations once again on your appointment.

Yours sincerely

Justine Bolton
President Triathlon WA

Acknowledgement

I _____ hereby accept the terms of appointment set out in this letter.

.....
Signature

.....
Date



Appendix 4 – Conflict of Interest Disclosure Form

CONFLICT OF INTEREST DISCLOSURE FORM

I, _____ (insert _____ name)

Hereby declare the following personal interests, which are or could be perceived to be a conflict of interest in the understanding of my duties as a TWA Board Member:

Please provide a brief outline of the nature of the conflict. Describe all the relevant information and circumstances that you consider may give rise to the real or apparent conflict of interest (consider the nature of your work, personal or private interests that may directly or indirectly influence and/or benefit you or others, relationships with other parties etc)

I, _____ (insert _____ full _____ name)

- Am fully aware of my obligations under the Board Code of Conduct and Conflict of Interest Policy;
- Will take reasonable steps to avoid any conflict of interest in carrying out my duties, and will disclose any potential conflicts of interest if they emerge in the course of my duties;

Triathlon Western Australia Board Governance Charter



- Agree to update this disclosure throughout my period during which I serve of the TWA Board until such time as the conflict ceases to exist; and
- Agree to comply with any conditions or restrictions imposed by the Board to manage, mitigate or eliminate any actual, potential or received conflict of interest.

Signed: _____

Date: _____