

Triathlon Western Australia Board Governance Charter



Version Control

Version	Date	Revised by	Comments
1.0	July-Oct 2023	J. McCann	Rewrite of previous policy to incorporate AICD recommendations

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1. INTRODUCTION

The purpose of this Board Governance Charter is to establish an effective governance framework for TWA that promotes consistent governance and prudent management in the interests of all stakeholders. The Charter sets out the respective roles, responsibilities and authorities of the board (both individually and collectively) and management in setting the direction, management and control of the organisation.

The charter incorporates recommendations from the Australian Institute of Company Directors (AICD) and the model put forward by Kiel, Nicholson, Tunny and Beck in *Directors at Work*¹

2. GOVERNANCE ROLES

2.1 Board Composition and Independence

The composition of the board is specified in section 24 of the TWA Constitution as being 5 elected members and 4 appointed members. Board members must meet the qualifications and criteria specified in the Constitution. Board members cannot be employees of TWA. The powers of the board are summarised in section 23 of the Constitution.

2.2 Role of the Board

The board is responsible for the overall governance and strategic direction of TWA and for delivering performance in accordance with the organisation's objectives as specified in the TWA Constitution.

Specific responsibilities include:

- Providing strategic direction, deciding upon strategies and objectives and monitoring outcomes in conjunction with the Executive Director (ED)
- Monitoring operational and financial position and performance
- Driving performance so as to deliver member value or benefit
- Assuring a prudential and ethical base to the organisation's conduct and activities having regard to the relevant interests of its stakeholders
- Assuring the principal risks faced by the organisation are identified and overseeing that appropriate control and monitoring systems are in place to manage the impact of these risks
- Reviewing and approving internal compliance and control systems and codes of conduct
- Assuring that the organisation's financial and other reporting mechanisms are designed to result in adequate, accurate, compliant and timely information being provided to the board
- Appointing and, where appropriate, removing the ED, monitoring other key staff appointments, and planning or monitoring ED succession
- Overseeing and evaluating the performance of the ED
- Reviewing and approving the ED's remuneration
- Approving budgets and business plans and monitoring major expenditures
- Ensuring that the organisation's financial results are appropriately and accurately reported on in a timely manner in accordance with constitutional and regulatory requirements
- Selecting and appointing the external auditor, as per the recommendations of the Audit and Risk Sub-Committee (to be voted upon by members at the AGM).
- Ensuring that the organisation's affairs are conducted with transparency and accountability
- Overseeing the design, implementation and periodic review of appropriate and effective policies and processes

¹ G Kiel, G Nicholson, J Tunny and J Beck, 2012, *Directors at Work*, Thomson Reuters

- Ensuring sound board succession planning and strategies to assure the board is comprised of individuals who are able to meet the responsibilities of directors of the organisation
- Overseeing member and stakeholder engagement, reporting and information flows
- Participate in direction setting and governance of the sport of triathlon in Australia through influence and engagement with the sport's governing body (Triathlon Australia)

2.3 Role of the Executive Director (ED)

The role of the ED is outlined in section 29 of the Constitution. In summary, subject to the Associations Act, the Constitution and any policy directive of the Board, the ED has power to perform all such things as appear necessary or desirable for the proper management and administration of the Association.

A complete list of duties and responsibilities is included in the ED Position Description (Appendix 1).

Specific expectations of the role include:

- Provide a safe and respectful work environment for staff, contractors and volunteers
- Keep the Board fully informed about significant risks, issues and trends that may impact TWA
- Responsibly manage finances, including adhering to Board approved budgets, investment strategies and authority levels (Appendix 2).
- Seek Board approval prior to making any commitments that may result in a budget overrun
- Comply with all applicable laws, regulations and directives and always act in an ethical manner
- Ensure personnel and operational policies are documented, current and available
- Meet all legal, financial and contractual commitments in a timely manner
- Provide Board decision-making and monitoring information in a timely, accurate and understandable fashion
- Inform the Board of any breach or anticipated breach of any policy, law or compliance requirement
- Inform the Board of any legal conflict or dispute that has arisen or might arise in relation to operational matters
- Develop board meeting agendas and supporting documentation and distribute to the board in accordance with this charter
- Deliver against the organisations Strategic Plan and agreed direction
- Ensure that at least one other member of staff is familiar with Board and ED issues and processes in the event the ED is unexpectedly unavailable
- Use grant funds in a prudent, lawful, and ethical way. Ensure the association has the means to comply with any grant conditions. Appropriately account for all grants in the financial statements.
- Work with bookkeeper to ensure that up-to-date financial records are maintained, as well as an audit trail for all transactions.
- With respect to employment, compensation and benefits to employees, consultants, contract workers and volunteers, the ED shall ensure these are predictable and equitable, avoid unfunded/budgeted liabilities, comply with defined legislative benefits and honour benefits already accrued from any foregoing plans.

2.4 Role of the President

The President is appointed in accordance with section 25.5 of the Constitution. The role is responsible for providing leadership to the board, acting as the point of contact between the board and the organisation via the ED and representing the views of the board externally.

Specific responsibilities of the President role include:

2. Providing leadership to the board, including:
 - Chairing board meetings efficiently and shaping the agenda in relation to goals, strategy, budget and performance
 - Facilitating the effective functioning of the board including managing the conduct, frequency and length of board meetings
 - Facilitating open and constructive board discussions, encouraging all to contribute to board deliberations and seeking consensus when making decisions
 - Overseeing and facilitating board, committee and board member evaluation reviews and succession planning
 - Setting the tone for the board, including the establishment of a common purpose, values and code of behaviour
 - Reporting to board members on key TA matters and matters discussed with the ED in-between/ outside board meetings
 - Motivating board members and where appropriate dealing with underperformance

2. Acting as a point of contact between the board and the organisation via the ED, including:
 - Establishing and maintaining an effective working relationship with the ED and clarifying board decisions and instructions to staff via the ED
 - Overseeing ED selection, negotiations of employment terms and evaluating the ED's performance
 - Providing guidance to the ED without interfering with day-to-day operations
 - Meeting with the ED regularly and sharing updates with board members
 - Motivating the ED and where appropriate dealing with underperformance

3. Representing the views of the board externally, including:
 - Accurately and effectively communicate the views of the board, in conjunction with the ED, to TA, members, stakeholders and the public. In general, the President is the spokesperson on matters of governance whilst the ED is the spokesperson on matters relating to the operation of TWA
 - Being visible to members and staff and attending key TWA events
 - Chairing member meetings, annual and extraordinary general meetings
 - Acting as the primary point of contact between the board and the TA Board and management

2.5 Role of the Vice President

The Vice President is appointed in accordance with section 25.5 of the Constitution. In the absence of the President, the Vice President should assume the role that otherwise would be performed by the President.

Specific responsibilities of the Vice President role include:

- Performing the role and functions of the President in their absence for any reason (for instance, when the President has a conflict of interest on matters being discussed at the board meeting)
- Facilitate President succession planning (if appropriate and when required)

- Supporting the President (at their request) in performing the role and function of the President to share the burden of Presidential commitments

2.6 Role of the Treasurer

One board member, with appropriate experience and qualifications, will be designated as Treasurer.

Specific responsibilities of the Treasurer role include:

- Providing support to the ED as required, to ensure the effective management of TWA's financial affairs.
- Signatory to the Triathlon WA accounts.
- Ensuring the board understands its financial obligations.
- Reviewing TWA's monthly financial performance statements and preparing a monthly financial report for the board, to include such information as the board requires to ensure the financial sustainability of TWA.
- Monitoring financial risks facing the organisation and ensuring these are communicated to the board.
- Reviewing the financial plan and budget as proposed by the ED and ensuring the strategic objectives of TWA are supported by the available resources.
- Recommending the investment strategy for TWA's reserves and monitoring the performance of those investments on behalf of the board.
- Supporting the ED as required in the preparation of the financial accounts for the annual audit and acting as a conduit between the board and the auditors.
- Ensuring audit scope includes a review of internal processes and reporting methods.
- Ensuring TWA complies with relevant tax regulations, such as GST, payroll tax and fringe benefits tax
- Ensuring independence, objectivity and effectiveness when considering the selection and appointment of the external auditor.
- Presenting the annual financial reports to members at the Annual General Meeting.
- Member of the Finance, Audit and Risk Sub-Committee.

2.7 Role of individual Directors

Individual directors are subject to a range of legal and other responsibilities, including:

- Ensuring, through appropriate questioning, that the information (both financial and non-financial) provided to the board is relevant, accurate, timely and sufficient to understand the TWA's financial position, strategic performance, operations and affairs generally and the opportunities and challenges facing the organisation
- Becoming familiar (and maintain familiarity) with the fundamentals of TA and TWA's businesses
- Staying informed and make appropriate inquiries about TWA's activities
- Having an informed opinion of TWA's financial capacity and solvency
- Managing conflicts of interest
- Actively participating in board meetings and decision making

3. KEY BOARD FUNCTIONS

3.1 Strategic Planning

Strategy refers to the decisions made by the board and staff that determine how an organisation will meet its goals while responding to changes in its environment.

A strategic plan is a document setting out TWA's aspirations and how it will achieve them. It is a roadmap to sustainable value creation based on the best possible information available at the time. It addresses the long-term direction of the organisation by describing what it's going to do and how.

Strategy development is shared between the board and staff, but detailed planning and implementing the strategic objectives are the responsibility of the ED. The board will monitor that the ED has a plan, that the plan will advance TWA towards its strategic goals and that implementation of the plan is delivering the desired results.

As the governing body for Triathlon in Australia, the TA board have the responsibility of developing the overarching strategy for the sport. TA use a 5-year time horizon with their most recent strategic plan covering 2021-2025. The TWA Board is expected to constructively participate in the TA strategic planning process to ensure that:

- TWA's perspectives and local conditions are acknowledged and incorporated
- It is complimentary to and consistent with the objectives and constitution of TWA
- Any responsibilities of TWA in the plan can be resourced at an acceptable cost
- It doesn't create any inconsistencies with TWA's current strategic plans

Additionally, the TWA Board, in consultation with the ED and staff, are responsible for developing a TWA specific strategic plan. Historically this has covered a 4-year time horizon with the most recent strategic plan covering 2020-2023. The boards' responsibilities in this process include:

- Initiating a strategic planning workshop in the 6 months prior to expiry of the current strategic plan
- Incorporating the perspectives of the ED, staff, members and other stakeholders
- Deciding on an appropriate planning horizon (3-5 years), consistent with the rate of change of TWA's environment and considering TA's planning horizon
- Deciding on the vision and purpose of the organisation for the planning period
- Deciding on appropriate strategic focus areas, including referring to focus areas in TA's and TWA's current strategic plans
- Deciding on high level goals and objectives for each focus area
- Convening additional meetings and consultations as required to finalise the strategic plan
- Communicating the final plan to members and stakeholders prior to expiry of the current plan
- Ensuring that available financial and non-financial resources are utilised in support of the strategic plan.

3.2 Board and the ED

The Board's sole official connection to the operational organisation, its achievements, and conduct will be through the ED.

Only decisions of the board acting as a body are binding on the ED. Decisions or instructions of individual board members or committees are not binding on the ED except in instances when the board has specifically authorised in writing such exercise of authority. In the case of board

members or committees requesting information or assistance without board authorisation, the ED can refuse such requests at the ED's discretion.

The board and its members will:

- Never give instructions to persons who report directly or indirectly to the ED
- Refrain from evaluating, either formally or informally, any staff other than the ED
- View ED 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 ED performance.

The Board will instruct the ED through written policies and authority limits that prescribe the organisational outcomes to be achieved and describe organisational situations and actions to be avoided, allowing the ED to use reasonable interpretation of these policies.

Written directions to the ED will be in the form of Action Items as listed in the Board Minutes.

3.3 Monitoring

The board must regularly monitor the strategic direction of the organisation and the attainment of its strategies and objectives. This is achieved through the board's review of regular reports from the ED and staff on the status and progress of strategic objectives. The ED is responsible for scheduling appropriate updates in the board calendar and for ensuring strategy status reports are timely, accurate and comprehensive.

The board must also monitor the operational and financial position and performance of the organisation generally. This is achieved through ED monthly reports, tracking and review of relevant KPIs and monthly review of finances versus a board approved budget. The ED is responsible for proposing an annual budget for board review and approval and for tracking and presenting a set of KPIs that are representative of the organisation's performance.

The board is responsible for ensuring that the organisation's financial results are appropriately and accurately reported on in a timely manner in accordance with constitutional and regulatory requirements.

3.4 Compliance

The board is responsible for ensuring the organisation develops and implements systems, processes and procedures to enable it to comply with its legal, regulatory and industry obligations (e.g., complying with the law and adhering to accounting and other industry standards).

The ED is responsible for maintaining a register of key compliance tasks and annually reviewing and confirming the timely and accurate completion of these tasks.

3.5 Risk Management

The board is responsible for assuring the principal risks faced by the organisation are identified and overseeing that appropriate control and monitoring systems are in place to manage the impact of these risks.

The board achieves this through the execution of the Risk Management Policy and Framework.

3.6 Policy Management

The board shall implement policies to enable good governance, instruct the ED in the execution of their duties and state the board's and TWA's position on various topics. Policies may be TWA specific or, for more generic policies, adopted from TA.

To ensure the currency, accuracy and availability of policies, the following process will be followed:

- The ED will maintain a register of policies including the title of the policy, the date it was last updated, and the date for the next review. The register should list both TWA and TA policies that have been adopted (see Appendix 3)
- Each policy document will include a version control table indicating the revision number, revision date, person responsible for the revision and a summary of the changes for all revisions to the document since its initial approval.
- The latest version of each policy will be published on the TWA website and included in a Policy folder in the Board SharePoint site.
- Each policy shall be reviewed for currency and accuracy at least every two years and in accordance with the board calendar. The ED is responsible for suggesting changes to each policy in the board meeting in the month it comes due for review. The board shall discuss the ongoing need for the policy, the proposed changes, identify any additional changes or work required and specify the responsibilities and timeline for completion of the work.

3.7 Stakeholder Communication

In general, for any communications external to TWA, the President (or their delegate) will be the spokesperson on matters of governance whilst the ED is the spokesperson on matters relating to the operation of TWA.

Communications relating to the operation or crisis response to events will be in accordance with the relevant event plan.

3.8 President and ED Succession Planning

When appointing a President or ED, the Board should assess each candidate's suitability relative to the skills and attributes listed in Appendix 4

Guidelines for succession of the President:

1. The current President gives notice that they will not be seeking re-election to the Board approximately one year out, so that orderly planning can occur.
2. The Board discusses the need for succession and invites all board members to express their interest in the role. If no one expresses an interest, the board should approach other qualified individuals and encourage them to nominate for the role
3. Normally the person selected to be President will have served on the Board or other significant role with TWA for a period of two years.
4. The whole Board reviews the candidates that have been identified, discusses them thoroughly (asking the nominees, if present, to recuse themselves from this discussion).
5. The President-elect is elected by majority vote of the Board.
6. The President-elect works closely with the current President for the remainder of the current President's term to learn the role and understand current issues and initiatives.
7. The President-elect is then elected to the role of President.

Guidelines for selection of an ED:

1. Setup a recruitment working group/selection panel and review recruitment requirements.
2. Create a position description that supports the current strategic plan.
3. Advertise the role.
4. Head of recruitment working group to support candidates during application process.
5. Shortlist candidates and conduct first round interviews Gather information, analyse the field.
6. Approve a short-list for second round interviews.
7. Conduct reference checks and consider cultural fit of the candidates.
8. Rank candidates and communicate outcomes.
9. Make a formal offer.
10. Document the process, decision making and outcomes.
11. Support the induction of the new ED.

4. KEY BOARD PROCESSES

4.1 Board Meetings

Board meeting requirements are specified in Section 28 of the TWA Constitution. Meeting expectations are as follows:

- The board will endeavour to meet 10 times per year (no meeting in April or December). The President in consultation with the ED and considering the board calendar, will decide if a meeting is warranted each month (subject to a legislative minimum of 3 meetings per year)
- Meetings will be held at the TWA office with remote participation allowed.
- Meetings will be scheduled for the 4th Wednesday of the month starting at 6pm AWST. The ED is responsible for sending meeting notices (including remote participation instructions). Notices should be issued at the start of each calendar year for the entire year.
- The meeting agenda and associated papers will be circulated to Board members to be received at least three full business days prior to the day of the meeting (by 5pmm Friday for Wednesday meetings). The agenda should differentiate between topics 'for decision', 'for discussion' and 'for information'. Topics of greatest importance should be included early in the agenda.
- To continuously improve the board meeting process, an assessment of the effectiveness of each board meeting will be undertaken before the close of each meeting (see section 5.2).

4.2 Board Papers

Any board meeting agenda item that is material, complex and requires the deliberation or decision of the board, should be accompanied by a concise board paper (1-2 pages) that includes:

- A brief statement of the proposal
- An assessment of the costs, benefits and risks of the proposal
- A summary of the alternatives considered
- A summary of the pros and cons of the proposal and each alternative
- Details on any consultation that has been undertaken

4.3 Board Minutes

The ED is responsible for taking minutes at each board meeting and issuing these for comment within 3 business days of the meeting (by COB Monday for Wednesday meetings).

The minutes should include:

- The date, time and location of the meeting
- A list of attendees and apologies received
- A list of any conflicts of interest declared at the meeting
- A statement confirming the prior meeting minutes were accepted
- A brief summary of matters discussed and decisions made
- A statement of each action agreed including the party responsible and an expected closure date. All actions must be recorded in an action register to be maintained by the ED
- The outcome of the meeting effectiveness assessment
- A record of attendances at board meetings in the 12 months following the AGM

4.4 Board Calendar

The Board will follow an annual calendar (Appendix 5) that ensures all monitoring, compliance, strategy, risk and policy obligations of the board are executed in a timely manner.

The calendar will commence at the first meeting of the Board following the AGM with the Board's consideration of its agenda for the next calendar year and an update to the calendar.

The ED should utilise the calendar to develop board meeting agendas each month. Any topics in the calendar that are excluded from the agenda should be noted with a reason for exclusion and plan to address the topic at a future meeting or by circulation.

The ED is responsible for updating the calendar to include/remove/reschedule topics as guided by the Board from time to time.

4.5 Committees

In accordance with Section 30 of the Constitution, the board may delegate, in writing, its functions, duties and powers to appropriately authorised individuals and groups (committees).

Each such committee shall be authorised through a written Charter or Terms of Reference which will document:

- The scope, boundaries, objectives, function, duty and powers of the committee
- The membership and roles and responsibilities of each member of the committee
- The timeline of the committee
- For standing/ongoing committees, the process and timeline for appointing new members to the committee
- The obligations of the committee to report back to the board, including the frequency, method and contents of such reports
- A requirement to at least annually, review, update and seek board approval of the charter

5. BOARD EFFECTIVENESS

5.1 Board Evaluation and Director Appraisal

The TWA Board will periodically assess its effectiveness and the performance of individual directors. The objectives of such assessments are to identify governance framework gaps, enhance teamwork and decision making, improve the effectiveness of meetings and gain greater clarity of roles and responsibilities.

Assessments will be conducted annually using internal resources and once every 4 years using external resources (last external assessment was in 2020 by the DLGSC, utilising the Australia Sports Commission, Sport Governance Principles).

Internal assessments may use a combination of interviews and surveys followed by a full board discussion of the results. The board will appoint one director to lead the assessment using publicly available assessment tools (e.g., AICD Governance Analysis Tool). The scope of the review should include the board as a whole, board committees and individual directors.

5.2 Board Meeting Effectiveness

At the close of every board meeting, the chair will facilitate a discussion on the effectiveness of the meeting using a common set of questions covering the following:

- Satisfaction with the ED's and other reports considered at the meeting
- Preparedness of the Board and individual members for the business transacted at that meeting.
- Time management by the Chair including sufficient time allocated for the big issues.
- Opportunities for participation in the dialogue.
- Soundness of decision-making including the extent to which Board dialogue remained focused at the governance level.
- 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.
- Sufficiency of data/information in support of decisions.
- Conflicts (if any) well managed.
- Maximum use made of the Executive Director's expertise.

5.3 Director Selection

5 directors are elected by the membership. Section 25.1 of the Constitution describes the required qualifications for elected directors and gives the board flexibility to prescribe qualifications from time to time.

Up to 4 directors may be appointed by the Board. At the completion of the election process at the AGM, the board will initiate, through the Nominations Committee, an update to the Board skills matrix. The Nominations Committee will advise what skills gaps exist. The board will then initiate a recruitment campaign to fill any vacant positions with an emphasis on closing the skills gaps and maintaining diversity.

5.4 Director Induction

On each occasion a new Member is appointed to the Board, they will receive a welcome letter, a presentation from the ED on the current TWA organisation and budget and a link to the Board SharePoint site. They will be required to complete the Board's Induction Process checklist.

Further detail is provided in the TWA Board Induction process (Appendix 6).

5.5 ED Performance Review

The Board will periodically (every 6 months) assess the performance of the ED relative to the expectations listed in section 2.3 of this charter. A summary of the assessment (both strengths and areas for improvement) will be shared by the President with the ED. The President and ED will agree actions plans to address any performance concerns and track completion of these plans in subsequent meetings.

6. BOARD BEHAVIORS

6.1 Code of Conduct

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.

Upon first appointment, all board members are required to sign the Board Members' Code of Conduct (Appendix 7), signifying their understanding and commitment to the Code.

6.2 Conflict of Interest Management

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. Board members must avoid being placed in an actual, apparent or potential conflict of interest situation. This requirement applies to all members of the Board and Committees, including external appointees on Committees.

Upon appointment, Board and Committee members must sign a declaration stating that they are fully aware of their obligations under the Conflict of Interest Policy (Appendix 8).

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

7. APPENDICES

Appendix 1 – ED Position Description

[Link to ED Position Description](#)

Appendix 2 – Board Approved Authority Levels

- All cheques must be signed by 2 approved signatories: Executive Director and 1 Board Member (President/Vice President/Treasurer)
- Any unbudgeted or unplanned purchase/commitment greater than \$1000 must be endorsed by the Board.
- Executive Director may make financial commitments of budgeted items up to \$10,000. President, Vice President or Treasurer sign off required greater than \$10,000.
- 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.
- 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.

Appendix 3 – Policy Register

[Link to proposed Policy Register](#)

Appendix 4 – Skills and Attributes for the ED and President roles

[Link to ED and President Skills and Attributes](#)

Appendix 5 – Board Calendar

[Link to proposed Board Calendar](#)

Appendix 6 – Board Induction Process

[Link to Board Induction Process](#)

[Link to Board Induction Presentation](#)

[Link to New Board Member Welcome letter](#)

Appendix 7 – Board Members' Code of Conduct

[See page 5 of Board Induction Process](#)

Appendix 8 – Conflict of Interest Policy

[Link to Conflict of Interest Policy](#)