

Governance & Risk Committee

Terms of Reference

(V2019:01)



Professionalism, Collaboration, Innovation

Our Netball Talent

Leading and developing our stakeholders through strong governance, workforce management and administration



1. Introduction

The Board of Netball WA Inc. (“NWA”) has established a Governance & Risk Committee to assist it with the management of NWA’s internal governance and risk management. NWA intends the Governance & Risk Committee to assist Glass Jar Australia Ltd (“GJA”) and the Board of GJA (“GJA Board”), West Coast Fever Netball Club Ltd (WCF) and the Board of WCF (“WCF Board”) in the same manner. This is the Terms of Reference of the Governance & Risk Committee.

2. Purpose

The Board of NWA (“the Board”) is responsible for reviewing, ratifying and monitoring the risk management framework and internal control, NWA’s legal compliance, NWA’s governing documents and Board development. The Governance & Risk Committee (“the Committee”) is established to assist the Board in discharging these responsibilities.

The Committee’s role is to provide appropriate advice and recommendations to the Board to assist the Board to fulfil the above-mentioned responsibilities.

The Committee’s role includes assisting the Board in NWA’s governance and exercising due care, diligence and skill in relation to:

- 2.1 NWA’s risk management framework;
- 2.2 internal policies and procedures;
- 2.3 protection of NWA’s assets; and
- 2.4 compliance with, and review of, applicable laws, regulations, standards and best practice guidelines.

The Committee’s role also extends to assisting the GJA Board and the WCF Board with the same matters, specifically as they relate to GJA and WCF.

3. Authority

The Committee is empowered by the Board to perform the activities, pass resolutions and make recommendations to the Board relating to all its responsibilities set out in Section 6 of this Terms of Reference. In addition, the Committee is authorised to:

- 3.1 investigate any activity it deems appropriate, consistent with its responsibilities and duties and will provide recommendations to the Board based on the outcome of its investigations;
- 3.2 seek explanations and additional information from management and any officer or employee of Netball in WA (“NiWA”), via the Chief Executive Officer of NWA, all of whom must co-operate with any request made by the Committee;



- 3.3 carry out any activities, determinations, decisions or resolutions delegated by the Board to the Committee;
- 3.4 in accordance with the Delegations of Authority, engage any firm of accountants, lawyers or other professionals as the Committee sees fit to provide independent advice and to assist in any review or investigation on such matters as the Committee deems appropriate, and all associated costs will be borne by NiWA. The Committee will seek to utilise preferred suppliers/ contractors of NiWA initially, where appropriate. Any associated expenditure will at all times be in line with the Board's invested authorities and those of the Committee.

The Committee is empowered by the GJA Board and the WCF Board to perform the activities, pass resolutions and make recommendations to the Board relating to its responsibilities set out in Section 6.9 of this Terms of Reference.

The Chief Executive Officer ("CEO") of NWA reports independently to the Committee. The Committee will have reasonable access to all books, records, facilities and personnel of NWA, GJA and WCF for the Committee to discharge its responsibilities.

4. Membership

The Board will appoint the members of the Committee and the Chair of the Committee ("Chair"). The Committee will be comprised of:

- 4.1 at least two members of the Board;
- 4.2 the CEO; and
- 4.3 up to one additional member at the discretion of the Board who:
 - 4.3.1 is independent of NWA and the Boards of NWA, WCF and GJA; and
 - 4.3.2 the Board determines has the skills, expertise or experience that are of benefit to the Committee, having regard to the Committee's purposes and responsibilities.

The President of NWA may be a member of the Committee but must not be the Chair. At least one member of the Committee must be a professional with significant relevant experience in corporate governance and legal compliance.

The Committee will appoint the CEO as secretary of the Committee ("Secretary").

Members will be appointed for a two-year term and can be re-appointed.

Any members of the Boards of NWA, WCF and GJA and senior management team, as requested by the Chair, are entitled to attend Committee meetings. The Chair may invite other members of management or external parties (as appropriate) to attend all or part of any Committee meeting.



5. Code of Conduct

As a member of the Board of NWA's Governance & Risk Committee, a Committee Member should meet the following general standards:

- Respect the rights, dignity and worth of others;
- Be fair, considerate and honest in all dealings with others;
- Be professional in, and accept responsibility for, their actions;
- Make a commitment to providing quality service;
- Be aware of and maintain an uncompromising adherence to NWA's standards, Code of Conduct, rules and policies, values and behaviours;
- Operate within the official rules of the International Netball Federation (INF) and the All Australian Netball Association Limited (Netball Australia) guidelines that govern Netball WA.

The Board may, in its discretion, remove members of the Committee from time to time.

6. Meetings

6.1 Quorum & Voting

A quorum of any Committee meeting will be three members of whom at least one must be a member of the Board. A duly convened meeting of the Committee at which a quorum is present shall be sufficient to exercise all or any of the authorities, powers and discretions vested in or exercisable by the Committee. In the absence of the Chair, the remaining members of the Committee will elect one of their number as Chair of the meeting (subject to a quorum otherwise being present).

Each member will have one vote and the Chair will not have the casting vote.

Meetings may be held and resolutions passed by means of a conference call or similar communications equipment, or any other technology or process by means of which Board meetings may be held and resolutions passed under the provisions of the NWA Constitution and the Associations Incorporation Act 2015.

6.2 Frequency

The Committee will meet a minimum of 4 (four) times per year and more frequently if required, as determined by the Chair.



6.3 Calling Meetings

The Chair is required to call a meeting of the Committee upon request by either a Committee member, the CEO or the President of the Board. The Chair may otherwise call a meeting at their discretion.

The Committee or the Chair may invite non-Committee members to attend its meetings as deemed necessary from time to time.

The agenda (approved by the Chair) and supporting documentation should be delivered to the Committee members, where possible, no later than the last day of the week preceding the meeting.

6.4 Conflicts of Interest

6.4.1 Committee member conflicts

Committee members must disclose any conflicts of interest at the commencement of each meeting and the disclosure may be a standing one.

Where a Committee member or invitee is deemed to have a real or perceived conflict of interest, they must absent themselves from the Committee's discussions and voting on the issue.

Paragraph 4.3.1 (Conflicts of Interest) of the NWA Board Charter applies to Committee members in the same manner as it does to the Board.

6.4.2 Conflicts between NWA, GJA and WCF matters

Where the Committee identifies a conflict on a matter between the interests of NWA and GJA or NWA and WCF, the Committee may proceed to advise or assist NWA on the matter, and must notify the GJA Board or the WCF Board that the Committee is unable to advise or assist GJA or WCF due to a conflict of interest, but must not disclose to GJA or WCF the nature or details of the conflict.

6.5 Reporting

The Committee will:

- 6.5.1 regularly report to the Board, via the Secretary, on all matters relevant to the Committee's responsibilities;
- 6.5.2 make appropriate recommendations to the Board for the approval of, or action by, the Board;
- 6.5.3 regularly report on the Committee's responsibilities to the GJA and WCF Boards, via the Secretary, only on those matters relevant to GJA or WCF; and



- 6.5.4 make appropriate recommendations to the GJA Board and WCF Board, only on those matters relevant to GJA or WCF, for the approval of, or action by, the GJA or WCF Board.

7. Responsibilities

The Committee in meeting its primary objectives should, without limiting the extent of its responsibilities, carry out the tasks and consider the various matters set out below.

7.1 Board Governance

- 7.1.1 Annually evaluate and report to the NWA Board on the performance and effectiveness of the NWA Board, the Boards of WCF and GJA, Committees and individual Directors in order to facilitate the directors fulfilling their responsibilities in a manner that serves the interests of the members;
- 7.1.2 Develop and recommend to the Board a recruitment, selection, appointment and induction process for Directors that complies with the Constitution and Board Charter;
- 7.1.3 Identify training and skills requirements for Directors;
- 7.1.4 Identify and recommend training and development opportunities or activities for Directors;
- 7.1.5 Monitor, identify and make recommendations on issues relating to Directors' independence;
- 7.1.6 Monitor developments in corporate governance and make recommendations on any necessary or desirable changes to governance practices;
- 7.1.7 Review processes for regular Board evaluation and make recommendations on any improvements;
- 7.1.8 Undertake regular reviews of governance best practice in relation to the Constitution and structure to ensure NWA stays in line with best governance practices for its industry.

7.2 Managing Conflicts of Interest

- 7.2.1 Monitor the standard of corporate conduct in areas such as arms-length dealings and likely conflicts of interest;
- 7.2.2 At the request of the Board, advise on conflicts of interest that may arise within NWA, including conflicts arising between Board members, employees, the CEO, members, volunteers or other stakeholders;
- 7.2.3 Review and monitor the propriety of any related party transactions.



7.3 Governing Documents

- 7.3.1 Assess the effectiveness of, and compliance with the governing documents of NWA, GJA and WCF including the Constitution, Board Charter, Board Code of Conduct and NWA code of ethical conduct (“Governing Documents”).
- 7.3.2 Review and make recommendations to the Board on any improvements in the Governing Documents.

7.4 Policies and Procedures

- 7.4.1 Develop and implement a schedule and process for the ongoing review of NWA’s policies and procedures;
- 7.4.2 Monitor and review the effectiveness of and, where necessary, recommend improvements to NWA’s policies and procedures, in particular those for:
 - (a) detecting, reporting and preventing fraud and other serious breaches of business conduct;
 - (b) ensuring compliance with all relevant regulatory and legal requirements and best practice guidelines;
 - (c) identifying and managing health, safety and environmental and community risks; and
 - (d) compliance with applicable health, safety, environment and community legal and regulatory requirements.
- 7.4.3 Assess compliance with NWA’s policies and procedures in consultation with management.

7.5 Compliance

Obtain regular updates from management and NWA’s lawyers and other advisors regarding compliance matters.

7.6 Ethics

Consider the potential and actual ethical impacts of NWA’s policies and procedures.

8. Risk Management

- 8.1 Assist the Board to set the risk appetite within which management is expected to operate, and where there are emerging risks or changes to the compliance, operating or commercial environment make recommendation to the Board if amendment to the risk appetite is required.
- 8.2 Ensure that a suitable risk management framework is implemented across NWA and regularly monitor NWA Management’s performance against the risk management framework.



- 8.3 Review the risk management framework at least annually to satisfy itself that the framework is sound and remains relevant to the current context in which NWA operates.
- 8.4 Request and review reports from Management to remain informed about the adequacy of NWA's risk management process.
- 8.5 Remain informed about any emerging risks or material changes to existing risks that may impact NWA, and report to the Board about the nature of the threat or opportunity the risk presents, including recommendations for action.
- 8.6 Review any material incident involving fraud or a failure of NWA's risk controls, to satisfy itself that risk treatments derived from lesson learned are adequate to prevent reoccurrence.
- 8.7 General
Undertake any matters referred to the Committee by the Board.

9. Reviews

9.1 Review of Performance

To determine whether it is functioning effectively, the Committee will evaluate its own performance on an annual basis. This will include an assessment of the extent to which the Committee has discharged its responsibilities as set out in this Terms of Reference. The results of this review will be reported to the Board.

9.2 Review of Terms of Reference

The Committee will review its Terms of Reference every two years, or otherwise as it considers necessary. The Committee shall discuss any required changes with the Board and ensure that the Terms of Reference is approved by a resolution of the Board.