



Manual		NWA Board Charter		NWA-MAN-01	
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Netball WA (Inc.)

BOARD CHARTER

August 2023

The purpose of this board charter is to clearly define the respective roles, responsibilities and authorities of the Netball WA (NWA) Board of Directors, both individually and collectively in setting the direction and management of NWA. This Board Charter relates to West Coast Fever Netball Club (WCF) Board of Directors in the Company's current dormant state, as an inclusion of the NWA Board roles and responsibilities.

The Board Charter should be reviewed in line with NWA's Rules of Association (Constitution) and amended accordingly.

1. Introduction

This policy sets out the major principles used by the NWA Board to manage its affairs and enable it to discharge its responsibilities.

In carrying out its responsibilities and powers as set out in this charter, the NWA Board will at times recognise its overriding responsibilities to discharge its duties in good faith, with care and act honestly in the best interests of

The NWA Board considers governance to be the system or process by which the Board, exercising accountability to stakeholders, is directed and controlled to achieve sustainable improvement in NWAs prosperity commensurate with the risks involved.

2. Responsibilities and Functions

2.1. The Board's key responsibilities are:

- a) to act in the interests of Netball in WA as a whole;
- b) observe their duties as Directors in terms of the *Incorporations Act (2015)* (the Act), *Corporations Act (as it applies to WCF)*, common law, the NWA Constitution and any other relevant legislation; and
- c) provide strategic direction for NWA and effective oversight of Management.

2.2. The key functions of the Board include:

- a) the appointment of Directors on the recommendation of the Governance & Nominations Committee, membership and role of Board Committees, including appropriate succession planning;
- b) ensuring a diverse and effective Board, in line with NWA's constitution with appropriate policies and procedures for the Board and its committees;
- c) appointing, supporting and providing advice and counsel to, evaluating and rewarding the Chief Executive Officer (CEO).
- d) taking an active role in overseeing the professional development, management and the leadership talent pool and supporting related succession plans;
- e) through constructive engagement with the CEO, senior management and key stakeholders, review, add-value, approve and monitor NWA's purpose, core values, ethical framework, strategic direction and objectives;

- f) supporting, reviewing and monitoring the operational and financial performance of NWA;
- g) monitoring key financial and non-financial risk areas by ensuring the implementation of an effective risk management and internal control framework;
- h) consider and agree on Committee and management recommendations on key issues including NWA's organisational structuring and resourcing, capital management, significant contracts and capital expenditure;
- i) make, add to, alter or rescind any NWA rules, regulations and by-laws as it sees fit;
- j) managing Directors' interests, conflicts of same and related-party transactions;
- k) delegation of powers and authorities, while understanding the Board remains accountable for all decisions of NWA;
- l) oversight of compliance with appropriate laws and regulations and major litigation;
- m) evaluating Board processes and performance of the Board as a whole, as well as contributions by individual Directors, ensuring the Board's effectiveness in delivering good governance, including performance and compliance matters;
- n) governance matters, including frequency and agendas of Board and Committee meetings;
- o) matters pertaining to Members including meetings, communications and relations; and
- p) ensure that there is a strong working relationship with the Department of Local Government, Sport and Cultural Industries, State Government, and all relevant stakeholders including regular communication on major issues confronting NWA.

3. Composition of the Board

The composition of the Board is determined using the following principles:

- a) the number, appointment and duration of Directors shall be in accordance with the Constitution of NWA and as amended from time to time (Clause 12.2);
- b) appointed Directors shall be appointed by the Board based on identified skills and experience;
- c) the Chair of the Board is elected by the Board, and may be the President of NWA;
- d) the CEO will not be one of the Directors; and
- e) the Directors shall be independent as defined within the constitution and clause 6 below.

3.1. Former CEO Director Eligibility

The CEO, General Managers and all NWA employees, upon resigning from their roles, shall not be eligible for either election or appointment as a Director of NWA for a minimum period of three years.

4. Director Letter of Appointment

The Chair provides each new Director with a formal letter of appointment setting out the basis of appointment and the powers and duties of a Director.

5. Director Induction and Education

5.1. Induction

Each new elected and appointed Director undertakes an induction process which involves the following activities:

- a) an individual meeting with the President and CEO to discuss expectations, duties and responsibilities;
- b) attendance at briefing sessions which includes presentations on the business by the Executive Management Team members; and
- c) provision of a comprehensive package of materials in relation to NWA and Board, including the Constitution, Code of Conduct, Conflict of Interest Policy, Risk Management Policy, the Strategic Plan, and any other relevant documents.

5.2. Education

The Board collectively, and as individual Directors, shall undertake on-going education and training to enhance their performance.

6. Criteria for Assessing Directors' Independence

The Board shall regularly assess the independence of each Director in light of the interests disclosed by them.

Each Director must provide the Board with relevant information to assess their independence.

In assessing independence, the following matters will be considered, and a Director will be regarded as independent if that Director:

- a) is a non-executive Director (i.e., is not a member of Management);
- b) is not a Director, officer or otherwise officially associated directly with a member or affiliated organisation in accordance with the Constitution;
- c) has within the last three years not been a principal of a material professional adviser or a material consultant to NWA or an employee materially associated with the service provided;
- d) has not been a service provider or supplier of NWA, or an officer of or otherwise associated directly or indirectly with a service provider or supplier;
- e) has no material contractual relationship with NWA, other than as a Director of the Organisation;
- f) has been free from any business relationship which could, or could reasonably be perceived to, interfere materially with the Director's ability to act in the best interests of NWA.

7. Tenure

7.1. Elected Directors

(Constitution - Clause 13)

Subject to rule 13.2 of the Constitution, **Elected Directors** shall be elected in accordance with the Constitution, for a term, which shall commence from the conclusion of the Annual General Meeting at which the election result is declared and continue until the conclusion of the third Annual General Meeting following.

Should any adjustment to the term of Elected Directors elected under the Constitution be necessary to ensure rotational terms in accordance with the Constitution, the adjustment shall be determined by the Board.

Elections to subsequent Boards shall then proceed in accordance with the procedures in these Rules with two Elected Directors being elected every third year and one Elected Director being elected two out of every three years.

7.2. Appointed Directors

(Constitution - Clause 14)

Appointed Directors shall be appointed by the Directors in accordance with the Constitution for a term of two years, which shall commence forty two (42) days after the Annual General Meeting until forty two (42) days after the conclusion of the second Annual General Meeting following.

One Appointed Director shall be appointed in each year of odd number and one Appointed Director shall be appointed in each year of even number. Should any adjustment to the term of Appointed Directors appointed under the Constitution be necessary to ensure rotational terms, this shall be determined by the Board. Appointments to subsequent Boards shall then proceed in accordance with the procedures in the Constitution.

8. President's Responsibilities

The President of the Board has a major role as the head of the Board in providing leadership to the Directors and other functions including:

- a) leading and facilitating the Board;
- b) setting the Board direction and focus;
- c) conducting an effective decision-making process and ensuring that the Board is focused on achieving outcomes;
- d) ensuring that no one has excessive influence;
- e) maintaining a professional working relationship with the CEO;
- f) acting as a spokesperson, where appropriate, in conjunction with the CEO;
- g) promoting constructive and respectful relations between Directors;

- h) ensuring that each Director appropriately contributes to the Board's decision-making process;
- i) ensuring the Board and individual Directors have a performance evaluation process;
- j) ensuring that the Board's workload is dealt with effectively;
- k) setting the agenda for each Board meeting, in conjunction with the CEO and other Directors, and modelling it against the Strategic Plan to ensure appropriate structure and monitoring;
- l) role-modelling ethical standards and behaviour based on NWAs agreed values;
- m) communicating and consulting with State Government and other relevant stakeholders on significant issues, as appropriate; and
- n) ensuring meetings are effectively conducted and minutes are circulated and acknowledged in a timely manner.

9. Board Committees

The Board may establish from time-to-time appropriate Committees to assist the Board by focusing on specific responsibilities in greater detail than is possible for the Board as a whole, reporting to the Board and making any necessary recommendations.

Each formal Committee, including ad-hoc Committees has a written Charter or Terms of Reference, approved by the Board.

The membership, role and responsibilities, charter and performance of each committee are reviewed annually by the Board.

The present Board Committees are:

- a) Audit & Risk Committee;
- b) Governance & Nominations;
- c) Award & Recognition Committee.

The existence of Committees should not be seen as implying a fragmentation or diminution of the responsibilities of the Board as a whole.

10. Conflicts of Interest

Directors have a duty to act honestly and in the best interests of NWA and not to misuse position or information to gain unfair advantage, and to disclose conflicts of interest.

Potential conflict of interests of Directors may include:

- a) holding a position within the sport's membership;
- b) a contract with NWA (e.g., supply of services);
- c) related party loans, guarantees and other transactions;
- d) profiting from an opportunity that rightfully belongs to NWA.

To manage conflict of interests in accordance with the requirements of **the Act**, the Board requires the following guidelines to be adhered to by Directors:

- e) declare existing or potential material conflicts to the CEO when appointed and on an ongoing basis as the need arises to enable the CEO to maintain a register of Director's interests and potential related party conflicts;
- f) provide an annual declaration to the CEO for the purpose of updating the register of interests and related party transactions;
- g) when a conflict of interest arises, leave the Board meeting and not vote on any resolution that relates to the conflicted issue, unless the Directors who do not have a material interest in the matter have passed a resolution that identifies the Director, the nature and extent of the Director's interest in the matter and their relationship to the affairs of NWA and states that the interest should not disqualify the Director from voting on the issue;
- h) if a Director has provided notice on a material conflict the CEO will ensure that the Director does not receive Board papers or other information related to the conflict; and/or
- i) no financial benefit can be given to a related party of a Director (including spouse, a de facto spouse, parents, children and certain related corporate entities) unless approved by the Board.

The CEO should arrange to provide a standing notice about an interest and will record it in the Board minutes.

11. Indemnities and Insurance

A Director has both a common law and a statutory right to inspect the documents of the NWA. A Director is entitled to access financial records at all reasonable times. This right applies to all Directors regardless of whether they have specific financial responsibilities, but a Director cannot extend the right to third parties. Access to documents can be made through the CEO at no cost to the Director.

For the purpose of certain legal proceedings, a person who has ceased to be a Director has a right to access all books of the Organisation (including its financial records) at all reasonable times. This right extends for a period of 7 years after a person has ceased to be a Director.

11.1. Deed of Indemnity

Each Director, on appointment, shall execute the Deed of Indemnity with NWA in which is provided an indemnity to the Directors. The CEO is available to clarify any issues arising from the indemnification deed.

11.2. Directors and Officers Insurance

Included in the annual agenda structure is the review of the Directors & Officers Insurance policy. Written details of the policy are provided to the Board as part of an overall risk management strategy. Each Director is required to disclose any information to the insurer which would be relevant to the insurer's assessment of the risk.

NWA has agreed to pay the Directors & Officers Insurance premiums and not to do anything which may prejudice this policy.

12. Company Secretary

The Company Secretary is accountable to the Board through the President on all governance matters. The appointment and removal of the Company Secretary (if required) is a matter for decision by the Board as a whole. The position of Company Secretary can also be held by the CEO.

13. Access to Professional Advice

Directors and Board Committees have the right in connection with their duties and responsibilities to seek independent professional advice at NWA's expense, subject to:

- a) prior approval of the President, Committee or the Board which is not unreasonably withheld; and
- b) information so obtained is shared with all Directors or Committee Members as appropriate.

14. Role of Chief Executive Officer

The CEO is responsible for the overall day-to-day management and the performance of NWA. The CEO manages NWA in accordance with strategy, delegations, business plans and policies approved by the Board to achieve agreed goals and objectives included therein.

15. Strategic Direction and Oversight

The Board reviews NWA's long-term strategic plans and the major issues that it and management expect NWA to face in the future.

The Board sets the broad parameters for the preparation of the Strategic Plan.

The Board only approves the Strategic Plan after conducting a rigorous review, including considered stakeholder input on major strategic initiatives. The review includes a thorough understanding of what is required to successfully execute the Strategic Plan.

The Board approves a performance management system that has key performance measures (budget and financial/non-financial KPI's) aligned with the Strategic Plan and ensures that the remuneration of Management (including the CEO) is aligned with the achievement of strategic outcomes.

16. Board Meeting Annual Agenda

The Board must establish and endorse by the end of January each year its annual meeting agenda. The annual agenda should be aligned with the strategy cycle of NWA.

The annual agenda dictates the dates, times and locations of Board meetings in the upcoming year.

17. Board Meeting

Directors have adopted the following procedures:

- a) the board shall meet as often as is deemed necessary in every calendar year for the dispatch of business and may adjourn and, subject to the Constitution, otherwise regulate its meetings as it thinks fit. One meeting will be dedicated to strategy development and review;
- b) proper and timely notice of meetings is provided with an outline of proposed business (Agenda);
- c) agenda papers, which include executive summaries and resolutions, are provided a minimum of five (5) days in advance to allow time for review;
- d) an action list is presented to ensure all outstanding items are dealt with, including monitoring progress of past decisions;
- e) matters for decision and discussion are addressed at the beginning of meetings;
- f) the Board meets periodically without the CEO present to discuss sensitive issues;
- g) a general business item is on the agenda so that Directors may add items for discussion or information;
- h) minutes are clear, accurate and have the appropriate detail; and
- i) draft minutes will be distributed to the Directors within ten (10) working days after the meeting, and Directors will respond with comments within a further seven (7) working days.

18. Board Meeting Attendance

Unless invited by the President, only the CEO will attend Board meetings.

Advisors and other parties external to the Board are invited to attend Board meetings by the President or CEO, as appropriate.

19. Quorum

In all circumstances, at least five (5) Directors must be present to constitute a quorum. The constitution contains detailed information in regard to the process where a quorum is not met.

20. Access to Management

The Board and individual Directors have the power to meet or make inquiry with the CEO, through the President, outside of scheduled Board or Committee meetings. The Board and individual Directors may meet with Management in consultation with the CEO.

Directors will use their judgment so that contact is not distracting or disruptive to the business operation of NWA and will therefore initially raise any material issues or concerns with the President.

21. Code of Conduct

NWA takes ethical and responsible decision-making very seriously. It expects its staff, managers and Directors to do the same.

Based on NWA's core values, the code is designed to encourage ethical and appropriate behaviour in all NWA's activities and dealings with stakeholders based on the core values.

The code also addresses matters relevant to NWA's compliance with its legal obligations to all stakeholders. The Board has an appropriate system for enforcing compliance with the code.

22. Corporate Social Responsibility

NWA is committed to the long-term sustainability of its operation and aims to optimise, or minimise (whatever the case may be), the social, environmental and economic impact of its significant business proposals and ongoing operations for the benefit of all stakeholders.

The Board ensures that the NWA's Corporate Social Responsibility performance is consistent with its business strategies and brand/reputation.

23. Political Donations

NWA does not make political donations.

24. Media Protocol

The CEO has primary responsibility for handling all media communications. This includes initiating and managing an effective communications plan for the organisation, as well as responding to media enquiries. In the absence of the CEO, or where deemed necessary, the President will be responsible for any public statements.

If approached for public comment, Directors should advise that the delegated authority of the NWA Board for comment is vested with the CEO.

25. Risk Management

As defined by *AS/ISO 31000:2018 Risk Management – Guidelines*, risk is the effect of uncertainty on objectives, and risk management is the coordinated activities to direct and control an organisation with regard to risk. Risk management is iterative and assists an organisation in setting strategy, achieving objectives and making informed decisions.

The NWA Board is responsible for satisfying itself that there is an appropriate risk management framework for both financial and nonfinancial risks in place, and for setting the risk appetite within, which the Board expects management to operate. The establishment of the Audit & Risk Committee (or similar) enables an efficient and effective mechanism to bring the transparency, focus an independent judgement needed to oversee the entity's risk management framework.

The Board regularly reviews strategic and emerging risks identified by the Executive Management Team through the Audit & Risk Committee, and that NWA, at all levels, executes decision making and delivery of its operations that are consistent with the agreed risk appetite.

26. Compliance System

The Board oversees the performance of an effective compliance system which requires, at a minimum, that:

- a) NWA complies with all relevant statutes, regulations and other requirements places on it by external bodies;
- b) effective internal controls exist and there is full and accurate reporting to the Board in all areas of compliance; and
- c) NWA is financially secure and is able to meet all its financial obligations when they fall due, in the normal process of business.

27. Policy and Procedures

The Board is responsible for:

- a) the development, enforcement and review of delegations (financial and non-financial);
- b) approving and monitoring compliance with all significant policies and procedures by which NWA is operated; and
- c) approving policies and procedures designed to ensure NWA operates at all times within applicable laws and regulations and in accordance with its values and ethical standards.

28. Board's Role in Critical Incident Management

The Board has two key roles in a critical incident situation, one prior to the critical incident and the other during.

Prior to any critical incident, the Board ensures that there is in place a comprehensive critical incident management plan that has been tested and employees have been trained in its execution.

During any critical incident, the Board will fully support management in its continuity and recovery effort. The Manager responsible for Marketing and Communications will advise on urgent media and communications issues.

The chief spokesperson during any critical incident will be the CEO supported by specified members of senior Management, the Head Coach, or the President as needed.

29. Integrity of Financial Reporting

The Board ensures that a structure of review and authorisation is designed to ensure the truthful and factual presentation of NWA's financial position and performance.

The structure is overseen by the Audit & Risk Committee, although this delegation does not diminish the ultimate responsibility of the Board to ensure the integrity of NWA's financial reporting.

30. Chief Executive Officer and Chief Financial & People Officer assurance

The Board requires that the CEO and where applicable, the CF&PO, state in writing to the Board that NWA's financial reports present a true and fair view, in all material aspects, of the company's financial condition and operational results and are in accordance with relevant accounting standards.

This statement is complemented by a statement that indicates that financial reports are founded on a sound system of risk management and internal compliance and control which implements the policies adopted by the Board, and that this system of risk management is operating efficiently and effectively in all material respects.

31. Annual Report to Members and Other Stakeholders

The Board provides the Members and other stakeholders with a comprehensive annual report outlining how they fulfilled their governance role, the achievements of NWA, and sufficient financial information so that members can make a judgment as to how effectively the Board is fulfilling its role.

32. Annual General Meeting

NWA encourages effective communication with Members and their effective participation at general meetings and has strategies in place to affect this. All Directors are expected to attend Annual General Meetings.

33. Board, Chair and Directors Effectiveness Performance Assessment

The Board through the Governance and Nominations Committee reviews its own performance and that of the Board Committees annually. The performance of the President shall be reviewed annually.

The performance of at least two Directors shall be reviewed each year on a rotational basis so that each Director has their performance evaluated each term. No Director shall be required to undergo a performance evaluation in the first 12 months of their election or appointment.

These processes ensure that the Board and Board Committees are working efficiently and effectively in discharging their responsibilities (against measurable and qualitative indicators).

34. Review of Chief Executive Officer Performance

The Board sets the performance criteria for the CEO, which are regularly reviewed by the Board. The Board facilitates the performance review, through the President with all the Directors having an opportunity to contribute to the review.

35. Directors' Remuneration

As per Clause 16 of the Constitution, Directors shall not be entitled to receive remuneration unless approved by the Members at a General Meeting. Directors are reimbursed all out-of-pocket expenses incurred by them in carrying out their duties as Directors. The Company Secretary/CEO handles all reimbursement matters.

36. Charter Review

The Board reviews this charter regularly and makes changes as necessary. The Governance and Nominations Committee is responsible for monitoring and maintenance of this charter.

37. Duties of the Board

To make every attempt to attend all Board Meetings as possible. There are approximately six (6) NWA General Board Meetings and three (3) WCF Focused Board Meetings per annum.

- a) General and WCF Focused Board meetings will be held as scheduled at the start of the year at the offices of the Gold Netball Centre, Jolimont WA, (or by electronic means) and are generally scheduled monthly.
- b) To ensure all board papers are read and understood. Any enquiries relating to the papers should be made to the CEO. Agendas and papers are distributed at least seven (7) days prior to the board meeting.
- c) To attend all functions and events as outlined in this document. It is important that any apologies are forwarded to the office as quickly as possible.
- d) Where Directors do attend any functions, they should play a pro-active role allocated by the CEO and/or President. If other duties are required, this will be communicated to the Director by the CEO or the President. It would also be beneficial if Directors arrive early on Suncorp Super Netball match days and other corporate events/competitions allowing time to network with guests prior to the lunch/dinner/pre-event function.
- e) To attend committees or working party meetings as required. Directors will be appointed to these committees according to their skillsets by the President and Board.
- f) Working groups are also established from time to time on various issues. It is expected that Directors share such commitments to ensure equitable workload.

38. Director Privileges

38.1. Suncorp Super Netball - Function Home Games

All Directors will receive the following privileges for all home games:

- a) Two (2) complimentary, non-transferable invitations to each home game at RAC Arena which includes access to the pre-game Green Room Function, priority match seating and parking.

It is an expectation that all Directors attend these functions in an official role.

38.2. West Coast Fever Home Ticketing

Directors will receive an additional two (2) complimentary general seating season tickets upon request.

38.3. Netball Australia Strategic Forum & AGMs

The President and one other Director (2 Delegates) plus the CEO are expected to travel (or attend via electronic means) and attend all Netball Australia meetings and AGM's. In the event that the President is unavailable, another Director will be their nominee.

38.4. Suncorp Super Netball Championship Grand Final

Each Director will be provided the following (subject to budget and Suncorp Super Netball allocation restrictions permitting at the time):

- a) Two (2) complimentary GA tickets invitation to attend the game - travel and accommodation will be at the responsibility of the Director.
- b) The President of NWA receives one (1) complimentary ticket to the Grand Final. NWA will cover the costs of economy class airfares, 2 x night's accommodation and reasonable meal costs (in line with the organisation's travel policy) for the Grand Final.

38.5. Other Finals

All Directors will be provided two (2) complimentary invitations to the Suncorp Super Netball finals subject to ticket restrictions from Suncorp Super Netball finals games in which the West Coast Fever (WCF) participate. Travel and accommodation will be at the responsibility of the Director.

38.6. Association Functions

Each Director will be provided the following in each year:

- a) Two (2) complimentary tickets to the WCF Awards Dinner and/or NWA Awards Dinner;
- b) Other functions during the year at the discretion of the President and CEO.

Note: Additional tickets for events will be available to NWA Board Directors at a reduced rate.

38.7. Event Functions

Directors by delegation/nomination are expected to attend the following events in each year:

- NWA Annual General Meeting
- Netball Australia's AGM and Member Forums
- The Fuel to Go & Play Association Championships (June)
- NAIDOC Carnival (July)
- The WANL Grand Final
- And other identified NWA events as agreed

38.8. Former President/s

Former Presidents will be offered the following upon retirement from the Board and having served at least one full term (two years as minimum). In the following year:

- a) Two (2) complimentary season tickets for West Coast Fever home games;

- b) Complimentary car parking;
- c) The opportunity to purchase two (2) Suncorp Super Netball Final tickets at face value should WCF participate;
- d) An invitation to attend one (1) Pre-Game function with a guest on a complimentary basis per year;
- e) An invitation to attend an exclusive Past Presidents' lunch or dinner with the President and CEO on an annual basis.

38.9. Former Directors

Former Directors will be offered the following upon retirement if they have served at least one full term (two years as minimum) on the Board. If a full term has not been served the President has discretion to allow these entitlements to stand. In the following year:

- a) After retirement two (2) complimentary season tickets for the West Coast Fever home games;
- b) An invitation to attend one (1) Pre-match function with a guest on a complimentary basis that year.