
Wrestling Western Australia Incorporated Board Governance Charter

June 2021

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Introduction

Wrestling Western Australia Incorporated (WWA) was established well over 40 years ago and is a not-for-profit volunteer organisation duly incorporated under the Associations Incorporations Act 2015 (WA).

The purpose of this Board Governance Charter is to establish an effective governance framework for WWA 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 WWA Board as well as the key protocols for the operation of the Board.

ROLE OF THE BOARD

The Board's primary responsibility is to direct the affairs of WWA on behalf of its Members. Individual Board members represent and serve the interests of Members and collectively oversee and appraise the strategies, major policies and performance of the organisation.

The performance of the organisation is driven by the strategies developed and implemented by the Volunteer Board and the other volunteer positions elected by the members. The Board aims to bring an independent and objective view to the organisation's decisions, provides guidance with respect to strategy development, and reviews the effectiveness of its volunteer workforce in delivering upon those strategies. The Board also ensures that sufficient control and accountability systems are in place to accurately measure and report upon the performance of the organisation.

The specific functions and responsibilities of the Board include:

Performance:

- (a) setting the broad strategic direction of the organisation in consultation with its volunteers and members;
- (b) providing input into and final approval of strategy and performance objectives and monitoring the implementation of that strategy and stated objectives;
- (c) monitoring financial outcomes and the integrity of reporting; in particular approving annual budgets and monitoring material investments, funding activities, capital expenditure, acquisitions and divestments;
- (d) ensuring effective and timely reporting to members;
- (e) approving and monitoring the risk management framework and ensuring that effective and adequate audit, risk management and compliance systems are in place;
- (f) monitoring and assessing performance of the organisation, the Board itself, individual Board members and major projects;

Overall Operations:

- (a) appointing such Committees/Working Groups of the Board as may be appropriate to assist in the discharge of its responsibilities and to determine their responsibilities;
- (b) setting specific delegations and limits of authority;
- (c) ensuring effective communication and relationships with Members and other stakeholders;

Compliance/Legal Conformance:

- (a) monitoring compliance with legal and ethical standards;
- (b) setting standards of professional conduct and ensuring these are adhered to;
- (c) developing and applying an effective governance framework for the organisation that promotes sound and prudent management in the interests of all stakeholders;

ROLE OF THE CHAIRPERSON

Roles and Responsibilities of the Chairperson

The Chairperson is responsible for ensuring that the Board is well informed and functions effectively and provides leadership in formulating the strategic direction and overseeing the operation of the organisation.

The specific functions and responsibilities of the Chairperson include:

Inside the Boardroom

- (a) providing appropriate leadership and guidance to the Board;
- (b) promoting and ensuring high standards of corporate governance, compliance and ethical conduct;
- (c) setting the agenda for Board meetings in consultation with the Secretary and other Board members as required;
- (d) ensuring that the Board is provided with adequate information to facilitate effective decision-making;
- (e) leading the Board and facilitating constructive contributions by all Board members to ensure that the Board functions effectively as a whole in discharging its responsibilities;
- (f) managing boardroom discussions and ensuring that Board meetings are effective so that matters discussed are appropriate, timely and considered thoroughly before clear decisions and resolutions are made;
- (g) ensuring decisions of the Board are implemented properly and reported back to the Board;
- (h) leading the Board in monitoring the performance of the organisation and assessing the organisation's financial position;
- (i) guiding and promoting the ongoing effectiveness and development of the Board and individual Board members, including establishing an induction and continuing development program for Board members;
- (j) monitoring the performance of the Board and instituting the process for appraising the Board as a whole and Board members individually;
- (k) ensuring a clear structure for and the effective running of Board committees, including assisting with the selection of Board Committee members;
- (l) establishing and maintaining an effective working relationship with members.

Outside the Boardroom:

- (a) Chairing and speaking on behalf of the organisation at the AGM and General Meetings of Members;
- (b) acting as the major contact between the Board and the members and key stakeholders;
- (c) engaging in appropriate public relations activities.

ROLE OF INDIVIDUAL BOARD MEMBERS

The Board's primary responsibility is to direct the affairs of WWA on behalf of its members. Individual Board members represent and serve the interests of Members and collectively oversee and appraise the strategies, major policies and performance of the organisation.

Individually, Board members have a responsibility to contribute towards the Board's collective role in overseeing the overall operations, performance and legal conformance of the organisation. The duties of Board members include:

- (a) ensuring effective governance of the organisation;
- (b) formulation of the organisation's strategic direction;
- (c) reviewing, approving and monitoring the strategic plan and annual budget;
- (d) monitoring and assessing performance of the organisation;
- (e) development of Board and organisational policies;
- (f) ensuring compliance with the legal requirements;
- (g) monitoring of risks facing the organisation;
- (h) involvement with Board sub-committees/working groups; and
- (i) identifying skills required by the Board and considering potential candidates.

Board members have a duty to understand the organisation, its operating environment and financial position, and to apply their expertise and skill in the organisation's best interests. Board members also have operational responsibilities to:

- (a) where practicable, attend all meetings of the Board or Committees/Working Groups of the Board of which they are a member and ensure they are adequately prepared by obtaining and thoroughly reviewing all agenda items;
- (b) analyse, question, request information, raise matters of concern and fully canvas all aspects of any issue confronting the organisation;
- (c) be independent in judgement and actions and take all reasonable steps to be satisfied as to the soundness of decisions taken by the Board;
- (d) ensure they have and maintain adequate knowledge of their legal responsibilities and are familiar with legislation and regulations governing the operations of the organisation;
- (e) adhere to the values of the organisation at all times in their dealings with stakeholders; and
- (f) take all reasonable opportunities to represent, promote and demonstrate a commitment to the organisation, Members and the wider community.

The Board Code of Conduct sets standards to guide the decisions, actions and behaviours of the Board. The Code of Conduct provides further detail as to the role and responsibilities of Board members, and illustrates the obligations and behaviours expected.

A copy of the Code of Conduct will be provided to all Board members upon joining WWA.

New Board members will be provided with a letter of appointment setting out the key terms and conditions of their appointment.

CODE OF CONDUCT

1. Purpose

This Code of Conduct sets standards to guide the decisions, actions and behaviours of the WWA Board.

2. Scope

This Code of Conduct applies to all members of the WWA Board and Committees/Working Groups, including external appointees on Board Committees.

3. Ethical Principles

This Code of Conduct illustrates the obligations and behaviours expected of WWA Board members and is underpinned by the following ethical principles:

- (a) integrity;
- (b) accountability;
- (c) honesty;
- (d) impartiality; and
- (e) objectivity.

4. Code of Conduct

4.1 Strategy and Advocacy

Board members shall:

- (a) contribute to the strategic direction of WWA and ensure that the organisation's activities are responsive and appropriate to the needs and interests of Members;
- (b) recognise that their primary responsibility is to the organisation as a whole but may, where appropriate, have regard for the interest of all stakeholders of the organisation;
- (c) ensure all WWA and Board activities are in compliance with the WWA Constitution, By-laws and policies;
- (d) ensure that the Board is accountable to Members by documenting and communicating actions and decisions, as appropriate; and
- (e) engage in public advocacy for the organisation by appropriately promoting its work and keeping informed about its programs and activities.

4.2 Integrity and Respect

4.2.1 Board members shall:

- (a) act with honesty, integrity, in good faith and in the best interests of the organisation;
- (b) not engage in conduct likely to bring discredit upon the organisation;
- (c) disclose any instance of fraud or corruption on the Board or within WWA;
- (d) endeavour to ensure that WWA, at all times, complies with the laws governing its operations; and

- (e) not allow the association to incur a debt when the association is insolvent or there are reasonable grounds to believe the association will become insolvent.

4.2.2 Board members should:

- (a) undertake their duties with appropriate care and diligence;
- (b) deal honestly with WWA's Members and other stakeholders; and
- (c) understand and exercise any authorities responsibly and within their limits.

4.2.3 Board members shall not unlawfully discriminate, harass or bully others and shall treat others with dignity and respect.

4.3 Conflicts of Interest

Board members shall identify conflicts of interest and manage them responsibly. Board members should:

- (a) avoid being placed in the actual, apparent or potential situation of making a decision in relation to WWA business that might be affected by a personal interest;
- (b) disclose conflicts of interest promptly and act in accordance with the Board Conflicts of Interest Policy;
- (c) avoid accepting gifts or hospitality that might reasonably be thought to influence their judgement; and
- (d) not take improper advantage of their position as a Board member.

4.4 Confidentiality

Members of the Board shall:

- (a) respect the appropriate confidentiality of the content of Board papers, discussions, decisions and related correspondence and not disclose confidential information;
- (b) not make improper use of information acquired as a Board member; and
- (c) not knowingly or recklessly disseminate false or misleading information in relation to matters before the Board.

4.5 Effective Board Performance

4.5.1 Members of the Board shall:

- (a) strive to attend all Board meetings and contribute to productive meetings by ensuring they are adequately prepared;
- (b) listen and respect the views of others;
- (c) accept and respect the decision of the majority; and
- (d) participate in the Board's performance appraisal, renewal and succession planning.

4.5.2 Board members have an obligation to be independent in judgement and action and to take reasonable steps to be satisfied as to the soundness of all decisions taken by the Board.

4.5.3 Board members must not make comments to the media regarding the considerations and determinations of WWA unless authorised by the Chairperson to do so.

4.5.4 Board members shall refrain from discussing any Board issue with WWA Members unless specifically authorised to do so.

5. Compliance

- 5.1 Board members have an obligation, at all times, to comply with the spirit, as well as the letter of the law, the principles of this Code of Conduct and all applicable WWA policies and procedures.
- 5.2 Board members must not take any action, or fail to take any action, that may breach the law or applicable WWA policies, procedures or practices.
- 5.3 Any breaches of this Code of Conduct should be reported to the Chairperson.

5. Compliance Undertaking

All Board members must sign the following compliance undertaking:

I agree to abide by this Code of Conduct, the WWA Constitution and any other policies and procedures determined by the Board. I acknowledge that a breach of this undertaking may result in me being removed from the Board in accordance with the Constitution.

.....
Signature

.....
Name (print)

.....
Date

CONFLICT OF INTEREST POLICY

1. Purpose

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

2. Scope

- 2.1 This Policy elaborates upon 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 WWA business that might be affected by a personal interest.
- 2.2 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.
- 2.3 This Policy applies to all members of the WWA Board and Committees/Working Groups, including external appointees on Board Committees/Working Groups.

3. Policy

- 3.1 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.
- 3.2 Board members have a duty to disclose, and take reasonable steps to avoid, any conflict of interest (actual or apparent).
- 3.3 Board members will immediately disclose in writing to the Chairperson the existence of any actual or potential conflict of interest.
- 3.4 Disclosure of relevant conflicts of interest will be a standing item on the Board meeting agenda.
- 3.5 The Board will ensure procedures are in place which outline the agreed practices for the disclosure, recording and management of conflicts of interests.
- 3.6 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.
- 3.7 A Board member who believes another Board member has an undeclared conflict of interest should specify in writing to the Chairperson the basis of this potential conflict.

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

CONFLICT OF INTEREST PROCEDURES

1. Purpose

- 1.1 The purpose of these Procedures is 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 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 (refer Appendix 2).
- 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 WWA Board until such time as the conflict/s ceases to exist; and
 - (d) agree to comply with any conditions or restrictions reasonably 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 WWA Secretary 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 The WWA Secretary 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 the Secretary 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 in order to comply with the requirements of the Associations Incorporation Act 2015 (WA).
- 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 WWA; and
 - (b) states that those Board members are satisfied that the interest should not disqualify the Board member from voting or being present and that the requirements of the Associations Incorporation Act 2015 (WA) will be complied with.

6. Maintenance of Conflicts of Interest Register

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

RISK MANAGEMENT POLICY

1. Purpose

The purpose of this Policy is to outline the principles that govern the management of risk at WWA, and to define associated responsibilities for WWA's risk management process.

2. Scope

This Policy forms part of a risk management framework established to identify and assess the impact of any current or future risks on the organisation.

For the purposes of this Policy, risk is defined as possible outcomes that could adversely impact WWA's financial performance, assets, reputation, people or the achievement of its objectives.

3. Policy

3.1 Principles

- 3.1.1 The Board recognises that risk is inherent in all of its activities and that effective management of risk is necessary in order to protect the organisation against potential loss.
- 3.1.2 The Board will maintain a risk management framework consistent with the guidelines and principles as set out in the Australian Risk Management Standard AS/NZS 4360:2004, and as supported by the Standards Australia *Guidelines for Managing Risk in Sport and Recreation*.
- 3.1.3 The Board will ensure that risk management is integrated into WWA's corporate culture and business operations at a strategic, operational and project level.
- 3.1.4 The Board will be mindful of the need to achieve a balance between the costs of managing risk and the anticipated benefits.
- 3.1.5 The Board will ensure that risks are identified, reviewed and monitored on an ongoing basis.

3.2 Responsibilities

- 3.2.1 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.
- 3.2.2 The Board shall undertake appropriate risk reviews and design and implement appropriate risk management systems.
- 3.2.3 The Board shall appoint a Finance Audit and Risk Committee which shall be 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.
- 3.2.4 The Chairperson 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.

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

DELEGATION OF AUTHORITY

The Board reserves to itself all matters that may have the potential to have a material impact on the reputation and operation of the organisation. This includes the following matters:

- (a) approval of strategy and annual budgets;
- (b) decisions about the organisation's strategy and policies;
- (c) membership and role of Board sub-committees/working groups;
- (d) assessment of Board performance;
- (e) management of conflicts of interests;
- (f) oversight of risk management and internal control frameworks, including compliance with appropriate laws and regulations;
- (g) delegation of powers and authorities;
- (h) determination and adoption of documents (including the publication of reports and annual financial statements to members).

The Board may appoint Committees/Working Groups to assist in the discharge of its responsibilities. Committees/Working Groups make recommendations for action to the full Board, who retain collective responsibility for decision making. Any specific delegations will be detailed in the relevant Committee's/Working Groups Terms of Reference.

BOARD COMMITTEES/WORKING GROUPS

The Board may appoint Committees/Working Groups to facilitate efficient decision making and to assist in the discharge of its responsibilities. Committees/Working Groups may assist the Board by focusing on specific activities and reporting to the Board on decisions and actions taken. Committees/Working Groups may make recommendations for action to the full Board, who retain collective responsibility for decision making.

Each Committee/Working Group will be comprised of the individuals the Board considers best suited to fulfil the role of the Committee/Working Group. There shall be a one-year rotation of Committee/Working Group members and the composition of each Committee/Working Group is to be reviewed annually.

The Board shall establish Terms of Reference for each Committee/Working Group setting out its role and responsibilities. The Terms of Reference will include at a minimum:

- (a) the overall purpose and objectives of the Committee/Working Group;
- (b) composition, including the appointment of a Chair;
- (c) frequency and timing of meetings;
- (d) any delegation of decision making authority to the Committee/Working Group from the Board;
- (e) the relationship with management and other stakeholders; and
- (f) reporting responsibilities and the ongoing relationship with the Board.

Committee/Working Group Terms of Reference may also cover relevant operational matters.

Committees/Working Groups observe the same rules of conduct and procedures as the Board unless the Board determines otherwise.

The Board currently has WWA standing Committees/Working Groups, namely the:

- (a) Finance Audit and Risk Committee/Working Group; and
- (b) Judiciary/Disciplinary Committee/Working Group.

The Board may appoint ad hoc Committees/Working Groups to oversee a particular operational matter or to research a particular issue. Ad hoc Committees/Working Groups will be appointed with appropriate Terms of Reference.

BOARD INDUCTION

Induction Package

New Board members will be provided with an induction package containing the following documents (save where not appropriate or reasonably available):

- (a) Constitution;
- (b) Board Governance Charter;
- (c) Board Code of Conduct;
- (d) Conflict of Interest policy and procedures;
- (e) Risk Management Plan and risk register;
- (f) strategic and operational plans;
- (g) balance sheet, profit and loss and cash flow reports from the previous three Board meetings;
- (h) annual report and financial statements for the previous financial year;
- (i) short descriptions of key projects, any associated funding and how they fit into the strategic direction of the organisation;
- (j) minutes of previous Board meetings;
- (k) schedule of Board meetings and other key dates;
- (l) overview and brief history of the organisation, including organisational chart;
- (m) Board and Elected Volunteer profiles; and
- (n) contact details for Board members and other key contacts.

Induction Program

The Chairperson and the Secretary are responsible for the induction of new Board members appointed to the Board, to ensure they are adequately acquainted with the organisation and its operations.

New Board members will be asked to sign and return the:

- letter of appointment, accepting the terms outlined;
- Board Code of Conduct; and
- Conflict of Interest Disclosure form.

New Board members will be encouraged to request from the Chairperson or Secretary any additional information they may require.

The Secretary will arrange for the new Board member to be introduced to WWA's Board and Committee/Working group members.

BOARD PROCESS

Meetings

A schedule of meetings for the coming year shall be annually agreed and distributed to each Board member in WWA. Board meetings shall be held at regular intervals throughout the year at a venue determined by the Chairperson and Secretary and agreed by the Board.

Meetings generally shall be held on Tuesday evenings at 7.30pm Special meetings of the Board may be called by the Chairperson as required.

Board members shall receive a minimum of 7 days notice of all meetings, where practicable.

Agenda Planning

The Board shall maintain an annual calendar of major board events, including all scheduled Board and Committee/Working Group meetings and key compliance activities/requirements. The WWA Secretary shall set the agenda items for each Board meeting, in consultation with the Board and Chairperson and having regard to the annual Board calendar.

The Board calendar and agendas shall be structured to assist the Board to meet its responsibilities. This includes the Board's consideration of strategy and the achievement of financial and other goals.

Board Papers

The Board is responsible for:

- (a) setting expectations and providing directions to the Secretary on the:
 - content and format of reports
 - timing and timeliness of Board papers
 - amount of information provided
- (b) ensuring it has sufficient information with which to make decisions; and
- (c) ensuring the WWA Secretary has in place the processes and controls to ensure the integrity of the information provided to the Board.

The Board agenda for each meeting shall be structured by the WWA Secretary and Chairperson, with the input of individual Board members as required. Board papers shall be distributed at least on the Friday prior to the Board meeting.

Board papers shall be cross referenced to the Board agenda to enable meetings to be more efficient and productive. All papers shall contain necessary background information including key points and recommendations. Those papers requiring a decision shall have the recommendation or resolution highlighted at the start of the paper for ease of reference.

Reporting to the Board

The Chairperson and Secretary shall regularly report to the Board on a range of matters including matters of strategic importance, financial performance, risk management and operational performance.

Minutes

Administration of Board meetings has been delegated by the Board to the WWA Secretary. The WWA Secretary is responsible for keeping minutes on behalf of the Board for all Board and Committee/Working Group meetings. All minutes of the Board meetings shall be drafted, proofed by the Secretary and circulated to members/attendees of the meeting for comment within 7 days of the meeting. Comments by attendees of the meeting should be provided within 5 working days, in order for the final version of minutes to be circulated with the Meeting Agenda papers on the Friday prior to the next Board meeting.

The minutes of the Board must be submitted to the next meeting of the Board for ratification and signing.

Review of Board Charter

The Board shall review this Charter (including Committee/Working Group Terms of Reference) annually to ensure it remains consistent with the Board's objectives, responsibilities and relevant standards of corporate governance.

The Secretary shall present individual documents for Board review as considered appropriate, or as requested by the Board.

MEDIA PROTOCOL

The Chairperson 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. The Chairperson may involve members of the Board from time to time as required.

Where the Chairperson is on leave, then another Nominated Board member will be responsible for any public statements.

If approached for public comment, Board members should advise that the delegated authority of the WWA Board for comment on WWA matters is vested with the Chairperson.

APPENDIX 1 - FINANCE AUDIT AND RISK COMMITTEE TERMS OF REFERENCE

FINANCE AUDIT AND RISK COMMITTEE TERMS OF REFERENCE

1. Purpose

The WWA Board has established a Finance Audit and Risk Committee (“Committee”) to assist the Board in fulfilling its responsibilities in relation to financial reporting, internal controls, sponsorship and risk management.

2. Role

The Committee is a standing committee formed by the WWA Board. Its role is to:

- (a) assist the Board in fulfilling its responsibilities by reviewing the:
 - (i) proposed annual operating budget;
 - (ii) financial information that will be provided to members and the public;
 - (iii) integrity and quality of the organisation’s financial statements;
 - (iv) systems, processes and controls that the Board have established to identify and manage areas of significant financial risk; and
 - (v) organisation’s auditing, accounting and financial reporting and management processes;
- (b) oversee the processes for the identification and assessment of risks, review the outcomes of risk- management processes and controls and advise the Board as required; and
- (c) identify and acquire new Sponsors for the association and manage sponsorship relationships to ensure longevity of relationship and contribution to WWA.
- (d) carry out special projects at the direction of the Board.

3. Scope of Authority

The Committee has no Board decision making responsibility, but makes considered recommendations to the Board.

In carrying out its responsibilities, the Committee has full authority to investigate all matters that fall within the Terms of Reference. Accordingly, the Committee may:

- (a) with the prior approval of the Board obtain independent professional advice at the reasonable cost of the organisation; and
- (b) have direct access to the resources of the organisation, as it may reasonably require, including external auditors.

4. Composition

- 4.1 The Committee shall comprise a minimum of two Board Members, as appointed by the Board.

- 4.2 The Board shall appoint a Chair of the Committee, who is not the Chairperson of the Board.
- 4.3 The WWA Chairperson shall be an ex-officio member.
- 4.4 Committee members will cease to be a member if they:
 - (a) resign from the Committee or Board;
 - (b) fail to attend 3 consecutive meetings without providing apologies to the Chair;
or
 - (c) breach confidentiality.
- 4.5 Any vacant positions will be filled by the WWA Board.
- 4.6 Committee composition shall be reviewed annually by the Board.

5. Chair

The responsibilities of the Committee Chair include:

- (a) scheduling meetings and notifying Committee members;
- (b) inviting specialists to attend meetings when required;
- (c) guiding the meeting according to the agenda and time available; and
- (d) ensuring all discussion items end with a decision, action or definite outcome.

6. Meetings

- 6.1 The Committee will meet at least two times a year in line with the Board's annual strategic planning, budget and financial reporting process, and more frequently as required.
- 6.2 The Chair of the Committee may call a meeting of the Committee at any time, or if so requested by any member of the Committee.
- 6.3 A quorum will consist of three Committee members.
- 6.4 The WWA Secretary, in conjunction with the Committee Chair, shall draw up an agenda for meetings, which shall be circulated to each member of the Committee and attendees, at least two working days prior to each meeting.
- 6.5 As necessary or desirable, the Chair may invite members or other external parties to be present at meetings.
- 6.6 Recommendations will be formed on the basis of consensus.
- 6.7 The WWA Secretary will prepare and distribute the Minutes of the Committee meetings, as required.
- 6.8 From time to time reports and documents may be circulated to the Committee electronically for review and recommendation to the Board.

7. Reporting

The Chair of the Committee shall make a verbal or written report on the activities or recommendations of the Committee as required.

APPENDIX 2 - CONFLICT OF INTEREST DISCLOSURE FORM

CONFLICT OF INTEREST DISCLOSURE FORM

I, *(insert full name)* _____

hereby declare the following personal interests which are or could be perceived to be a conflict of interest in the undertaking of my duties as a WWA 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 a 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;
- ♦ agree to update this disclosure throughout the period during which I serve on the WWA 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 perceived conflict of interest.

Signed:

Date: