



**Guidelines for members of
the National Board of
Management and Branch
Delegates**

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Introduction

Masters Swimming Australia (MSA) is the peak body and National Sporting Organisation for adult swimmers aged 18 and above.

MSA comprises seven affiliated Branches, one for each State and Territory, with the exception of ACT, which is incorporated as part of the NSW Branch, and is governed by a National Board of Management (NBM).

The NBM must meet a minimum of twice yearly, but usually meet between four to six times per year. NBM meetings may be held with members physically present, or in diverse locations through the medium of electronic communication.

There are two General Meetings of the Association held each year, one of which is the Annual General Meeting held in autumn in conjunction with the annual National Championships. The other meeting is held in spring. Branch delegates represent each Branch at General Meetings. There are three permanent National Committees – Coaching, Swim Meets and Technical - and these Committees make recommendations to the NBM and are there to undertake specified activities relating to their area.

As Directors of an incorporated body, NBM members have many obligations and responsibilities arising from what are called in law a fiduciary relationship.

Management of the Association

The Association's affairs shall be directed by the Association in General Meeting and regulated in accordance with this Constitution and the By-Laws. The Association may delegate any of its powers to the NBM. The NBM may delegate any of its powers and duties to such executive or administrative employee of the Association as it sees fit, subject to any contrary directive from the Association.

The Association shall specify limits on the expenditure, which the Board may commit the Association to without prior reference to the Association. The NBM shall, in exercise of its delegated powers, conform to any regulations or other restriction that may be imposed on it by the Association.

The General Manager supports the NBM, National Committees, Branch Delegates and Branch Secretaries or Administrators, and is responsible for managing the office staff and the day-to-day operations of the National Office.

The National Board of Management

General

The NBM is responsible for the governance and overall direction of the organisation, with the day-to-day running of the organisation being the responsibility of the National Office.

Good governance relies upon a NBM that can maintain a broad, national perspective. The NBM should not become mired in petty detail, or allow itself to become involved with micro-management of the organisation. It should establish and maintain guiding values for MSA, ensure that operations are in line with stated values and continually review (and where necessary revise) MSA's strategic plan.

NBM members must act in good faith and for the benefit of the whole of the Association, not individuals or groups of individuals. At common law they have a duty to exercise reasonable skill

and care and fiduciary¹ duties of good faith. MSA is an incorporated association in accordance with the Associations Incorporation Reform Act 2012 (Victoria), and NBM members should familiarise themselves with the requirements of this Act.

It is particularly important that NBM members appreciate that each NBM member is equally responsible for every aspect of MSA's operations and programs.

Members

The NBM comprises the President, Finance Director and three other elected members. Members of the NBM must be a member of a Club.

The members of the Board (including the President) shall be accountable to the Board in the performance of their duties, and may be suspended or dismissed by the Board at a Board meeting or a specially convened general meeting of the Association in accordance with this Constitution.

The individual roles of the NBM members are described in the Constitution.

Appointment

The election of President and Finance Director shall be held at the Annual General Meeting in each odd-numbered year and the election of the other three NBM members shall be held in each even-numbered year. The term of office for President and each NBM member is two years. No person may hold the office for more than three successive two-year terms.

Duties

The primary role of the NBM is to set policy direction through processes that include strategic planning and budgeting. The NBM duties are to:

- Recommend objectives for the coming year or years;
- Review the past year's or years' activities;
- Recommend the Branch Affiliation Fee and the national component of the membership fee;
- Recommend the venues for future National Championships;
- Confirm the elections of office bearers;
- Appoint Committees as required;
- Formulate policy and Rules, and recommend changes to policy and Rules to the Association; and
- Do such other things as may be delegated to it from time to time by the Association.

The NBM may delegate any of its powers and duties to such executive or administrative employee of the Association as it sees fit, subject to any contrary directive from the Association.

Responsibilities

National Board of Management member responsibilities are to:

- Undertake fiduciary responsibilities in a fair, open, honest and accountable way for the benefit of the whole of MSA and its registered members;
- Exercise all due care and diligence in the performance of duties and functions;
- Disclose any material of personal interest in any matter being discussed, and subsequently abstain from any discussion or vote on the issue;
- Attend all NBM Meetings, or if obliged to miss a meeting, pass on all relevant papers for the meeting;

¹ A fiduciary duty arises from the existence of what the law calls a "fiduciary relationship", which exists whenever one party has duties or obligations imposed on it because it has been entrusted with powers that may be exercised for the benefit of another person. (*Sport and the Law*, Deborah Healey, UNSW Press, 1996 [2nd ed.])

- Submit all reports required for NBM meetings and on behalf of the NBM as required and in a timely manner;
- Read all meeting papers prior to each meeting and seek clarification on any issue that is unclear;
- Ensure that any motion submitted for consideration at a General Meeting by the NBM complies with the policy as outlined under 'Agenda Items' within this document; and
- Treat all material provided as “confidential to the NBM” as completely confidential unless otherwise agreed by the NBM.

General Meetings of the Association

General

A Delegate duly appointed by each Branch and accredited at the beginning of each General Meeting shall represent each Branch at every General Meeting of the Association. Each Branch Delegate is entitled to one vote at any general meeting. The President and NBM members may not be accredited as a Branch Delegate.

The President and other NBM members shall attend all General Meetings of the Association. The President shall be the Chairman of all General Meetings of the Association or, in his absence, a person in attendance elected by a simple majority of the Branch Delegates personally present. The Chairman of a General Meeting shall not vote on any matter except in the event of a tied vote, in which event they may exercise a casting vote. The other NBM members shall not have a vote at any General Meeting of the Association.

The business to be conducted and items to be considered at General Meetings and the Annual General Meeting are outlined in the Constitution.

Branch Delegates

A Branch Delegate should have a good knowledge of their Branch and have the authority of their Branch to change the directive of the Branch in respect of voting in consideration of amendments or late information presented at the meeting – for example, in the light of new information presented at the meeting. They should be able to present facts clearly and succinctly, and to report objectively to their Branch on all matters raised at the meeting.

Branch Delegates have a duty to represent their Branch views faithfully, but once a vote has been taken, it is the duty of all Branch Delegates to support the decision both within Masters Swimming Australia and to any other organisation.

Appointment

In accordance with the Constitution, Branches appoint a Delegate to be their representative at meetings of the Association. It has been proven in the past that it is most beneficial for Branches and the Board if there is some continuity of representation for a period of time. It is therefore recommended that Branches appoint their Delegate for a period of two years, which can be renewable should the Branch so wish.

Branches should provide their Delegate with the following documents as soon as practicable after the Delegate is appointed. Thereafter, it is the responsibility of the Delegate to ensure that the most recent copies are held. Should a Branch be unable to provide one or more of the listed documents, copies can be obtained from the national website or the National Office:

- Guidelines for Members of the National Board of Management and Branch Delegates;
- Masters Swimming Australia;

- Constitution;
- By-Laws;
- General, Swim and Open Water Swim Rules;
- Safety Policy; and
- Insurance Manual;
- Latest Annual Report;
- Current Strategic Plan and Operating Plan;
- Current and (if available) next year's budget;
- Current policy documents;
- Latest General Meeting minutes, including any financial reports; and
- Latest NBM minutes.

Branches should also ensure that there is a formal hand over of all other relevant documentation from one Delegate to the next.

Responsibilities

Branch Delegates responsibilities are to:

- Undertake fiduciary responsibilities in a fair, open, honest and accountable way for the benefit of the whole of Masters Swimming Australia and its registered members;
- Exercise all due care and diligence in the performance of duties and functions;
- Ensure that Masters Swimming Australia does not carry on its business if it becomes insolvent;
- Disclose any material of personal interest in any matter being discussed and subsequently abstain from any discussion or vote on the issue;
- Attend all General and Annual Meetings, or if obliged to miss a meeting, properly brief the proxy and pass on all relevant papers for the meeting;
- Submit all reports required for Annual General Meetings and General Meetings as required in a timely manner;
- Read all meeting papers prior to each meeting and seek clarification on any issue that is unclear;
- Ensure that any motion submitted for consideration at a General Meeting by the Branch Delegate's Branch complies with the policy as outlined under 'Agenda Items' within this document; and
- Represent their Branch's views faithfully.

Conflict of Interest Guidelines

Purpose

The purpose of this policy is to assist the Masters Swimming Australia (MSA) Board of Directors to effectively identify, disclose and manage any actual, potential or perceived conflicts of interest in order to protect the integrity of MSA and manage risk.

Objective

The MSA Board of Directors (called the 'board' in this policy) aims to ensure that Directors are aware of their obligations to disclose any conflicts of interest that they may have and to comply with this policy to ensure they effectively manage those conflicts of interest as representatives of MSA.

Scope

This policy applies to the MSA Board of Directors.

Definition of conflicts of interest

A conflict of interest occurs when one's personal interests conflict with their responsibility to act in the best interests of MSA. Personal interests include direct interests as well as those of family, friends, or other organisations a person may be involved with or have an interest in (for example, as a shareholder). It also includes a conflict between a Director's duty to MSA and another duty that the Director has (for example, to another board). A conflict of interest may be actual, potential, or perceived and may be financial or non-financial.

These situations present the risk that a person will make a decision based on, or affected by, these influences, rather than in the best interests of the MSA and must be managed accordingly.

Policy

This policy has been developed because conflicts of interest commonly arise, and do not need to present a problem to MSA if they are openly and effectively managed. It is the policy of MSA as well as a responsibility of the board, that ethical, legal, financial or other conflicts of interest be avoided and that any such conflicts (where they do arise) do not conflict with the obligations to MSA.

MSA will manage conflicts of interest by requiring Directors to:

- avoid conflicts of interest where possible
- identify and disclose any conflicts of interest
- carefully manage any conflicts of interest; and
- follow this policy and respond to any breaches.

Responsibility of the Board

The board is responsible for:

- establishing a system for identifying, disclosing and managing conflicts of interest
- monitoring compliance with this policy; and
- reviewing this policy regularly to ensure it is operating effectively

MSA must ensure that its Directors are aware of this Policy and that they disclose any actual or perceived material conflicts of interests as required by this policy.

Identification and disclosure of conflicts of interest

Once an actual, potential or perceived conflict of interest is identified, it must be entered into the MSA Conflict of Interest Register, as well as being raised with the board. The register must be maintained by the General Manager and record information related to a conflict of interest (including the nature and extent of the conflict of interest and any steps taken to address it).

Action required for management of conflicts of interest

Conflicts of interest of Directors

Once a conflict of interest has been appropriately disclosed, the board (excluding the Director disclosing and any other conflicted Director) must decide whether or not the conflicted Director should:

- vote on the matter (this is a minimum)
- participate in any debate; or
- be present in the room during the debate and the voting

In exceptional circumstances, such as where a conflict is very significant or likely to prevent a Director from regularly participating in discussions, it may be worth the board considering whether it is appropriate for the person conflicted to resign from the board.

What should be considered when deciding what action to take

In deciding what approach to take, the board will consider:

- whether the conflict needs to be avoided or simply documented
- whether the conflict will realistically impair the disclosing person's capacity to impartially participate in decision-making
- alternative options to avoid the conflict
- MSA objects and resources; and
- the possibility of creating an appearance of improper conduct that might impair confidence in, or the reputation of, MSA.

The approval of any action requires the agreement of at least a majority of the board (excluding any conflicted Director/s) who are present and voting at the meeting. The action and result of the voting will be recorded in the minutes of the meeting and in the register.

Compliance with this policy

If the board has a reason to believe that a person subject to the policy has failed to comply with it, it will investigate the circumstances.

If it is found that this person has failed to disclose a conflict of interest, the board may take action against them. This may include seeking to terminate their position as a Director.

If a person suspects that a Director has failed to disclose a conflict of interest, they must notify the Chair who will contact the Director to discuss the alleged breach of policy.

Agenda Items

A good Agenda item whether it is for a Rule change or discussion item should contain the points listed below:

- A clear and well-articulated rationale;
- For a discussion item, clear statements on how the matter under discussion will benefit Masters Swimming Australia, with points for and against, and how it might be implemented;
- The likely cost of the recommendation in time, money, other resources, or lost benefits;
- If the Agenda item is to change a Clause in the Constitution or By-Laws, or is a Rule change it should state:
 - The number of the existing Constitution or By-Law, or Rule;
 - The existing Clause, By-Law or Rule in full, with any words to be deleted crossed through, and new words underlined.
 - If the existing Clause, By-Law or Rule is to be deleted or completely replaced;
 - Reasons for and against the proposed change;
 - How the proposed change will affect the Constitution, By-Laws, other Rules, or policies of Masters Swimming Australia; and
 - How the proposed change will affect any software currently in use.

Reports

All reports should consist of a concise statement of achievements, replacing the need for a verbal report at the meeting, and allowing for meaningful discussion, as well as preparation of helpful responses to questions raised. Reports should be clearly formatted, highlighting recommendations, proposed motions or points for discussion (i.e. in dot point form or similar) so as they can be easily read and identified at the meeting. Late reports may not be accepted nor recommendations considered except in accordance with the Constitution.

National Board of Management

The NBM is required to submit a written report to be tabled at each Annual General Meeting and General Meeting consisting of:

- The President's Report;
- The General Manager's Report; and
- Finance Report

Branches

Each Branch is required to submit a written Branch Report to the National Office to be tabled at each Annual General Meeting and General Meeting. The Branch Delegate should have full knowledge of the content of the report and be prepared to speak on it and answer questions.

Major Events

Written reports are required at General Meetings to summarise progress or final outcomes for National Championships, Australian Masters Games, and any other national or international events where the swimming is organised by Masters Swimming Australia. The organising committee may prepare the report, which is then presented to the meeting by the Branch Delegate from the Branch where the event is being or has been conducted. The Branch Delegate should have full knowledge of the content of the report and be prepared to speak on it and answer questions.

A written report of the National Championships is required to be submitted by the host Branch for the Annual Report.

Conferences

It is a requirement that a written report be produced following attendance at a conference or course that has been funded or part-funded by Masters Swimming Australia. The report should contain details of the conference or course, and any other information that might be useful to Masters Swimming Australia NBM members, Branches or members.

Intellectual Property

All material produced by NBM members or by Branch Delegates on behalf of the Association, remains the property of Masters Swimming Australia and as such should be endorsed © Masters Swimming Australia Inc.

To avoid information either being lost, deleted, or destroyed, it is a requirement for NBM members and Branch Delegates to:

- Back up electronic data regularly, and maintain a proper filing system for papers;
- Forward data to the National Office in the form required at strategic points during its compilation;
- On completion of the task or assignment to forward an electronic copy (and/or hard copy if requested or appropriate) to the National Office;
- On completion of routine data such as National Records, Top Tens, Endurance 1000 and other Masters Swimming Australia material to forward copies to the National Office both electronically and in hard copy.

Insurance

Masters Swimming Australia has Professional Indemnity/Directors and Officers Liability Insurance and a corporate travel insurance policy that provides cover for all official travel.

Travel, Accommodation, and Expenses

Travel

All air travel for meetings on behalf of the Association is by economy class and must be booked or arranged through the Masters Swimming Australia National Office. Masters Swimming Australia will manage the payment of the account. Travel bookings should be made as early as possible, to obtain the cheapest possible flight. Masters Swimming Australia may not reimburse expenses if these requirements are not complied with.

The additional cost in respect of any personal stopover is the responsibility of the individual, and will not be reimbursed by Masters Swimming Australia.

Other official travel, for example, travel to conferences or events, must have the prior approval of the National Board of Management and comply with the above policy.

Travel to a meeting will usually occur on the day before the meeting and travel home after the meeting concludes; however members/delegates may travel on the day of the meeting if flight schedules permit arrival in time for the commencement of the meeting. If flight schedules are such that it is difficult to travel home after the conclusion of the meeting, the National Office should be advised so that approval can be given for an additional night's accommodation.

Transfers to and from airports are reimbursed on presentation of receipts.

Where private transport is used to attend the meeting, it will be reimbursed at the per kilometre rate published by the Australian Tax Office on their website to the value of a 21-day advance purchase economy class airfare. NBM members and Branch Delegates are required to advise the National Office if they intend to drive to the Meeting and the estimated time of arrival.

No offset is made regarding normal at-home living expenses for NBM members or Branch Delegates.

Accommodation

Accommodation is booked on a bed-and-breakfast basis. NBM members and Branch Delegates may make other arrangements at their own cost if they wish.

Meals

National Board of Management

When attending a Masters Swimming Australia meeting, breakfast and lunch are provided by Masters Swimming Australia, and the cost of any other meals to a daily limit of ATO recommended amounts is reimbursed with or without presentation of receipts.

Branch Delegates

When attending a Masters Swimming Australia meeting, breakfast and lunch are provided by Masters Swimming Australia, any other expenses incurred are as agreed with the respective Branch.

Other Expenses and Expense Claims

Expenses incurred by NBM Members for NBM meetings, or in compiling or processing material for the NBM should be submitted to the National Office at monthly intervals, unless the total is less than \$20 and therefore should be submitted quarterly.

Claims covering the last month of the financial year (December) must be submitted no later than 15 January, to enable the audit to be carried out.

Claims must be supported by receipts, or in the case of telephone expenses, a copy of the telephone invoice with the calls being claimed clearly highlighted.

Claims must be submitted on the approved claim form, and must provide a breakdown for GST. A copy of the claim form in print and electronic format is available from the National Office. Claims that do not comply with Masters Swimming Australia policy may be returned to the NBM member unpaid. Claims that cover a period of more than three months may be rejected.

National office staff entitlements and expense claim requirements are the same as that of the NBM.