



Masters Swimming Australia

NBM Board Charter

February 2024

Masters Swimming Australia Incorporated

Board Charter

1. Purpose of this Charter

- 1.1. The Board Charter sets out the role, composition, and responsibilities of the Board of Directors (“the Board”) of Masters Swimming Australia Incorporated (MSA).
- 1.2. The conduct of the Board is also governed by the Constitution of MSA, a copy of which is located at <https://mastersswimming.org.au/>

A number of operational Board matters such as number of meetings per year, election and appointment processes and member meetings are governed by the Constitution and are not reproduced here.

Directors, upon election or appointment are required to undertake Director Training through a program endorsed and supported by the MSA Board.

2. Roles and Responsibilities

2.1. The Board’s and Directors’ key responsibilities are:

- 2.1.1. to act in the best interests of MSA as a whole;
- 2.1.2. observe their duties as Directors in terms of the *Associations Incorporation Reform Act 2012* (Vic), common law, the MSA Constitution, and any other relevant legislation; and
- 2.1.3. provide strategic direction for MSA and effective oversight of Management.

2.2. The key functions of the Board are to:

- 2.2.1. Provide effective leadership and collaborate with the management in:
 - articulating the organisation’s values, vision, mission, and strategies
 - developing strategic plans and ordering strategic priorities
 - maintaining open lines of communication and promulgating through the organisation, and with external stakeholders, the values, vision, mission, and strategies
 - developing and maintaining an organisation structure to support the achievement of agreed strategic objectives.
- 2.2.2. Ensure a diverse and effective Board, in line with the MSA Constitution, with appropriate rules, policies and procedures for the Board and any Board Committees;
- 2.2.3. Appoint, support, provide advice and counsel to, evaluate, and reward the General Manager against agreed performance indicators.
- 2.2.4. Monitor the achievement of the strategic and business plans and annual budget outcomes.
- 2.2.5. Support, review, and monitor the operational and financial performance of MSA
- 2.2.6. Establish such board committees, policies and procedures as will facilitate the more effective discharge of the Board’s roles and responsibilities.

- 2.2.7. Ensure, through the Board committees and others as appropriate, compliance obligations and functions are effectively discharged.
 - 2.2.8. Ensure that all significant systems and procedures are in place for the organisation to run effectively, efficiently, and meet all legal and contractual requirements.
 - 2.2.9. Monitor key financial and non-financial risk areas by ensuring the implementation of an effective risk management and internal control framework;
 - 2.2.10. Ensure that MSA has appropriate corporate governance structures in place, including standards of ethical behaviour, and promotes a culture of corporate and social responsibility;
 - 2.2.11. Manage Directors' interests, conflicts of same and related-party transactions
 - 2.2.12. Delegate powers and authorities, while understanding the Board remains responsible for all decision of MSA;
 - 2.2.13. Oversight of compliance with appropriate laws and regulations and major litigation;
 - 2.2.14. Evaluate 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 conformance matters;
 - 2.2.15. Corporate governance matters, including frequency and agendas of Board and Committee meetings, the circulation of minutes, and the appointment of the General Manager;
- 2.3. The Board has delegated authority for the operations and administration of the organisation to the General Manager (GM). The GM is responsible for the overall day-to-day management and the performance of the Organisation. The GM manages MSA in accordance with strategy, delegations, business plans and policies approved by the Board to achieve agreed goals and objectives included therein.
- 2.4. The Board has no operational involvement in the conduct of organisation's business activities and delivery of services.

3. Membership and Independence

- 3.1. The Constitution provides for the number of elected and appointed Directors for the organisation. The Constitution also sets out the requirement for a quorum of Directors to transact business at meetings.
- 3.2. Directors are free from any interest and any business or other relationship which could, or could reasonably be perceived to, materially interfere with the Director's ability to act in the best interests of the organisation.
- 3.3. The Board shall assess the independence of each Director in light of the interests disclosed by them and in relation to decision making outcomes.
- 3.4. Each Director must provide the Board with relevant information to assess their independence. (referred in Section 4. Conflicts of Interest)
- 3.5. Consistent with the MSA Constitution, in assessing independence, the following matters will be considered, and a Director will be regarded as independent if that Director:
 - 3.5.1. is a non-executive Director (i.e., is not a member of Management);

- 3.5.2. is not a director, officer or otherwise officially associated directly with a member or affiliated organisation;
- 3.5.3. has, within the last three years, not been a principal of a material professional adviser or a material consultant to MSA, or an employee materially associated with the service provided;
- 3.5.4. has not been a material supplier of MSA, or an officer of or otherwise associated directly or indirectly with a material supplier;
- 3.5.5. has no material contractual relationship with MSA other than as a Director of the Organisation;
- 3.5.6. 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 MSA.

3.6. Membership of the Board shall be disclosed in the annual report.

4. Conflicts of Interest

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

Potential conflict of interests of Directors may include:

- 4.1.1 holding an Executive or President position within the sport's membership
- 4.1.2 a contract with the company (e.g., supply of services);
- 4.1.3 related party loans, guarantees and other transactions;
- 4.1.4 insider trading (e.g., share trading in other corporations using confidential information sourced from MSA); or
- 4.1.5 profiting from an opportunity that rightfully belongs to MSA.

4.2 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:

- 4.2.1 declare existing or potential material conflicts to the GM when elected or appointed, and on an ongoing basis as the need arises, to enable the GM to maintain a register of Director's interests and potential related party conflicts.
- 4.2.2 provide an annual declaration to the GM for the purpose of updating the register of interests and related party transactions;
- 4.2.3 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 the Organisation and states that the interest should not disqualify the Director from voting on the issue;
- 4.2.4 if a Director has provided notice on a material conflict the GM will ensure that the Director does not receive Board papers or other information related to the conflict; and/or
- 4.2.5 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 GM should arrange to provide a standing notice about an interest and will record it in the Board minutes.

5. Chair's Responsibilities

- 5.1. The Chair of the Board has a major role as the head of the Board in providing leadership to the Directors and other functions including:
 - 5.1.1. leading and facilitating the Board;
 - 5.1.2. setting the Board direction and focus;
 - 5.1.3. conducting an effective decision-making process and ensuring that the Board is focussed on achieving outcomes;
 - 5.1.4. ensuring that no one has excessive influence;
 - 5.1.5. maintaining a professional working relationship with the GM
 - 5.1.6. acting as a spokesperson, where appropriate, in conjunction with the GM;
 - 5.1.7. promoting and generating constructive and respectful relations between Directors;
 - 5.1.8. ensuring the Board and individual Directors have a performance evaluation process;
 - 5.1.9. ensuring that the Board's workload is dealt with effectively;
 - 5.1.10. role-modelling ethical standards and behaviour based on the Masters Swimming Australia Incorporated Inc agreed values;
 - 5.1.11. ensuring meetings are effectively conducted and minutes are circulated and acknowledged in a timely manner.

6. Code of Conduct

- 6.1. MSA takes ethical and responsible decision-making very seriously. It expects its staff, volunteers and Directors to do the same.
- 6.2. All Directors must be bound by and at all times comply with the MSA Board Member Code of Conduct which outlines the type of behaviour that MSA requires from its Directors and sets out clear principles and guidelines for the ethical and professional conduct of Directors in effectively carrying out their responsibilities.
- 6.3. The Board has an appropriate system for enforcing compliance with the code.

7. Review of Charter

- 7.1. The Board will review this charter annually to ensure it remains consistent with the Board's objectives and responsibilities.

8. Publication of the Charter

- 8.1. Key features of the charter are to be outlined in the organisation Annual Report.
- 8.2. A copy of the charter is available at <https://mastersswimming.org.au/>