

Governance Committee

Terms of Reference

1. Introduction

The Board of Softball WA (“SWA”) has established a Governance Committee to assist it with the management of SWA’s internal governance. This document is the Terms of Reference of the Governance Committee.

2. Purpose

The Governance Committee (“the Committee”) is responsible for reviewing, ratifying and monitoring systems of internal governance control. This includes SWA’s legal compliance, governing documents and overall Board development. The Governance committee is established to assist the Board discharging these responsibilities.

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

- Assisting the organisation in development or review of SWA policies and procedures.
- Compliance with, and review of, applicable laws, regulations, standards and best practice guidelines
- Assisting the organisation in development or review of documentation that relate to management of the organisation (ie. Constitution) or other documents (ie. Board Governance Manual).
- Facilitate reviews of the Board and sub-committee effectiveness.
- Ensure that the Board composition relates to the needs of the organisation.

3. Authority

The Committee is empowered by the Board to perform the following activities and pass resolutions relating to Section 6 of this Terms of Reference:

3.1 Investigate any activity it deems appropriate, consistent with its responsibilities and duties.

3.2 Seek explanations and additional information from management and any officer/employee of SWA all of whom must co-operate with any request made by the Committee.

3.3 Carry out any activities, determinations, decisions or resolutions delegated by the Board to Committee.

3.4 Engage any firm of accountants, lawyers or other professional’s as the Committee see fit to provide independent advice and to assist in any review or investigation on such matters as the Committee deems appropriate, and all associated costs will be borne by SWA. Any associated expenditure at all

times will be in line with the Boards invested authorities and those of the Committee.

4. Membership

The Board will appoint the members of the Committee and the Chair of the Committee (who must not be the Chairperson of the Board). The Committee will be comprised of:

- At least two members of the Board.
- The CEO.
- Up to two independent members at the discretion of the Board who:
 - Is independent of SWA and the Board;
 - The Board determines has the skills, expertise or experience that are of benefit to the Committee, having regard to the Committee's purpose and responsibilities.

The Board may, in its discretion, remove members of the Committee from time to time if the Committee Member:

- a) Dies;
- b) Becomes bankrupt or makes any arrangement or composition with their creditors generally;
- c) Becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under the law relating to mental health;
- d) Resigns from their position in writing to the Association;
- e) Is absent without the consent of the Chair of the Committee from all meetings of the Committee held during a period of six months;
- f) Without prior consent or later ratification of the members of the Association in General Meeting holds any office of profit under the Association;
- g) Is directly or indirectly interested in any contract or proposed contract with the Association and fails to declare the nature of there interest;
- h) Has been expelled or suspended from membership (without further recourse under the rules of the Association or rules of Softball Australia);
- i) In the opinion of the Board in its discretion:
 - i) Has acted in a manner unbecoming or prejudicial to the objects and interests of the Association and/or softball; or
 - ii) Has brought the Association, any Affiliated Body or Softball into disrepute.

5. Meetings

5.1 Quorum and Voting

A quorum for any Committee meeting will be three members of whom at least one must be a member of the Board. A duly convened meeting of the Committee at which the quorum is present shall be sufficient to exercise all or any of the authorities, powers and discretions vested in or exercisable by the Committee. In the absence of the Chair, the members of the Committee will elect another Board member to be a standing member of the Committee.

Each member will have one vote including the Chair.

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

5.2 Frequency

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

5.3 Schedule of meetings

The Chair is required to call a meeting of the Committee upon request by either a Committee member, the CEO, the Chair of the Board or the external auditors.

At the first Committee meeting of it's two-year cycle the Committee will develop an Annual Work Plan comprising of the key activities over the two-year period. This Work Plan will determine future meeting Agenda's.

The Agenda (approved by the Chair) and supporting documentation should be delivered to the Governance Committee members, where possible in the last day of the week preceding the meeting.

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

5.4 Conflicts of Interest

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

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

5.5 Report

The Committee will report to the Board on all matters relevant to the Committee's responsibilities and make appropriate recommendations to the Board for approval of or action by the Board after meetings.

6. Responsibilities

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

6.1 Board Governance

6.1.1 Review priorities for Board composition and make recommendations on any improvements.

6.1.2 Develop and recommend to the Board a recruitment, selection, appointment and induction process for Directors that complies with the SWA Constitution.

6.1.3 Where requested by the Board, meet with prospective Directors, recommend candidates to the Board and conduct induction sessions for new Directors.

6.1.4 Identify training and skills requirements for Directors.

6.1.5 Identify and recommend training and development opportunities or activities for Directors.

6.1.6 Monitor, identify and make recommendations on issues relating to Directors' independence.

6.1.7 Monitor developments in corporate governance and make recommendations on any necessary or desirable changes to governance practices.

6.1.8 Review processes for regular Board evaluation and make recommendations on any improvements.

6.1.9 Undertake regular reviews of governance best practice in relation to the Constitution and structure to ensure SWA stays inline with best governance practices for its industry.

6.2 Managing Conflicts of Interest

6.2.1 Monitor the standard of corporate conduct in areas such as arms-length dealings and likely conflicts of interest.

6.2.2 At the request of the Board, advise on conflicts of interest that may arise in SWA, including conflicts arising between Board members, employees, the CEO, members, volunteers and other stakeholders.

6.3 Governing Documents

6.3.1 Assess the effectiveness of, and compliance with SWA's governing documents (e.g. Constitution, Regulations, Board Governance Manual etc)

6.3.2 Review and make recommendations to the Board on any improvements in the Governing Documents.

6.4 Policies and Procedures

6.4.1 Develop and implement a schedule and process for the ongoing review of SWA's policies and procedures.

6.4.2 Monitor, review the effectiveness of and where necessary recommend improvements to SWA policies and procedures, in particular those for:

- a) detecting, reporting and preventing fraud and other serious breaches of business conduct;
- b) ensuring compliance with all regulatory and legal requirements and best practice guidelines;
- c) identifying and managing health, safety and environmental and community risks; and
- d) compliance with applicable health, safety, environment and community legal and regulatory requirements.

6.4.3 Assess compliance with SWA's policies and procedures in consultation with the CEO.

6.5 Compliance and Ethics

6.5.1 Obtain regular updates from staff regarding compliance matters.

6.5.2 Consider the potential and actual ethical impacts of SWA's policies and procedures.

6.6 General

6.6.1 Undertake any matters referred to the Committee by the Board.

7. Reviews

7.1 To determine whether it is functioning effectively, the Committee will evaluate its own performance on an annual basis. This will include an assessment of the extent to which the Committee has discharged its

responsibilities as set out in this Terms of Reference. The results of this review will be reported to the Board.

7.2 Review of Terms of Reference

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

Approved by the Board – December 2016.