



## **SWA Governance Sub - Committee**

### **Terms of Reference**

#### **Function**

The role of the Sub-Committee is to assist the SWA Board in fulfilling its responsibilities as they relate to its compliance with any legal requirements and the maintenance of the Rules and Regulations as functional and current governing documents.

1. To facilitate the adoption of appropriate governance practices by SWA Committees and softball entities.
2. To consider and make recommendations concerning constitutional and documentary requirements of the SWA.
3. To ensure the adoption by the SWA of sound contracts and contractual management processes and principles.

#### **Objectives**

##### **Governance**

1. To review annually SWA's Corporate Governance Charter.
2. To review compliance with the SWA Governance Charter.
3. To consider and suggest methods to improve governance of SWA.

##### **Rules and Regulations**

1. To oversee and facilitate the provision of advice regarding the compliance with SWA Rules and Regulations.
2. To consider in detail any proposed changes to any part of SWA Rules and Regulations
3. To make recommendations on any proposed changes to SWA Rules and Regulations.
4. To monitor the operation of SWA Rules and Regulations.
5. To consider constitutional issues raised by Affiliated Bodies.

##### **Contracts**

1. To facilitate the implementation of appropriate processes rather than providing any legal advice on specific matters.
2. To facilitate and make recommendations on appropriate systems to be implemented for contract compliance and management plans
3. To facilitate the appropriate structural relationships between documents.

#### **Authority**

The committee shall have the authority of the Board to obtain legal or other independent professional advice, and to secure the attendance at meetings of third parties with relevant experience and expertise if it considers this necessary.



Any expenditure will be limited by the existing delegation of authority to management unless endorsed by the Board.

The committee shall not commit the SWA to any agreement with a third party, either financially or in any other manner. These decisions are the sole responsibility of the SWA Board.

#### Approval of documentation:

The Committee is not required to approve specific documentation but to seek appropriate legal advice, to provide strategic input and to consider and make recommendation on the structural relationships prior to finalisation of documentation.

The following contracts require consideration by the Sub- Committee for recommendation to the SWA Board for approval:

1. Facilities, Lease and Governance Agreements relating to the SWA
2. Any contract or agreement exceeding \$5,000 in value or 1 year in duration

#### **Membership**

1. SWA Governance Sub - Committee will comprise of a minimum of one (1) SWA Board Member and a minimum of one (1) external person with appropriate expertise.
2. The Committee shall be chaired by an appointed SWA Board Member.
3. The CEO will provide a secretariate to the Committee.
4. For special projects the SWA has the power to co-opt other members who may be SWA Board Members or other external experts as required.
5. The Committee members shall be reappointed annually.

#### **Meetings**

1. Meetings shall be a minimum of 2 times per year, called by Chair or CEO
2. Quorum to be 3 members
3. Minutes to be taken and reported to SWA Board
4. Agenda and notice to be provided
5. Committee business may be conducted by email, including decisions
6. Expenditure within budget limits for legal or consultancy services

#### **Evaluation of Committee Effectiveness**

Annually the Committee will undertake a self evaluation of effectiveness. The following matters will be considered:

1. These Terms of Reference
2. The composition of the Committee
3. The performance of respective members of the Committee