

WAIS Governance Principles

Owner: Board Chairman

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Approved by: WAIS Board

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WESTERN AUSTRALIAN INSTITUTE *of* SPORT

GOVERNANCE PRINCIPLE 1

Lay solid foundations for management and oversight

The prime responsibility of the Board is to oversee the Institute's activities for the benefit of all stakeholders. The Board has delegated responsibility for the management of the business, through the Chief Executive Officer, to executive management. The Chief Executive Officer is accountable to the Board for all authority delegated to executive management. The Board also recognises that the Institute has other corporate and community responsibilities.

The key responsibilities of the Board are to:

- 1.1 Establish and monitor corporate governance policies;
- 1.2 Contribute to and approve strategy and performance objectives developed by Management;
- 1.3 Ensure appropriate policies and procedures are in place to manage risks and internal compliance;
- 1.4 Ensure appropriate policies, procedures and systems are in place to monitor performance and controls;
- 1.5 Approve and monitor financial reporting and budgets;
- 1.6 Determine the composition of the Board to ensure there is an appropriate mix of expertise and experience;
- 1.7 Assess the performance of the Board as a whole and the contributions of individual Directors;
- 1.8 Appointment of the Chief Executive Officer and approve succession plans and senior management remuneration;
- 1.9 Ensure compliance with applicable laws and regulations.

GOVERNANCE PRINCIPLE 2

Structure the Board to add value

The Board has delegated some of its responsibilities to Committees of the Board. These delegations should be supported by appropriate controls, which are documented and approved by the Board. At the present time there are four sub-committees they are:

- 2.1 Audit and Risk Committee;
- 2.2 Nominations Committee;
- 2.3 Remuneration Committee.

The Board will also delegate specific responsibilities to the Chief Executive Officer. These responsibilities are to be clearly documented.

The Chairman and the Chief Executive Officer should not be the same person.

GOVERNANCE PRINCIPLE 3

Promote ethical and responsible decision making and behaviour

The Board must promote ethical and responsible decision making. This will require the Board to clarify the standards of ethical behaviour required from the Board members, the key Executive staff and staff generally. The Board and Executive responsibility includes encouraging all staff to comply with this behaviour.

This recommendation will be achieved by establishing a code of conduct to guide the behaviour of the Board members and executive staff. The code of conduct will address the following matters:

- 3.1 Conflicts of interest
- 3.2 Related party transactions
- 3.3 Confidentiality of information
- 3.4 Dealing fairly with employees, athletes, suppliers and stakeholders
- 3.5 Protection and proper use of the Institutes property
- 3.6 Compliance with laws and regulations
- 3.7 Encouraging the reporting of unethical behaviour

The Executive will also ensure that there are other policies in place to guide and assist staff and athletes. Policies will cover staff code of conduct, athlete code of conduct, anti doping policy and other policies as required.

The Board should ensure its performance is enhanced by knowledge and procedures. Board members are encouraged to seek all necessary information to discharge their responsibilities

GOVERNANCE PRINCIPLE 4

Safeguard the integrity in financial reporting

The Board will have a structure to independently verify and safeguard the integrity of the Institute's financial reporting. This requires the Institute to have in place a structure of review and authorization suitable to ensure that financial information received by the Board and Executive is accurate and timely.

This recommendation will be achieved by:

- 4.1 The Board having an Audit and Risk sub-committee.
- 4.2 Requiring the CEO and the Finance and Operations Manager (FOM) to present timely financial reports to the Audit and Risk Committee and state that the financial reports present a true and fair view, in all material respects, of the Institutes financial position.

- 4.3 Structure the Audit and Risk Committee to consist of
 - 4.3.1 A non executive Chairperson
 - 4.3.2 At least four members including the CEO and the FOM
 - 4.3.3 Members who are financially literate.
- 4.4 Documenting a formal terms of reference for the Audit and Risk sub-committee.

GOVERNANCE PRINCIPLE 5

Make timely and balanced disclosure

The Board should ensure that the Institute makes timely and balanced disclosure of information concerning the organisation. Information to be disclosed will include financial and operating performance as well as other information that is of significant interest to or may have significant impact on stakeholders.

The Board should have policy and procedure to ensure that its statutory and legal requirements for disclosure are met.

GOVERNANCE PRINCIPLE 6

Respect the rights of stakeholders

The Board will promote a policy of clear and timely communication of all significant developments and decisions influencing WAIS with its stakeholders. By respecting the right of stakeholders to have access to information impacting on WAIS the Institute will develop stronger relationships with and involvement of stakeholders.

Stakeholder communication should include written, electronic and face to face communication.

GOVERNANCE PRINCIPLE 7

Recognise and manage risk

The identification and proper management of risk within WAIS is an important priority of the Board. The Board has empowered the Chief Executive Officer to develop, implement and monitor the Institute's risk management framework.

The risk management framework should include:

- 7.1 reference to the WAIS Guiding principles,
- 7.2 an internal audit function,
- 7.3 documentation of the Institutes risk profile, and
- 7.4 regular monitoring and reporting of risk assessment

GOVERNANCE PRINCIPLE 8

Remunerate fairly and responsibly

The Board will ensure that the remuneration policy of the Institute is capable of attracting and retaining talented and motivated staff. This policy should be linked to the purpose and performance of the Institute.

The Board will have a Remuneration Committee to review remuneration policy, remuneration levels and composition offered to staff.

The Chairperson and Deputy Chairperson will be responsible for the performance review and remuneration approved to the Chief Executive Officer.