

Role of the Chairperson and Deputy Chairperson

Owner: Board Chairperson

Version: 1.2

Approved by: WAIS Board

Resolution: 26/2019

Next review date: February 2023



WESTERN AUSTRALIAN INSTITUTE *of* SPORT

1. BOARD LEADERSHIP AND THE ROLE OF THE CHAIRPERSON

- 1.1 The Chairperson (CH) is selected and appointed by the Minister of Sport and Recreation and the appointment is for a term not exceeding three (3) years. The CH may be appointed by the Minister for further terms of three (3) years but will not exceed 10 years.
- 1.2 The CH's role is to lead the Board and manage its affairs so that it can effectively discharge its duties under the constitution and as set out in Governance Principle #1. Since the Board receives its authority collectively it can act only when it meets and it is the CH's principal role to make those meetings as effective as possible.
- 1.3 The CH is appointed by the Minister and his / her authority derives by delegation from the Board, which must delegate to the CH sufficient authority to manage the Board's affairs and to lead it in the discharge of its business. The Board will not be effective unless the CH is supported in carrying out that role.
- 1.4 As manager of the Board's affairs the CH must ensure appropriate matters are brought to its attention and he / she must set the agenda for its meetings while having regard to the matters which the Chief Executive Officer (CEO) and the other directors wish to bring to the Board's attention. Directors who wish to have matters brought to the Board for discussion should ask the CH to place them on the agenda at least 10 days before the scheduled date for the meeting.
- 1.5 The directors recognise that the effectiveness of the Board will be enhanced if contributions to Board discussions are kept brief and relevant, and if each builds on the previous contributions of others. The CH must attempt to recognise when a consensus is emerging, to articulate it and to ensure that decisions are unambiguous. Directors must support the CH in maintaining order and making Board discussions run smoothly.
- 1.6 The Board can be effective only if it reaches clear decisions which are recorded accurately and implemented promptly. As manager of the Board's affairs the CH must have a hands-on role with regard to the minutes and the actions which the Board's decisions entail.
- 1.7 Draft minutes of Board meetings will be sent to the CH for approval within seven (7) days of the end of the Board meeting. Following confirmation by the CH they will be circulated to the other directors. If directors have any major concerns regarding the minutes they should notify the CH.
- 1.8 Management of the organisation has been delegated by the Board to the Chief Executive Officer and the CH has no powers over the organisation's affairs beyond those of any other director. It follows that the CH should act as he / she believes the Board would wish him / her to act. The CH manages the Board and the Chief Executive Officer manages the organisation.
- 1.9 The Board acknowledges the following five (5) key roles and expected conduct of the CH:

2. MANAGE BOARD EFFECTIVENESS:

- 2.1 Leads through the Nominations Committee the selection of directors, ensuring balance of skills, diversity and full due diligence
- 2.2 Leads the appointment of Committees and their chairs
- 2.3 Manage through the Nomination Committee the succession of directors
- 2.4 Sets the tone and quality of engagement
- 2.5 On important issues the CH should solicit express agreement and it should be recorded as a resolution
- 2.6 Monitor the performance of all directors to ensure that they are making an appropriate contribution.
- 2.7 Formally articulate and summarise the decision the Board has reached
- 2.8 Ensures adequate minutes are recorded that can be understood by a third party, but do not generally refer to individual directors.
- 2.9 Avoids dissent, but actively promotes vigorous discussion. Issues are resolved informally, with adequate time taken to reach a compromise and consensus
- 2.10 CH needs to stand back from debate and discussion before expressing his / her views
- 2.11 Provide guidance to the Chief Executive Officer on key issues for Board resolution.

3. LEADING BOARD AGENDA:

- 3.1 Determine an annual schedule for (at least 8) Board meetings
- 3.2 Call an Annual General Meeting for the Members to receive the Institute's financial statements and endorse the annual report to the State Government.
- 3.3 Call ad hoc meetings as necessary, either in person or by electronic means
- 3.4 Ensure timely distribution (at last 7 days prior to meeting) of Board papers
- 3.5 Ensure sufficient time and supporting materials are provided to guide Board decision making on for important matters
- 3.6 Ensure that all director's views are canvassed and considered
- 3.7 Lead an annual Board performance review process
- 3.8 Lead an annual Chief Executive Officer performance review

4. PROVIDE COUNSEL FOR THE CHIEF EXECUTIVE OFFICER:

- 4.1 Selection of the Chief Executive Officer is the most important decision for the Board
- 4.2 CH and Chief Executive Officer relationship needs to be built on mutual trust and confidence
- 4.3 CH must be objective
- 4.4 Lead Board evaluation of Chief Executive Officer's performance through a 360 degree or similar review process.
- 4.5 Provide public support for Chief Executive Officer as well as private candour (clear & frank)
- 4.6 Create a positive, supportive environment for the Chief Executive Officer and counter unwarranted criticism or negative comments

5. TO REPRESENT THE BOARD EXTERNALLY:

- 5.1 In annual reports, other public documents and at events
- 5.2 In the relationship with the Minister, regulators and major stakeholders
- 5.3 When the Institute is in crisis or when there is Chief Executive Officer transition

6. BOARD ETHICS AND STANDARDS

- 6.1 Ensure quality of presentations
- 6.2 Ensure a high standard of Management reporting to the board
- 6.3 Ensure role of directors is fully understood
- 6.4 Ensure Board members engage in continuous education
- 6.5 Ensure director compliance with the Board's Code of Conduct.

7. ROLE OF THE DEPUTY CHAIRPERSON

- 7.1 The Deputy Chairperson (DC) is selected and appointed by the directors from among the appointed directors and the appointment is for a period not exceeding three (3) years. The DC may be appointed by the Board for further terms of three (3) years.
- 7.2 The appointment to this role should not imply that the individual will succeed the Chairperson.
- 7.3 The DC will fulfil the role of the Chairperson in the latter's absence.
- 7.4 The DC may also serve as the Chairperson of the Audit/Finance Committee, the Nominations Committee or the Remuneration Committee
- 7.5 The DC will generally take a lead on corporate governance matters
- 7.6 The DC will be part of the review of performance of the Chief Executive Officer.
- 7.7 The DC will stand in for the Chairperson at meetings with the Minister or other major stakeholders, or at events where the Chairperson is not available