

Role of the Chairperson and Deputy Chair

Owner: Board Chairman

Version: 1.1

Approved by: WAIS Board

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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 3 years. The CH may be appointed by the Minister for further terms of 3 years
- 1.2 The CH's role is to lead the board and to 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 therefore 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 ten 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 one week 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 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 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 Minimal minutes but understandable by a third person and should not refer to particular directors.
- 2.9 Avoid dissent but actively promote vigorous discussion – workshop issue informally, take time to reach a compromise and consensus
- 2.10 CH needs to stand back from debate and discussion before expressing his views
- 2.11 Provide guidance to Chief Executive Officer on key issues for board resolution.

3. LEADING BOARD AGENDA:

- 3.1 Schedule board meetings on a regular basis with at least 10 day's notice to directors
- 3.2 Ensure sufficient time and supporting materials for important matters
- 3.3 Ensure timely distribution of board papers
- 3.4 Call ad hoc meetings when necessary, either in person or by electronic means
- 3.5 Temper management's sense of urgency – ensure directors have enough time to consider issues and material
- 3.6 Ensure that all directors get a fair hearing
- 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 Chief Executive Officer most important decision for the board
- 4.2 CH and Chief Executive Officer relationship – need 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 Public support for Chief Executive Officer – and private candour (clear & frank)
- 4.6 Create positive supportive environment for the Chief Executive Officer, 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 the Chief Executive Officer is changed

6. BOARD ETHICS AND STANDARDS

- 6.1 Ensure quality of presentations
- 6.2 Standard of Management reporting to the board - “does bad news travel up quickly to the board?”
- 6.3 Ensure role of directors is fully understood
- 6.4 Board and director continuous education
- 6.5 Ensure director compliance with the Board’s Code of Conduct.

7. ROLE OF THE DEPUTY CHAIR

- 7.1 The Deputy Chairperson (DC) is selected and appointed by the directors from amongst the appointed directors and the appointment is for a period not exceeding 3 years. The DC may be appointed by the Board for further terms of 3 years.
- 7.2 The appointment to this role should not imply that the individual will succeed the Chairman.
- 7.3 The DC will fulfil the role of the Chairman in the latter’s absence.
- 7.4 The DC may also serve as the Chairman 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 CEO.
- 7.7 The DC will stand in for the Chairman at Minister meetings or other events where the Chairman is not available