

WAIS Governance Framework



WESTERN AUSTRALIAN INSTITUTE *of* SPORT

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PURPOSE

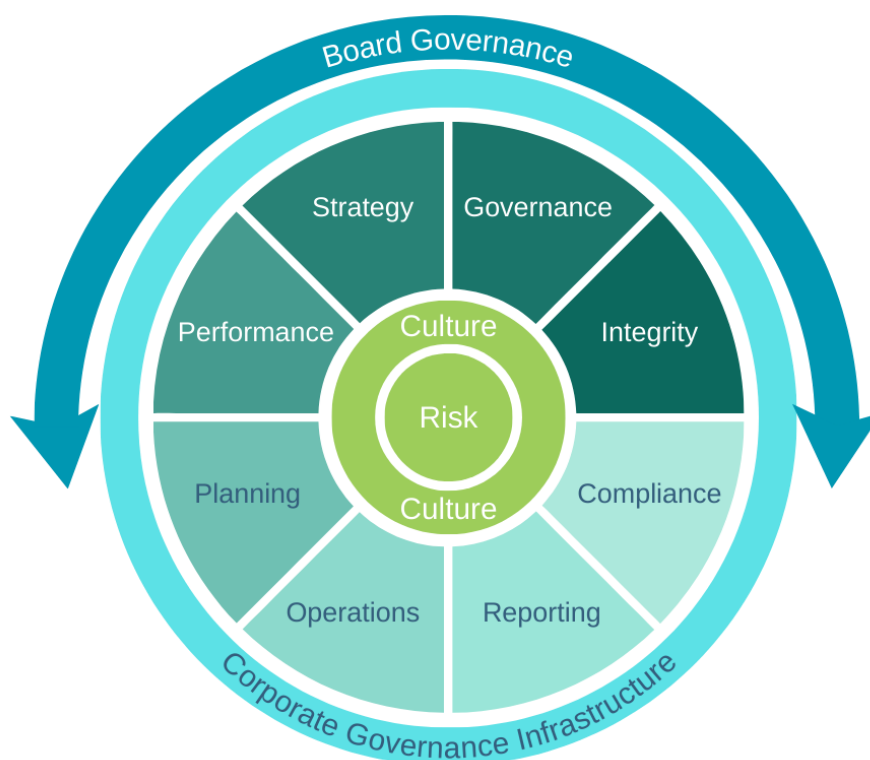
The Western Australian Institute of Sport (WAIS) is an association incorporated under the *Associations Incorporation Act 2015*. In accordance with its Constitution, WAIS' membership comprises a governing board of not more than 10 members who are responsible for, and have authority to determine, all matters relating to the strategic direction, policies, practices, goals for management and the operation of WAIS.

This Governance Framework sets out WAIS' operational, risk management, reporting and financial processes enabling effective oversight of the organisation by the Board. The Framework is an essential supporting structure which ensures accountability, fairness and transparency in how WAIS operates.

GOVERNANCE STRUCTURE

The overall governance structure at WAIS is captured in the diagram below. This diagram provides a clear context for building a common understanding of the role of the Board and how the Board's oversight role aligns with management's operating models.

The Board's responsibility for the oversight of the various elements is depicted as a flexible overlay, with the Board's level of participation in the related operating model decreasing from top to bottom.



In this model, *Corporate Governance Infrastructure* is the aggregation of the governance operating models that management has put in place to govern the day-to-day activities of the organisation, as well as the processes used to accumulate information and report it to the Board and external stakeholders.

Risk and *Culture* are central to both governance and management. An effective board applies a risk intelligent mindset to understand and appropriately oversee the organisation's key risks and the risk management program, and collaborates with management in setting risk appetite and tolerances. An effective board also oversees culture, which is characterised by the values of the organisation, the motivations of personnel, and the ways in which decisions are made.

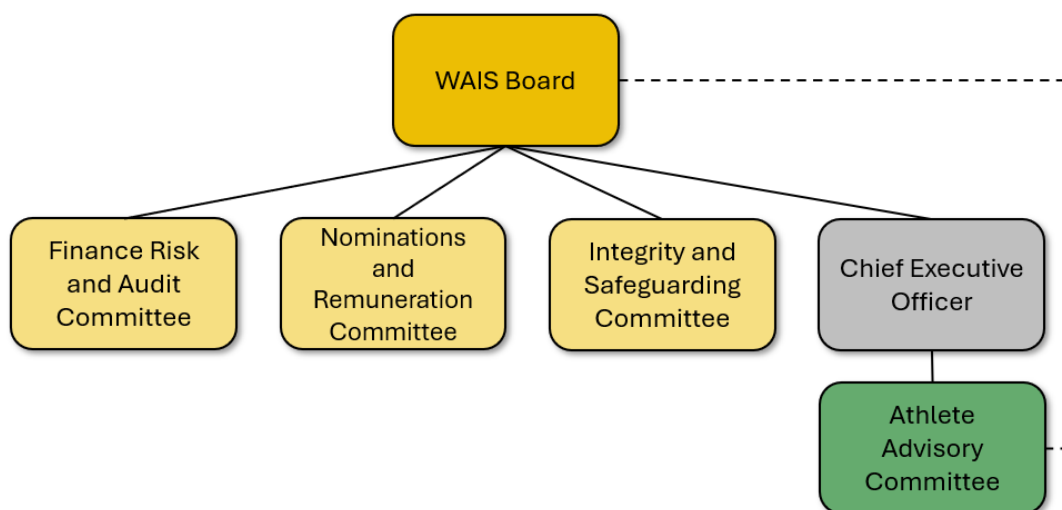
Management: Planning, Operations, Reporting, Compliance

For these elements, the Board's role is one of active monitoring, with the Board understanding the operating models that are in place, determining that these models are adequately developed and resourced, and monitoring the output and any issues identified in the process.

THE BOARD

Committee structure

The Board has three sub-committees that support the Board in managing specific areas of governance. The Board also has the Athlete Advisory Committee to provide advice on athlete matters as required.



Each committee has its own Charter that governs its work, and the three sub-committees report back to the full Board after each meeting.

Membership

Board members are appointed by the Minister for Sport and Recreation for terms of not more than three years. Appointments terms are staggered to ensure continuity of governance, and succession plans are in place for the role of the Board Chair and Deputy Chair.

The roles and responsibilities of Board members are articulated in the Board Roles and Responsibilities Policy, and all Board members agree to abide by the Board Member Code of Conduct.

Nominations and Remuneration Committee

The Nominations and Remuneration Committee assesses and provides recommendations to the Board in relation to the composition of the Board and vacancies as they arise from time to time. The Committee uses a Board Skills Matrix to ensure an appropriate mix of expertise and experience among Board members.

The Committee also provides oversight on matters relating to the CEO's contractual management and remuneration.

The Committee is supported by the People and Integrity Director.

Performance

The Board reviews its performance as a whole and the contributions of individual members regularly and as required following any major incidents or events.

Appointing the Chief Executive Officer

The Board is responsible for the selection and appointment of the Chief Executive Officer (CEO). The Board also determines the remuneration package for the CEO. The CEO is accountable to the Board for the management of WAIS.

DELEGATIONS

Under sections 4.5 and 11.1 of the WAIS Constitution, the Board can delegate to the CEO, or other appropriate person or committee, some of its powers or responsibilities that it considers appropriate. The Delegation of Authority Policy establishes the framework for delegating authority within WAIS in a manner that facilitates

efficiency, effectiveness and accountability. It provides formal authority to particular staff to commit WAIS and/or incur liabilities for WAIS. These delegations are specified in the Delegations of Authority Matrix.

COMMUNICATION

Between the Board and Management

A productive relationship between the Board and management is critical for good governance and organisational effectiveness, and good communication is a cornerstone of a successful relationship.

The Board's role is to monitor, question, seek clarification, offer insights and share their knowledge and experience. Communication with the CEO must be courteous and respectful.

The CEO:

- reports relevant material information to the Board in a timely manner;
- stimulates Board discussion on emerging issues;
- assists the Board in analysing and considering issues; and
- responds to issues raised by the Board.

Individual Board Members have no inherent authority or executive power. Enquiries by Board Members of management and by management of individual Board Members should primarily be channelled via the Board Chair and CEO.

Between the Board Chair and CEO

The relationship between the Board Chair and the CEO is primarily a business relationship, where professional and personal trust and respect is paramount. The Board Chair and the CEO will meet from time to time between Board meetings to help set Board agendas, to debrief following meetings, to exchange updates on relevant and current issues, and to give guidance on material issues impacting the organisation. The Board Chair may also act as a mentor or sounding board for the CEO.

Between the Board and Stakeholders

Communication between the Board and stakeholders is a vital aspect of effective governance. It helps build trust, alignment and accountability among the different groups that have an interest in the organisation's mission, vision, and performance.

The Board values and may utilise the experience and expertise of the Athlete Advisory Committee to inform its decision-making.

The Board is committed to the timely disclosure of information that is of significant interest or may have a significant impact on stakeholders.

CULTURE OF INTEGRITY

WAIS is committed to ethical practice across the organisation in the high performance environment and in the daily management of operations.

National Commitments

WAIS has committed to Australia's High Performance 2032+ Sport Strategy, known as Win Well, which balances ambitious performance goals with a culture of care, integrity, fair play and pride. WAIS has also implemented Sport Integrity Australia's National Integrity Framework – the set of rules all members of a sport must follow regarding specific behaviour and conduct in sport.

Values

An organisation's values are the principles and beliefs that define who the organisation is and what it stands for. Values remind decision-makers of the preferred way of achieving outcomes in the organisation.

WAIS' values are:

- Passion
- Integrity
- Quality
- Teamwork

These values guide the Board, management, staff and athletes in determining the best course of action when faced with a decision.

Behaviour

Behaviours expected of Board members, staff and athletes are outlined in the Codes of Conduct for each group and in policies including the Board Roles and Responsibilities Policy, the Workplace Behaviour Policy and the five National Integrity Framework policies.

Conflicts of Interest

WAIS is committed to preventing adverse consequences that can arise from conflicts of interest, as well as the appearance of favouritism, undue influence or impropriety. This is a key component of ensuring a Win Well culture at WAIS. Actual, potential or perceived conflicts of interest are managed in an ethical manner throughout the organisation by the Conflict of Interest Policy and the Gifts and Benefits Policy.

Legal and Regulatory Compliance

WAIS is governed by a complex framework of legislative and regulatory systems, with which WAIS has a legal, moral and ethical obligation to comply. To manage this compliance, WAIS has a Statutory Requirements Register that is monitored by the Finance Risk and Audit Committee.

Integrity and Safeguarding Committee

The Integrity and Safeguarding Committee provides governance oversight on integrity and safeguarding within WAIS. It monitors compliance with the National Integrity Framework and provides recommendations to the Board on areas of policy, compliance and reporting related to integrity and safeguarding.

The Committee is supported by the People and Integrity Director.

FINANCIAL MANAGEMENT

The Finance Risk and Audit Committee oversees the integrity of financial and performance reporting processes within WAIS. The Committee has oversight of the key financial policies and monitors the effectiveness of internal controls and compliance including internal and external audit functions.

The Committee is supported by the Operations Director.

RISK MANAGEMENT

Risk management at WAIS is integrated into daily activities and functions through the Risk Management Framework. A positive risk culture is fostered, where staff at every level appropriately manage risk in their day-to-day activities. The Board sets the Risk Appetite and Risk Tolerance for the organisation, and the Finance Risk and Audit Committee oversees the implementation of the Risk Management Framework.

REVIEW

This framework will be reviewed every three years. If at any time the framework is no longer appropriate in its current form, it will be reviewed immediately.

Any necessary revisions will be made in consultation with stakeholders.

LEGISLATION AND FRAMEWORKS

Associations Incorporation Act 2015

Financial Management Act 2006

WAIS Constitution

WAIS Strategic Plan 2022-2032

Risk Management Framework

Australia's High Performance 2032+ Sport Strategy

National Integrity Framework

RELATED DOCUMENTS

The following documents support the implementation of this framework:

Board Member Roles and Responsibilities Policy

Board Member Code of Conduct

Delegations of Authority Policy

Conflict of Interest Policy

Fraud, Corruption Prevention and Detection Policy

Gifts and Benefits Policy

Minimum Cash Balance and Funds Investment Policy

Remuneration Policy

Board Member Payments Policy

Sport Prioritisation and Investment Policy

Statutory Requirements Register

Finance Risk and Audit Committee Charter

Nominations and Remuneration Committee Charter

Integrity and Safeguarding Committee Charter

Athlete Advisory Committee Terms of Reference

VERSION HISTORY

Version	Submitted By	Date	Approved By	Date	Details
1.0	CEO	05/05/2025	WAIS Board	05/05/2025	New Framework