



Australian Karate Federation WA (AKFWA)

Board Governance Charter

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Introduction

The Association, Australian Karate Federation WA (AKFWA) is the peak body for administration of Karate in WA.

Role of the Board

The Board's primary responsibility is to direct the affairs of AKFWA on behalf of its Members. Individual Board members represent and serve the interest of Members and collectively oversee and appraise the strategies, major policies and performance of the organisation.

The powers of the Board shall be in accordance with the Constitution of the Association, as amended from time to time. In particular, the Board as the controlling authority of the Association shall be responsible for acting on all State issues in accordance with the objects of the Association and shall operate for the collective and mutual benefit of the Association and the sport of athletics throughout WA.

The performance of the organisation is driven by the strategies developed and implemented by the Executive Officer (EO) and Executive Team. The Board aims to bring an independent and objective view to the organisation's decisions, provide guidance to Management with respect to strategy development, and review the effectiveness of Management in delivering upon those strategies. The Board also ensures sufficient control and accountability systems are in place to accurately measure and report upon the performance of the organisation.

Without limiting the role of the Board, the principal functions and responsibilities of the Board include:

Leadership and governance of the Association

- a. Guiding the development of appropriate culture and values in the Association through the establishment and review of Codes of Conduct, rules and procedures to enforce ethical behaviour and provide guidance on appropriate athletics issues.
- b. Always act in a manner consistent with the Associations culture and Code of Conduct.

Board management, succession and performance evaluation

- a. Develop an annual Board calendar.
- b. Ensure the Directorship and structure is suitable to the current circumstances of the Association, having in place effective succession planning procedures.
- c. Undertake annual performance evaluation of the Board to identify appropriate ongoing professional development and generate succession plans for Directorship.
- d. Provide developmental activities for Directors to ensure the Board receives current best practice methodology.

Strategy formulation and approval

- a. Working with the Executive Officer to ensure that an appropriate vision, strategic direction and initiatives are in place.
- b. Regularly reviewing, re-aligning and updating the Associations strategic direction and goals.

- c. Overseeing planning activities including the development and approval of strategic and operational plans, annual and long term budgets including operating budgets, capital expenditure and cash flow forecasts.
- d. Reviewing the progress and performance of the Association in meeting these plans and Association objectives, including reporting outcomes on an annual basis to stakeholders and members.
- e. Overseeing the control and accountability systems that ensure the Association is progressing toward the goals set by the Board and in line with the Association's purpose, the agreed Association strategy, legislative requirements and community expectations.

EO selection, monitoring, evaluation, succession, remuneration and, when necessary removal

- a. Appointing, ratifying and remunerating the EO.
- b. Developing the terms and conditions of appointment, and ensuring a succession plan is developed.
- c. Managing the performance of the EO.
- d. Providing advice and counsel to the EO including formal reviews and feedback on their performance;
- e. Ensuring that the EO has appropriate human resource systems in place to ensure the well-being and effective contribution of all employees.

Ensuring effective governance processes are implemented

- a. Develop and apply an effective governance framework for the organisation that promotes sound and prudent management in the interests of all stakeholders.

Determining the values and culture of the Board

- a. Set the Boards corporate culture and values considering what culture they currently have, and what culture they want to have in the future.

Ensuring appropriate risk management is in place

- a. Ensure robust and effective risk management and internal controls and ethical and legal compliance, including ensuring appropriate policies are in place to identify the main risks associated with AKFWA's operations and the implementation of appropriate controls to manage these risks.
- b. Monitor, review and assess risk management and internal controls on a regular basis.
- c. Compliance with legal and ethical standards.

Financial control and monitoring solvency

- a. Ensuring that an appropriate set of internal controls are implemented and reviewed regularly.
- b. Review and approve material investments, capital expenditure, acquisitions and investments, and expenditure outside approved budget and delegations.
- c. Approve and monitor financial and other reporting, including reporting to members.
- d. Monitor processes aimed at ensuring the integrity of financial and other reporting, including the annual external audit.

Development of delegation authorities

- a. Delegating authorities for the EO to ensure the effective day-to-day management of the business and monitoring of the exercise of these powers.
- b. Making all decisions outside the scope of these delegated powers.
- c. Approve and monitor the progress of major capital expenditure, capital management and acquisitions.

Policy formulation

- a. Adopt governance principles and policies and encourage ethical behaviours and compliance with these principles and policies.
- b. Review and approval of policies, and ensuring EO implements appropriate procedures to execute the intent of policies.

Establish a 'Code of Conduct'

- a. Establish a Code of Conduct for the Association.
- b. Establish a Code of Conduct that applies to the Board and Committees of the Association, including external appointees of Board Committees which illustrates the obligations and behaviours expected and is underpinned by the following ethical principles: integrity, accountability, honesty, impartiality and objectivity.

Determining committees of the Board

- a. The details of some Board functions will be delegated to Board Committees. However, the Board is responsible for determining the extent of powers residing in each Committee and is ultimately responsible for accepting, modifying or rejecting Committee recommendations.

Communication with key stakeholders and members

- a. Ensuring accountability to the members primarily through adopting an effective stakeholder communications strategy and encouraging effective participation at General Meetings.

Role of the Chair

The Chair is responsible for ensuring that the Board is well informed and functions effectively, provides leadership in formulating the strategic direction and overseeing the operation of the organisation.

The specific functions and responsibilities of the Chair include:

Inside the Boardroom:

- a. Providing appropriate leadership and guidance to the Board.
- b. Promoting and ensuring high standards of corporate governance, compliance and ethical conduct.
- c. Ensure strong board governance is built on unity, respect and clear understandings.
- d. Setting the agenda for Board meetings in consultation with the EO and other Board members as required.
- e. Ensuring that the Board is provided with adequate information to facilitate effective decision-making.
- f. Chair Board meetings and facilitate constructive contributions by all Board members to ensure that the Board functions effectively as a whole in discharging its responsibilities.
- g. Managing boardroom discussions and ensuring that the Board meetings are effective so that matters discussed are appropriate, timely and considered thoroughly before clear decisions and resolutions are made.
- h. Ensuring decisions of the Board are implemented properly and promptly.
- i. Ensure that the Board behaves in accordance with its Code of Conduct.
- j. Leading the Board in monitoring the management of the organisation and assessing the organisation's financial position and performance.
- k. Guiding and promoting the ongoing effectiveness and development of the Board and individual Board members, including establishing an induction and continuing development program for Board members.
- l. Monitoring the performance of the Board and instituting the process for appraising the Board as a whole and Board members individually.
- m. Overseeing the annual performance appraisal of and succession planning for the EO.
- n. Ensuring a clear structure for and effective running of Board committees, including assisting with the selection of Board Committee members.
- o. Establishing and maintaining an effective working relationship with the EO.

Outside the Boardroom:

- a. Chairing and speaking on behalf of the organisation at the AGM and General Meetings.
- b. Developing a strong working relationship with the EO.
- c. Being the major contact between the Board and the EO.
- d. Developing a good understanding and working relationship with Karate Australia.
- e. Advocating for AKFWA across all stakeholders, including government agencies, corporate business groups, community organisations, and the sport and recreation industry.

- f. Engaging in appropriate public relations activities in conjunction with the EO. In general, the Chair is the representative on matters of governance, whilst the EO is the spokesperson on matters relating to the operation of the organisation.
- g. Ensure that the Directors are kept fully informed by the EO on all matters which may be of interest to the Directors.
- h. Report to, and inform the Board on important initiatives and significant issues facing the association.
- i. Provide mentoring for the EO.
- j. Initiate and oversee the EO evaluation process.

Role of the Executive Officer (EO)

The EO is responsible for the day-to-day leadership and management of the organisation by way of delegations from the Board to attain the Association's goals and vision for the future, in accordance with the strategies, plans, budgets, policies and performance requirements approved by the Board.

The EO is charged with facilitating the Association's governance policy process and holds primary responsibility for ensuring that the Board processes and procedures run efficiently and effectively. The EO is accountable to the Board through the Chair, on all governance matters and reports directly to the Chair as the representative of the Board.

Principal functions and responsibilities of the EO include:

- a. Managing the effective and efficient day-to-day operations of the organisation in accordance with the strategy, business plans and policies of the Board.
- b. Developing the organisation's objectives and strategy for Board approval.
- c. Developing and coordinating operational plans to guide the implementation of the organisation's strategy.
- d. Developing budgets for the commencement of each financial year for approval by the Board.
- e. Managing the organisation's human, physical and financial resources to implement approved strategies and operating plans to achieve the organisation's objectives.
- f. Developing and implementing risk management and internal control systems and policies.
- g. Overseeing the financial management of the organisation, in conjunction with the Board, and ensuring the integrity of the organisation's financial reporting.
- h. Providing advice and timely strategic, operational and financial reporting information to the Board.
- i. Developing, implementing and updating policies and procedures, and in conjunction with the Chair to drive sound governance systems.
- j. Ensuring compliance with legal and regulatory obligations.
- k. Overseeing the employment and management of staff.
- l. Developing and maintaining an effective organisational structure, establishing clear roles and responsibilities for individuals within the organisation and ensuring appropriate development of staff.
- m. Developing and maintaining effective relationships and alliances with Members and key stakeholders.
- n. Maintaining awareness of the business, economic and political environment as it affects the organisation.
- o. Protecting and enhancing the image and reputation of the organisation.

The EO's Duty Statement provides further detail as to the role and responsibilities of the EO. The terms and conditions of the EO's appointment will be reflected in a letter of appointment.

Role of Individual Board Members

The Board's primary responsibility is to direct the affairs of AKFWA on behalf of its members. Individual Board members represent and serve the interests of members and collectively oversee and appraise the strategies, major policies, overall operations, performance and legal conformance of the organisation.

Principal functions and responsibilities of Board members include:

- a. Ensuring effective governance of the organisation.
- b. Formulation of the organisation's strategic direction.
- c. Reviewing, approving and monitoring the strategic plan and annual budget.
- d. Monitoring and assessing performance of the organisation.
- e. Development of Board and organisational policies.
- f. Ensuring compliance with the legal requirements.
- g. Monitoring of risks facing the organisation.
- h. Recruitment and monitoring the performance of the EO.
- i. Involvement with Board sub-committees.
- j. Identifying skills required by the Board and considering potential candidates.

Board members have a duty to understand the organisation, its operating environment and financial position, and to apply their expertise and skill in the organisation's best interests.

Board members also have operational responsibilities to:

- a. Where practical, attend all meetings of the Board or Committees of the Board of which they are a member and ensure they are adequately prepared by obtaining and thoroughly reviewing all agenda items.
- b. Analyse, question, request information, raise matters of concern and fully canvas all aspects of any issue confronting the organisation.
- c. Be independent in judgement and actions and take all reasonable steps to be satisfied as to the soundness of decisions taken by the Board.
- d. Ensure they have and maintain adequate knowledge of their legal responsibilities and are familiar with legislation and regulations governing the operations of the organisation.
- e. Adhere to the values of the organisation at all times in their dealings with stakeholders.
- f. Take all reasonable opportunities to represent, promote and demonstrate a commitment to the organisation, Members and the wider community.

The Board Code of Conduct sets standards to guide the decisions, actions and behaviours of the AKFWA Board. The Code of Conduct provides further detail as to the role and responsibilities of Board members, and illustrates the obligations and behaviours expected.

A copy of the Code of Conduct will be provided to all Board members upon joining AKFWA.

New Board members will be provided with a letter of appointment setting out the key terms and conditions of their appointment.

Code of Conduct

As a member of the Board of AKFWA, a Director should meet the following general standards:

- Respect the rights, dignity and worth of others.
- Be fair, considerate and honest in all dealings with others.
- Be professional in, and accept responsibility for, his/her actions.
- Make a commitment to providing quality service.
- Be aware of, and maintain an uncompromising adherence to, AKFWA standards, rules and policies.
- Operate within Karate Australia (KA) guidelines that govern AKFWA.

To maintain Association membership confidence in the integrity of the Board, it is essential that Directors of the Board are seen to exhibit the highest ethical standards in carrying out their duties. Directors must pursue, and must be seen to pursue, the best interest of the Association and its members. Directors must perform their duties impartially, with professionalism, objectivity and integrity.

The Code of Conduct illustrates the obligations and behaviours expected of AKFWA Board members and is underpinned by the following ethical principles:

- Integrity
- Accountability
- Honesty
- Impartiality
- Objectivity

Since the Board needs to work together as a group, Directors need to establish a set of standards for Board Meetings. At the Association, it is expected that Directors shall, in good faith, behave in a manner that is consistent with generally accepted procedures for the conduct of meetings at all meetings of the Board. Within the Board deliberations and processes, a Director should meet these standards:

General

- a. Shall at all times act in the best interests of AKFWA as a whole.
- b. Shall act honestly and in good faith at all times in the interest of AKFWA and its members, ensuring that all members, are treated fairly according to their rights.
- c. Shall carry out their duties in a lawful manner and ensure that AKFWA carries out its business in accordance with the law and its own constitution.
- d. Shall establish AKFWA's vision and purpose and key values by which AKFWA should work.
- e. Shall not do anything that in any way denigrates AKFWA or harms its public image.
- f. Shall regularly review the Board's performance, and their own.

Meeting

- a. Shall avoid conflicts of interests.

- b. Shall be diligent, attend board meetings and devote sufficient time to preparation for Board meetings to allow for full and appropriate participation in the Board's decision making.
- c. Shall interact with the Board and AKFWA in a positive and constructive manner.
- d. Shall listen and respect the views of others.
- e. Shall make informed decisions and give due consideration to differing points of view on the Board and amongst members.
- f. Shall accept and support the decision of the majority.
- g. Shall participate in the Board's performance appraisal, renewal and succession planning.
- h. Shall have an obligation to be independent in judgement and action and to take reasonable steps to be satisfied as to the soundness of all decisions taken by the Board.
- i. Shall expect that financial reporting will be provided in an accurate and timely manner, and risk management assessment shall be reported on regularly by the EO.

Strategy and Advocacy

- a. Shall contribute to the strategic direction of AKFWA and ensure that activities are responsive and appropriate to the needs and interests of Members.
- b. Shall ensure all AKFWA and Board activities are in compliance with the AKFWA Constitution, By-Laws, Rules and Policies.
- c. Shall ensure that the Board is accountable to Members by documenting and communicating actions and decisions, as appropriate.

Integrity and Respect

- a. Shall act with honesty, integrity, in good faith and in the best interests of the organisation.
- b. Shall not engage in conduct likely to bring discredit upon the organisation.
- c. Shall disclose any instance of fraud or corruption on the Board or within the organisation.
- d. Shall endeavour to ensure that AKFWA, at all times, complies with the laws governing its operations.
- e. Shall undertake their duties with appropriate care and diligence.
- f. Shall deal honestly with AKFWA members and other stakeholders.
- g. Shall understand and exercise any authorities responsibly and within their limits.
- h. Shall not unlawfully discriminate, harass or bully others and shall treat others with dignity and respect.

Conflicts of Interest

- a. Shall identify conflicts of interest and manage them responsibly.

Board members should:

- b. Avoid being placed in the actual, apparent or potential situation of making a decision in relation to AKFWA business that might be affected by a personal interest.
- c. Disclose conflicts of interest promptly and act in accordance with the Board Conflicts of Interest Policy.
- d. Avoid accepting gifts of hospitality that might reasonably be thought to influence their judgement.
- e. Not take improper advantage of their position as a Board member.

Confidentiality

- a. Shall observe and respect the confidentiality of non-public information acquired by them in their roles as Directors.
- b. Shall respect the appropriate confidentiality of the content of Board papers, discussions, decisions and related correspondence.
- c. Shall not make improper use of information acquired as a Board member.
- d. Shall not disclose or allow to be disclosed, confidential information received in the course of the exercise of their duties, unless that disclosure has been authorised by the Board or is required to be disclosed by law.
- e. Shall not knowingly or recklessly disseminate false or misleading information in matters before the Board.
- f. Shall ensure that the Chair, the EO, or their nominees are the only people to speak to the media on behalf of AKFWA.

Finance

- a. Shall act in accordance with their fiduciary duties, complying with the spirit as well as the letter of the law.
- b. Shall ensure that members are provided with an accurate and balanced view of AKFWA's performance.
- c. Shall ensure that AKFWA assets are protected via a suitable risk management strategy.

Compliance

- a. Board members have an obligation, at all times, to comply with the spirit as well as the letter of the law, the principles of the Code of Conduct and all applicable AKFWA policies and procedures.
- b. Board members must not take any action, or fail to take any action, that may breach the law or applicable AKFWA policies, procedures or practices.
- c. Board members should complete all induction and education programs required by them by the Board to build and maintain their awareness and understanding of relevant laws, policies, procedures and practices.
- d. The annual performance appraisal of individual Board members will include consideration of compliance with this Code of Conduct.
- e. Any breaches of this Code of Conduct should be reported to the Chair.

Relationship with EO

- a. Shall clearly delineate the role and responsibilities of the Board and the EO.
- b. Shall provide clear key results that are to be achieved by the EO with appropriate reporting processes and within agreed timeframes.
- c. Shall use Key Results Areas as the basis for the evaluation of the EO's performance, and will measure performance against these objective criteria.
- d. Shall set, ahead of a performance appraisal, the basic values and expectations on which the judgement of effectiveness will be based.
- e. Shall support the EO in the management of the sport by only communicating with staff either through them or with their endorsement.
- f. Shall perform a pastoral role to the EO in their development.

Directors are expected to be forthright in Board meetings and have a duty to question, request information, raise any issue, and fully canvas all aspects of any issue confronting the

Association, and cast their vote on any resolution according to their own judgement. The Board will always work towards reaching a consensus on all matters in the first instance.

Outside the boardroom, however, Directors will support the letter and spirit of the Board decisions in discussions with all members and other stakeholders.

Compliance Undertaking

The Board is charged with overseeing, reviewing and ensuring the integrity and effectiveness of the Association’s compliance systems and processes, legal and other.

All Board members must sign the following compliance undertaking:

I agree to abide by this Code of Conduct, the AKFWA Constitution and any other rules, policies and procedures determined by the Board. I acknowledge that a breach of this undertaking may result in me being removed from the Board in accordance with the Constitution.

.....
Signature

.....
Name (print)

.....
Date

Board Induction and Education

All new Board members will undergo an appropriate induction program to allow new members to participate fully and actively in Board decision-making at the earliest opportunity.

AKFWA's Board induction program aims to ensure that new Board members gain an appropriate level of knowledge and a clear understanding of:

- Structure of Karate in Australia;
- Karate in WA;
- AKFWA strategy and direction;
- AKFWA's financial, strategic and operational position;
- AKFWA's risk management position;
- the rights, duties and responsibilities of the Board and individual Board members;
- the values and expectations of the Board;
- the roles and responsibilities of the EO; and
- the role of Board Committees.

Welcoming New Board Members

New Board members will be provided with a letter of appointment and welcome from the Chair (refer Appendix 1) covering:

- rights, duties and responsibilities of Board members;
- term of appointment and time commitments;
- Board governance framework;
- conflicts of interest;
- arrangements for induction, continuous improvement and appraisal; and
- confidentiality.

Induction Package

New Board members will be provided, where documents have been developed) with an induction package containing the following

Documents / information:

- a. Constitution;
- b. Board Governance Charter;
- c. Board Code of Conduct;
- d. Conflict of Interest policy and procedures;
- e. Risk Management Plan and risk register;
- f. Strategic plan;
- g. Balance sheet, profit and loss and cash flow reports from the previous three Board meetings;
- h. Annual report and financial statements for the previous financial year;
- i. Short descriptions of key projects, associated funding and how they fit into the strategic direction of the organisation;
- j. Minutes of the previous Board meetings;
- k. Schedule of Board meetings and other key dates;

- l. Overview and brief history of the organisation, including organisational chart;
- m. EO duty statement;
- n. Board and staff profiles;
- o. Contact details for Board members, management and other key contacts;
- p. Association email allocation;
- q. Bank signatory paperwork as required;

Induction Program

The Chair and the EO are responsible for the induction of new Board members appointed to the Board, to ensure they are adequately acquainted with the organisation and its operations.

The induction program will include a formal meeting with the Chair and EO. The meeting will take place after the new Board member has been provided with the Induction Package, and preferably before their first Board meeting.

At a minimum, discussion topics will include:

- duties, rights and responsibilities of Board members and the Board;
- values and expectations of the Board;
- meeting dates and process;
- AKFWA's objectives, strategy, culture and direction;
- process of decision making; and
- contents of the induction package.

New Board members will be asked to sign and return the:

- letter of appointment, accepting the terms outlined;
- Board Code of Conduct compliance undertaking; and
- Conflict of Interest Disclosure form.

New Board members will be encouraged to request from the Chair or EO any additional information they may require. The EO will arrange for the new Board member to be introduced to AKFWA management and staff.

Working With Children Check (WWC Check)

The WWC Check is a compulsory screening strategy in Western Australia. It aims to protect children by:

- deterring people from applying to work with children where they have a relevant charge or conviction on their criminal record that indicates they may harm a child;
- detecting new charges and convictions of those people who hold a current WWC Card and preventing them from continuing to engage in child-related work where their criminal record and behaviour indicates they may harm a child; and
- protecting children by creating awareness that safeguarding children is a whole of community responsibility.

Directors will require a WWC Check as they engage in volunteer work with children, in which they are likely to involve contact with a child. An exemption for a Director who is also a parent of an athlete will not apply as the Director is likely to be involved in activities in

which their child is not involved and that they may be required to travel overnight with children.

Volunteer National Police Certificate (VNPC)

Directors will require a VNPC which lists an individual's criminal and WA traffic court outcomes and pending charges that are deemed disclosable at the time of application.

Board Committee Members

The Chair of the relevant Committee will be responsible for ensuring that new Committee members have an adequate understanding of the Committee's role and practices. Any new Committee Member will be provided with a copy of the Committee's TOR, together with copies of minutes of recent meetings and other relevant information, including policies, procedures, and reports.

Education

Professional development and relevant training will be made available to Board members as appropriate in order to update and enhance their skills and knowledge. Individual Board member's development and training needs will be identified through the Board performance appraisal process.

The Board will consider collective development and training needs through the Board performance appraisal process and consider such opportunities when developing the Board calendar and in conjunction with the preparation of the annual budget.

Management will provide the Board with access to information regarding training opportunities, seminars and reading materials that may be of relevance and interest to the Board.

Conflict of Interest Policy

The purpose of this Policy is to provide a framework for the disclosure and management of actual, potential or perceived conflicts of interest.

Managing Conflicts of Interest

The Board will manage conflicts of interest by a combination of internal controls and disclosures and in accordance with the requirements of the Constitution.

Directors must disclose to the Board actual or potential conflicts that may or might be reasonable thought to exist between the interests of the Director and the interests of the Association. Whether an interest is material or not will vary depending on individual circumstances.

The Board can request a Director to take reasonable steps to remove the conflict of interest. The Board:

- a. Shall assess and evaluate those conflicts.
- b. Shall decide upon, and implement, an appropriate response to those conflicts on a case-by-case basis, as required.

Declarations by New Board Members

Upon appointment, new Board members must declare any personal interests by completing a Conflict of Interest Disclosure form (refer to Appendix 2)

Board members must sign a declaration stating that they:

- a. Are fully aware of their obligations under the Board Code of Conduct and Board Conflict of Interest Policy.
- b. Will take reasonable steps to avoid any conflict of interest in carrying out their duties, and will disclose any potential conflicts of interest that emerge in the course of these duties.
- c. Agree to make regular disclosures throughout the period during which they serve on the AKFWA Board until such time as the conflict ceases to exist.
- d. Agree to comply with any conditions or restriction reasonably imposed by the Board to manage, mitigate or eliminate any actual, potential or perceived conflict of interest.

Ongoing Declarations

Board members must immediately disclose in writing to the Chair the existence of any actual or potential conflict of interest that arises and:

- a. At each Board meeting the Chair will ask all Board members to declare any actual or potential conflicts of interest arising out of the issues on the meeting agenda.
- b. AKFWA Management will record the declarations in the minutes of Board meetings, including details of when the Board member left the room and returned after discussion of the item, if applicable.

- c. If Board members are unsure of whether a personal interest or association is a conflict of interest, the nature and extent of the interest should be declared for consideration and advice from the Chair.
- d. EO will update the Conflict of Interest Register following each Board meeting and as required between meetings.

Voting and Discussion at Board Meetings

With the approval of the Chair, where the Chair and/or EO considers that a conflict of interest exists, Board papers relating to that matter may be withheld from the relevant Board member.

Where a conflict of interest has been disclosed the relevant Board member:

- a. Is required to abstain from voting on matters concerning the topic of conflict.
- b. Is to abstain from entering into or influencing the discussion on matters pertaining to the topic in conflict (either at the meeting or with other Board members before or after the Board meeting).
- c. May be asked to leave the room while discussion or voting takes place.

A Board member who has disclosed a conflict of interest may be present and vote on the relevant item if Board members who do not have a personal interest in the matter have passed a resolution that:

- a. Identifies the Board member, the nature and extent of his/her interest in the matter and its relation to the affairs of AKFWA.
- b. States that those Board members are satisfied that the interest should not disqualify the Board member from voting or being present.

Maintenance of Conflict of Interest Register

A register of standing interests and disclosures of Board members will be maintained and is to contain a record of conflicts identified, actions taken and copies of written conflict of interest disclosures.

Each Board member is responsible for notifying the Chair and/or EO of any changes required to the Register.

Risk Management Policy

Risk management is a complex and critical component of the Association's governance. It is not an exercise merely to ensure business compliance.

The purpose of this Policy is to outline the principles that govern the management of risk at AKFWA, and to define associated responsibilities for AKFWA's risk management process.

Scope

This Policy forms part of a risk management framework established to identify and assess the impact of any current or future risks on the organisation.

For the purposes of this Policy, risk is defined as possible outcomes that could adversely impact AKFWA's financial performance, assets, reputation, people or the achievement of its objectives.

Policy Principles

- a. The Board recognises that risk is inherent in all of its activities and that effective management of risk is necessary in order to protect the organisation against potential loss.
- b. The Board will maintain a risk management framework consistent with the guidelines and principles as set out in the Australian Risk Management Standard AS/NZS 4360:2004, and as supported by the Standards Australia Guidelines for Managing Risk in Sport and Recreation.
- c. The Board will ensure that risk management is integrated into AKFWA's corporate culture and business operations at a strategic, operational and project level.
- d. The Board will be mindful of the need to achieve a balance between the costs of managing risk and the anticipated benefits.
- e. The Board will ensure that risks are identified, reviewed and monitored on an ongoing basis.

Responsibilities

- a. The Board has ultimate responsibility for approving and monitoring the effectiveness of the risk management framework, and assessing whether the organisation has in place adequate risk management and internal control mechanisms.
- b. The Board delegates to Management the responsibility for undertaking risk reviews and the design and implementation of appropriate risk management systems.
- c. The Governance and Risk Committee is responsible for overseeing the processes for the identification and assessment of risks, reviewing the outcomes of risk management processes and for advising the Board as required.
- d. The EO is responsible for ensuring that a risk management process is established, implemented and maintained in accordance with the AKFWA Board Governance Charter Risk Management Policy, and is ultimately responsible for the management of risks in the business.

This Policy should be read in conjunction with AKFWA's Risk Management Plan and Risk Register.

Board Process

Meetings

Board meetings are a fundamental component of governance processes. Each Board meeting is critical as it is the main opportunity for Directors to:

- a. Obtain and exchange information with the EO.
- b. Obtain and exchange information with each other.
- c. Make decisions.

A schedule of meetings for the coming year shall be annually agreed and distributed to each Board member. Board meetings shall be held at regular intervals throughout the year at a venue determined by management and agreed by the Board.

Meetings are generally conducted on one day of the weekend. Special meetings of the Board may be called as required and will be scheduled on agreement with the Board.

To maximise participation and engagement of all Board members, it shall be acceptable to use electronic media meeting methods (eg tele conferencing, video conferencing etc) to participate in Board meetings, provided the remote participant/s has appropriate and un-degraded connectivity.

Board members shall receive not less than 7 business days' notice, but preferably 21 days notice, of all meetings, where practicable- unless otherwise agreed.

Agenda Planning

The Board shall maintain an annual calendar of major board events, including all scheduled Board and Committee meetings and key compliance activities/requirements. Management shall set the agenda items for each Board meeting, in consultation with the Board and Chair, and having regard to the annual Board calendar.

The Board agendas shall be structured to assist the Board to meet its responsibilities, consideration of strategy and subsequent discussion, and the achievement of financial and other goals. The Board agenda for each meeting shall be structured by the EO and Chair, with the input of individual Board members as required.

Items for the Board agenda, including Board papers, are to be submitted to the Chair and/or EO no less than seven (7) business days prior to the scheduled meeting.

Board Papers

The Board is responsible for:

- a. setting expectations and providing directions to Management on the:
 - content and format of reports
 - timing and timeliness of Board papers
 - amount of information provided
- b. ensuring it has sufficient information with which to make decisions; and

- c. ensuring the EO has in place the processes and controls to ensure the integrity of the information provided to the Board.

Board papers shall be cross referenced to the Board agenda to enable meetings to be more efficient and productive. All papers shall contain necessary background information including key points, recommendations and supporting documentation, as applicable. Those papers requiring a decision shall have the recommendation or resolution highlighted at the start of the paper for ease of reference.

Reporting to the Board

EO and staff, through the EO, shall regularly report to the Board on a range of matters including matters of strategic importance, financial performance, risk management and operational performance.

Minutes

Administration of Board meetings has been delegated by the Board to the EO. The EO is responsible for keeping minutes on behalf of the Board for all Board meetings. Minutes are to be a sufficient record of discussion that appropriately details the decision/s and matters discussed at a Board Meeting. Minutes will contain a brief summary and reference to relevant Board papers table plus any official resolutions adopted by the Directors.

All decisions will be recorded in the Minutes by means of a formal resolution. Individual votes of the Board shall not be registered on the Minutes of the Board Meeting on any motion or decision, but rather that the Board resolved to accept or reject the motion or decision. A Director may request to have particular items noted in the minutes.

All minutes of the Board meeting shall be drafted, proofed by the Chair and circulated to members/attendees of the meeting for comment within 7 working days of the meeting. Comments by attendees of the meeting should be provided within 5 days of receipt.

Final file copies of the Minutes shall reflect all corrections and amendments to the Minutes, as verified and/or put by the Directors prior to the Minutes being accepted as correct. This may, in some circumstances, cause the Minutes to be one meeting in arrears before acceptance by the Board and filing.

Review of Board Governance Charter

The Board shall review this Charter, including Committee Terms of Reference, annually to ensure it remains consistent with the Board's objectives, responsibilities and relevant standards of corporate governance.

Management shall present individual documents for Board review as considered appropriate, or as requested by the Board.

Conduct of Board Meetings

The Chair will determine the degree of formality required at each meeting while maintaining the decorum of such meetings. As such, the Chair or their nominated replacement will:

- a. Ensure that all members are heard.
- b. Retain sufficient control to ensure that the authority of the Chair is recognised. This may require a degree of formality to be introduced if this is necessary to advance discussion.
- c. Take care that the decisions are properly understood and well recorded.
- d. Allocate a time limit (example of 15 minutes for an important issue) to each Agenda item to ensure that discussion and debate is assigned to the most important issues on a precedence basis. This action shall be taken to ensure that appropriate discussion and debate time is assigned to each Agenda item or issue.
- e. Ensure that where discussion and debate on topics exceeds the allocated time limit, that the Agenda item or issue is held over to the next Board meeting for continued discussion.
- f. Ensure that decisions and debates are completed with a formal resolution and recording the conclusions reached. All motions that result in a resolution should be read-back to confirm that the motion as put is grammatically correct with regards to intent and outcome.

Quorum and Voting at Meetings

In order for a decision of the Board to be valid, a quorum of Directors must be present. In accordance with the Association's Constitution a quorum is any three (3) Directors. Remote attendance via tele-conference or video-conference shall be acceptable for the purposes of delivering a Board Meeting quorum. Questions arising at the Board meetings are to be decided by a majority of votes of Directors present.

Emergency (or Urgent) Decision Making

At times, emergency resolutions are required to be passed outside of scheduled meeting timeframes. Notification and justification of the requirement to pass an emergency resolution is to be included with the date and time to meet the requirement for the decision. Once votes have been received by the Chair and EO, or delegates, confirmation of the resolution is to be forwarded to all Board members.

In the event of an emergency or urgent decision, email is an acceptable method. Verbal acknowledgement out of session, including by phone, is only to be used as a last resort.

Board Committees

The Board may appoint Committees to facilitate efficient decision making and to assist in the discharge of its responsibilities. Committees may assist the Board by focusing on specific activities and reporting to the Board on decisions and actions taken. Committees may make recommendations for action to the full Board, who retain collective responsibility for decision making.

Each Committee will be comprised of the individuals the Board considers best suited to fulfil the role of the Committee.

The Board shall establish Terms of Reference (TOR) for each Committee setting out its role and responsibilities. The TOR will include as a minimum:

- a. the overall purpose and objectives of the Committee;
- b. composition, including the appointment of a Chair;
- c. frequency and timing of meetings;
- d. any delegation or decision making authority to the Committee from the Board;
- e. the relationship with management and other stakeholders; and
- f. reporting responsibilities and the ongoing relationship with the Board.

Committee TOR may also cover relevant operational matters.

Committees observe the same rules, code of conduct and procedures as the Board unless the Board determines otherwise.

The Board currently has three standing Committees, namely the:

- a. Finance, Risk and Audit Committee,
- b. Competition and Selection Committee; and
- c. Referee and Rules.

Committee TOR and membership unless advised otherwise, are to be reviewed annually to ensure they remain relevant, efficient and effective.

The Board may appoint ad hoc Committees or working groups to oversee a particular operational matter or to research a particular issue. Ad hoc Committees will be appointed with appropriate TOR.

Representation and Protocols for Interaction

Representation at Association Meetings

A commitment to attend scheduled Board and General (Association) meetings is expected. In circumstances where a Director will not be in attendance, the EO and Chair are to be notified in advance. Meeting attendance includes:

- six (6) scheduled Board meetings;
- the Annual General Meeting;
- WA State Conference (as required); and
- Special meeting(s) as required.

Representation at Association Events

Director representation at Association Events is requested and strongly encouraged. Events are a key opportunity to interact informally with members and is a display of commitment and loyalty to the Association.

If a Director is fulfilling a role or position at an event (eg coaching, officiating), they must advise the EO and Chair in advance. The Director is not to portray their involvement in the event beyond the role they are fulfilling. The appropriate chain of command, reporting requirements, and code of conduct applicable to the role/position is to be adhered to.

Representation at Meetings

Where items raised outside of the agenda occur, the Director is to be cognisant of the implications of any statements made. Where relevant, the Director is to re-direct the matter through to the EO, and advise accordingly.

Following attendance at any meeting where representation was request, a written summary of key points is to be submitted to the EO and other directors advised accordingly.

Media Contact and Comment

The Chair has primary responsibility for handling all media communications. This includes, in conjunction with the EO, initiating and managing an effective communications plan for the Association, as well as responding to media enquiries. In speaking to the press, and to safeguard against the inadvertent disclosure of sensitive information, the Chair will not comment on confidential matters and only make comment of matters that have been previously released, or information which the Board has sanctioned for release and public consumption. The Chair may involve the EO or members of the Board from time to time as required.

Where the Chair is on leave, or unavailable, the Vice or Deputy Chair will be responsible for any public statements.

If approached for public comment, Board members should advise that the delegated authority for comment on AKFWA matters is vested with the Chair. It is recognised that the Chair has discretion to make public comment on AKFWA matters in circumstances where immediate comment is required.

Hospitality and Gifts

While the Association recognises there may be a need from time to time to give or accept customary business courtesies in accordance with ethical business practices, Directors will not solicit such courtesies and will not accept gifts, services, benefits or hospitality that might influence, or appear to influence, the Director's conduct in representing the Association. All gift received should be declared on the Association's Gift Registry.

Employee Contact

When there is a requirement to discuss Association business with or give instructions to staff of the Association, the Director should communicate through, or in the presence of, the EO. To do otherwise, is to undermine the authority of the EO and will destroy the line of authority which is so essential to the proper day to day management of the Association. Directors must remember that they do not individually have the right to direct employees, unless the authority is specifically delegated to one Director to handle staff affairs, no individual Director should assume the right to interfere.

It is the EO that has responsibility for staff and it is the responsibility of the Board to ensure that the EO fulfils their duties to in relation to staff. The Board shall not receive complaints from staff. Any complaint from staff shall be represented via the agreed Complaints Policy and there shall be no discretionary alternative to this process, unless any complaint is of such a magnitude that warrants the complaint's direct representation to the Chair.

Political Comment

The Board shall refrain from making comments that support or promotes any political party, organisation or entity. The Board shall remain apolitical unless directed by the Association's membership.

Access to Professional Advice

Directors are expected to exercise considered and independent judgement on matters before them. To discharge this expectation a Director may, from time to time, need to seek independent, expert opinion on matters.

Where a Director considers that expert advice is warranted on a matter, the Director has the right to present such information to the Board for consideration and/or approval of the professional advice. However, no Directors have the individual authority to commit the Association to an obligation for advice from an external expert or organisation. All expert advice so received should be received on behalf of the Board as a whole.

Board Evaluation

The Board considers the ongoing development and improvement of its own performance critical to effective governance. Accordingly, the Board will ensure that a formal performance appraisal process is in place for the regular review and assessment of its own performance, as well as the performance of individual Board members, including that of the Chair and Board Committees.

The aim of the appraisals will be to ensure continued Board effectiveness and organisational performance, and to give the Board:

- a. a basis to establish agreed performance objectives for the Board;
- b. a balanced view of its performance, identifying the positive aspects of the Board's operations and areas for improvement;
- c. an opportunity to review the role and effectiveness of its Committees;
- d. a benchmark against which the Board can assess its progress and performance over time; and
- e. an opportunity to identify gaps in skills, experience and expertise that may need to be addressed.

Performance will be formally appraised every two years, or more frequently as considered appropriate and necessary by the Board. The Chair will conduct an informal appraisal with individual Board members on an annual basis.

Performance of the Board

The performance of the Board as a whole will be managed by the Chair. The Board will agree the process and tools that will be used for the appraisal and will give consideration to measurable and achievable performance indicators/criteria that will be used. Consideration will be given to an appropriate approach, such as:

- self-assessments;
- confidential assessment questionnaires/surveys;
- confidential interviews/discussions;
- workshops;
- external facilitation; and
- 360 degree feedback (which may incorporate the views of management).

The Board may periodically seek independent external advice in relation to the process to be used for the performance appraisal.

The performance of the Board will generally be measured against the responsibilities and specific functions of the Board as detailed in the Board Governance Charter. The appraisal may include consideration of the following measures:

- a. the extent and effectiveness in which the Board has performed its role;
- b. comparison of the performance of the Board against the requirements of the Board Governance Charter;
- c. assessment of the performance of the Board over the previous twelve months having regard to the corporate strategies, operating plans and the annual budget;

- d. identification of any necessary or desirable improvements to the Board Governance Charter and governance processes; and
- e. identification of any particular goals and objectives of the Board for the following year.

In addition, consideration may be given to a number of other key factors including specific objectives established for the Board, the quality of information provided, the extent to which it has made key decisions in a timely manner, and interaction with management.

Results of the appraisal will be aggregated (as required) and reported to the Board as a basis for group consideration of Board performance and operations and any means by which performance can be enhanced. The Chair will ensure that the outcomes of the Board appraisal are recorded and that agreed actions are documented and followed up.

Performance of Board Members

Reviewing the performance of individual Board members helps individual members understand their strengths and weaknesses, and can be used to assist in the identification of relevant professional development or training needs.

The Chair will have primary responsibility for facilitating and conducting performance appraisals of individual Board members. The appraisal of Board members may involve a self-assessment process and performance will generally be measured against the responsibilities and specific functions detailed in the Board Governance Charter.

In addition, consideration may be given to a number of other key factors including contribution to Board discussions, availability for and attendance at Board meetings/relevant events, contribution to organisational strategy, membership of and contribution to any Board Committees, and suitability to Board structure and composition.

The Chair and the relevant Board member will identify and agree professional development plans to enhance performance and consider and discuss areas where improvement may be required.

Board Committees

The performance review of the Board Committees will be facilitated and conducted by the Chair, with input from the Board. The performance of each Committee will be measured against the scope and responsibilities detailed in its TOR.

The appraisal may include a self-assessment by the Committee to review performance. The self-assessment may include:

- a. a review of the Committee's performance against its TOR;
- b. a review of the Committee's performance against any goals or objectives it set itself for the year under review;
- c. a review of major issues that faced the Committee during the year;
- d. a review of the scope of the Committee's responsibilities and duties as detailed in its TOR;
- e. consideration of areas where improvements can be made; and
- f. identification of training/education needs for Committee members.

The outcomes of the performance assessments, along with plans and objectives will be submitted to the Board for discussion.

Performance

Board members may discuss with the Chair at any time any issue concerning Board performance. All one-on-one discussions are confidential, unless otherwise agreed by the Board member concerned. Board members are encouraged to maintain and improve their knowledge, skills and expertise through briefings, seminars and ongoing training programs.

Delegation of Authority

The Board reserves to itself, all matters that may have the potential to have a material impact on the reputation and operation of the organisation. This includes the following matters:

- a. approval of strategy and annual budgets;
- b. decisions about the organisation's strategy and policies;
- c. membership and role of Board sub-committees;
- d. assessment of Board performance;
- e. EO appointment and succession planning;
- f. management of conflicts of interests;
- g. oversight of risk management and internal control frameworks, including compliance with appropriate laws and regulations;
- h. delegation of powers and authorities; and
- i. determination and adoption of documents (including the publication of reports and annual financial statements to members).

The Board delegates to the EO all of its powers necessary for managing the day-to-day business affairs and operation of the organisation, as the Board sees fit. The EO is authorised to make any lawful decision and take any action within the limitations prescribed in this Charter directed at achieving the strategic objectives of the organisation.

The Board may appoint Committees to assist in the discharge of its responsibilities. Committees make recommendations for action to the full Board, who retain collective responsibility for decision making. Any specific delegations will be detailed in the relevant Committee's Terms of Reference.

Specific delegations and limits of authority are detailed in the Delegation of Authority Register.

EO Performance Appraisal

The Board will regularly monitor the performance and achievements of the EO and the performance of the organisation against AKFWA's strategic plan.

The performance of the EO will be assessed against specific objectives and strategy outcomes determined at the commencement of each financial year as part of the strategic planning process, as well as against the specific responsibilities set out in the EO's position description, and as determined during the appraisal process. Performance measures may include both financial and operational indicators.

EO performance will be appraised on an annual basis or more frequently as considered appropriate.

Appraisal of AKFWA staff is the sole responsibility of the EO and are to be conducted on an annual basis or more frequently as considered appropriate. It is desirable for these appraisals to be completed to inform the appraisal of the EO.

APPENDIX 1 – Board Letter of Appointment

<Name>

<Address>

<date>

Dear <Name>

APPOINTMENT TO AUSTRALIAN KARATE FEDERATION WA (AKFWA) BOARD

Following our recent discussions, I am pleased to confirm our invitation to you to join the AKFWA Board as a <General> member.

<or>

Following your election at the Annual General Meeting held <date>, I am pleased to welcome you as a <General> member of the AKFWA Board.

This letter sets out the basis of your appointment, and provides relevant information regarding your position on the AKFWA Board. In order to finalise the appointment, please sign and return the attached copy of this letter.

Term of appointment and vacation of office

Your appointment as a <General> member of the Board is made in accordance with the AKFWA Constitution.

You will hold office for an initial term of <x (x)> years from <date> to the conclusion of the <length> Annual General Meeting after this date.

<or>

You have been appointed by the Board to fill a casual vacancy and will hold office from <date> until the <year> Annual General Meeting of the Association. You are eligible to stand for election at this Annual General Meeting. If elected, you will hold office for a term of two (2) years, in accordance with the AKFWA Constitution.

During your tenure, your performance as a Board member will be reviewed in accordance with processes agreed by the Board. You may cease to hold office if:

- at any time that you resign by written notice. It is desirable that you give me, as Chair reasonable forewarning of your intention to resign or to not seek re-election where that is possible; and

- a Director has contravened the AKFWA Constitution, Code of Conduct or associated policies.

Role

Please refer to the AKFWA Board Governance Charter which details the role of the Board and outlines the processes it has developed in carrying out its role. As a Board member, you will be expected to participate as a member of the Board in:

- a. ensuring effective governance of the organisation;
- b. formulation of the organisation's strategic direction;
- c. reviewing, approving and monitoring the strategic plan and annual budget;
- d. monitoring and assessing performance of the organisation;
- e. development of Board and organisational policies;
- f. ensuring compliance with the legal requirements;
- g. monitoring of risks facing the organisation;
- h. monitoring the performance of the EO;
- i. involvement with Board sub-committees; and
- j. identifying skills required by the Board and considering potential candidates.

You have a duty to understand the organisation, its operating environment and financial position, and to apply your expertise and skill in the organisation's best interests. You are also expected to familiarise yourself with your legal duties as a Board member, and the obligations and behaviours expected of you, as set out in the Board Code of Conduct.

You will be asked to sign and return a compliance undertaking agreeing to abide by the Board Code of Conduct, the AKFWA Constitution and any other policies and procedures determined by the Board.

Time commitments

Your duties as a Board member will involve a commitment to attending all scheduled Board and General (Association) meetings. Currently that would typically comprise attendance at:

- six (6) scheduled Board meetings;
- the Annual General Meeting;
- WA State Conference (as held); and
- Special meeting(s) as required.

In addition, you will be expected to devote appropriate preparation time ahead of each meeting and to attend such ad hoc meetings as may be necessary from time to time.

By accepting this appointment you confirm that you are able to allocate sufficient time to meet these expectations.

Board Committees

You may be asked to serve on one or more Committees and you will be required to attend all meetings of the Committees of which you are a member. From time to time, the Board establishes other Committees or working groups for a particular purpose.

Committee membership is reviewed annually.

Governance framework

You should familiarise yourself with the AKFWA Constitution, Governance Principles, Board Governance Charter and policies which govern the conduct of the Board members and set out the processes, values and standards of the Board.

Meeting Documents

Meeting Agendas and relevant documents will be forwarded to you in the week prior to scheduled meeting dates. Other routine information will be circulated at regular intervals depending on the Board's requirements.

You should take appropriate measures for the security of Board documents in your possession.

Conflicts of interest

The Board is committed to high standards of ethical conduct and accordingly places great importance on transparent disclosure, management and monitoring of existing and potential conflicts of interest. As a Board member you have a duty to disclose, and take reasonable steps to avoid, any conflict of interest (actual or apparent), and shall immediately disclose in writing to the Chair the existence of any actual or potential conflict of interest. Disclosure of interests is a continuing obligation.

You should familiarise yourself with the Board Conflict of Interest Policy and procedures as contained in the Board Governance Charter.

You will be asked to complete and return a Conflict of Interest Disclosure Form to declare any personal interests which are or could be perceived to be a conflict of interest in the undertaking of your duties as a AKFWA Board member.

Induction

You have agreed to participate in an induction which will include meetings with myself and the EO.

You will receive an induction pack of information concerning the Association which will include the AKFWA Constitution, Board Governance Principles and Board Governance Charter. You should feel free to request from me any further information which you require.

Continuous improvement and appraisal

You agree that you will participate in:

- continuous education or improvement programs from time to time as determined by the Board as being appropriate for Board members; and
- processes of internal and external review of individual Board members, Board and Committee performance as may be determined to be appropriate by the Board from time to time.

If there are any issues which cause you concern about the Board or your individual performance, or the performance of any Committee, you should feel free to raise it with me at any time.

Confidentiality

All information obtained during your appointment is confidential. You are asked to respect the appropriate confidentiality of the content of Board papers, discussions, decisions and related correspondence, and not make improper use of information acquired as a Board member. You are expected to abide by the confidentiality requirements outlined in the Board Code of Conduct.

We look forward to welcoming you to our Board. Please feel free to contact me on <number> or the EO on <number> if you have any queries in relation to the above.

Congratulations once again on your appointment.

Yours sincerely,

<Name>

Chair

Australian Karate Federation WA

Acknowledgement

I <name> hereby accept the terms of appointment set out in this letter.

.....

Signature

Date

<This is a template letter of appointment. Actual terms may vary when necessary or as agreed with individual Board members>

APPENDIX 2 – Conflict of Interest Disclosure Form

CONFLICT OF INTEREST DISCLOSURE FORM

I, (insert full name)
hereby declare the following personal interests which are, or could be perceived to be a conflict of interest in the undertaking of my duties as a AKFWA Board member:

Please provide a brief outline of the nature of the conflict. Describe all the relevant information and circumstances that you consider may give rise to a real or apparent conflict of interest (consider the nature of your work, personal or private interests that may directly or indirectly influence and/or benefit you or others, relationships with other parties etc)

I, (insert full name)

- am fully aware of my obligations under the Board Code of Conduct and Conflict of Interest Policy; will take reasonable steps to avoid any conflict of interest in carrying out my duties, and will disclose any potential conflicts of interest if they emerge in the course of my duties;
- agree to update this disclosure throughout the period during which I serve on the AKFWA Board until such time as the conflict ceases to exist; and
- agree to comply with any conditions or restrictions imposed by the Board to manage, mitigate or eliminate any actual, potential or perceived conflict of interest.

Signed:

Date: