

LITTLE ATHLETICS QUEENSLAND GOVERNANCE POLICY

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PRINCIPLES

1. The Board represents its stakeholders/owners, moral and legal, exercising a duty of care for the organisation and all its stakeholders.
2. The Board is responsible for setting the ethical framework for the organisation, defining and nurturing the organisation's fundamental values.
3. Sound Board systems provide protection for the organisation, its stakeholders, the Board and its Board Members against fraud, illegal practises and poor performance by its own members, its CEO and its staff.

1. CONFLICT OF INTERESTS

POLICY

The Board places great importance on making clear any existing or potential conflicts of interest for Board Members.

Conflicts of interest may occur when:

- a Board Member, or his/her immediate family or business interests, stand to gain financially from any business dealings, programs or services provided to the Association;
 - a Board Member offers a professional service to the Association;
 - a Board Member stands to gain personally or professionally from any insider knowledge if that knowledge is used for personal or professional advantage;
 - a Board Member holds a position in another part of the organisation, which has an agenda item for discussion with the Association and stands to gain personally from a decision.
1. Any business or personal matter, which could lead to a conflict of interest of a material nature involving a Board Member and his/her role and relationship with the Association, must be declared and registered formally with the Association.
 2. All such registrations shall be presented to the Board and minuted at the first Board Meeting following entry into the records.
 3. The Board Member concerned must declare all conflicts of interest at the earliest time after the conflict is identified.
 4. The Board shall determine whether or not the conflict is of a material nature and shall advise the individual accordingly.
 5. Where a conflict of interest is identified and/or registered, and the Board has declared that it is of material benefit to the individual or material significance to the Association, the Board Member concerned shall not vote on any resolution relating to that conflict or issue.
 6. The Board Member shall only remain in the room during any related discussion, or take part in any related discussion, with Board approval.
 7. The Board will determine what records and other documentation relating to the matter will be available to the Board Member.
 8. All such occurrences of a conflict of interest and the steps taken shall be minuted.
 9. Individual Board Members, aware of a real or potential conflict of interest, or aware that there may be a possible conflict of interest, of another Board Member have a responsibility to bring this to the notice of the Board.

2. CODE OF ETHICS AND PROPER PRACTICE

POLICY

The Board is committed to the adoption of ethical conduct in all areas of its responsibilities and authority.

Board Members shall:

1. act honestly and in good faith at all times;
2. declare all interests that could result in a conflict between personal and Association priorities;
3. 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;
4. ensure scrupulous avoidance of deception, unethical practice or any other behaviour that is, or might be construed as, less than honourable in the pursuit of the Association's business;
5. not disclose to any other person confidential information other than as agreed by the Board or as required under law;
6. act in accordance with their fiduciary duties, complying with the spirit as well as the letter of the law, recognising both the legal and the moral duties of the role;
7. abide by Board decisions once reached notwithstanding a Board Member's right to pursue a review or reversal of a Board decision;
8. not to do anything that in any way denigrates the Association or harms its public image;

The Board shall:

1. ensure that there is an appropriate separation of duties between itself and the CEO;
2. make every reasonable effort to ensure that the Association does not raise community, supplier or stakeholder expectations that cannot be fulfilled;
3. meet its responsibility to ensure that all staff employed by the Association are treated with due respect and are provided with a working environment and working conditions that meet all reasonable standards of employment as defined in relevant workplace legislation;
4. regularly review its own performance as the basis for its own development and quality assurance;
5. carry out its meetings in such a manner as to ensure fair and full participation of all Board Members;
6. ensure that the Association's assets are protected through a suitable risk management strategy.

Section B.

BOARD PROCESSES

PRINCIPLES

1. The Board represents its owners (the Centres and through them the Individual Registered Members) and other stakeholders, exercising a duty of care, moral and legal, for the organisation and all its stakeholders.
2. The Board – CEO relationship is a partnership that is approached in that spirit with mutual respect and support for the interdependent but separate roles.
3. The CEO is the Board's sole direct employee in whom is vested accountability for the operational organisation with all other staff being under the management of the CEO.
4. The Board should direct the CEO by providing clearly defined outcomes to be achieved and policy parameters (Delegation Policies) within which the CEO must remain.
5. The Board's delegation to the CEO must be unambiguous; the Board must stand behind its own policies.
6. The Board's assessment of the CEO's performance is based on the performance indicators agreed at the commencement of a performance year (or period) as negotiated.
7. Monitoring and evaluation of the CEO's and the Association's performances should be built around a rigorous and continuing process.
8. The Board must add value to the organisation over and above that added by the CEO and staff.
9. The Board shall have an emphasis on continuous improvement for itself and individual Board Members.
10. The Board shall aim to be as good at its job as it expects the CEO and staff to be at theirs.
11. The Chairperson is a first among equals, fulfilling the role of servant leader to the Board.

1. OVERARCHING GOVERNANCE PROCESS

POLICY

The Board's task, on behalf of its owners, is to ensure that the Association achieves its mission, its strategic goals and its objectives and, in so doing, meets all the legal and moral responsibilities and requirements accompanying 'best practice' corporate governance.

2. CONNECTION WITH KEY STAKEHOLDERS

POLICY

The Board acts in trusteeship for the Association's owners and key stakeholders.

1. The Board will gather information about their concerns, needs and aspirations.
2. The Board will remain up-to-date in relevant industry related matters.
3. The Board will report to its owners on a regular basis on the performance of the organisation

3. BOARD COMMITTEES AND WORKING PARTIES

POLICY

The Board will establish sub-committees and working parties to support it in its workings, which should not conflict with the CEO's delegated responsibilities, except in instances of performance evaluation of same.

1. Committees and Working Parties will have Terms of Reference or Role Definitions clearly defining their roles, life span, procedures and functions and the boundaries of their authority, reviewed annually.
2. Unless specifically empowered by the full Board, committees or working parties cannot make binding Board decisions or speak for the Board. For the most part, the function of committees and working parties, in fulfilling their role, is to make recommendations to the Board.
3. However, a decision of a Board Committee or Working Party exercising delegated authority is a decision of the Board and should be treated by the CEO accordingly.
4. Committees and Working Parties may co-opt outside members from time to time in order to bring additional skills, experience or networks.
5. Committees and Working Parties cannot exercise authority over staff nor shall they delegate tasks to any staff unless the Board or CEO has specifically agreed to such delegation.
6. Board committees and Working Parties should not mirror operational divisions, departments or staff functions.

4. DELEGATION TO THE CEO

POLICY

The Board delegates to the CEO responsibility for the implementation of its Policies, Procedures and Directions while complying with the boundaries and constraints imposed by the CEO Delegation Policies.

1. The Board will develop a clear and unambiguous statement defining the organisation's strategic direction. This will make clear the performance indicators to be applied by the Board when reviewing organisation and CEO performance.
2. The Board will make it clear to the CEO, in writing, any constraints or limits it chooses to place on his or her freedom to take actions or make decisions that the Board deems to be unacceptable within the delegation.
3. The CEO is responsible for the employment, management and performance evaluation of all staff employed/contracted to the organisation.
 - (a) Unless specifically agreed by the Board or CEO, individual Board Members will not instruct staff in any matters relating to their work;
 - (b) The Board's performance evaluation responsibilities are restricted to the CEO.
4. Always within the proviso that the CEO's decisions must be consistent with and not defeat the stated intent and the spirit of the Board's policies, he/she is authorised to establish all operational policies, decisions, practices and activities.
5. The Board may change its Policies, Procedures and Directions and CEO Delegation Policies, thereby shifting the boundary between Board and CEO domains. By doing so, The Board changes the latitude of choice given to the CEO. But as long as any particular delegation is in place and the CEO can demonstrate compliance with the intent and spirit of the Board's policies, the Board will respect and support the CEO's choices.

6. The CEO may defer instructions or requests from individual Board Members or from unofficial groups of Board Members if, in the CEO's opinion, such requests or instructions are:
 - (a) inconsistent with the Board's policies;
 - (b) an unjustifiable cost to the organisation; or
 - (c) an unjustifiable priority or use of time for the CEO or other staff members.
7. The CEO must notify the President of the use of point six (6) who in turn must notify the individual and the Board.
8. The expert knowledge and experience of individual Board Members is available to the CEO upon request.

5. MONITORING CEO PERFORMANCE

POLICY

The CEO's performance will be continuously, systematically and rigorously assessed by the Board against achievement of the Association strategic goals and objectives and compliance with CEO Delegation Policies. The Board will provide regular performance feedback to the CEO.

1. The Board's assessment of the CEO's performance will include those performance indicators that have been agreed at the commencement of the performance year (or period);
2. The standard applied to all facets of the performance assessment shall include that the CEO has met or can demonstrate compliance with the intent or spirit of the Board's policies/statements;
3. There will be a bi-annual and if not possible, at least an annual formal appraisal of the performance of the CEO. The timing, format and process for this meeting will be negotiated between the CEO and the Board at the beginning of the performance year;
4. The Executive Committee may assist the Board in this process and may take recommendations to the Board;
5. If at any time the Board engages an outside evaluator to assist the Board to conduct an assessment of the CEO's performance, the process must be consistent with this policy. Any such evaluator is a contractor to the Board, not to the CEO;
6. The above clauses do not waiver or override the requirement for more regular performance appraisals of the CEO based on specifics of performance should the Board deem it necessary.

6. AGENDA PLANNING

POLICY

To meet the standards of good governance, the Board will follow a one year agenda that:

- 1. regularly reviews results, policies and relevant strategic issues;**
- 2. provides assurance that all relevant compliance requirements are addressed; and**
- 3. improves Board performance through education and continual focus on its governance effectiveness.**

The Board will develop an annual agenda setting out a framework for its year's work. Recurring and once-off agenda items should include:

- (a) Scheduled review of the Association's results as indicated in the Strategic Plan and Board Directions, via CEO reports and presentations;
- (b) Scheduled time for strategic thinking;
- (c) Scheduled assessment of organisational risk;
- (d) Consultations with key stakeholders as appropriate;
- (e) Governance education;
- (f) Other policy compliance monitoring both in respect of the CEO Constraints and Board Processes policies;
- (g) Board effectiveness review;
- (h) CEO performance appraisal review meeting and remuneration review;
- (i) Preparation for or review of Annual Conference and AGM matters;
- (j) Report of CEO meeting with the External Auditor;
- (k) Scheduled reporting by Board Committees.

7. BOARD MEMBER INDUCTION

POLICY

The Board will provide to all new Board Members a thorough induction into the affairs of both the Board and the Association at large.

1. All prospective Board Members will be provided with all relevant information.
2. Prior to attendance at their first Board Meeting, new Board Members will:
 - (a) Receive a copy of the Board Resource Handbook including Governance Policies, Constitution including the Rules, By-Laws, Policies and other relevant legal governance documentation, current and recent meeting papers, an organisation chart, a copy of the current Board Members and their contact details, a glossary of key terms and acronyms, the current year's meeting schedule and the annual agenda.
 - (b) Meet with the President for a governance familiarisation. This meeting may be held as a group session or with individuals.
 - (c) Meet with the CEO for an operational familiarisation.

8. BOARD DEVELOPMENT

POLICY

The Board's value-adding role requires that all Board Members must have access to professional development relevant to their duties as a Board Member.

1. The Board will make every reasonable effort to facilitate training for all Board Members and for the Board as a whole to maximise the value-adding contribution to the Association.
2. The Board will carry out an annual review of its performance.
3. To assist it to fulfil its monitoring responsibilities, the Board may engage outside assistance. This includes but is not limited to a financial audit.
4. All expenses associated with governance effectiveness will be designed to ensure the development of the highest standard of governance, meeting costs associated with effective communication with owners and other key stakeholders, for example, surveys and associated analysis, focus groups and so on..

9. CHAIRPERSON ROLE DESCRIPTION

POLICY

The Chairperson provides leadership to the Board, ensuring that the Board's processes and actions are consistent with its policies. As appropriate the Chairperson represents the Board and the Association to outside parties.

1. The Chairperson is empowered to chair Board Meetings
 - The content of Meeting discussions will be confined to governance matters as defined in the Board's policies.
 - All Board Members will be treated fairly and even-handedly.
 - All Board Members will be encouraged and enabled to make a contribution to the Board's deliberations.
2. There may be times when the Chairperson is called upon to interpret a Board policy or policies to outside parties in the absence of the Board. All such interpretations shall reflect both the stated intent and spirit of the policy/policies.
3. The Chairperson has no authority to change unilaterally any aspect of Board policy.
4. With the approval of the Board, the Chairperson may establish a regular communication arrangement with the CEO in which there is an exchange of information. This might also provide an opportunity for the CEO to use such sessions as a sounding board for proposed actions or to check interpretations of Board policy. However,
 - the Chairperson will recognise that such sessions are not used to personally supervise or direct the CEO except when the CEO has breached Board policy;
 - the Chairperson will not inhibit the free flow of information to the Board necessary for sound governance. Therefore the Chairperson will never come between the Board and its formal links with the CEO.
5. The Chairperson may delegate aspects of the authority accompanying the position but remains accountable for the overall role.

Section C. CEO DELEGATION

PRINCIPLES

1. The Board has a role to characterise risks and ensure that strategies to minimise or mitigate these are put into place and implemented.
2. The Board has a responsibility to ensure that it has in place a succession plan for its own members and for its senior management.
3. The Board should direct the CEO by providing clearly defined outcomes to be achieved and policy parameters (Delegation Policies) within which the CEO must remain.
4. The Board represents its owners exercising a duty of care, moral and legal, for the organisation and all of its stakeholders.
5. The Board-CEO relationship is a partnership that is approached in the spirit of mutual respect and support for the interdependent but separate roles.
6. The CEO is the Board's only direct employee, all further staff being under the management of the CEO.

1. EMERGENCY CEO & SENIOR MANAGEMENT SUCCESSION

POLICY

The Board recognises that one of its major risks is the loss of key personnel, particularly its CEO. To this end the CEO must not fail to ensure that there is in place an emergency management regime that can operate in the event of an unexpected loss of his or her services. There must also be at least one person capable of responding to Board concerns and requirements at a level necessary for effective governance.

The Board imposes the following constraints. The CEO must:

1. Ensure that there is in place an emergency management regime that can operate in the event the unexpected loss of his or her services.
2. Ensure that there is at least one person capable of responding to Board concerns and requirements at a level necessary for effective governance.

2. PROTECTION OF ASSETS

POLICY

The CEO shall take all prudent and reasonable actions to ensure that the Association's assets, physical and intellectual, are protected against all foreseeable damaging circumstances.

The Board imposes the following constraints. The CEO must:

1. permit only authorised person to handle cash;
2. process the receipt or disbursement of funds within controls acceptable to the duly appointed auditor;
3. deposit funds only in Board approved institutions;

4. insure the assets of the Association for values not less than is considered necessary for prudent risk management;
5. ensure that any purchase of goods or services is protected against conflict of interest;
6. allow employees to drive the Association's or rental vehicles only if they hold a current driver's licence in the appropriate category or if their driving record does not cause the vehicle insurance to be restricted or cancelled

3. COMMUNICATION AND SUPPORT TO THE BOARD

POLICY

The CEO shall ensure that the Board remains informed about issues and concerns essential to the meeting of its duty of care, the carrying out of its responsibilities and the meeting of its accountabilities to its owners and its key stakeholders.

The Board imposes the following constraints. The CEO must:

1. provide support and information in a timely, accurate, unbiased and understandable fashion addressing the various issues to be monitored by the Board;
2. be truthful in all discussions, correspondence and dealings with any internal, external or associated parties of the Association;
3. provide financial reports that:
 - (a) make significant trends clear;
 - (b) provide data relevant to agreed benchmarks and Board agreed measures;
 - (c) provide additional financial data as determined by the Board from time to time.
4. inform the Board of significant external environmental trends, achievement of, or progress towards, the achievement of the Board's Strategic Plans and Objectives , and of changes in the basic assumptions upon which the Board's policies (both Strategic and Delegations) are based;
5. inform Board Members when for any reason there is actual or anticipated non-compliance with a Board policy;
6. inform the Board of any breach of any externally imposed compliance requirement;
7. inform the Board of any serious legal conflict or dispute or potentially serious legal conflict or dispute that has arisen or might arise in relation to matters affecting the Association;
8. ensure that the Board is provided with the necessarily wide range of views and perspectives in support of effective decision making;
9. bring to the Board's notice such occasions when it is in breach of the Board Processes or linkage policies, particularly when this relates to the CEO's ability to carry out his/her responsibilities;
10. deal with the Board as a whole except when responding to individual requests for information or requests from Board Committees or Working Parties.
11. ensure that equipment is not subjected to unauthorised or improper use, improper purposes , or significant damage;
12. ensure that there is adequate protection for intellectual property, information and files of staff, customers or the Association against loss, common damage or theft;

13. ensure that there are appropriate and effective security systems in place to adequately safeguard staff or the Association's property against loss, common damage or theft;
14. maintain an appropriate asset register;
15. ensure that the premises meet appropriate local and/or government standards and/or any other statutory or minimum code requirements;
16. maintain a current assessment and evaluation of the risk factors that could conceivably disrupt the Association's effective and efficient operations and ensure that there are plans and systems that, in times of disruptive events, will allow continuity.

4. OVERARCHING CEO CONSTRAINT

POLICY

The Board will make clear the limits of freedom it allows its CEO in the design of operational methods and the choice of actions and decisions. These will be known as CEO Delegation Policies and will form the basis of the Board's delegation to the CEO.

The Board imposes the following constraints:

The CEO must not take, or approve any action in the name of the organisation that is in breach of the law, is imprudent or which contravenes any organisation specific or commonly held business or professional ethic.

5. FINANCIAL PLANNING

POLICY

Budgeting/financial planning for any financial year or the remaining part of any financial year shall be designed to ensure the achievement of the Board determined results.

The Board imposes the following restraints:

In developing the operational financial plan with the Finance Director, the CEO must:

1. demonstrate,
 - (a) a credible projection of revenues and expenses;
 - (b) separation of capital and operational items;
 - (c) projection of cash flows; and
 - (d) disclosure of planning assumptions.
2. maintain financial risk within Board determined parameters;
3. incorporate/accommodate medium to long term financial plans/projections and long term business direction;
4. ensure that it anticipates the achievement of a 'bottom line' not materially different from that determined by the Board, e.g. a predetermined surplus, acceptable deficit or balanced budget;
5. ensure that it does not threaten the achievement of Board determined financial ratios;
6. provide for current and future capital requirements;
7. provide for the Board's developmental and other expenditure;
8. plan for the Board determined spread of revenue sources; or

9. demonstrate responsible management of the organisation's assets.

6. FINANCIAL MANAGEMENT

POLICY

The CEO is responsible for the day-to-day financial management of the organisation. In carrying out this duty he/she must ensure nothing is done, or authorised to be done, that could in any way cause financial harm or threaten the organisation's financial integrity.

The Board imposes the following constraints.

In managing the day-to-day financial affairs of the organisation the CEO must:

1. use any organisational funds, enter into any contracts, or accept other liabilities only for the furtherance of Board approved purposes and priorities;
2. only expend funds that have been received in the financial year unless offset by approved borrowings or approved withdrawals from reserves;
3. ensure that undisputed invoices from suppliers of goods and services are paid within trade credit terms agreed with those suppliers;
4. pay staff in accordance with their employment contracts;
5. authorise expenditure only within the levels established by the Board and within the approved budget;
6. meet all government imposed compliance requirements or payments on time and to standard;
7. ensure that the Association does not violate Australian Accounting Standards;
8. acquire, encumber or dispose of land or buildings only with the appropriate authorisation of the Board;
9. ensure that there are limitations on expenditure and adequate controls on the use credit or other purchases cards by card holding staff; or
10. assertively pursue receivables overdue;
11. Not commit the organisation to any expenditure that could be considered frivolous or excessive.

7. REMUNERATION AND BENEFITS

POLICY

In managing the setting and review of salaries and benefits, the CEO must not make decisions or promises that would in any way cause or threaten financial harm to the Association.

The Board imposes the following constraints.

The CEO must:

1. not change his/her own remuneration;
2. Seek approval from the Board before employing new staff or significantly altering a current staff member's responsibilities;
- 3.
4. have regard for the employee's skills and experience, negotiated salary scales, award rates and market conditions for such skills and experience when establishing employee remuneration and benefits;
5. ensure that any obligations made can be met over the projected period of the individual's term of employment or over a period for which revenues can realistically be projected;
6. ensure that unfunded liabilities are avoided and only commit the Association to benefits that incur predictable future costs;
7. ensure that promises or guarantees of long term employment are only offered under circumstances when such promises or guarantees can be realistically honoured;
8. honour staff entitlements accrued or carried forward;
9. Minimise salary and wage expenditure and not remunerate above skill requirements for the position; and

8. EMPLOYMENT CONDITIONS

POLICY

In exercising the delegation of the management of staff and volunteers , the CEO must ensure that there is provided a workplace environment conducive to sound workplace practices, consistent with workplace legislation and the Association's core corporate values.

The Board imposes the following constraints:

The CEO must:

1. provide staff with clear guidelines as to their rights, entitlements and workplace obligations;
2. provide staff with safe dignified and fair working conditions as defined in relevant workplace legislation;
3. ensure that employees and volunteers maintain their right to an approved and fair internal grievance process;
4. provide employees with access to the Board to express a grievance when,
 - (a) the internal grievance process has been properly followed;
 - (b) the grievance asserts that the CEO has breached a Board Policy to his or her detriment; and/or

- (c) the grievance asserts that the Board has not provided adequate protection for the staff member's human rights.

- 5. ensure that all staff members are acquainted with their rights under this policy.

9. MONITORING EMPLOYEE PERFORMANCE

POLICY

In exercising the delegation of the management of staff and volunteers, the CEO must continuously, systematically and rigorously assess the performance of such employees and the adequacy of the position. The CEO will also provide feedback to the Executive Committee on any matters of concern regarding employee performance that could result in disciplinary action.

The Board imposes the following constraints:

The CEO must:

1. Provide staff with clear guidelines as to the roles and responsibilities of their positions;
2. Ensure positions are consistent with the directions and effective workings of the Association;
3. Ensure adequate work load is available for the hours employed and that work is consistent with expectations of the position and the goals, objectives, and directions of the Association;
4. The CEO's assessment of employee's performance will include those performance indicators that have been agreed at the commencement of the performance year (or period);
5. The standard applied to all facets of the performance assessment shall include that the employee has met or can demonstrate compliance with the intent or spirit of the position statement or objectives;
6. There will be an annual formal appraisal of the performance of all employees. The timing, format and process for this meeting will be negotiated between the CEO and the employee at the beginning of the performance year;
7. The above clauses do not waiver or override the requirement for more regular performance appraisals of employees based on specifics of performance should the Board or CEO deem it necessary.

Section D.

CEO CONSTRAINTS

PRINCIPLES

1. The Board has a role to characterise risks and ensure that strategies to minimise or mitigate these are put in place and implemented.
2. The Board represents its owners, moral and legal, exercising a duty of care for the organisation and all of its stakeholders.

1. INVESTMENTS

POLICY

The CEO shall not allow or cause to allow the Association's investment assets to be invested in a manner that threatens its financial security.

The Board imposes the following constraints.

The CEO must not:

1. fail to maintain sufficient liquidity to meet short to medium term financial commitments; or
2. invest in other than Board approved institutions.