



Governance Policy and Procedures

This policy sets out the governance structure and procedures for the proper management of the affairs of the New South Wales Fencing Association (NSWFA).

1. Constitution

The governance of NSWFA will be conducted in accordance with the constitution of the association as approved by a general meeting of members and as varied by members in general meeting from time to time. The constitution sets out membership categories, membership criteria, and the election process for the NSWFA Board and the responsibilities of Directors. The constitution is here:

https://nswfencing.org.au/wp-content/uploads/2016/09/nswfa_constitution.pdf

2. NSWFA Board

Governance of the NSWFA is entrusted to an elected Board comprising up to eight Directors elected for a term of four years at a general meeting of members and two Appointed Directors who may be invited to join the Board for two-year terms to provide the Board with the benefit of their relevant expertise.

If a casual vacancy arises due to the withdrawal of a Director for any reason, the Board may appoint a new Director to fill the position. In this case, the position will be declared vacant and open to election at the next general meeting.

There are four Office Holders – President, Vice-President, Secretary and Finance Director (Treasurer).

Appointment to these positions is made by the elected Directors.

3. Executive Responsibilities

In accordance with the constitution, subject to the Act and Regulations, the Board's responsibilities and powers are:

- (a) control and manage the affairs of the Association,
- (b) exercise all functions as may be exercised by the Association, other than those function that are required be the Rules to be exercised only by a general meeting of members of the Association, and
- (c) perform all acts and do all things as appear to the Executive to be necessary or desirable for the proper management of the affairs of the Association and the achievement of its objects (as per the Rules).

4. Public Officer

The Public Officer of NSWFA shall be the Secretary. The Public Officer will ensure that all statutory requirements are records are kept for future reference.

5. Meetings of the Board

Meetings of the Board shall be as frequent as necessary to carry out the proper management and direction of the NSWFA.

Directors are expected to attend 75% of meetings unless they have a legitimate reason not to attend, e.g. illness. Directors should seek prior approval if they intend to miss more than two meetings, e.g. for travel overseas.

Meetings and the ordinary business of the Board may be conducted by electronic or other communications.

If a vote is required on any matter requiring a decision by the Board, a simple majority of the Directors voting will resolve the matter. If the votes are tied, the President shall exercise a casting vote (in addition to a vote already made by the President). Votes may be conducted by electronic communications.

The Secretary shall advise Board members of the convening of meetings, prepare an agenda and draft minutes of Board meetings for the approval of the Board. The President needs to sign off the final meeting minutes.

6. Confidentiality

At Board meetings and in other communications directors are encouraged to speak up, express their views and ask questions. To encourage free discussion by Directors, proceedings at Board meetings shall be confidential. The minutes shall record decisions made and actions to be taken, but will not attribute comments to particular Directors.

If a Director does not wish to maintain confidentiality on any matter considered by the Board, the Director should consider withdrawing from the Board.

For record keeping, all Directors should use official working emails to communicate all matters unless technical obstacles occur.

7. Director's duties and responsibilities

Fundamentally, all directors have the duty to act in good faith, properly exercise their duty of care and diligence and always put the best interests of NSWFA members first.

Directors are expected to act with integrity, understand their responsibilities by law and contribute on the basis of their expertise and knowledge.

Directors should diligently perform the roles and tasks assigned to them by the President and consult the President if any issues arise about how these duties are carried out.

8. Conflicts of interest

Where a Director has a conflict of interest on any matter being considered by the Board, the member must declare the conflict of interest. The Board will then decide if the conflict is of a nature that requires the member to withdraw from discussion of the matter under consideration and any decisions made by the Board in regard to it. If a Director declares a conflict of interest but does not

wish to state the nature of it, the member must withdraw completely from any discussion or decision making on the matter under consideration.

The declaration of a conflict of interest and the manner in which it is dealt with by the Board must be noted in the minutes.

Conflicts of interest may arise over financial matters, the awarding of contracts, club affiliation, professional or personal matters.

9. Financial Administration

Directors should have a good understanding of finance so they can effectively monitor the organisation's financial performance and verify the correctness of the financial statements.

The proper financial administration of NSWFA is the responsibility of the Finance Director who may delegate administrative functions to a Finance Officer appointed by the Board.

The Finance Director will report to each meeting of the Board the current financial position of NSWFA, a forecast of income and expenses and provide an assurance that the association is able to meet its financial obligations as and when they fall due. A yearly budget must be presented to the board in the first board meeting of every calendar year at the latest and then reviewed at least every six months.

The Finance Director will oversee the preparation and independent audit of the financial accounts for presentation to the annual meeting of members and provide a report to the members on the financial performance of the association.

The Finance Director is also responsible for reviewing the Finance officer's performance yearly and reporting to the President and Vice President.

All payments must be approved in advance by the President and/or the Finance Director.

10. Payment authorisation and operation of NSWFA bank accounts

The President, Vice President and Finance Director are responsible for approval of:

- Payments made to contractors, being the Head Coach and Finance Officer
- Payments made to NSWFA coaches.
- Reimbursement of expenses properly incurred by Directors, staff and members on NSWFA business as follows:
 - (a) By the Finance Director up to \$500
 - (b) By the Finance Director and the President or Vice President up to \$2,000.
 - (c) By the President, Vice President and the Finance Director together up to \$20,000
- Reimbursement of travel costs for coaches assigned to attend national and international fencing events.
- Purchases of equipment and other capital items.

All payments for contracted services, equipment and other capital items above \$20,000 must be approved by the Board.

Two members of the Board and the Finance Officer will be authorised signatories to the association's bank accounts with authority to activate payments via electronic banking.

11. Remuneration of Executive members and expenses incurred

Members of the Board are not entitled to any remuneration by NSWFA in respect of their service as members of the Board.

Members of the Executive are entitled to reclaim reasonable expenses incurred on NSWFA business with the prior approval of the President and/or Finance Director.

12. Policies

In accordance with s38 of the NSWFA constitution, the Board may from time to time publish policies, by-laws or regulations on particular matters which are binding on members of the Association, unless changed by majority vote at a general meeting.

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The NSWFA Governance Policy and Procedures are informed by principles for not-for-profit organisations recommended by the Australian Institute of Company Directors.

Vision and purpose—the board is the guardian of the organisation's vision. The board of directors is responsible for creating the vision - what the organisation does to achieve its purpose - and for reviewing the vision from time to time for currency and validity.

Legal compliance—the board ensures the organisation operates according to Commonwealth, state, and local laws and regulations, and within the objectives set out in its constitution. Organisations operating overseas will be subject to foreign legal requirements.

Reputation—the board ensures stakeholders have confidence in the organisation. Without this the work of the organisation is at risk.

Strategy—the board is responsible for defining how the organisation will achieve its objectives, the organisation's business, its direction and its activities.

Policy—the board is responsible for setting and reviewing policies that underpin the organisation's activities and procedures.

Risk management—the board is responsible for defining the organisation's risk appetite, as well as overseeing and ensuring the review of risk management policies and procedures.

Performance—the board ensures that processes are in place to monitor the organisation's financial and non-financial performance and for the organisation's proper management.

CEO appointment, performance and succession—the board is responsible for formulating the CEO's job description, recruiting the CEO, monitoring his or her performance, and confirming appropriate delegation of authority.

Resources—the board must ensure the organisation has appropriate and secure financial and other resources to implement its strategy and that resources are managed effectively.

Accountability—directors of NFP organisations are required to account to members for the organisation’s performance, as well as account to regulators and other stakeholders. Accounting to stakeholders can present challenges for a board with different representative interests.

Boards should also be accountable for their own performance. They should regularly assess whether the board composition is suitable for the organisation’s operating environment and whether directors are committed and work diligently and collegiately to advance the organisation’s cause.

Sustainability—members and other stakeholders expect the organisation to be managed prudently and judiciously to prolong its life and not jeopardise its operations. Sustainability requires not just financial prudence but also consideration of emerging trends, possible future changes in the operating environment, likely demand for services and changing needs, the business environment in which the organisation operates and community expectations, among other things.

Duties and Responsibilities of the Not-for-Profit Director

Advocacy—the board must ensure that, should the organisation promote or oppose a change on any matter of law or policy, it is done in line with the rule of law and the established system of government. The board of directors must understand any restrictions placed upon the use of monies received from government grants as this may specifically exclude advocacy.

Fundraising—the board must have a clear understanding of how money is raised, including any fundraising operations. It must ensure there are appropriate and lawful processes in place to manage money raised and appropriately acquit any grants or funding received, particularly from government departments.

Organisational websites and governing documents, particularly annual reports, usually outline the role of the board and its specific governance responsibilities. In practice, boards work in different ways in response to the organisation’s size and maturity, the board’s skills and capabilities, and the environment in which it operates.

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