



## **Wheelchair Rugby League Australia Limited**

**ACN 654 789 189**

### **Board Charter**

**Feb 2022**

#### **1. Role of the Board**

- a) The Constitution of Wheelchair Rugby League Australia Limited ACN 654 789 189 (WRLA) states that The Directors “are to manage the Company's business and may exercise those of the Company's powers that are not required, by the Corporations Act or by this Constitution, to be exercised by the Company in General Meeting.
- b) With a duty to act in the best interests of the Company at all times, in the furtherance of the Objects, the Directors must (amongst other duties and requirements as set out in the Corporations Act, the common law, and any Company Policies) ensure that the Company culture and behaviours are underpinned by values which are demonstrated by the Board and embedded in its decisions and actions.
- c) they collectively work together with boards of other Rugby League organisations to govern collaboratively and create alignment to maximise efficient use of resources and implement whole of Rugby League plans.
- d) they oversee the development of the Company's vision and strategy as well as determine what success looks like.
- e) the Board is a diverse group of people who collectively provide different perspectives and experience to facilitate more considered decision-making.
- f) the Company clearly defines and document its structure and the duties, responsibilities and powers of members, directors, committees and management.

- g) through effective processes and continual review of its performance, the Board is able to demonstrate accountability and transparency to its members and stakeholders.
- h) to proactively protect the Company from harm, the Board ensures the organisation has and maintains robust and systematic processes for managing risk.
- i) the Company has measures and protocols to ensure integrity of the sport and safeguard its participants and
- j) the Board has an appropriate system of internal controls to enable it to monitor performance, track progress against strategy and address issues of concern.

## **2. Objectives, Strategies and Risk Management**

- a) To set the objectives and overall direction of the organisation.
- b) To set and review the tone, culture, and standards of the organisation.
- c) To review and approve the strategic plan, and any business plans, for the achievement of the objectives.
- d) To review and approve the annual budget.
- e) To establish and review relevant performance indicators, control mechanisms, and related benchmarks that will allow the Board to satisfy itself that the organisation is being managed properly.
- f) To monitor the performance of the organisation against its financial and other objectives and benchmarks, and to review the implementation of the approved strategies.
- g) To satisfy itself that the risks facing the organisation have been identified, assessed, and that the material risks are being managed appropriately.
- a) To manage the relationships with key stakeholders and affiliates and ensure relationships are aligned with the objectives and strategy of the organisation.

## **3. Appointments and Delegations**

- a) To appoint the CEO/EO, and the Company Secretary, to approve their position descriptions, to review their performance and to arrange appropriate remuneration.
- b) To review and approve the appointment of the CFO/Finance Manager, and other executives reporting directly to the CEO/EO.

- c) To approve remuneration of management.
- d) To review and approve the organisation structure and succession plan.
- e) The day-to-day operations of the organisation including all matters not included in this charter, or Board committee charters, are delegated to the CEO/EO.
- f) To establish Board sub-committees reporting to the Board, to approve written charters for them, to provide guidance to the committees and to appoint their members and terms of reference.

#### **4. Board Policies**

- a) To approve and adopt the following charters, policies, delegations, codes, and protocols:
  - this Board Charter
  - the Charters of all Committees established by the Board
  - the delegation and responsibility of the CEO/EO
  - the delegation and responsibility of the Chair
  - the Code of Conduct of the organisation
  - the Directors Code of Conduct
  - the policy related to risk management and oversight
  - the policies related to compliance with the law and community standards
  - Regional and State Affiliates Policy
  - the stakeholder communications policy and;
  - any such policies as the Board may determine.
- b) To review, and adapt to changing circumstances, the above documents and to satisfy itself that the documents are consistent with the law and with any changes to the overall direction and strategy of the organisation.
- c) To monitor compliance with the charters, delegations, policies, codes and protocols and for this purpose to establish relevant performance indicators, benchmarks and reporting procedures, and to receive appropriate reports.

#### **5. Financial Matters and Reports**

- a) To review the organisation's financial reports and approve annual reports and statutory accounts.
- b) To satisfy themselves about the independence and competence of the external auditors.
- c) To approve the Directors' Report and Directors' Declaration.
- d) To review and approve the reports of the CEO/EO of risk management and internal compliance.
- e) To approve the accounting policies of the organisation.
- f) To review and approve acquisitions, mergers, and divestitures.
- g) To approve any proposals for borrowing or giving security over assets.
- h) To approve capital and other expenditures above levels which the Board has delegated to management.
- i) To approve any proposals concerning purchase, sales or lease of land or buildings.
- j) To approve any donations or sponsorships.

## **6. Composition and Effectiveness of the Board**

- a) The constitution provides that there be no less than five, nor more than nine Directors.
- b) To review the Board composition annually and to consider the independence of each director and balance of skills and perspectives needed to maximise the effectiveness of the Board and its committees.
- c) To approve the content of letters of appointment to the Board.
- d) To arrange for the effectiveness of members of the Board to be continually enhanced through continuing professional development of the Board, including appropriate induction training of new Directors.
- e) To prepare Director's skills matrix identifying gaps and opportunities
- f) To review the performance of the Board annually and to agree to appropriate changes to maintain its effectiveness.

## **7. Meetings of the Board**

- a) The Board shall meet at least six times per year. Additional meetings may be convened as necessary.
- b) The Board may meet by electronic means.

- c) The Board may invite appropriate members of management or other stakeholders to attend its meetings.
- d) The non-executive directors shall meet periodically in the absence of management.
- e) The Board shall adopt an agenda to facilitate the discharge of its responsibilities, and this will form the basis of its meetings.
- f) The Board shall approve arrangements for the Annual General Meeting and any other meetings of members.
- g) Board Papers should be distributed at least one week before Board meetings.

## **8. General**

- a) This Charter must be read in conjunction with the Constitution of WRLA.
- b) This Charter is subservient to the Constitution of the WRLA and the Corporations Act 2001, to the extent of any inconsistency.
- c) This Charter will be reviewed every two years if not sooner.