



# CORPORATE GOVERNANCE STATEMENT

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## 1. Introduction

Swimming Queensland (hereinafter referred to as “the Association”) is committed to the highest level of accountability and maintains high standards in corporate governance practice.

The practices outlined in this Statement aim to assist the organisation go beyond compliance and achieve excellence in all areas of its operations.

The Association aims to embed the various aspects of good corporate governance in all its activities. The Association’s Board, Chief Executive and staff will carry out their respective roles efficiently and at the highest standard, and in a manner that promotes confidence in the Association’s leadership within the swimming community in this State.

The Association’s Board of Directors will annually review this Corporate Governance Statement with a view to continually improving the organisation’s governance practices by assessing their effectiveness.

## 2. The Role of the Board

The Board is ultimately responsible for all matters relating to the running of the Association.

The Board is responsible for the management and control of the business affairs of the Association in a manner which is in the best interests of its Members and the sport of swimming, that promotes and achieves the objects of the Association as defined in its Constitution, and that supports the activities of the affiliated Regions and Clubs.

The Board is responsible for and has the authority to determine all matters relating to policies, practices, management, and accountability of the organisation.

It is required to do all things that may be necessary to be done in order to carry out the objectives of the Association.

In carrying out its governance role, the main task of the Board is to drive performance of the Association, promote and advance the success of the sport of swimming, and foster its relationships with Members, Affiliates, Swimming Australia and key stakeholders.

The Board must also ensure that the Association complies with all its contractual, statutory and any other legal obligations, including requirements of any regulatory body.

The Board may delegate some of its powers to Sub-Committees, individual Directors and officers.

The principal functions and responsibilities of the Board include the following:

- Providing leadership to the Association by:
  - Guiding the development of an appropriate culture and values for the Association through the establishment and review of Codes of Conduct, rules and procedures to enforce ethical behaviour;
  - Always acting in a manner consistent with the Association’s culture and Code of Conduct;



- Overseeing the development and implementation of appropriate strategies by:
  - Working with the Chief Executive, Association staff and where appropriate Affiliates and Stakeholders to ensure that an appropriate strategic direction and goals are in place;
  - Regularly reviewing and amending or updating the Association's strategic direction and goals;
  - Ensuring that an appropriate set of internal controls is implemented and reviewed regularly;
  - Overseeing planning activities including the development and approval of strategic plans, annual plans and budgets;
  - Reviewing the progress and performance of the Association in meeting these plans and corporate objectives, including reporting the outcome of such reviews on at least an annual basis;
  - Ensuring corporate accountability to the Members, Affiliates and key Stakeholders primarily through adopting an effective communications strategy, encouraging effective participation at general meetings and, through the President, being the key interface between the Association and its stakeholders;
- Overseeing the control and accountability systems that ensure the Association is progressing towards the goals set by the Board and in line with the Association's purpose, the agreed corporate strategy, legislative requirements and stakeholder expectations;
- Being responsible for the Association's senior management and personnel including:
  - Directly managing the performance of the Chief Executive including:
    - appointing and remunerating the Chief Executive;
    - providing advice and counsel to the Chief Executive including formal reviews and feedback on his or her performance;
    - overseeing the development or removal of the Chief Executive, where necessary;
  - Ratifying the appointment, the terms and conditions of the appointment and, where appropriate, removal of other senior staff members; and
  - Delegating appropriate powers to the Chief Executive and Sub-Committees to ensure the effective day-to-day management of the business and monitoring the exercise of these powers.

### 3. Board Structure

#### 3.1 Number of Directors

The Association's Constitution provides that the Board shall be comprised of 7 Directors with no more than 2 members from any one affiliated Club.

The constitution also provides that all Directors shall be non-executive Directors. That is, an officer of the Association cannot retain a position of employee if elected to the Board. Similarly, an officer of an affiliated Region or Club cannot retain that position if elected to the Board.



This ensures that all Board discussions or decisions relating to any particular matter have the benefit of outside views and experience, and that the majority of Directors are free of any interests or influences that could, or could reasonably be perceived to, materially interfere with the Director's ability to act in the best interests of the Association.

### **3.2 Appointment of Treasurer**

The Board will appoint a Director as Treasurer, and this Director will take responsibility for ensuring, in consultation with the Chief Executive, that the finances of the Association are managed in accordance with appropriate standards and practice.

### **3.3 Appointment of Directors**

The appointment of Directors shall be made in accordance with the relevant provisions of the Constitution of the Association.

### **3.4 Duration of Appointment**

The duration of appointment that each Director may serve for shall be in accordance with the relevant provisions of the Constitution.

It is envisaged that Directors shall remain on the Board until required to vacate the office by law or as detailed in the Constitution.

## **4. The Role of Individual Directors**

Each Director has a duty to act in good faith for proper purposes and in the best interest of the Association, its Members, Affiliates, and employees, key Stakeholders and the swimming community.

Directors have responsibility for the overall successful operations of the Association, including:

- Financial operations and solvency;
- All matters as prescribed by law; and
- The strategic direction of the Association.

Directors will decide what Association matters are delegated to Sub-Committees, specific Directors or management, and what controls are in place to oversee the operation of those delegated powers.

### **4.1 Statutory and Common Law Duties**

In accordance with statutory requirements, and in keeping with developments at common law, Directors shall:

- Discharge their duties in good faith and honesty in the best interests of the Association, its Members, Affiliates and Stakeholders;
- Owe a fiduciary duty to the Association using powers of office for proper purpose, in the best interests of the Association and the swimming community as a whole;
- Exercise a reasonable degree of care and diligence, demonstrating commercial reasonableness in their decisions;
- Inform themselves about the role and obligations of a Director;



- Inform themselves about the role and function of the organisation;
- Avoid conflicts of interest;
- Disclose any conflicts or potential conflicts of interest that may arise;
- Act for the benefit of the Association;
- Not make improper use of information gained through his or her position as a Director;
- Not make improper use of his or her position of Director;
- Not allow personal interests, or the interest of any associated person, to conflict with the interests of the Association;
- Make reasonable inquiries to ensure that the Association is operating efficiently, effectively and legally towards achieving its goals; and
- Undertake diligent analysis of all proposals placed before the Board.

Whilst the Association is constituted under the *Associations Incorporation Act 1981 (Qld)*, the Association has the legal capacity and powers of a company as set out under section 124 of the *Corporations Act 2001 (Cth)*.

In that regard Directors, in accordance with relevant provisions of that legislation, are required to:

- Exercise a reasonable degree of care and diligence – Section 180;
- Act in good faith in the best interests of the corporation, and for proper purpose – Section 181;
- Not make improper use of position – Section 182; and
- Not make improper use of information - Section 183.

#### 4.2 Expectation of Directors in Board Process

Since the Board needs to work together as a group, Directors need to establish a set of standards for Board meetings.

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. This will include, but not be limited to:

- Behaving in a manner consistent with the letter and spirit of the Code of Conduct;
- Acting in a businesslike manner;
- Acting in accordance with the Constitution and Board policies;
- Addressing issues in a confident, firm and friendly manner;
- Preparing thoroughly for each Board and Sub-Committee meeting;
- Using judgment, commonsense and tact when discussing issues;
- Minimising irrelevant conversation and remarks;



- Ensuring that others are given a reasonable opportunity to put forward their views;
- Refraining from interruption or interjection when a speaker has the floor; and
- Being particularly sensitive in interpreting any request or direction from the President that aims to ensure the orderly and good-spirited conduct of the meeting.

Directors are expected to be forthright in Board and Sub-Committee 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 judgment.

Outside the boardroom, however, Directors will support the letter and spirit of Board decisions in discussions with all Members, Affiliates, Stakeholders and other special interest groups, staff, suppliers and any other parties.

Directors will keep confidential all Board discussions and deliberations. Similarly, all confidential information received by a Director in the course of the exercise of the Director's duties remains the property of the Association and is not to be discussed outside the boardroom. It is improper to disclose it, or allow it to be disclosed, without appropriate authorisation.

## 5. The Role of the President

The President's role is a key one within the Association. The President is considered the "lead" Director and utilises his/her experience, skills and leadership abilities to facilitate the governance processes.

There are two main aspects to the President's role. They are the President's role within the boardroom and the President's role outside the boardroom.

### 5.1 Inside the Boardroom

Inside the boardroom, the role of the President is to:

- Establish the agenda for Board meetings in consultation with the Chief Executive;
- Chair Board meetings;
- Be clear on what the Board has to achieve, both in the long and short term;
- Provide guidance to other Board members about what is expected of them;
- Ensure that Board meetings are effective in that:
  - the right matters are considered during the meeting (for example, strategic and important issues);
  - matters are considered carefully and thoroughly;
  - all Directors are given the opportunity to effectively contribute; and
  - the Board comes to clear decisions and resolutions are noted;
- Brief all Directors in relation to issues arising at Board meetings;
- Ensure that the decisions of the Board are implemented properly;



- Ensure that the Board behaves in accordance with its Code of Conduct; and
- Commence the annual process of Board evaluation.

## 5.2 Outside the Boardroom

Outside the boardroom, the role of the President is to:

- In conjunction with the Chief Executive, undertake appropriate public relations activities;
- Be the spokesperson for the Association at the annual general meeting and in the reporting of performance achievements and financial results;
- Be the major point of contact between the Board and the Chief Executive;
- Be kept fully informed of current events by the Chief Executive on all matters which may be of interest to Directors;
- Regularly review with the Chief Executive, and such other senior officers as the Chief Executive recommends, progress on important initiatives and significant issues facing the Association;
- Provide mentoring for the Chief Executive; and
- Initiate and oversee the annual Chief Executive evaluation process.

## 6. The Role of the Chief Executive

The Chief Executive is responsible for the attainment of the Association's goals and vision for the future, in accordance with the strategies, policies, programs and performance requirements approved by the Board. The position reports directly to the Board.

The Chief Executive's primary objective is to ensure the ongoing success of the Association through being responsible for all aspects of the management and development of the Association.

The Chief Executive must have an in-depth knowledge of the sport of swimming and its structures, and have credibility to fulfil the requirements of the role.

The Chief Executive will manage a team responsible for all functions contributing to the success of the Association and the sport of swimming.

The Chief Executive's specific responsibilities will include:

- Ensuring Board processes, including the preparation of Board and Committee meeting agendas and the taking of minutes, are conducted in an efficient manner;
- Developing, in conjunction with the Board, the Association's vision, values, and goals;
- Achievement of corporate goals and objectives;
- Development of short, medium and long-term corporate strategies and planning to achieve the Association's vision and overall business objectives;
- Preparation of business plans and reports;



- Advising the Board on the most effective organisational structure and overseeing its implementation;
- Assessment of business opportunities of potential benefit to the Association;
- Maximising available resources, encouraging staff commitment and aligning the corporate culture with the organisation's goals and objectives;
- Establishing and maintaining effective and positive relationships with Directors, Members, Affiliates, Stakeholders, national bodies, including Swimming Australia, and other government and business liaisons;
- Undertaking the role of key spokesperson for the sport of swimming in Queensland;
- Recommending policies to the Board in relation to a range of organisational issues including delegations of authority, consultancies and performance incentives;
- Ensuring statutory, legal and regulatory compliance and complying with corporate policies and standards;
- Selecting and appointing key staff; and
- Ensuring there is an appropriate staff appraisal system in place in the Association.

## 7. Board Processes

### 7.1 Preparation and Circulation of Board Papers

The Chief Executive is responsible for ensuring the preparation and circulation of Board papers is undertaken in an efficient manner.

The Board papers will be circulated to Directors prior to the Board meeting. If a Board paper relates to a matter in which there is a known conflict of interest with a particular Director then the relevant Board paper will be removed by the Chief Executive on the instructions of the President, from the set of Board papers sent to that Director.

In the case of the President having a conflict of interest, the Board will appoint another Director to make final decisions on the forwarding of Board papers to the President.

### 7.2 Retention of Board Papers

The Chief Executive maintains a complete set of Board papers at the Association's headquarters. However, individual Directors may retain their own Board papers in a secure location.

## 8. Board Minutes

Minutes are to be a concise summary of the matters discussed at a Board Meeting. Minutes will contain a brief reference to relevant Board papers tabled plus any official resolutions adopted by Directors. All decisions will be recorded in the minutes.



## 9. Sub-Committees

The Board currently has seven Sub-Committees:

- Competition Sub-Committee
- Technical Sub-Committee
- Finance Sub-Committee
- Development Sub-Committee
- Awards Sub-Committee
- Planning, Membership and Participation Sub-Committee

The roles and responsibilities of these Sub-Committee, which are defined in the By-Laws of the Association, are provided below.

### *Competition Sub-Committee*

- Advise the Board on policy in relation to competition;
- Recommend to the Board a program of meets to be conducted by Swimming Queensland, including the terms and conditions of entry to such meets;
- Coordinate the compilation of the annual state-wide competition calendar; and
- Provide regular progress reports to the Board.

### *Technical Sub-Committee*

- Advise the Board on policy in relation to technical officiating and the Swimming Rules;
- Be responsible for the recruitment, training and accreditation of new officials;
- Appoint assessors of officials in each region;
- Recommend to the Board an annual program of education and development for technical officials; and
- Examine pools as appropriate to determine their suitability for competition.

### *Finance Sub-Committee*

- Advise the Board on policy in relation to the financial management of the Association;
- Recommend to the Board the annual budget;
- Regularly review and report to the Board on the annual budget and financial performance;
- Provide progress reports to the Board on the organisation's financial performance;
- Oversight the preparation of the annual financial statements; and
- Advise the Board on investments and/or business opportunities



#### *Development Sub-Committee*

- Advise the Board on policy in relation to swimmer and coach development;
- Recommend to the Board an annual program of swimmer and coach development; and
- Provide regular progress reports to the Board.

#### *Awards Sub-Committee*

- Advise the Board on policy relating to SQ awards;
- Recommend to the Board the names of suitable recipients of SQ awards, including life membership; and
- Recommend to the Board the names of suitable recipients for nomination by SQ for other awards, as appropriate.

#### *Planning, Membership and Participation Sub-Committee*

- Coordinate the formation and review of the Association's operational and strategic planning;
- Advise the Board on strategy and policy in relation to membership and participation;
- Recommend to the Board an annual program of membership and participation activities;
- Assess the effectiveness of membership and participation programs and recommend changes/modification where required; and
- Provide regular progress reports to the Board.

The appointments to Sub-Committees of the Board will be made and reviewed by the Board on an annual basis. The review and appointment process will be led by the President.

The Board has the flexibility to appoint ex-officio members to Sub-Committees if the Board forms the view that the operations of a Sub-Committee may be enhanced through the appointment of an external member with qualifications and experience relevant to the activities of that particular Sub-Committee.

## **10. Board and Chief Executive Evaluations**

### **10.1 Board Evaluations**

The Board considers the ongoing development and improvement of its own performance as a critical input to effective governance.

As a result, the Board undertakes an annual evaluation of its performance using the following criteria: Board Role/Structure (Governance and Management), Performance Monitoring, Strategy and Planning, Behaviours, Meeting Process, and Practices/Procedures.

The criteria are based on corporate requirements and the Board discusses the outcome of the evaluation at a Board meeting.



## 10.2 Chief Executive Performance Evaluations

The Chief Executive is subject to an annual performance evaluation. The Chief Executive, in conjunction with the President, shall establish a set of performance targets which are aligned to overall business goals and the Association's requirements of the position.

The performance targets established for the Chief Executive are to be signed off by the entire Board.

The Chief Executive is wholly responsible for the establishment, review and evaluation of performance goals for the Association's other employees.

## 11. Director Induction

New Directors will undergo an induction process in which they will be given a full briefing on the Association. This will include meeting with the Chief Executive and other officers, an induction package and presentations.



## Attachments

1	Swimming Queensland Code of Conduct .....	13
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### Directors Code of Conduct

In accordance with legal requirements and agreed ethical standards, Directors:

- Will act honestly, in good faith and in the best interests of the whole Association;
- Owe a fiduciary duty to the Association as a whole;
- Have a duty to use due care and diligence in fulfilling the functions of office and exercising the powers attached to that office;
- Will undertake diligent analysis of all proposals placed before the Board;
- Will use the powers of office for a proper purpose, in the best interests of the Association as a whole;
- Will demonstrate commercial reasonableness in decision making;
- Will not make improper use of information acquired as Directors;
- Will not disclose non-public information except where disclosure is authorised or legally mandated;
- Will keep confidential, information received in the course of the exercise of their duties and such information remains the property of the Association from which it was obtained and it is improper to disclose it, or allow it to be disclosed, unless that disclosure has been authorised by the person from whom the information is provided, or is required by law;
- Will not take improper advantage of the position of Director or use the position for personal gain;
- Will not take advantage of Association property or use such property for personal gain or to compete with the Association;
- Will protect and ensure the efficient use of the Association's assets for legitimate business purposes;
- Will not allow personal interests, or the interests of any associated person, to conflict with the interests of the Association;
- Will disclose to the Board any potential conflict of interest that may arise and allow the Board to determine whether there is in fact a conflict of interest;
- Have an obligation to be independent in judgment and actions;
- Will take all reasonable steps to be satisfied as to the soundness of all decisions of the Board;
- Will make reasonable enquiries to ensure that the Association is operating efficiently, effectively and legally towards achieving its goals;
- Will not engage in conduct likely to bring discredit upon the Association;
- Will encourage fair dealing by all employees with the Association's Members, Affiliates, key Stakeholders, suppliers, and other employees;



- Will encourage the reporting of unlawful/unethical behaviour and actively promote ethical behaviour and protection for those who report violations in good faith;
- Will give their specific expertise generously to the Association; and
- Have an obligation, at all times, to comply with the spirit, as well as the letter of the law and with the principles of this Code.