

Northern Territory



Surf Life Saving Northern Territory Board Governance Charter

May 2024

Contents

1	THE BOARD	4
1.1	Composition	4
1.2	Powers of the Board.....	4
1.3	Role of the Board	4
1.4	Board Skills.....	5
1.5	Director Terms of Office.....	7
1.6	Director Induction and Training	7
1.7	Annual Evaluation of the Board	8
1.8	Board Meetings.....	9
1.9	Minutes of meetings and reporting to Members	9
1.10	Register of Members.....	9
1.11	Governing Style	10
1.12	Remuneration of Directors	10
1.13	Deputy Chair	10
2	THE CHAIR'S ROLE	10
2.1	The role as Chair	10
2.2	The Chair and the Board	10
3	DIRECTORS	11
4	CEO'S ROLE	11
5	CODE OF CONDUCT	12
5.1	Directors.....	12
6	ANNUAL REPORTS AND ACCOUNTING	14
7	STRATEGIC PLAN	14
8	COMMITTEES	14
8.1	Role of Committees.....	15
8.2	Finance Audit and Compliance Committee (FACC)	15
8.3	Appointments and Remuneration Committee (ARC).....	15
9	DIRECTOR'S DUTY STATEMENT	16
9.1	Legal	16
9.2	General Duties of Good Faith and Care	16
9.3	Duties and Obligations Relating to Conflict of Interest.....	18
9.4	Confidential Information.....	18
9.5	Duty not to Divert Corporate Opportunities.....	19
9.6	Declaration of Director's Interests	20
9.7	Financial	21

10	CEO LIMITATIONS POLICY	22
10.1	Legal Power to Manage	22
10.2	Unity of Control.....	22
10.3	CEO Accountability.....	22
10.4	Delegation to the CEO.....	22
10.5	Monitoring of Performance	23
10.6	Contractual Responsibilities.....	23
10.7	Limitations of the CEO	23
10.8	Legal Responsibilities	24
10.9	Financial Responsibilities	24
10.10	Asset Protection.....	25
10.11	Staff.....	25
10.12	CEO not to be appointed to Board after leaving role.....	25
	ANNEXURE A - DIRECTORS DECLARATION AND CODE OF CONDUCT	26
	ANNEXURE B - FINANCE AUDIT AND COMPLIANCE COMMITTEE TERMS OF REFERENCE	29
	ANNEXURE C - COMMITTEE TERMS OF REFERENCE	30
	ANNEXURE D - COMMITTEE MEMBERS AGREEMENT	31
	ANNEXURE E - DECLARATION OF INTERESTS BY BOARD AND COMMITTEE MEMBERS	32
	ANNEXURE F - CONFLICTS OF INTEREST REGISTER	33
	ANNEXURE H - SLSNTPERFORMANCE AND REPORTING MATRIX	34

SURF LIFE SAVING AUSTRALIA LIMITED

BOARD GOVERNANCE CHARTER

The business of Surf Life Saving Northern Territory (**SLSNT**) is managed by or under the direction of the Board. The Directors may exercise all the powers of SLSNT, except any power the *Associations Act 2003 (Cth)* (**Act**) or the Constitution requires SLSNT to exercise in a general meeting of members. As a registered charity the Board must also comply, and ensure compliance, with the *Australian Charities and Not-for-Profit Commissions Act 2012* (**ACNC Act**).

The Board is responsible for the appointment of a Chief Executive Officer (**CEO**) to do all things necessary for the proper management and administration of SLSNT. The CEO is accountable to the Board.

The Board is also supported by a number of Committees, which are constituted of persons appointed by the Board. These Committees and any special purpose committees and their members are responsible to the Board.

1 THE BOARD

1.1 Composition

The composition of the Board is set out in clause 12 of the Constitution. It comprises no fewer than 4 Directors including:

- a. the President elected under Clause 12 of the Constitution;
- b. 3 elected directors
- c. up to 3 Appointed Directors under Clause 14 of the Constitution; and
- d. the CEO (non voting).

Diversity and Gender equity must be given consideration in the election and appointment of all Directors.

1.2 Powers of the Board

Subject to the Act, the ACNC Act and the Constitution the business of SLSNT shall be managed by, and the powers of SLSNT shall be exercised by, the Board. The Board may exercise all the powers of SLSNT, except any power the Act or the Constitution requires SLSNT to exercise in a general meeting of members.

1.3 Role of the Board

The role of the Board is to:

- a. determine the strategic direction of SLSNT;
- b. review and approve the strategic plan, any business plans and the annual budget;
- c. appoint and review the performance of the CEO including succession planning for the CEO;
- d. approve, monitor and be accountable for the financial and non-financial performance of the organisation including setting fees;

- e. ensure an effective system of internal controls exists and is operating;
- f. ensure policies on key issues are in place and appropriate and that these can be applied effectively and legally to those participants or persons for whom they are intended;
- g. ensure financial and non-financial risks are appropriately identified and managed;
- h. review and approve the Directors' report and Directors' declaration and to ensure adequate and transparent reporting to the Company's members and any relevant authorities;
- i. ensure SLSNT complies with all relevant laws, codes of conduct and appropriate standards of behaviour;
- j. provide an avenue for key stakeholder input into the strategic direction of SLSNT; and
- k. ensure director, board and Chair performance evaluation and professional development occurs regularly.

The Board should meet with the external auditor annually to discuss the findings of the auditor and any identified issues that may have arisen from the audit.

1.4 Board Skills

The President and Elected Directors are elected by the affiliated club members and 3 Directors are appointed by the Board. The desired skills and qualifications for Directors are as follows.

The President shall:

- a. be the nominal head of SLSNT and will act as chairperson of any Board meeting or General Meeting at which they are present;
- b. as chairperson, decide the order in which the business of the meeting will be taken and ensure that discussion at the meeting is on issues that, according to the Constitution and SLSNT policies, belong to the Board or General Meeting;
- c. provide leadership in the conduct of the Board's responsibilities, including setting the agenda and ensuring the meetings take place with adequate frequency;
- d. ensure that the Board as a whole and Directors individually, are able to discharge their responsibilities and to take a lead role in the review of Board and Director performance, including any remedial action required;
- e. be a director of SLSNT and shall comply with this Governance Charter;
- f. be responsible for the liaison, oversight and monitoring of the CEO's performance and activities, on behalf of the Board;
- g. together with the CEO, be a media spokesperson for SLSNT;
- h. be prepared to attend, as far as practicable, special events, meetings, conferences and forums that have effect for SLSNT or its members;
- i. act in an independent way;
- j. be an individual Member of SLSNT; and
- k. comply with the selection criteria set out below:
 - i. have a commitment to the SLSNT objectives, policies, rules and values;
 - ii. have an extensive knowledge of surf lifesaving in general;
 - iii. have a vision for SLSNT;

- iv. have a proven ability to impart the vision of SLSNT to Members;
- v. have proven organisational skills in either business or community activities;
- vi. have a demonstrated ability to understand the wide scope of community issues, attending NFPs;
- vii. have management skills, including financial management, and a good knowledge of the Act and ACNC Act in the areas of corporate governance and directors' duties and responsibilities;
- viii. have a sound career background, which may be as a professional or in the commercial, public or not-for-profit (**NFP**) sectors;
- ix. have excellent presentation, communication and advocacy skills;
- x. have a sound understanding of strategic planning processes and ability to implement the strategic goals of SLSNT;
- xi. have a proven ability to engage the Members; and
- xii. have a proven ability to engage key stakeholders.

Elected Directors shall:

- a. be elected by the affiliated club members;
- b. comply with the selection criteria below and the duty statement for directors of SLSNT.

Details of the skills and experience of the Elected Directors shall be forwarded to SLSNT for inclusion in the SLSNT Board Skills matrix.

The recommended selection criteria for Elected Directors are:

- i. commitment to the SLSNT objects, policies, rules and values;
- ii. Knowledge of surf lifesaving in general;
- iii. previous experience in being a board member;
- iv. demonstrated ability to understand a wide scope of community issues, including requirements and objectives of governing and charitable bodies;
- v. management and administration skills, preferably with knowledge of the Act, the ACNC Act and NFP compliance in the areas of corporate governance and directors' duties and responsibilities;
- vi. excellent presentation, communications and advocacy skills in order to articulate the vision of SLSNT;
- vii. ability to demonstrate major achievement or contributions in previous roles (either in professional vocational capacity or in surf lifesaving);
- viii. ability to work and communicate effectively within the group and with external parties. A candidate must not at any time have acted in a manner prejudicial to, or contrary to the interests or objects of, SLSNT;
- ix. understanding of strategic planning processes and have the ability to implement;
- x. commitment to the role and able to devote sufficient time and energy to the position, including a preparedness to engage in professional development as required by SLSNT; and

Independent Directors shall have specific skills in commerce, finance, risk, marketing, law or business generally or such other skills which complement the Board composition and SLSNT's strategic priorities. They need not necessarily have had experience in or exposure to surf lifesaving but must be prepared to gain an understanding and knowledge of the role and activities/business of SLSNT. An Independent Director does not need to be an Individual member of SLSNT.

Skills for consideration for appointment as an Independent Director include:

- a. commitment to the SLSNT objects, policies, rules and values;
- b. previous experience as a Director of a company;
- c. demonstrated ability to understand wide scope of community issues, including requirements and objectives of governing/charitable bodies;
- d. business, commercial, risk management or management, preferably with knowledge of the Act, the ACNC Act and NFP compliance in the areas of corporate governance and directors' duties and responsibilities;
- e. excellent presentation, advocacy and communication skills, in order to articulate the vision of SLSNT;
- f. ability to demonstrate major achievement or contributions in previous roles;
- g. ability to work and communicate effectively within the group and with external parties. A candidate must not at any time, in the opinion of the Board, have acted in a manner prejudicial to, or contrary to, the interests or objects of SLSNT;
- h. understanding the strategic planning process and have the ability to implement; and
- i. commitment to the role and able to devote sufficient time and energy to the position, including a preparedness to engage in professional development as required by SLSNT; and

President of SLSNT

Nominations of candidates for election as the President must be in the written form prescribed by the Board. Candidates must be nominated and seconded by an Individual Member. Candidates must consent to their nomination.

1.5 Director Terms of Office

The President and Elected Directors are elected or appointed for a 2-year term. The terms of Appointed Directors are determined by the appointing State Centre. Election of President and Elected Directors are staggered to ensure consistent rotations of Directors and to maintain corporate knowledge.

All Directors including the President are eligible for re-election or re-appointment at the end of their term but may only serve in office for ten (10) consecutive years.

1.6 Director Induction and Training

All new Directors will be briefed by the President and the CEO and will receive a copy (either electronically or by hard copy) of the following items:

- a. this governance charter;
- b. organisational chart;
- c. Constitution;
- d. Regulations;

- e. Strategic plan;
- f. Business Plan and Annual Budget;
- g. Most recent Annual Report and Financial Statements;
- h. the last two sets of Board Papers;
- i. links to the Act and the ACNC Act;
- j. policies register;
- k. directors and officers insurance policy; and
- l. other relevant documents on request.

The Board will receive governance training on an annual basis to help Directors better understand their obligations to SLSNT and their legal duties. The timing of this training will be determined by the Board, taking into account the date any Directors may have commenced their term during the year. SLSNT may also support individual Directors undertaking appropriate professional development and may with prior agreement, meet or contribute to the cost of such training.

1.7 Annual Evaluation of the Board

The Board will undertake an annual evaluation of its performance and effectiveness and formally record and report its findings. The review will be conducted in a manner that evaluates against standards and performance expectations set by the Board. Following the review, the Board may implement change to the strategic plan or direct the CEO to address areas within the existing plan as appropriate. This review may be undertaken with independent external input.

In undertaking its annual review, the Board aims to:

- a. reach a balanced view of its performance, identifying the positive aspects of the Board's operation and areas for improvement; including:
 - i. progress towards the strategic objectives;
 - ii. role modelling leadership and behaviour standards for the movement;
 - iii. board team dynamics and effectiveness; and
 - iv. board meeting processes including adequacy of documentation, board papers and meeting interaction;
- b. identify a benchmark against which it can assess its collective and individual progress and performance over time including against the three aspects mentioned in (a) above; and
- c. identify a basis to establish agreed performance objectives for the Board.

The process may include external assessments, questionnaires, confidential non-attribution interviews, peer and self-appraisal, and formal consideration of the findings. Additionally, it may include feedback from senior management and key stakeholders.

As part of this process, there will be assessments of individual Director's performance, the chairperson and committees.

The outcome of the evaluation process should be used as the basis to identify any gap in the skills mix of the Board, performance issues and Director professional development opportunities.

1.8 Board Meetings

The Board will meet for the dispatch of business, adjourn and otherwise regulate its meetings as it thinks fit.

The Board holds at least 6 meetings each year. Additional meetings may be conducted via such means as determined by the Board. A Director may after first advising the President, at any time call a meeting of the Board by giving reasonable notice to each Director.

The Board may pass a resolution without a Board meeting being held if a majority of the Directors entitled to vote on the resolution agree with an Out of Session Resolution, which will be conducted electronically – email or TEAMS.

For a resolution of the Board to be passed it must be supported by a majority of votes of the Directors who are present at the meeting and entitled to vote. Each Director has 1 vote.

The Board should direct the CEO to prepare an agenda for each meeting and supporting documentation (Board papers with relevant information for consideration by Directors). The agenda will contain some items for regular inclusion and other items as the need arises. Board papers will be circulated in advance of the meeting in sufficient time for Directors to read and consider before the meeting.

The Board should develop a calendar/work plan based around SLSNT's strategic plan and its key annual activities.

1.9 Minutes of meetings and reporting to Members

The Board will direct the CEO to keep minute books in which SLSNT records

- a. proceedings and resolutions of General Meetings;
- b. proceedings and resolutions of Board meetings (including meetings of any commission or committee of the Board);
- c. resolutions passed by Members without a meeting; and
- d. resolutions passed by the Board without a meeting.

Minutes of Board meetings will be distributed to all Directors within 7 days of the date of the meeting. Minutes of a meeting will be signed by the chair of the meeting or the chair of the next meeting. Minutes of the passing of a resolution without a meeting must be signed by a Director within a reasonable time after the resolution was passed.

The Board will ensure a report of the outcomes of a Board meeting is circulated to all Delegates within a reasonable time after the meeting.

1.10 Register of Members

The Board will ensure a register of Members is kept in accordance with the Act.

1.11 Governing Style

The Board will govern with an emphasis on:

- a. strategy and policy which will be advantageous to SLSNT;

- b. anticipating and planning for change;
- c. objectivity;
- d. strategic leadership;
- e. clear distinction of its and the CEO's role;
- f. collective decision making rather than individual;
- g. focus on the future direction of SLSNT;
- h. being proactive rather than reactive; and
- i. ensuring all Board decisions are made in the best interest of SLSNT as a national organisation.

1.12 Remuneration of Directors

No Director of SLSNT receives or shall receive remuneration for work carried out as a Director of SLSNT. Directors of SLSNT are entitled to receive reimbursements and/or expenses for work carried out as a Director.

1.13 Deputy Chair

The Board may from time to time appoint a Director as Deputy Chair for such term as is determined by the Board, subject always to the SLSNT Constitution. If a Director is appointed as Deputy Chair, that Director shall also assume the title of Deputy President. If the President is not available, then the Deputy President shall assume the roles and responsibilities of the President and in particular to chair meetings of the Board and General Meetings of SLSNT if required.

2 THE CHAIR'S ROLE

2.1 The role as Chair

The President shall chair Board meetings. If the President is not available to chair a Board meeting, the Deputy President (if appointed) shall chair Board meetings. If both the President and the Deputy President are not available, the Board must elect another Director present to do so.

The role of the Chair is summarised below.

- a. The Chair should ensure that discussion at meetings is on issues that, according to the Constitution and SLSNT policies, clearly belong to the Board to decide, and do not impinge on the role of the CEO.
- b. The authority of the Chair consists of making decisions that fall within topics covered by Board policies on governance process, policies and the Constitution.
- c. The Chair has no authority to change Board decisions.
- d. The Chair may delegate authority but always remains accountable for its use.
- e. Together with the CEO, the Chair is the principal media spokesperson for SLSNT.

2.2 The President and the Board

The President should identify the issues of significance to the Board, provide the right environment for consideration of those issues and ensure that all Directors have the opportunity to put their views and have them considered.

A carefully structured Board meeting must deal with routine matters quickly and efficiently, allowing time for attention to key areas of responsibility such as accountability, strategic thinking, monitoring and policy issues.

The President and the CEO

The President represents the most critical link to SLSNT through their relationship with the CEO. The President must be able to strike the right balance in supporting and trusting the CEO while retaining an objective view of the management of SLSNT. Individual Directors should wherever possible use the President as the appropriate link between the Board and the CEO.

Deputy Chair

The Board may from time to time appoint by resolution a Director as Deputy Chair of the Board. The term of office of a Deputy Chair will be as determined by the Board, The Deputy Chair will have such duties as may be determined by the Board. Where the Board has appointed a Deputy Chair the Deputy Chair will chair Board meetings where the President is not available or willing to chair a Board meeting. If the President and the Deputy Chair are both unavailable or unwilling to chair a Board meeting the Board must elect a Director present to do so.

3 DIRECTORS

Directors of SLSNT:

- a. should be committed to ethical, business like and lawful conduct including proper use of authority and appropriate decorum when acting as Directors;
- b. must always act in the interests of SLSNT and the Members;
- c. must avoid conflicts of interest;
- d. must not attempt to exercise individual authority over SLSNT or make decisions outside of their designated scope of authority;
- e. should not publicly voice any negative comments or individual opinions relating to the CEO, staff, fellow Directors or any Company matter or issue;
- f. should only speak to the media as requested by the CEO or the Chair;
- g. should adhere to and support the Chair in governing effectively and should act with Board solidarity around Board decisions and agreed actions;
- h. should respect the confidentiality of sensitive issues or business items under negotiation or discussion; and
- i. must ensure that all Board discussions and information provided to Directors remains confidential in accordance with Clause 9.4.

4 CEO'S ROLE

As the Board has a clear governance role, the CEO fulfils the management role of SLSNT.

Subject to the policy directives of the Board, SLSNT shall be managed by the CEO who may exercise all powers of SLSNT which are not, under the Act, the ACNC Act or the Constitution required to be exercised by the Board or SLSNT in general meeting.

In summary the role of the CEO includes:

- a. implementing the SLSNT strategic plan;
- b. managing the SLSNT office;
- c. day to day management and administration of SLSNT;
- d. employment and human resources matters;
- e. administration of the affairs of SLSNT;
- f. preparation of, and financial management through, the approved budget;
- g. business development;
- h. implementation of the SLSNT business plan;
- i. Government and other stakeholder relations; and
- j. spokesperson for SLSNT.

The CEO will prepare all board papers and will provide monthly reports (or more often where the Board directs) which include:

- a. accurate financial statements, that comprise:
 - i. profit and loss statement;
 - ii. balance sheet;
 - iii. written report regarding material variances from budget;
 - iv. budget versus actual report on a month and year-to-date basis as well as identifying the full-year budget;
 - v. listing of all major outstanding debtors and creditors; and
- b. performance reporting against the organisation's strategic objectives.

5 CODE OF CONDUCT

5.1 Directors

The SLSNT Board has adopted a Code of Conduct. Under the leadership of the President and the CEO, the Board is to be proactive in implementing SLSNT's objects having regard to the requirements outlined in the Constitution and powers vested to determine and articulate SLSNT's values, vision and strategic direction. The Code of Conduct applies to SLSNT Directors whenever they are acting in their capacity as an SLSNT Director. The Code of Conduct is attached at **Annexure A**.

Directors are expected to:

- a. meet fiduciary responsibilities as required under all relevant commonwealth and state legislation and under common law;
- b. act honestly and in good faith and the best interests of SLSNT as a whole and not of those individual constituents;
- c. exercise the degree of care, skill and diligence that a reasonable person in a like position would exercise in SLSNT's circumstances.
- d. avoid conflict of interest and to disclose immediate any actual or potential conflict and disclose advantages or business opportunities acquired in the course of their office;
- e. exercise powers granted to them honestly and for the purposes for which they were conferred and

- not for ulterior purposes
- f. not disclose any information that is obtained through their position that is confidential;
 - g. develop strategic planning and direction of SLSNT including monitoring organisational performance and evaluating strategic results;
 - h. devote the necessary time to the performance of their duties including to review board papers prior to board meetings;
 - i. make reasonable enquiries at Directors meetings to ensure that SLSNT is operating efficiently, effectively and legally towards achieving SLSNT's goals including undertaking diligent analysis of all proposals and matters placed before the Directors
 - j. be independent in judgment and actions and take all reasonable steps to be satisfied as to the soundness of all decisions taken by the Directors
 - k. be impartial, consistent and transparent in your conduct and decision-making to ensure decisions are in the best interests of SLSNT;
 - l. interact with key stakeholders and members to inform them of achievements and to ensure that they have input into determination of strategic goals and direction;
 - m. not engage in conduct that would likely bring discredit upon SLSNT or bring the Director or SLSNT into disrepute, or would constitute conduct unbecoming of a Director of SLSNT
 - n. ensure policies meet the responsibilities under the appropriate legislation and are communicated to members (key policies include Member Protection Policy, Code of Conduct, Child Safe Policy and Complaints Resolution policy);
 - o. report back to the stakeholders at relevant forums through the Chair and the CEO;
 - p. act with respect, integrity and demonstrate ethical leadership while showing respect for the opinions of other Directors and allow each Director a fair and reasonable opportunity to contribute to discussion and decision making;
 - q. treat colleagues, members and employees of Surf Life Saving with respect, courtesy, honesty and fairness, having proper regard to their interests, opinions, rights, safety and welfare;
 - r. not abuse, harass, bully, intimidate, discriminate, threaten or victimise other Directors, colleagues, members and/or employees of SLSNT;
 - s. act with Board solidarity around Board decisions and agreed actions;
 - t. monitor organisational compliance with the relevant Commonwealth and State legislation and with SLSNT's own policies;
 - u. evaluate their effectiveness as a Board including maximising strategic alignment between SLSNT and State jurisdictions; and
 - v. promote and encourage diversity, equity and inclusiveness in decision making and throughout SLSNT.

Directors Limitations:

- a. The Directors report to the President and are accountable for the performance of their duties as a Director.
- b. The Directors must work cooperatively with the CEO.
- c. No Director is authorised to incur expenses or debts on behalf of SLSNT.
- d. All Directors are expected to abide by SLSNT's policies, regulations and directives.

6 ANNUAL REPORTS AND ACCOUNTING

- a. The Board must ensure proper accounting and other records are maintained and must distribute copies of financial statements as required by the Act. The Board must:
 - i. publish annual reports consistent with the Act;
 - ii. report consolidated national financial accounts annually;
 - iii.
- b. The Board must also table the annual accounts of SLSNT to a General Meeting of SLSNT.

7 STRATEGIC PLAN

As set out in section 5.1, an important aspect of the Board (and each Director's) role is to develop a strategic plan and monitoring SLSNT's performance under the plan.

SLSNT's strategic plan will include:

- a. Vision, mission, values, context, goals, strategies and measurable objectives; and
- b. Key Performance Indicators by which the performance of SLSNT can be measured and trends shown; and In developing the plan, SLSNT will engage with its Members and stakeholders to obtain their views on the needs of surf lifesaving. The strategic plan will be clearly communicated to Members and Members will be asked to adopt strategic plans which align with SLSNT's strategic plan. The Board will obtain Member approval of the Strategic Plan.

The Board will also ensure that SLSNT adopts a separate rolling 3 year operational level business plan, based on the strategic plan with clear measurable targets, including a detailed operating budget for the next financial year.

8 COMMITTEES

The Board may delegate any of its powers to a committee provided that it does so in writing. A delegation of a power, or a specified class of powers, may be made either generally or as otherwise provided by the terms of delegation. The CEO or their nominee will be an ex officio member of any committee.

A committee must exercise the powers delegated to it in accordance with any directions of the Board. All committees are advisory and have their terms of reference outlined in the Regulations or in relevant Board resolutions.

The committees established under this Charter are Governance Committees and are appointed by and report directly to the Board. Other committees may be appointed by the Board under the SLSNT Constitution or SLSNT Regulations, but these are administrative or operational committees that report to the CEO and which do not form part of the governance of SLSNT.

The chairperson of each committee must circulate the minutes of a meeting of the committee to members of that committee and the CEO within 1 month of each meeting.

8.1 Role of Committees

Under the leadership of the committee chair, committee members are required to:

- a. work within their respective committee specified roles and responsibilities as set out in the terms of delegation (if any);
- b. discuss, debate and submit objective recommendations on issues to the Board;
- c. assess items that may be referred to them from time to time; and
- d. conduct annual reviews of their area. Committee members are expected to:
 - i. exercise care in considering matters before them and act in the best interests of SLSNT;
 - ii. avoid conflicts of interest;
 - iii. work within the specified terms of delegation;
 - iv. interact with key stakeholders and members as required;
 - v. report back to the stakeholders at the annual general meeting as required; and
- e. evaluate their effectiveness as a committee. Committee member limitations:
 - i. the committees report to the Board via the CEO and are accountable for the performance of their duties as committee members;
 - ii. a committee member must work cooperatively with the CEO; and
 - iii. no committee member is authorised to incur expenses or debts on behalf of SLSNT. All committee members are expected to abide by SLSNT's policies, regulations and directives.

8.2 Finance Audit and Compliance Committee (FACC)

The FACC shall assist the Board in carrying out its duties as they relate to SLSNT's accounting policies and financial reporting practices and strategy, the assurance process, the system(s) of internal control and risk management and the process for monitoring internal integrity and compliance with laws, regulations and corporate policies.

The FACC has been established under clause 38(a) of the Constitution. The roles and responsibilities of the FACC, and the powers delegated to it by the Board are set out in the FACC Terms of Reference in **Annexure C**.

8.3 Appointments and Remuneration Committee (ARC)

- a. The ARC has been established under clause 38(a) of the Constitution. The roles and responsibilities of the ARC, and the powers delegated to it by the Board are set out in the ARC Terms of Reference in **Annexure D**.
- b. The ARC shall:
 - i. comprise the President and the Chairperson of the FACC;
 - ii. have the primary responsibilities of:
 - A. recommending the appointment of the CEO to the Board;
 - B. reviewing and reporting to the Board on the proposed remuneration strategy and package for the CEO;
 - C. reviewing the CEO's recommendations for proposed remuneration arrangements for SLSNT staff; and

- D. ensuring adequate human resource levels within SLSNT; and
- iii. meet as required.

9 DIRECTOR'S DUTY STATEMENT

9.1 Legal

The section outlines the key legal duties and obligations of Directors.

Directors owe certain duties to SLSNT and its members. The duties require Directors to act competently, honestly, in good faith and in what they consider to be the best interests of SLSNT.

This duty statement covers both common law duties (those duties imposed by the courts) and the duties imposed on Directors under the Act. It is not an exhaustive summary of a Director's legal obligations, but it does summarise some of the key obligations imposed on directors of companies.

Directors are required to understand the needs of SLSNT and their legal responsibilities as Directors.

Certain duties apply to a Director in every aspect of SLSNT and to every transaction SLSNT enters into. Directors are regarded as owing a fiduciary duty to SLSNT. This means that a Director has special obligations to SLSNT because they occupy a position of trust. As a result of the fiduciary relationship between the Director and SLSNT, the Director is bound to exercise his/her rights and powers in good faith and for the benefit of SLSNT.

In very broad terms, the principle statutory and common law duties imposed upon Directors may be summarised as follows:

- a. To act honestly and in good faith in the interests of SLSNT as a whole
- b. To exercise the degree of care, skill and diligence that a reasonable person in a like position would exercise in SLSNT's circumstances
- c. To exercise powers granted honestly and for the purposes for which they were conferred and not for collateral purposes
- d. To avoid any actual or potential conflict between the obligations owed to SLSNT and a Director's personal interest or other duties
- e. To keep confidential information they have obtained confidential and not to disclose an advantage or business opportunity which is acquired in the course of office
- f. To prevent insolvent trading by SLSNT

9.2 General Duties of Good Faith and Care

Duty of Good Faith and Honesty

Directors are given broad discretion to govern SLSNT's business under the Constitution of SLSNT. The duty of good faith applies to all discretions and decisions of Directors.

The duty of good faith and honesty arises at common law partly (as with most of the other common law duties of Directors) because Directors are regarded as being in a position of trust with respect to SLSNT. This duty is also reflected in the Act, which requires that an officer of SLSNT at all times act honestly in the exercise of their powers and the discharge of their duties.

In this context, the duty of honesty is related to the duty to act for a proper purpose. If a Director's purpose is misguided or improper, the Director will breach the duty even though there is no question of personal gain or dishonesty in the generally understood sense. Accordingly, a Director can be dishonest without being fraudulent.

Principally, therefore, this duty requires Directors to consider the interests of the members of SLSNT as a whole. This may involve considering whether the short term or long term interest of members should be paramount. In circumstances of insolvency or near insolvency, the duty to act in the best interests of members is overridden by a duty to act in the best interests of creditors.

Duty to Act for a Proper Purpose (and not for a collateral purpose)

Since Directors of SLSNT are fiduciaries, powers given to Directors may only be exercised for the purposes for which they are given. In particular, those powers may not be exercised in order for the Directors to obtain a private advantage.

Whether a particular act by Directors as fiduciaries, is a bona fide exercise of their power for the benefit of SLSNT as a whole is generally determined by ascertaining the substantial motivating purpose for which the power is exercised and then by determining whether that purpose was proper or not.

Duty of Care, Skill and Diligence

The duty of care, skill and diligence is a subjective duty, so that essentially recklessness was (and possibly still is) required to amount to a breach. That is, to breach the duty, a Director must be reckless in exercising their office.

Proper performance of the duties of a Director will be dictated by all the surrounding circumstances including the type of organisation, the size and nature of its enterprise, the composition of the governing body and the distribution of its work between the Directors and other officers.

The following are some of the broad principles which are relevant in the determination of whether a Director has fulfilled their duty of care, skill and diligence to SLSNT. Although the list is not exhaustive, the common law requires that Directors at least:

- a. take reasonable steps to place themselves in a position to guard and monitor the management of SLSNT;
- b. acquire a working knowledge of the fundamentals of the business of SLSNT;
- c. keep informed about the activities of SLSNT and assess the safety and properness of the business practices of management;
- d. generally monitor SLSNT affairs and policies, although a detailed inspection of day to day activities need not be undertaken;
- e. maintain a familiarity of the financial status of SLSNT by regularly reviewing the financial statements; and
- f. make enquiry into matters revealed by the financial statements which call for enquiry.

The common law duty to act with care, skill and diligence is reflected in the Act, or ACNC Act, which provides that in exercise of powers, a Director must exercise "the degree of care and diligence that a reasonable person in a like position in a corporation would exercise in the corporation's circumstances".

Although this provision does not expressly distinguish the respective positions of executive and non-executive directors, it is considered that regard will be had to the special background, qualifications and management responsibilities of a particular director in determining whether the director has complied with the statutory duties. The standard of care for a particular Director may increase where a person is appointed to the Board because of particular skills.

9.3 Duties and Obligations Relating to Conflict of Interest

Duty to Avoid Conflict and to Disclose Interests

Neither a Director nor responsible officer should allow a conflict of interest to compromise their position in SLSNT. A Directors' "personal" interests (for example, a shareholding in another company) or other duties (for example, being a Committee member of a related entity) and their duty to SLSNT must not be brought into conflict. This overlaps with the duty to act in good faith and for a proper purpose.

Categories of situations which give rise to conflicts of interest are:

a. Directors or officers taking advantage of opportunity

The general rule is that a Director must not use their position to make a profit. If he does, then he must account to SLSNT for the profit made. The Act provides for a similar rule.

b. Directors taking advantage of an opportunity where SLSNT is unable

A Director has an obligation not to profit personally from their position as a Director, and not to allow a conflict to arise between their duty as a Director and their own self-interest.

A Director is disqualified from usurping for their own benefit or for the benefit of others, a maturing business opportunity which SLSNT is actively pursuing.

A Directors' liability to account to SLSNT is not unlimited and depends upon the facts of the case. It is a defence that the profits or advantage were made with the informed consent of SLSNT.

c. Directors' contracts with SLSNT

The general rule is that contracts made by a Director with SLSNT are voidable at the option of SLSNT. This includes contracts in which Directors have an indirect interest. The fairness of the contract is irrelevant, and this is applied as a strict rule.

The contract may be validated by ratification at a general meeting, provided there is full disclosure.

In addition, the Act requires a Director to declare the nature of any direct or indirect interest he has in a matter that relates to the affairs of SLSNT.

d. Conflict of external duties with Directors' duties

Where a Director holds an office or property, which creates duties in conflict with their duties as a Director of SLSNT, they should declare the interest at the next meeting of the Board after they become aware of the conflict.

9.4 Confidential Information

Directors need to acknowledge that from time to time, information will be provided to them which will be considered to be "confidential". "Confidential information" is any information:

- a. determined by the Board or the CEO, and so declared by marking “confidential” or by statement agreed by the Board at the time of declaration; or
- b. which may be reasonably considered by the Board to be commercially or otherwise sensitive or likely to be so to the Board.

Directors have a duty not to make unauthorised disclosure or use of SLSNT information and a duty not to disclose or exploit confidential information, such as

commercially or price sensitive information or information which is confidential by virtue of a contractual arrangement.

Information is commercially sensitive where it is of specific value to the group concerned, particularly where its disclosure would allow others to “reap without sowing” or would otherwise be detrimental to SLSNT. In the context of SLSNT, this would involve any information that is of value to SLSNT in the sense that its disclosure might cause damage to SLSNT’s reputation, or disclose plans which SLSNT would not want revealed to its competitors or third parties.

Directors should not reveal any discussions or meetings or documents relating to policies or plans in their initial stages without the consent of the other members of the Board.

Practicality and convenience must be taken into account. The Board should at the very least be informing its members of the major decisions, which it has made and report on the reasons for these decisions. The Board is justified in not disclosing all its activities on the basis that in doing so it is acting in the interests of SLSNT, by preventing information which may be detrimental to it from being revealed and potentially distorted.

Directors must remember that they have a duty to act in the interests of SLSNT as a whole, which includes the interests of all members.

Directors should support all determinations of the Board regardless of their support or dissent during the Board meeting. It is essential that discussions of the Board are freely entered into. However, it is imperative that beyond the meetings of the Board all Directors are united in the determination of the Board.

Directors must always be sure that their actions are in the best interests of SLSNT, rather than for political expediency. This may from time to time place a Director in a difficult position, for example if asked to comment by a member, on a matter confidential to SLSNT. The Directors duties to SLSNT must always be upheld despite the relationship which may exist between the Director and the member.

The Act also impose a statutory duty on a Director not to make improper use of the information acquired by virtue of their office to gain, directly or indirectly, an advantage for himself or for any other person or to cause detriment to SLSNT.

9.5 Duty not to Divert Corporate Opportunities

Misuse by a Director of SLSNT’s property so as to make a personal gain or gain for any other person (for example, a company in which the Director is interested) without the authority of SLSNT is a clear breach of

a Director's fiduciary obligation. In particular, a Director must exploit corporate opportunities for the benefit of SLSNT. A Director who breaches this duty may be liable to account for any gain or profit made.

This duty is also reflected in the Act which requires a Director not to make improper use of their position (as a Director) to gain, directly or indirectly, an advantage for himself or any other person or to cause detriment to SLSNT.

Breach of this duty may also involve a breach of a Director's duty of honesty imposed by the common law and by the Act.

9.6 Declaration of Director's Interests

Directors' Interests

Unless he has complied with the Act, the Constitution and has received prior written approval from the Board, a Director must not hold any other office or place of profit in SLSNT.

A Director must disclose the nature and extent of their interest where they:

- a. hold any other office (whether voluntary or otherwise) or place of profit in SLSNT;
- b. hold any other office (whether voluntary or otherwise) or place of profit in any company in which SLSNT is a shareholder or otherwise interested; or
- c. seek to contract with SLSNT either as vendor, purchaser or otherwise,

Where such an interest is not disclosed, any contract or arrangement entered into by SLSNT in which any Director is in any way interested will be voided.

Disclosure of Interests

The nature of the interest of such Director must be declared by the Director at the meeting of the Board at which the contract or arrangement is first taken into consideration if the interest then exists or in any other case at the first meeting of the Board after the acquisition of the interest. If a Director becomes interested in a contract or arrangement after it is made or entered into the declaration of the interest must be made at the first meeting of the Board held after the Director becomes so interested.

General Disclosure

A Director may make a declaration in the form set out in Annexure F that the Director is a member of any specified firm or company and is to be regarded as interested in all transactions with that firm or company. After such general notice it is not necessary for such Director to give a special notice relating to any particular transaction with that firm or company.

Recording Disclosures

The CEO must record in the Board minutes any declaration of a conflict of interest made by a Director or any general notice provided to the Board. The CEO must also maintain a register of all conflicts of interest in the form set out in Annexure G.

Conflicts - voting at board meetings

A Director, notwithstanding their interest, may be counted in the quorum present at any meeting but cannot vote in respect of any contract or arrangement in which the Director is interested. If the Director votes, the vote should not be counted.

Execution by Seal

A Director may not sign a document to which the seal of SLSNT is fixed where the Director is interested in the contract or arrangement to which the document relates.

9.7 Financial

The Act requires companies to keep financial records for 7 years that correctly record and explain their transactions and financial position and performance. The financial records must enable true and fair financial statements to be prepared and they must be able to be audited annually.

At the end of the financial year a report which consists of financial statements – profit and loss statement, balance sheet and statement of cash flows, disclosures and notes and the Director’s declaration must be produced as part of statutory duties.

Directors must monitor performance and ensure that the end of financial year responsibility when the Director’s declaration is signed on the resolution of the Board, is given serious consideration and professional assistance is sought if necessary.

Directors must make sure SLSNT accounting and reporting processes are timely and accurate as well as ensuring that other reporting conditions with government and contractual grants are met.

Directors are responsible to the members for the management of the funds of SLSNT and it is important that Directors monitor SLSNT’s financial situation. Financial literacy is a skill that all Directors must have or acquire.

Directors should also be aware that the Act imposes a duty on Directors to prevent insolvent trading by SLSNT. A Director will be personally liable for SLSNT’s debt if:

- a. the person is a Director of SLSNT when SLSNT incurs a debt;
- b. SLSNT is insolvent at the time or becomes insolvent by incurring the debt or other debts incurred at that time;
- c. there are reasonable grounds for suspecting that SLSNT is or will become insolvent;
- d. either the Director is aware of grounds for suspecting insolvency, or a reasonable person in the like position in SLSNT’s circumstances would be aware and
- e. the person fails to prevent SLSNT from incurring the debt.

An organisation is insolvent if it is not able to pay its debts as and when they become due and payable.

10 CEO LIMITATIONS POLICY

10.1 Legal Power to Manage

Subject to the Constitution, the Act or any policy directive of the Board, the CEO has the broad power to perform all such things as appear necessary or are required for the proper management and administration of SLSNT. The CEO may exercise all powers of SLSNT which are not required to be exercised by the Board. The CEO must exercise their power to administer surf lifesaving in Australia in accordance with the rules and regulations of ILS, the Constitution and the SLSNT Regulations.

10.2 Unity of Control

Only decisions of the Board, acting as a body under the Constitution, are binding on the CEO. These decisions must not contravene or contradict any statutory or legal requirement under any Commonwealth or State legislation.

Decisions or instructions of individual Directors are not binding on the CEO unless the Board has specifically authorised the decisions or instructions in writing.

The CEO can refuse requests from individuals or Committees if the requests, in the CEO's opinion, require a material amount of staff time or funds or where the request may be disruptive, mischievous, frivolous or not in the best interests of SLSNT.

10.3 CEO Accountability

The CEO has the authority and is accountable for the success of SLSNT within the policies of SLSNT and the direction of the Board, and is charged with the efficient management of SLSNT.

The Board or any Director must not give instructions to persons who report directly or indirectly to the CEO. The Board must not evaluate (formally or informally) any member of staff other than the CEO.

10.4 Delegation to the CEO

Responsibility for the day to day operation and administration of SLSNT is delegated by the Board to the CEO who in turn is accountable to the Board. These details are outlined in the contract between the CEO and SLSNT.

The Board will instruct the CEO through written policies that prescribe the end to be achieved and the situations to be avoided, allowing the CEO to use reasonable interpretation of these policies.

Provided that the CEO uses reasonable interpretation of written policies and the strategic plan, the CEO is authorised to establish further procedures, make all decision, take all actions, establish all practices and develop all activities.

10.5 Monitoring of Performance

Systematic and rigorous monitoring of the CEO's job performance will be against accomplishment of policies, implementation of the strategic plan and other criteria set out in the contract between the CEO and SLSNT.

The Board will monitor the CEO and, in doing so, may consider CEO internal reports, external reporting by third party and Board assessment.

10.6 Contractual Responsibilities

The CEO is employed to oversee and manage the day to day operation of SLSNT, in accordance with SLSNT's objects and policies and the Board's directions, and in carrying out this role shall be responsible for:

- a. overall efficient management and control of SLSNT activities and SLSNT office;
- b. supervision of all SLSNT employees;
- c. carrying out the secretarial role for SLSNT, including the supervision of the preparation of minutes and Board papers;
- d. financial management of SLSNT including budgets, cost control, financial planning, overseeing the acquittal of SLSNT budgets, preparation of relevant reports, and compliance with legal accountability requirements;
- e. ensuring a record of property and assets of SLSNT is maintained;
- f. seeking, securing and servicing grants from government, commercial sponsors and other commercial agreements in the interests of SLSNT;
- g. ensuring the implementation of the strategic plan and making recommendations to the Board on changes that may be required;
- h. preparing the annual report in conjunction with the Board;
- i. attending professional development courses and conferences as required;
- j. attending meetings as required;
- k. maximising the exposure of SLSNT and related activities to the media and acting as the spokesperson to media representatives;
- l. liaising with members, as appropriate;
- m. providing regular reports to the Board regarding CEO activities; and
- n. undertaking all other duties as required to ensure the smooth, efficient and professional operation of SLSNT.

10.7 Limitations of the CEO

The CEO shall not:

- a. allow any activity that is unlawful or in violation of commonly accepted business practices or ethics to take place or occur;
- b. allow staff, volunteers and members to be subject to conditions, procedures or decisions that are unlawful, unsafe, undignified and unnecessarily intrusive or that fail to provide appropriate confidentiality or privacy;
- c. allow financial planning to deviate materially from policies or place SLSNT at financial risk;
- d. permit the situation to arise where no Directors are familiar with Board issues and processes;

- e. permit the Board to be uninformed or unsupported in its work;
- f. allow assets of SLSNT to be unprotected, inadequately maintained or unnecessarily risked;
- g. allow the Board to be unaware of relevant trends, anticipated adverse media coverage or major problems or issues;
- h. fail to report in a timely manner regarding an actual or anticipated non-compliance with any Board policy or directive;
- i. fail to record Board resolutions or decisions in a way that they may be understood in the future; or
- j. use methods of collecting, reviewing or storing information that fails to protect against improper access.

10.8 Legal Responsibilities

The CEO is responsible for:

- a. establishing and maintaining all relevant records (including the membership register) and minutes concerning all financial transactions, business, meetings and dealings of SLSNT;
- b. ensuring records are kept in accordance with statutory requirements; and
- c. ensuring that, with respect to employment, compensation or other benefits to employees, consultants or volunteers, the CEO shall not deviate from standard business practices, policies, contractual or legal obligations.

10.9 Financial Responsibilities

The CEO is legally responsible for the financial management of SLSNT including SLSNT office, bank accounts, investments, debtors/creditors, insurances, payroll, superannuation, workcare, computers etc.

The CEO will be required to:

- a. develop and implement a proper accounting system;
- b. develop and implement a financial reporting system;
- c. develop and implement operating budgets for SLSNT including the submission of regular financial reports to the Board;
- d. maintain cost control measures; and
- e. maintain insurance policies for SLSNT including public liability, directors and officers and building and contents.

The CEO shall also authorise the reimbursement of business expenses. Business expenses are costs reasonably incurred by employees and Directors in the course of carrying out their duties (eg. travel, accommodation, meals, entertainment, car parking).

Business expenses may be reimbursed if provided for in an appropriate budget and approved by the Board.

Claims for reimbursement of expenses are to be submitted on the approved form (if any). The CEO shall not provide a reimbursement where the details are incomplete or where details of the expense are not adequately supported with documents.

10.10 Asset Protection

The CEO shall:

- a. not permit any payment to be processed with only one approver;
- b. comply with the SLSNT Delegations Policy, as amended from time to time by the Board;
- c. ensure that computer systems and electronic files are backed up appropriately and securely; and
- d. not allow staff access to material amounts of funds.

10.11 Staff

The CEO shall:

- a. not operate without written personnel policies or office administration systems that clarify the rules and guidelines for the staff;
- b. provide effective handling of grievances or disputes;
- c. not discriminate against any staff member; and
- d. not allow more than a year to pass without formal staff reviews.

10.12 CEO not to be appointed to Board after leaving role

The CEO must not be appointed to the Board for at least 3 years after they leave the role.

ANNEXURE A - DIRECTORS DECLARATION AND CODE OF CONDUCT

Under the leadership of the Chair and the CEO, the Board is to be proactive in implementing SLSNT's objects having regard to the requirements outlined in the Constitution and powers vested in the Board to determine and articulate SLSNT's values, vision and strategic direction.

1. SLSNT's Directors are expected to:

- meet fiduciary responsibilities as required under all relevant commonwealth and state legislation and under common law;
- act honestly and in good faith and the best interests of SLSNT as a whole and not of those individual constituents;
- exercise the degree of care, skill and diligence that a reasonable person in a like position would exercise in SLSNT's circumstances.
- avoid conflict of interest and to disclose immediately any actual or potential conflict and disclose advantages or business opportunities acquired in the course of their office;
- exercise powers granted to them honestly and for the purposes for which they were conferred and not for ulterior purposes
- not disclose any information that is obtained through their position that is confidential;
- develop strategic planning and direction of SLSNT including monitoring organisational performance and evaluating strategic results;
- devote the necessary time to the performance of their duties including to review board papers prior to board meetings;
- make reasonable enquiries at Directors meetings to ensure that SLSNT is operating efficiently, effectively and legally towards achieving SLSNT's goals including undertaking diligent analysis of all proposals and matters placed before the Directors
- be independent in judgment and actions and take all reasonable steps to be satisfied as to the soundness of all decisions taken by the Directors
- be impartial, consistent and transparent in your conduct and decision-making to ensure decisions are in the best interests of SLSNT;
- interact with key stakeholders and members to inform them of achievements and to ensure that they have input into determination of strategic goals and direction;
- not engage in conduct that would likely bring discredit upon SLSNT or bring the Director or SLSNT into disrepute, or would constitute conduct unbecoming of a Director of SLSNT
- ensure policies meet the responsibilities under the appropriate legislation and are communicated to members (key policies include Member Protection Policy, Code of Conduct, Child Safe Policy and Complaints Resolution policy);
- report back to the stakeholders at relevant forums through the Chair and the CEO;
- act with respect, integrity and demonstrate ethical leadership while showing respect for the opinions of other Directors and allow each Director a fair and reasonable opportunity to contribute to discussion and decision making;
- treat colleagues, members and employees of Surf Life Saving with respect, courtesy, honesty and fairness, having proper regard to their interests, opinions, rights, safety and welfare;

- not abuse, harass, bully, intimidate, discriminate, threaten or victimise other Directors, colleagues, members and/or employees of SLSNT;
- act with Board solidarity around Board decisions and agreed actions;
- monitor organisational compliance with the relevant Commonwealth and State legislation and with SLSNT's own policies;
- evaluate their effectiveness as a Board including maximising strategic alignment between SLSNT and State jurisdictions; and
- promote and encourage diversity, equity and inclusiveness in decision making and throughout SLSNT.

2. Directors Limitations

- The Directors report to the Chair and are accountable for the performance of their duties as a Director.
- The Directors are to work cooperatively with the CEO.
- No Director is authorised to incur expenses or debts on behalf of SLSNT.
- All Directors are expected to abide by SLSNT's policies, regulations and directives.

3. Deed of Indemnity and Access

The SLSNT Constitution indemnifies each Director to the fullest extent permitted by law. Each Director is entitled to a deed of indemnity, which shall include provisions relating to:

- access to Board papers;
- confidentiality;
- indemnity by the organisation; and
- the provision of Directors and Officers insurance.

4. Director's Declaration

If I am found by my fellow Directors acting reasonably and in good faith that:

- I have not upheld my duties and legal responsibilities as a Director
- I have not acted in the best interests of SLSNT or of Surf Lifesaving
- I have failed to follow a Board directive
- I have breached the Constitution or other rules, regulation or policies of SLSNT
- I have at any time committed an anti-doping rule violation or otherwise contravened any anti-doping policy whether SLSNT's or any other sporting body
- I have been charged with or convicted of a serious criminal (indictable) offence
- I have breached confidentiality
- I have brought myself, Surf Lifesaving or SLSNT into disrepute as a result of my action or omission including any statement I may make
- I have made disparaging comments about other directors, the Board or SLSNT
- I have acted in a manner prejudicial to the interests of SLSNT or Surf Lifesaving or unbecoming a director of SLSNT
- I am not disqualified from managing a corporation, within the meaning of the Corporations Act 2001 (Cth), and

- I have not been disqualified by the Australian Charities and Not-for-profits Commissioner at any time during the previous year from being a responsible person (what the ACNC Act calls a 'responsible entity') of a registered charity. While I am a responsible person for the charity, I agree to notify the charity as soon as possible if I do become disqualified from managing a corporation within the meaning of the Corporations Act, or am disqualified by the Australian Charities and Not-for-profits Commissioner.

I hereby agree that my position on the Board is no longer tenable and that I will submit my written resignation immediately.

Signed:	_____	Witness:	_____
Print Director Name:	_____	Print Witness Name:	_____
Date:	_____	Date:	_____

ANNEXURE B - FINANCE AUDIT AND COMPLIANCE COMMITTEE TERMS OF REFERENCE

ANNEXURE C - COMMITTEE TERMS OF REFERENCE

ANNEXURE E - COMMITTEE MEMBERS AGREEMENT

Name of SLSNT Committee: _____

If it is found by the CEO or the Board that:

- a. I have not upheld my duties and legal responsibilities as a Committee member;
- b. I have not undertaken required education or training as directed by the Board;
- c. I have failed to follow a Board directive;
- d. I have breached the rules, regulations or policies of SLSNT (including the SLSNT Board Governance Charter);
- e. I have breached confidentiality;
- f. I have brought SLSNT into disrepute as a result of my action;
- g. I have acted in a manner unbecoming; or
- h. I have not complied with the terms of delegation.

I hereby acknowledge that I may be removed from my Committee position.

Committee member name (*print*)

Witness name (*print*)

Committee member Signature

Witness Signature

Date

Date

ANNEXURE F - DECLARATION OF INTERESTS BY BOARD AND COMMITTEE MEMBERS

NAME: _____

QUALIFICATIONS: _____

DATE: _____

BUSINESS OCCUPATION: _____

Name Of Corporation (ACN)	Place of Incorporation	Office Held	Beneficial Interest	Date of Appointment	Insurance for Office Bearers
ORGANISATIONS:					
PUBLIC/PRIVATE COMPANIES:					
RELEVANT PROPERTY/TRUSTS/ SHARES					

Signature: _____

ANNEXURE G - CONFLICTS OF INTEREST REGISTER

ANNEXURE H - SLSNT PERFORMANCE AND REPORTING MATRIX

Introduction

SLSNT will report performance against:

1. SLSNT 2023 - 2026 Strategic Plan
2. SLSNT's Annual Operational Plan
3. The approved SLSNT Annual Budget

The reporting responsibilities, accountabilities and timing are detailed below against each element.

SLSNT 2023 - 2026 Strategic Plan

This plan will be reported by the SLSNT CEO following discussion with the Board. It will comprise reporting by SLSNT against the strategic goals contained in SLSNT 2023 – 2026 Strategic Plan. **This will be a top level dashboard style report which will commence in August 2021. The timing will allow for a full operating year to have been completed and reported against to ensure up to date results are included.** There will be a need to gather strategic results from the States and aggregate these in a meaningful way against the Strategic Directions.

The SLSNT CEO is accountable for reporting against strategy on an annual basis (or more frequently if required) to the Board.

SLSNT Business Plan

A 3 year business plan will be prepared annually looking out 3 years with year 1 to be the next financial year in detail. Year 1 will also be supported by an annual budget. The business plan will be prepared along functional lines and is derived from annual priorities being set by the Board as well as guidance from SLS 2025. KPI's will be measurable; easy to understand and meaningful.

The SLSNT CEO is accountable for performance reporting and monitoring of the SLSNT Business Plan, and reporting will be on a quarterly basis to the SLSNT Board.

SLSNT Annual Budget

There is an annual budget which must be approved by the SLSNT Board. The SLSNT CEO is accountable for the budget to the SLSNT Board through the established Finance and Audit Compliance Committee (FACC). The FACC is accountable to the SLSNT Board as per the Regulations for budget oversight and monthly performance monitoring. SLSNT's Chief Financial Officer is responsible for the day to day preparation, monitoring and performance on the budget to the SLSNT CEO and through the CEO to the FACC and SLSNT Board.

Budget preparation will be finalised between February and April each year, with the Budget to be approved by the SLSNT Board at the May Board meeting, or earlier, following confirmation of the Federal Government Budget. The annual budget will support the SLSNT Business Plan.