



Anglesea Surf Life Saving Club Inc
A.B.N 14 544 659 974

Governance Charter



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Anglesea SLSC (ASLSC) is committed to providing a safe aquatic environment in the Anglesea region by providing best practice lifesaving and first aid services to the community, promoting aquatic health and safety whilst encouraging all members to realise their potential in surf lifesaving and surf sport. The Board of ASLSC recognises the importance of good governance in achieving this corporate objective, in discharging its responsibilities to its members and wider stakeholders and in executing its role as a respected corporate citizen.

INTRODUCTION

Anglesea SLSC operates against ten Governance Principles (see Attachment) that have been adopted by the Board and which are regularly reported on to all stakeholders.

This Charter sets out the processes adopted by Anglesea SLSC and its Board in order to develop, implement and maintain a culture and standard of good corporate governance for both internal and external stakeholders consist with its governing principles.

The Board is committed to ensuring that principles of good governance are implemented openly and with integrity, pursuing the true spirit of good corporate governance, commensurate with the organisation's needs.

The matters set out in this Charter are subject to the Corporations Act 2001 (Cth), the Australian Charities and Not-for-profits Commission Act 2012 (Cwlth) (ACNC Act) and the Life Saving Victoria Constitution. The purpose of preparing and detailing the matters set out in this Charter is to:

- formalise procedures to help ensure that Anglesea SLSC and the Board act in a transparent and dutiful manner in both its internal and external dealings
- ensure that appropriate checks and balances are in place to monitor the operations of Anglesea SLSC and those charged with its management
- provide for a transparent method for stakeholders to evaluate the performance of Anglesea SLSC from a corporate governance perspective.

GOVERNANCE STRUCTURE

The governance structure of Anglesea SLSC consists of a Board of Directors, supported in its functions by a number of Advisory Committees.

The Committees are required to operate within their terms of reference as set out in the Anglesea SLSC By-Laws and remain accountable to the Board to whom they shall report and make recommendations.

BOARD RESPONSIBILITIES

The board of any organisation is responsible for its governance, for setting the organisation's strategic direction, goals and priorities, and for approving policies, strategies and budgets that reflect the company's objectives, and how they are to be achieved.

The board then monitors the strategic, operational and financial performance of the organisation, which is delegated to the chief executive officer, who has the responsibility for the management of the company, in accordance with the policies, strategies and budget approved by the board. The appointment of the CEO, and assessment of his/her performance, is an important responsibility of the board.

The board's responsibilities are undertaken by the board as a group, exercising its collective decision-making responsibilities through voting processes, at board meetings. Under the Corporations Act and other relevant legislation and common law, the legal requirements of the board, and of individual directors, are clearly spelt out.

Importantly, while a majority vote of directors will determine a vote's legal outcome, the objective should always be to achieve a consensus, an outcome which as far as possible reflects the views of all directors, not simply a bare majority. This highlights the importance of a board's decision-forming processes: the information gathering, information sharing and discussion processes that 'share the collective wisdom of the group'.

Mere compliance with legal requirements, while an essential minimum, will not be sufficient to ensure good governance, which is always our objective.

ASLSC IS DIFFERENT

In a commercial organisation the core objective is (relatively) simply expressed: it relates to shareholder wealth, to optimising value to shareholders by undertaking activities that will achieve that outcome. Likewise, in a commercial organisation, the relationship between the board and the management is also (relatively) simple, with interaction between the board and management largely channelled through the chief executive officer.

Anglesea SLSC is an Incorporated association run on a volunteer basis and with no CEO however its directors still have all of the legal responsibilities of directors of any company. Anglesea SLSC is markedly different from a commercial entity, and those differences create additional challenges for its Directors, which it is essential are understood and addressed by all directors.

In summary

1. Anglesea SLSC has a range of (lifesaving related) objectives, which are not primarily about money.
2. Anglesea SLSC undertakes governance 'at more than one level', as the board delegates significant responsibilities to its Directors in their functional management roles and to the Advisory Committees, which operate with a level of autonomy. Good governance must be practised there too.
3. Anglesea SLSC has a diverse stakeholder base, including its members, Life Saving Victoria, a range of organisations involved in aquatic safety and recreation, and the local community.
4. Anglesea SLSC has a state and national peak body, LSV and Surf Life Saving Australia, whose requirements must be complied with.

Achieving good governance at Anglesea SLSC requires that its Directors understand these 'additional complexities', and have regard for them in the exercise of their directors' responsibilities.

ROLE AND POWERS OF THE BOARD

- a) It is the role of the Board to provide leadership that will continue to strengthen the position of Anglesea SLSC as a leading life saving club in Victoria.
- b) Subject to the Corporations Act and the provisions of the Anglesea SLSC Constitution, the Board shall:
 - i. govern the business of Anglesea SLSC in accordance with its mission and objects;
 - ii. exercise the powers of Anglesea SLSC;
 - iii. be responsible for acting in accordance with the objects of Anglesea SLSC;
 - iv. operate for the benefit of its Members and the local community;
 - v. determine the strategic direction for Anglesea SLSC;
 - vi. determine by-Laws and policies for Anglesea SLSC; and
 - vii. review Anglesea SLSC's performance in achieving its pre-determined aims, objectives and policies.

- c) The Board may exercise all the powers of Anglesea SLSC, except any power the Corporations Act or the Anglesea SLSC Constitution requires Anglesea SLSC to exercise in a general meeting of Members.

GOVERNING STYLE

The Board governs the affairs of Anglesea SLSC with an emphasis on:

- a) strategy and policy which will be advantageous to the interests of Anglesea SLSC as a whole;
- b) anticipating and planning for change;
- c) objectivity;
- d) consultation and collaboration with stakeholders;
- e) strategic leadership;
- f) collective rather than individual decision making;
- g) the future direction of Anglesea SLSC;
- h) being proactive rather than reactive;
- i) recognising the expertise and know-how of the members in their respective disciplines.

BOARD COMPOSITION

The composition of the Board is set out in Rule 18 of the Anglesea SLSC Constitution and comprises:

- a) the President;
- b) two Vice Presidents;
- c) eight other Directors who are responsible for separate areas of the Club's activities; and
- d) the Club Captain

The Company Secretary also attends Board meetings but is not a Director

TERM OF OFFICE

All Board members are elected for a term of 2 years, which commences from the conclusion of the annual general meeting at which the election occurred until the conclusion of the second annual general meeting following. Elections are held on a rotational basis such that half of the Board is elected in alternate years

Board members may be reelected.

INDUCTION

All new Directors will be briefed by the President or the immediate past-President in accordance with the Board Induction Policy and will receive a copy of the Governance and Relevant Documents as outlined in the Appendix to this Charter.

BOARD OF DIRECTORS CODE OF ETHICS

1.	Respect the rights, dignity and worth of fellow Directors, Committee Members and all Club members.	<ul style="list-style-type: none"> • Within the context of a person's position and responsibilities, treat everyone equally regardless of sex, disability, ethnic origin or religion.
2.	Be fair, considerate and honest.	<ul style="list-style-type: none"> • All Directors and Committee members are deserving of equal say and attention.
3.	Responsibility of Directors is for the whole organisation.	<ul style="list-style-type: none"> • Directors are elected "to provide overall direction and leadership for Society activities and services".
4.	Be professional and accept responsibility for your actions.	<ul style="list-style-type: none"> • Directors should attend all Meetings. • Directors should be punctual and should not depart Meetings early. • Language, manner, preparation and presentation should display high standards. • Display control, respect, dignity and professionalism • Encourage fellow Directors to demonstrate the same qualities.
5.	Make a commitment to have a detailed understanding and knowledge of the entire organisation.	<ul style="list-style-type: none"> • Improve their current knowledge and understanding of ASLSC by reading all relevant documents. • Seek continual improvement through ongoing education and training, whether offered or sought. • Maintain appropriate files.
6.	Operate within the rules and spirit of the SLSA, RLSSA, LSV and ASLSC.	<ul style="list-style-type: none"> • Directors should be familiar with and follow the ASLSC Constitution, By-Laws and Policies. • Directors should be familiar with and follow SLSA, RLSSA and LSV policies and guidelines relevant their position.
7.	Confidentiality is critical.	<ul style="list-style-type: none"> • Directors should maintain confidentiality in accordance with adopted Policies.
8.	Refrain from any form of personal abuse towards fellow Directors.	<ul style="list-style-type: none"> • This includes verbal, physical and emotional abuse.
9.	Refrain from any form of harassment.	<ul style="list-style-type: none"> • This includes sexual and racial harassment, racial vilification and harassment due to disability.
10.	Declare any potential Conflict of Interest.	<ul style="list-style-type: none"> • Directors should declare any and all potential Conflicts of Interest(s) in accordance with adopted Policies.
11.	Expression of Concern.	<ul style="list-style-type: none"> • Any concerns regarding the conduct of the Board Meetings should be directed without delay to the President. • Actions taken by Directors or Committee members should be directed, without delay to the relevant Vice President or to the President.
12.	Other Duties of Directors and Committee members.	<ul style="list-style-type: none"> • Act honestly at all times. • Do not make improper use of information for personal advantage. • Do not gain by improper use of the position. • Duty of Care. • Directors should exercise a degree of skill and diligence that any ordinary person would expect a Director to take. • Directors should ensure obligations under the Corporations Act are met.
13.	Be a positive role model.	

DIRECTOR MEETINGS

The Importance of Meetings: As a general rule, individual Directors have no personal or individual authority to act, or to make decisions, on behalf of Anglesea SLSC. Decisions can only be made by the Board of Directors in accordance with its constitutional authority. This requires that a majority vote be obtained at a properly convened meeting of the Board or that the decision be made pursuant to a power of delegation granted by the Board.

Therefore Directors do all or most of their legally effective decision making at Board meetings as part of a group. There is a clear duty on Directors to attend meetings regularly and to vote on all matters coming before a meeting for consideration.

Preparing For Meetings: The degree to which a person is prepared for a meeting is perhaps the single most important factor in ensuring meetings are effective and achieve results with a minimum of time wasted.

Agenda and Format: Agenda items, reports and position papers will be called for by the Secretary at least 14 days prior and will be due at least 7 days prior to the upcoming Directors meeting.

Meetings will be focussed on strategic items with operational concerns/issues to be resolved if possible with your respective sub-committee and/or refer these in the first instance to the relevant Vice President. If it is an item that is agreed that needs to be discussed in a Directors meeting then it can be placed on the agenda. Operational reports are to be submitted prior, when agenda items are called and will be 'as read' and not discussed at Director meetings.

Should a Director wish to propose a new initiative, a change in process/policy or inform the Directors of an issue, then the Director is to prepare a Position/Briefing Paper which includes, where relevant, background information, the proposal/issue and recommendation/s. The position/briefing paper will be circulated by the Secretary with the agenda to allow all Directors the opportunity to review this information prior to the meeting.

Finance will be a standing item at all Board meetings. This will include the current monitoring of the club finances as well as grants, sponsorships and fundraising status updates.

Quorum: The quorum for a Directors meeting is five (5).

Chair: The President is the nominal chairperson of all meetings of the Board. If the President is absent, then one of the Vice Presidents will assume the role.

Minutes: Minutes of meetings shall be distributed (electronically) within 7 days of the meeting.

Meetings Schedule: Director Meetings are held monthly. Additional meetings may be scheduled as required.

Decisions – Unity: It is not expected that there will be consensus amongst all present on all issues. It is important to emphasise that teamwork and harmony do not exclude robust difference of opinion; indeed on important issues it may be desirable to stimulate disagreement and debate. However, people need to ensure they raise any concern in meetings.

When the debate is over and when as large a consensus as possible has been reached, all must accept that the Board has made a decision and if they choose to remain as part of the Board, they must accept a duty of loyalty and confidentiality.

All Directors, whether for or against a particular decision, need to become advocates for the final Board decision.

If a Director understands his or her fiduciary duty is to Anglesea SLSC as a whole, there can be no justification for breaching Board confidentiality or showing public disloyalty while remaining a member of the Board. In such cases resignation is the only option.

SUB-COMMITTEES/ADVISORY COMMITTEES

Sub-Committees and Advisory-Committees may be established by the Board to assist in the management of the Club as provided for in the Constitution and By-Laws and shall report and make recommendations only to the Board.

Committee members will attend relevant sub-committee meetings as directed by their relevant Director.

The below are the current standing sub-committees and advisory-committees that are in place:

- Audit & Finance Advisory Committee
- Governance Advisory Committee
- Honours & Awards Committee
- Building Re-Development Committee
- The Supporters Group Advisory Committee
- Nippers Sub-Committee
- Surf Sports Sub-Committee

PERSONAL RESOURCES FOR DIRECTORS AND COMMITTEE MEMBERS

Fees & Allowances: No fees or allowances are payable to Directors or Committee members of Anglesea SLSC.

Expenses: Directors and Committee members may be reimbursed for pre-approved expenses incurred in carrying out their duties and responsibilities but must gain the approval of the relevant Director, Director of Finance or President before incurring the expense.

FINANCIAL MANAGEMENT & ACCOUNTABILITIES

Financial Overview: Anglesea SLSC's financial statements and records are audited annually in accordance with the Association's Incorporation Act. Anglesea SLSC's Auditors are appointed annually by the Board. Anglesea SLSC complies with Australian Accounting Standards.

Financial Responsibility: Every Director is under a legal obligation to ensure Anglesea SLSC is not 'trading insolvent'.

Annual Budget: The approval and monitoring of Anglesea SLSC budget is a major responsibility of the Board.

Expenditure Controls: The Director of Finance is responsible for ensuring expenditures are within approved budgets and in compliance with expenditure policies (e.g. quotes, approved suppliers, etc).

Directors have authority to spend money in keeping with the club expenditure policy for items budgeted for within the approved budget. Any expenditure not covered in their respective budget is in the first instance only to occur if other savings can be made or new income sourced. Otherwise requests will need to be considered by the Board.

Committee members have no authority to spend money unless they have approval from their respective Director on a per occasion basis.

Financial Performance Monitoring: The Director of Finance is responsible for monitoring the financial accounts and performance and make recommendations to the Board on any remedial actions necessary.

Monthly Management Accounts (including 'Statements of Financial Performance' and a summary report on variations to budget) are provided to the Directors and are formally presented to Board meetings for review and endorsement. Directors will be responsible to communicate relevant financial details to their respective committee members as required.

Annual Financial Report: The Board is required to approve the annual financial statements which are published in Anglesea SLSC's Annual Report.

The Director of Finance will, in the first instance, review the statements and auditors reports before presenting a recommendation to the Board.

POLICIES

Anglesea SLSC has a series of policies and resolutions concerning issues across all operational areas.

The By-Laws also articulate important policies or rules.

Anglesea SLSC also abides by SLSA, RLSSA and LSV policies.

MEDIA STATEMENTS

The President will normally handle issues of potentially political and/or community significance, e.g. member protection, government policy, insurances or crisis.

The President can delegate specific Directors to be the official spokesperson on specific issues. Approval must be sought from the President by Directors to make statements on behalf of the club.

ACCESS TO/USE OF INFORMATION

Requests to inspect written records or sources of information (e.g. documents, files, etc) are made to the Director of Administration who is the legal custodian of the Club's records.

Such requests must be for information specific to the purpose of fulfilling the Director's duties.

Directors do not have automatic access to information beyond that necessary for the performance of their duties.

A current or past Director may not make improper use of information acquired as a Director to gain, directly or indirectly, a financial or material advantage for themselves or someone else, or to harm Anglesea SLSC.

Information will not be released if it is confidential.

LEGAL LIABILITIES

Anglesea SLSC Inc.: As an incorporated Association, Anglesea SLSC is capable in law of suing and being sued and of doing, subject to any restrictions in the Association's Incorporation Act and SLSA, RLSSA and LSV regulations, anything which a natural person could do.

The commonest form of legal proceedings against Anglesea SLSC are those seeking monetary damages for alleged legal wrongdoing (e.g. failing to fulfil a duty of care) committed by an individual member.

Claims by individual members of the club and public are most common.

Such claims are managed with and through our Public Liability and WorkCover insurers.

Directors: As identified earlier, legal authority for Anglesea SLSC actions is vested in its Directors as individuals.

So long as Directors act in good faith in the performance of their duties, they are protected from claims arising out of those actions. Even if serious mistakes are made, the liability flows to Anglesea SLSC and not to the Director's personally, as long as the mistakes are 'honest' ones. This does not include trading insolvent.

There are some exceptions eg Defamation, Under the Anti-Discrimination Act. Directors must disclose any conflicts of interest or potential conflicts of interest at the first available.

ATTACHMENT: ASLSC GOVERNANCE PRINCIPALS

Principle	Description
1. Roles and Responsibilities	There should be clarity regarding individual director responsibilities, organisational expectations of directors and the role of the board. This is supported by clear and current bylaw
2. Board and Management Committee Composition	ASLSC's organisation leadership (Board and Committee members) needs to consist of people with a mix of the right skills and experience. Consideration will be given to how the addition of an individual builds the collective capability and effective functioning of the Board and Committees.
3. Purpose and Strategy	The board is responsible for setting the vision, purpose and strategies of the organisation, helping the organisation understand these and adapting the direction or plans as appropriate. This is documented in ASLSC's Strategic Plan and reviewed and updated regularly.
4. Risk - Recognition and Management	By putting in place an appropriate system of risk oversight and internal controls, the board can help increase the likelihood that ASLSC will deliver on its purpose.
5. Organisational Performance	Anglesea SLSC will develop and use appropriate performance categories and indicators to assess progress at delivering on its purpose.
6. Board Effectiveness	ASLSC's board effectiveness will be enhanced through: careful forward planning of board-related activities; board meetings being run in an efficient manner; regular assessments of board performance; having a board succession plan; and the effective use of sub-committees, where appropriate.
7. Integrity and Accountability	It is important that the board have in place a system whereby: there is a flow of information to the board that aids decision-making; there is transparency and accountability to external stakeholders; and the integrity of financial statements and other key information is safeguarded.
8. Organisation Building	The board has a role to play in enhancing the capacity, capabilities and culture of ASLSC and its members.
9. Culture and Ethics	The board sets the tone for ethical and responsible decision-making throughout the organisation.
10. Engagement	The board helps ASLSC to engage effectively with stakeholders.