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World Squash Federation
Australian Commonwealth Games Association
Oceania Squash Federation
Confederation of Australian Sport
Australian Olympic Committee

GOVERNANCE POLICY AND PROCEDURE



VERSION CONTROL

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TABLE OF CONTENTS

GUIDING PRINCIPLES	3
DEFINITIONS	5
1. GOVERNANCE PROCESS	6
2. BOARD – CEO LINKAGE	12
3. CEO DELEGATION	15
4. IMPLEMENTATION	21
ANNEXURE A	22
ANNEXURE B	24
ANNEXURE C	25

GUIDING PRINCIPLES

Purpose of the Governance Policies and Procedures and Governing Principles

These Governance Policies and Procedures (Policies) seek to articulate the working relationship between the Board of Squash Australia (SQA) and the Chief Executive Officer (CEO) and management team to ensure leading practice governance and well-informed decision making.

The general principle that normally applies is "*downwards delegation and upwards referral*" where there are clearly defined delegations with materiality thresholds covering both quantitative and qualitative matters.

The Board has the major role in:

- approving SQA's strategic plan;
- monitoring SQA's performance;
- appointing the CEO and reviewing the CEO's performance; and
- ensuring that SQA has systems in place so that it complies with its legal obligations.

The CEO has a major role in helping the Board to shape its thinking on SQA's strategic direction and priorities. The CEO should be the single point of accountability for strategy execution. There should be no direct accountabilities of other staff to the Board; they are appointed by, and report to, the CEO.

It is however a practical reality that Directors will want to have direct contact with staff other than the CEO to provide information that will assist decision making. The Policies seek to provide these mechanisms in a constructive and practical way and recognise the difference between ongoing substantive issues and minor one-off requests.

Role of the Board

The role of the Board is to provide:

- Strategy formulation and approval
- CEO monitoring, evaluation, mentoring and remuneration
- Monitoring of organisational performance, including financial performance
- Overview of risk management policies and performance
- Overview of compliance policies and practices
- Ensuring top level policy framework exists, ratifying policies
- Networking on behalf of the organisation
- Communication with members and key stakeholder groups
- Decision making
- Ensuing ongoing effective governance

Directors' Responsibilities

The principal fiduciary duty of Directors is to act in the interests of SQA as a whole and not to represent any individuals or constituents. Once elected, the Board should have the ability to operate independently in the interests of SQA as a whole, free from undue influence. The legal duties of individual Directors include the requirement to:

- act in good faith and for a proper purpose
- exercise due care and diligence
- ensure the organisation does not continue to carry on its business while insolvent
- meet the requirements of various other federal, state and territory laws that directly impact on the organisation interests of the organisation as a whole, free from undue influence.

Role of the CEO

The CEO is appointed by the Directors and holds office on the terms and conditions (including as to remuneration) and with the powers, duties and authorities, determined by the Directors. The CEO is:

- the link between the Board and management/staff
- not a Director of the Board. This enables and supports a clear separation of power between the Board and Management
- present at Board meetings to provide information and advice to the board on the operations of the organisation and to understand the direction provided by the Board.

Management Team and Staff

The Management Team and Staff:

- are responsible for delivering the strategic plan established by the Board
- take direction from the CEO.

DEFINITIONS

Squash Australia or SQA - SQA is recognised as the peak body for the sport of Squash in Australia and is responsible for controlling, promoting and fostering the game. The objects of SQA are in its Constitution.

Members

The Members of SQA are:

- Ordinary Members;
- the Board of Directors;
- Associate Members;
- Life Members;
- Patron.

Stakeholders

SQA's Key Stakeholders include:

- State and Territory Associations
- Clubs
- Players and participants (referees, coaches, volunteers etc)
- Commercial operators
- Government
- Staff

Other Stakeholders include:

- Community
- Parents
- Sponsors
- Educational institutions and schools
- Media
- Supporters

The Board

Directors elected or appointed as per the articles and responsible for monitoring the strategic and business performance of SQA.

CEO

The CEO is the most senior executive responsible for the overall operations and performance of SQA. The CEO is the leader of the organisation, serves as the main link between the Board and SQA's various Members and Stakeholders.

1. GOVERNANCE PROCESS

The Board's responsibility on behalf of its Members, clubs and staff is to ensure that SQA achieves its aims and objectives and in doing so, avoids unacceptable risk.

1.1 *Board role and responsibility*

The Board's main responsibility is one of stewardship and trusteeship and to manage the association on behalf of SQA's Members and Stakeholders. The Board is required to define and monitor the performance of the management of the organisation, ensure internal control systems are in place, and monitor progress and results.

- (a) To facilitate this, the Board will develop and monitor Board-level policies which provide direction and boundaries for both its own and the CEO's functions. The Board will develop the following policies:
 - (i) *Strategic Plan*: describing the outcomes the Board wants to be achieved. These policies define the benefit provided, beneficiaries and the cost or worth of the benefit.
 - (ii) *Governance Process policies*: describing the way the Board carries out its governing role.
 - (iii) *Board/CEO Linkage policies*: defining the nature of the interrelationship between the Board and the CEO.
 - (iv) *CEO Delegations policies*: identifying operational means acceptable to the Board in the achievement of the Strategic Plan.
- (b) The Board will produce assurance of CEO's performance against the Strategic Plan and CEO Delegations policies.

1.2 *Linkage to members and stakeholders*

The Board acts in trusteeship for SQA's Members and Stakeholders. The Board will at all times recognise the trust placed in it by the Members and Stakeholders and their requirements and expectations of the Board for SQA, demonstrating this:

- (a) through their attitudes expressed as appropriate behaviours towards the membership.
- (b) by demonstrating loyalty to the membership.
- (c) by consulting and gathering information from the Members and Stakeholders about their concerns, needs and aspirations.
- (d) by remaining up-to-date in matters concerning the Members' and Stakeholders' interests.

- (e) by reporting to the Members and Stakeholders on a regular basis on the performance of SQQA.

1.3 Code of ethics and proper practice

The Board is committed to the adoption of ethical conduct in all areas of its responsibilities and authority. In so doing it binds it seeks to bind its Members to the same principles and practices.

- (a) Directors shall:
 - (i) act honestly and in good faith at all times in the interest of SQA and its Members and other key stakeholders, ensuring that they are treated fairly according to their rights.
 - (ii) carry out their duties in a lawful manner and ensure that SQA carries out its business in accordance with the law and the terms of its own Constitution.
 - (iii) avoid conflicts of interests in as far as this is possible. Where such conflicts arise, the Director(s) concerned must act within the terms of the Board's Conflict of Interests policy.
 - (iv) be diligent, attend Board meetings and devote sufficient time to preparation for Board meetings to allow for full and appropriate participation in the Board's decision making.
 - (v) observe the confidentiality of non-public information acquired by them in their role as Directors and not disclose to any other person such information.
 - (vi) act in accordance with their statutory and fiduciary duties, complying with the spirit as well as the letter of the law, recognising both the legal and moral duties of the role.
 - (vii) interact with the other Directors and SQA in a respectful, positive and constructive manner.
 - (viii) be loyal and supportive to the Board, abiding by Board decisions once reached.
 - (ix) not do anything that in anyway denigrates SQA or harms its public image.
- (b) The Board shall:
 - (i) meet regularly to monitor the performance of management and SQQA as a whole. The Board will ensure that appropriate monitoring and reporting systems are in place and that these are maintained and utilised to provide accurate and timely information to the Board.
 - (ii) ensure that there is an appropriate separation of duties and responsibilities between itself and CEO.
 - (iii) ensure that the independent views of Directors are given due consideration and weight.

- (iv) ensure that Members are provided with an accurate and balanced view of SQA's performance.
- (v) regularly review its own performance as the basis for its own development and quality assurance.
- (vi) carry out its meetings in such a manner as to ensure fair and full participation of all Directors.
- (vii) ensure that SQA assets are protected via a suitable risk management strategy.

1.4 Policy-making

Policies are designed to provide clear, unambiguous guidelines for the implementation of the various operational elements of SQA. Policies provide continuity and a consistent point of accountability. Once a policy is adopted the Board will speak with one voice around that policy. There shall be two levels of policy making:

- (a) Strategic Plan and Governance policies including:
 - (i) *Strategic Plan*: describing the outcomes the Board wants to be achieved. The Strategic Plan defines the benefit provided, beneficiaries and the cost or worth of the benefit.
 - (ii) *Governance Process policies*: describing the way the Board carries out its governing role.
 - (iii) *Board/CEO Linkage policies*: defining the nature of the interrelationship between the Board and the CEO.
 - (iv) *CEO Delegations policies*: identifying operational means acceptable to the Board in the achievement of the Strategic Plan.
 - (A) The Board at a formally constituted Board meeting will approve all governance policies.
 - (B) All governance policies will be systematically reviewed by the Board biannually.
 - (C) All governance policies shall be available to all Directors, the CEO and to staff as appropriate via the CEO.
- (b) Operational policies
 - (i) These are developed by the CEO defining day-to-day operational frameworks/guidelines for staff.
 - (ii) All operational policies shall be consistent with the strategic plan, principles, boundaries and definitions espoused in the Board-level policies.
 - (iii) The CEO is responsible for the development of all operational policies.
 - (iv) All operational policies shall be accessible to all staff, the Board and to Members of SQA as required.

- (v) All operational policies shall be systematically reviewed annually.

1.5 Governance process

- (a) The Board will govern with an emphasis on:
 - (i) Outward vision rather than inward concern;
 - (ii) Encouragement of respect between Directors and diversity of opinions and views;
 - (iii) Strategic leadership rather than administrative detail;
 - (iv) Collective rather than individual decisions;
 - (v) Future rather than present focus;
 - (vi) A clear delineation between the roles of the Board and CEO.
- (b) The Board will:
 - (i) Cultivate a sense of group responsibility with close attention to achieving a high level of governance excellence.
 - (ii) Govern SQA through careful design and review of written policies that reflect the Board's values, focusing on the long-term effects of these.
 - (iii) Not allow any officer, individual or committee of the Board to hinder or be an excuse for not fulfilling Board commitments.

1.6 President/chair role description

- (a) The President/Chair assures the integrity of the Board's process. Accordingly;
 - (i) the President's primary role is to ensure that the Board carries out its governance role in the most effective manner possible.
 - (ii) the President should identify issues of significance to the Board, provide the right environment for consideration of those issues, and ensure that all Members have the opportunity to put their views and have them considered.
 - (iii) the President is to ensure that all board meeting contents are evaluated and fall within the parameters of the Governance and Operational policies.
 - (iv) deliberation will be fair, open and thorough but also timely, orderly, and kept to the point.
- (b) The President is empowered to chair Board meetings, with all the commonly accepted power of that position. (The President is elected under section 10 of the SQA Constitution).
- (c) The President is bound by the Board's policies and decisions and has no authority to alter, amend or ignore these policies and decisions.

- (d) The President should develop a close and effective working relationship with the CEO. This should not usurp the Board's collective responsibility as the employer of the CEO.
- (e) The President may represent the Board to outside parties in announcing Board-stated positions and in stating chair decisions and interpretations within the area delegated to her or him.
- (f) The President may delegate this authority but remains accountable for its use.

1.7 Agenda planning

To achieve its governance outcomes in a manner consistent with its policies, the Board will follow an annual agenda that (a) focuses on its Strategic Plan and (b) continually improves Board performance through education and evaluation of effectiveness. Accordingly:

- (a) the Board's annual agenda cycle, budget and annual planning can be based on a one year focus on the achievement of its Strategic Plan.
- (b) The cycle will start with the Board's development of its agenda for the following year and could also include but not limited to:
 - (i) Consultation with Members and other key stakeholders.
 - (ii) Governance education.
 - (iii) Throughout the year the Board will attend to agreed agenda items as expeditiously as possible.
 - (iv) CEO monitoring will be included on the agenda if monitoring reports show policy violations or if policy criteria are to be debated.
 - (v) CEO remuneration will be decided after a review of monitoring reports received in the previous year.

1.8 Board director induction

The Board will ensure all new Directors undertake a thorough induction into the affairs of the Board and SQA, its issues, current concerns, staff and current financial position.

- (a) All newly appointed Directors will be provided with all relevant information prior to attendance at their first Board meeting. New Directors will:
 - (i) receive a copy of all governance policies, documents and Director insurance policies together with a copy of the previous year's accounts and a current copy of year-to-date financial statements
 - (ii) meet with the President for a governance familiarisation. This meeting may be held as a group session or with individuals and
 - (iii) meet with the CEO for an operational familiarisation.

1.9 Conflict of interests, confidentiality and privacy

The Board places great importance on privacy, confidentiality and making clear any existing or potential conflicts of interest for its Directors. All such conflicts of interest shall be

declared by the Director concerned and officially documented in a Conflicts of Interest Register. Accordingly:

- (a) Any business or personal matter which is, or could be, a conflict of interest involving the individual and his/her role and relationship with SQA, must be declared and registered in the Conflicts of Interest Register.
- (b) All such entries in the Register shall be presented to the Board and minuted at the first Board meeting following entry in the records.
- (c) Where a conflict of interest is identified and/or registered, the Director concerned shall abstain from voting on the issue and leave the room. This shall be minuted.
- (d) When the President is aware of a real or potential conflict of interest involving one or more Directors, the President will take the necessary steps to ensure that the conflict is managed in an appropriate manner according to this policy.
- (e) Individual Directors, aware of a real or potential conflict of interest of other Directors, must bring this to the notice of the Board.
- (f) A Director's declared conflicts of interest expire when that Director leaves the Board.
- (g) Examples of conflicts of interest are when a Director:
 - (i) or his/her immediate family or business interests, stands to gain financially from any business dealings, programs or services of SQA.
 - (ii) offers a professional service to SQA.
 - (iii) stands to gain personally or professionally from any insider knowledge if that knowledge is used for personal or commercial advantage.
 - (iv) or his/her immediate family, state association and other direct affiliations stands to gain from appointments to teams or positions within SQA programs and activities
- (h) Discussions at Board meetings are confidential and must not be disclosed to any party outside the Board unless approved by the Board. Such discussions are also subject to privacy guidelines outlined in the SQA Privacy Policy – Regulation 7.

1.10 Meeting process

The Board is committed to the achievement of effective and efficient meetings. Accordingly:

- (a) There shall be a Board developed annual agenda designed to ensure that the Board reviews its Strategic Plan on an ongoing basis and attends to its own development requirements.
- (b) Meetings will normally include the CEO but the Board should sometimes meet without the CEO present. Staff or Members of SQA may be invited to meetings of the Board from time to time to present an issue or provide information or advice.
- (c) The Board may exercise its right to go 'in committee' at any time it chooses but in doing so will:

- (i) make the reasons for this clear;
 - (ii) reserve the right to include or exclude any non-Director it so chooses; and
 - (iii) make all efforts to look ahead and signal any such 'in committee' session in the agenda or at the beginning of the meeting.
- (d) Meetings are held with the expectation that Directors have prepared for them and will participate in all discussions at all times within the boundaries of behaviour considered acceptable by the Board.

1.11 Board committees

- (a) The Board will establish committees (such as the Audit and Risk Management Committee, HR and Nominations Committee and Integrity Committee).
- (b) Committees shall have a Terms of Reference clearly defining their role, procedures and functions and the boundaries of their authority.
- (c) Whilst staff may be involved in Board-level committees, their role is to advise and assist the committee to do its work.
- (d) Committees may co-opt outside people from time to time to bring additional skills, experience or networks.
- (e) Committees cannot exercise authority over staff nor shall they delegate tasks to any staff unless the CEO has specifically agreed to such delegations.
- (f) Unless explicitly empowered by the full Board, committees cannot make binding Board decisions or speak for the Board. The function of committees is to provide advice, solve problems for and/or make recommendations to the Board on which the Board has the sole power to make decisions or policy.

1.12 Cost of governance

- (a) The Board recognises that good governance is an investment in SQA and thus will invest in training and development to realise its governance capacity.
- (b) All new Directors will receive a formal induction program.
- (c) The Board will provide training for Directors in order to enhance their capacity for governance excellence.
- (d) The Board will annually carry out a review of its performance.
- (e) All costs associated with governance training will be prudently incurred, though designed to ensure the development of the highest standard of governance.

2. BOARD – CEO LINKAGE

The CEO is appointed by the Directors and holds office on the terms and conditions (including as to remuneration) and with the powers, duties and authorities, determined by the Directors.

2.1 Unity of control

Only decisions of the Board acting as a whole are binding. Decisions or instructions of individual Directors, officers or committees are not binding except in rare circumstances when the Board has specifically given such authority. Decisions or instruction from the Board will usually be delivered to the CEO through decisions of Board meetings.

2.2 Board/CEO delegation

An effective and productive Board-CEO relationship is essential if the organisation is to function successfully. The key ingredients of a productive relationship are:

- (a) Mutual respect for their separate but interdependent roles and responsibilities;
- (b) Mutual agreement on the limits to the freedom granted to the CEO to carry out his/her role;
- (c) A fair and ethical process for evaluating CEO effectiveness;
- (d) Clearly defined delegations, responsibilities and accountability outlines in the Delegation Register;
- (e) Robust debate and a willingness by Directors and the CEO to challenge each other and to offer and receive constructive criticism;
- (f) A fair and dignified process for communication and dealings with the CEO by the Board and Members; and
- (g) Ensure the CEO has a right to personal dignity, safety, ethical position-related dissent and to an approved and fair internal grievance process.

The Board delegates to the CEO responsibility for implementation of its Strategic Plan and CEO Delegations policies to achieve the intended results, and accordingly:

- (h) The Board will develop the Strategic Plan that makes clear its instructions to the CEO for the achievement of results or outcomes.
- (i) The Board will develop CEO Delegations Policies that provide the framework within which the CEO is expected to work, offering boundaries of prudence and ethics.
- (j) All Board authority delegated to staff is delegated through the CEO to whom in turn staff members are accountable.
- (k) The CEO is authorised to establish all operational policies, make all operational decisions, take all operational actions, establish all practices, and develop all activities, ensuring alignment with the strategic plan and delegation policies.
- (l) The CEO may use the expert knowledge of individual Directors.

2.3 Monitoring CEO performance

- (a) The Board's evaluation of the CEO's performance will be rigorously assessed against agreed CEO outputs, i.e. achievement of the Strategic Plan and non-violation of CEO Delegations policies
- (b) The Board will acquire monitoring data by one or more of three methods:

- (i) By internal report, in which the CEO discloses compliance information to the Board,
 - (ii) By external report, in which an external, disinterested third party selected by the Board assesses compliance with Board policies, and
 - (iii) By direct Board inspection, in which a designated member or members of the Board assess compliance with the appropriate policy criteria.
- (c) There will be established an agreed-upon time when the CEO and the President (or designated committee) meet annually to carry out a formal appraisal based on the criteria agreed to and set at the beginning of the monitoring period. The format and process for this meeting will be negotiated and agreed upon between the CEO and the President/committee.
- (i) All policies that instruct the CEO will be monitored at a frequency and by a method chosen by the Board. The Board may monitor any policy at any time by any method, but will ordinarily depend on a routine schedule.
 - (ii) The following schedule applies.
 - (A) If at any time the Board engages an outside evaluator to conduct an assessment of the CEO's performance, the process is the same as for other approaches, i.e. based on the achievement of the Strategic Plan and non-violation of CEO Delegations Policies.

Policy	Method	Frequency	Month
Annual Accounts and Budget Planning and Approval	Internal	Annually	
Strategy Performance Review	Internal	Annually	
Working Group Review	Internal	Annually	
Risk Register	Internal	Annually	
Integrity Report	Internal	Annually	
Insurance Review	Internal	Annually	
Reserves and Investments	Internal	Quarterly	
Remuneration and Benefits	Internal	Annually	
Protection of Assets	Internal	Annually	
Emergency CEO Succession	Internal	Annually	
AGM Preparation	Internal	Monthly	
Treatment of Staff	Internal	Annually	
Dealings with Members	Internal	Annually	

Consultation with Members	Internal	Bi-Annually	
IT Strategy Review	Internal	Annually	
ASC ASPR Review	Internal	Annually	
Physical Resources	Internal	Annually	
Annual Board Review	Internal	Annually	
External Board Review	External	Bi-Annually	
Specific CEO Limitations	Internal	Annually	

3. CEO DELEGATION

The CEO will not cause or allow any practice, activity, organisational circumstance, or decision which is in any way unethical, unlawful, and imprudent or which violates any Board policy or expressed Board values, or any commonly held business or professional ethic. The delegations provided to the CEO (and Senior Managers) are outlines in the Delegation Register.

3.1 *Financial condition*

With respect to the actual and ongoing financial condition and activities, the CEO, with assistance from the Audit and Risk Management Committee, will ensure that no financial harm or material deviation of actual expenditures from Board priorities as defined in the Strategic Plan occurs. Accordingly, the CEO will ensure that:

- (a) SQA does not incur unauthorised indebtedness.
- (b) SQA's funds, and any contracts or other liabilities, are directed to the furtherance of its purposes and priorities as approved by the Board in its Strategic Plan.
- (c) Invoices from suppliers of goods and services to SQA are paid within trade credit terms agreed with those suppliers.
- (d) Restricted or 'tagged' contributions are only used for the designated purpose;
- (e) No one person alone has complete authority over any of SQA's financial transactions.
- (f) Staff are paid on time
- (g) All operations are within the approved budget.
- (h) All tax payments or other government ordered payments and filing are paid and filed correctly.
- (i) The accounts are maintained within Australian Accounting Standards and in compliance with all Australian equivalents to the International Financial Reporting Standards in their entirety.
- (j) There is an approved audit process in place

- (k) An approved risk management policy and evaluation process is being implemented
- (l) No real property transactions are undertaken.
- (m) The Reserves policy is maintained and observed.
- (n) All card holding staff observe the limitations on expenditure and adequate controls on the use of credit cards by card holding staff are in place.
- (o) All reasonable steps are taken to secure monies owed to SQA.

3.2 *Budgeting / financial planning*

Financial planning for any financial year or the remaining part of any financial year shall not deviate materially from the Strategic Plan, risk financial harm, or fail to be derived from a multi-year plan. Accordingly, the CEO will ensure that budgeting:

- (a) Contains sufficient information to enable credible projection of revenues and expenses, separation of capital and operational items, cash flow, and disclosure of planning assumptions.
- (b) Plans the expenditure in any fiscal year for funds that are conservatively projected to be received in that period.
- (c) Does not reduce the current assets at any time to less than twice current liabilities.
- (d) Provides for Board expenditure as stated in the Cost of Governance policy.
- (e) Does not project a deficit unless outlined in an exceptional circumstance of Board policy for temporary opportunities or outcomes.

3.3 *Reserves*

The CEO will ensure that the Reserve Funds are maintained at the Board-agreed level.

3.4 *Investments*

The CEO will not allow or cause to allow SQA's investment assets to be invested in a manner that threatens SQA's financial security. The CEO will not invest funds or allow funds to be invested other than in Board approved institutions.

3.5 *Remuneration and benefits*

With respect to employment, compensation and benefits to employees, consultants, contract workers and volunteers, the CEO will ensure that SQA's financial integrity or good name in the community are always maintained. Therefore, the CEO will:

- (a) Make no amendments or adjustments to his/her own job description or remuneration without specific Board approval.
- (b) Employ or contract a member of his/her own family.
- (c) Have regard for the employee's skills and experience, negotiated salary scales or agreements, and the market conditions for such skills and experience when establishing employee remuneration and benefits.

- (d) Not create obligations that cannot be met over the projected period of the individual's term of employment or over a period for which revenues can realistically be projected.
- (e) Ensure that unfunded liabilities do not occur or in any way commit SQA to benefits that incur unpredictable future costs.

3.6 Protection of assets

The CEO will not allow SQA's assets to be unprotected, inadequately maintained or not put at unnecessarily risked. Therefore, the CEO will maintain that:

- (a) Only authorised persons are permitted to handle cash and operate SQA bank accounts or credit cards.
- (b) The assets are insured for what is considered necessary for prudent risk management.
- (c) Not make or allow any purchase of goods or services:
 - (i) Without protection against conflict of interest;
 - (ii) Approve or make payments for services, materials, equipment etc that was not allowed for in the preparation of the budget and which would result in a loss of \$5,000 in the organisation's nett position in any given quarter.
- (d) Ensure employees hold a current driver licence in the appropriate category and their record cannot cause the vehicle insurance to be restricted or cancelled before they are allowed to drive SQA owned or leased or rental vehicles
- (e) Ensure all insurances are current and up to date without Board notification.
- (f) Ensure that SQA, its Board and staff are not open to claims and are indemnified against any liability arising from any claims made to the full extent permitted by law.
- (g) Ensure that plant and equipment is not subjected to improper wear and tear or insufficient maintenance.
- (h) Ensure that intellectual property, information, and files are protected from loss, improper use, improper purposes, or significant damage.

3.7 Communication & support to the board

The CEO will not allow the Board to be uninformed or unsupported in its work. Accordingly, the CEO will:

- (a) Provide the Board with information and data in a timely, accurate and understandable fashion addressing the various issues to be monitored by the Board.
- (b) Assist in drafting financial reports that make clear
 - (i) Significant trends;
 - (ii) Data relevant to agreed benchmarks and Board-agreed measures

- (c) Inform the Board of significant trends, implications of Board decisions, issues arising from policy matters or changes in the basic assumptions upon which the Board's policies are based.
- (d) Inform Directors when for any reason there is actual or anticipated non-compliance with a Board policy.
- (e) Inform the Board of any conflict or dispute that could result in litigation against SQA.
- (f) Gather for the Board as many staff and external points of view, issues and opinions as needed for fully informed Board choices.
- (g) Inform the Board of such occasions when it violates one of its own policies, particularly when this relates to the CEO's ability to carry out his/her responsibilities.
- (h) Ensure that there are effective communication channels relevant to the Board's tasks, eg between the CEO and Directors, and between Directors.
- (i) Deal with the Board as a whole except when responding to individual requests for information or requests from Board committees.

In gathering and providing information to Directors to assist their decision making, the following principles will be observed:

- (j) The CEO will be the primary source of information and communication with the Directors – information will be provided to the Directors through board papers, supporting documentation, verbal and written reports and proposals;
- (k) Senior managers will attend Board meetings when appropriate to add additional information when required to assist Directors' decision making on specific issues;
- (l) Should Directors require further communication/information from senior managers outside of board meetings, they may do so with the facilitation of the CEO;
- (m) The Board will provide regular formal forums to share and gather information from the Members, clubs and other stakeholders, such as the Annual General Meeting, General Meetings and annual strategic forum, as well as inviting key Members or stakeholders to Board meetings occasionally to discuss specific issues and opportunities;
- (n) The Board will decide at what level of financial commitment and risk that proposals will require a business case to assist decision making. The business case will be developed by Senior Management and the Audit and Risk Management Committee;
- (o) In general, Directors will use their positions and networks to positively promote SQA in the community and seek constructive feedback from stakeholders. This information will be provided back to the other Directors in Board meetings.

3.8 CEO emergency succession

In order to protect SQA from sudden or unexpected loss of its CEO's services, the CEO shall ensure that there is a contingency for assuming the CEO role and tasks on a temporary basis and employees or Directors of the organisation who are familiar with Board issues and priorities to work in conjunction with this contingency.

3.9 Programs and services

The CEO will ensure that all SQA's programs and services are aligned to the Strategic Plan. Therefore the CEO will ensure:

- (a) Programs and services do not conflict with existing priorities as defined by the Board.
- (b) New programs or services do not cause the Board's priorities as defined in the financial planning to be materially altered.

3.10 Business continuation

The CEO will not allow a situation to occur whereby SQA is unable to function effectively and to provide essential services. Accordingly, the CEO will:

- (a) With the assistance of the Audit and Risk Management Committee, carry out and maintain appropriate assessments and evaluations of the risk factors that could conceivably disrupt SQA's effective and efficient operation.
- (b) Ensure that SQA has in place current and operable plans and systems that, in the event of disruptive events, will allow continuity of SQA's business.

3.11 Treatment of staff

With respect to the employment and treatment of staff and program volunteers the CEO will ensure conditions are fair, safe and dignified. Accordingly, the CEO will:

- (a) Ensure all employees and volunteers have a right to personal dignity, safety, ethical position-related dissent and to an approved and fair internal grievance process.
- (b) Ensure written personnel policies that make clear rules for staff and protect against unfair practices are in place.
- (c) Not discriminate against any staff member or volunteer for expressing an ethical dissent.
- (d) Not violate any part of relevant workplace employment legislation.
- (e) Keep the Board fully informed about impending disputes and grievances that may lead to termination of employment or action against the Board.
- (f) Not prevent staff from bringing a grievance to the Board when the correct internal channels have been exhausted and a Board policy has been violated to his/her detriment or, a Board policy does not adequately protect his or her human rights.
- (g) Ensure where possible the channel for such a grievance is via the President.
- (h) Ensure that all staff members are acquainted with their rights under this policy.

3.12 Dealings with members and stakeholders

With respect to interactions with Members and Stakeholders, the CEO will ensure conditions, procedures, or decisions are safe, dignified, not unnecessarily intrusive, and provide appropriate confidentiality and privacy. Accordingly, the CEO will:

- (a) Use application forms that do not elicit information for which there is no clear necessity.
- (b) Use methods of collecting, reviewing, transmitting, or storing member information that protect against improper access to the material elicited.
- (c) Maintain systems that provide a reasonable level of privacy.
- (d) Establish with Members and Stakeholders a clear understanding of what may be expected and what may not be expected from the service offered.
- (e) Adequately consult with the Membership and Stakeholders in the shaping of policy positions that may result in representations to Government.

3.13 Consultation with members and stakeholders

With respect to SQA policy positions and representations to Government, the CEO must ensure that Members and Stakeholders have every opportunity to make input to and influence policy recommendations to the Board. Accordingly, the CEO will:

- (a) Ensure all agreements with Members and Stakeholders are consistent with Board approved SQA policy;
- (b) Ensure Members' and Stakeholders concerns and views are brought to the attention of the Board;
- (c) Always promote SQA's endorsed policy.
- (d) Plan for regular policy audit and review.
- (e) Adequately plan, research and consult on policy direction and development and advise the Board of issues which arise.

3.14 Public affairs

The CEO shall ensure that all public affairs actions or activities are conducted in a manner to ensure that SQA's name and reputation is maintained without disrepute. Therefore, the CEO will:

- (a) Always ensure that any statements to the press or any other public media or in any public situation are professional and appropriate for the situation and are not derogatory or in any way damaging to SQA.
- (b) Ensure that SQA's public image and credibility, is maintained and consistently work towards the achievement of the Board's Outcomes policies.
- (c) Ensure that any public role or activity undertaken by the CEO and key staff is consistent with the achievement of SQA's Outcomes policies.
- (d) Ensure that all communications made by staff, the Board or volunteers are in accordance with the organisation's Communications Policy.

3.15 Sponsorship, advertising and fundraising

The CEO will ensure that all sponsorship deals, advertising agreements for publications and events and all fundraising activities are within Board policy and not likely to tarnish SQA's reputation.

3.16 Property management / physical resources

The CEO will ensure that all physical resources used by SQA are appropriate for SQA's goals and objectives and will meet all regulatory standards where appropriate.

3.17 Specific CEO limitations

The CEO cannot, without the prior approval of the Board:

- (a) hold any official position (paid or unpaid) with a State or Territory Squash Association;
- (b) hold any position with any company or organisation;
- (c) appoint himself/herself to another SQA position, paid or unpaid.
- (d) overrule the National Selectors in relation to the selection or ranking of players;
- (e) sign sponsorship agreements without the approval of the Board;
- (f) decide with regards to the participation or non-participation of Australian teams in international competitions without the approval of the Board;
- (g) do anything that contradicts the SQA Constitution;
- (h) direct a member (State or Territory Association) to take any action except in relation to an event or project that is funded or 'owned' by SQA; and
- (i) overturn or change a decision made by the Board.

4. IMPLEMENTATION

The Board is responsible for implementation of this policy.

4.1 Coverage

Whole of Organisation: programs, activities and operations.

4.2 Other related policies

Sponsorship and development policy

4.3 Exclusions

None

4.4 Monitoring

This policy is monitored regularly by the CEO and the Board of SQA.

ANNEXURE A

Written Statement of Responsibilities

Squash Australia (SQA) Board Working Group, Panel or Committee Members

As a Member of a SQA Working Group, Panel or Committee, I agree to the following:

1. I will act in good faith and in the best interests of SQA and the sport.
2. I will abide by SQA's Constitution, Regulations and Policies generally and specifically the Anti-Doping, Member Protection and Integrity Policies at all times.
3. I understand the workings of the Working Groups, Panels and Committees are confidential and unless agreed and authorised by the SQA Board, or required by law must remain so. This includes discussions and any documents, such as emails, papers or meeting minutes.
4. I will maintain a respectful harmonious, productive and business-like relationship with SQA Board Members, Working Group Members, Panel Members, Committee Members and SQA staff.
5. I will provide my input to decision-making in an open and forthright manner, and support the decision and decision-making process to outsiders, even if I disagree with the determination of the meeting. I will not create or spread rumours within the sport.
6. I will maintain a high degree of ethics, integrity, honesty and professionalism in dealing with others in the Squash community given my role with SQA.
7. I am aware of my duty to avoid conflict of interest (both actual and perceived conflict), and not put myself in a position which will cause conflict between SQA's interests and my own person interests.
8. I am obliged to practice transparency in any discussion within the Working Group, Panel or Committee meetings, so as to avoid any actual or perceived conflict of interest. I will include into the Conflict of Interest register 'conflicts' including but not limited to the following:
 - (a) Positional – Held within a club, centre or state/territory squash entity by listing the entity and position.
 - (b) Personal – Any family member involved in the sport whose squash involvement is within the work of the Working Groups, Panels or Committees by listing the name and the nature of the relationship.
 - (c) Professional – Any service provided either paid or voluntary with an individual or family who are within the work of the Working Groups, Panels or Committees by listing the name and nature of the relationship.
 - (d) Other – Other items that may be of a concern in discharging my responsibilities to SQA.
9. If I have a conflict of interest in a subject being discussed or dealt with by the Working Group, Panel or Committee, I will excuse myself from the meeting for the period of the discussion/determination. It is up to the discussion/determination of the Working Group, Panel or Committee whether I can remain in the meeting to participate.

10. I understand that I may be subject to disciplinary action if I breach any clause of this code.

Code of Conduct for Squash Australia Working Group, Panel or Committee Members

(Please return a signed copy of this form to ceo@squash.org.au)

I _____ (*Member's Name*) have read the Code of Conduct for Squash Australia Working Group, Panel and Committee Members and understand the standard of behaviour expected.

I also acknowledge that if I am found to be in breach of the Code of Conduct, I may be subject to Squash Australia's disciplinary action.

Signature:

Date:

Full name:

ANNEXURE B

CONFLICT OF INTEREST REGISTER TEMPLATE

DATE	POSITION HELD	NAME	CONFLICT	COMMENTS

ANNEXURE C

Declaration of Good Character

Squash Australia (SQA) representatives must maintain the highest levels of professionalism and ethical standards. SQA is responsible for ensuring cooperative, productive and harmonious workplace relations. As a Director of SQA's Board, you are required to demonstrate good character. This form is designed to provide assurance to the organisation that there are minimal risks associated with you or your circumstances which may:

- cast doubt on your ability to support the organisation to succeed; or
- otherwise reduce the confidence the community places on SQA to perform its role.

I, **(Print Name)**

Declare that (tick any that apply)

1. Have not been charged with an offence (either criminal or civil) and am not currently the subject of any criminal prosecution.
2. I have not been and am not currently subject to any SQA disciplinary action.
3. I am neither engaged in any activities with, nor am I a member of an organisation/club/social networking website, which could call into question my good character for the purposes of carrying out my duties, or compromise the activities of SQA.
4. I do not currently have any actual or potential conflicts of interests that would affect my ability to perform.
5. I am not aware of any other matter relating to my good character, which may have an influence on the reputation of SQA or inhibit SQA in its ability to perform its duties or functions as required

NB: The matters noted above will not necessarily prevent your appointment, but must be disclosed for the purposes of considering whether you are of good character. In the event that you are not able to declare any of the abovementioned statements, then you will need to provide further detail attached to this declaration.

Information on this form is used only for SQA Board appointments. SQA's Privacy Policy is available on the SQA website or you can request a copy.

Signature:

Date: