# Governance and Risk Committee Charter

## 1. Purpose

The purpose of the Governance and Risk Committee (the **Committee**) established by the Board is to ensure there is a robust approach to Board governance matters, through adequate oversight, policy development, recruitment, training programs, monitoring of Board activities, and evaluation of performance.

The Board has established and delegated power to the Committee under the Company's constitution relative to the roles and responsibilities in clause 5 below.

In carrying out its the roles and responsibilities, the Committee may utilise any of the Company's management and other resources it considers appropriate.

This Charter is subject to, and will be interpreted in accordance with, the Company's constitution.

## 2. Membership

The Committee shall comprise:

- at least one Board Director with appropriate governance and risk management skills and experience to act as Chair; and
- at least one independent member with considerable governance and/or risk management experience/qualifications;

Membership of the Committee should align with the requirements of the National Gender Equity in Sports Governance Policy.

Each member should be capable of making a valuable contribution to the Committee with adequately strong levels of governance and/or risk management experience and qualifications.

The Chair of the Committee cannot also be chair of the Board, however the Chair of the Board may serve as a member of the Committee provided they meet the other criteria for membership.

The Committee may invite to meetings key staff, independent experts, and members of the Company's management team where agenda items may be relevant to an invitees' responsibilities or where it is determined the invitee may contribute to the Committee achieving its objectives. Invitees may take part in the business of and discussions at the meeting but have no voting rights.

The Chair, members, and term of appointment of each member shall be determined by the Board and recorded in the minutes of relevant Board meetings.

The Committee members may appoint one further person to be secretary of the committee (non-voting rights) or one member of the Committee may be the secretary.

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The Board Chair, CEO and Company Secretary may attend meetings of the Committee ex- officio, but are not members of the Committee unless otherwise determined by resolution of the Board.

## 3. Term of Office

The term of office for the independent members of the Committee will be a period of three years and may be extended for up to a maximum of three three-year terms.

## 4. Meetings

Meetings will be held a minimum of 4 times per year in person or using appropriate technology as determined by the Committee Chair.

The Committee Chair may call a meeting at any time but must give adequate notice to the Committee members.

A meeting quorum will be 2 members of the Committee and must include 1 Director.

If the Chair is not present, one of the other Board appointed Directors will act as Chair for that meeting.

Decisions will be made by consensus (i.e., members are satisfied with the decision even though it may not be their first choice). If not possible, a vote of members will be taken with the Chair having a deciding vote.

Proceedings, action items and recommendations of all Committee meetings are minuted.

Draft meeting minutes once approved by the Chair, shall be distributed to all Committee members.

## 5. Roles and Responsibilities

The objective of the Governance Committee is to ensure that the following functions operate professionally and effectively:

- Governance and Compliance with Sport Australia Governance Standards
- Constitution Currency & Compliance
- Board Performance and Effectiveness
- Policy and Procedure Oversight
- Risk Management

The Committee will be supported in its function by Company management, acting either individually or through management committees. Where appropriate, a member of the Committee may either sit on or attend meetings of any such supporting management committee.

The principal responsibilities of the Committee are to assist the Board to discharge its fiduciary responsibilities in relation to the following matters:

*Governance*

Oversee the organisations' Governance Framework including but not limited to:

- ASIC reporting requirements (particularly changes to Board membership and the BA Constitution);
- Board and Board Sub-Committee governance structures;
- the biennial review of Board; and
- Four-yearly review of Board and Sub-Committee Charters

Periodically review Committee structures, member skill sets and effectiveness and provide recommendations on changes to structures or Committee responsibilities.

Monitoring the organisation's compliance with the Sport Australia Sports Governance Principles (to the required governance maturity level designated by Sport Australia)

Consider any other governance matters that may give rise to creating governance exposure for the organisation.

*Constitution Currency & Compliance*

Consider, review, and assess the currency and effectiveness of the organisation's compliance with its constitutional obligations on an annual basis, including whether amendments to the Constitution are required.

*Board Operations*

Consider Board effectiveness, performance, training requirements & succession planning.

Conduct a bi-annual review of the Board Charter and make recommendations for improvement of Board operations.

Manage a robust and effective process to assess and review director inductions, performance, and development.

*Policy & Procedure Oversight*

Develop and make recommendations for policies that reflect best practices for overall good governance.

Oversight and review of the organisation's key governance policies including the Board Charter, Code of Conduct, Conflict of Interest and Gift, Benefits and Hospitality policies.

Monitor compliance with all applicable laws, regulations, and standards.

Oversight and review of the organisation's Policy and Procedure Framework.

Oversee the establishment and ongoing management of a National Policy Framework.

*Risk Management*

Oversight of the organisation's Risk Management Framework.

Regular review and maintenance of the organisation's risk register.

## 6. Board Reporting and Review

The Chair of the Committee will report to the Board following each Committee meeting.

The Committee's Charter shall be reviewed every four years by the Board in consultation with the Chair of the Committee and updated as required.

The Committee's performance will be reviewed periodically as determined by the Chair but no less than every two years.

## 7. Authority

In carrying out its duties the Committee has authority to discuss directly with management (via the CEO or other member of the Executive Team) any issue within its remit and to request reports, explanations and information of any of the activities, policies or procedures of the organisation.

The Committee is authorised by the Board to obtain outside legal or other professional advice at the organisation's cost if it considers this necessary.

Amendments to this charter can only be made with the approval of the Board.

## 8. Conflict of Interest

Where an actual, potential, or perceived conflict of interest arises from a member(s) discharging Committee duties, declaration of the conflict must be made immediately to the Chair, reviewed at each Committee meeting and minuted.

If the Committee Chair has an actual, potential or perceived conflict, the declaration must be made to the Board Chair and another independent member will manage the matter for the Committee.

The Chair, in consultation with the remainder of the Committee members shall determine the appropriate course of action to resolve or minimise the impact of the conflict.

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| **Contact details** | EGM Governance & Business Planning |
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| Version | Date | Author | Changes made |
|---|---|---|---|
| 1.0 | August 2022 | | Original Charter |
| 2.0 | January 2025 | Governance Support | Addition of terms for committee members and board reporting. Change to membership and removal of inflexible administration processes |
| 2.1 | August 2026 | Governance Support | Addition of gender equity requirements, ASIC reporting and Chair's conflict of interests |