



**Swimming
Northern
Territory**

DEVELOPING SWIMMING IN THE NT

Swimming Northern Territory Incorporated

Board Charter

Version	Reviewed by	Board Approval Date	Next Review Date
1.0	Warren Dopson - CEO	19 th October 2023	17 th October 2024

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1. Purpose

The purpose of a board charter is to clearly define the respective roles, responsibilities, and authorities of the board of directors, (both individually and collectively) as well as management in setting the strategic direction, management and control of Swimming Northern Territory (SNT).

2. Overview

The Board of SNT, “the Board”, has the ultimate responsibility to its members for the organisation’s strategy and performance. As such, it is committed to operating with the highest level of accountability, transparency, integrity, and best practice in governance standards.

This policy sets out the major governance principles, as established by the Australian Sports Commission, to be used by the Board to oversee the affairs of SNT and enable it to discharge its duties and responsibilities in good faith, in the best interests of the organisation. The Board considers governance to be the system by which the Board is directed and managed to achieve sustainable improvement in the organisations performance and ongoing success.

The SNT Board will review this policy annually with the aim of continuous improvement in the organisation’s performance and governance practices.

3. Roles and Responsibilities of the Board

3.1. The role of the SNT Board is to bare ultimate responsibility for all matters relating to the leadership, management, and strategic direction of the organisation, whilst being accountable to all stakeholders, especially members for the underlying performance of SNT.

3.2. Board Responsibilities

The Board’s key responsibilities include:

- 3.2.1. to act in the best interests of Swimming Northern Territory as a whole.
- 3.2.2. provide strategic direction for SNT and effective oversight of management.
- 3.2.3. promote and advance the success of swimming to achieve the objectives of the organisation.
- 3.2.4. observe their duties as Directors in terms of the Corporations Act 2001 (Cth), common law, the SNT Constitution and another relevant legislation.

3.3. Board Functions

The key functions of the board are to:

- 3.3.1. provide effective, ethical leadership and collaborate with the management team in:
 - articulating the organisation’s values, vision, mission, and strategies.
 - developing strategic plans and arranging strategic priorities.
 - maintaining effective communication throughout SNT, including all stakeholders.
 - developing and maintaining an organisational structure to support the achievement of agreed strategic objectives.
- 3.3.2. ensure that all systems and procedures are in place for the organisation to run effectively, efficiently, and meet all legal and contractual requirements.



- 3.3.3. ensure a diverse and effective Board, in line with the SNT constitution, its skill matrix and appropriate policies and procedures for the Board and its committees to facilitate more effective discharge of the Board's roles and responsibilities.
- 3.3.4. appoint Directors on the recommendation of the Nominations Committee and the SNT membership, including facilitation of appropriate succession planning.
- 3.3.5. develop and implement the process for the recruitment, development, evaluation and succession of the CEO and Executive Management team.
- 3.3.6. ensure a performance evaluation process is in place with the CEO with agreed targets and performance metrics.
- 3.3.7. review and approve the strategic plan, operating and capital budgets put forward by management to ensure they are consistent with the goals and objectives and responsive to the environment in which SNT operates.
- 3.3.8. assign responsibility to management or committees via Board approved delegation of powers and authorities for the achievement of determined strategies, while understanding the Board remains responsible for all decisions relating to SNT.
- 3.3.9. support, review, and monitor the operational and financial performance of SNT, including the approval of annual budgets.
- 3.3.10. approve the risk management policy and oversee the effectiveness of the risk management framework.
- 3.3.11. monitor key financial and non-financial risk areas by ensuring the implementation of an effective risk management and internal control framework.
- 3.3.12. consider and agree on Committee and management recommendations on key issues including organisational structure and resourcing, capital management, significant contracts, and capital expenditure.
- 3.3.13. make, add to, alter, or rescind any SNT rules, regulations and by-laws as it sees fit.
- 3.3.14. manage Directors' interests, conflicts of same and related party transactions.
- 3.3.15. oversight of compliance with appropriate laws and regulations and major litigation.
- 3.3.16. evaluating Board processes and performance of the Board as a whole, as well as contributions by individual Directors, ensuring the Board's effectiveness in delivering good governance, including performance and conformance matters.
- 3.3.17. corporate governance matters, including frequency and agendas of Board and Committee meetings, and the appointment of the Company Secretary / Public Officer.
- 3.3.18. matters pertaining to Members including meetings, communications, and relations; and
- 3.3.19. ensure that there is a strong working relationship with Swimming Australia including regular communication on major issues confronting SNT.



4. Board Structure

4.1. Board Composition

The composition of the SNTI Board shall be in accordance with the SNTI Constitution, Part 4, Division 1, Clause 35. The board is to be comprised of a maximum of nine directors, including:

- President.
- Vice President.
- Five elected Directors.
- Two independent appointed Directors.

4.2. Board Election & Appointment

The election of the SNTI Board Members shall be in accordance with the SNTI Constitution, Part 4, Division 1, Clause 34.

The appointment of any SNTI Board Members shall be in accordance with the SNTI Constitution, Part 4, Division 2, Clause 44, or Clause 42 in the case of a casual vacancy.

4.3. Board Tenure

The tenure of SNTI Board Members shall be in accordance with the SNTI Constitution, Part 4, Division 2, Clause 40.

4.4. Board Inclusion

The Board is committed to the promotion of gender equality and Director diversity in the composition of the Board. These issues will be taken into consideration during succession planning and filling Board vacancies, where possible.

5. Director Induction

5.1. The Chair provides each new Director with a formal letter of appointment, setting out the basis of appointment as well as the powers and duties of a Director.

5.2. Each new elected and/or appointed Director will undertake an induction process which involves the following activities:

- An individual meeting with the Chair and CEO to discuss expectations, duties, and responsibilities.
- Provision of a comprehensive package of materials in relation to SNT and the Board, including the SNTI and SAL Constitution, relevant Code of Conducts, Board Charter, Conflict of Interest Policy, Risk Management Policy, the Strategic Plan, and any other relevant documents.

5.3. The Board collectively, and as individual Directors shall, where possible, undertake on-going education and training to enhance their performance throughout their tenure.



6. Director Autonomy

- 6.1. All Directors must act individually of each other and bring an independent mind to bear on matters coming before the board. The Board shall regularly assess the autonomy of each Director in light of the interests disclosed by them, to ensure they are free of relationships and material interests that may influence their ability to act in the best interest of SNT.
- 6.2. Each Director must provide the Board with relevant information to access their autonomy.
- 6.3. In assessing autonomy, the following matters will be considered and a Director will be regarded as autonomous if that Director:
 - is a non-executive Director (i.e. is not a member of Management);
 - is not a director, officer or otherwise officially associated directly with a member or affiliated organisation.
 - has within the last three years not been a principal of a material professional adviser or a material consultant to SNT or an employee materially associated with the service provided.
 - has not been a material supplier of SNT, or an officer of or otherwise associated directly or indirectly with a material supplier.
 - has no material contractual relationship with SNT, other than as a Director of the Organisation.
 - has been free from any business relationship which could, or could reasonably be perceived to, interfere materially with the Director's ability to act in the best interests of the Organisation.

7. President's Responsibilities

- 7.1. The President is elected as per the SNTI Constitution Part 4, Division 1, Clause 36.
- 7.2. The President of SNT fulfils the role of the Board Chair.
- 7.3. The Chair of the Board has a major role as the head of the Board in providing leadership to Directors and other functions including:
 - 7.3.1. leading and facilitating the Board.
 - 7.3.2. setting the Board direction and focus.
 - 7.3.3. conducting an effective decision-making process and ensuring that the Board is focused on achieving outcomes.
 - 7.3.4. ensuring that no one has excessive influence.
 - 7.3.5. maintaining a professional working relationship with the CEO.
 - 7.3.6. acting as a spokesperson, where appropriate, in conjunction with the CEO.
 - 7.3.7. Establish the agenda of SNT Board meetings in consultation with the CEO and other Board members.
 - 7.3.8. promoting constructive and respectful relations between Directors.
 - 7.3.9. Ensuring each Director appropriately contributes to the Board's decision-making process.
 - 7.3.10. ensuring the Board and individual Directors have a performance evaluation process.
 - 7.3.11. ensuring that the Board's workload is dealt with effectively.



- 7.3.12. role-modelling ethical standards and behaviour based on the SNT agreed values.
 - 7.3.13. preside over all general and Board meetings ensuring they are effectively conducted, and minutes are circulated and acknowledged in a timely manner.
 - 7.3.14. communicating and consulting with Swimming Australia and other relevant stakeholders on significant issues, as appropriate.
- 7.4. The SNT President may serve a maximum of two (2) consecutive terms in that position, including any terms less than two (2) years.

8. Role of Individual Directors

In accordance with statutory requirements, each Director has a fiduciary duty to act in good faith and in the best interest of SNT, its Members, Affiliates, employees, stakeholders and the Northern Territory swimming community. In doing so, Directors shall:

- decide what matters are delegated to Sub-Committees, specific Directors or SNT management.
- Exercise a reasonable degree of care and diligence in their decisions.
- Inform themselves about the role and its obligations.
- Inform themselves about the role and function of the organisation.
- Avoid conflicts of interest, where possible and disclosing them if they arise.
- Act for the benefit of SNT.
- Not make improper use of their position as a Director, nor information gained through that position.
- Not allow personal interests, or interests of an associated person, to conflict with the interests of SNT.
- Make reasonable inquiries to ensure that SNT is operating efficiently, effectively, and legally towards achieving its goals and stated purpose.
- Undertake diligent analysis of all proposals placed before the Board.
- Act in accordance with the SNT Constitution and Board policies.
- Behave in a manner consistent with the **SNT Director's Code of Conduct**.
- Prepare thoroughly for each Board and Sub-Committee meeting.
- Be forthright in Board and Sub-Committee meetings and have a duty to question, request information, raise any issue and fully canvass all aspects of any issues confronting SNT.
- Cast any vote on any resolution according to their own judgment.
- Maintain confidentiality of Board discussions and deliberations, including any Board papers.



9. Role of the Chief Executive Officer

The CEO is responsible for the daily management and performance of SNT, in accordance with the strategy, delegations, plans and policies as approved by the Board. The primary objective of the CEO is to ensure the ongoing success of SNT through the responsible management and development of the organisation, as a whole. The position reports directly to the Board.

The CEO's specific Responsibilities include:

- ensuring Board processes are conducted in an efficient manner.
- developing, in conjunction with the Board, SNT's vision, values and strategic goals.
- advising the Board on the most effective organisational structure and overseeing its implementation.
- assessment of business opportunities, including the provision of business plans and reports.
- development of short, medium and long term strategic goals to achieve SNT's vision and overall objectives.
- maximising available resources, encouraging staff commitment, and aligning the corporate culture with the organisation's goals and objectives.
- establishing and maintaining effective and positive relationships with Directors, Members, Affiliates, other stakeholder, Swimming Australia and other state member organisations, government departments and other business liaisons.
- undertaking the role of key spokesperson for the sport of swimming in the Northern Territory.
- recommending policies to the Board in relation to all organisational issues.
- ensuring statutory, legal, and regulatory compliance, whilst complying with corporate policies and standards.
- selecting and appointing key staff.
- ensuring there is an appropriate staff evaluation process in place.

10. Conflicts of Interest

10.1. Directors have a duty to act honestly and in the best interests of the company and not to misuse position or information to gain unfair advantage, and to disclose conflicts of interest.

10.2. Potential conflict of interests of Directors may include (but not limited to):

- holding a position within the sport's membership.
- a material or service contract with the company.
- related party loans, guarantees and other transactions.
- insider trading (e.g. share trading in other corporations using confidential information sourced from the Organisation).
- profiting from an opportunity that rightfully belongs to the Organisation.

10.3. To manage conflict of interests in accordance with the requirements of the Act, the Board requires the following guidelines to be adhered to by Directors.

- declare existing or potential material conflicts to the Public Officer when appointed and on an ongoing basis as the need arises to enable the Public Officer to maintain a register of Director's interests and potential related party conflicts.
- provide an annual declaration to the Public Officer for the purpose of updating the register of interests and related party transactions.



- when a conflict of interest arises, leave the Board meeting and not vote on any resolution that relates to the conflicted issue, unless the Directors who do not have a material interest in the matter have passed a resolution that identifies the Director, the nature and extent of the Director's interest in the matter and their relationship to the affairs of the Organisation and states that the interest should not disqualify the Director from voting on the issue.
- if a Director has provided notice on a material conflict the Public Officer will ensure that the Director does not receive Board papers or other information related to the conflict.
- no financial benefit can be given to a related party of a Director (including spouse, a de facto spouse, parents, children and certain related corporate entities) unless approved by the Board.

10.4. The Board Agenda will include a standing notice about conflict of interests, and they will be recorded it in the Board minutes.

11. Confidentiality

All proceedings of the Board, including papers submitted and presentations made, shall be kept confidential and will not be disclosed or released to any person other than Board members, except as required by law or as agreed by the Board.

Directors must also adhere to the above standards to ensure they maintain the confidentiality of Board proceedings and papers.

12. Board Processes

12.1. Board Annual Agenda

The Board must establish and endorse, by the end of January each year its annual meeting agenda. The annual agenda should be aligned with the strategy cycle of SNT and bring many governance aspects of this charter to life. This annual agenda dictates the dates, times, and locations of Board meetings in the upcoming year as well as a timetable for all governance reviews.

As per the SNT Constitution, Part 5, Clause 54.1 *"The Board must meet together, in person or by way of telecommunication, for the conduct of business a minimum of four (4) times in each financial year."* The Board, however, aims to meet monthly, where possible.

12.2. Board Attendance

All Board Directors must attend Board meetings unless issuing a notification to either the CEO or Chair (an apology).

Unless invited by the Chair, only the CEO and, if applicable, SNT management will attend Board meetings. Advisors and other parties external to the Board may also be invited to attend Board meeting by the Chair only, as appropriate.

For Quorum, as per the SNT Constitution, Part 5, Clause 56.1 *"For a Board meeting, a majority of elected and appointed Board members must be present (in person or by electronic communications)."*



The Board may conduct its meetings and business using the full range of available electronic communications, including video conferencing, telephone conferencing, and electronic mail. Any resolution of the Board adopted using such technology is as valid and effectual as if all available Directors had adopted it at a Board meeting physically attended.

12.3. Board Papers

Where possible, information technology should be used to enhance oversight capabilities through the effective collection, compilation, distribution, and access of Board papers.

12.3.1. Board Agenda

The agenda for Board meetings should include (but no be limited to):

- Attendance Register.
- Conflicts Register.
- Previous Minutes, including Resolution Register.
- Annual agenda items allocated to the meeting.
- Strategic issues for discussion
- Issues of litigation or non-compliance
- Items submitted for consideration and decision.
- Items submitted for information provision (reports, financials etc.)
- Other general business.

12.3.2. Board Reports

The format and content of Board reports should be driven by the annual agenda and the Board’s information requirements. Board reports should:

- be concise, timely, relevant, accurate and material to the type and nature of matters to be discussed.
- include timely, appropriate and in-depth external information, where applicable.
- encapsulate SNT’s strategy and identify key components that are driving or inhibiting effective execution of the strategy.
- have a balance picture of performance and promptly communicate any risks.
- regularly track key performance indicators with accuracy and consistency.
- contain appropriate information (both financial and non-financial) on SNT’s performance.

12.3.3. Board Papers Cycle

The below table indicates the requirements relating to the production and distribution of Board papers to enable Directors to adequately prepare for Board meetings and fulfill their fiduciary responsibilities.

ITEM	Days from Board Meeting
Draft Agenda prepared by CEO	-10
CEO Updates Action Items from previous Minutes	-7
Review of Agenda by President	-7
Finalisation of Board Papers	-7
Circulation of Agenda and Board Papers	-7
SNTI Board Meeting	0
Compilation of minutes	5 to 6
Distribution of Board Minutes	7 to 10



12.4. Emergency Decision Making

The Board may pass a resolution without a Board meeting being held if notice in writing of the resolution is provided to all Directors. All Directors must respond to the resolution, in writing, stating whether they agree, disagree, or abstain. The resolution is passed when the majority of Directors state they agree with the resolution. Any emergency decisions will be minuted in the next Board Meeting.

13. Board Sub-Committees

SNTI may form sub-committees to provide guidance, technical expertise and operational assistance to the Board, Staff and members. The Board may form sub-committees as required by creating or adjusting the relevant terms of reference. These Sub-Committees will then report to the Board, making any necessary recommendations.

The membership, role and responsibilities of each sub-committee are reviewed annually by the Board.

The Board currently has 4 Sub-committees outlined in the SNT Constitution:

- Selection Sub-Committee
- Competition Sub-Committee
- Technical Sub-Committee
- Athlete and Coach Development Sub-Committee

The SNT Board will also have the following Sub-Committees, when required:

- Audit and Risk Sub-Committee
- Finance Sub-Committee
- Nominations and Evaluations Sub-Committee

14. Risk Management

Risks are any event or action that threatens the assets and earnings, values or services provided by SNT. It is the Board's role to establish an effective system of risk oversight, management, and internal control.

The Board shall implement a risk management approach based on the following core elements:

- the identification of key business risks.
- the measurement of each identical risk in terms of potential impact and likelihood of occurrence.
- an assessment of the external environment and the control mechanisms in place to manage the risk.
- the development of action plans to manage the risk.
- constant monitoring of the program and reviewing continued economic justification and/or process improvement opportunities.

To support this process for identifying, prioritising, assessing, and managing the key business risks, SNT Management deal with specific risk areas across the Organisation, reporting to the Audit and Risk Sub-Committee. The Board regularly reviews the key risks as identified and implements strategic risk management strategies to mitigate these risks.



15. Policy & Procedures

The Board is responsible for:

- the development, enforcement, and review of delegations (financial and non-financial).
- approving and monitoring compliance with all significant policies and procedures by which the Organisation is operated; and
- approving policies and procedures designed to ensure SNT always operates within applicable laws and regulations and in accordance with SNT's values and ethical standards.

16. Board and CEO Evaluations

16.1. Board Evaluation

The Board through the Nominations and Evaluation Sub-Committee, reviews its own performance and that of the Board Committees annually.

The performance of the Chair shall be reviewed annually.

The performance of at least four Directors shall be reviewed each year on a rotational basis so that each Director has their performance evaluated each term. No Director shall be required to undergo a performance evaluation in the first 12 months of their election or appointment.

These processes ensure that the Board and Board Committees are working efficiently and effectively in discharging their responsibilities (against measurable and qualitative indicators).

16.2. CEO Evaluation

The Board sets the performance criteria for the CEO, which are regularly reviewed by the Board.

The Nominations Committee facilitates the performance review, with all the Directors have an opportunity to contribute to the review.

17. Access to Management

Management of the organisation is the responsibility of the CEO and organisational staff. The Board and individual Directors, however, have the power to meet or make inquiry with the CEO outside of scheduled Board or Committee meetings. The Board and individual Directors may meet with Management in consultation with the CEO.

Directors will use their judgment so that contact is not distracting or disruptive to the business operation of the Organisation and will therefore initially raise any material issues or concerns with the CEO.

18. Access to Professional Advice

Directors and Board Committees have the right in connection with their duties and responsibilities to seek independent professional advice at the Organisation's expense, subject to:

- prior approval of the Chair, Committee or the Board which is not unreasonably withheld.
- information so obtained is shared with all Directors or Committee Members as appropriate.



19. Director Code of Conduct

SNT takes ethical and responsible decision-making very seriously. It expects all staff and Directors to do the same.

Based on SNT's core values, the code is designed to encourage ethical and appropriate behaviour in all SNT activities and dealings with stakeholders.

20. Political Donations and Statements

SNT must remain an apolitical organisation and should not make any statements in favour of, or against any political issues that may arise, unless the overwhelming majority of members support such an action. Statements made by key SNT personnel must be made in a personal context only, with that position clearly expressed, if required.

SNT does not make political donations and any donations made by key personnel must be made in a personal context only, with that position clearly expressed, if required.

21. Charter Review

The Board reviews this charter annually and makes changes as necessary.

The Public Officer is responsible for monitoring and maintenance of this charter.

22. Related Documents

[**SNT Director Code of Conduct**](#)