



**Swimming
Northern
Territory**

DEVELOPING SWIMMING IN THE NT

Swimming Northern Territory

Board & Management Guidelines

| Version | Reviewed by | Board Approval Date | Next Review Date |
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SNT Board and Management Guidelines

Functions and Responsibilities

For an effective, cohesive relationship between the board and management, a clear mutual understanding of roles, delegations and boundaries is required to allow each party to respect the other’s responsibilities, contributions and expectations. The relationship depends on the open flow of relevant and timely information in both directions.

Differences

The below table provides an overview of key functional differences between the board and management.

| | Board of Directors | Management |
|------------------------|--|--|
| Personnel | <ul style="list-style-type: none"> • President • Vice President • Public Officer • Elected Directors – directors elected by the members. • Appointed Directors – directors appointed by the board | <ul style="list-style-type: none"> • Chief Executive Officer (CEO) or equivalent – head of the executive |
| Responsibility | <ul style="list-style-type: none"> • Responsible for oversight, strategic planning and big picture thinking. • Make informed decisions based on available information. • Satisfied itself of the competence, capability and capacity of the CEO. • Is accountable to members and regulators for the organisation’s performance. • Hire, develop and monitor the CEO’ performance and accountability (where there is a CEO). • Monitoring the organisation’s progress including how it manages it financial and other risks. • Helping set and monitor the values, culture and purpose of the organisation. • Understanding and upholding fiduciary responsibilities • Approval of the budgets • Ensuring the body remains financially solvent and viable | <ul style="list-style-type: none"> • Day-to-day leadership of the organisation. • Assists the board in developing strategy. • Responds to issues raised by the board. • Responsible for the efficient and effective operations of the organisation, including its finances in accordance with approved delegations. • Reports relevant information to the board. • Stimulates board discussion on emerging issues. • Development of the budget with board guidance and approval |
| Appointment | Elected by the members. | Hired by the board of directors. |
| Decision making | Required to make decisions that will affect the future of the organisation. | Must implement the decision made by the board of directors. |
| Accountability | Accountable to the members | Accountable to the board of director. |



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|-------------------------------|---|--|
| Company Administration | Responsible for the organisation's administration | Related duties associated with the organisation's administration can be delegated to management, but this does not relieve the directors of their ultimate responsibility. |
| Ethics and values | Directors have a key role in the determination of the values, culture and purpose of the organisation | Managers must enact the values and behaviours, taking their direction from the board |
| Legal Responsibility | May be held responsible for the organisation's actions. Can be held personally liable if they are in breach of their duties or act improperly | No legal responsibility |

Relationships

The nature of the relationship and the responsibilities and expectations of each of the Board and management should be set out in the organisation's Board Charter. However, it is the translation of these principles in practice as part of the culture of the organisation and the relationship between board and management which is vital. The President has a primary responsibility to foster and maintain a constructive and effective culture in the best interests of the organisation.

Responsibilities and expectations of the board

- Making quality informed decisions based on relevant material information being available to the Board, especially from management.
- Overseeing, managing and holding management accountable.
- Satisfying itself of the competence, capability and capacity of management.
- Being accountable to members and regulators of the organisation's performance.

Responsibilities and expectations of management

- Report relevant material information to the Board.
- Stimulating Board discussion on emerging issues.
- Assisting the Board in analysing and considering issues.
- Responding to issues raised by the Board.
- When reporting or presenting to the Board, management must:
 - ✓ be clear as to the purpose to the report or presentation and expectations of the Board as a result (i.e. for noting information purposes only, for discussion and to gain the board's wisdom and input, or for decision making and resolution).
 - ✓ know their audience.
 - ✓ be responsive to the audience's needs.
 - ✓ understand Board politics and personalities.
 - ✓ maintain focus on key issues.
 - ✓ be patient, polite and respectful.



Relationship between the President and CEO

The relationship between the President and CEO is critical. Primarily it should be an engaged business relationship where professional and personal trust and respect are paramount in an environment of construction challenge. This is a vital relationship as the primary source of communication between the Board and management between board meetings is through the President and the CEO.

The relationship needs to primarily be a “business relationship” where professional and personal trust and respect is paramount and where the President can act as a mentor/sounding board to the CEO. At the same time, it should be a relationship of frankness and honesty (behind the scenes) and unity and mutual support (in public).

It is to be expected that the President and CEO meet from time to time between board meetings to help set board agendas, to debrief following board meetings and to exchange updates and give guidance on material issues impacting the organisation.

Relationship between individual board directors and executive management

Individual directors have no inherent authority or executive power. Enquiries by directors of management and by management of individual directors should primarily be channelled via the President and CEO.

Where there is any direct material contact between individual directors and executive management, the President and CEO should be kept informed by way of courtesy. Where there is strength of mutual respect and confidence that the President’s and CEO’s authority will not be undermined, communications between executive management and directors may be boundless. There may also be expectations of permitted communication between the chairs of the finance, audit and risk committees and the relevant executives responsible for those functions, on matters within the scope of those functions.

Document Review

This Guideline will be reviewed by the Board every two years, or earlier as required.