



GOVERNANCE POLICY

Melbourne Vicentre Swimming Club Incorporated

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GOVERNANCE POLICY OF MELBOURNE VICENTRE SWIMMING CLUB INCORPORATED

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GOVERNANCE POLICY OF MELBOURNE VICENTRE SWIMMING CLUB INCORPORATED

The business of Melbourne Vicentre Swimming Club (MVC) is managed by, or under the direction of, the Board. The Directors may exercise all the powers of MVC, except any power the *Associations Incorporation Reform Act 2012 (Vic)* ("Act") or the Constitution requires MVC to exercise in a general meeting of members.

The Board is supported by a number of Committees, which shall be constituted of persons appointed by the Board. The Committees and special purpose committees and their members are responsible to the Board.

1 THE BOARD

1.1 Composition

The composition of the Board is set out in Rule 25 of the Constitution and comprises 5 elected Directors and up to 2 Appointed Directors.

1.2 Qualifications

Five members of the Board are elected by the MVC Senior Members under Rule 27 of the Constitution. Up to two additional directors can be appointed by these five.

In considering director appointments the Members (for elected directors) and the Board (for appointed directors) shall consider the qualifications set out below. These qualifications include:

- Knowledge of swimming, health, sport, fitness or physical activity
- Previous experience in organisational work from either private business or community activities. Ideally this experience has been gained as a Board member or committee member
- Demonstrated ability to understand a wide scope of community issues, including requirements and objectives of governing not for profit and/or sporting bodies
- Management or administration skills, including financial management, and a good knowledge of the Act and/or the Corporations Act in the areas of corporate governance and directors duties and responsibilities
- Professional or commercial background including any specialised areas of expertise (e.g. commerce, finance, marketing, law or business) that can benefit MVC
- Good communication skills
- Ability to work and communicate effectively within the group and with external parties
- Understanding of strategic planning processes
- Commitment to the role and the ability to devote sufficient time and energy to the position

1.3 Term of Office

The chairman shall be elected from amongst the elected Directors in accordance with the Constitution.

Three Directors shall retire in each odd year and two Directors shall retire in each even year until, after two years the five original Directors have retired after which those elected Directors (or their replacements) who first retired, shall retire and so on.

Rotations of appointed Directors should meet this cycle.

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1.4 Training

All new Directors will be briefed by the chairman and will receive a copy of the following:

- A copy of this governance policy
- Organisational chart
- Constitution
- Policy register
- Directors and officers insurance policy
- Other relevant documents on request

2 POWERS OF THE BOARD

Subject to the Act and the provisions of the Constitution the business of MVC shall be managed by and the powers of MVC shall be exercised by the Board.

The Board may exercise all the powers of MVC, except any power the Act or the Constitution requires MVC to exercise in a general meeting of members.

3 BOARD MEETINGS

The Board will meet for the despatch of business, adjourn and otherwise regulate its meetings as it thinks fit.

4 THE CHAIRMAN

4.1 The role as Chair

The chairman is the nominal head of MVC and will act as chair of any Board meeting or general meeting of MVC. The role of the chairman is summarised below.

- The chairman should ensure that Board meetings are properly managed, with a set agenda, on matters that the Board, according to the Constitution and MVC By-Laws, rightly ought to decide or provide guidance on. This includes, but is not limited to matters of accountability, strategic direction, policy and budget setting and performance.
- The authority of the chairman consists of making decisions that fall within topics covered by Board policies on governance process, policies and the Constitution
- The chairman has no authority to change Board decisions
- The chairman may delegate authority but always remains accountable for its use

4.2 The Chairman and the Board

The Chairman should identify the issues of significance to the Board, provide the right environment for consideration of those issues and ensure that all Directors have the opportunity to put their views and have them considered.

A carefully structured Board meeting must deal with routine matters quickly and efficiently, allowing time for attention to key areas of responsibility such as accountability, strategic thinking, monitoring and policy issues.

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5 DIRECTORS

Directors of MVC:

- Should be committed to ethical, businesslike and lawful conduct including proper use of authority and appropriate decorum when acting as Directors
- Must always act in the interests of MVC and the members
- Must avoid conflicts of interest
- Must not attempt to exercise individual authority over MVC or make decisions outside of their designated scope of authority
- Should not publicly voice negative comments or individual opinions relating to the staff, fellow Directors or any MVC matters
- Should only speak to the media as approved by the Chairman
- Should adhere to and support the Chairman in an effort to govern effectively
- Should respect the confidentiality of sensitive issues or business items under negotiation or discussion
- Should speak uniformly when speaking outside the Board or MVC

6 CODE OF CONDUCT

The board should ensure and actively promote ethical behaviour and decision making as set out in this Code of Conduct. Board members are expected to act with integrity to ensure that the reputation of MVC is managed, protected and enhanced.

- The board recognises the importance and value of board diversity
- The board and its members are expected to promote and encourage equity and inclusiveness throughout the organisation and considers age, gender, cultural background and people with a disability in decision making
- Directors are expected to act honestly and in the best interests of the members as a whole and not to represent individual constituents
- Directors are expected to contribute to a positive board behaviour and culture by showing respect for other board members opinions and allowing each member a fair and equal opportunity to contribute to discussion/decision making
- Directors are required to comply with the following legal duties including:
 - 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 whilst insolvent
 - meet the requirement of federal and state laws that directly impact on the organisation
- Directors are expected to disclose actual/potential conflicts of interest
- Directors are expected to behave responsibly particularly regarding confidential information
- Directors are expected to review available information before board meetings and acquaint themselves with the issues before the Board

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7 DELEGATION OF AUTHORITY

Under rule 29 of the Constitution the Board may delegate its functions. Typically this will be to either:

- (a) Properly tasked sub committees of the Board;
- (b) The head coach, or
- (c) Employees employed to manage the business and administrative function of MVC.

For effective management, control and operations for the club, when delegating its authority the board should ensure:

- (a) It is done in writing;
- (b) That proper “terms of reference” or other goals and constraints are clearly defined;
- (c) That other stakeholders are clear on roles and responsibilities, and
- (d) It monitors performance and that those to whom matters are delegate report back to the board.

The primary tools the Board should use to ensure the delegate is acting in accordance with its “terms of reference” and delegated authority are:

- (a) Reporting to regular board meetings;
- (b) Establishment of appropriate organisation structure;
- (c) Maintaining up to date by laws;
- (d) Budget setting and review;
- (e) Member feedback, and
- (f) Periodic (as determined by the Board) performance reviews.